



Announcement Summary

Entity name

MEMPHASYS LIMITED.

Date of this announcement

Wednesday September 01, 2021

The +securities the subject of this notification are:

☒ +Securities issued under an +employee incentive scheme that are subject to a restriction on transfer and are not being quoted on ASX until the restriction ends

Total number of +securities to be issued/transferred

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
New class - code to be confirmed	Incentive Options	5,900,000	01/09/2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

MEMPHASYS LIMITED.

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

1.2 Registered number type

ABN

Registration number

33120047556

1.3 ASX issuer code

MEM

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

1/9/2021



Part 2 - Issue details

2.1 The +securities the subject of this notification are:

☒ +Securities issued under an +employee incentive scheme that are subject to a restriction on transfer and are not being quoted on ASX until the restriction ends

2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:

☒ does not have an existing ASX security code ("new class")



Part 3C - number and type of +securities the subject of this notification (new class) where issue has not previously been notified to ASX in an Appendix 3B

New +securities issued under an +employee incentive scheme**ASX +security code**

New class - code to be confirmed

+Security description

Incentive Options

+Security type

Options

ISIN code**Date the +securities the subject of this notification were issued**

1/9/2021

Will all the +securities issued in this class rank equally in all respects from their issue date?☒ Yes**Were any of the +securities issued to +key management personnel (KMP) or an +associate?**☒ Yes**Provide details of the KMP or +associates being issued +securities.**

Name of KMP	Name of registered holder	Number of +securities
Alison Coutts	Alison Coutts	5,900,000

Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?☒ Yes**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.**<https://www.asx.com.au/asxpdf/20210723/pdf/44ykr5sf7c1637.pdf>

Options Details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.08800000	31/8/2023

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

Other



Description

Tranche 1 - ex price \$0.088, ex date 31/08/2023
Tranche 2 - ex price \$0.088, ex date 31/08/2023
Tranche 3 - ex price \$0.094, ex date 31/08/2024

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

<https://www.asx.com.au/asxpdf/20181011/pdf/43z50cv2p7ymj3.pdf>

Any other information the entity wishes to provide about the +securities the subject of this notification

Tranche 1 - 2,537,000 options convert to ord shares on meeting tranche 1 milestone with \$0.10 hurdle share price by 31 December 2021, ex price \$0.088 and ex date two years from date of issue;
Tranche 2 - 1,770,000 options convert to ord shares on meeting tranche 2 milestone with \$0.125 hurdle share price by 30 June 2022, ex price \$0.088 and ex date two years from date of issue;
Tranche 3 - 1,593,000 options convert to ord shares on meeting tranche 3 milestone with \$0.175 hurdle share price by 30 June 2023 and ex price \$0.094 and ex date three years from date of issue

Issue details

Number of +securities

5,900,000



Part 4 - +Securities on issue

Following the issue, conversion or payment up of the +securities the subject of this application, the +securities of the entity will comprise:
(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)

4.1 Quoted +Securities (Total number of each +class of +securities quoted)

ASX +security code and description	Total number of +securities on issue
MEM : ORDINARY FULLY PAID	760,773,880

4.2 Unquoted +Securities (Total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
MEMAA : OPTION EXPIRING 28-SEP-2021 EX 3.32C	31,404,457
MEMAB : OPTION EXPIRING 22-OCT-2021 EX 11.42C	19,255,875
MEMAJ : OPTION EXPIRING 30-JUL-2023 EX \$0.0905	8,424,200
MEMAK : OPTION EXPIRING 30-JUL-2024	3,115,800
New class - code to be confirmed : Incentive Options	5,900,000



Part 5 - Other Listing Rule requirements

5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?

☒ No

5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

☒ Yes

5.2a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

24/8/2021