

# Appendix 3Y

## Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b> Opthea Limited
<b>ABN</b> 32 006 340 567

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Geoffrey Kempler
<b>Date of last notice</b>	30 November 2018

### Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	<b>Sandhurst Trustees Ltd:</b> the registered holder as nominee on behalf of Geoffrey Kempler as beneficiary; <b>Baywick Pty Ltd:</b> Geoffrey Kempler is a substantial shareholder.
<b>Date of change</b>	18 March 2019
<b>No. of securities held prior to change</b>	900,960 fully paid ordinary shares.  2,000,000 unquoted options to purchase ordinary shares at an exercise price of \$0.48, expiring on 7 March 2021 granted under the NED Plan.

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<b>Class</b>	Ordinary shares, fully paid. Unquoted options to acquire fully paid ordinary shares.
<b>Number acquired</b>	1,500,000 unquoted options to acquire fully paid ordinary shares.
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil
<b>No. of securities held after change</b>	900,960 fully paid ordinary shares.  2,000,000 unquoted options to purchase ordinary shares at an exercise price of \$0.48, expiring on 7 March 2021 granted under the NED Plan.  1,500,000 unquoted options to purchase ordinary shares at an exercise price of \$0.855, expiring on 29 November 2022, granted under the NED Plan.
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Grant of 1,500,000 unquoted options to acquire fully paid ordinary shares under the NED Plan.

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A

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<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	N/A
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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+ See chapter 19 for defined terms.