

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

Name of entity Opthea Limited
ABN 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.

Name of Director	Geoffrey Kempler
Date of last notice	9 May 2017

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.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Sandhurst Trustees Ltd: the registered holder as nominee on behalf of Geoffrey Kempler as beneficiary; Baywick Pty Ltd: Geoffrey Kempler is a substantial shareholder.
Date of change	29 November 2018
No. of securities held prior to change	615,246 fully paid ordinary shares. 285,714 listed options, exercise price \$0.27, expiry 25 November 2018. 2,000,000 unquoted options to purchase ordinary shares at an exercise price of \$0.48, exercise period commencing on 30 June 2016, ending on 7 March 2021 subject to vesting conditions.

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Class	Ordinary shares, fully paid. Unquoted options to acquire fully paid ordinary shares.
Number acquired	285,714 ordinary shares fully paid
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$0.27 per share
No. of securities held after change	900,960 fully paid ordinary shares. 2,000,000 unquoted options to purchase ordinary shares at an exercise price of \$0.48, exercise period commencing on 30 June 2016, ending on 7 March 2021 subject to vesting conditions.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of ordinary shares pursuant to the exercise of listed options at \$0.27 per share.

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.

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

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Appendix 3Y
Change of Director's Interest Notice

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

Part 3 – +Closed period

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

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