

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	Megan Baldwin
Date of last notice	2 July 2015

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	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
Date of change	4 April 2016
No. of securities held prior to change	33,674 ordinary shares, fully paid. 11,500 listed options, exercise price \$0.27, expiry 25 November 2018. 1,500,000 ordinary shares fully paid subject to voluntary escrow for a 12 month period, expiring on 1 July 2016.
Class	Ordinary shares, fully paid. Listed options. Unquoted options to acquire fully paid ordinary shares.

+ See chapter 19 for defined terms.

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Number acquired	4,000,000 unquoted options to acquire fully paid ordinary shares at an exercise price of \$0.48, expiring on 7 March 2021, granted under the company's Long Term Incentive Plan (LTIP).
Number disposed	NIL
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$NIL
No. of securities held after change	33,674 ordinary shares fully paid. 11,500 listed options, exercise price \$0.27, expiry 25 November 2018. 1,500,000 ordinary shares fully paid subject to voluntary escrow for a 12 month period, expiring on 1 July 2016. 4,000,000 unquoted options to acquire fully paid ordinary shares at an exercise price of \$0.48, expiring on 7 March 2021, granted under the LTIP.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Options granted under the company's LTIP and pursuant to a members' resolution passed at a general meeting of the company on 7 March 2016.

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

+ See chapter 19 for defined terms.

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

⁺ See chapter 19 for defined terms.