



12 May 2015

Share Issue – Notice under Section 708A(5)(e)

Cogstate Limited (**Cogstate**) has today issued 8,000,000 fully paid ordinary shares (**Placement Shares**) pursuant to a private placement to Nebula Neuro Pty Ltd.

In accordance with section 708A(5)(e) of the Corporations Act 2001 (**Act**), Cogstate hereby gives notice that:

1. Cogstate has issued the Placement Shares without disclosure to investors under Part 6D.2 of the Act;
2. Cogstate is giving this notice under paragraph 708A(5)(e) of the Act;
3. As a disclosing entity, Cogstate is subject to regular reporting and disclosure obligations;
4. As at the date of this notice, Cogstate has complied with:
 - (a) the provisions of Chapter 2M of the Act as they apply to Cogstate; and
 - (b) section 674 of the Act; and
5. As at the date of this notice, there is no information:
 - (a) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - (b) that investors and their professional advisers would reasonably require, and would reasonably expect to find in a disclosure document, for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of Cogstate; or
 - (ii) the rights and liabilities attaching to the Placement Shares.

Claire Newstead-Sinclair
Company Secretary