

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 30/9/2001.

| |
|--|
| Name of entity Cogstate Limited |
| ABN 80 090 975 723 |

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 | Martyn Myer |
| Date of last notice | 31 August 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 | 1 – 6, 8, 9. Indirect interests, as numbered below 7. Direct |
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | <ol style="list-style-type: none"> 1. As beneficiary of The M K Myer Family Settlement [Registered holder: National Nominees Limited as custodian for Mpyer Investments Pty Ltd ATF <u>The M K Myer Family Settlement</u>] 2. As beneficiary of Whereabouts Superannuation Fund [Registered holder: National Nominees Limited as custodian for Myer & Myer Pty Ltd ATF <u>Whereabouts Superannuation Fund</u>] 3. National Nominees Limited as custodian for <u>Martyn K Myer</u> 4. National Nominees Limited as custodian for <u>Max Myer</u> 5. National Nominees Limited as custodian for <u>Edwina Myer</u> 6. National Nominees Limited as custodian for <u>Lucy Myer</u> 7. N/A |
| Date of change | 2 September 2015 |

+ See chapter 19 for defined terms.

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Change of Director's Interest Notice

| | | | | | | | | | | | | | | | |
|---|--|--------------------|---|--------------------|---------------|---------------------|---------------|--------------------|--------|--------------------|--------|--------------------|--------|------------------------------------|---------|
| No. of securities held prior to change | <table> <tr><td>1. Ordinary Shares</td><td>3,895,792</td></tr> <tr><td>2. Ordinary Shares</td><td>15,222,519</td></tr> <tr><td>3. Investor Options</td><td>-</td></tr> <tr><td>4. Ordinary Shares</td><td>56,250</td></tr> <tr><td>5. Ordinary Shares</td><td>56,250</td></tr> <tr><td>6. Ordinary Shares</td><td>56,250</td></tr> <tr><td>7. Non- executive Director Options</td><td>395,000</td></tr> </table> | 1. Ordinary Shares | 3,895,792 | 2. Ordinary Shares | 15,222,519 | 3. Investor Options | - | 4. Ordinary Shares | 56,250 | 5. Ordinary Shares | 56,250 | 6. Ordinary Shares | 56,250 | 7. Non- executive Director Options | 395,000 |
| 1. Ordinary Shares | 3,895,792 | | | | | | | | | | | | | | |
| 2. Ordinary Shares | 15,222,519 | | | | | | | | | | | | | | |
| 3. Investor Options | - | | | | | | | | | | | | | | |
| 4. Ordinary Shares | 56,250 | | | | | | | | | | | | | | |
| 5. Ordinary Shares | 56,250 | | | | | | | | | | | | | | |
| 6. Ordinary Shares | 56,250 | | | | | | | | | | | | | | |
| 7. Non- executive Director Options | 395,000 | | | | | | | | | | | | | | |
| Class | Ordinary Shares | | | | | | | | | | | | | | |
| Number acquired | <table> <tr><td>1. N/A</td></tr> <tr><td>2. 120,725</td></tr> <tr><td>3. N/A</td></tr> <tr><td>4. N/A</td></tr> <tr><td>5. N/A</td></tr> <tr><td>6. N/A</td></tr> <tr><td>7. N/A</td></tr> </table> | 1. N/A | 2. 120,725 | 3. N/A | 4. N/A | 5. N/A | 6. N/A | 7. N/A | | | | | | | |
| 1. N/A | | | | | | | | | | | | | | | |
| 2. 120,725 | | | | | | | | | | | | | | | |
| 3. N/A | | | | | | | | | | | | | | | |
| 4. N/A | | | | | | | | | | | | | | | |
| 5. N/A | | | | | | | | | | | | | | | |
| 6. N/A | | | | | | | | | | | | | | | |
| 7. N/A | | | | | | | | | | | | | | | |
| Number disposed | <table> <tr><td>1. N/A</td></tr> <tr><td>2. N/A</td></tr> <tr><td>3. N/A</td></tr> <tr><td>4. N/A</td></tr> <tr><td>5. N/A</td></tr> <tr><td>6. N/A</td></tr> <tr><td>7. N/A</td></tr> </table> | 1. N/A | 2. N/A | 3. N/A | 4. N/A | 5. N/A | 6. N/A | 7. N/A | | | | | | | |
| 1. N/A | | | | | | | | | | | | | | | |
| 2. N/A | | | | | | | | | | | | | | | |
| 3. N/A | | | | | | | | | | | | | | | |
| 4. N/A | | | | | | | | | | | | | | | |
| 5. N/A | | | | | | | | | | | | | | | |
| 6. N/A | | | | | | | | | | | | | | | |
| 7. N/A | | | | | | | | | | | | | | | |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | <table> <tr><td>1. N/A</td></tr> <tr><td>2. \$28,766.75</td></tr> <tr><td>3. N/A</td></tr> <tr><td>4. N/A</td></tr> <tr><td>5. N/A</td></tr> <tr><td>6. N/A</td></tr> <tr><td>7. N/A</td></tr> </table> | 1. N/A | 2. \$28,766.75 | 3. N/A | 4. N/A | 5. N/A | 6. N/A | 7. N/A | | | | | | | |
| 1. N/A | | | | | | | | | | | | | | | |
| 2. \$28,766.75 | | | | | | | | | | | | | | | |
| 3. N/A | | | | | | | | | | | | | | | |
| 4. N/A | | | | | | | | | | | | | | | |
| 5. N/A | | | | | | | | | | | | | | | |
| 6. N/A | | | | | | | | | | | | | | | |
| 7. N/A | | | | | | | | | | | | | | | |
| No. of securities held after change | <table> <tr><td>1. Ordinary Shares</td><td>3,895,792</td></tr> <tr><td>2. Ordinary Shares</td><td>15,343,244</td></tr> <tr><td>3. Investor Options</td><td>-</td></tr> <tr><td>4. Ordinary Shares</td><td>56,250</td></tr> <tr><td>5. Ordinary Shares</td><td>56,250</td></tr> <tr><td>6. Ordinary Shares</td><td>56,250</td></tr> <tr><td>7. Non- executive Director Options</td><td>395,000</td></tr> </table> | 1. Ordinary Shares | 3,895,792 | 2. Ordinary Shares | 15,343,244 | 3. Investor Options | - | 4. Ordinary Shares | 56,250 | 5. Ordinary Shares | 56,250 | 6. Ordinary Shares | 56,250 | 7. Non- executive Director Options | 395,000 |
| 1. Ordinary Shares | 3,895,792 | | | | | | | | | | | | | | |
| 2. Ordinary Shares | 15,343,244 | | | | | | | | | | | | | | |
| 3. Investor Options | - | | | | | | | | | | | | | | |
| 4. Ordinary Shares | 56,250 | | | | | | | | | | | | | | |
| 5. Ordinary Shares | 56,250 | | | | | | | | | | | | | | |
| 6. Ordinary Shares | 56,250 | | | | | | | | | | | | | | |
| 7. Non- executive Director Options | 395,000 | | | | | | | | | | | | | | |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | <table> <tr><td>1. No change.</td></tr> <tr><td>2. On-market acquisition of 20,725 shares at \$0.23. Off-market acquisition of 100,000 shares at \$0.24.</td></tr> <tr><td>3. No change.</td></tr> <tr><td>4. No change.</td></tr> <tr><td>5. No change.</td></tr> <tr><td>6. No change.</td></tr> </table> | 1. No change. | 2. On-market acquisition of 20,725 shares at \$0.23. Off-market acquisition of 100,000 shares at \$0.24. | 3. No change. | 4. No change. | 5. No change. | 6. No change. | | | | | | | | |
| 1. No change. | | | | | | | | | | | | | | | |
| 2. On-market acquisition of 20,725 shares at \$0.23. Off-market acquisition of 100,000 shares at \$0.24. | | | | | | | | | | | | | | | |
| 3. No change. | | | | | | | | | | | | | | | |
| 4. No change. | | | | | | | | | | | | | | | |
| 5. No change. | | | | | | | | | | | | | | | |
| 6. No change. | | | | | | | | | | | | | | | |

+ See chapter 19 for defined terms.

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.

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|---|--|
| Detail of contract | |
| Nature of interest | |
| Name of registered holder (if issued securities) | |
| Date of change | |
| No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small> | |
| Interest acquired | |
| Interest disposed | |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small> | |
| Interest after change | |

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? | No |
| 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.