

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	Bradley O'Connor
Date of last notice	27 October 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	<ol style="list-style-type: none"> 1. Direct 2. Direct 3. Indirect 									
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. N/A 2. N/A 3. As beneficiary of O'Connor Superannuation Fund [registered holder: Ronnocob Pty Ltd (O'Connor Superannuation Fund A/C)] 									
Date of change	<ol style="list-style-type: none"> 1. 4 November 2015 and 10 November 2015 2. 10 November 2015 3. 4 November 2015 									
No. of securities held prior to change	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; padding: 2px;">1.</td> <td style="padding: 2px;">Ordinary Shares</td> <td style="text-align: right; padding: 2px;">3,070,617</td> </tr> <tr> <td style="padding: 2px;">2.</td> <td style="padding: 2px;">Employee Options</td> <td style="text-align: right; padding: 2px;">3,157,500</td> </tr> <tr> <td style="padding: 2px;">3.</td> <td style="padding: 2px;">Ordinary Shares</td> <td style="text-align: right; padding: 2px;">386,066</td> </tr> </table>	1.	Ordinary Shares	3,070,617	2.	Employee Options	3,157,500	3.	Ordinary Shares	386,066
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Class	<ol style="list-style-type: none"> 1. Ordinary Shares 2. Employee Options 3. Ordinary Shares
Number acquired	<ol style="list-style-type: none"> 1. 847,500 2. Nil 3. 250,000
Number disposed	<ol style="list-style-type: none"> 1. 250,000 2. 847,500 3. Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<ol style="list-style-type: none"> 1. \$97,462.50 exercise cost and \$92,500 sale proceeds 2. N/A 3. \$92,500.00
No. of securities held after change	<ol style="list-style-type: none"> 1. Ordinary Shares 3,668,117 2. Employee Options 2,310,000 3. Ordinary Shares 636,066
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	<ol style="list-style-type: none"> 1. Exercise of 847,500 employee options at \$0.115 per share. Off-market transfer of 250,000 shares to superannuation fund at \$0.37 per share. 2. Exercise of 847,500 employee options. 3. Off-market transfer of 250,000 shares at \$0.37 per share.

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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	
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?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.