
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the Month of March 2021

Commission File Number: 001-39621

OPTHEA LIMITED

(Translation of registrant's name into English)

**Level 4
650 Chapel Street
South Yarra, Victoria 3141
Australia
(Address of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

EXHIBITS

<u>Exhibit</u>	<u>Description</u>
99.1	Appendix 2A
99.2	Appendix 3G
99.3	Appendix 3Y for Dan Spiegelman
99.4	Appendix 3Y for Jeremy Levin
99.5	Appendix 3Y for Lawrence Gozlan
99.6	Appendix 3Y for Megan Baldwin
99.7	Appendix 3Y for Michael Sistenich

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 5, 2021

OPTHEA LIMITED

By: /s/ Michael Tonroe

Michael Tonroe

Chief Financial Officer and Company Secretary

Appendix 2A

Application for quotation of +securities

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.

If you are an entity incorporated outside Australia and you are seeking quotation of a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

Part 1 – Entity and announcement details

Question no	Question	Answer
1.1	*Name of entity We (the entity here named) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules. ¹	Opthea Limited (Opthea)
1.2	*Registration type and number <i>Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).</i>	ABN 32 006 340 567
1.3	*ASX issuer code	OPT
1.4	*This announcement is <i>Tick whichever is applicable.</i>	<input checked="" type="checkbox"/> A new announcement <input type="checkbox"/> An update/amendment to a previous announcement <input type="checkbox"/> A cancellation of a previous announcement
1.4a	*Reason for update <i>Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.</i>	N/A
1.4b	*Date of previous announcement to this update <i>Mandatory only if "Update" ticked in Q1.4 above.</i>	N/A
1.4c	*Reason for cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i>	N/A
1.4d	*Date of previous announcement to this cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i>	N/A
1.5	*Date of this announcement	5 March 2021

¹ Appendix 2A of the Listing Rules includes a warranty that an offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or 1012C(6) of the Corporations Act. If the securities to be quoted have been issued by way of a pro rata offer, to give this warranty, you will generally need to have lodged a cleansing notice with ASX under section 708AA(2)(f) or 1012DAA(2)(f) of the Corporations Act within 24 hours before the securities are offered (see ASIC Regulatory Guide 189 *Disclosure relief for rights issues*). If in doubt, please consult your legal adviser.

Part 2 – Type of issue

Question No.	Question	Answer
2.1	<p>*The +securities to be quoted are:</p> <p><i>Select whichever item is applicable.</i></p> <p><i>If you wish to apply for quotation of different types of issues of securities, please complete a separate Appendix 2A for each type of issue.</i></p>	<p><input type="checkbox"/> Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B</p> <p><input type="checkbox"/> Being issued under a +dividend or distribution plan</p> <p><input checked="" type="checkbox"/> Being issued as a result of options being exercised or other +convertible securities being converted</p> <p><input type="checkbox"/> Unquoted partly paid +securities that have been paid up and are now quoted fully paid +securities</p> <p><input type="checkbox"/> +Restricted securities where the escrow period has expired or is about to expire</p> <p><input type="checkbox"/> +Securities previously issued under an +employee incentive scheme where the restrictions on transfer have ceased or are about to cease</p> <p><input type="checkbox"/> +Securities issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer</p> <p><input type="checkbox"/> Other</p>
2.2a.1	<p>*Date of Appendix 3B notifying the market of the proposed issue of +securities for which quotation is now being sought</p> <p><i>Answer this question if your response to Q2.1 is “Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B”</i></p>	N/A
2.2a.2	<p>*Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B?</p> <p><i>Answer this question if your response to Q2.1 is “Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B”.</i></p>	No

- 2.2a.2.1 *Please provide details of the further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B N/A
Answer this question if your response to Q2.1 is “Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B” and your response to Q2.2a.2 is “Yes”.
Please provide details of the proposed dates and number of securities for the further issues. This may be the case, for example, if the Appendix 3B related to an accelerated pro rata offer with an institutional component being quoted on one date and a retail component being quoted on a later date.
- 2.2b.1 *Date of Appendix 3A.1 lodged with ASX in relation to the underlying +dividend or distribution N/A
Answer this question if your response to Q2.1 is “Being issued under a dividend or distribution plan”.
- 2.2b.2 *Does the +dividend or distribution plan meet the requirement of listing rule 7.2 exception 4 that it does not impose a limit on participation? N/A
Answer this question if your response to Q2.1 is “Being issued under a dividend or distribution plan”.
Note: Exception 4 only applies where security holders are able to elect to receive all of their dividend or distribution as securities. For example, Exception 4 would not apply in the following circumstances: 1) The entity has specified a dollar limit on the level of participation e.g. security holders can only participate to a maximum value of \$x in respect of their entitlement, or 2) The entity has specified a maximum number of securities that can participate in the plan e.g. security holders can only receive securities in lieu of dividend payable for x number of securities.
- 2.2c.1 Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code) OPTAB: 7,000,000 unquoted options
Answer this question if your response to Q2.1 is “Being issued as a result of options being exercised or other convertible securities being converted”.
- 2.2c.2 And the date the options were exercised or other +convertible securities were converted 4 March 2021
Answer this question if your response to Q2.1 is “Being issued as a result of options being exercised or other convertible securities being converted”.
Note: If this occurred over a range of dates, enter the date the last of the options was exercised or convertible securities was converted.
- 2.2d.1 Please state the number and type of partly paid +securities (including their ASX security code) that were fully paid up N/A
Answer this question if your response to Q2.1 is “Unquoted partly paid securities that have been paid up and are now quoted fully paid securities”.

2.2d.2	And the date the +securities were fully paid up <i>Answer this question if your response to Q2.1 is “Unquoted partly paid securities that have been paid up and are now quoted fully paid securities”.</i> <i>Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.</i>	N/A
2.2e.1	Please state the number and type of +restricted securities (including their ASX security code) where the escrow period has expired or is about to expire <i>Answer this question if your response to Q2.1 is “Restricted securities where the escrow period has expired or is about to expire”.</i>	N/A
2.2e.2	And the date the escrow restrictions have ceased or will cease <i>Answer this question if your response to Q2.1 is “Restricted securities where the escrow period has expired or is about to expire”.</i> <i>Note: If this occurred over a range of dates, enter the date the last of the escrow restrictions has ceased or will cease.</i>	N/A
2.2f.1	Please state the number and type of +securities (including their ASX security code) previously issued under the +employee incentive scheme where the restrictions on transfer have ceased or are about to cease <i>Answer this question if your response to Q2.1 is “Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease”.</i>	N/A
2.2f.2	And the date the restrictions on transfer have ceased or will cease: <i>Answer this question if your response to Q2.1 is “Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease”. Note: If this occurred over a range of dates, enter the date the last of the restrictions on transfer has ceased or will cease.</i>	N/A
2.2g.1	Please state the number and type of +securities (including their ASX security code) issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer <i>Answer this question if your response to Q2.1 is “Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer”.</i>	N/A

- 2.2g.2 *Please attach a document or provide details of a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms. N/A
Answer this question if your response to Q2.1 is “Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer”.
- 2.2g.3 *Are any of these +securities being issued to +key management personnel (KMP) or an +associate N/A
Answer this question if your response to Q2.1 is “Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer”.
- 2.2g.3.a *Provide details of the recipients and the number of +securities issued to each of them.
Answer this question if your response to Q2.1 is “Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer” and your response to Q2.2g.3 is “Yes”. Repeat the detail in the table below for each KMP involved in the issue. If the securities are being issued to the KMP, repeat the name of the KMP or insert “Same” in “Name of registered holder”. If the securities are being issued to an associate of a KMP, insert the name of the associate in “Name of registered holder”.
- | N/A | | | |
|-------------|---|----------------------------|--|
| Name of KMP | Name of registered holder | Number of +securities | |
| 2.2h.1 | *The purpose(s) for which the entity is issuing the +securities is:
<i>Answer this question if your response to Q2.1 is “Other”.
You may select one or more of the items in the list.</i> | <input type="checkbox"/> | To raise additional working capital |
| | | <input type="checkbox"/> | To fund the retirement of debt |
| | | <input type="checkbox"/> | To pay for the acquisition of an asset [provide details below] |
| | | <input type="checkbox"/> | To pay for services rendered [provide details below] |
| | | <input type="checkbox"/> | Other [provide details below] |
| | | <i>Additional details:</i> | |
| | | N/A | |
| 2.2h.2 | *Please provide any further information needed to understand the circumstances in which you are applying to have these +securities quoted on ASX, including (if applicable) why the issue of the +securities has not been previously announced to the market in an Appendix 3B
<i>You must answer this question if your response to Q2.1 is “Other”.
If there is no other information to provide, please answer “Not applicable” or “N/A”.</i> | N/A | |
| 2.2i | *Are these +securities being offered under a +disclosure document or +PDS?
<i>Answer this question if your response to Q2.1 is any option other than “Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B”.</i> | No | |

2.2i.1 *Date of +disclosure document or +PDS? N/A

Answer this question if your response to Q2.1 is any option other than “Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B” and your response to Q2.2i is “Yes”.

Under the Corporations Act, the entity must apply for quotation of the securities within 7 days of the date of the disclosure document or PDS.

2.3 *The +securities to be quoted are: Additional +securities in a class that is already quoted on ASX (“existing class”)
Tick whichever is applicable New +securities in a class that is not yet quoted on ASX (“new class”)

Part 3A – number and type of +securities to be quoted (existing class or new class) where issue has previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is “Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B” and your response to Q2.3 is “existing class” or “new class”.

Question No.	Question	Answer
3A.1	*ASX security code & description	
3A.2	*Number of +securities to be quoted	

Part 3B – number and type of +securities to be quoted (existing class) where issue has not previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is anything other than “Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B” and your response to Q2.3 is “existing class”.

Question No.	Question	Answer
3B.1	*ASX security code & description	ASX:OPT fully paid ordinary shares (Shares)
3B.2	*Number of +securities to be quoted	4,990,431 Shares
3B.3a	*Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class?	Yes
3B.3b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known? <i>Answer this question if your response to Q3B.3a is “No”.</i>	N/A
3B.3c	*Provide the actual non-ranking end date <i>Answer this question if your response to Q3B.3a is “No” and your response to Q3B.3b is “Yes”.</i>	N/A
3B.3d	*Provide the estimated non-ranking end period <i>Answer this question if your response to Q3B.3a is “No” and your response to Q3B.3b is “No”.</i>	N/A

3B.3e *Please state the extent to which the +securities do not rank equally: N/A

- in relation to the next dividend, distribution or interest payment; or
- for any other reason

Answer this question if your response to Q3B.3a is “No”.

For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.

Part 3C – number and type of +securities to be quoted (new class) where issue has not previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is anything other than “Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B” and your response to Q2.3 is “new class”.

Question No.	Question	Answer
3C.1	*Security description	
3C.2	*Security type <i>Select one item from the list that best describes the securities the subject of this form. This will determine more detailed questions to be asked about the security later in this section. Select “ordinary fully or partly paid shares/units” for stapled securities or CDIs. For interest rate securities, please select the appropriate choice from either “Convertible debt securities” or “Non-convertible debt securities”. Select “Other” for performance shares/units and performance options/rights or if the selections available in the list do not appropriately describe the security being issued.</i>	<input type="checkbox"/> Ordinary fully or partly paid shares/units <input type="checkbox"/> Options <input type="checkbox"/> +Convertible debt securities <input type="checkbox"/> Non-convertible +debt securities <input type="checkbox"/> Redeemable preference shares/units <input type="checkbox"/> Other
3C.3	ISIN code <i>Answer this question if you are an entity incorporated outside Australia and you are seeking quotation of a new class of securities other than CDIs. See also the note at the top of this form.</i>	
3C.4	*Number of +securities to be quoted	
3C.5a	*Will all the +securities issued in this class rank equally in all respects from the issue date?	
3C.5b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known? <i>Answer this question if your response to Q3C.5a is “No”.</i>	
3C.5c	*Provide the actual non-ranking end date <i>Answer this question if your response to Q3C.5a is “No” and your response to Q3C.5b is “Yes”.</i>	
3C.5d	*Provide the estimated non-ranking end period <i>Answer this question if your response to Q3C.5a is “No” and your response to Q3C.5b is “No”.</i>	

- 3C.5e *Please state the extent to which the +securities do not rank equally:
- in relation to the next dividend, distribution or interest payment; or
 - for any other reason

Answer this question if your response to Q3C.5a is “No”.

For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.

- 3C.6 Please attach a document or provide a URL link for a document lodged with ASX setting out the material terms of the +securities to be quoted

You may cross-reference a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released to the ASX Market Announcements Platform.

- 3C.7 *Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?

Answer this question only if you are an ASX Listing. (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question).

If your response is “No” and the securities have any unusual terms, you should approach ASX as soon as possible for confirmation under listing rule 6.1 that the terms are appropriate and equitable.

- 3C.8 *Provide a distribution schedule for the new +securities according to the categories set out in the left hand column – including the number of recipients and the total percentage of the new +securities held by the recipients in each category.

Number of +securities held	Number of holders	Total percentage of +securities held
1 – 1,000		
1,001 – 5,000		
5,001 – 10,000		
10,001 – 100,000		
100,001 and over		

Answer this question only if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question) and the securities to be quoted have already been issued.

Note: if the securities to be quoted have not yet been issued, under listing rule 3.10.5, you will need to provide to ASX a list of the 20 largest recipients of the new +securities, and the number and percentage of the new +securities received by each of those recipients, and a distribution schedule for the securities when they are issued.

- 3C.9a **Ordinary fully or partly paid shares/units details**

Answer the questions in this section if you selected this security type in your response to Question 3C.2.

*+Security currency

This is the currency in which the face amount of an issue is denominated. It will also typically be the currency in which distributions are declared.

*Will there be CDIs issued over the +securities?

*CDI ratio

Answer this question if you answered “Yes” to the previous question. This is the ratio at which CDIs can be transmuted into the underlying security (e.g. 4:1 means 4 CDIs represent 1 underlying security whereas 1:4 means 1 CDI represents 4 underlying securities).

*Is it a partly paid class of +security?

*Paid up amount: unpaid amount

Answer this question if answered “Yes” to the previous question.

The paid up amount represents the amount of application money and/or calls which have been paid on any security considered ‘partly paid’

The unpaid amount represents the unpaid or yet to be called amount on any security considered ‘partly paid’.

The amounts should be provided per the security currency (e.g. if the security currency is AUD, then the paid up and unpaid amount per security in AUD).

*Is it a stapled +security?

This is a security class that comprises a number of ordinary shares and/or ordinary units issued by separate entities that are stapled together for the purposes of trading.

3C.9b **Option details**

Answer the questions in this section if you selected this security type in your response to Question 3C.2.

*+Security currency

This is the currency in which the exercise price is payable.

*Exercise price

The price at which each option can be exercised and convert into the underlying security.

The exercise price should be provided per the security currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).

*Expiry date

The date on which the options expire or terminate.

*Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if an option is exercised

For example, if the option can be exercised to receive one fully paid ordinary share with ASX security code ABC, please insert “One fully paid ordinary share (ASX:ABC)”.

3C.9c **Details of non-convertible +debt securities, +convertible debt securities, or redeemable preference shares/units**

Answer the questions in this section if you selected one of these security types in your response to Question 3C.2.

Refer to Guidance Note 34 and the "Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities" for further information on certain terms used in this section

*Type of +security

Select one item from the list

- Simple corporate bond
- Non-convertible note or bond
- Convertible note or bond
- Preference share/unit
- Capital note
- Hybrid security
- Other

*+Security currency

This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.

Face value

This is the principal amount of each security.

The face value should be provided per the security currency (i.e. if security currency is AUD, then the face value per security in AUD).

*Interest rate type

Select one item from the list

Select the appropriate interest rate type per the terms of the security. Definitions for each type are provided in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities

- Fixed rate
- Floating rate
- Indexed rate
- Variable rate
- Zero coupon/no interest
- Other
- Monthly
- Quarterly
- Semi-annual
- Annual
- No coupon/interest payments
- Other

Frequency of coupon/interest payments per year

Select one item from the list.

First interest payment date

A response is not required if you have selected "No coupon/interest payments" in response to the question above on the frequency of coupon/interest payments

Interest rate per annum

Answer this question if the interest rate type is fixed.

*Is the interest rate per annum estimated at this time?

Answer this question if the interest rate type is fixed.

If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known)

Answer this question if the interest rate type is fixed and your response to the previous question is "Yes".

Answer "Unknown" if the date is not known at this time.

*Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)?

Answer this question if the interest rate type is floating or indexed.

*What is the reference rate, base rate or market rate?

Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".

*Does the interest rate include a margin above the reference rate, base rate or market rate?

Answer this question if the interest rate type is floating or indexed.

*What is the margin above the reference rate, base rate or market rate (expressed as a percent per annum)

Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".

*S128F of the Income Tax Assessment Act status applicable to the +security

- s128F exempt
 Not s128F exempt

Select one item from the list

For financial products which are likely to give rise to a payment to which s128F of the Income Tax Assessment Act applies, ASX requests issuers to confirm the s128F status of the security:

- s128F exemption status unknown
 Not applicable

- *"s128F exempt" means interest payments are not taxable to non-residents;*
- *"Not s128F exempt" means interest payments are taxable to non-residents;*
- *"s128F exemption status unknown" means the issuer is unable to advise the status;*
- *"Not applicable" means s128F is not applicable to this security*

*Is the +security perpetual (i.e. no maturity date)?

*Maturity date

Answer this question if the security is not perpetual

*Select other features applicable to the +security

Up to 4 features can be selected. Further information is available in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities.

- Simple
- Subordinated
- Secured
- Converting
- Convertible
- Transformable
- Exchangeable
- Cumulative
- Non-Cumulative
- Redeemable
- Extendable
- Reset
- Step-Down
- Step-Up
- Stapled
- None of the above

*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?

*If yes, what is the first trigger date

Answer this question if your response to the previous question is "Yes".

Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if the +securities to be quoted are converted, transformed or exchanged

Answer this question if the security features include "converting", "convertible", "transformable" or "exchangeable".

For example, if the security can be converted into 1,000 fully paid ordinary shares with ASX security code ABC, please insert "1,000 fully paid ordinary shares (ASX:ABC)".

Part 4 – Issue details

Question No.	Question	Answer
4.1	*Have the +securities to be quoted been issued yet?	Yes
4.1a	*What was their date of issue? <i>Answer this question if your response to Q4.1 is "Yes".</i>	4 March 2021
4.1b	*What is their proposed date of issue? <i>Answer this question if your response to Q4.1 is "No".</i>	N/A
4.2	*Are the +securities to be quoted being issued for a cash consideration? <i>If the securities are being issued for nil cash consideration, answer this question "No".</i>	No

4.2a	*In what currency is the cash consideration being paid <i>For example, if the consideration is being paid in Australian Dollars, state AUD.</i> <i>Answer this question if your response to Q4.2 is “Yes”.</i>	N/A
4.2b	*What is the issue price per +security <i>Answer this question if your response to Q4.2 is “Yes” and by reference to the issue currency provided in your response to Q4.2a.</i> <i>Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q4.2 as “No” and complete Q4.2c and Q4.2d.</i>	N/A
4.2c	Please describe the consideration being provided for the +securities to be quoted <i>Answer this question if your response to Q4.2 is “No”.</i>	Ordinary shares
4.2d	Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted <i>Answer this question if your response to Q4.2 is “No”.</i>	AUD0.48 per Share
4.3	Any other information the entity wishes to provide about the issue	Issue of ordinary shares on the exercise of options granted pursuant to the Opthea NED Plan and LTIP on a cashless method basis.

Part 5 – Issued capital following quotation

Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:

Note: the figures provided in the tables in sections 5.1 and 5.2 below are used to calculate the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the relevant table each class of securities issued by the entity.

If you have quoted CHESD Depository Interests (CDIs) issued over your securities, include them in the table in section 5.1 and include in the table in section 5.2 any securities that do not have CDIs issued over them (and therefore are not quoted on ASX).

Restricted securities should only be included in the table in section 5.1 if you are applying to have them quoted because the escrow period for the securities has expired or is about to expire. Otherwise include them in the table in section 5.2.

5.1	* Quoted +securities (total number of each +class of +securities quoted on ASX following the +quotation of the +securities the subject of this application)	
	ASX security code and description	Total number of +securities on issue
	OPT ordinary shares	342,654,600

+ See chapter 19 for defined terms

31 January 2020

5.2	*Unquoted +securities (total number of each +class of +securities issued but not quoted on ASX):	
	ASX security code and description	Total number of +securities on issue
	OPTAB: Director unquoted options	13,000,000
	OPTAB: Employee unquoted options	5,044,000

Part 6 – Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and:

- your response to Q2.1 is “Being issued under a dividend/distribution plan” and the response to Q2.2b.2 is “No”; or
- your response to Q2.1 is “Other”.

Note that if your response to Q2.1 is “Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B”, it is assumed that you will have provided the information referred to in this Part in the Appendix 3B.

Question No.	Question	Answer
6.1	*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?	
6.1a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1 <i>Answer this question if the response to Q6.1 is “Yes”.</i>	
6.1b	*Are any of the +securities being issued without +security holder approval using the entity’s 15% placement capacity under listing rule 7.1? <i>Answer this question if the response to Q6.1 is “No”.</i>	
6.1b.1	*How many +securities are being issued without +security holder approval using the entity’s 15% placement capacity under listing rule 7.1? <i>Answer this question if the response to Q6.1 is “No” and the response to Q6.1b is “Yes”.</i> <i>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.</i>	
6.1c	*Are any of the +securities being issued without +security holder approval using the entity’s additional 10% placement capacity under listing rule 7.1A (if applicable)? <i>Answer this question if the response to Q6.1 is “No”.</i>	

6.1c.1 *How many +securities are being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?

Answer this question if the response to Q6.1 is "No" and the response to Q6.1c is "Yes".

Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.

Introduced 01/12/19, amended 31/01/20

+ See chapter 19 for defined terms
31 January 2020

**This appendix is not available as an online form
Please fill in and submit as a PDF announcement**

+Rule 3.10.3A, 3.10.3B, 3.10.3C

Appendix 3G

Notification of issue, conversion or payment up of equity +securities

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.

If you are an entity incorporated outside Australia and you are issuing a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

Part 1 – Entity and announcement details

Question no	Question	Answer
1.1	*Name of entity <i>We (the entity here named) give notice of the issue, conversion or payment up of the following unquoted +securities.</i>	Opthea Limited (Opthea)
1.2	*Registration type and number <i>Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).</i>	ABN 32 006 340 567
1.3	*ASX issuer code	
1.4	*This announcement is <i>Tick whichever is applicable.</i>	<input checked="" type="checkbox"/> A new announcement <input type="checkbox"/> An update/amendment to a previous announcement <input type="checkbox"/> A cancellation of a previous announcement
1.4a	*Reason for update <i>Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.</i>	N/A
1.4b	*Date of previous announcement to this update <i>Mandatory only if "Update" ticked in Q1.4 above.</i>	N/A
1.4c	*Reason for cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i>	N/A
1.4d	*Date of previous announcement to this cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i>	N/A
1.5	*Date of this announcement	5 March 2021

+ See chapter 19 for defined terms
31 January 2020

Part 2 – Type of issue

Question No	Question	Answer
2.1	<p>*The +securities the subject of this notification are:</p> <p><i>Select whichever item is applicable.</i></p> <p><i>If you wish to notify ASX of different types of issues of securities, please complete a separate Appendix 3G for each type of issue.</i></p>	<p><input type="checkbox"/> +Securities issued as a result of options being exercised or other +convertible +securities being converted and that are not to be quoted on ASX</p> <p><input type="checkbox"/> Partly paid +securities that have been fully paid up and that are not to be quoted on ASX</p> <p><input checked="" type="checkbox"/> +Securities issued under an +employee incentive scheme that are not being immediately quoted on ASX</p> <p><input type="checkbox"/> Other [please specify]</p> <p><i>If you have selected 'other' please provide the circumstances of the issue here:</i></p>
2.2a.1	<p>Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code if available)?</p> <p><i>Answer this question if your response to Q2.1 is "securities issued as a result of options being exercised or other convertible securities being converted and that are not to be quoted on ASX".</i></p>	N/A
2.2a.2	<p>And the date the options were exercised or other +convertible securities were converted:</p> <p><i>Answer this question if your response to Q2.1 is "securities issued as a result of options being exercised or other convertible securities being converted and that are not to be quoted on ASX".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the options was exercised or convertible securities was converted.</i></p>	N/A
2.2b.1	<p>Please state the number and type of partly paid +securities that were fully paid up (including their ASX security code if available)?</p> <p><i>Answer this question if your response to Q2.1 is "partly paid securities that have been paid up and that are not to be quoted on ASX".</i></p>	N/A
2.2b.2	<p>And the date the +securities were fully paid up:</p> <p><i>Answer this question if your response to Q2.1 is "partly paid securities that have been paid up and that are not to be quoted on ASX".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.</i></p>	N/A

- 2.2c.1 Please state the number and type of +securities (including their ASX security code) issued under an +employee incentive scheme that are not being immediately quoted on ASX
Answer this question if your response to Q2.1 is “securities issued under an employee incentive scheme that are not being immediately quoted on ASX”.
- 2.2c.2 *Please attach a document or provide details of a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms.
Answer this question if your response to Q2.1 is “securities issued under an employee incentive scheme that are not being immediately quoted on ASX”.
- 2.2c.3 *Are any of these +securities being issued to +key management personnel (KMP) or an +associate
Answer this question if your response to Q2.1 is “securities issued under an employee incentive scheme that are not being immediately quoted on ASX”.
- 2.2c.3.a *Provide details of the recipients and the number of +securities issued to each of them.
Answer this question if your response to Q2.1 is “securities issued under an employee incentive scheme that are not being immediately quoted on ASX” and your response to Q2.2c.3 is “Yes”. Repeat the detail in the table below for each KMP involved in the issue. If the securities are being issued to the KMP, repeat the name of the KMP or insert “Same” in “Name of registered holder”. If the securities are being issued to an associate of a KMP, insert the name of the associate in “Name of registered holder”.
- | N/A | | |
|-------------|---|---|
| Name of KMP | Name of registered holder | Number of +securities |
| 2.2d.1 | *The purpose(s) for which the entity is issuing the +securities is:
<i>Answer this question if your response to Q2.1 is “Other”. You may select one or more of the items in the list.</i> | <input type="checkbox"/> To raise additional working capital
<input type="checkbox"/> To fund the retirement of debt
<input type="checkbox"/> To pay for the acquisition of an asset [provide details below]
<input type="checkbox"/> To pay for services rendered [provide details below]
<input type="checkbox"/> Other [provide details below]
Additional details:
N/A |
| 2.2d.2 | Please provide any further information needed to understand the circumstances in which you are notifying the issue of these +securities to ASX, including (if applicable) why the issue of the +securities has not been previously announced to the market in an Appendix 3B
<i>You must answer this question if your response to Q2.1 is “Other”. If there is no other information to provide, please answer “Not applicable” or “N/A”.</i> | N/A |

2.3 *The +securities being issued are:

Tick whichever is applicable

- Additional +securities in an existing unquoted class that is already recorded by ASX (“existing class”)
- New +securities in an unquoted class that is not yet recorded by ASX (“new class”)

Part 3A – number and type of +securities being issued (existing class)

Answer the questions in this part if your response to Q2.3 is “existing class”.

Question No.	Question	Answer
3A.1	*ASX security code & description	OPTAB: Unquoted Options
3A.2	*Number of +securities being issued	7,000,000
3A.3a	*Will the +securities being issued rank equally in all respects from their issue date with the existing issued +securities in that class?	Yes
3A.3b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known?	Yes
	<i>Answer this question if your response to Q3A.3a is “No”.</i>	
3A.3c	*Provide the actual non-ranking end date	N/A
	<i>Answer this question if your response to Q3A.3a is “No” and your response to Q3A.3b is “Yes”.</i>	
3A.3d	*Provide the estimated non-ranking end period	N/A
	<i>Answer this question if your response to Q3A.3a is “No” and your response to Q3A.3b is “No”.</i>	
3A.3e	*Please state the extent to which the +securities do not rank equally:	N/A
	<ul style="list-style-type: none"> • in relation to the next dividend, distribution or interest payment; or • for any other reason 	
	<i>Answer this question if your response to Q3A.3a is “No”.</i>	
	<i>For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.</i>	

Part 3B – number and type of +securities being issued (new class)

Answer the questions in this part if your response to Q2.3 is “new class”.

Question No.	Question	Answer
3B.1	*Security description	

+ See chapter 19 for defined terms

31 January 2020

- 3B.2 *Security type
- Select one item from the list that best describes the securities the subject of this form. This will determine more detailed questions to be asked about the security later in this section. Select “ordinary fully or partly paid shares/units” for stapled securities or CDIs. For interest rate securities, please select the appropriate choice from either “Convertible debt securities” or “Nonconvertible debt securities”. Select “Other” for performance shares/units and performance options/rights or if the selections available in the list do not appropriately describe the security being issued.*
- Ordinary fully or partly paid shares/units
- Options
- +Convertible debt securities
- Non-convertible +debt securities
- Redeemable preference shares/units
- Other
- 3B.3 ISIN code
- Answer this question if you are an entity incorporated outside Australia and you are issuing a new class of securities other than CDIs. See also the note at the top of this form.*
- 3B.4 *Number of +securities being issued
- 3B.5a *Will all the +securities issued in this class rank equally in all respects from the issue date?
- 3B.5b *Is the actual date from which the +securities will rank equally (non-ranking end date) known?
- Answer this question if your response to Q3B.5a is “No”.*
- 3B.5c *Provide the actual non-ranking end date
- Answer this question if your response to Q3B.5a is “No” and your response to Q3B.5b is “Yes”.*
- 3B.5d *Provide the estimated non-ranking end period
- Answer this question if your response to Q3B.5a is “No” and your response to Q3B.5b is “No”.*
- 3B.5e *Please state the extent to which the +securities do not rank equally:
- in relation to the next dividend, distribution or interest payment;
or
 - for any other reason
- Answer this question if your response to Q3B.5a is “No”.*
- For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.*
- 3B.6 Please attach a document or provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued
- You may cross reference a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released to the ASX Market Announcements Platform.*

3B.7 *Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?
Answer this question only if you are an ASX Listing. (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question).
If your response is “No” and the securities have any unusual terms, you should approach ASX as soon as possible for confirmation under listing rule 6.1 that the terms are appropriate and equitable.

3B.8a **Ordinary fully or partly paid shares/units details**

Answer the questions in this section if you selected this security type in your response to Question 3B.2.

*+Security currency

This is the currency in which the face amount of an issue is denominated. It will also typically be the currency in which distributions are declared.

*Will there be CDIs issued over the +securities?

*CDI ratio

Answer this question if you answered “Yes” to the previous question. This is the ratio at which CDIs can be transmuted into the underlying security (e.g. 4:1 means 4 CDIs represent 1 underlying security whereas 1:4 means 1 CDI represents 4 underlying securities).

*Is it a partly paid class of +security?

*Paid up amount: unpaid amount

Answer this question if answered “Yes” to the previous question.

The paid up amount represents the amount of application money and/or calls which have been paid on any security considered ‘partly paid’

The unpaid amount represents the unpaid or yet to be called amount on any security considered ‘partly paid’.

The amounts should be provided per the security currency (e.g. if the security currency is AUD, then the paid up and unpaid amount per security in AUD).

*Is it a stapled +security?

This is a security class that comprises a number of ordinary shares and/or ordinary units issued by separate entities that are stapled together for the purposes of trading.

3B.8b **Option details**

Answer the questions in this section if you selected this security type in your response to Question 3B.2.

*+Security currency

This is the currency in which the exercise price is payable.

*Exercise price

The price at which each option can be exercised and convert into the underlying security. If there is no exercise price please answer as \$0.00.

The exercise price should be provided per the security currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).

*Expiry date

The date on which the options expire or terminate.

*Details of the number and type of +security (including its ASX security code if the +security is quoted on or recorded by ASX) that will be issued if an option is exercised

For example, if the option can be exercised to receive one fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".

3B.8c Details of non-convertible +debt securities, +convertible debt securities, or redeemable preference shares/units

Answer the questions in this section if you selected one of these security types in your response to Question 3B.2.

Refer to Guidance Note 34 and the "[Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities](#)" for further information on certain terms used in this section

*Type of +security

Select one item from the list

- Simple corporate bond
- Non-convertible note or bond
- Convertible note or bond
- Preference share/unit
- Capital note
- Hybrid security
- Other

*+Security currency

This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.

Face value

This is the principal amount of each security.

The face value should be provided per the security currency (i.e. if security currency is AUD, then the face value per security in AUD).

*Interest rate type

Select one item from the list

Select the appropriate interest rate type per the terms of the security. Definitions for each type are provided in the [Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities](#)

- Fixed rate
- Floating rate
- Indexed rate
- Variable rate
- Zero coupon/no interest
- Other
- Monthly
- Quarterly
- Semi-annual
- Annual
- No coupon/interest payments
- Other

Frequency of coupon/interest payments per year

Select one item from the list.

First interest payment date

A response is not required if you have selected "No coupon/interest payments" in response to the question above on the frequency of coupon/interest payments

Interest rate per annum

% p.a.

Answer this question if the interest rate type is fixed.

*Is the interest rate per annum estimated at this time?

Answer this question if the interest rate type is fixed.

If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known)

Answer this question if the interest rate type is fixed and your response to the previous question is “Yes”. Answer “Unknown” if the date is not known at this time.

*Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)?

Answer this question if the interest rate type is floating or indexed

*What is the reference rate, base rate or market rate?

Answer this question if the interest rate type is floating or indexed and your response to the previous question is “Yes”.

*Does the interest rate include a margin above the reference rate, base rate or market rate?

Answer this question if the interest rate type is floating or indexed.

*What is the margin above the reference rate, base rate or market rate (expressed as a percent per annum)

Answer this question if the interest rate type is floating or indexed and your response to the previous question is “Yes”.

*S128F of the Income Tax Assessment Act status applicable to the +security

- s128F exempt
- Not s128F exempt
- s128F exemption status unknown
- Not applicable

Select one item from the list

For financial products which are likely to give rise to a payment to which s128F of the Income Tax Assessment Act applies, ASX requests issuers to confirm the s128F status of the security:

- *“s128F exempt” means interest payments are not taxable to non-residents;*
- *“Not s128F exempt” means interest payments are taxable to non-residents;*
- *“s128F exemption status unknown” means the issuer is unable to advise the status;*
- *“Not applicable” means s128F is not applicable to this security*

*Is the +security perpetual (i.e. no maturity date)?

*Maturity date

Answer this question if the security is not perpetual

*Select other features applicable to the +security

Up to 4 features can be selected. Further information is available in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities.

- Simple
- Subordinated
- Secured
- Converting
- Convertible
- Transformable
- Exchangeable
- Cumulative
- Non-Cumulative
- Redeemable
- Extendable
- Reset
- Step-Down
- Step-Up
- Stapled
- None of the above

*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?

*If yes, what is the first trigger date

Answer this question if your response to the previous question is “Yes”.

Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if the securities to be quoted are converted, transformed or exchanged

Answer this question if the security features include “converting”, “convertible”, “transformable” or “exchangeable”.

For example, if the security can be converted into 1,000 fully paid ordinary shares with ASX security code ABC, please insert “1,000 fully paid ordinary shares (ASX:ABC)”.

Part 4 – Issue details

Question No.	Question	Answer
4.1	*Have the +securities been issued yet?	Yes
4.1a	*What was their date of issue? <i>Answer this question if your response to Q4.1 is “Yes”.</i>	1 March 2021
4.1b	*What is their proposed date of issue? <i>Answer this question if your response to Q4.1 is “No”.</i>	N/A
4.2	*Are the +securities being issued for a cash consideration? <i>If the securities are being issued for nil cash consideration, answer this question “No”.</i>	No

- 4.2a *In what currency is the cash consideration being paid N/A
For example, if the consideration is being paid in Australian Dollars, state AUD.
Answer this question if your response to Q4.2 is “Yes”.
- 4.2b *What is the issue price per +security N/A
Answer this question if your response to Q4.2 is “Yes” and by reference to the issue currency provided in your response to Q4.2a.
Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q4.2 as “No” and complete Q4.2c.
- 4.2c Please describe the consideration being provided for the +securities Unquoted options granted pursuant to the Opthea NED Plan for nil consideration.
Answer this question if your response to Q4.2 is “No”.
- 4.3 Any other information the entity wishes to provide about the issue Shareholder approval for the grant of these unquoted options pursuant to the NED Plan was given at the 2020 AGM and the 2021 General Meeting.

Part 5 – Unquoted +securities on issue

Following the issue of the +securities the subject of this application, the unquoted issued +securities of the entity will comprise:

Note: the figures provided in the table in section 5.1 below are used to calculate part of the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the table each class of unquoted securities issued by the entity.

Restricted securities should be included in table 5.1.

5.1	*ASX security code and description	*Total number of +securities on issue
	OPTAB: Director unquoted options	13,000,000
	OPTAB: Employee unquoted options	5,044,000

+ See chapter 19 for defined terms

31 January 2020

Part 6 – Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and:

- your response to Q2.1 is “+securities issued under an +employee incentive scheme that are not being immediately quoted on ASX”; or
- your response to Q2.1 is “Other”

Question No.	Question	Answer
6.1	*Are the securities being issued under Listing Rule 7.2 exception 13 ¹ and therefore the issue does not need any security holder approval under Listing Rule 7.1? <i>Answer this question if your response to Q2.1 is “securities issued under an employee incentive scheme that are not being immediately quoted on ASX”.</i>	Yes
6.2	*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1? <i>Answer this question if the response to Q6.1 is “No”.</i>	No
6.2a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1 <i>Answer this question if the response to Q6.1 is “No” and the response to Q6.2 is “Yes”.</i>	N/A
6.2b	*Are any of the +securities being issued without +security holder approval using the entity’s 15% placement capacity under listing rule 7.1? <i>Answer this question if the response to Q6.1 is “No” and the response to Q6.2 is “No”.</i>	No

¹ **Exception 13** An issue of securities under an employee incentive scheme if within 3 years before the issue date:

- (a) in the case of a scheme established before the entity was listed – a summary of the terms of the scheme and the maximum number of equity securities proposed to be issued under the scheme were set out in the prospectus, PDS or information memorandum lodged with ASX under rule 1.1 condition 3; or
- (b) the holders of the entity’s ordinary securities have approved the issue of equity securities under the scheme as an exception to this rule. The notice of meeting must have included:
 - a summary of the terms of the scheme.
 - the number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule;
 - the maximum number of +equity securities proposed to be issued under the scheme following the approval; and
 - a voting exclusion statement.

Exception 13 is only available if and to the extent that the number of +equity securities issued under the scheme does not exceed the maximum number set out in the entity’s prospectus, PDS or information memorandum (in the case of (a) above) or in the notice of meeting (in the case of (b) above).

Exception 13 ceases to be available if there is a material change to the terms of the scheme from those set out in the entity’s prospectus, PDS or information memorandum (in the case of (a) above) or in the notice of meeting (in the case of (b) above).

+ See chapter 19 for defined terms
31 January 2020

6.2b.1 *How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? N/A

Answer this question if the response to Q6.1 is "No", the response to Q6.2 is "No" and the response to Q6.2b is "Yes".

Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.

6.2c *Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)? N/A

Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "No".

6.2c.1 *How many +securities are being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A? N/A

Answer this question if the response to Q6.1 is "No", the response to Q6.2 is "No" and the response to Q6.2c is "Yes".

Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.

Introduced 01/12/19; amended 31/01/20

+ See chapter 19 for defined terms
31 January 2020

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 Dan Spiegelman
Date of last notice 15 September 2020

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)	N/A
Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	1 March 2021
No. of securities held prior to change	Nil
Class	Ordinary shares
Number acquired	2,000,000 unquoted options
Number disposed	Nil
Value/Consideration	Nil

Note: If consideration is non-cash, provide details and estimated valuation

+ See chapter 19 for defined terms.

01/01/2011

Appendix 3Y Page 1

Appendix 3Y
Change of Director's Interest Notice

No. of securities held after change 2,000,000 unquoted options to acquire fully paid ordinary shares at an exercise price of \$2.99, expiring on 11 October 2024, granted under the NED Plan.

Nature of change Grant of unquoted options pursuant to the NED Plan.

Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back

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 N/A

Note: Details are only required for a contract in relation to which the interest has changed

Interest acquired N/A

Interest disposed N/A

Value/Consideration N/A

Note: If consideration is non-cash, provide details and an estimated valuation

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

+ See chapter 19 for defined terms.

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 Jeremy Levin
Date of last notice 15 October 2020

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)	N/A
Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	1 March 2021
No. of securities held prior to change	Nil
Class	Ordinary shares
Number acquired	3,000,000 unquoted options
Number disposed	Nil
Value/Consideration	Nil

Note: If consideration is non-cash, provide details and estimated valuation

+ See chapter 19 for defined terms.

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Appendix 3Y
Change of Director's Interest Notice

No. of securities held after change

3,000,000 unquoted options to acquire fully paid ordinary shares at an exercise price of \$2.026, expiring on 19 January 2025, granted under the NED Plan.

Nature of change

Grant of unquoted options pursuant to the NED Plan.

Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back

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 N/A

Note: Details are only required for a contract in relation to which the interest has changed

Interest acquired N/A

Interest disposed N/A

Value/Consideration N/A

Note: If consideration is non-cash, provide details and an estimated valuation

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

+ See chapter 19 for defined terms.

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 Lawrence Gozlan

Date of last notice 27 July 2020

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)	Montoya Pty Ltd: Lawrence Gozlan is a majority shareholder.
Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	1 March 2021
No. of securities held prior to change	1,877,357 ordinary shares fully paid.
Class	Ordinary shares
Number acquired	2,000,000 unquoted options
Number disposed	Nil
Value/Consideration	Nil

Note: If consideration is non-cash, provide details and estimated valuation

+ See chapter 19 for defined terms.

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Appendix 3Y
Change of Director's Interest Notice

No. of securities held after change

1,877,357 ordinary shares fully paid.

2,000,000 unquoted options to acquire fully paid ordinary shares at an exercise price of \$4.49, expiring on 11 October 2024, granted under the NED Plan.

Nature of change

Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back

Grant of unquoted options pursuant to the NED Plan.

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 N/A

Note: Details are only required for a contract in relation to which the interest has changed

Interest acquired N/A

Interest disposed N/A

Value/Consideration N/A

Note: If consideration is non-cash, provide details and an estimated valuation

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

+ See chapter 19 for defined terms.

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 5 April 2019

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 and Indirect
Nature of indirect interest (including registered holder)	Gaja Holdings: Megan Baldwin is closely related to the beneficiary of the account.
Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	4 March 2021
No. of securities held prior to change	987,723 ordinary shares fully paid. 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. 3,000,000 unquoted options to acquire fully paid ordinary shares at an exercise price of \$0.855, expiring on 29 November 2022, granted under the LTIP.
Class	Ordinary shares
Number acquired	2,851,675 ordinary shares fully paid

+ See chapter 19 for defined terms.

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Appendix 3Y
Change of Director's Interest Notice

Number disposed	nil
Value/Consideration	Unquoted options exercised on a cashless basis at \$0.48 per ordinary share.
Note: If consideration is non-cash, provide details and estimated valuation	
No. of securities held after change	Indirect: 2,851,675 ordinary shares fully paid Direct: 987,723 ordinary shares fully paid. 3,000,000 unquoted options to acquire fully paid ordinary shares at an exercise price of \$0.855, expiring on 29 November 2022, granted under the LTIP.
Nature of change	Exercise of unquoted options
Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	

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	N/A

Note: Details are only required for a contract in relation to which the interest has changed

Interest acquired	N/A
Interest disposed	N/A
Value/Consideration	N/A

Note: If consideration is non-cash, provide details and an estimated valuation

Interest after change	N/A
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+ 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.

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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 Michael Sistenich
Date of last notice 19 March 2019

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)	BNP Paribas Nominees Pty Ltd (IB AU NOMS RETAILCLIENT DRP): Michael Sistenich is closely related to the beneficiary of the account.
Note: Provide details of the circumstances giving rise to the relevant interest.	Gachis Advisory Pty Ltd: Michael Sistenich is closely related to the beneficiary of the account.
Date of change	4 March 2021
No. of securities held prior to change	520,178 ordinary shares fully paid. 1,000,000 unquoted options to acquire fully paid ordinary shares at an exercise price of \$0.48, expiring on 7 March 2021, granted under the NED Plan. 1,500,000 unquoted options to acquire fully paid ordinary shares at an exercise price of \$0.855, expiring on 29 November 2022, granted under the NED Plan.

+ See chapter 19 for defined terms.

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Appendix 3Y
Change of Director's Interest Notice

Class	Ordinary shares
Number acquired	712,919 ordinary shares fully paid
Number disposed	nil
Value/Consideration	Unquoted options exercised on a cashless basis at \$0.48 per ordinary share.
Note: If consideration is non-cash, provide details and estimated valuation	
No. of securities held after change	1,233,097 ordinary shares fully paid. 1,500,000 unquoted options to acquire fully paid ordinary shares at an exercise price of \$0.855, expiring on 29 November 2022, granted under the LTIP.
Nature of change	Exercise of unquoted options
Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	

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	N/A
Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration	N/A
Note: If consideration is non-cash, provide details and an estimated valuation	
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.

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