



12 April 2017

The Manager
Market Announcements Office
ASX Limited
Level 4, North Tower, Rialto
525 Collins Street
MELBOURNE VIC 3000

Dear Sir/Madam,

Notice under section 708A(5)(e) of the Corporations Act 2001 (Cth)

This notice is given by Opthea Limited ACN 006 340 567 (ASX Code: OPT) (**Opthea**) under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by the Australian Securities and Investments Commission Corporations (Non-Traditional Rights Issues) Instrument 2016/84.

Opthea has today issued 37,914,377 fully paid ordinary shares in Opthea (**Placement Shares**) to certain professional and sophisticated investors in accordance with the announcement by Opthea on 3 April 2017.

Opthea advises that:

- (a) the Placement Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) as at the date of this notice, Opthea has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to Opthea; and
 - (ii) section 674 of the Corporations Act; and
- (c) as at the date of this notice, there is no "excluded information" of the type referred to in sections 708A(7) and 708A(8) of the Corporations Act.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Mike Tonroe", followed by a horizontal line.

Mike Tonroe
Company Secretary
Opthea Limited