

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 | PHARMAXIS LTD |
| ABN | 75 082 811 630 |

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 | Gary Jonathan Phillips |
| Date of last notice | 20 November 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 | Direct |
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Direct and Indirect |
| Date of change | 27 to 29 September 2016 |
| No. of securities held prior to change | Ordinary shares: 1,865,000 Options over ordinary shares: 1,626,000 |
| Class | Ordinary shares Options over ordinary shares |
| Number acquired | <u>Direct:</u> Ordinary shares acquired on exercise of employee options: 815,000 <u>Indirect:</u> Ordinary shares acquired by Healthcare Management Consulting Pty Ltd as trustee for the Gary Phillips Family Trust (a related party of which Mr Phillips is a beneficiary): 2,280,000 |

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

| | |
|--|--|
| Number disposed | <u>Direct:</u> Exercise of employee options: 815,000 Ordinary shares sold on market: 400,000 Ordinary shares sold to the Gary Phillips Family Trust: 2,280,000 |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Exercise of employee options: Nil Ordinary shares sold on market: \$110,636 Ordinary shares sold to Gary Phillips Family Trust: \$621,072 |
| No. of securities held after change | <u>Direct:</u> Ordinary shares: Nil Options over ordinary shares: 811,000 <u>Indirect:</u> Ordinary shares: 2,280,000 |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | <ol style="list-style-type: none"> 1. Exercise of employee options 2. On-market sale of ordinary shares to partially fund the tax liability arising from the vesting of employee options. 3. Off-market transfer of ordinary shares to related entity |

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

+ 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? | 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.