



Announcement Summary

Entity name

MEMPHASYS LIMITED.

Announcement Type

New announcement

Date of this announcement

Wednesday December 31, 2025

The +securities to be quoted are:

+Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B

Total number of +securities to be quoted

ASX +security code	Security description	Number of +securities to be quoted	Issue date
MEM	ORDINARY FULLY PAID	26,000,000	31/12/2025

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

MEMPHASYS LIMITED.

We (the entity named above) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules.

1.2 Registered number type

ABN

Registration number

33120047556

1.3 ASX issuer code

MEM

1.4 The announcement is

New announcement

1.5 Date of this announcement

31/12/2025



Part 2 - Type of Issue

2.1 The +securities to be quoted are:
+Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B

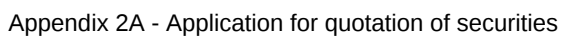
Previous Appendix 3B details:

Announcement Date and Time	Announcement Title	Selected Appendix 3B to submit quotation request
03-Oct-2025 17:27	Update - Update - Proposed issue of securities - MEM	A placement or other type of issue

2.3a.2 Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B?
Yes

2.3a.3 Please provide details of the further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B

Various other securities to be issued, as outlined in the Appendix 3B dated 2 October 2025, and updated Appendix 3B dated 3 October 2025.



Placement Details

MEM : ORDINARY FULLY PAID

31/12/2025

Distribution Schedule

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		%



Issue details

Number of +securities to be quoted

16,000,000

Are the +securities being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

Deemed issue price of \$0.003 per share

Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted

0.003000

Any other information the entity wishes to provide about the +securities to be quoted

Issuance of Shares in lieu of a cash payment for various services provided, as approved by shareholders at the Company's Annual General Meeting held on 20 November 2025, pursuant to Resolutions 14 and 16.

ASX +security code and description

MEM : ORDINARY FULLY PAID

Issue date

31/12/2025

Distribution Schedule

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 For example, to enter a value of 50% please input as 50.00
1 - 1,000		%
1,001 - 5,000		%
5,001 - 10,000		%
10,001 - 100,000		%
100,001 and over		%



Issue details

Number of +securities to be quoted

10,000,000

Are the +securities being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

Deemed issue price of \$0.003 per share

Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted

0.003000

Any other information the entity wishes to provide about the +securities to be quoted

Issuance of Shares in lieu of a cash payment for corporate advisory services provided, as approved by shareholders at the Company's Annual General Meeting held on 20 November 2025, pursuant to Resolution 12.



Part 4 - Issued capital following quotation

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

The figures in parts 4.1 and 4.2 below are automatically generated and may not reflect the entity's current issued capital if other Appendix 2A, Appendix 3G or Appendix 3H forms are currently with ASX for processing.

4.1 Quoted +securities (total number of each +class of +securities quoted on ASX following the +quotation of the +securities subject of this application)

ASX +security code and description	Total number of +securities on issue
MEM : ORDINARY FULLY PAID	2,687,201,403

4.2 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
MEMAX : OPTION EXPIRING 05-NOV-2026 EX \$0.011	477,254,167
MEMAC : OPTION EXPIRING 16-APR-2027 EX \$0.011	212,583,334
MEMAW : OPTION EXPIRING 28-AUG-2026 EX \$0.011	31,250,000
MEMAZ : OPTION EXPIRING 20-DEC-2026 EX \$0.011	7,933,333
MEMAY : OPTION EXPIRING 08-NOV-2026 EX \$0.011	8,333,333
MEMAU : OPTION EXPIRING 15-FEB-2026 EX \$0.02	105,000,000
MEMAV : OPTION EXPIRING 15-FEB-2027 EX \$0.0149	13,392,584
MEMAD : OPTION EXPIRING 19-DEC-2027 EX \$0.004	6,500,000
MEMAE : OPTION EXPIRING 19-DEC-2027 EX \$0.005	8,500,000
MEMAF : OPTION EXPIRING 19-DEC-2027 EX \$0.007	10,000,000
MEMAO : CONVERTIBLE NOTES	3,000,000
MEMAS : OPTION EXPIRING 18-JAN-2026 EX \$0.02	106,613,948