

6 February 2020

Corey Lian
Adviser, Listings Compliance
20 Bridge Street, Sydney
NSW 2000

Dear Corey,

ASX Response Letter in relation to Appendix 3Y dated 6 February 2020

We have received your letter dated 6 February 2020 in relation to the late lodgement of the Change of Director's Interest Notices ('Appendix 3Ys') for Mr Leo Lee. Please find below our response to your questions raised.

1. Please explain why the Appendix 3Y was lodged late

The Appendix 3Ys were not lodged within the prescribed time due to an administrative oversight in the corporate office. The notices were lodged immediately upon this oversight being discovered by the Company Secretary.

2. What arrangements does Regeneus have in place under Listing Rule 3.19B with its Directors to ensure that it is able to meet its disclosure obligations under Listing Rule 32.19A?

The Company and its Directors are aware of their obligation under ASX Listing Rule 3.19A. Upon joining the Board, each Director is made aware of their obligations to RGS regarding details of any changes in notifiable interests. The Company also has a Share Trading Policy that requires all trades to be reported to the Company Secretary. In this case no such notification was provided because there was no active trade by the director, but simply an issue of options and a lapse of options.

3. If the current arrangements are inadequate or not being enforced, what additional steps does Regeneus intend to take to ensure compliance with Listing Rule 3.19B?

The Company is aware of its obligations and confirms that the current practices and arrangements in place are adequate and the late lodgement of the Appendix 3Y was an unfortunate administrative irregularity. Notwithstanding this, the Company has adopted a procedure so that following all issues and expiry or lapse of options the

Company Secretary will review the holdings of each Director to ensure any required disclosure is made.

Further, in light of this oversight on this occasion, the Company will provide all Directors with a copy of the Company's Share Trading policy as a reminder of their obligations.

Regeneus confirms that its responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy and by its board.

If I can provide any further information, please do not hesitate to contact me.

Yours sincerely,



Sandra McIntosh
Company Secretary

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	Regeneus Ltd
ABN	13 127 035 358

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	Leo Lee
Date of last notice	3 September 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
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	21 November 2019
No. of securities held prior to change	13,511,000 fully paid ordinary shares
Class	Fully paid ordinary shares and unlisted options
Number acquired	Nil – fully paid ordinary shares 3,500,000 – options exercisable at \$0.10 per share and expiring on 21 November 2024 3,500,000 – options exercisable at \$0.15 per share and expiring on 21 November 2024 3,250,000 – options exercisable at \$0.20 per share and expiring on 21 November 2024 3,250,000 – options exercisable at \$0.25 per share and expiring on 21 November 2024 750,000 – options exercisable at \$0.30 per share and expiring on 21 November 2024 750,000 – options exercisable at \$0.35 per share and expiring on 21 November 2024

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil – issue of options under employee incentive scheme
No. of securities held after change	13,511,000 – fully paid ordinary shares 3,500,000 – options exercisable at \$0.10 per share and expiring on 21 November 2024 3,500,000 – options exercisable at \$0.15 per share and expiring on 21 November 2024 3,250,000 – options exercisable at \$0.20 per share and expiring on 21 November 2024 3,250,000 – options exercisable at \$0.25 per share and expiring on 21 November 2024 750,000 – options exercisable at \$0.30 per share and expiring on 21 November 2024 750,000 – options exercisable at \$0.35 per share and expiring on 21 November 2024
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of options as approved at the Company's AGM

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 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	

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Interest after change	
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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.

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	Regeneus Ltd
ABN	13 127 035 358

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	Leo Lee
Date of last notice	6 February 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) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	31 December 2019
No. of securities held prior to change	13,511,000 fully paid ordinary shares 3,500,000 - options exercisable at \$0.10 per share and expiring on 21 November 2024 3,500,000 - options exercisable at \$0.15 per share and expiring on 21 November 2024 3,250,000 - options exercisable at \$0.20 per share and expiring on 21 November 2024 3,250,000 - options exercisable at \$0.25 per share and expiring on 21 November 2024 750,000 - options exercisable at \$0.30 per share and expiring on 21 November 2024 750,000 - options exercisable at \$0.35 per share and expiring on 21 November 2024
Class	Fully paid ordinary shares and unlisted options
Number acquired	Nil

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Number disposed	Nil – lapse and cancellation of: 3,500,000 – options exercisable at \$0.10 per share and expiring on 21 November 2024
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	13,511,000 – fully paid ordinary shares 3,500,000 – options exercisable at \$0.15 per share and expiring on 21 November 2024 3,250,000 – options exercisable at \$0.20 per share and expiring on 21 November 2024 3,250,000 – options exercisable at \$0.25 per share and expiring on 21 November 2024 750,000 – options exercisable at \$0.30 per share and expiring on 21 November 2024 750,000 – options exercisable at \$0.35 per share and expiring on 21 November 2024
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Lapse and cancellation of 3,500,000 options exercisable at \$0.10 per share and expiring on 21 November 2024

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 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	

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Interest after change	
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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.

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	Regeneus Ltd
ABN	13 127 035 358

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	Leo Lee
Date of last notice	6 February 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) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	31 January 2020
No. of securities held prior to change	13,511,000 fully paid ordinary shares 3,500,000 - options exercisable at \$0.15 per share and expiring on 21 November 2024 3,250,000 - options exercisable at \$0.20 per share and expiring on 21 November 2024 3,250,000 - options exercisable at \$0.25 per share and expiring on 21 November 2024 750,000 - options exercisable at \$0.30 per share and expiring on 21 November 2024 750,000 - options exercisable at \$0.35 per share and expiring on 21 November 2024
Class	Fully paid ordinary shares and unlisted options
Number acquired	Nil

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Number disposed	Nil – lapse and cancellation of: 1,250,000 – options exercisable at \$0.20 per share and expiring on 21 November 2024
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	13,511,000 – fully paid ordinary shares 3,500,000 – options exercisable at \$0.15 per share and expiring on 21 November 2024 2,000,000 – options exercisable at \$0.20 per share and expiring on 21 November 2024 3,250,000 – options exercisable at \$0.25 per share and expiring on 21 November 2024 750,000 – options exercisable at \$0.30 per share and expiring on 21 November 2024 750,000 – options exercisable at \$0.35 per share and expiring on 21 November 2024
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Lapse and cancellation of 1,250,000 options exercisable at \$0.20 per share and expiring on 21 November 2024

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 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	

+ See chapter 19 for defined terms.

Interest after change	
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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.