



23 August 2019

The Manager
ASX Compliance Pty Ltd
152-158 St Georges Terrace
PERTH WA 6000

Dear Sir,

Change in Directors Interest Notice – Q Z Zhou

The attached Change in Directors Interest notice for Qi Xiao Zhou relates to 7,780 shares issued o in lieu of fees following shareholder approval received on 18 April 2019.

This notice is lodged outside the timeline prescribed in accordance with ASX Listing Rule 3.19 due to an administrative oversight.

The Company confirms that all Directors of the Company are aware of their obligations in relation to Listing Rule 3.19.A. and that the Company has in place arrangements for Directors to notify the Company Secretary of dealing in the Company's securities.

The current arrangements are believed to be adequate and the Company believes that each of the Directors understands their obligations to comply with the notification requirements after any dealings in the Company's securities.

The Company is strongly committed to ensuring its compliance with the disclosure obligations in accordance with its share trading policy and the ASX Listing Rules.

Yours Sincerely

A handwritten signature in black ink, appearing to read "S. Robertson".

Simon Robertson
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 30/9/2001.

Name of entity	Orthocell Limited
ABN	57 118 897 135

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	Qi Xiao Zhou
Date of last notice	11 July 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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
Date of change	14 August 2019
No. of securities held prior to change Qi Xiao Zhou	6,095,712 Ordinary Shares 54,767 Unlisted Warrants exercisable at \$0.58 on or before 19 November 2020 300,000 Unlisted Options exercisable at \$0.395 expiring 8 May 2021 (vesting conditions set out in NOM for General Meeting held on 7 May 2018)
Class	Ordinary Shares
Number acquired	7,780
Number disposed	-

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Issued in lieu of fees based on formula set out in Notice of General Meeting lodged on ASX 18/04/2019 being \$0.475 per share
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No. of securities held after change Qi Xiao Zhou	6,103,492 Ordinary Shares 54,767 Unlisted Warrants exercisable at \$0.58 on or before 19 November 2020 300,000 Unlisted Options exercisable at \$0.395 expiring 8 May 2021 (vesting conditions set out in NOM for General Meeting held on 7 May 2018)
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Shares issued in lieu of fees for July 2019 as approved by shareholders at a general meeting on 20 May 2019

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