

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.

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|--|
| Name of entity CogState Limited |
| ABN 80 090 975 723 |

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 | Richard Morgan |
| Date of last notice | 16 September 2008 |

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 | 24 October 2008 | | | | |
| No. of securities held prior to change | <table style="width: 100%; border: none;"> <tr> <td style="padding: 0 20px;">Ordinary shares</td> <td style="text-align: right;">323,513</td> </tr> <tr> <td style="padding: 0 20px;">Employee Options</td> <td style="text-align: right;">170,000</td> </tr> </table> | Ordinary shares | 323,513 | Employee Options | 170,000 |
| Ordinary shares | 323,513 | | | | |
| Employee Options | 170,000 | | | | |
| Class | Employee Share Options | | | | |
| Number acquired | 145,000 | | | | |
| Number disposed | Nil | | | | |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | Nil | | | | |
| No. of securities held after change | <table style="width: 100%; border: none;"> <tr> <td style="padding: 0 20px;">Ordinary shares</td> <td style="text-align: right;">323,513</td> </tr> <tr> <td style="padding: 0 20px;">Employee Options</td> <td style="text-align: right;">315,000</td> </tr> </table> | Ordinary shares | 323,513 | Employee Options | 315,000 |
| Ordinary shares | 323,513 | | | | |
| Employee Options | 315,000 | | | | |
| 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> | Issue of Employee Share Options as approved at Annual General Meeting of shareholders. | | | | |

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

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