

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 | Stemify Limited |
| ABN | 20 009 256 535 |

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.

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|----------------------------|-----------------|
| Name of Director | Jonathan Pearce |
| Date of last notice | 4 December 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 (j) of the definition of "notifiable interest of a director" should be disclosed in this part.

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| Direct or indirect interest | Indirect |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | 143 Pty Ltd |
| Date of change | 27 December 2019 |
| No. of securities held prior to change | 51,475 fully paid ordinary shares subject to voluntary escrow until 13 August 2020 3,750,000 unlisted options exercisable at 5 cents, expiring 30 June 2023 |
| Class | Fully paid ordinary shares |
| Number acquired | 5,000,000 fully paid ordinary shares |
| Number disposed | Nil |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | \$100,000 |

+ See chapter 19 for defined terms.

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|---|--|
| No. of securities held after change | 5,000,000 fully paid ordinary shares 51,475 fully paid ordinary shares subject to voluntary escrow until 13 August 2020 3,750,000 unlisted options exercisable at 5 cents, expiring 30 June 2023 |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Following receipt of shareholder approval at the Company's annual general meeting held on 29 November 2019, issue of shares to director of the Company (participation in placement) |

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.

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| Detail of contract | Shareholder approval was granted at the Company's General Meeting held on 30 July 2019 for the Company to issue Mr Pearce fully paid ordinary shares in lieu of Directors' fees of up to \$30,000 from the date of his appointment as a Director to 31 August 2020 in the event Mr Pearce decides to take Shares in lieu of a physical cash payment for fees. These will be issued pursuant to the conditions set out in the ASX waiver granted 8 July 2019. |
| Nature of interest | Direct |
| Name of registered holder (if issued securities) | Jonathan Pearce |
| Date of change | N/A |
| 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 | Fully paid ordinary shares |
| Interest acquired | N/A |
| Interest disposed | N/A |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | N/A |
| Interest after change | As above |

+ See chapter 19 for defined terms.

Part 3 – ⁺Closed period

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| 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.