

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	Pengana Capital Group Limited
ABN	43 059 300 426

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	David Frederick Groves
Date of last notice	15 October 2018

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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	1. Registered proprietor – Deck Investments Pty Limited ACN 143 039 552 ("DECK"). Mr Groves is a director of, and substantial shareholder in, Deck Investments Pty Limited 2. Registered proprietor – Superdeck Pty Limited ACN 144 730 101 ("Superdeck") in its capacity as trustee for the D,K,C and E Groves Superannuation Fund ("Fund"). Mr Groves is a director of and shareholder in, Superdeck and a beneficiary of the Fund. 3. Registered proprietor – Mrs Katarzyna Zofia Groves, a related party of Mr David Groves. 4. Registered proprietor - Superclik Pty Ltd ACN 624 017 778 ("Supeclik"), a related party of Mr David Groves.
Date of change	25 February 2019

+ See chapter 19 for defined terms.

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No. of securities held prior to change	1. Deck Investments Pty Limited – 44,500 fully paid ordinary shares 2. Superdeck Pty Limited – 378,473 fully paid ordinary shares 3. Mrs Katarzyna Zofia Groves – 5,694 fully paid ordinary shares 4. Superclik Pty Ltd – 5,000 fully paid ordinary shares
Class	Fully paid ordinary shares
Number acquired	41,261 Fully paid ordinary shares
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	4,185 shares @ \$2.20, for a total of \$9,226.95 17,576 shares @\$2.29 for a total of \$40,210.67 6,500 shares @\$2.30 for a total of \$14,979.95 6,500 shares @\$2.30 for a total of \$14,979.95 6,500 shares @\$2.30 for a total of \$14,979.95
No. of securities held after change	5. Deck Investments Pty Limited – 44,500 fully paid ordinary shares 6. Superdeck Pty Limited – 419,734 fully paid ordinary shares 7. Mrs Katarzyna Zofia Groves – 5,694 fully paid ordinary shares 8. Superclik Pty Ltd – 5,000 fully paid ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market trade

+ See chapter 19 for defined terms.

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	Not applicable
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	
Interest after change	

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?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

⁺ See chapter 19 for defined terms.