# Appendix 3B

# New issue announcement, application for quotation of additional securities and agreement

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Mayne Pharma Group Limited (Company)

ABN

76 115 832 963

We (the entity) give ASX the following information.

### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

<sup>1</sup> +Class of +securities issued or to be issued

Fully paid ordinary shares in the Company

- 2 Number of \*securities issued or to be issued (if known) or maximum number which may be issued
- 3 Principal terms of the \*securities (eg, if options, exercise price and expiry date; if partly paid \*securities, the amount outstanding and due dates for payment; if \*convertible securities, the conversion price and dates for conversion)

6,608,851 ordinary shares

Fully paid ordinary shares escrowed ordinary shares issued to the CEO subject to the terms of the Mayne Pharma Group Executive Share Loan Scheme as approved by shareholders at the 2017 AGM.

Shares issued at an issue price of \$0.6169, based on the 5-day VWAP at 30 November 2017, with an expiry date of 31 July 2022.

<sup>+</sup> See chapter 19 for defined terms.

+ See chapter 19 for defined terms.

4 Yes Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing \*class of quoted \*securities?

> If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
- 5 Issue price or consideration
- 6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)
- 6a Is the entity an <sup>+</sup>eligible entity that has obtained security holder approval under rule 7.1A?

If Yes, complete sections 6b – 6h in relation to the *+securities* the subject of this Appendix 3B, and comply with section 6i

- The date the security holder resolution 6b under rule 7.1A was passed
- 6c Number of +securities issued without security holder approval under rule 7.1
- 6d Number of \*securities issued with security holder approval under rule 7.1A
- 6e Number of \*securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)
- 6f Number of securities issued under an exception in rule 7.2

Not applicable

Not applicable

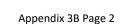
Not applicable

Not applicable Not applicable

Not applicable

Long-term incentive

\$0.6169 per share



+ See chapter 19 for defined terms.

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- 6g If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.
- 6h If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements
- 6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements
- 7 Dates of entering \*securities into uncertificated holdings or despatch of certificates
- 8 Number and \*class of all \*securities quoted on ASX (*including* the securities in section 2 if applicable)
- 9 Number and \*class of all \*securities not quoted on ASX (*including* the securities in section 2 if applicable)
  - ties in Mayne Pharma Employee Share Option Plan. (Refer Appendix 1 for further detail)
  - Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Not applicable

Not applicable

7 Dec 2017

Number

1,541,506,101

Number	<sup>+</sup> Class	
14,004,000	Employee options pursuant to	
	Mayne Pharma Employee	
	Share Option Plan. (Refer	

+Class

Fully paid ordinary shares.

Not applicable

spileable

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# Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	Not applicable	
12	Is the issue renounceable or non-renounceable?	Not applicable	
13	Ratio in which the <sup>+</sup> securities will be offered	Not applicable	
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	Not applicable	
15	*Record date to determine entitlements	Not applicable	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable	
17	Policy for deciding entitlements in relation to fractions	Not applicable	
4.0			
18	Names of countries in which the entity has *security holders who will not be sent new issue documents	Not applicable	
	Note: Security holders must be told how their entitlements are to be dealt with.		
	Cross reference: rule 7.7.		
19	Closing date for receipt of acceptances or renunciations	Not applicable	
20	Names of any underwriters	Not applicable.	
21	Amount of any underwriting fee or commission	Not applicable.	
22	Names of any brokers to the issue	Not applicable	
23	Fee or commission payable to the broker to the issue	Not applicable	

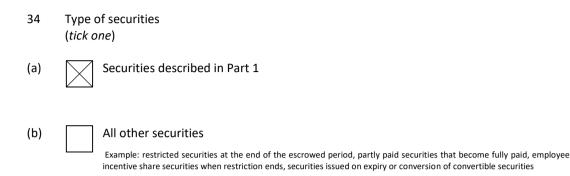
<sup>+</sup> See chapter 19 for defined terms.

- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of \*security holders
- 25 If the issue is contingent on \*security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do \*security holders sell their entitlements *in full* through a broker?
- 31 How do \*security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do \*security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Despatch date

Not applicable

### Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities



#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the \*securities are \*equity securities, the names of the 20 largest holders of the additional \*securities, and the number and percentage of additional \*securities held by those holders
- 36 If the \*securities are \*equity securities, a distribution schedule of the additional \*securities setting out the number of holders in the categories 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over
  - A copy of any trust deed for the additional \*securities

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<sup>+</sup> See chapter 19 for defined terms.

# Entities that have ticked box 34(b)

- 38 Number of securities for which <sup>+</sup>quotation is sought
- 39 Class of \*securities for which quotation is sought
- 40 Do the \*securities rank equally in all respects from the date of allotment with an existing \*class of quoted \*securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

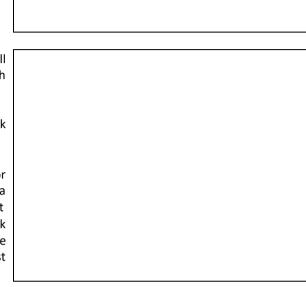
#### 41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

42 Number and \*class of all \*securities quoted on ASX (*including* the securities in clause 38)

Number	+Class



<sup>+</sup> See chapter 19 for defined terms.

## **Quotation agreement**

- 1 \*Quotation of our additional \*securities is in ASX's absolute discretion. ASX may quote the \*securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the <sup>+</sup>securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those <sup>+</sup>securities should not be granted <sup>+</sup>quotation.
  - An offer of the <sup>+</sup>securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any <sup>+</sup>securities to be quoted and that noone has any right to return any <sup>+</sup>securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the <sup>+</sup>securities be quoted.
- If we are a trust, we warrant that no person has the right to return the <sup>+</sup>securities to be quoted under section 1019B of the Corporations Act at the time that we request that the <sup>+</sup>securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before <sup>+</sup>quotation of the <sup>+</sup>securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

Date: 7 Dec 2017

Print name: Nick Freeman

<sup>+</sup> See chapter 19 for defined terms.

#### MAYNE PHARMA GROUP LIMITED APPENDIX 1 – EMPLOYEE OPTIONS ISSUED UNDER EMPLOYEE SHARE OPTION PLAN

	Employee options				
Expiry date		Exercise Price	Vested	Unvested	Total number of shares issued under option
12/01/2019	\$	0.2184	4,155,000	-	4,155,000
26/01/2019	\$	0.2184	1,499,000	-	1,499,000
28/03/2019	\$	0.8003	510,000	30,000	540,000
19/06/2019	\$	0.7701	510,000	90,000	600,000
30/06/2019	\$	0.8188	200,000	200,000	400,000
02/07/2019	\$	0.8109	200,000	200,000	400,000
01/08/2019	\$	0.7437		200,000	200,000
28/08/2019	\$	0.7682	300,000	300,000	600,000
21/10/2019	\$	0.5923	120,000	200,000	320,000
11/11/2019	\$	0.6647	500,000	500,000	1,000,000
30/11/2019	\$	0.6754	500,000	500,000	1,000,000
17/12/2019	\$	0.6447	300,000	300,000	600,000
01/02/2020	\$	0.5347	1,340,000	1,350,000	2,690,000
Total			10,134,000	3,870,000	14,004,000

<sup>+</sup> See chapter 19 for defined terms.