

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	Mayne Pharma Group Limited
ABN	76 115 832 963

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	Scott Anthony Richards
Date of last notice	27 Jun 2017

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 and indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	HSBC Nominees (Australia) Limited as nominee for Scott Anthony Richards (1) HSBC Nominees (Australia) Limited as nominee for Scott Anthony Richards & Susan Marie Richards <Northumberland Trust> (2)
Date of change	30 Nov 2017 & 7 Dec 2017
No. of securities held prior to change	8,619,030 Ordinary Shares pursuant to executive share loan scheme 15,146,101 Ordinary Shares (1) 1,722,463 Ordinary Shares (2)
Class	Ordinary shares
Number acquired	6,608,851
Number disposed	7,283,195 (refer to change of director's interest in contracts)
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Shares acquired at \$0.6169 (acquisition price being the weighted average price of Mayne Pharma fully paid ordinary shares in the 5 days from 24 November to 30 November 2017)
No. of securities held after change	15,227,881 Ordinary Shares pursuant to executive share loan scheme 7,862,906 Ordinary Shares (1) 1,722,463 Ordinary Shares (2)

+ See chapter 19 for defined terms.

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Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of shares pursuant to the terms of the Executive Share Loan Scheme as summarised in the Notice of Meeting for the Company's 2017 Annual General Meeting.
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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	As part of a financing arrangement, Scott Richards had entered into a structured loan facility, which included a collar arrangement, with Credit Suisse AG, Sydney Branch (Facility). The Facility provided Scott Richards with ongoing economic exposure, within a range of prices, to 7,283,195 ordinary shares in Mayne Pharma Group Ltd.
Nature of interest	The Facility conferred the right to deliver 7,283,195 ordinary shares in Mayne Pharma Group Ltd to Credit Suisse AG, Sydney Branch.
Name of registered holder (if issued securities)	HSBC Nominees (Australia) Limited as nominee for Scott Anthony Richards
Date of change	30 Nov 17
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	Previously the facility conferred the right to deliver 7,283,195 ordinary shares
Interest acquired	N/a
Interest disposed	Interest under the Facility in respect of 7,283,195 ordinary shares in Mayne Pharma Group Limited.
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	\$6,979,267
Interest after change	Nil

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.