

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 | 13 November 2012 |

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> | n/a |
| Date of change | 5 December 2014 |
| No. of securities held prior to change | 2,500,000 Ordinary Shares 7,500,000 Unlisted options @ \$0.2678 expiring 13 February 2019 |
| Class | Ordinary Shares |
| Number acquired | 2,435,158 Ordinary Fully Paid Shares issued pursuant to the Employee Share Loan Scheme and as approved by shareholders at the 2014 AGM. The shares are subject to restrictions as outlined in the NOM at the 2014 AGM. |
| Number disposed | Nil |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | \$0.6815 (acquisition price being the weighted average price of Mayne Pharma fully paid ordinary shares in the 5 days from 21 November to 27 November 2014) |

+ See chapter 19 for defined terms.

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| No. of securities held after change | 2,500,000 Ordinary Shares 7,500,000 Unlisted options @ 34.5 cents expiring 13 February 2019 2,435,158 Ordinary Shares pursuant to employee share loan scheme |
| 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 Employee Share Loan Scheme as summarised in the Notice of Meeting for the Company's 2014 Annual General Meeting. |

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 | N/A |
| Nature of interest | N/A |
| Name of registered holder (if issued securities) | N/A |
| 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 | N/A |
| 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 | N/A |

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.