

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, 04/03/13

Name of entity

MGC Pharmaceuticals Ltd

ABN

30 116 800 269

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).

1 +Class of +securities issued or to be issued

1. Performance Rights
2. Performance Rights
3. Performance Rights

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

1. 12,200,000
2. 10,000,000
3. 4,000,000

+ See chapter 19 for defined terms.

<p>3 Principal terms of the ⁺securities (e.g. 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)</p>	<ol style="list-style-type: none"> 1. Performance Rights <ul style="list-style-type: none"> • The Performance Rights are subject to vesting milestones, Milestone 1 is continuous service to the Company to 24 February 2017, Milestone 2 is continuous service to the Company to 31 December 2017, Milestone 3 is continuous service to the Company to 31 December 2018 • Material Terms of the Employee Performance Rights Plan are included in the Notice of Meeting dated 26 August 2016 (Schedule 3) 2. Performance Rights <ul style="list-style-type: none"> • The Performance Rights are subject to vesting milestones, 60% vests at Milestone 1 which is continuous service to the Company to 24 February 2017, 40% vests at Milestone 2 which is continuous service to the Company to 31 December 2017 • Material Terms of the Employee Performance Rights Plan are included in the Notice of Meeting dated 26 August 2016 (Schedule 3) 3. Performance Rights <ul style="list-style-type: none"> • The Performance Rights are subject to vesting milestones, 60% vests at Milestone 1 which is continuous service to the Company to 31 December 2016, 40% vests at Milestone 2 which is continuous service to the Company to 31 December 2017 • Full terms are included in the Notice of Annual General Meeting dated 20 October 2016 (Schedule 1)
<p>4 Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	<p>No – the Performance Rights will be unlisted. Upon conversion of the Performance Rights new fully paid ordinary shares issued will rank equally in all respects with existing fully paid ordinary shares.</p>
<p>5 Issue price or consideration</p>	<ol style="list-style-type: none"> 1 & 2 Performance Rights issued for attraction, motivation and retention of relevant employees of the Company as set out in the Notice of Meeting dated 26 August 2016 3. Performance Rights issued as part of the remuneration package of director Ross Walker as set out in the Company's Notice of Annual General Meeting dated 20 October 2016
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<ol style="list-style-type: none"> 1 & 2 The Performance Rights are being issued to employees of the Company under the terms detailed in the Notice of General Meeting issued on 26 August 2016 (Schedule 3) 3. The Performance Rights are being issued to a director of the Company under the terms detailed in the Notice of Annual General Meeting issued on 20 October 2016 (Schedule 1)

6a	Is the entity an ⁺ 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	Yes								
6b	The date the security holder resolution under rule 7.1A was passed	29 November 2016								
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	0								
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	0								
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	4,000,000 Performance Rights Approved at the Annual General Meeting held 29 November 2016 pursuant to Listing Rule 10.11								
6f	Number of ⁺ securities issued under an exception in rule 7.2	22,200,000 Performance Rights Approved at the General Meeting held 27 September 2016 pursuant to Listing Rule 7.2								
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.	N/A								
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	N/A								
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	137,843,978 under rule 7.1 91,895,985 under rule 7.1A								
7	⁺ Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	23 December 2016								
8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>⁺Class</th> </tr> </thead> <tbody> <tr> <td>702,613,155</td> <td>Fully Paid Ordinary Shares</td> </tr> <tr> <td>13,000,000</td> <td>VHL Ordinary Shares</td> </tr> <tr> <td>91,818,380</td> <td>Listed Options exercisable at \$0.065 expiring 30/06/2019</td> </tr> </tbody> </table>	Number	⁺ Class	702,613,155	Fully Paid Ordinary Shares	13,000,000	VHL Ordinary Shares	91,818,380	Listed Options exercisable at \$0.065 expiring 30/06/2019
Number	⁺ Class									
702,613,155	Fully Paid Ordinary Shares									
13,000,000	VHL Ordinary Shares									
91,818,380	Listed Options exercisable at \$0.065 expiring 30/06/2019									

⁺ See chapter 19 for defined terms.

	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	63,346,700	Fully Paid Ordinary Shares – subject to escrow until 23 February 2018
		140,000,000	Fully Paid Ordinary Shares – subject to escrow until 15 February 2017
		30,000,000	Performance Shares – subject to escrow until 23 February 2018
		70,000,000	Performance Shares – subject to escrow until 15 February 2017
		58,700,000	Performance Rights
		4,000,000	Unlisted Options exercisable at \$0.025 each on or before 30 June 2017
		8,750,000	Unlisted Options exercisable at \$0.04 each on or before 30 June 2017
		4,000,000	Unlisted Options exercisable at \$0.20 each on or before 30 June 2017
		1,000,000	Unlisted Options exercisable at \$0.30 each on or before 23 January 2018
		500,000	Unlisted Options exercisable at \$0.35 each on or before 23 January 2018
		500,000	Unlisted Options exercisable at \$0.40 each on or before 23 January 2018

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company does not have a dividend policy
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Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A

18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A

+ See chapter 19 for defined terms.

33 +Issue date

N/A

Part 3 - Quotation of securities

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

34 Type of +securities
(tick one)

(a) +Securities described in Part 1

(b) All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible 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

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38	Number of ⁺ securities for which ⁺ quotation is sought	N/A	
39	⁺ Class of ⁺ securities for which quotation is sought	N/A	
40	<p>Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ol style="list-style-type: none"> 1. the date from which they do 2. the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment 3. the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	N/A	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another ⁺security, clearly identify that other ⁺security)</p>	N/A	
42	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in clause 38)	Number	⁺ Class
		N/A	

⁺ 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 +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +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 +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +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.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +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: 23 December 2016
(Company Secretary)

Print name: Rachel Kerr

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Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	507,586,552 Ordinary Fully Paid Shares
Add the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	15 February 2016 – 203,846,700 Ordinary Fully Paid Shares 9 May 2016 – 29,750,000 Ordinary Fully Paid Shares 12 May 2016 – 115,636,384 Ordinary Fully Paid Shares 31 May 2016 – 56,818,370 Ordinary Fully Paid Shares 23 June 2016 – 5,000,000 Ordinary Fully Paid Shares 12 August 2016 – 321,849 Ordinary Fully Paid Shares
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	918,959,855

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"	
"B"	0.15 <i>[Note: this value cannot be changed]</i>
Multiply "A" by 0.15	137,843,978
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of ⁺equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p>Note:</p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	0
"C"	0
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
<p>"A" x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	137,843,978
<p>Subtract "C"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	0
Total ["A" x 0.15] – "C"	137,843,978 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	918,959,855
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	91,895,985
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of ⁺ equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	0
“E”	0
Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	91,895,985
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	91,895,985 <i>[Note: this is the remaining placement capacity under rule 7.1A]</i>

+ See chapter 19 for defined terms.