

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	MMJ Group Holdings Limited
ABN	91 601 236 417

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	Mr Winton Willesee
Date of last notice	6 July 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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<p>A. Azalea Family Holdings Pty Ltd <No 2 A/C> - a director related entity (A)</p> <p>B. Chincerinchee Nominees Pty Ltd – a custodian holder for a director related entity (B)</p>
Date of change	18 December 2019
No. of securities held prior to change	<p>A:</p> <ul style="list-style-type: none"> i. 1,500,000 Fully Paid Ordinary Shares ii. 1,000,000 Class D Options (\$0.40, expiry date 27/07/2018)
Class	Unlisted Class N, O and P Performance Rights
Number acquired	<p>B:</p> <ul style="list-style-type: none"> i. 500,000 unlisted Class N Performance Rights ii. 500,000 unlisted Class O Performance Rights iii. 500,000 unlisted Class P Performance Rights
Number disposed	

+ See chapter 19 for defined terms.

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil cash consideration for issue of unlisted Class N, O and P Performance Rights
No. of securities held after change	A: i. 1,500,000 Fully Paid Ordinary Shares B: i. 500,000 unlisted Class N Performance Rights ii. 500,000 unlisted Class O Performance Rights iii. 500,000 unlisted Class P Performance Rights
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	The unlisted Class N, O and P Performance Rights were issued following the approval of Resolution 6 by shareholders at general meeting on 28 November 2019. The principal terms of the unlisted Class N, O and P Performance Rights (that will lapse if achievement of relevant milestones are not achieved by corresponding milestone dates) are found in Schedule 2 of the notice of meeting held on 28 November 2019.

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	N/A
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	

+ See chapter 19 for defined terms.

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?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.