



## ASX RELEASE

3 August 2015

### MMJ PHYTOTECH LIMITED MD Remuneration and Directors' Interest Notices

**MMJ PhytoTech Limited** (ASX:MMJ) ("MMJ" or the "Company") provides herein a summary of the key terms of the Consultancy Services Agreement between the Company and Mr Andreas Gedeon, in accordance with ASX guidelines which require listed entities to disclose the relevant terms of the Managing Director's remuneration.

Also attached are the required Appendix 3X and Appendix 3Y disclosures following the issue of securities to Directors upon the completion the Company's merger with MMJ Bioscience Inc on 27 July 2015.

**For more information please contact;**

Andreas Gedeon, Managing Director

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## Managing Director Remuneration Summary of Key Terms

Term	Mr Gedeon's appointment as Managing Director became effective on 27 July 2015 for an initial term of 3 years.
Services	Mr Gedeon (via his service company, Peregrine Consulting Ltd) has been engaged to provide those services usually required of a Managing Director of a Company of the scale and nature of MMJ PhytoTech Ltd and its subsidiaries.
Remuneration	Mr Gedeon (via his service company, Peregrine Consulting Ltd) will be paid a fee of CAD\$330,000 per annum ("Fee") by MMJ PhytoTech's wholly owned subsidiary 1032831 B.C Ltd.
Performance-based incentives	<p>At the discretion of the Board and subject to any applicable regulatory approvals, Mr Gedeon may receive a performance-based bonus over and above the Fee in cash or non-cash form up to an amount equal to 50% of the Fee at any time during the Term.</p> <p>In addition to the above, Mr Gedeon is a vendor of MMJ Bioscience Inc ("MMJ") and has acquired securities in MMJ PhytoTech Ltd under the Merger as disclosed in the Appendix 3X lodged with ASX today. Should MMJ PhytoTech achieve the relevant milestones, Mr Gedeon and/or his related entities will receive consideration relevant to the achievement of those milestones.</p>
Termination	The services agreement between the Company and Mr Gedeon can be terminated by either party by giving 3 months notice.

# Appendix 3X

## Initial 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 30/9/2001.

<b>Name of entity</b>	MMJ PhytoTech Limited
<b>ABN</b>	91 601 236 417

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Andreas Gedeon
<b>Date of appointment</b>	27 July 2015

### Part 1 - Director's relevant interests in securities of which the director is the registered holder

*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.

<b>Number &amp; class of securities</b>
Nil

+ See chapter 19 for defined terms.

## Appendix 3X

### Initial Director's Interest Notice

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#### Part 2 – Director's relevant interests in securities of which the director is not the registered holder

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Name of holder & nature of interest <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Number & class of Securities
Greenline Holdings Pty Ltd	5,626,212 Fully Paid Ordinary Shares, of which: <ul style="list-style-type: none"><li>- 1,875,404 are escrowed until 27/10/2015</li><li>- 1,875,404 are escrowed until 27/04/2016</li><li>- 1,875,404 are escrowed until 27/10/2016</li></ul>
KTap Pty Ltd	1,280,748 Fully Paid Ordinary Shares, of which: <ul style="list-style-type: none"><li>- 426,916 are escrowed until 27/10/2015</li><li>- 426,916 are escrowed until 27/04/2016</li><li>- 426,916 are escrowed until 27/10/2016</li></ul>

#### Part 3 – 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	Amalgamation Agreement dated 19 May 2015 in relation to the Company's merger with MMJ Bioscience Inc which was completed on 27 July 2015.
Nature of interest	Mr Gedeon holds an interest in Greenline Holdings and Ktap Pty Ltd which were the registered holders of 13.54% of the pre-merger issued capital of MMJ Bioscience Inc. Under the terms of the Amalgamation Agreement, Mr Gedeon may be entitled to a percentage of any securities issued to the vendors of MMJ Bioscience upon the satisfaction of milestones as set out in the Amalgamation Agreement.
Name of registered holder (if issued securities)	N/A
No. and class of securities to which interest relates	Greenline Holdings and Ktap Pty Ltd may together be entitled to receive up to an additional 2,302,320 fully paid ordinary shares upon the satisfaction of milestones under the Amalgamation Agreement.

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+ See chapter 19 for defined terms.

# Appendix 3X

## Initial Director's Interest Notice

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Introduced 30/9/2001.

<b>Name of entity</b>	MMJ PhytoTech Limited
<b>ABN</b>	91 601 236 417

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Ross McKay
<b>Date of appointment</b>	27 July 2015

### Part 1 - Director's relevant interests in securities of which the director is the registered holder

*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.

<b>Number &amp; class of securities</b>
84,873 Fully Paid Ordinary Shares, of which: <ul style="list-style-type: none"><li>- 28,291 are escrowed until 27/10/2015</li><li>- 28,291 are escrowed until 27/04/2016</li><li>- 28,291 are escrowed until 27/10/2016</li></ul>
1,000,000 Class D Options (\$0.40, 27/01/2018)

+ See chapter 19 for defined terms.

## Appendix 3X

### Initial Director's Interest Notice

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#### Part 2 – Director's relevant interests in securities of which the director is not the registered holder

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Name of holder & nature of interest <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Number & class of Securities
N/A	Nil

#### Part 3 – 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.

<b>Detail of contract</b>	Amalgamation Agreement dated 19 May 2015 in relation to the Company's merger with MMJ Bioscience Inc which was completed on 27 July 2015.
<b>Nature of interest</b>	Mr McKay was a registered holder of approximately 0.166% of the pre-merger issued capital of MMJ Bioscience Inc. Under the terms of the Amalgamation Agreement, Mr McKay may be entitled to a percentage of any securities issued to the vendors of MMJ Bioscience upon the satisfaction of milestones as set out in the Amalgamation Agreement.
<b>Name of registered holder (if issued securities)</b>	N/A
<b>No. and class of securities to which interest relates</b>	Mr McKay may be entitled to receive up to an additional 28,290 fully paid ordinary shares upon the satisfaction of milestones under the Amalgamation Agreement.

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+ See chapter 19 for defined terms.

# Appendix 3X

## Initial Director's Interest Notice

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Introduced 30/9/2001.

<b>Name of entity</b>	MMJ PhytoTech Limited
<b>ABN</b>	91 601 236 417

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Jason Bednar
<b>Date of appointment</b>	27 July 2015

### Part 1 - Director's relevant interests in securities of which the director is the registered holder

*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.

#### Number & class of securities

879,876 Fully Paid Ordinary Shares, of which:

- 293,292 are escrowed until 27/10/2015
- 293,292 are escrowed until 27/04/2016
- 293,292 are escrowed until 27/10/2016

1,500,000 Class D Options (\$0.40, 27/01/2018)

+ See chapter 19 for defined terms.

## Appendix 3X

### Initial Director's Interest Notice

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#### Part 2 – Director's relevant interests in securities of which the director is not the registered holder

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Name of holder & nature of interest <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Number & class of Securities
N/A	N/A

#### Part 3 – 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.

<b>Detail of contract</b>	Amalgamation Agreement dated 19 May 2015 in relation to the Company's merger with MMJ Bioscience Inc which was completed on 27 July 2015.
<b>Nature of interest</b>	Mr Bednar was a registered holder of approximately 1.73% of the pre-merger issued capital of MMJ Bioscience Inc. Under the terms of the Amalgamation Agreement, Mr Bednar may be entitled to a percentage of any securities issued to the vendors of MMJ Bioscience upon the satisfaction of milestones as set out in the Amalgamation Agreement.
<b>Name of registered holder (if issued securities)</b>	N/A
<b>No. and class of securities to which interest relates</b>	Mr Bednar may be entitled to receive up to an additional 293,292 fully paid ordinary shares upon the satisfaction of milestones under the Amalgamation Agreement.

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+ See chapter 19 for defined terms.



# Appendix 3Y

## Change of Director's Interest Notice

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Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	MMJ PhytoTech Limited
<b>ABN</b>	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.

<b>Name of Director</b>	Peter Wall
<b>Date of last notice</b>	2 December 2014

### 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.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Securities are held by Pheakes Pty Ltd <Senate A/C> - a director related entity
<b>Date of change</b>	27 July 2015
<b>No. of securities held prior to change</b>	1,000,000 Class A Performance Rights 1,000,000 Class C Performance Rights 1,000,000 Class D Performance Rights
<b>Class</b>	Class B Performance Rights (upon the vesting of Class A Performance Rights)  Fully Paid Ordinary Shares (upon the vesting of Class A, B and C Performance Rights)
<b>Number acquired</b>	1,000,000 Class B Performance Rights 3,000,000 Fully Paid Ordinary Shares
<b>Number disposed</b>	1,000,000 Class A Performance Rights 1,000,000 Class B Performance Rights 1,000,000 Class C Performance Rights
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Issued for nil consideration upon the vesting of performance rights.

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+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

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<b>No. of securities held after change</b>	3,000,000 Fully Paid Ordinary Shares 1,000,000 Class D Performance Rights
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Vesting of Class A, B and C Performance Rights.

### 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.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

### Part 3 – <sup>+</sup>Closed period

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

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

# 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

<b>Name of entity</b>	MMJ PhytoTech Limited
<b>ABN</b>	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.

<b>Name of Director</b>	Boaz Wachtel
<b>Date of last notice</b>	2 December 2014

### 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.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Securities are held by International Water and Energy Savers Ltd - a director related entity.
<b>Date of change</b>	27 July 2015
<b>No. of securities held prior to change</b>	1,500,000 Fully Paid Ordinary Shares 2,500,000 Class A Performance Rights 2,500,000 Class C Performance Rights 2,500,000 Class D Performance Rights
<b>Class</b>	Class B Performance Rights (upon the vesting of Class A Performance Rights)  Fully Paid Ordinary Shares (upon the vesting of Class A, and B Performance Rights)
<b>Number acquired</b>	2,500,000 Class B Performance Rights 5,000,000 Fully Paid Ordinary Shares
<b>Number disposed</b>	2,500,000 Class A Performance Rights 2,500,000 Class B Performance Rights
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Issued for nil consideration upon the vesting of performance rights.

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

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<b>No. of securities held after change</b>	6,500,000 Fully Paid Ordinary Shares 2,500,000 Class C Performance Rights 2,500,000 Class D Performance Rights
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Vesting of Class A and B Performance Rights.

## 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.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

## Part 3 – <sup>+</sup>Closed period

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

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

# Appendix 3Y

## Change of Director's Interest Notice

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Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	MMJ PhytoTech Limited
<b>ABN</b>	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.

<b>Name of Director</b>	Winton Willesee
<b>Date of last notice</b>	2 December 2015

### 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.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Azalea Family Holdings Pty Ltd <No 2 A/C> - a director related entity
<b>Date of change</b>	27 July 2015
<b>No. of securities held prior to change</b>	Nil
<b>Class</b>	Class D Options (\$0.40, 27 July 2018)
<b>Number acquired</b>	1,000,000
<b>Number disposed</b>	-
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Issued pursuant to resolutions passed at the general meeting held 29 June 2015.
<b>No. of securities held after change</b>	1,000,000 Class D Options (\$0.40, 27 July 2018)

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+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

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<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issued pursuant to resolutions passed at the general meeting held 29 June 2015.
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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.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

#### Part 3 – <sup>+</sup>Closed period

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No.
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

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

# Appendix 3Y

## Change of Director's Interest Notice

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Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	MMJ PhytoTech Limited
<b>ABN</b>	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.

<b>Name of Director</b>	Benad Goldwasser
<b>Date of last notice</b>	3 February 2015

### 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.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Securities are held by ESOP Management & Trust Services Ltd, of which Mr Goldwasser is a beneficiary.
<b>Date of change</b>	27 July 2015
<b>No. of securities held prior to change</b>	Nil
<b>Class</b>	Class E Options (\$0.20, 27 July 2018)
<b>Number acquired</b>	1,500,000
<b>Number disposed</b>	-
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Issued pursuant to resolutions passed at the general meeting held 29 June 2015.
<b>No. of securities held after change</b>	1,500,000 Class E Options (\$0.20, 27 July 2018)

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

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<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issued pursuant to resolutions passed at the general meeting held 29 June 2015.
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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.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

#### Part 3 – <sup>+</sup>Closed period

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

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