

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 30/9/2001.

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	Bruce Mathieson
Date of last notice	19 January 2011

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 interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	1) Mr Bruce Mathieson 2) Mrs Jill Mathieson 3) Investment Holdings Pty Ltd 4) BLM Superannuation Nominees Pty Ltd
Date of change	11 February 2011
No. of securities held prior to change	261,622 Ordinary Fully Paid Shares (2) 11,798,378 Ordinary Fully Paid Shares (3) 1,101,622 Ordinary Fully Paid Shares (4) 250,000 Unlisted options for ordinary shares @ 60 cents expiring 17 April 2011 (1) 350,000 Unlisted options for ordinary shares @ 27 cents expiring 31 December 2012 (3)
Class	Ordinary fully paid shares (3)
Number acquired	250,000 (3)

+ See chapter 19 for defined terms.

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Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$182,500 (3)
No. of securities held after change	261,622 Ordinary Fully Paid Shares (2) 12,048,378 Ordinary Fully Paid Shares (3) 1,101,622 Ordinary Fully Paid Shares (4) 250,000 Unlisted options for ordinary shares @ 60 cents expiring 17 April 2011 (1) 350,000 Unlisted options for ordinary shares @ 27 cents expiring 31 December 2012 (3)
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Off market purchase of shares from The Hon Ron Best

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	
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 <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

+ See chapter 19 for defined terms.