

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 | Pengana Capital Group Limited |
| ABN | 43 059 300 426 |

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 | David Frederick Groves |
| Date of last notice | 27 June 2019 |

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) Note: Provide details of the circumstances giving rise to the relevant interest. | <ol style="list-style-type: none">1. Registered proprietor – Deck Investments Pty Limited ACN 143 039 552 ("DECK"). Mr Groves is a director of, and substantial shareholder in, Deck Investments Pty Limited2. Registered proprietor – Superdeck Pty Limited ACN 144 730 101 ("Superdeck") in its capacity as trustee for the D,K,C and E Groves Superannuation Fund ("Fund"). Mr Groves is a director of and shareholder in, Superdeck and a beneficiary of the Fund.3. Registered proprietor – Mrs Katarzyna Zofia Groves, a related party of Mr David Groves.4. Registered proprietor - Superclik Pty Ltd ACN 624 017 778 ("Supeclik"), a related party of Mr David Groves. |
| Date of change | No change |

+ See chapter 19 for defined terms.

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| | |
|---|---|
| No. of securities held prior to change | No change |
| Class | Fully paid ordinary shares |
| Number acquired | Nil |
| Number disposed | Nil |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Nil |
| No. of securities held after change | <ol style="list-style-type: none"> 1. Deck Investments Pty Limited – 44,500 fully paid ordinary shares 2. Superdeck Pty Limited – 474,592 fully paid ordinary shares 3. Mrs Katarzyna Zofia Groves – 5,694 fully paid ordinary shares 4. Superclik Pty Ltd – 6,883 fully paid ordinary shares |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | No change |

+ See chapter 19 for defined terms.

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 | Allocation of Non-Executive Director (NED) Restricted Rights in accordance with the Pengana Capital Group Limited NED Equity Plan Rules |
| Nature of interest | Allocation of NED Restricted Rights in accordance with the Pengana Capital Group Limited NED Equity Plan Rules |
| Name of registered holder (if issued securities) | PENGANA HOLDINGS PTY LTD <PENGANA CAP GR L EMP SH A/C> |
| Date of change | 22 June 2020 |
| 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 | 27,955 NED Restricted Rights |
| Interest disposed | - |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | \$30,441.41 |
| Interest after change | 27,955 NED Restricted Rights |

Part 3 – +Closed period

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| 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? | Not applicable |
| If prior written clearance was provided, on what date was this provided? | Not applicable |

+ See chapter 19 for defined terms.