

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	GRAINCORP LIMITED
ABN	60 057 186 035

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 DONALD MCGAUCHIE
Date of last notice	11 th October 2012

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 & Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Mrs Elizabeth Claire McGauchie and Mr Ross Edgar McGauchie <McGauchie Superannuation Fund A/C>
Date of change	Off market share transfer form dated 24 June 2015, processed on 30 June 2015.
No. of securities held prior to change	Direct: 88,957 – Mr Donald McGauchie
Class	Ordinary Shares
Number acquired	34,549 ordinary shares (transfer into Indirect holding)
Number disposed	34,549 ordinary shares (transfer out of Direct holding)
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Consideration \$0. In-specie contribution to self-managed superannuation fund based on total value of \$304,376.69
No. of securities held after change	Direct: 54,408 Ordinary Shares – Mr Donald McGauchie Indirect: 34,549 Ordinary Shares - Mrs Elizabeth Claire McGauchie and Mr Ross Edgar McGauchie <McGauchie Superannuation Fund A/C>

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Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Off-market transfer between Direct and Indirect holding accounts
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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.

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 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	

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?	