

ASX RELEASE
STATEMENT OF CAPITAL STRUCTURE

The current capital structure of MMJ Group Holdings Limited (formerly named MMJ PhytoTech Limited) (ACN 601 236 417) (**Company**) is set out below.

	Shares	Options	Performance Rights
Securities on issue as at date of Prospectus	230,148,985	8,008,391 ¹	17,500,000 ²
Additional securities issued prior to the public offer ⁵	Nil	1,000,000 ³	Nil
Securities issued under the Prospectus pursuant to the public offer.	Nil	Nil	Nil
Total on completion of the Offer and Disposal²	230,148,985	9,008,391	17,500,000

Notes:

1. Comprising:
 - (a) 350,000 Class C Options exercisable at \$0.31 on or before 6 May 2019.
 - (b) 2,537,500 Class G Options exercisable at \$0.36 on or before 1 March 2019.
 - (c) 620,891 Class H Options exercisable at \$0.27 on or before 31 January 2020.
 - (d) 3,000,000 Class J Options exercisable at \$0.24 on or before 1 September 2020.
 - (e) 1,500,000 Class K Options exercisable at \$0.35 on or before 31 October 2021; 500,000 Class K Options will vest on 1 November 2018, 1 November 2019 and 1 November 2020 respectively subject to the holder remaining engaged by the Company.
2. Comprising
 - (a) 9,000,000 Class D Performance Rights: refer to Section 11.8 of the Company's prospectus dated 28 September 2018. The Company expects that all of the Performance Rights will lapse on 22 January 2019, as the vesting criteria cannot be achieved.
 - (b) 2,833,333 Class H Performance Rights: vesting upon 20 day VWAP of Shares being above \$0.60 on or before 26 February 2022.
 - (c) 2,833,333 Class I Performance Rights: vesting upon 20 day VWAP of Shares being above \$0.80 on or before 26 February 2022.
 - (d) 2,833,334 Class J Performance Rights: vesting upon 20 day VWAP of Shares being above \$1.00 on or before 26 February 2022.
3. 1,000,000 Class L Options exercisable at \$0.41 each on or before 24 October 2021. These Options were issued on 24 October 2018 following shareholder approval received on 5 October 2018.

Investor and Media Enquiries

Jason Conroy
Chief Executive Officer

About MMJ

MMJ is a global cannabis investment company (ABN 91 601 236 417). MMJ owns a portfolio of minority investments and aims to invest across the full range of emerging cannabis-related sectors including healthcare, technology, infrastructure, logistics, processing, cultivation, equipment and retail. For MMJ's latest investor presentation and news, please visit: <https://www.mmjphytotech.com.au/investors/>

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