

ASX RELEASE

28 November 2018

Results of Annual General Meeting

MMJ Group Holdings Limited (ASX: MMJ) ("MMJ") held its Annual General Meeting at The Westin Sydney, 1 Martin Place, Sydney NSW 2000 at 2.30 pm on 28 November.

In accordance with Listing Rule 3.13.2, please be advised that all seven resolutions (resolutions 1 to 7) in the MMJ 2018 Notice of Annual General Meeting were passed by the requisite majorities at today's Annual General Meeting. Resolution 1 was determined by poll and resolutions 2 to 7 were determined on a show of hands.

As required by section 251AA(2) of the Corporations Act 2001 (Cth), summaries of the poll voting results and proxy votes for the resolutions are attached.

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.mmjphyto.com.au/investors/>

Important Notice

This announcement contains reference to certain intentions, expectations, future plans, strategy and prospects of MMJ. Those intentions, expectations, future plans, strategy and prospects may or may not be achieved. They are based on certain assumptions, which may not be met or on which views may differ and may be affected by known and unknown risks. The performance and operations of MMJ may be influenced by a number of factors, many of which are outside the control of MMJ. No representation or warranty, express or implied, is made by MMJ, or any of its directors, officers, employees, advisers or agents that any intentions, expectations or plans will be achieved either totally or partially or that any particular rate of return will be achieved. Given the risks and uncertainties that may cause MMJ's actual future results, performance or achievements to be materially different from those expected, planned or intended, recipients should not place undue reliance on these intentions, expectations, future plans, strategy and prospects. MMJ does not warrant or represent that the actual results, performance or achievements will be as expected, planned or intended. Nothing in this material should be construed as either an offer to sell or a solicitation of an offer to buy or sell securities. It does not include all available information and should not be used in isolation as a basis to invest in MMJ. This document does not constitute any part of any offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of any "US person" as defined in Regulation S under the US Securities Act of 1993 ("Securities Act"). MMJ's shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to any US person without being so registered or pursuant to an exemption from registration including an exemption for qualified institutional buyers.

Disclosure of Proxy Votes

MMJ Group Holdings Limited

2018 Annual General Meeting

Wednesday, 28 November 2018



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In accordance with section 251AA of the Corporations Act 2001, the following information is provided in relation to resolutions put to members at the meeting.

Resolution	Decided by Show of Hands (S) or Poll (P)	Total Number of Proxy Votes exercisable by proxies validly appointed	Proxy Votes				Poll Results (if applicable)		
			FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION	FOR	AGAINST	ABSTAIN
1 Adoption of Remuneration Report	P	10,309,863	7,250,306	2,363,847	9,823,824	695,710	8,469,146	2,450,645	9,823,824
2 Re-Election of Director – Winton Willesee	S	23,059,064	20,951,528	1,341,887	204,628	765,649	n/a	n/a	n/a
3 Election of Director – Douglas Halley	S	23,131,359	21,185,688	1,180,021	132,333	765,650	n/a	n/a	n/a
4 Approval of 10% Placement Capacity	S	22,868,217	19,829,828	2,270,805	395,475	767,584	n/a	n/a	n/a
5 Adoption of Performance Rights Plan	S	21,278,881	17,948,430	2,585,098	354,811	745,353	n/a	n/a	n/a
6 Replacement of Constitution	S	22,898,352	20,989,355	1,117,875	365,340	791,122	n/a	n/a	n/a
7 Ratification of Prior Issue – Performance Rights	S	22,956,945	19,902,970	2,292,403	306,747	761,572	n/a	n/a	n/a

