

**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

<b>Name of entity</b>	<b>MMJ Group Holdings Limited</b>
<b>ABN</b>	<b>91 601 236 417</b>

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.

<b>Name of Director</b>	Mr Doug Halley
<b>Date of last notice</b>	30 April 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.

<b>Direct or indirect interest</b>	A - Direct B – Indirect C – Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	B - Held indirectly by an entity controlled by Mr Halley - Chavoo Pty Ltd <Midhurst Superannuation Fund>.a <i>director related entity</i>  C – held directly by spouse
<b>Date of change<sup>1</sup></b>	18 December 2019
<b>No. of securities held prior to change</b>	A – Nil
	B a) 130,000 Fully Paid Ordinary Shares b) 1,000,000 Class L Options (\$0.41, 24/10/2018)
	C – 100,000 Fully Paid Ordinary Shares
<b>Class</b>	Unlisted Class N, O and P Performance Rights

<sup>1</sup> Date of issue of performance rights

+ See chapter 19 for defined terms.

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<b>Number acquired</b>	B – a) 500,000 unlisted Class N Performance Rights b) 500,000 unlisted Class O Performance Rights c) 500,000 unlisted Class P Performance Rights
<b>Number disposed</b>	Nil
<b>Value/Consideration<sup>2</sup></b> Note: If consideration is non-cash, provide details and estimated valuation	B – Nil consideration
<b>No. of securities held after change</b>	A - Nil
	B – a) 130,000 Fully Paid Ordinary Shares b) 1,000,000 Class L Options (\$0.41, 24/10/2018) c) 500,000 unlisted Class N Performance Rights d) 500,000 unlisted Class O Performance Rights e) 500,000 unlisted Class P Performance Rights
	C - 100,000
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	B – The unlisted Class N, O and P Performance Rights were issued following the approval of Resolution 5 by shareholders at general meeting on 28 November 2019. The principal terms of the unlisted Class N, O and P Performance Rights (that will lapse if achievement of relevant milestones are not achieved by corresponding milestone dates) are found in Schedule 2 of the notice of meeting held on 28 November 2019.

#### 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.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	

<sup>2</sup> Excludes brokerage paid

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<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

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<sup>+</sup> See chapter 19 for defined terms.