Rule 3.19A.2

# **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 AusCann Group Holdings Ltd	
ABN 72 008 095 207	

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	Malcolm James Washer
Date of last notice	24 January 2017

### 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.	Mal Washer Nominees Pty Ltd - Director and shareholder of entity.
Date of change	10 May 2017
No. of securities held prior to change	Mal Washer Nominees Pty Ltd – Director and shareholder of entity.  10,657,105 fully paid ordinary shares. 2,050,681 performance shares.
Class	Fully paid ordinary shares.
Number acquired	2,050,681 fully paid ordinary shares issued on vesting of 2,050,681 performance shares.
Number disposed	Nil.

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

Value/Consideration  Note: If consideration is non-cash, provide details and estimated valuation	Nil cash consideration. Issue of 2,050,681 fully paid ordinary shares on vesting of 2,050,681 performance shares on achievement of the performance milestone.
No. of securities held after change	Mal Washer Nominees Pty Ltd – Director and shareholder of entity.  12,707,786 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	Issue of 2,050,681 fully paid ordinary shares on vesting of 2,050,681 performance shares on achievement of the performance milestone.

### 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	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
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	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration  Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

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

## Part 3 – +Closed period

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

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

Rule 3.19A.2

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## **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 AusCann Group Holdings Ltd	
ABN 72 008 095 207	

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	Elaine Lucy Darby
Date of last notice	24 January 2017

### 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.
Nature of indirect interest (including registered holder)  Note: Provide details of the circumstances giving rise to the relevant interest.	N/A.
Date of change	10 May 2017
No. of securities held prior to change	9,733,489 fully paid ordinary shares.
	1,872,956 performance shares.
Class	Fully paid ordinary shares.
Number acquired	1,872,956 fully paid ordinary shares issued on vesting of 1,872,956 performance shares.
Number disposed	Nil.
Value/Consideration  Note: If consideration is non-cash, provide details and estimated valuation	Nil cash consideration. Issue of 1,872,956 fully paid ordinary shares on vesting of 1,872,956 performance shares on achievement of the performance milestone.

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

No. of securities held after change	Elaine Lucy Darby -
	11,606,445 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	Issue of 1,872,956 fully paid ordinary shares on vesting of 1,872,956 performance shares on achievement of the performance milestone.

## 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	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
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	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration  Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

## Part 3 – \*Closed period

Were the interests in the securities or contracts detailed	No
above traded during a *closed period where prior written	
clearance was required?	

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

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## Appendix 3Y Change of Director's Interest Notice

If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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

Rule 3.19A.2

# 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	AusCann Group Holdings Ltd
ABN	72 008 095 207

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	Harry Karelis
Date of last notice	24 January 2017

#### 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.	Gemelli Nominees Pty Ltd <gemelli a="" c="" family=""> - Director of trustee and beneficiary of account</gemelli>
Date of change	10 May 2017
No. of securities held prior to change	Gemelli Nominees Pty Ltd <gemelli a="" c="" family=""> - Director of trustee and beneficiary of account  13,226,331 fully paid ordinary shares. 1,886,627 performance shares. 658,435 performance rights.</gemelli>
Class	Fully paid ordinary shares.
Number acquired	2,545,062 fully paid ordinary shares issued on vesting of 1,886,627 performance shares and 658,435 performance rights.
Number disposed	Nil.

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

Value/Consideration  Note: If consideration is non-cash, provide details and estimated valuation	Nil cash consideration. Issue of 2,545,062 fully paid ordinary shares on vesting of 1,886,627 performance shares and 658,435 performance rights.	
No. of securities held after change	Gemelli Nominees Pty Ltd <gemelli a="" c="" family=""> - Director of trustee and beneficiary of account  15,771,393 fully paid ordinary shares.</gemelli>	
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of 2,545,062 fully paid ordinary shares on vesting of 1,886,627 performance shares and 658,435 performance rights on achievement of the performance milestone.	

## 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	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
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	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration  Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

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

## Part 3 – +Closed period

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

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

#### ANNEXURE A

## EXPLANATION FOR LATE LODGEMENT OF CHANGE IN DIRECTOR'S INTEREST NOTICE

Having regard to ASX Listing Rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", the Company makes the following submissions in relation to the late lodgement of the Change of Director's Interest Notice for Dr Washer, Ms Darby and Mr Karelis:

#### (1) Explanation for late lodgement of Appendix 3Y

The Appendix 3Ys were not lodged within 5 business days after the change of Director's interests due to an administrative oversight. The oversight was corrected as soon as the Company became aware of it. Whilst the Company did not release the Appendix 3Ys regarding the changes in interest in the timeframe required by the Listing Rules, the net change in the securities held by each party was nil as the Appendix 3Y was required to be lodged because of vesting of performance shares and rights into fully paid ordinary shares which occurred on 10 May 2017.

The Company confirms that it is aware of and understands its obligations under the Corporations Act 2001 (Cth) and the ASX Listing Rules, in particular the obligations under ASX Listing Rules 3.19A and 3.19B.

## (2) Arrangements in place between the Company and its Directors to ensure that it is able to meet its minimum disclosure obligations under ASX Listing Rule 3.19A

The Company considers that it has the necessary reporting and notification policies in place to ensure compliance with the disclosure obligations under Listing Rule 3.19A. In addition, the Company has adopted a Corporate Governance Plan which includes a Securities Trading Policy. The Directors are aware of their obligations under the ASX Listing Rules that require the Company to notify the ASX within 5 business days after any dealing in securities of the Company (either personally or through an associate) which results in a change in the relevant interests of a Director in the securities of the Company. The Company has made arrangements with each Director to ensure that the Director promptly discloses to the Company Secretary all the information required by the ASX.

## (3) Additional steps being considered by the Company to ensure compliance with Listing Rule 3.19B

The Company considers its current arrangements are adequate for ensuring the timely notification however in light of the delay described above all Directors have been reminded of their obligations to promptly inform the Company Secretary of any changes in their relevant interests in accordance with the ASX Listing Rules and the Company's Trading Policy.

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