

ASX RELEASE

30 April 2019

Amended 3Y

MMJ Group Holdings Limited (ASX: MMJ) ("MMJ") has enclosed an amended 3Y for Mr Doug Halley. The amended 3Y correctly states that Mr. Halley held 130,000 MMJ ordinary shares at B (instead of the 100,000 shares included in the 3Y lodged on 29 April 2019) prior to the share transactions detailed in the 3Y released to ASX on 29 April 2019.

Investor and Media Enquiries

Jim Hallam Chief Financial Officer and Company Secretary

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.mmjgh.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. All information is unaudited unless stated otherwise. 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.

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	MMJ Group Holdings Limited	
ABN	91 601 236 417	

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 Doug Halley
Date of last notice	29 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.

Direct or indirect interest	A - Direct B - Indirect C - Indirect	
Nature of indirect interest (including registered holder) 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 fund="" superannuation="">.a director related entity C - held directly by spouse</midhurst>	
Date of change ¹	23 and 24 April 2019	
No. of securities held prior to change	A – Nil	
	B a) 130,000 ² Fully Paid Ordinary Shares b) 1,000,000 Class L Options (\$0.41, 24/10/2018)	
	C – 37,000 Fully Paid Ordinary Shares	
Class	Fully paid ordinary shares	

¹ Date of on-market trade

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² This was incorrectly stated at 100,000 shares in the 3Y released on 29 April 2019

⁺ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Number acquired	<u> </u>	
·	a) 41,313	
	b) 21,687	
Number disposed	, .	
	Jil	
	VII	
Value/Consideration ³) —	
Note: If consideration is non-cash,	a) \$9,708	
provide details and estimated valuation	b) \$5,096	
No. of securities held after change	A - Nil	
	3 –	
	a) 130,000 Fully Paid Ordina	ary Shares
	b) 1,000,000 Class L Option	
	24/10/2018)	,
	C - 100,000	
Nature of change		
Example: on-market trade, off-market		
trade, exercise of options, issue of		
securities under dividend reinvestment		
plan, participation in buy-back		
pian, par despation in buy buck	C – on market acquisition of ordin	ary shares
	on market acquisition of chair	iary orial oo

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	
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	

³ Excludes brokerage paid

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⁺ See chapter 19 for defined terms.

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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?	

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⁺ See chapter 19 for defined terms.