

# 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>MGC Pharmaceuticals Limited</b> |
| <b>ABN</b>            | <b>30 116 800 269</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>    | David Nicholas Castleden |
| <b>Date of last notice</b> | 19 September 2014        |

### 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>   | Direct  |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. |   |
| <b>Date of change</b>  | 4 May 2016  |
| <b>No. of securities held prior to change</b>  | David Nicholas Castleden<br>3,500,000 Unlisted Options exercisable at \$0.025 each on or before 30 June 2017<br>3,500,000 Unlisted Options exercisable at \$0.04 each on or before 30 June 2017<br><br>Anna Louise Murphy (Wife)<br>1,185,148 Ordinary Shares |
| <b>Class</b>   | Conversion of Unlisted Options exercisable at \$0.025 each on or before 30 June 2017 into Ordinary Shares.  |
| <b>Number acquired</b>   | 3,500,000 Ordinary Shares   |
| <b>Number disposed</b>   | 3,500,000 Unlisted Options exercisable at \$0.025 each on or before 30 June 2017  |

+ See chapter 19 for defined terms.

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|   |  |
|---|--|
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation   | \$87,500   |
| <b>No. of securities held after change</b>  | David Nicholas Castleden<br>3,500,000 Ordinary Shares<br>3,500,000 Unlisted Options exercisable at \$0.04 each on or before 30 June 2017<br><br>Anna Louise Murphy (Wife)<br>1,185,148 Ordinary Shares |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Exercise of Unlisted Options exercisable at \$0.025 each on or before 30 June 2017 into Ordinary Shares  |

**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>  |     |
| <b>No. and class of securities to which interest related prior to change</b><br>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><br>Note: If consideration is non-cash, provide details and an estimated valuation   |     |
| <b>Interest after change</b>   |     |

+ See chapter 19 for defined terms.

**Part 3 – +Closed period**

|  |    |
|--|----|
| <b>Were the interests in the securities or contracts detailed above traded during a +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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+ See chapter 19 for defined terms.