

3 April 2020

ASX Announcement

Change of Director's Interest Notice

GWR Group Limited (ASX: GWR) ("the Company") has attached an Appendix 3Y for 5,500 Company shares purchased on-market by Mr Gary Lyons on 30 March 2020.

The Company advises that these securities were purchased outside the Company trading window and without written clearance. The Company is aware of its listing rule obligations under 3.19A. In this respect the Company makes the following statements about the attached Appendix 3Y.

- 1) The Company has informed all Directors of the requirements set out in listing rule 3.19A, specifically listing rule 3.19A.2.A and s205G of the Corporations Act. In addition, the Company has adopted a Securities Trading Policy which has been disclosed to the market and outlines the requirements for approval of all securities trading; and
- 2) The Company is confident that the arrangements it currently has in place are adequate and doesn't believe that any additional steps are required to ensure ongoing compliance with listing rule 3.19A.

ENDS-

Simon Borck
Company Secretary

Appendix 3Y

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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	GWR Group Limited
ABN	54 102 622 051

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	Gary Lyons
Date of last notice	10 December 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	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Lyons Super Fund (Beneficiary)
Date of change	30 March 2020
No. of securities held prior to changes	4,239,240 Ordinary shares 4,000,000 unlisted options: a) 800,000 unlisted options vested on grant, exercisable at \$0.04, expiring 23 December 2020, b) 800,000 unlisted options, vested on 23 December 2017, exercisable at \$0.05, expiring 23 December 2020, a) 2,400,000 unlisted options, vested on 23 December 2018, exercisable at \$0.06, expiring 23 December 2020.
Class	Ordinary shares
Number acquired	5,500 Ordinary shares

+ See chapter 19 for defined terms.

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Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$0.052 per share
No. of securities held after change	4,244,740 Ordinary shares 4,000,000 unlisted options: c) 800,000 unlisted options vested on grant, exercisable at \$0.04, expiring 23 December 2020, d) 800,000 unlisted options, vested on 23 December 2017, exercisable at \$0.05, expiring 23 December 2020, e) 2,400,000 unlisted options, vested on 23 December 2018, exercisable at \$0.06, expiring 23 December 2020.
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	On-market trade

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 <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

+ 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 clearance was required?	Yes
If so, was prior written clearance provided to allow the trade to proceed during this period?	No
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.