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Fax Cover Sheet

To:	The Manager Company Announcements
Company:	Australian Securities Exchange Limited
Fax:	1300 135 638
From:	Peter Campbell & Rebecca Sandford
Phone:	08 8205 0836
Subject:	Notice of Change of Interest of Substantial Holder (Form 604)
Date:	11 September 2019
No. of Pages:	6 8 (including this one)

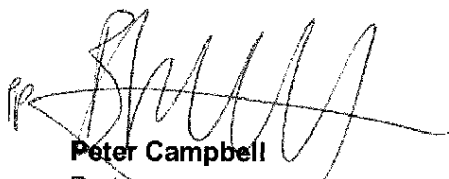
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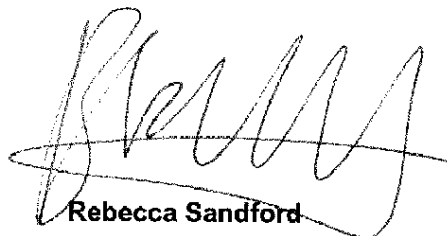
Dear Sir/Madam

We **attach** a Notice of change of interests of substantial holder (Form 604) in respect of Prime Media Group Limited (ASX:PRT).

This notice is given by Bruce Gordon, Birketu Pty Ltd, WIN Corporation Pty Ltd and each of the entities referred to in the Annexure to the notice.

Yours faithfully


Peter Campbell
 Partner
 HWL Ebsworth Lawyers


Rebecca Sandford
 Special Counsel
 HWL Ebsworth Lawyers

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Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder****To** Company Name/Scheme Prime Media Group Limited (PRT)

ACN/ARSN ACN 000 764 867

1. Details of substantial shareholder(1)Name Bruce Gordon, Judith Gordon, Birketu Pty Ltd, WIN Corporation Pty Ltd (**WIN**) and the associates of WIN listed in Annexure B (together the **WIN Group**)

ACN/ARSN (if applicable) 003 831 392 (Birketu Pty Ltd) / 000 737 404 (WIN)

There was a change in the interests of the substantial holder on

11 September 2019

The previous notice was given to the company on

30 August 2019

The previous notice was dated

30 August 2019**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary fully paid shares	54,350,842	14.84%	42,444,289	11.59%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Item 1 of Annexure A					

4. Present relevant interests

Particulars of each relevant interest of the substantial shareholder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
See Item 2 of Annexure A					

Note: Also see Annexure A for details regarding economic interests of the persons named in this form

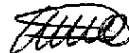
5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

ANNEXURE A

This is Annexure A of 2 pages referred to in Form 604 Notice of change of interests of substantial holder by Bruce Gordon, Judith Gordon, Birketu Pty. Ltd. and WIN Corporation Pty Ltd.

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Name: Chris Hallos-Lewis
Capacity: Company Secretary
Date: 11 September 2019

1. Changes in relevant interests

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
29 August 2019	Birketu Pty Ltd & Bruce Gordon	On-market sale of shares at \$0.185 per share	\$14,800.00	80,000 fully paid ordinary shares	80,000
30 August 2019	Birketu Pty Ltd & Bruce Gordon	On-market sale of shares at \$0.185 per share	\$1,649.09	8,914 fully paid ordinary shares	8,914
2 September 2019	Birketu Pty Ltd & Bruce Gordon	On-market sale of shares at \$0.185 per share	\$25,636.75	138,577 fully paid ordinary shares	138,577
3 September 2019	Birketu Pty Ltd & Bruce Gordon	On-market sale of shares at \$0.185 per share	\$34,758.17	187,882 fully paid ordinary shares	187,882
10 September 2019	Birketu Pty Ltd & Bruce Gordon	Off-market sale of shares at \$0.185 per share. See attached sale documentation in relation to this sale.	\$90,868.30	491,180 fully paid ordinary shares	491,180
11 September 2019	Birketu Pty Ltd & Bruce Gordon	On-market sale of shares at \$0.185 per share	\$2,035,000.00	11,000,000 fully paid ordinary shares	11,000,000

2. Relevant interests and associates

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes	Person's associates and nature of association	Associates' votes	Total votes (Person's votes + associates' votes)*
Bruce Gordon	J P Morgan Nominees Australia Pty Ltd	J P Morgan Nominees Australia Pty Ltd	Bruce Gordon and Judith Gordon jointly hold the beneficial interest in these shares, thus Bruce Gordon has a relevant interest in these shares: section 608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth) (Act)	42,444,289 fully paid ordinary shares	42,444,289	Bruce Gordon is an associate of Birketu Pty Ltd and each entity in the WIN Group in relation to PRT as a result of sections 12(2)(b) and/or (c) of the Act. Bruce Gordon is an associate of Judith Gordon in relation to PRT as a result of sections 12(2)(b) and/or 12(2)(c) of the Act.	Birketu Pty Ltd - Nil WIN Group - Nil Judith Gordon - 42,444,289 (but none of these votes are in addition to Bruce Gordon's votes as Bruce Gordon also has a relevant interest in the shares held by his associates)	42,444,289
Judith Gordon	J P Morgan Nominees Australia Pty Ltd	J P Morgan Nominees Australia Pty Ltd	Bruce Gordon and Judith Gordon jointly hold the beneficial interest in these shares, thus Judith Gordon has a relevant interest in these shares: section 608(1)(b) and/or 608(1)(c) of the Act	42,444,289 fully paid ordinary shares	42,444,289	Judith Gordon is an associate of Bruce Gordon in relation to PRT as a result of sections 12(2)(b) and/or 12(2)(c) of the Act.	Bruce Gordon - 42,444,289 (but none of these votes are in addition to Judith Gordon's votes as Judith Gordon also has a relevant interest in the shares held by her associates)	42,444,289

*Note: Where person has a relevant interest in the same shares in which their associate has a relevant interest, the associate's votes are not double counted

Current economic interests via derivatives

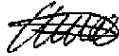
Note: There has been no change since the ASIC Form 604 lodged on 30 August 2019. Current economic interests via derivatives are set out below again for completeness:

Holder of economic interest	Nature of interest	Number of securities	Person's votes
Birketu Pty Ltd	Entry into cash settled share swap transaction in relation to 29,050,000 Ordinary Fully Paid Shares pursuant to agreement between Birketu Pty Ltd and Deutsche Bank AG disclosed on a voluntary basis as it does not constitute acquisition of a relevant interest under section 608(8) of the Act irrespective of the operation of sections 609(6) and 609(7) of the Act. Birketu, WIN and Bruce Gordon are uncertain as to the holding of Ordinary Fully Paid Shares by or for or otherwise controlled by the swap counterparty (whether or not as part of any hedge in relation to the transaction) and Birketu in any event has no right or interest in or to any such Ordinary Fully Paid Shares or any power in relation to them including, without limitation, any power to control, or right to be consulted, concerning disposal or trading of those shares or any decision with respect to the exercise of any right to vote attaching to them.	Position by reference to 29,050,000 Ordinary Fully Paid Shares pursuant to a cash settled share swap	Nil
Win Corporation Pty Ltd (WIN)	WIN has an economic interest by virtue of the entry by Birketu Pty Ltd into the cash settled share swap	Position by reference to 29,050,000 Ordinary Fully Paid Shares pursuant to a cash settled share swap entered into by Birketu Pty Ltd	Nil
Bruce Gordon	Bruce Gordon has an economic interest by virtue of the entry by Birketu Pty Ltd into the cash settled share swap	Position by reference to 29,050,000 Ordinary Fully Paid Shares pursuant to a cash settled share swap entered into by Birketu Pty Ltd	Nil

ANNEXURE B

This is Annexure B of 1 page referred to in Form 604 Notice of change of interests of substantial holder by Bruce Gordon, Judith Gordon, Birketu Pty. Ltd. and WIN Corporation Pty Ltd.

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Name: Chris Halios-Lewis
Capacity: Company Secretary
Date: 11 September 2019

Entitles that control WIN Corporation Pty Ltd:

Hoverton Pty Ltd

Entities controlled by WIN Corporation Pty Ltd:

Crawford Productions Holdings Pty Ltd
WIN Television Network Pty Ltd
Broadcast Transmission Services Pty Ltd
Crawford Productions Services Pty Ltd
Footscray Pipe Pty Ltd
WIN Properties Pty Ltd
WIN Radio Pty Ltd
Campbelltown Radio Pty Ltd
WIN Television NSW Pty Ltd
WIN Superannuation Pty Ltd
WIN Television Queensland Pty Ltd
Digital distribution Australia Pty Ltd
WIN Television WA Pty Ltd
WIN Television Griffith Pty Ltd
WIN Television SA Pty Ltd
ENT Pty Ltd
ENT Finance Pty Ltd
Associated Broadcasting Services Pty Ltd
Mt Leslie Estates Pty Ltd
My Directory Pty Ltd
ENT Securities Pty Ltd
Gotham City Properties Pty Ltd
Marrickville Properties Pty Ltd
Apulia Pty Ltd
WIN TV Australia Pty Ltd
Aussie Gold Television Pty Ltd
Goulburn Murray Television Pty Ltd
WIN Television Vic Pty Ltd
ENT Securities Pty Ltd
WIN Television Mildura Pty Ltd
ACN 009 486104 Pty Ltd
WIN Internet Pty Ltd
ENT Enterprises Pty Ltd
WIN Television Tas Pty Ltd
WIN NBN Sales Pty Ltd
TVT Properties Pty Ltd
Network Investments Pty Ltd