

# 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> The Citadel Group Limited
<b>ABN</b> 79 127 151 026

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>	Harry Kevin McCann AM
<b>Date of last notice</b>	29 November 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
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<ol style="list-style-type: none"> <li>1. HJ McCann Investments Pty Limited as trustee for HK McCann Superannuation Fund. Mr McCann is a director and shareholder of the trustee company and a beneficiary of the fund.</li> <li>2. Monjoy Pty Ltd as trustee for HK McCann Family Trust. Mr McCann is a director and shareholder of the trustee company and a beneficiary of the trust.</li> </ol>
<b>Date of change</b>	13 – 15 November 2017
<b>No. of securities held prior to change</b>	<b>Indirect – HJ McCann Investments Pty Ltd:</b> 58,000 Ordinary Shares  <b>Indirect – Monjoy Pty Ltd:</b> 250,000 Options 50,000 Ordinary Shares

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+ See chapter 19 for defined terms.

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<b>Class</b>	Options and Ordinary Shares
<b>Number acquired</b>	<b>Indirect – HJ McCann Investments Pty Ltd:</b> 120,000 ordinary shares  <b>Indirect – Monjoy Pty Ltd:</b> 250,000 ordinary shares
<b>Number disposed</b>	<b>Indirect – HJ McCann Investments Pty Ltd:</b> 58,000 ordinary shares  <b>Indirect – Monjoy Pty Ltd:</b> 250,000 options 120,000 ordinary shares 17,000 ordinary shares
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	<ol style="list-style-type: none"> <li>\$2.70 (option exercise)</li> <li>\$6.04 (share transfer from Monjoy Pty Ltd to HJ McCann Investments Pty Ltd)</li> <li>\$6.0184 (average on-market share sale price)</li> </ol>
<b>No. of securities held after change</b>	<b>Indirect – HJ McCann Investments Pty Ltd:</b> 120,000 Ordinary Shares  <b>Indirect – Monjoy Pty Ltd:</b> 163,000 Ordinary Shares
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<ol style="list-style-type: none"> <li>Exercise of options.</li> <li>Share transfer from Monjoy to HJ McCann Investments Pty Ltd.</li> <li>Sale of shares on market.</li> </ol>

### 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>	Not applicable.
<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> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	

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<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>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>	

Date of Notice: 17 November 2017

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