

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: Prime Media Group Limited
ABN: 97 000 764 867

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 Ian Audsley
Date of last notice	30 December 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.

Direct or indirect interest	Indirect Interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Shares transferred to Vertizontal Pty Limited as trustee of The Beach Parade Trust, a family trust of which Mr Ian Audsley is a beneficiary.
Date of change	27 February 2015
No. of securities held prior to change	615,000
Class	Fully paid Prime Media Group Limited ordinary shares
Number acquired	N/A
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$528,900

+ See chapter 19 for defined terms.

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No. of securities held after change	615,000 fully paid Prime Media Group Limited ordinary shares. [Note: Part 2 sets out information on Performance Rights awarded and held by Mr Ian Audsley.]
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	615,000 fully paid Prime Media Group Limited ordinary shares transferred by Mr Ian Audsley to Vertizontal Pty Limited as trustee of The Beach Parade Trust, a family trust of which Mr Ian Audsley is a beneficiary.

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	Employment Contract effective 16 June 2010. Key terms summary attached to ASX market announcement dated 1 June 2010 and as amended and attached to ASX market announcement dated 27 August 2014.
Nature of interest	Subject to Employment Contract, grant of performance rights pursuant to the Prime Media Group Limited Performance Rights Plan.
Name of registered holder (if issued securities)	Prime Media Employee Share Scheme Trust
Date of change	No 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	No change
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	600,000 2015 Performance Rights 500,000 2014 Performance Rights 700,000 2013 Performance Rights [Note: Part 1 sets out information on 615,000 fully paid Prime Media Group Limited ordinary shares in which Mr Ian Audsley has an indirect interest]

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

⁺ See chapter 19 for defined terms.