

# 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> ASG Group Limited
<b>ABN:</b> 57 070 045 117

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>	Ian Campbell
<b>Date of last notice</b>	22 March 2016

### 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>	Indirect				
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<ul style="list-style-type: none"><li>Ian Gordon Campbell ATF The Ian Campbell Family Trust</li><li>Superannuation Fund</li></ul>				
<b>Date of change</b>	9 May 2016 – 5,000 Shares 10 May 2016 – 15,000 Shares				
<b>No. of securities held prior to change</b>	<table><tr><td>80,000</td><td>Ordinary Shares</td></tr><tr><td>2,000,000</td><td>Related Party Options exercisable at 87 cents and expiring on 29 April 2020.</td></tr></table> <p>The following vesting conditions apply to both classes of options:</p> <ul style="list-style-type: none"><li>The option holder must be employed with the Company and its related companies ("Group") until 1 August 2017; and</li><li>The options are subject to the following performance measures;<ul style="list-style-type: none"><li>a) 50% vesting on return on capital (EBIT (Shareholders Equity + Total Borrowings = less Cash on hand)) exceeds the threshold of 17.8% at 30 June 2017</li><li>b) 50% vesting on absolute fully diluted earnings per share (profit after Tax/Shares outstanding) achieved at \$0.07/share at 30 June 2017</li></ul></li><li>Any options that do not vest and do not become exercisable will automatically lapse</li></ul> <p>Cliff vesting notes –pay out based on criteria as calculated from the FY 17 audited Group Financial Accounts.</p>	80,000	Ordinary Shares	2,000,000	Related Party Options exercisable at 87 cents and expiring on 29 April 2020.
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+ See chapter 19 for defined terms.

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<b>Class</b>	Ordinary Shares
<b>Number acquired</b>	20,000
<b>Number disposed</b>	0
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Total price of \$20,960 with an average of \$1.048 per share.
<b>No. of securities held after change</b>	<p>100,000 Ordinary Shares</p> <p>2,000,000 Related Party Options exercisable at 87 cents and expiring on 29 April 2020.</p> <p>The following vesting conditions apply to both classes of options:</p> <ul style="list-style-type: none"> <li>The option holder must be employed with the Company and its related companies ("Group") until 1 August 2017; and</li> <li>The options are subject to the following performance measures; <ul style="list-style-type: none"> <li>c) 50% vesting on return on capital (EBIT (Shareholders Equity + Total Borrowings = less Cash on hand)) exceeds the threshold of 17.8% at 30 June 2017</li> <li>d) 50% vesting on absolute fully diluted earnings per share (profit after Tax/Shares outstanding) achieved at \$0.07/share at 30 June 2017</li> </ul> </li> <li>Any options that do not vest and do not become exercisable will automatically lapse</li> </ul> <p>Cliff vesting notes –pay out based on criteria as calculated from the FY 17 audited Group Financial Accounts</p>
<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	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.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A

+ See chapter 19 for defined terms.

<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
<b>Interest after change</b>	N/A

**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>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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