

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: Asia Pacific Digital Limited
ABN: 30 000 386 685

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	Roger Sharp
Date of last notice	7 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.

Direct or indirect interest	Direct and Indirect
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<p>Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.</p> <p>(Ai) North Ridge Partners Pty Ltd (formerly Co-Investor Capital Partners Pty Ltd) in its capacity as trustee for Co-Investor No 1 Fund (No 1 Fund).</p> <p>(Aii) Valuestream Investment Management Limited in its capacity as trustee for the Co-Investor No 3 PIPE Fund (No 3 Fund).</p> <p>(B) North Ridge Partners Pty Ltd (formerly Co-Investor Capital Partners Pty Ltd).</p> <p>(C) Wentworth Financial Pty Ltd as trustee for Wentworth Trust.</p> <p>(D) Christine Sharp.</p>	<p>(Ai) Roger Sharp is a controlling shareholder in and director of North Ridge Partners Pty Ltd (formerly Co-Investor Capital Partners Pty Ltd). North Ridge Partners Pty Ltd is investment manager of the No 1 Fund.</p> <p>(Aii) Roger Sharp is a controlling shareholder in and director of North Ridge Partners Pty Ltd (formerly Co-Investor Capital Partners Pty Ltd). North Ridge Partners Pty Ltd is investment manager of the No 3 Fund.</p> <p>(B) Roger Sharp is a controlling shareholder in and director of North Ridge Partners Pty Ltd (formerly Co-Investor Capital Partners Pty Ltd).</p> <p>(C) Roger Sharp is a shareholder in and director of Wentworth Financial Pty Ltd as trustee for Wentworth Trust.</p> <p>(D) Christine Sharp is Roger Sharp's wife.</p> <p>(E) Roger Sharp holds 1,156,000 unlisted options (with expiry dates of 28 November 2018 at \$0.625 per option) subject to certain individual key performance indicators being met.</p>
<p>Date of change</p>	<p>(Ai) Not Applicable (Aii) 12 May 2016 (B) Not Applicable (C) 12 May 2016 (D) Not Applicable (E) Not Applicable</p>

+ See chapter 19 for defined terms.

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No. of securities held prior to change	(Ai) 3,929,513 fully paid ordinary shares (Aii) 57,803,973 fully paid ordinary shares (B) 5,250 fully paid ordinary shares. (C) 1,438,753 fully paid ordinary shares (D) 3,220,425 fully paid ordinary shares (E) 1,156,000 unlisted options
Class	(Ai) Fully paid ordinary shares (Aii) Fully paid ordinary shares (B) Fully paid ordinary shares (C) Fully paid ordinary shares (D) Fully paid ordinary shares (E) Unlisted options
Number acquired	(Ai) Not Applicable (Aii) 2,515,000 (B) Not Applicable (C) 4,173,379 (D) Not Applicable (E) Not Applicable
Number disposed	Not Applicable
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(Ai) Not Applicable (Aii) \$754,500.00 (B) Not Applicable (C) 1,252,013.70 (D) Not Applicable (E) Not Applicable

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No. of securities held after change	(Ai) 3,929,513 fully paid ordinary shares (Aii) 60,318,973 fully paid ordinary shares (B) 5,250 fully paid ordinary shares. (C) 5,612,132 fully paid ordinary shares (D) 3,220,425 fully paid ordinary shares (E) 1,156,000 unlisted options
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	(Ai) Not Applicable (Aii) 1 for 5 pro rata non-renounceable Rights Issue at \$0.30 per share (B) Not Applicable (C) Pursuant to an Underwriting Agreement with the entity regarding shortfall shares in respect of a 1 for 5 pro rata non-renounceable Rights Issue at \$0.30 per share (D) Not Applicable (E) Not Applicable

+ See chapter 19 for defined terms.

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

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.