

# 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: Prime Media Group Limited</b>
<b>ABN: 97 000 764 867</b>

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>	Mr Ian Audsley
<b>Date of last notice</b>	18 May 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> Note: Provide details of the circumstances giving rise to the relevant interest.	742,423 shares held by Vertizentral Pty Ltd as trustee of the Beach Parade Trust, a family trust of which Mr Ian Audsley is a beneficiary.
<b>Date of change</b>	18 May 2016
<b>No. of securities held prior to change</b>	551,164 indirect
<b>Class</b>	Fully paid Prime Media Group Limited ordinary shares
<b>Number acquired</b>	N/A
<b>Number disposed</b>	438
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$153.30

+ See chapter 19 for defined terms.

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<b>No. of securities held after change</b>	<p>550,726 indirect; and</p> <p>750,000 2016 Performance Rights; 600,000 2015 Performance Rights; and 500,000 2014 Performance Rights (1,850,000 Performance Rights in total).</p> <p>Performance Rights granted pursuant to the Prime Media Group Limited Performance Rights Plan.</p> <p>The number and vesting of Performance Rights is determined by the satisfaction of criteria under the Prime Media Group Limited Performance Rights Plan.</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
<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	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A

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+ See chapter 19 for defined terms.

Interest after change	N/A
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**Part 3 – <sup>+</sup>Closed period**

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

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