

# 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>	13 November 2015

### 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>	Direct and indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Shares held by Verizontal 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>	30 November 2015
<b>No. of securities held prior to change</b>	115,000 indirect interest
<b>Class</b>	Fully paid Prime Media Group Limited ordinary shares
<b>Number acquired</b>	700,000 direct interest
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$nil consideration as acquired on vesting of Performance Rights under the Prime Media Group Limited Performance Rights Plan but estimated valuation of \$384,300.

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+ See chapter 19 for defined terms.

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<p><b>No. of securities held after change</b></p>	<p>115,000 indirect;</p> <p>700,000 direct; 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.          [Note: Part 2 sets out information on Performance Rights granted to and held by Mr Ian Audsley.]</p> <p>The number of shares to which the interest relates is determined by the satisfaction of performance criteria under the Prime Media Group Limited Performance Rights Plan.</p>
<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</p>	<p>700,000 2013 Performance Rights have vested in accordance with the satisfaction of Performance and Service conditions pursuant to the Prime Media Group Limited Performance Rights Plan.</p>

**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.

<p><b>Detail of contract</b></p>	<p>Employment Contract effective 16 June 2010. Key terms summary attached to ASX market announcement dated 1 June 2010 and as amended as noted in ASX market announcement dated 27 August 2014.</p>
<p><b>Nature of interest</b></p>	<p>Subject to Employment Contract, grant of performance rights pursuant to the Prime Media Group Limited Performance Rights Plan</p>
<p><b>Name of registered holder (if issued securities)</b></p>	<p>Prime Media Employee Share Scheme Trust</p>
<p><b>Date of change</b></p>	<p>30 November 2015</p>

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<p><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</p>	<p>The number of shares to which the interest relates is: 115,000 shares indirect; and</p> <p>Performance Rights under the Prime Media Group Limited Performance Rights Plan. Mr Ian Audsley is entitled to the following (subject to performance and service conditions being achieved) under the:</p> <ul style="list-style-type: none"> <li>• 2016 grant (<b>2016 Performance Rights</b>): 750,000</li> <li>• 2015 grant (<b>2015 Performance Rights</b>): 600,000</li> <li>• 2014 grant (<b>2014 Performance Rights</b>): 500,000</li> <li>• 2013 grant (<b>2013 Performance Rights</b>): 700,000</li> </ul>
<p><b>Interest acquired</b></p>	<p>2013 Performance Rights vested on 30 November 2015.</p>
<p><b>Interest disposed</b></p>	<p>N/A</p>
<p><b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation</p>	<p>700,000 fully paid Prime Media Group Limited ordinary shares [Note: Part 1 sets out information on the value of the 700,000 shares held directly].</p>
<p><b>Interest after change</b></p>	<p>[Note: Part 1 sets out information on the fully paid Prime Media Group Limited ordinary shares held directly and indirectly by Mr Ian Audsley].</p>

**Part 3 – +Closed period**

<p><b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b></p>	<p>No</p>
<p><b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b></p>	<p>N/A</p>
<p><b>If prior written clearance was provided, on what date was this provided?</b></p>	<p>N/A</p>

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