

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	1 December 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.

Direct or indirect interest	Direct and indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	115,000 shares held by Vertizontal Pty Ltd as trustee of the Beach Parade Trust, a family trust of which Mr Ian Audsley is a beneficiary.
Date of change	3 December 2015
No. of securities held prior to change	115,000 indirect 700,000 direct
Class	Fully paid Prime Media Group Limited ordinary shares
Number acquired	N/A
Number disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$nil consideration as 700,000 shares transferred from direct interest held by Mr Audsley to Vertizontal Pty Ltd as trustee of the Beach Parade Trust, but estimated valuation of \$364,000.

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<p>No. of securities held after change</p>	<p>815,000 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. [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>Nature of change 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 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.</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>Detail of contract</p>	<p>N/A</p>
<p>Nature of interest</p>	<p>N/A</p>
<p>Name of registered holder (if issued securities)</p>	<p>N/A</p>
<p>Date of change</p>	<p>N/A</p>
<p>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</p>	<p>N/A</p>
<p>Interest acquired</p>	<p>N/A</p>
<p>Interest disposed</p>	<p>N/A</p>

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Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	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

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