

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Southern Cross Media Group Limited

ABN

91 116 024 536

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares (ASX:SXL) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Maximum that can be issued 341.8 million (refer to Attachment A) |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares |

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4	<p>Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none">the date from which they dothe extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest paymentthe extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes	
5	Issue price or consideration	\$1.45	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	6 for 7 accelerated renounceable entitlement offer. Funds to be used for repayment of Equity Bridge Facility as set out in Attachment A and repayment of other debt.	
7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	20 April 2011 in relation to institutional holdings. 18 May 2011 in relation to retail holdings	
8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 2 if applicable)	Number	⁺ Class
		721 million (subject to rounding – refer to Attachment A)	Fully paid ordinary shares

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+ See chapter 19 for defined terms.

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	⁺ Class
		None	None
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Rank equally with existing fully paid ordinary shares	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No – refer to Attachment A
12	Is the issue renounceable or non-renounceable?	Entitlements will not be tradable on the ASX. However, those shareholders who do not take up their entitlements may receive a cash payment in respect of the shares they do not subscribe for under their entitlements. Refer section 2.3.6 of the Prospectus.
13	Ratio in which the ⁺ securities will be offered	6 for 7
14	⁺ Class of ⁺ securities to which the offer relates	Ordinary, fully paid shares
15	⁺ Record date to determine entitlements	11 April 2011
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	Refer to Attachment A

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- 18 Names of countries in which the entity has ⁺security holders who will not be sent new issue documents

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7.

Under the Institutional Entitlement Offer, shareholders in all countries other than (1) Australia; (2) New Zealand; (3) Hong Kong, Singapore, the United Kingdom, France, Netherlands, Ireland, Switzerland, Germany, Norway, Belgium, the United Arab Emirates and Sweden.

Under the Retail Entitlement Offer, shareholders in all countries other than: (1) Australia; and (2) New Zealand.

Such shareholders will be sent a letter in relation to the Entitlement Offer for their information only.

- 19 Closing date for receipt of acceptances or renunciations

7 April 2011 for institutional holdings
3 May 2011 for retail holdings

20	Names of any underwriters	Macquarie Capital Advisers Limited ABN 79 123 199 548 and RBS Equity Capital Markets (Australia) Limited ABN 17 000 757 111
21	Amount of any underwriting fee or commission	See Attachment A.
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	No – refer to Attachment A.
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	13 April 2011
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for	N/A

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the balance?

- 32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?

N/A

- 33 ⁺Despatch date

20 April 2011 in relation to institutional holdings
18 May 2011 in relation to retail holdings

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)

- (a) ☒ Securities described in Part 1

- (b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

- 36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories

1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

- 37 ☐ A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought	N/A	
39	Class of +securities for which quotation is sought	N/A	
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: <ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	N/A	
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)	N/A	
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	Number N/A	+Class N/A

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



(~~Director~~/Company secretary)

Date: 6 April 2011

Print name: Louise Bolger

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Attachment A

This attachment is referred to in Part 1, items 2, 6, 8 and Part 2, items 11, 17, 21 and 25.

On 31 January 2011, Southern Cross Media Group Ltd (**SXL**) announced that:

- SXL would make an off-market takeover offer for all of the shares in Austereo Group Limited through a wholly owned subsidiary, Southern Cross National Network Pty Ltd ACN 148 894 231 (**SCNN**) (**Takeover Offer**);
- the Takeover Offer would be partly funded by an equity bridge facility (**Equity Bridge Facility**);
- the Equity Bridge Facility would be repaid by a new issue, most likely in the form of an accelerated, renounceable, entitlement offer.

A prospectus in relation to a 6 for 7 accelerated renounceable entitlement offer (**Entitlement Offer**) was lodged with the Australian Securities and Investments Commission and released over the ASX on 6 April 2011 (**Prospectus**). Under the Entitlement Offer:

- each Eligible Retail Shareholder may subscribe for 6 New Shares for every 7 Existing Shares they hold at 7.00pm (Melbourne time) on 11 April 2011 (**Record Date**) at the Entitlement Offer Price; and
- each Relevant Austereo Shareholder may subscribe for 6 New Shares at the Entitlement Offer Price for every 7 Conditional Shares issued to them as Scrip Consideration under the Takeover Offer.

The net proceeds of the Entitlement Offer will be used to repay the Equity Bridge Facility. Any net amount raised under the Entitlement Offer in excess of the amount required to repay the Equity Bridge Facility will be used to pay down debt.

Where fractions arise in the calculation of a shareholder's entitlement, the fractions will be rounded to the nearest whole number of New Shares, with fractions of 0.5 being rounded up to the next whole number of New Shares.

The minimum number of New Shares to be issued will be approximately 325 million. The maximum number of New Shares able to be issued following the Entitlement offer will be 341,800,000.

Security holder approval will not be required in relation to this issue due to a waiver received from the ASX in relation to Listing Rule 7.1 dated 5 April 2011.

Each of the underwriters will their respective proportions of a management fee of 0.35% together with an underwriting fee of 2.00% of the proceeds of the issue as set out section 10.5.2 of the Prospectus.