

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 Nearmap Limited
ABN 37 083 702 907

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	Robert Melville Newman
Date of last notice	17 September 2018

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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	The securities are held by Venture Skills Pty Ltd <Newman Family A/C> Rob Newman is a director and shareholder of the company and a beneficiary of the trust.
Date of change	4 December 2018 and 7 December 2018

+ See chapter 19 for defined terms.

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<p>No. of securities held prior to change</p>	<p><i>Indirect</i></p> <p>5,811,666 Fully Paid Ordinary Shares¹.</p> <p>1,855,000 Fully Paid Ordinary Shares².</p> <p>1,000,000 Director Options exercisable at \$0.56 each, vesting 30 November 2018 and expiring 30 November 2019¹.</p> <p>1,333,334 Director Options exercisable at \$1.06 each, vesting in equal tranches 2 December 2018 and 2 December 2019 and expiring 2 December 2020¹.</p> <p>933,908 Director Options exercisable at \$0.708 each, vesting on 16 November 2020 subject to performance vesting conditions detailed in Notice of Meeting dated 17 October 2017 and expiring on 16 November 2021¹.</p> <ol style="list-style-type: none"> 1. The securities are held by Venture Skills Pty Ltd <The Newman Family A/C> of which Mr Newman is a director and shareholder, and beneficiary of the trust. 2. The securities are held by Lively Enterprises Pty Ltd <Newman Retirement Fund A/C> of which Mr Newman is a director and shareholder, and beneficiary of the fund.
<p>Class</p>	<p>Fully Paid Ordinary Shares.</p> <p>Director Options exercisable at \$0.56 each, vesting 30 November 2018 and expiring 30 November 2019.</p> <p>Director Options exercisable at \$1.06 each, vesting 2 December 2018 and expiring 2 December 2020.</p> <p>Director Options exercisable at \$1.60 each, vesting on 15 November 2021, subject to performance vesting conditions as detailed in the Notice of Meeting dated 16 October 2018 and expiring on 15 November 2022.</p>

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<p>Number acquired</p>	<p>1,666,667 Fully Paid Ordinary Shares.</p> <p>556,009 Director Options exercisable at \$1.60 each, vesting on 15 November 2021, subject to performance vesting conditions detailed in the Notice of Meeting dated 16 October 2018 and expiring on 15 November 2022.</p>
<p>Number disposed</p>	<p>1,000,000 Director Options exercisable at \$0.56 each, vesting 30 November 2018 and expiring 30 November 2019 (exercised).</p> <p>666,667 Director Options exercisable at \$1.06 each, vesting on 2 December 2018 and expiring 2 December 2020 (exercised).</p>
<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>1,000,000 Fully Paid Ordinary Shares at \$0.56 per Share.</p> <p>666,667 Fully Paid Ordinary Shares at \$1.06 per Share.</p> <p>556,009 Director Options for nil cash consideration, with an estimated total value of \$273,000.</p>

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<p>No. of securities held after change</p>	<p><i>Indirect</i> 7,478,333 Fully Paid Ordinary Shares¹. 1,855,000 Fully Paid Ordinary Shares². 666,667 Director Options exercisable at \$1.06 each, vesting on 2 December 2019 and expiring 2 December 2020¹. 933,908 Director Options exercisable at \$0.708 each, vesting on 16 November 2020 subject to performance vesting conditions detailed in Notice of Meeting dated 17 October 2017 and expiring on 16 November 2021¹. 556,009 Director Options exercisable at \$1.60 each, vesting on 15 November 2021 subject to performance vesting conditions detailed in the Notice of Meeting dated 16 October 2018 and expiring on 15 November 2022¹.</p> <ol style="list-style-type: none"> 1. The securities are held by Venture Skills Pty Ltd <The Newman Family A/C> of which Mr Newman is a director and shareholder, and beneficiary of the trust. 2. The securities are held by Lively Enterprises Pty Ltd <Newman Retirement Fund A/C> of which Mr Newman is a director and shareholder, and beneficiary of the fund.
<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>1,666,667 Fully Paid Ordinary Shares issued on exercise of Director Options. 556,009 Director Options issued as a long-term incentive to Managing Director/CEO, as approved by Shareholders on 15 November 2018.</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>Name of registered holder (if issued securities)</p>	

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Date of change	
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>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

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?	
If prior written clearance was provided, on what date was this provided?	

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