

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **Prime Financial Group Ltd**ACN/ARSN **009 487 674****1. Details of substantial holder (1)**Name **PFG Employee Share Plan Pty Ltd and Vaughan Webber**ACN/ARSN (if applicable) **139 057 435**There was a change in the interests of the  
substantial holder on **6/4/2017**The previous notice was given to the company on **21/12/2016**The previous notice was dated **21/12/2016****2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
<b>Fully Paid Ordinary (FPO) Shares</b>	<b>29,973,477</b>	<b>15.70%</b>	<b>21,973,477</b>	<b>11.51%</b>

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
<b>Between 9/3/2017 and 17/3/2017</b>	<b>Vaughan Webber and PFG Employee Share Plan Pty Ltd ATF PFG Employee Share Plan Trust</b>	<b>Disposal of 1,604,270 shares by PFG Employee Share Plan Pty Ltd ATF PFG Employee Share Plan Trust effected by on-market transactions</b>	<b>\$203,738.91</b>	<b>Ordinary Fully Paid Shares - 1,604,270</b>	<b>1,604,270</b>
<b>Between 17/03/2017 and 21/3/2017</b>	<b>Vaughan Webber and PFG Employee Share Plan Pty Ltd ATF PFG</b>	<b>Disposal of 3,395,730 shares by Mr Vaughan Webber ATF Carroll Pike &amp; Piercy Employee Unit Trust effected by</b>	<b>\$413,007.77</b>	<b>Ordinary Fully Paid Shares - 3,395,730</b>	<b>3,395,730</b>

	Employee Share Plan Trust	on-market transactions			
6/4/2017	Vaughan Webber and PFG Employee Share Plan Pty Ltd ATF PFG Employee Share Plan Trust	Disposal of 3,000,000 shares by PFG Employee Share Plan Pty Ltd ATF PFG Employee Share Plan Trust effected by off-market transfer	\$375,000.00	Ordinary Fully Paid Shares - 3,000,000	3,000,000

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (8)	Class and number of securities	Person's votes
Vaughan Webber and PFG Employee Share Plan Pty Ltd ATF PFG Employee Share Plan Trust	PFG Employee Share Plan Pty Ltd ATF PFG Employee Share Plan Trust	PFG Employee Share Plan Pty Ltd ATF PFG Employee Share Plan Trust	PFG Employee Share Plan Pty Ltd is the registered holder in its capacity as trustee of the PFG Employee Share Plan Trust. Vaughan Webber has a relevant interest pursuant to s608(3) (a) of the Corporations Act 2001- he is the sole shareholder and director of PFG Employee Share Plan Pty Ltd	Ordinary Fully Paid Shares - 10,662,396	10,662,396
Vaughan Webber and PFG Employee Share Plan Pty Ltd ATF PFG Employee Share Plan Trust	Domain Investment (Melbourne) Pty Ltd	Domain Investment (Melbourne) Pty Ltd	PFG Employee Share Plan Pty Ltd ATF PFG Employee Share Plan Trust holds a relevant interest in the shares pursuant to a put option arrangement as described in the Substantial Shareholder Notice lodged on 21/12/2015.  Vaughan Webber has a relevant interest	Ordinary Fully Paid Shares - 11,208,833	11,208,833  Votes attaching to these shares may only be voted by PFG Employee Share Plan Pty Ltd ATF PFG Employee Share Plan Trust if, and to the extent, the options are exercised by Domain Investment (Melbourne) Pty Ltd.

			pursuant to s608(3)(a) of the Corporations Act 2001- he is the sole shareholder and director of PFG Employee Share Plan Pty Ltd.		
Vaughan Webber	Vaughan & Mary Webber	Vaughan & Mary Webber	Registered Holder	Ordinary Fully Paid Shares - 102,248	102,248

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Mr Vaughan Webber ATF Carroll Pike & Piercy Employee Unit Trust	Vaughan Webber was a registered holder in his capacity as trustee of the Carroll Pike & Piercy Employee Unit Trust. Vaughan Webber no longer holds any shares in this capacity.

#### 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
PFG Employee Share Plan Pty Ltd ATF PFG Employee Share Plan Trust	Level 17, Como Office Tower, 644 Chapel Street, South Yarra VIC 3141

**Signature**print name Vaughan Webber

Director

sign here date 06/04/17**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.