

**Form 604  
Corporations Law  
Section 671B**

**Notice of change of interest of substantial holder**

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**TO:** Prime Financial Group Limited

**ACN** 009 487 674

**1. Details of Substantial Holder**

**Name:** ACN 134 557 634 Pty Ltd and its related bodies corporate

There was a change of interest of the substantial holder on 15 April 2009

The previous notice was given to the company on 23 March 2009

The previous notice was dated 23 March 2009

**2. Previous and present voting power**

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

Class of Securities	Previous Notice		Present Notice	
	Persons' Votes	Voting Power	Persons' Votes	Voting Power
Ordinary	22,337,408	14.47%	25,007,208	16.20%

**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, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of Change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities	Person's votes affected
24-Mar-09	ACN 134 557 634 Pty Ltd	On market purchase	\$3,895.00	Ordinary 41,000	41,000
25-Mar-09	ACN 134 557 634 Pty Ltd	On market purchase	\$3,325.00	Ordinary 35,000	35,000
2-Apr-09	ACN 134 557 634 Pty Ltd	On market purchase	\$17,100.00	Ordinary 190,000	190,000
6-Apr-09	ACN 134 557 634 Pty Ltd	On market purchase	\$11,040.00	Ordinary 120,000	120,000
14-Apr-09	ACN 134 557 634 Pty Ltd	On market purchase	\$4,950.00	Ordinary 55,000	55,000
15-Apr-09	ACN 134 557 634 Pty Ltd	Off market purchase	\$200,592.00	Ordinary 2,228,800	2,228,800

#### 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 the securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's Votes
ACN 134 557 634 Pty Ltd	ACN 134 557 634 Pty Ltd	ACN 134 557 634 Pty Ltd	Acquired on and off market	Ordinary 25,007,208	25,007,208

#### 5. Changes in association

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

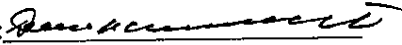
Name and ACN	Nature of Association
Not Applicable	Not Applicable

#### 6. Addresses

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

ACN 134 557 634 Pty Ltd	Level 43/ 120 Collins Melbourne Victoria 3000
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Name: David Hamilton Capacity Director

Signature:  Date: 15 April 2009

This change of interest of substantial holder notice (ASIC Form 604) comprises 2 pages in total.