Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme PRIME MINERALS LIMITED

ACN/ARSN 61 120 656 497

1. Details of substantial holder (1)

Name Mr Jason Peterson

ACN/ARSN (if applicable) n/a

There was a change in the interests of the substantial holder on 25 / 09 / 2013

The previous notice was given to the company on 21 / 02 / 2012

The previous notice was dated 09 / 01 / 2012

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 of scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary fully paid (O.F.P.)	18,001,260	5.35%	18,001,260	5.33%

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 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
25/09/2013	Celtic Capital Pty Ltd <The Celtic Capital A/C>	Sale via OMT to J & L Peterson S/F A/C>	$57,589.76	7,198,720	Mr Jason Peterson
25/09/2013	Mr Jason Peterson & Mrs Lisa Peterson <J & L Peterson S/F A/C>	Purchase via OMT from Celtic Capital Pty Ltd	$57,589.76	7,198,720	Mr Jason Peterson

4. Present relevant interest

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 (6)	Class and number of securities	Person's votes
Celtic Capital Pty Ltd <The Celtic Capital A/C>	Celtic Capital Pty Ltd <The Celtic Capital A/C>	Celtic Capital Pty Ltd <The Celtic Capital A/C>	Direct	7,198,720	7,198,720
Mr Jason Peterson & Mrs Lisa Peterson <J & L Peterson S/F A/C>	Mr Jason Peterson & Mrs Lisa Peterson <J & L Peterson S/F A/C>	Mr Jason Peterson & Mrs Lisa Peterson <J & L Peterson S/F A/C>	Direct	7,198,720	7,198,720

6. 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
Celtic Capital Pty Ltd <The Celtic Capital A/C>	Director
Mr Jason Peterson & Mrs Lisa Peterson <J & L Peterson S/F A/C>	Trustee

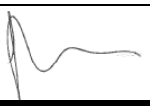
7. Addresses

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

Name	**Address**
Celtic Capital Pty Ltd <The Celtic Capital A/C>	C/O PO Box Z5467, St Georges Tce, Perth WA 6831
Mr Jason Peterson & Mrs Lisa Peterson <J & L Peterson S/F A/C>	C/O PO Box Z5467, St Georges Tce, Perth WA 6831

Signature

print name Mr Jason Peterson capacity Director

sign here  date 24 / 02 / 2014

UIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.

Signature

This form must be signed by a director or secretary of the substantial holder

Lodging period

Nil

Lodging Fee

Nil

Other forms to be completed

Nil

Additional information

(a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.

(b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.

(c) The person must give a copy of this notice:

(i) within 2 business days after they become aware of the information; or

(ii) by 9.30am on the next trading day of the relevant securities exchange after they become aware of the information is:

(A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and

(B) the person becomes aware of the information during the bid period.

Annexures

To make any annexure conform to the regulations, you must

1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
2 show the corporation name and A.C.N. or A.R.B.N.
3 number the pages consecutively
4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
5 identify the annexure with a mark such as A, B, C, etc
6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
7 sign and date the annexure
The annexure must be signed by the same person(s) who signed the form.

GUIDE

Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.