Colbern Nominees Pty Ltd

(ACN 121 089 807)
32 Charles Street
South Perth WA 6151
PH: 9367 8900
FAX: 94741085

4 September 2009

The Directors
Prime Minerals Limited
800 Canning Highway
APPLECROSS WA 6153
Fax: 9315 3299

By email: vh@smspl.com.au
peter@epdelfante.com
gboyer1@bigpond.net.au
jy@smspl.com.au

Australian Securities Exchange
Exchange Plaza
2 The Esplanade
Perth WA 6000
Fax: 1300 135 638

By email: nathan.bartrop@asx.com.au

Dear Sirs

REPLACEMENT FORM 603 AND FORM 604

Please find attached Forms 603 (Notice of initial substantial holder) and 604 (Notice of change of interests of substantial holder) which **replace** the Forms 603 and 604 lodged on 27 July 2009 and 4 August 2009, respectively.

Yours faithfully

Marc Clifton
Sole Director and Company Secretary
Colbern Nominees Pty Ltd

FORM 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To: PRIME MINERALS LIMITED
ACN: 120 658 497

1. Details of substantial holder

Name: COLBERN NOMINEES PTY LTD ACN 121 089 807 and MARIE THERESE MATICH

The holder became a substantial holder on: 28/12/06

2. Details of 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 had a relevant interest in on the date the substantial holder became a substantial holder are as follows:

Class of securities	Number of securities	Person's votes	Voting power
FULLY PAID ORDINARY SHARES	7,000,000	7,000,000	21.64%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest	Class and number of securities
COLBERN NOMINEES PTY LTD	RELEVANT INTEREST UNDER SECTION 608(1) OF THE CORPORATIONS ACT 2001 ("ACT") AS BENEFICIAL OWNER OF THE SECURITIES	7,000,000 FULLY PAID ORDINARY SHARES
MARIE THERESE MATICH	RELEVANT INTEREST UNDER SECTION 608(1) OF THE ACT PURSUANT TO A POWER OF ATTORNEY GRANTED BY COLBERN NOMINEES PTY LTD AND UNDER SECTION 608(3) OF THE ACT AS BENEFICIAL OWNER AND CONTROLLER OF THE SHARES ISSUED BY COLBERN NOMINEES PTY LTD (RELEVANT AGREEMENT ATTACHED AS ANNEXURE A TO THIS FORM 603)	7,000,000 FULLY PAID ORDINARY SHARES

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of securities
COLBERN NOMINEES PTY LTD AND MARIE THERESE MATICH	EQUITAS NOMINEES PTY LTD	EQUITAS NOMINEES PTY LTD	7,000,000 FULLY PAID ORDINARY SHARES

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial shareholder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration		Class and number of securities
		Cash	Non-cash	
COLBERN NOMINEES PTY LTD AND MARIE THERESE MATICH	28/12/06		Shares in Mitis Resources Pty Ltd	7,000,000 FULLY PAID ORDINARY SHARES

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN (if applicable)	Nature of association
N/A	N/A

7. Addresses

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

Name	Address
EQUITAS NOMINEES PTY LTD	BROKING OPERATIONS GPO BOX 4294 SYDNEY NSW 1164
COLBERN NOMINEES PTY LTD	32 CHARLES STREET SOUTH PERTH WA 6151
MARIE THERESE MATICH	10B PHIPPS STREET BICTON WA 6157

Signature

Print name: Marc Clifton

Capacity: Sole Director and Company Secretary

Sign here:

Date: 4 September 2009

Print name: Marie Therese Matich

Sign here: MMatich

Date: 4 September 2009

ANNEXURE A

This is Annexure "A" of 6 pages referred to in Form 603 signed by me and dated 4 September 2009.

Sign:

Name: Marc Clifton

Capacity: Sole Director and Company Secretary

Sign:

Name: Marie Therese Matich

GENERAL POWER OF ATTORNEY

BY THIS POWER OF ATTORNEY GIVEN ON 1st day of September 2006

COLBERN NOMINEES PTY LTD (ACN 121 089 807) of 32 Charles Street, South Perth Western Australia

APPOINTS **MARIE THERESE MATICH** of 10B Phipps Street, Bicton, Western Australia Retired, as the attorney for this company and its name or otherwise on its behalf to do and execute all or any of the following acts deeds and things

1. TO RECEIVE MONEY AND GIVE RECEIPTS

To demand, sue for, enforce payment of, receive and give discharges for all moneys securities for moneys debt stocks shares and other personal property now belonging or which may from now on belong to the company whether solely or jointly with any other person or persons.

2. TO BUY AND SELL SHARES

To buy, apply or subscribe for, and accept transfers of all or any stocks shares rights to stocks or shares, dividends, debentures, debenture stock obligations, and other securities and investments of a similar nature and to sell and transfer all or any stocks, shares, rights to stocks or shares, dividends, debentures, debenture stock obligations, belonging to or from now on to belong to the company or which may now or from now on stand in the joint names of the company and any other person or persons or to join in doing any of those acts matters or things and for any of those purposes to employ and pay brokers and other agents and to execute all deeds transfers and other instruments necessary or proper for transferring that property to the company or to a purchaser or purchasers of it

3. TO MANAGE REAL PROPERTY IN ACCORDANCE WITH STATUTES

To make application pursuant to the provisions of any stature or ordinance for the time being in force relating to the registration of title to land in the place where any land or estate or interest in it which may now or at any time from now on belong to the company is situated (and in particular but without limiting the generality of the power conferred by this deed under the provisions of the Real Property Act 1900 of the State of New South Wales or the Transfer of Land Act 1958 of the State of Victoria or of the Real Property Act 1861of the State of Queensland or of the Real Property Act 1886 of the State of South Australia or of the Transfer of Land Act 1893 of the State of Western Australia or of the Land Titles Act 1980 of the State of Tasmania or of the Real Property Act 1925 of the Australian Capital Territory or of the Real Property Act and Ordinance 1886 of the Northern Territory of Australia or of any statutory modification or re-enactment of those or any other Acts and Ordinances for the time being in force) to bring that land or estate or interest in it under those provisions AND ALSO to buy from sell to or exchange with any person all or any lands leases mortgages encumbrances charges annuities or other estates or interests in land held under or by virtue of those or any other Acts or Ordinances or otherwise AND ALSO to mortgage charge or otherwise encumber all or any of those lands leases mortgages encumbrances charges annuities other registered estates or interests in land for securing any sum annuity or charge at any rate of interest or for any purpose AND ALSO to lease take on lease or sub-let all or any of those lands as above-mentioned as shall be of freehold or other tenure capable of being leased or Sub-leased for any term for which the company could lease or sub-let the same not exceeding 21 years in possession of such rent or for such other valuable consideration as the company's attorney (s) shall deem fit AND ALSO to surrender or obtain or accept the surrender of any lease in which the company may be interested AND ALSO for it and in the company's name to sign or accept or certify as correct for the purposes of those or an other Acts or Ordinances and to lodge enter or register all such transfers conveyances easements dealings instruments mortgages charges encumbrances leases sub-leases surrenders of leases caveats and other instruments and do all acts matters and things (including the making of any application or institution of any action for foreclosure) as may be necessary or expedient for carrying out the powers given in this deed or managing those estates or interests or acquiring or disposing of them and for the recovery of all rents and other sums of money that are now or may become due or owing to the company in respect of those lands or any estate or an interest in them and for enforcing performing or varying any contracts covenants conditions or obligations binding upon any vendor purchaser mortgagor mortgagee lessor lessee tenant or occupier of those lands or the proprietor or owner of any estate or interest in them or upon any other person in respect of them and for recovering taking and maintaining possession of those lands and for protecting them from waste damage or trespass.

4. TO MANAGE BUSINESS

To manage the company's business affairs, investments, securities and property whether real or personal for the time being in whatever manner as the company's attorney(s) shall think fit and to make any payments in connection with the company's business affairs, investments, securities and property whether real or personal.

5. TO INSTITUTE AND DEFEND PROCEEDINGS

To commence carry on or defend all actions and other proceedings whether curial or extra-curial in relation to my property or affairs or any part of them to anything in which the company's property or affairs may be in any way concerned.

6. TO SETTLE CLAIMS AND SUBMIT TO ARBITRATION

To settle compromise or submit to arbitration or accounts claims and disputes Between the company and any other persons or entities.

7. **TO INVEST**

To invest any of the company's money in whatever manner at whatever rate of Interest and upon whatever securities or without security as the company's attorney(s) may deem fit and from time to time to vary any investment whether made by it or by the company's attorney(s) and in the meantime and pending tha investment as above-mentioned to deposit any of the company's money with any banker or bankers as the company's attorney(s) shall think fit.

8. **TO RECEIVE INCOME**

To receive the dividends interest and income arising from any stocks shares debentures or other investment or estate now or from now on belonging to the company whether solely or jointly with any other person or persons.

9. **TO VOTE**

To vote at the meetings of any company or companies and in the company's name to sign any proxy for any person to attend and vote at any meeting or otherwise to act as the company's attorney or proxy in respect of any stocks, shares, debentures, debenture stock or other investments now held or which may from now on be acquired by it in the company or them whether solely or jointly with any other persons or entities.

10. **TO FULFIL AGREEMENTS**

To carry into effect and perform all agreements entered into by it with any other persons or entities.

11. **TO SUBMIT RETURNS**

To prepare sign and lodge any income tax land tax or other returns concerning income property or other particulars which the company may now or at any time from now on be legally required to make to any government or other authority and to make and lodge objections to or appeals against any assessment of income or other tax or of rent or rates or other impositions or against any valuation of property and to take all steps and do all acts matters and things in relation to those objections or appeals as the company's attorney shall think fit.

12. **TO BORROW**

From time to time to borrow upon mortgage or other security or otherwise and for whatever term and whatever term and at whatever rate or rates of interest as the company's attorney shall deem fit such sum or sums of money as my attorney may deem proper and expedient for the purposes above-mentioned or any of them.

13. TO SERVE NOTICES

In the company's name to sign and give any notices required or permitted by law to be given by it in respect of or arising out of the exercise of any of the powers above-mentioned they shall have been done by it or by the company's attorney.

14. TO APPOINT AND REMOVE EMPLOYEES

To employ or retain or terminate the employment or retainer of an manager clerk servant agent solicitor or accountant or other professional adviser whether engaged by it or by the company's attorney for whatever remuneration and upon whatever terms and conditions as the company's attorney shall think fit.

15. TO OPERATE BANK ACCOUNTS

For any purpose to operate on any bank account already opened in the company's name or in the joint names of myself and any other person or persons and to open and operate on any new bank account in whatever name or names and to draw sign endorse and negotiate cheques bills of exchange dividend and interest warrants and negotiable instruments and to sign the company's name and execute on the company's behalf all contracts transfers assignments deeds and instruments.

16. TO JOIN WITH OTHERS

To concur in doing any of the acts and things abovementioned in conjunction with any other person or persons interested in those acts or things.

17. TO APPOINT AND REMOVE SUBSTITUES

To appoint and remove any substitute for or agent under the company's attorney in respect of all or any of the matters abovementioned whatever terms as the company's attorney(s) shall think fit.

18. GENERALLY

Generally to act in relation to the company's property and affairs and to this deed as fully and effectually in all respects as the company could do.

AND THE COMPANY UNDERTAKES to ratify everything which the company's attorney or any substitute or substitutes or agent or agents appointed by the company's attorney under the power in that respect confirmed above shall do or purport to do by virtue of this Power of Attorney.

AND THE COMPANY INDEMNIFIES its attorney against or in respect of any loss arising from any act or thing done by them pursuant to the terms of this document, and against any damage they may suffer as a consequence of doing any act or thing or exercising any power in accordance with this document.

AND THE COMPANY DECLARES that this power shall in all respects be interpreted in accordance with the law of Western Australia.

AND THE COMPANY FURTHER DECLARES that the powers and authorities hereby given to the company's attorney shall remain in full force and effect until notice of the revocation of this power of attorney shall be served upon the company's attorney.

AND THE COMPANY FURTHER DECLARES that this power of attorney is given for valuable consideration and is irrevocable without the previous consent in writing of the company's attorney(s) to such revocation.

SIGNED
Signed for and on behalf of)
COLBERN NOMINEES PTY LTD)
(ACN 121 089 807))
by authority of its sole director and pursuant to)
section 127 of the *Corporations Act 2001* by:)

Marc Noel Clifton
Sole Director & Sole Secretary
MARC NOEL CLIFTON
Full Name (Please Print)

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Prime Minerals Limited ("**Prime**")

ACN/ARSN 120 658 497

1. Details of substantial holder (1)

Name Colbern Nominees Pty Ltd <The Colbern Trust A/C> ("**Colbern**") ACN 121 089 807 and Marie Therese Matich ("**Matich**")

ACN/ASRN (if applicable) See above.

there was a change in the interests of the substantial holder on 4/08/09

The previous notice was given to the company on 27/07/09

The previous notice was dated 27/07/09

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	
	Persons's votes	Voting power (5)	Persons' votes	Voting power (5)
Fully Paid Ordinary Shares	7,000,000	21.64%	7,000,000	21.53%

3. Change 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 change	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
31/10/07	Colbern, Matich	Dilution caused by exercise of 147,752 options by unrelated parties	Unknown	147,752 options were exercised into fully paid ordinary shares	Voting Power decreased from 21.64% to 21.54%
28/04/08	Colbern, Matich	Dilution caused by exercise of 12,550 options by unrelated parties	Unknown	12,550 options were exercised into fully paid ordinary shares	Voting Power decreased from 21.54% to 21.53%
4/08/09	Colbern, Matich	Equitas Nominees Pty Ltd ("**Equitas**") was previously the legal owner, and Colbern the	Nil	7,000,000 fully paid ordinary shares	Colbern and Matich's voting power remains at 21.53% and Equitas no longer is

		beneficial owner, of 7,000,000 shares. On 4 August 2009, Equitas transferred legal ownership of all 7,000,000 shares to Colbern.			registered as legal owner.

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 (6)	Class and number of securities	Persons' votes
Colbern	Colbern	Colbern	Relevant interest under section 608(1) of the Corporations Act 2001 ("Act") as legal and beneficial owner of the securities	7,000,000 Fully Paid Ordinary Shares	21.53%
Matich	Colbern	Colbern	Relevant interest under section 608(1) of the Act pursuant to a power of attorney granted by Colbern and under section 608(3) of the Act as beneficial owner and controller of the shares issued by Colbern.	7,000,000 fully paid ordinary shares	21.53%

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 CAN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

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

Name	Address
Equitas Nominees Pty Ltd	Broking Operations GPO Box 4294 SYDNEY NSW 1164
Colbern Nominees Pty Ltd	32 Charles Street SOUTH PERTH WA 6151
Marie Therese Matich	10B Phipps Street BICTON WA 6157

Signature

print name Marc Clifton, Sole Director and Company Secretary / Marie Therese Matich

sign here Date: 4 / 9 / 09

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 617B(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.