

PRIME MINERALS LIMITED

Level 1, 8 Parliament Place, West Perth WA 6005

PO Box 1618 West Perth WA 6872

Telephone: +61 8 9481 7833 Facsimile: +61 8 9481 7835

27 January 2012.

**The Manager
Company Announcements Office
Australian Securities Exchange Limited
Level 4, Exchange Centre
20 Bridge Street
Sydney NSW 2000**

Dear Sir,

Notice of change of interests of substantial holder.

Attached are two Form 604 notices received by the Company today.

**Yours faithfully,
David N Zukerman
Company Secretary
Prime Minerals Limited**

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **Prime Minerals Limited**ACN/ARSN **ACN 120 658 497****1. Details of substantial holder (1)**Name **Coniston Pty Ltd (ACN 008 943 093), Jadel Pty Ltd (ACN 232 623 884) and Kalgoorlie Mine Management Pty Ltd (ACN 009 235 625) ATF Kalgoorlie Mine Management Superannuation Fund (Collectively the "Group")**

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

9 & 13/1/2012

The previous notice was given to the company on

16/11/2009

The previous notice was dated

16/11/2009**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)
Ordinary Shares	2,000,000	6.15%	50,000,000	14.82%

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
9/1/2012	Coniston Pty Ltd (ATF the Coniston Trust)	Shares acquired under 8 for 1 rights issue	\$200,000	16,000,000 Ordinary shares	Each member of Group
16/1/2012	Jadel Pty Ltd (ATF Del Piano No 2 Family Trust)	Acquisition of shares	\$200,000	16,000,000 Ordinary shares	Each member of Group
16/1/2012	Kalgoorlie Mine Management Pty Ltd (ATF Kalgoorlie Mine Management Superannuation Fund)	Acquisition of shares	\$200,000	16,000,000 Ordinary shares	Each member of Group

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	Person's votes
	SEE ANNEXURE A				

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
	SEE ANNEXURE A

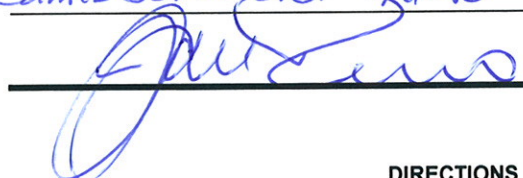
6. Addresses

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

Name	Address
Jadel Pty Ltd	P.O.Box 1618 West Perth WA 6872
Coniston Pty Ltd	
Kalgoorlie Mine Management Pty Ltd (ATF) Kalgoorlie Mine Management Superannuation Fund	P.O.Box 1618 West Perth WA 6872

Signature

print name James John del Piano capacity Director

sign here  date 27 11 2012

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.
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PRIME MINERALS LIMITED (ACN 120 658 497)

ANNEXURE A

Form 604 (page 4 of 5)

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 (*)	Nature of relevant interest (6)	Class and number of securities Fully Paid Shares	Person's votes
Each member of the group	Coniston Pty Ltd	Coniston Pty Ltd (ATF the Coniston Trust)	Relevant interest by virtue of S 608(1) of the Corporations Act 2001	18,000,000	14.82% For the total Group
Each member of the group	Jadel Pty Ltd	Jadel Pty Ltd (ATF Del Piano No 2 Family Trust)	Relevant interest by virtue of S 608(1) of the Corporations Act 2001	16,000,000	14.82% For the total Group
Each member of the group	Colbern FiduciaryNominees Pty Ltd	Kalgoorlie Mine Management Pty Ltd (ATF Kalgoorlie Mine Management Superannuation Fund)	Relevant interest by virtue of S 608(1) of the Corporations Act 2001	16,000,000	14.82% For the total Group

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
Coniston Pty Ltd (ATF the Coniston Trust)	Common Director to the Group
Jadel Pty Ltd (ATF Del Piano No 2 Family Trust)	Common Director to the Group
Kalgoorlie Mine Management Pty Ltd (ATF Kalgoorlie Mine Management Superannuation Fund)	Common Director to the Group

This is page 1 of Annexure A referred to in Form 604 - Notice of change of interests of substantial holder signed by me and dated January 2012.

PRIME MINERALS LTD (ACN 120 658 497)

ANNEXURE A

FORM 604 (Page 5 of 5)

Signature

Name: James John del Piano capacity: Director

Sign here:



date: 27 January 2012

This is page 2 of Annexure A referred to in Form 604 - Notice of change of interests of substantial Holder signed by me and dated 28 April 2010.

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme PRIME MINERALS LTD

ACN/ARSN 61 120 658 497

1. Details of substantial holder (1)

Name BRIJOHN NOMINEES PTY LTD <NELSONIO A/C>

ACN/ARSN (if applicable) n/a

There was a change in the interests of the substantial holder on

24 / 1 / 2012

The previous notice was given to the company on

8 / 12 / 2011

The previous notice was dated

07 / 12 / 2011

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.)	4,878,912	13.04%	40,910,208	12.12%

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
9/1/2012	Brijohn Nominees Pty Ltd < Nelsonio A/C >	Rights Purchase	Various	44,031,296	Brijohn Nominees Pty Ltd< Nelsonio A/C>
24/01/2012	Brijohn Nominees Pty Ltd < Nelsonio A/C >	Off Market Sale	\$100,000	8,000,000	Brijohn Nominees Pty Ltd< Nelsonio A/C>

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
Brijohn Nominees Pty Ltd < Nelsonio A/C >	Brijohn Nominees Pty Ltd < Nelsonio A/C >	Mr Damian Black	Director/ Beneficiary	40,910,208	12.12% Combined

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
Brijohn Nominees Pty Ltd	Director & Shareholder

7. Addresses

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

Name	Address
All	c/o Po Box Z5467, St Georges Terrace Perth WA 6831

Signature

print name **Damian Black** capacity

sign here  date 27 / 01 / 2012
