

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder****To Company Name/Scheme** **Prime Financial Group Ltd****ACN/ARSN** **ACN 009 487 674****1. Details of substantial holder (1)**

Name **Simon Madder**
Domain Investment (Melbourne) Pty Ltd A.C.N 123239574
SM Superannuation Pty Ltd A.C.N 128646873
(together the "Disclosing Entities")

ACN/ARSN (if applicable)The holder became a substantial holder on **02 / 05 / 2013****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 (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Fully Paid Shares	14,551,709	14,551,709	8.38%

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 (7)	Class and number of securities
Simon Madder	Registered holder	Ordinary Fully Paid Shares – 3,048,823
Simon Madder	Power to control the voting and disposal of shares registered in the names of trustee entities Domain Investment (Melbourne) Pty Ltd and SM Superannuation Pty Ltd (each entities' individual holdings are set out in this table below). Simon Madder is the owner of these trustee entities and controller of the relevant trusts in his capacity as appointor.	Ordinary Fully Paid Shares – 9,446,380
Simon Madder	Holder of an option to acquire shares registered in the name of Sonning Road Pty Ltd	Ordinary Fully Paid Shares - 1,895,931
Simon Madder	Holder of beneficial interest in shares registered in the name of Prime Management Services Pty Ltd	Ordinary Fully Paid Shares – 160,575
Domain Investment (Melbourne) Pty Ltd	Registered Holder. Domain Investment (Melbourne) Pty Ltd acquired a relevant interest in 6,600,000 shares on 2/05/2013 as a consequence as being nominated as the recipient of the shares allocated pursuant to the offer described in Annexure A.	Ordinary Fully Paid Shares – 8,829,355
SM Superannuation Pty Ltd	Registered Holder	Ordinary Fully Paid Shares – 617,025

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 (8)	Class and number of securities
Simon Madder	Simon Madder	Simon Madder	Ordinary Fully Paid Shares – 3,048,823
Simon Madder	Domain Investment (Melbourne) Pty Ltd and SM Superannuation Pty Ltd	Domain Investment (Melbourne) Pty Ltd and SM Superannuation Pty Ltd	Ordinary Fully Paid Shares – 9,446,380 (each entities' individual holdings are set out in this table below)
Simon Madder	Sonning Road Pty Ltd	Sonning Road Pty Ltd	Ordinary Fully Paid Shares - 1,895,931
Simon Madder	Prime Management Services Pty Ltd	Prime Management Services Pty Ltd	Ordinary Fully Paid Shares – 160,575
Domain Investment (Melbourne) Pty Ltd	Domain Investment (Melbourne) Pty Ltd	Domain Investment (Melbourne) Pty Ltd	Ordinary Fully Paid Shares – 8,829,355
SM Superannuation Pty Ltd	SM Superannuation Pty Ltd	SM Superannuation Pty Ltd	Ordinary Fully Paid Shares – 617,025

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 holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Simon Madder	02/05/2013	\$1,273,800	n/a	Ordinary Fully Paid Shares – 6,600,000. These shares were allocated on 02/05/2013 pursuant to the offer described in Annexure A

6. Associates

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

Name and ACN/ARSN (if applicable)	Nature of association
Disclosing Entities	

7. Addresses

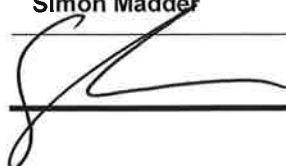
The addresses of persons named in this form are as follows:

Name	Address
Disclosing Entities	All care of Simon Madder, Level 17, Como Office Tower, 644 Chapel Street, South Yarra VIC 3141

Signature

print name **Simon Madder** capacity **Representative of all Disclosing Entities**

sign here



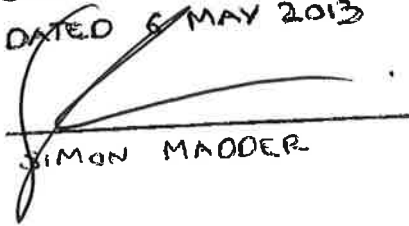
date **6/15/13**

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
 - (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
 - (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) 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.
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"ANNEXURE A"

THIS IS ANNEXURE A OF 5 PAGES REFERRED
TO IN THE FORM 603 - NOTICE OF INITIAL
SUBSTANTIAL HOLDER SIGNED BY ME AND
DATED 6 MAY 2013


SIMON MADDER



**OFFER DOCUMENT
PFG EMPLOYEE SHARE PLAN**

SIMON MADDER

19 April 2013

OFFER DOCUMENT

PFG EMPLOYEE SHARE PLAN

Dear Simon

We are pleased to offer you the opportunity to participate in the PFG Employee Share Plan ("**the Plan**") subject to the terms set out in this document ("**the Offer**").

We confirm that you are invited to apply for up to 6,600,000 shares in Prime Financial Group Limited ("**PFG**") ("**Plan Shares**"). The Plan Shares the subject of this Offer will be allocated to you or your nominee at an issue price of 19.3 cents (\$0.193) per Plan Share and will rank equally with PFG's ordinary fully paid shares and will be quoted on the ASX.

The Plan Shares will be acquired (or will have been acquired) by the trustee of the Plan from the Company's existing issued share capital accordingly, no new shares will be issued as a consequence of your acceptance of the Offer .

This document provides important information relating to accepting the Offer.

Reason for Establishing the Plan

The purpose of the Plan is to reward PFG employees for their ongoing commitment to PFG and to provide them with additional incentive to improve the longer-term financial performance of PFG.

Plan Rules

This Offer has been made in accordance with and subject to the Plan Rules which you agree to be bound by. At any time while you hold Plan Shares you may request a copy of the Plan Rules free of charge by contacting PFG's Company Secretary and PFG undertakes to provide a copy within a reasonable time of receiving a request.

Financial Accommodation

It is proposed that the acquisition cost of the Plan Shares will be funded via a loan that is to be provided to you by PFG Employee Share Plan Pty Ltd ("**the Trustee**") who administers the Plan ("**the Loan**"). The Loan will be documented in a formal agreement ("**Loan Agreement**") that will set out the terms upon which financial assistance will be provided to enable you to participate in the Plan.

The Loan Agreement will, among other things, make provision for:

- interest to be charged at a commercial rate and capitalised on a monthly basis if not paid;
- the Loan and any capitalised or outstanding interest to be repaid within 4 years (with no penalty for early repayment) subject to extension in the event that your employment with PFG is terminated;

- security in the form of a mortgage over your principal place of residence. The mortgage may be registered by the Trustee subject only to any prior encumbrances registered against your residence; and
- the circumstances and terms on which the Trustee may be required to buy-back the Plan Shares from you.

Vesting Conditions

Subject to acceptance of your Application Form (see below) the Plan Shares the subject of this Offer will be allocated to you or your nominee and will not be subject to any vesting conditions.

Advice

Any advice given by a representative of PFG in connection with the Offer is general advice only. You should consider obtaining your own financial product advice from a licensed financial adviser prior to making a decision whether to participate in the Plan and execute the Loan Agreement.

Furthermore, the taxation consequences of participating in the Plan may vary depending on your individual circumstances. Accordingly, it is recommended that you obtain your own advice as to the taxation implications of participating in the Plan taking into account your own personal circumstances.

PFG, the Trustee, their directors, officers and employees can take no responsibility for any loss or any other liability due to any action on your part, or any failure to act, in connection with the Plan.

What do I do next?

Should you wish to accept the Offer please complete and return the Application Form attached hereto within 21 days of the date of this Offer ("**Closing Date**").

If you do not apply by the Closing Date you will not receive Plan Shares nor will you be required to enter into the Loan Agreement. There will be no other implications.

Timing of Allocation of Plan Shares

As soon as practicable after acceptance of your Application Form by PFG, you will be asked to sign the Loan Agreement and once this has been executed the number of Plan Shares nominated in your Application Form will be allocated and transferred to you or your nominee. If you fail to execute the Loan Agreement no Plan Shares will be issued to you.

If, for whatever reason PFG does not accept your application, it will notify you accordingly.

In the event you have any queries do not hesitate to contact me

Yours faithfully

Vaughan Webber

PRIME FINANCIAL GROUP LIMITED

A.C.N. 009 487 674

**APPLICATION FORM
PFG EMPLOYEE SHARE PLAN**

To: The Company Secretary
Prime Financial Group Limited
Level 17, Como Office Tower
644 Chapel Street
Sth Yarra VIC 3144

APPLICATION TO PARTICIPATE IN PFG EMPLOYEE SHARE PLAN

I, the below named Applicant, hereby apply for the number of ordinary fully paid Plan Shares described below in Prime Financial Group Limited ("the Company") or such lesser number of Plan Shares which may be allocated to me by the Directors of the Company. My application is made in accordance with and subject to the terms and conditions set out in the Offer Document issued to me in respect of the PFG Employee Share Plan dated 19 April 2013 ("Offer Document"):

Name of Applicant	Number of Shares Applied for	Price per share	Application Money Payable
Simon Madder	6,600,000	\$0.193	AUD\$1,273,800

CONFIRMATION OF CONTACT DETAILS OF APPLICANT OR NOMINEE (if applicable)

Postal Address (PLEASE PRINT)

I nominate the following entity to hold the Plan Shares on my behalf:

Domain Investment (Melbourne) Pty Ltd of

Level 17, Como Office Tower
644 Chapel Street
South Yarra VIC 3141

Contact Name

Simon Madder

Telephone number – Business hours

(03) 98276999

Telephone Number – After hours

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E-mail address

simonm@primefinancial.com.au

The above named Applicant:

- (a) Upon being notified that the Application has been accepted by the Company agrees to enter into the loan agreement ("Loan Agreement") described in the Offer Document which will facilitate the allotment of the Plan Shares in accordance with the terms and conditions set out in the Offer Document;
- (b) Agrees to be bound by the Constitution of the Company and to ensure that any nominee will be bound by the constitution of the Company;
- (c) Understands the allotment of any Plan Shares is subject to director approvals being obtained.

Declaration and Statements:

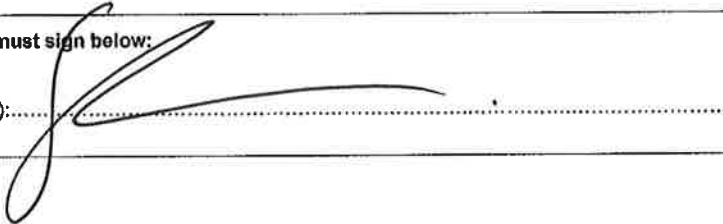
By lodging this Application Form:

I authorise the Company and the administrator of the PFG Employee Share Plan to complete and execute any documentation necessary to effect the allocation of Plan Shares in accordance with the terms set out in the Offer Document and this Application Form; and

I acknowledge that returning the Application Form and entering into the Loan Agreement will constitute my offer to subscribe for Plan Shares which are to be held on and subject to the terms set out in the Offer Document and the Company's Constitution.

Applicant must sign below:

Signature(s):.....

A large, stylized handwritten signature in black ink is written over a horizontal dotted line. The signature is cursive and extends across most of the width of the signature line.