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22 May 2009

The Manager
Company Announcements Office
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir,

**TAKEOVER BID BY FOX RESOURCES LIMITED (FOX RESOURCES) FOR HANNANS
REWARD LIMITED (HANNANS REWARD)**

We attach in accordance with section 647(3)(b) of the Corporations Act 2001 (Cth), the first supplementary bidder's statement to the bidder's statement of Fox Resources dated 1 May 2009 in relation to the offer to Hannans Reward shareholders for all of their fully paid ordinary shares in Hannans Reward dated 18 May 2009 (First Supplementary Bidder's Statement).

A copy of the First Supplementary Bidder's Statement has today been given to Hannans Reward and lodged with the Australian Securities and Investments Commission.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Tim Lee', is written over a faint, larger version of the signature.

Tim Lee
Company Secretary



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FIRST SUPPLEMENTARY BIDDER'S STATEMENT BY FOX RESOURCES LIMITED

This document is the first supplementary bidder's statement (**First Supplementary Bidder's Statement**) to the bidder's statement dated 18 May 2009 (the **Bidder's Statement**) of Fox Resources Limited ABN 44 079 902 499 (**Fox Resources**) given in connection with a takeover bid by Fox Resources for all of the fully paid ordinary shares (**Hannans Reward Shares**) in Hannans Reward Limited ABN 52 099 862 129 (**Hannans Reward**).

This First Supplementary Bidder's Statement supplements, and is to be read together with, the Bidder's Statement. A copy of this First Supplementary Bidder's Statement was lodged with the Australian Securities and Investments Commission (**ASIC**) on 22 May 2009. Neither ASIC nor its officers take any responsibility for the contents of this First Supplementary Bidder's Statement.

Defined terms and interpretation

Unless the context requires otherwise, defined terms used in this First Supplementary Bidder's Statement have the same meaning given to them in the Bidder's Statement. Section 11.2 of the Bidder's Statement also applies to the interpretation of this First Supplementary Bidder's Statement.

Offer Information Line

For information regarding the Offer or how to accept the Offer please read the Bidder's Statement and this First Supplementary Bidder's Statement. If you require additional assistance, please contact the Offer Information Line on +61 8 9318 5600.

Corrections to the Bidder's Statement

Fox Resources has become aware of a typesetting error in the version of the Bidder's Statement that was dispatched to Hannans Reward Shareholders on 18 May 2009. This error resulted in the total number of Fox Resources Shares on issue upon successful completion of the Offer under scenario 2 in the table in section 6.5 being incorrectly stated as "224,266,626" instead of the correct figure "249,266,626".

The Bidder's Statement should be read as though it were amended by deleting the table in section 6.5 of the Bidder's Statement that details the capital structure of Fox Resources and replacing it with the table in Schedule 1 to this First Supplementary Bidder's Statement.

The version of the Bidder's Statement that was given to Hannans Reward and ASX and lodged with ASIC on 1 May 2009 did not contain this error.

DATED 22 May 2009

SIGNED on behalf of Fox Resources by Bruno Seneque, being a director of Fox Resources who is authorised to sign by a resolution unanimously passed at a meeting of the directors of Fox Resources.

Bruno Seneque
Managing Director



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SCHEDULE 1

6.5 CAPITAL STRUCTURE OF FOX RESOURCES UNDER EACH OF SCENARIOS 1 AND 2

	Scenario 1	Scenario 2
Number of Hannans Reward Shares on issue at 1 May 2009	90,324,979	90,324,979
Maximum number of Hannans Reward Shares that can be issued under the Hannans Reward Placement	NA	50,000,000
Number of Hannans Reward Shares to be acquired	90,324,979	140,324,979
Number of Fox Resources Shares to be offered for every Hannans Reward Share	0.5	0.5
Total number of Fox Resources Shares issued as consideration for the Offers	45,162,489	70,162,489
Number of Fox Resources Shares on issue at 1 May 2009	179,104,137	179,104,137
Total number of Fox Resources Shares on issue upon successful completion of the Offers	224,266,626	249,266,626