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5 June 2009  
The Manager  
Company Announcements Office  
Australian Securities Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000  
By ASX Online 6 Pages

Dear Sir,

**Fox Resources announces increase in relevant interest in Hannans Reward shares**

In accordance with section 671B of the Corporations Act 2001, Fox Resources attaches a Form 604 Notice of Change in Interests of Substantial Holder in relation to its relevant interest in the ordinary shares in Hannans Reward Limited (Hannans Shares). As disclosed in this notice, Fox Resources has a relevant interest in 17,687,248 Hannans Shares (approximately 19.58%).

On 25 March 2009, Fox Resources lodged a Form 603 Notice of Initial Substantial Holder in respect of its relevant interest in Hannans Shares. That Form 603 disclosed a relevant interest in 17,065,447 Hannans Shares pursuant to Pre-Bid Acceptance Agreements between Fox Resources and various Hannans Reward Limited shareholders.

Fox Resources has become aware that, due to an error, the number of shares recorded on one of those shareholder's Pre-Bid Acceptance Agreements was overstated by 300,000 Hannans Shares in aggregate. Accordingly, Fox Resources does not have a relevant interest in those Hannans Shares and that Form 603, and the subsequent Form 604 lodged on 1 May 2009, overstated Fox Resources' relevant interest by 300,000 Hannans Shares (approximately 0.33%).

Fox Resources' current relevant interest in Hannans Shares of approximately 19.58% represents an increase of approximately 1.02% from its previous notified (corrected) relevant interest of approximately 18.56%.

Yours faithfully

A handwritten signature in black ink, appearing to read "Tim Lee". The signature is fluid and cursive, written over a light blue horizontal line.

Tim Lee  
**Company Secretary**

# Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Hannans Reward Limited

ACN/ARSN ACN 099 862 129

### 1. Details of substantial holder(1)

Name Fox Resources Ltd (ACN 079 902 499); Fox Radio Hill Pty Ltd (ACN 092 493 653); Fox Energy Pty Ltd (ACN 131 681 108); Gascoyne Mines Pty Ltd (ACN 099 001 886); Newcity Corporation Pty Ltd (ACN 096 140 671) (together, Substantial Holders)

ACN/ARSN (if applicable) See above

There was a change in the interests of the substantial holder on See Annexure B

The previous notice was given to the company on 1/05/09

The previous notice was dated 1/05/09

### 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	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	17,065,447	18.89%	17,687,248	19.58%

### 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 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
See Annexure B	Fox Resources Ltd	Acquisition of relevant interests in ordinary shares in Hannans Reward Limited as a result of acceptances of takeover offers made by Fox Resources Ltd dated 18 May 2009 that were included in its bidder's statement dated 18 May 2009 (the Offers). Copies of the bidder's statement are available from www.asx.com.au.	0.5 fully paid ordinary shares in Fox Resources Ltd for every 1 Hannans Reward Limited fully paid ordinary, subject to the terms of the Offers.	See Annexure B (a total of 3,017,036 ORD)	See Annexure B (a total of 3,017,036)

### 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
Fox Resources Ltd	Various offerees who have accepted the offers	Subject to the terms of the Offers, Fox Resources Ltd	Relevant interest pursuant to section 608(1) and/or 608(8) of the Corporations Act 2001 pursuant to acceptances of the Offers. The shares that are the subject of the acceptances have not yet been transferred into the name of Fox Resources Ltd. The power of Fox Resources Ltd to vote or dispose of the shares that are the subject of acceptances of the Offers is qualified	3,017,036 ORD (inclusive of 2,095,235 ORD covered by the Pre-Bid Acceptance Agreements referred to below for which acceptances of	3,017,036 (inclusive of 2,095,235 covered by the Pre-Bid Acceptance Agreements referred to below for which acceptances of the Offers have been

			since it is not presently registered as the holder of the shares.	the Offers have been received)	received)

**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
N/A	N/A

**6. Addresses**

The addresses of persons named in this form are:

Name	Address
Fox Resources Ltd	1 Tully Road, EAST PERTH WA 6004

**Signature**

print name Timothy Lee

Capacity Company Secretary

sign here



date 5/06/09


**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 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 identify 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.

**Fox Resources Ltd ACN 079 902 499**  
**Annexure A**

**Details of the registered holders of securities and persons entitled to be registered as holders for the purposes of section 4 of the Form 604**

This is Annexure A of 1 page (including this page) referred to in the Form 604, Notice of change of interests of substantial holder signed by me and dated 5 June 2009.



Tim Lee  
Company Secretary  
Fox Resources Limited  
Date: 5 June 2009

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of securities
Fox Resources Ltd	Aus Global Resources Pty Ltd	Aus Global Resources Pty Ltd	3,636,363 ORD
	Mr Ivan Baccini & Mrs Lucia Baccini	Mr Ivan Baccini & Mrs Lucia Baccini	340,616 ORD
	Miss Daniella Cannavo	Miss Daniella Cannavo	45,000 ORD
	Mr Frank Cannavo	Mr Frank Cannavo	70,000 ORD
	Mr Frank Cannavo	Mr Frank Cannavo	50,000 ORD
	Mr Anthony Cannavo & Mr Frank Cannavo	Mr Anthony Cannavo & Mr Frank Cannavo	2,197,441 ORD
	Mr Robin Chislett & Mrs Rosemary Chislett	Mr Robin Chislett & Mrs Rosemary Chislett	309,259 ORD
	Mr Robin Chislett & Mrs Rosemary Chislett	Mr Robin Chislett & Mrs Rosemary Chislett	271,296 ORD
	Mr Robin Chislett & Mrs Rosemary Chislett	Rebecca Ann Chislett	50,059 ORD
	Mrs Yvonne Collinson & Mr Noel Collinson	Mrs Yvonne Collinson & Mr Noel Collinson	315,840 ORD
	Mrs Yvonne Collinson & Mr Noel Collinson	Mrs Yvonne Collinson & Mr Noel Collinson	210,000 ORD
	Mr Matthew Collinson	Mr Matthew Collinson	141,908 ORD
	Mr Christopher Collinson	Mr Christopher Collinson	300,000 ORD
	Core Business Holdings Pty Ltd	Core Business Holdings Pty Ltd	245,000 ORD
	Dixon International Pty Ltd	Dixon International Pty Ltd	2,005,720 ORD
	Extra Nominees Pty Ltd	Extra Nominees Pty Ltd	700,000 ORD
	Extra Holdings Pty Ltd	Extra Holdings Pty Ltd	25,000 ORD
	Mrs Dianne Claire Grammer	Mrs Dianne Claire Grammer	220,000 ORD
	Mr Terrence Ronald Grammer	Mr Terrence Ronald Grammer	3,675,000 ORD
	Lymeridge Pty Ltd	Lymeridge Pty Ltd	103,062 ORD
	Lymeridge Pty Ltd	Lymeridge Pty Ltd	861,559 ORD
	Mrs Lindy Raffaut	Mrs Lindy Raffaut	3,000 ORD
	Elvira Ricci	Elvira Ricci	100,000 ORD
	ANR Truda Pty Ltd	ANR Truda Pty Ltd	200,000 ORD
	Mr Vince Truda	Mr Vince Truda	350,000 ORD
	Mr Vince Truda	Mr Vince Truda	100,000 ORD
	Mr Carlo Vetrone	Mr Carlo Vetrone	89,324 ORD
	Mr Frank Vetrone	Mr Frank Vetrone	100,000 ORD
	VFT Investments Pty Ltd	VFT Investments Pty Ltd	50,000 ORD
		<b>Total</b>	

Fox Resources Ltd ACN 079 902 499  
Annexure B

Details of the registered holders of securities and persons entitled to be registered as holders for the purposes  
of section 3 of the Form 604

This is Annexure B of 1 page (including this page) referred to in the Form 604, Notice of change of interests of  
substantial holder signed by me and dated 5 June 2009.



Tim Lee  
Company Secretary  
Fox Resources Limited  
Date: 5 June 2009

Date of change	Class and number of securities	Person's votes affected
20 May 2009	2,570 ORD	2,570
26 May 2009	1,136,859 ORD	1,136,859
27 May 2009	29,730 ORD	29,730
28 May 2009	55,000 ORD	55,000
29 May 2009	22,012 ORD	22,012
1 June 2009	26,000 ORD	26,000
2 June 2009	28,000 ORD	28,000
3 June 2009	62,630 ORD	62,630
4 June 2009	1,654,235 ORD	1,654,235
<b>Total</b>	<b>3,017,036 ORD</b>	<b>3,017,036</b>