

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Breakaway Resources Limited ("BRW")

ACN/ARSN 061 695 051

1. Details of substantial holder (1)

Name FMR Investments Pty Ltd ("FMR"), its related bodies corporate (listed in Part 6 of this form) and Peter Mervyn Bartlett (together the "FMR Group")

ACN/ARSN (if applicable) 009 411 349

There was a change in the interests of the substantial holder on 22/12/2010

The previous notice was given to the company on 06/09/2006

The previous notice was dated 08/06/2006

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	32,860,339	11.80%	22,069,339	9.00%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a related 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 (4)	Consideration given in relation to change (5)	Class and number of securities affected	Person's votes attached
Various	FMR Group	Division of holding upon completion of share issue by BRW	NA	Entire holding	Entire holding
06/02/2010	FMR Group	Acquisition of BRW shares by Erametmin Pty Ltd ("Erametmin") pursuant to convertible rights issue	\$37,018.82 (being \$0.95 per share)	651,667	651,667
22/12/2010	FMR Group	Acquisition of BRW shares by FMR pursuant to share purchase plan and share placement	\$265,000 (being \$0.674 per share)	3,591,081	3,591,081
22/12/2010	FMR Group	Acquisition of BRW shares by Erametmin pursuant to share purchase plan	\$16,000 (being \$0.674 per share)	241,703	241,703

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 (6)	Nature of relevant interest (3)	Class and number of securities	Person's votes
FMR Group	FMR	FMR	Registered holder of shares, associate of registered holder or take by section 620(3) of the Corporations Act to have a relevant interest	22,069,339 ordinary shares	22,069,339
FMR Group	Erametmin	Erametmin	Registered holder of shares, associate of registered holder or take by section 620(3) of the Corporations Act to have a relevant interest	1,202,703 ordinary shares	1,202,703

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 (8) 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
JA Young (and related entities)	Previously included as an associate of FMR under section 11 of the Corporations Act, but Mr Young is not required to be included because he is not an associate for the purposes of section 12 of the Corporations Act.
CDJ Watson	Previously included as an associate of FMR under section 11 of the Corporations Act, but Mr Watson is not required to be included because he is not an associate for the purposes of section 12 of the Corporations Act.

6. Addresses

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

Name	Address
FMR Investments Pty Ltd ACN 008 431 349	c/o Grace Partners Pty Ltd, Suite 3, 573 Canning Highway, Alfred Cove WA 6154
Bremerton Pty Ltd ACN 009 141 882, Laurinay Pty Ltd ACN 008 142 288, Kookynie Resources Pty Ltd ACN 009 217 903, Higginville Mining Pty Ltd ACN 074 880 247, Connemara Gold Mines Pty Ltd ACN 077 150 264, JFK Engineering Pty Ltd ACN 080 503 790 and Learmonth Limestone Pty Ltd ACN 088 238 411 (each a related body corporate of FMR)	c/o Grace Partners Pty Ltd, Suite 3, 573 Canning Highway, Alfred Cove WA 6154
PM Bartlett	c/o Grace Partners Pty Ltd, Suite 3, 573 Canning Highway, Alfred Cove WA 6154
JA Young (and related entities)	19 Bellevue Terrace, Swanbourne WA 6010
CDJ Watson	3B Gloucester Street, Swanbourne WA 6010

Signature

print name Charles DJ Watson

Capacity Director/Agent

sign here

date 23/12/2010