

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme WESTERN DESERT RESOURCES LTD

ACN/ARSN 122 301 848

1. Details of substantial holder (1)

Name SCOTT DOUGLAS PERRIN

ACN/ARSN (if applicable) N/A

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

The previous notice was given to the company on 19 / 01 / 2012

The previous notice was dated 27 / 06 / 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 securities ('ORD') | 40,000,000 | 19.33% | 43,153,009 | 20.69% |

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 |
|--|--|--|---|---|--|
| 24/10/2011 | Bruce Lawrence Mathieson | On-market purchase of shares by Investment Holdings Pty Ltd, a company controlled by Bruce Mathieson | \$194,567.76 | ORD 500,000 | Investment Holdings Pty Ltd, Bruce Lawrence Mathieson, Scott Douglas Perrin, Permat Holdings Pty Ltd |
| 01/11/2011 02/11/2011 03/11/2011 04/11/2011 07/11/2011 | Bruce Lawrence Mathieson | On-market purchase of shares by BLM Superannuation Nominees Pty Ltd, a company controlled by Bruce Mathieson | \$48,382.99 \$95,648.24 \$59,941.83 \$45,850.12 \$18,931.16 | ORD 127,895 251,524 154,581 117,882 48,118 | BLM Superannuation Nominees Pty Ltd, Bruce Lawrence Mathieson, Scott Douglas Perrin, Permat Holdings Pty Ltd |
| 17/01/2012 | Bruce Lawrence Mathieson | On-market purchase of shares by Investment Holdings Pty Ltd, a company controlled by Bruce Mathieson | \$471,903.44 | ORD 1,150,984 | Investment Holdings Pty Ltd, Bruce Lawrence Mathieson, Scott Douglas Perrin, Permat Holdings Pty Ltd |
| 18/01/2012 | Bruce Lawrence Mathieson | On-market purchase of shares by Investment Holdings Pty Ltd, a company controlled by Bruce Mathieson | \$88,007.00 | ORD 200,000 | Investment Holdings Pty Ltd, Bruce Lawrence Mathieson, Scott Douglas Perrin, Permat Holdings Pty Ltd |
| 19/01/2012 | Bruce Lawrence Mathieson | On-market purchase of shares by Investment Holdings Pty Ltd, a company controlled by Bruce Mathieson | \$232,050.00 \$41,411.25 | ORD 510,000 ORD 92,025 | |

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 |
|-----------------------------|---------------------------------|--|--|--------------------------------|----------------|
| Scott Douglas Perrin | Permat Holdings Pty Ltd | Permat Holdings Pty Ltd | Pursuant to section 608(3) of the Corporations Act, Scott Douglas Perrin has a deemed relevant interest in securities held by Permat Holdings Pty Ltd. | ORD 40,000,000 | 40,000,000 |

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 |
|-----------------------------------|---|
| Bruce Lawrence Mathieson | Associate pursuant to section 12(2)(c) of the Corporations Act. |
| Permat Holdings Pty Ltd | Associate pursuant to section 12(2)(c) of the Corporations Act. |

7. Addresses

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

| Name | Address |
|-------------------------------------|--|
| Permat Holdings Pty Ltd | 16-20 Claremont Street, South Yarra VIC 3141 |
| Scott Douglas Perrin | 47 Albatross Avenue, Mermaid Beach QLD 4218 |
| Bruce Lawrence Mathieson | 16-20 Claremont Street, South Yarra VIC 3141 |
| Investment Holdings Pty Ltd | 16-20 Claremont Street, South Yarra VIC 3141 |
| BLM Superannuation Nominees Pty Ltd | C/- Grant Thornton Financial, GPO Box 427, Melbourne, Vic 8060 |

Signature

print name Scott Douglas Perrin

capacity

sign here



date 23 / 01 / 12