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FACSIMILE TRANSMISSION

TO: Company Announcements Platform
COMPANY: Australian Securities Exchange
FAX NUMBER: 1300 135 638
FROM: S Jabez Huang
SUBJECT: **Form 604 – Notice of Change of Interests of Substantial Shareholding**
DATE: 18 June 2012
REF:
PAGES: 6

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Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **Fairfax Media Limited**ACN/ARSN **008 663 161**

1. Details of substantial holder (1)

Name Mrs Georgina Hope Rinehart and Hancock Prospecting Pty Ltd (HPPL) and subsidiaries of HPPL as set out in Annexure A (referred to together as the **HPPL Group**)

ACN (if applicable) 008 676 417

There was a change in the interests of the substantial holder on **14 / 06 / 2012**The previous notice was given to the company on **03 / 02 / 2012**The previous notice was dated **02 / 02 / 2012**

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interest 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	296,002,360	12.585%	439,005,664	18.67%

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 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
	Refer Annexure B				

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
The HPPL Group	Timeview Enterprises Pty Ltd (TEPL)	TEPL	Pursuant to sections 608(1)(b), 608(1)(c) or 608(3)(b) of the Corporations Act or as associates	369,900,019	369,900,019
	Hanrine Investments Pty Ltd (HIPL)	HIPL	Pursuant to sections 608(1)(b), 608(1)(c) or 608(3)(b) of the Corporations Act or as associates	24,073,540	24,073,540
	Winform Nominees Pty Ltd (WNPL)	WNPL	Pursuant to sections 608(1)(b), 608(1)(c) or 608(3)(b) of the Corporations Act or as associates	45,032,105	45,032,105

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 (if applicable)	Nature of association
Not applicable	

6. Addresses

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

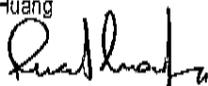
Name	Address
All members of the HPPL Group	Level 3, 28-42 Ventnor Avenue, West Perth, 6005

Signature

print name S Jabez Huang

capacity Secretary

sign here



date 18/06/2012

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 identity 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.

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.

Signature This form must be signed by either a director or a secretary of the substantial holder

Lodging period Nil

Lodging Fee Nil

Other forms to be completed Nil

Additional Information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (d) The person must give a copy of this notice:
 - (i) within 2 business days after they become aware of the information; or
 - (ii) by 9.30am on the next trading day of the relevant securities exchange after they become aware of the information if:
 - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
 - (b) the person becomes aware of the information during the bid period..

Annexures

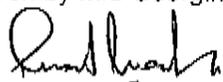
To make any annexure conform to the regulations, you must

- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
- 2 show the corporation name and ACN or ARBN
- 3 number the pages consecutively
- 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied.
- 5 identify the annexure with a mark such as A, B, C, etc
- 6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
- 7 sign and date the annexure
The annexure must be signed by the same person(s) who signed the form.

Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.

Annexure A

This is Annexure A of 1 page referred to in Form 604 (Notice of change of interests of substantial holder) given by Mrs Georgina Hope Rinehart and Hancock Prospecting Pty Ltd and its subsidiaries.



S Jabez Huang
Company Secretary

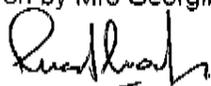
18 June 2012

Date

ENTITY NAME	AUSTRALIAN COMPANY NUMBER
Hancock Prospecting Pty Ltd	008 676 417
Auster Investments Pty Ltd	076 430 503
Bluelink Nominees Pty Ltd	152 873 660
Central Pilbara Holdings Pty Ltd	132 394 168
Central Pilbara North Iron Ore Pty Ltd	132 394 480
Central Pilbara South Iron Ore Pty Ltd	132 394 471
Dinari Pty Ltd	NI 149/71
Ethel Creek Iron Ore Pty Ltd	132 394 140
Gayna Park Pty Ltd	009 294 722
Georgina Hancock (1965) Pty Ltd	008 696 884
Hancock Energy Pty Ltd	130 249 624
Hancock Exploration Management Services Pty Ltd	127 071 836
Hancock Manganese Pty Ltd	131 992 277
Hancock Minerals Pty Ltd	057 326 824
Hanrine Finance Pty Ltd	142 927 900
Hanrine Holdings Pty Ltd	154 124 204
Hanrine Investments Pty Ltd	145 852 991
Hedland Holdings Pty Ltd	142 021 770
Hope Downs Iron Ore Pty Ltd	071 514 308
Hope Downs Management Services Pty Ltd	081 380 930
HPPL Pastoral Properties Pty Ltd	078 739 956
Hanrine Holdings (Singapore) Pte Ltd	201205256K
Hanrine Investments (Singapore) Pte Ltd	201205627C
Hanrine Properties (Singapore) Pte Ltd	201206274K
Hancock (Singapore) Pte Ltd	201002780Z
Jasmin Walk Pty Ltd	149 227 485
Lake Vista Pty Ltd	152 873 679
Langford Investments Pty Ltd	062 582 601
Marillana Iron Ore Pty Ltd	132 394 159
Minerals Australia Pty Ltd	124 475 538
Mulga Downs Iron Ore Pty Ltd	080 659 150
Mulga Downs Pty Ltd	057 326 815
Nicholas Downs Pty Ltd	131 992 295
Outram (SPV) Pty Ltd	115 004 147
Pastoral Properties Australia Pty Ltd	152 743 523
Queensland Coal Investments Pty Ltd	144 920 187
Queensland Resource Properties Pty Ltd	146 118 087
Roy Hill Holdings Pty Ltd	123 721 077
Roy Hill Infrastructure Pty Ltd	130 249 633
Roy Hill Iron Ore Pty Ltd	123 722 036
Timeview Enterprises Pty Ltd	147 613 312
Ventnor Entertainment Services Pty Ltd	146 118 087
Westrstraint Resources Pty Ltd	009 083 783
Winform Nominees Pty Ltd	152 706 717
Wingfield Avenue Pty Ltd	065 980 181

Annexure B

This is Annexure B of 1 page referred to in Form 604 (Notice of change of interests of substantial holder) given by Mrs Georgina Hope Rinehart and Hancock Prospecting Pty Ltd and its subsidiaries.



S Jabez Huang
Company Secretary

18 June 2012

Date

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
10/04/2012 to 30/04/2012	TEPL	On-market purchases	\$16,461,228	23,211,303 shares	23,211,303
14/06/2012	WNPL	On-market purchase	\$25,200,000	42,000,000 shares	42,000,000
15/06/2012	TEPL	On-market purchase	\$44,855,937	74,759,896 shares	74,759,896
15/06/2012	WNPL	On-market purchase	\$1,817,140	3,032,105 shares	3,032,105