

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme REED RESOURCES LTD
ACN/ARSN 009 116 631

1. Details of substantial holder(1)

Name REFER TO ANNEXURE 'A'
ACN/ARSN (if applicable)

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

10/05 /2012

The previous notice was given to the company on

21/12 /2012

The previous notice was dated

21/12 /2012

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 fully paid	21,339,317	8.06	26,977,338	6.12

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
REFER TO 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
REFER TO ANNEXURE 'C'					

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
NOT APPLICABLE	

6. Addresses

The addresses of persons named in this form are:

Name	Address
REFER TO ANNEXURE 'D'	

Signature

print name

DAVID JOHN REED

capacity

Own right and as Director of Trucking Nominees Pty Ltd and Coal Holdings Pty Ltd

sign here



date 15 / 05 / 2012

DIRECTIONS

- 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.
- See the definition of "associate" in section 9 of the Corporations Act 2001.
- See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- The voting shares of a company constitute one class unless divided into separate classes.
- The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- Include details of:
 - 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
 - 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.
- 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.
- 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".
- Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**The annexure of one page marked Annexure A in Form 604,
being Notice of change of interests of substantial shareholder**

Name	ACN (if applicable)
David John Reed	-
Judith Mary Reed	-
Trucking Nominees Pty Ltd	008 911 233
Trucking Nominees Pty Ltd ATF DJ Reed Superannuation Fund	008 911 233
Coal Holdings Pty Ltd	113 687 737

**The annexure of one page marked Annexure B in Form 604,
being Notice of change of interests of substantial shareholder**

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected
8/04/2012	David John Reed	Off Market Sale	\$ 139,043.00	662,110
10/05/2012	All parties referred to in Annexure A	Acquisition under Entitlement Offer	\$ 1,260,026.20	6,300,131
10/05/2012	All parties referred to in Annexure A	Dilution as a result of Entitlement Offer	N/A	N/A

**The annexure of one page marked Annexure C in Form 604,
being Notice of change of interests of substantial shareholder**

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
David John Reed	David John Reed	David John Reed	Registered and beneficial owner	8,905,684	2.02%
Judith Mary Reed	Judith Mary Reed	Judith Mary Reed	Spouse of David John Reed	222,310	0.05%
Trucking Nominees Pty Ltd	Trucking Nominees Pty Ltd	Trucking Nominees Pty Ltd	David John Reed has a controlling interest in Trucking Nominees Pty Ltd	1,272,310	0.29%
Trucking Nominees Pty Ltd (ATF DJ Reed Super Fund)	Trucking Nominees Pty Ltd (ATF DJ Reed Super Fund)	Trucking Nominees Pty Ltd (ATF DJ Reed Super Fund)	David John Reed is a member of Superannuation Fund	15,527,034	3.52%
Coal Holdings Pty Ltd	Coal Holdings Pty Ltd	Coal Holdings Pty Ltd	David John Reed has a controlling interest in Coal Holdings Pty Ltd	1,050,000	0.24%
Current Holding				26,977,338	6.12%

**The annexure of one page marked Annexure D in Form 604,
being Notice of change of interests of substantial shareholder**

Name	Address
David John Reed	19 Avonmore Terrace COTTELSON WA 6011
Judith Mary Reed	19 Avonmore Terrace COTTELSON WA 6011
Trucking Nominees Pty Ltd	56 Ranch Road MARGINIUP WA 6065
Coal Holdings Pty Ltd	Suite 8, 295 Rokeby Road SUBIACO WA 6008