

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme Reed Resources LtdACN/ARSN 099 116 631**1. Details of substantial holder (1)**Name REFER TO ANNEXURE 'A'

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 1/11/2013**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
REFER TO ANNEXURE 'C'			

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
REFER TO ANNEXURE 'C'		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
REFER TO ANNEXURE 'C'			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
REFER TO ANNEXURE 'B'				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:


Name and ACN/ARSN (if applicable)	Nature of association
REFER TO ANNEXURE 'C'	

7. Addresses

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

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	6/11/2013

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

**The annexure of one page marked Annexure A in Form 603,
being Notice of initial 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 603,
being Notice of initial 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
5/04/2013	David John Reed	Off market purchase	\$ 650,000.00	3,250,000
5/04/2013	Trucking Nominees Pty Ltd ATF DJ Reed Superannuation Fund	Off market sale	\$ 650,000.00	- 3,250,000
12/04/2013	David John Reed	Transfer pursuant to loan arrangement	Nil cash	- 1,900,000
6/05/2013	David John Reed	Off market purchase	\$ 24,000.00	300,000
6/05/2013	Trucking Nominees Pty Ltd ATF DJ Reed Superannuation Fund	Off market sale	\$ 24,000.00	- 300,000
13/06/2013	David John Reed	Transfer pursuant to loan arrangement	Nil cash	- 2,700,000
18/06/2013	David John Reed	Transfer pursuant to loan arrangement	Nil cash	- 3,500,000
24/06/2013	Trucking Nominees Pty Ltd ATF DJ Reed Superannuation Fund	Transfer pursuant to loan arrangement	Nil cash	- 4,500,000
12/09/2013	Judith Mary Reed	Transfer pursuant to loan arrangement	Nil cash	- 2,000,000
12/09/2013	Trucking Nominees Pty Ltd ATF DJ Reed Superannuation Fund	Transfer pursuant to loan arrangement	Nil cash	- 6,000,000
1/11/2013	David John Reed	Transfer pursuant to loan arrangement	Nil cash	11,598,906
1/11/2013	Judith Mary Reed	Transfer pursuant to loan arrangement	Nil cash	2,000,000
1/11/2013	Trucking Nominees Pty Ltd ATF DJ Reed Superannuation Fund	Transfer pursuant to loan arrangement	Nil cash	10,500,000

**The annexure of one page marked Annexure C in Form 603,
being Notice of initial 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	12,701,674	2.43%
Judith Mary Reed	Judith Mary Reed	Judith Mary Reed	Spouse of David John Reed	2,487,226	0.48%
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	0.24%
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	10,610,049	2.03%
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	0.20%

Current Holding 28,121,259 5.37%

Total shares on issue 523,453,895

**The annexure of one page marked Annexure D in Form 603,
being Notice of initial 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	19 Avonmore Terrace COTTELSON WA 6011
Coal Holdings Pty Ltd	19 Avonmore Terrace COTTELSON WA 6011