HILLCREST RESOURCES LIMITED

Level 2, 23 Ventnor Ave West Perth Western Australia 6005
PO Box 587 West Perth Western Australia 6872
Tel: +61 8 9324 3266 Fax: +61 8 9324 3277
www.hillcrestresources.com.au

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To:	Company Announcements	**From:**	Alan Van Noort
Company:	Australian Stock Exchange	**Date:**	12 November 2002
Fax No:	1300 300 021	**Pages**	3 Including cover sheet
Subject:	**Notice of change of interests of substantial holder**	**File Ref:**	C:\hillcrest\ASX\ASX Covering Fax\24 05 02 Directors Notice - AVN.doc

Dear Sirs

We enclose a Notice of Change of Interests of Substantial Shareholder from Lomp Pty Ltd in relation to its shareholding in Hillcrest Resources Ltd.

The attached notice is to replace the Notice lodged in error yesterday which Notice referred to Lomp Pty Ltd's shareholding in Hallmark Consolidated Ltd. We apologise for the error.

Yours faithfully

ALAN VAN NOORT

Australian Stock Exchange
HLL000145

Form 604
Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme	HILLCREST RESOURCES LTD
ACN/ARSN	63 060 094 742

1. Details of substantial holder(1)

Name	LOMP PTY LTD
ACN (if applicable)	009 142 723

There was a change in the interests of the Substantial holder on	6 November 2002
The previous notice was given to the company on	25 October 2002
The previous notice was dated	25 October 2002

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 vote	Voting power (5)
Ordinary Shares	17,020,752	18.68%	17,597,334	19.32%

3. Change 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
6/11/02	Avanoor Pty Ltd	Purchase	$14,415	576,582	576,582

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
Lomp Pty Ltd	Lomp Pty Ltd	Lomp Pty Ltd	Beneficial Holder	14,287,360 Ord. Shares	14,287,360
Avanoor Pty Ltd	Avanoor Pty Ltd	Avanoor Pty Ltd	Beneficial Holder	3,309,974 Ord. Shares	3,309,974

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
	Alan Van Noort is a director of each of Lomp Pty Ltd and Avanoor Pty Ltd.

6. Addresses

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

Name	Address
Lomp Pty Ltd	50 Broome St, Cottesloe, WA 6011
Avanoor Pty Ltd	50 Broome St, Cottesloe, WA 6011

Signature

Print name ALAN VAN NOORT Capacity DIRECTOR

Sign here Alan Van Noort Date 12/ 11 / 2002

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 Law.

(3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Law.

(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 circumstance 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 related (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Law.

(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.