

Fax

To:	Company Announcements Office	From:	Robert Lacey
Fax to:	1300 135 638	Pages:	4
Fax from:	(03) 9653 7277	Date:	11 September 2012
Re:	Form 604		

Dear Sir/ Madam

Please find following our completed "Form 604 Notice of change of interests of substantial holder".

If you require further information please do not hesitate to contact me on (03) 9653 7250.

Yours sincerely



Robert Lacey

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holderTo Company Name/Scheme LITHEX RESOURCES LIMITEDACN/ARSN 140 316 463**1. Details of substantial holder(1)**Name SEE SCHEDULE 1

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on 7/9/12The previous notice was given to the company on 17/5/11The previous notice was dated 17/5/11**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)
<u>FULLY PAID ORDINARY</u>	<u>5,000,000</u>	<u>11.48%</u>	<u>4,573,076</u>	<u>9.81%</u>

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
<u>SEE SCHEDULE 1</u>					

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
<u>SEE SCHEDULE 1</u>					

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
N/A	

6. Addresses

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

Name	Address
SEE SCHEDULE 1	

Signature

print name

ROBERT LACEY

capacity

sign here

Robert Lacey

date 11 / 9 / 12

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.

Schedule 1 - Change of interest of substantial holder in Lillies Resources Limited

1. DETAILS OF SUBSTANTIAL HOLDER

Name: Abels Pty Ltd ATF Abels Trust (General Partner) and Sebeba Pty Ltd ATF Sebeba Trust (Limited Partner) (in partnership as HA Limited Partnership, LP)
 ACN: Abels Pty Ltd ACN 074 533 710 & Sebeba Pty Ltd ACN 074 533 743

Name: Jondies Pty Ltd ATF Jondies Trust (General Partner) and Jondies Pty Ltd ATF Jondies Trust (Limited Partner) (in partnership as JA Limited Partnership, LP)
 ACN: Jondies Pty Ltd ACN 075 809 639 & Jondies Pty Ltd ACN 075 809 648

Name: Zaceles Pty Ltd ATF Zaceles Trust (General Partner) and Zaceles Pty Ltd ATF Zaceles Trust (Limited Partner) (in partnership as ZA Limited Partnership, LP)
 ACN: Zaceles Pty Ltd ACN 075 809 728 & Zaceles Pty Ltd ACN 075 809 719

Name: Rebeles Pty Ltd ATF Rebeles Trust (General Partner) and Rebeles Pty Ltd ATF Rebeles Trust (Limited Partner) (in partnership as RA Limited Partnership, LP)
 ACN: Rebeles Pty Ltd ACN 075 809 693 & Rebeles Pty Ltd ACN 075 809 675

3. CHANGES IN RELEVANT INTERESTS

Date of Change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
7-Sep-12	Abels Pty Ltd ATF Abels Trust (General Partner) and Sebeba Pty Ltd ATF Sebeba Trust (Limited Partner) (in partnership as HA Limited Partnership, LP)	Sale of shares on the market	\$3,701.00	250,000 F.P.O shares	250,000
10-Sep-12	Abels Pty Ltd ATF Abels Trust (General Partner) and Sebeba Pty Ltd ATF Sebeba Trust (Limited Partner) (in partnership as HA Limited Partnership, LP)	Sale of shares on the market	\$7,076.86	176,924 F.P.O shares	176,924

4. PRESENT RELEVANT INTERESTS

Holder of relevant interest	Registered Holder of Securities	Person Entitled to be Registered as Holder	Class and number of securities
Abels Pty Ltd ATF Abels Trust (General Partner) and Sebeba Pty Ltd ATF Sebeba Trust (Limited Partner) (in partnership as HA Limited Partnership, LP)	Abels Pty Ltd <-JA Partnership>	Abels Pty Ltd <-JA Partnership>	553,076 fully paid ordinary shares
Jondies Pty Ltd ATF Jondies Trust (General Partner) and Jondies Pty Ltd ATF Jondies Trust (Limited Partner) (in partnership as JA Limited Partnership, LP)	Jondies Pty Ltd <-JA Partnership>	Jondies Pty Ltd <-JA Partnership>	1,250,000 fully paid ordinary shares
Zaceles Pty Ltd ATF Zaceles Trust (General Partner) and Zaceles Pty Ltd ATF Zaceles Trust (Limited Partner) (in partnership as ZA Limited Partnership, LP)	Zaceles Pty Ltd <-JA Partnership>	Zaceles Pty Ltd <-JA Partnership>	1,250,000 fully paid ordinary shares
Rebeles Pty Ltd ATF Rebeles Trust (General Partner) and Rebeles Pty Ltd ATF Rebeles Trust (Limited Partner) (in partnership as RA Limited Partnership, LP)	Rebeles Pty Ltd <-JA Partnership>	Rebeles Pty Ltd <-JA Partnership>	1,250,000 fully paid ordinary shares

5. ADDRESSES

Abels Pty Ltd ATF Abels Trust (General Partner) and Sebeba Pty Ltd ATF Sebeba Trust (Limited Partner) (in partnership as HA Limited Partnership, LP)	Level 9 South, 161 Collins Street, Melbourne, Victoria 3000
Jondies Pty Ltd ATF Jondies Trust (General Partner) and Jondies Pty Ltd ATF Jondies Trust (Limited Partner) (in partnership as JA Limited Partnership, LP)	Level 9 South, 161 Collins Street, Melbourne, Victoria 3000
Zaceles Pty Ltd ATF Zaceles Trust (General Partner) and Zaceles Pty Ltd ATF Zaceles Trust (Limited Partner) (in partnership as ZA Limited Partnership, LP)	Level 9 South, 161 Collins Street, Melbourne, Victoria 3000
Rebeles Pty Ltd ATF Rebeles Trust (General Partner) and Rebeles Pty Ltd ATF Rebeles Trust (Limited Partner) (in partnership as RA Limited Partnership, LP)	Level 9 South, 161 Collins Street, Melbourne, Victoria 3000

Print Name:

Robert Lacey

Capacity:

Sign Name:



Date: 11/09/12