

Form 605

Corporations Act 2001

Section 671B

Notice of ceasing to be a substantial holderTo Company Name/Scheme **Reed Resources Limited**ACN/ARSN **099 116 631****1. Details of substantial holder (1)**Name **RAB Special Situations (Master) Fund Limited**ACN/ARSN (if applicable) **(A Cayman Islands registered company)**The holder ceased to be a substantial holder on **18/06/2008**The previous notice was given to the company on **02/01/2008**The previous notice was dated **02/01/2008****2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
See attached schedule					

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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

4. Addresses

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

Name	Address
HSBC Custody Nominees (Australia) Limited	GPO Box 5302, Sydney NSW 2000
RAB Special Situations (Master) Fund Limited	C/O RAB Capital plc, 1 Adam Street, London, WC2N 6LE, UK

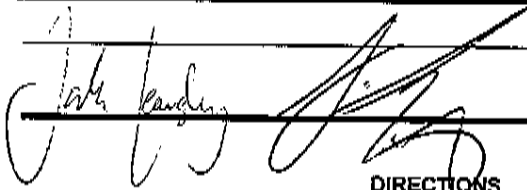
Signature

print name

JAKE LEAVESLEY SIMON GWYHER capacity

Authorized Signatories for RAB
Capital Plc for and on behalf of
RAB Special Situations (Master)
Fund Limited

sign here



date 14/01/2009

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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Schedule to Form 605 in respect of Reed Resources Limited

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
16/04/2008	RAB Special Situations (Master) Fund Limited	Purchase of 500,000 shares	A\$375,198.90 paid	500,000 ordinary shares	RAB Special Situations (Master) Fund Limited
17/04/2008	RAB Special Situations (Master) Fund Limited	Purchase of 409,060 shares	A\$327,882.42 paid	409,060 ordinary shares	RAB Special Situations (Master) Fund Limited
18/04/2008	RAB Special Situations (Master) Fund Limited	Purchase of 211,961 shares	A\$169,907.93 paid	211,961 ordinary shares	RAB Special Situations (Master) Fund Limited
21/04/2008	RAB Special Situations (Master) Fund Limited	Purchase of 76,127 shares	A\$61,880.10 paid	76,127 ordinary shares	RAB Special Situations (Master) Fund Limited
22/04/2008	RAB Special Situations (Master) Fund Limited	Purchase of 171,677 shares	A\$145,374.92 paid	171,677 ordinary shares	RAB Special Situations (Master) Fund Limited
23/04/2008	RAB Special Situations (Master) Fund Limited	Purchase of 145,439 shares	A\$123,870.39 paid	145,439 ordinary shares	RAB Special Situations (Master) Fund Limited
24/04/2008	RAB Special Situations (Master) Fund Limited	Purchase of 320,000 shares	A\$282,163.20 paid	320,000 ordinary shares	RAB Special Situations (Master) Fund Limited
05/05/2008	RAB Special Situations (Master) Fund Limited	Purchase of 930 shares	A\$820.04 paid	930 ordinary shares	RAB Special Situations (Master) Fund Limited

06/05/2008	RAB Special Situations (Master) Fund Limited	Purchase of 44 shares	A\$38.80 paid	44 ordinary shares	RAB Special Situations (Master) Fund Limited
09/05/2008	RAB Special Situations (Master) Fund Limited	Sale of 74,956 shares	A\$68,073.54 received	74,956 ordinary shares	RAB Special Situations (Master) Fund Limited
14/05/2008	RAB Special Situations (Master) Fund Limited	Sale of 499,319 shares	A\$448,488.33 received	499,319 ordinary shares	RAB Special Situations (Master) Fund Limited
29/05/2008	RAB Special Situations (Master) Fund Limited	Sale of 100,241 shares	A\$103,041.73 received	100,241 ordinary shares	RAB Special Situations (Master) Fund Limited
02/06/2008	RAB Special Situations (Master) Fund Limited	Sale of 39,987 shares	A\$41,104.24 received	39,987 ordinary shares	RAB Special Situations (Master) Fund Limited
06/06/2008	RAB Special Situations (Master) Fund Limited	Sale of 3,000,000 shares	A\$2,844,300 received	3,000,000 ordinary shares	RAB Special Situations (Master) Fund Limited
11/06/2008	RAB Special Situations (Master) Fund Limited	Sale of 250,000 shares	A\$269,609.70 received	250,000 ordinary shares	RAB Special Situations (Master) Fund Limited
16/06/2008	RAB Special Situations (Master) Fund Limited	Sale of 750,000 shares	A\$785,925 received	750,000 ordinary shares	RAB Special Situations (Master) Fund Limited
18/06/2008	RAB Special Situations (Master) Fund Limited	Sale of 393,000 shares	A\$419,668.98 received	393,000 ordinary shares	RAB Special Situations (Master) Fund Limited