

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Behome Lefroy Resources Limited
 ACN/ARBN 107 118 678

1. Details of substantial holder (1)

Name Thomas Kelly
 ACN/ARBN (if applicable) _____

There was a change in the interests of the substantial holder on 04/07/2007
 The previous notice was given to the company on 11/05/2004
 The previous notice was dated 11/05/2004

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 Shares	2,957,001	6.24%	4,266,473	6.87%

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
04/07/2007	Apnea Holdings Pty Ltd	On Market Trade	\$201,000 approx	1,000,000 Ord Fully Paid Shares	1,000,000 Ord Fully Paid Shares

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 (9)	Class and number of securities	Person's votes
Apnea Holdings Pty Ltd	Apnea Holdings Pty Ltd	Apnea Holdings Pty Ltd	Director and Beneficiary	3,769,975 Ord Fully Paid Shares	3,769,975
Syzygy Holdings Pty Ltd	Syzygy Holdings Pty Ltd	Syzygy Holdings Pty Ltd	Director and Beneficiary	552,500 Ord Fully Paid Shares	552,500