FORM 604

Corporations Act 2001 Section 671B

NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER

To: Company Name/Scheme AUQ - Alara Resources Limited

ACN/ARSN 122 892 719

1. Details of Substantial Holder(1)

Name Acorn Capital Limited

ACN/ARSN (if applicable) 082 694 531

There was a change in the interests of the

19/02/2013

substantial holder on

The previous notice was given to the company on

12/09/2012

The previous notice was dated

12/09/2012

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	18,329,119	8.71%	26,569,619	10.98%	

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
12-Sep-2012 to 19-Feb-2013	Acom Capital Limited	Purchase	\$1,625,267.50	8,240,500	8,240,500

4. Present relevant interests

Particulars of each relevant interests 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	Nature of relevant interest	Class and Number of Securities	Person's Votes
Catholic Superannuation Fund	National Nominees			1,532,100	1,532,100
Auscoal Superannuation Fund	JP Morgan Chase	İ		2,656,151	2,656,151
Queensland Local Government Superannuation	JP Morgan Chase			2,830,926	2,830,926
Commonwealth Super Corporation	HSBC Custody			3,172,000	3,172,000
Health Super	JP Morgan Chase			4,996,242	4,996,242
UniSuper	National Nominees			5,500,000	5,500,000
Sunsuper Fund	HSBC Custody			5,882,200	5,882,200

5. Changes in Associates

The persons who have become associates (2) of, ceased to be associates, or have change 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)	Name of Association

6. Addresses

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

Name	Address
All Relevant Holders	C/O Acorn Capital Limited, Level 12, 90 Collins Street, Melbourne Victoria 3000

Print Name PAUL PALUMBO Capacity Portfolio Manager

Sign Here Date 20/02/2013