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FACSIMILE TRANSMISSION

TO: Company Announcements Platform
COMPANY: Australian Securities Exchange
FAX NUMBER: 1300135638
FROM: Jay Newby
SUBJECT: Form 604 – Notice of Change of Interests of Substantial Shareholding
DATE: 6 July 2012
REF:
PAGES: 5

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Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **Fairfax Media Limited**ACN/ARSN **008 663 161****1. Details of substantial holder (1)**Name Mrs Georgina Hope Rinehart and Hancock Prospecting Pty Ltd (HPPL) and subsidiaries of HPPL as set out in Annexure A (referred to together as the **HPPL Group**)ACN (if applicable) **008 676 417**There was a change in the interests of the substantial holder on **05 / 07 / 2012**The previous notice was given to the company on **18 / 06 / 2012**The previous notice was dated **18 / 06 / 2012****2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interest 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 | 439,005,664 | 18.67% | 352,455,664 | 14.99% |
| | | | | |

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 |
|----------------|--|----------------------|---|---|-------------------------|
| | Refer Annexure B | | | | |
| | | | | | |

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 |
|-----------------------------|-------------------------------------|--|---|--------------------------------|----------------|
| The HPPL Group | Timeview Enterprises Pty Ltd (TEPL) | TEPL | Pursuant to sections 608(1)(b), 608(1)(c) or 608(3)(b) of the Corporations Act or as associates | 328,382,124 | 328,382,124 |
| | Harrine Investments Pty Ltd (HIPL) | HIPL | Pursuant to sections 608(1)(b), 608(1)(c) or 608(3)(b) of the Corporations Act or as associates | 24,073,540 | 24,073,540 |
| | | | | | |

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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 |
|------------------------------|-----------------------|
| Not applicable | |
| | |

6. Addresses

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

| Name | Address |
|-------------------------------|---|
| All members of the HPPL Group | Level 3, 28-42 Ventnor Avenue, West Perth, 6005 |
| | |

Signature

print name Jay Newby

capacity Secretary

sign here

date 06/07/2012

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.

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Annexure A

This is Annexure A of 1 page referred to in Form 604 (Notice of change of interests of substantial holder) given by Mrs Georgina Hope Rinehart and Hancock Prospecting Pty Ltd and its subsidiaries.

06 July 2012

Jay Newby
Company Secretary

Date

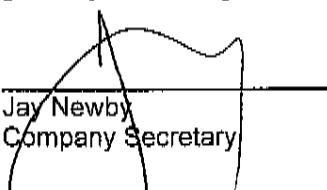
| ENTITY NAME | AUSTRALIAN COMPANY NUMBER |
|---|---------------------------|
| Hancock Prospecting Pty Ltd | 008 676 417 |
| Auster Investments Pty Ltd | 076 430 503 |
| Bluelink Nominees Pty Ltd | 152 873 660 |
| Central Pilbara Holdings Pty Ltd | 132 394 168 |
| Central Pilbara North Iron Ore Pty Ltd | 132 394 480 |
| Central Pilbara South Iron Ore Pty Ltd | 132 394 471 |
| Dinarl Pty Ltd | NI 149/71 |
| Ethel Creek Iron Ore Pty Ltd | 132 394 140 |
| Gayna Park Pty Ltd | 009 294 722 |
| Georgina Hancock (1965) Pty Ltd | 008 696 884 |
| Hancock Energy Pty Ltd | 130 249 624 |
| Hancock Exploration Management Services Pty Ltd | 127 071 836 |
| Hancock Manganese Pty Ltd | 131 992 277 |
| Hancock Minerals Pty Ltd | 057 326 824 |
| Harrine Finance Pty Ltd | 142 927 900 |
| Harrine Holdings Pty Ltd | 154 124 204 |
| Harrine Investments Pty Ltd | 145 852 991 |
| Hedland Holdings Pty Ltd | 142 021 770 |
| Hope Downs Iron Ore Pty Ltd | 071 514 308 |
| Hope Downs Management Services Pty Ltd | 081 380 930 |
| HPPL Pastoral Properties Pty Ltd | 078 739 956 |
| Harrine Holdings (Singapore) Pte Ltd | 201205256K |
| Harrine Investments (Singapore) Pte Ltd | 201205627C |
| Harrine Properties (Singapore) Pte Ltd | 201206274K |
| Hancock (Singapore) Pte Ltd | 201002780Z |
| Jasmin Walk Pty Ltd | 149 227 485 |
| Lake Vista Pty Ltd | 152 873 679 |
| Langford Investments Pty Ltd | 062 582 601 |
| Marillana Iron Ore Pty Ltd | 132 394 159 |
| Minerals Australia Pty Ltd | 124 475 538 |
| Mulga Downs Iron Ore Pty Ltd | 080 659 150 |
| Mulga Downs Pty Ltd | 057 326 815 |
| Nicholas Downs Pty Ltd | 131 992 295 |
| Outram (SPV) Pty Ltd | 115 004 147 |
| Pastoral Properties Australia Pty Ltd | 152 743 523 |
| Queensland Coal Investments Pty Ltd | 144 920 187 |
| Queensland Resource Properties Pty Ltd | 146 118 087 |
| Roy Hill Holdings Pty Ltd | 123 721 077 |
| Roy Hill Infrastructure Pty Ltd | 130 249 633 |
| Roy Hill Iron Ore Pty Ltd | 123 722 038 |
| Timeview Enterprises Pty Ltd | 147 613 312 |
| Ventnor Entertainment Services Pty Ltd | 146 118 087 |
| Westraint Resources Pty Ltd | 009 083 783 |
| Winform Nominees Pty Ltd | 152 706 717 |
| Wingfield Avenue Pty Ltd | 065 980 181 |

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Annexure B

This is Annexure B of 1 page referred to in Form 604 (Notice of change of interests of substantial holder) given by Mrs Georgina Hope Rinehart and Hancock Prospecting Pty Ltd and its subsidiaries.

6 July 2012


 Jay Newby
 Company Secretary

 Date

| 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 |
|--------------------------|--|----------------------|---|---|-------------------------|
| 27/06/2012 to 05/07/2012 | FEPL | On-market sale | \$24,078,879 | 41,517,895 shares | 41,517,895 |
| 05/07/2012 | Winform Nominees Pty Ltd | On-market sale | \$26,118,620 | 45,032,105 shares | 45,032,105 |

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