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FORM 604 – NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER

The following form is lodged:

- Form 604 – Abbotsleigh Pty Ltd

For further information regarding this announcement, contact:

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ALLIANCE RESOURCES LIMITED

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About Alliance Resources

Further information relating to the Company and its various exploration projects can be found on the Company's website at www.allianceresources.com.au.

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **Alliance Resources Limited**
ACN/ARSN **063 293 336**

1. Details of substantial holder⁽¹⁾

Name **Abbotsleigh Pty Ltd**
ACN/ARSN **005 612 377**

There was a change in the interests of the substantial holder on **03/06/09 and 02/07/2009**
The previous notice was given to the company on **28/10/2008**
The previous notice was dated **28/10/2008**

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	87,875,150	32.09%	87,875,150	26.74%^{(A)(B)}
U/L Op Ex \$1.60	1,000,000	N/A	1,000,000	N/A

(A) – Voting Power decrease due to Share Placements & Rights Issue Announced to the ASX on 26 May 2009. Share Placement allotment on 3 June 2009 and Rights Issue allotment on 2 July 2009.

(B) – Subsequent to the Rights Issue, the Company placed the Rights Issue Shortfall (“Shortfall Placement”). Abbotsleigh Pty Ltd participated in the Shortfall Placement. The Shortfall Placement to Abbotsleigh will be subject to regulatory and/or share holder approval. The total shares on issue used in the Voting Power % excludes the Shortfall Placement.

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
03/06/09 & 02/07/09	Abbotsleigh P/L	Share Placement & Rights Issue	N/A	Nil - Ordinary Shares	26.74%

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holders 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
Abbotsleigh Pty Ltd	Abbotsleigh Pty Ltd	Abbotsleigh Pty Ltd	S/Holder	87,875,150 Ord Shares	26.74%
Abbotsleigh Pty Ltd	Abbotsleigh Pty Ltd	Abbotsleigh Pty Ltd	U/L Ops – Ex \$1.60	1,000,000 U/L Options	N/A

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

6. Addresses

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

Name	Address
Abbotsleigh Pty Ltd	Suite 3, 51-55 City Rd, Southbank, VIC, 3006

Signature

Print Name	Ian Pamensky	Capacity	Manager Finance & Business Development
Sign Here		Date	03/07/2009

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 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.