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MARKET ANNOUNCEMENT

Completion of Tranche 2 \$23.76 Million Share Placement and Updated Top 20 Shareholders

Alara Resources Limited is pleased to confirm that it has completed a \$23.76 million placement of 66 million shares at \$0.36 per share to a range of professional and institutional clients of Petra Capital Pty Ltd.

This completes Tranche 2 of a \$30.24 million / 84 million shares capital raising announced by the Company on 14 April 2011¹.

Tranche 2 of 66 million shares was subject to shareholder approval which was obtained at a general meeting held on 26 May 2011.

An updated Shareholder Distribution Schedule and Top 20 Shareholders' Listing is attached to this market announcement.

Further information:

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¹ Refer Alara market announcements dated 14 April 2011 and entitled "[Completion of \\$30 Million Capital Raising](#)"



DISTRIBUTION OF ORDINARY FULLY PAID SHARES

Spread	of	Holdings	Number of Holders	Number of Units	% of Total Issue Capital
1	-	1,000	1,242	498,109	0.237
1,001	-	5,000	413	1,001,602	0.476
5,001	-	10,000	273	2,342,625	1.113
10,001	-	100,000	520	18,120,938	8.608
100,001	-	and over	126	188,544,226	89.567
Total			2,574	210,507,500	100%

TOP 20 ORDINARY FULLY PAID SHAREHOLDERS

Rank	Shareholder	Total Shares	% Issued Capital
1	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	24,307,436	
	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED-GSCO ECA	10,582,382	
	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 3	25,351	
	Subtotal	34,915,169	16.586%
2	J P MORGAN NOMINEES AUSTRALIA LIMITED	30,945,148	
	JP MORGAN NOMINEES AUSTRALIA LIMITED <CASH INCOME A/C>	3,255,919	
	Subtotal	34,201,067	16.247%
3	NATIONAL NOMINEES LIMITED	28,453,589	13.517%
4	CITICORP NOMINEES PTY LIMITED	20,977,554	
	CITICORP NOMINEES PTY LIMITED <CWLTH BANK OFF SUPER A/C>	320,000	
	Subtotal	21,297,554	10.117%
5	RBC DEXIA INVESTOR SERVICES AUSTRALIA NOMINEES PTY LIMITED <BKCUST A/C>	8,374,743	
	RBC DEXIA INVESTOR SERVICES AUSTRALIA NOMINEES PTY LIMITED <MLCI A/C>	30,962	
	RBC DEXIA INVESTOR SERVICES AUSTRALIA NOMINEES PTY LIMITED <NMSMT A/C>	3,365	
	Subtotal	8,409,070	3.995%
6	ORION EQUITIES LIMITED	7,332,744	3.483%
7	BENTLEY CAPITAL LIMITED	4,000,000	1.900%
8	UBS NOMINEES PTY LTD	3,397,129	
	UBS NOMINEES PTY LTD <TP00014 15 A/C>	1,762	
	Subtotal	3,398,891	1.615%
9	MRS LINDA SALA TENNA AND MRS LISA SHALLARD	2,700,000	1.283%
10	GWYNVILL TRADING PTY LTD	2,664,605	1.266%
11	COGENT NOMINEES PTY LIMITED	2,419,400	1.149%
12	MR PETER KELVIN RODWELL	2,000,000	0.950%
13	THORPE ROAD NOMINEES PTY LTD <IAN TREGONING FAMILY 2 A/C>	1,772,794	0.842%
14	FLANNERY FOUNDATION PTY LTD <THE FLANNERY FOUNDATION A/C>	1,497,649	0.711%
15	EXELMONT PTY LTD	1,294,888	0.615%
16	KATANA ASSET MANAGEMENT LTD	1,180,000	0.561%
17	MR ROBERT SPADANUDA <SUPER FUND A/C>	1,140,000	0.542%
18	BLUEFLAG HOLDINGS PTY LTD <THE BLUEFLAG A/C>	1,053,000	0.500%
19	MRS FELICITY CLAIRE KOEKOEK	1,000,000	0.475%
20	COVELANE GOLD COAST PTY LTD <COVELANE SUPER FUND A/C>	929,561	0.442%
Total		161,659,981	76.795%