

**Form 604**  
Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Shaw River Manganese Limited (Shaw)

ACN/ARSN 121 511 868

### 1. Details of substantial holder (1)

Name Atlas Iron Limited (Atlas)

ACN/ARSN (if applicable) 110 396 168

This notice is given by Atlas Iron Limited on behalf of itself and each controlled body corporate named in Annexure A ("Atlas Associates").

There was a change in the interests of the substantial holder on

20/02/2015

The previous notice was given to the company on

15/08/2014

The previous notice was dated

15/08/2014

### 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)
Fully paid ordinary shares	395,308,183	43.76%	197,654,091	21.88%

### 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
20/02/2015	Atlas	Sale of 21.88% of Atlas' relevant interest in Shaw	\$691,789.32	197,654,092 ordinary shares	197,654,092

### 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
Atlas	Atlas	Atlas	See Shaw announcement dated 16/02/15	197,654,091 ordinary shares	197,654,091

### 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
Each of the Atlas Associates	Atlas is the ultimate holding company of each of the Atlas Associates

## 6. Addresses

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

Name	Address
Atlas	Level 18, Raine Square, 300 Murray Street, Perth WA 6000
Atlas Associates	See Annexure A

## Signature

print name Yasmin Broughton

capacity Company Secretary

sign here

date 24/02/2015

## 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 on 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.

**Atlas Iron Limited ACN 110 396 168**

**Annexure A  
Atlas Associates**

**This is the annexure of 1 page marked "A" referred to in the Form 604, notice of change of interests of substantial holder signed by me and dated 24/02/2015.**

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Yasmin Broughton – Company Secretary

<b>Name</b>	<b>ACN</b>	<b>Address</b>
Atlas Operations Pty Ltd	122 835 947	Level 18, Raine Square, 300 Murray St, Perth WA 6000
St George Magnetite Pty Ltd	122 999 044	Level 18, Raine Square, 300 Murray St, Perth WA 6000
Mt Gould Minerals Pty Ltd	118 341 147	Level 18, Raine Square, 300 Murray St, Perth WA 6000
Weld Range Iron Ore Pty Ltd	118 340 686	Level 18, Raine Square, 300 Murray St, Perth WA 6000
Tiziflower Investment Inc	N/A	8th Floor, Capital Plaza Building, Roberto Motta Ave & Costa del Este Ave, Panama City, Panama
Jakkitower Enterprises SA	N/A	8th Floor, Capital Plaza Building, Roberto Motta Ave & Costa del Este Ave, Panama City, Panama
Warwick Resources Pty Ltd	063 506 963	Level 18, Raine Square, 300 Murray St, Perth WA 6000
Aurox Resources Pty Ltd	106 793 560	Level 18, Raine Square, 300 Murray St, Perth WA 6000
Ferro Minerals Australia Pty Ltd	113 996 106	Level 18, Raine Square, 300 Murray St, Perth WA 6000
Atlas America Finance Inc	N/A	State of Delaware, 1209 Orange Street, City of Wilmington, County of New Castle 19801, United States of America
Atlas Pty Ltd	161 762 116	Level 18, Raine Square, 300 Murray St, Perth WA 6000
Giralia Resources Pty Ltd	009 218 204	Level 18, Raine Square, 300 Murray St, Perth WA 6000
Tallering Resources Pty Ltd	077 183 165	Level 18, Raine Square, 300 Murray St, Perth WA 6000
Minera Atacamena Limited	N/A	Avenida Andrés Bello 2711, oficina 1701, comuna de Las Condes, Santiago, Chile
Wheelbarrow Prospecting Pty Ltd	118 926 613	Level 18, Raine Square, 300 Murray St, Perth WA 6000
Carlinga Mining Pty Ltd	077 264 487	Level 18, Raine Square, 300 Murray St, Perth WA 6000
FerrAus Pty Ltd	097 422 529	Level 18, Raine Square, 300 Murray St, Perth WA 6000
Ferraus Manganese Pty Ltd	147 298 940	Level 18, Raine Square, 300 Murray St, Perth WA 6000
South East Pilbara Assets Pty Ltd	152 057 022	Level 18, Raine Square, 300 Murray St, Perth WA 6000
Australian Manganese Pty Ltd	100 061 854	Level 18, Raine Square, 300 Murray St, Perth WA 6000