



CLIFFS ASIA PACIFIC IRON ORE PTY LTD
ABN 46 001 892 995
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Postal Address: GPO Box W2017, Perth, WA 6846

18 June 2013

BY FACSIMILIE: 1300 135 638

(5 pages in total)

The Announcements Officer
Australian Stock Exchange (Sydney) Limited
Exchange Centre
20 Bridge Street
Sydney, NSW 2000

Dear Sir

Please find attached an announcement re a dilution of shareholdings in Pluton Resources Limited.

Yours faithfully

A handwritten signature in black ink, appearing to read "Traci L Forrester".

Traci L Forrester
Company Secretary
Cliffs Natural Resources Iron Ore Pty Ltd

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Pluton Resources Limited

ACN/ARSN 12 114 561 732

1. Details of substantial holder (1)

Name Cliffs Natural Resources Inc and each of the group entities listed on page 2 of Annexure A (each a Cliffs Group Entity)

ACN/ARSN (if applicable) _____

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

14/6/2013

The previous notice was given to the company on

23/2/2012

The previous notice was dated

23/2/2012

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)
Fully Paid Ordinary	19,462,200	8.37%	18,031,585	7.31%

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
23/2/2012	Cliffs Asia Pacific Iron Ore Pty Ltd (Cliffs)	Sale by Cliffs of PLV shares on the open market	Various prices received on the open market	1,430,615 Fully paid ordinary	1,430,615 Fully paid ordinary
See Annexure A				As above	As above

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
See Annexure A		Cliffs Asia Pacific Iron Ore Pty Ltd	As above in item (3)	18,031,585	18,031,585

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:

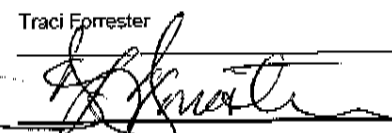
Name and ACN/ARSN (if applicable)	Nature of association
n/a	

6. Addresses

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

Name	Address
Each Cliffs Group Entity	c/- Level 12, The Quadrant, 1 William St, Perth WA 6000

Signature

print name	Traci Forrester	capacity	Company Secretary
sign (here)		date	18 /6/2013

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.

Annexure A

Pluton Resources Limited (ACN 114 561 732)

Cliffs Associates

This is **Annexure A** of 2 pages referred to in the Form 604 (Notice of change of interests of substantial holder) signed by me and dated 18 June 2013.



Traci L Forrester

Company Secretary,

Cliffs Asia Pacific Iron Ore Pty Ltd

ANNEXURE A P.2

SIGNIFICANT SUBSIDIARIES
CLIFFS NATURAL RESOURCES INC. AS OF DECEMBER 31, 2012

Name	Cliffs' Effective Ownership	Place of Incorporation
Cleveland-Cliffs International Holding Company	100%	Delaware, USA
Cliffs (Gibraltar) Holdings Limited	100%	Gibraltar
Cliffs (Gibraltar) Holdings Limited Luxembourg S.C.S.	100%	Luxembourg
Cliffs (Gibraltar) Limited	100%	Gibraltar
Cliffs Asia Pacific Iron Ore Holdings Pty Ltd	100%	Australia
Cliffs Asia Pacific Iron Ore Pty Ltd	100%	Australia
Cliffs Canada Finance Inc.	100%	Ontario, Canada
Cliffs Greene B.V.	100%	The Netherlands
Cliffs Minnesota Mining Company	100%	Delaware, USA
Cliffs Natural Resources Holdings Pty Ltd	100%	Australia
Cliffs Natural Resources Luxembourg S.a.r.l.	100%	Luxembourg
Cliffs Natural Resources Pty Ltd	100%	Australia
Cliffs Netherlands B.V.	100%	The Netherlands
Cliffs Quebec Iron Mining Limited	100%	Canada
Cliffs TIOP, Inc.	100%	Michigan, USA
Cliffs UTAC Holding LLC	100%	Delaware, USA
Northshore Mining Company	100%	Delaware, USA
The Bloom Lake Iron Ore Mine Limited Partnership	75%	Quebec, Canada
The Cleveland-Cliffs Iron Company	100%	Ohio, USA
Tilden Mining Company L.C.	85%	Michigan, USA
United Taconite LLC	100%	Delaware, USA