

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

## Notice of change of interests of substantial holder

To Company Name/Scheme FerrAus Limited (**FerrAus**)

ACN/ARSN 097 422 529

This notice is given by Atlas Iron Limited ACN 110 396 168 on behalf of itself and each of its controlled bodies corporate (**Atlas Associates**) named in the list of 1 page annexed to this notice and marked A.

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

Name Atlas Iron Limited (**Atlas**)

ACN/ARSN (if applicable) 110 396 168

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

21/09/2011

The previous notice was given to the company on

20/09/2011

The previous notice was dated

20/09/2011

### 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	342,523,836	83.77%	388,218,295	94.95%

### 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
20/09/2011	Atlas and Atlas Associates	Acquisition of relevant interest in ordinary shares in FerrAus arising upon acceptances of Atlas's offer dated 5 September 2011 contained in the Bidder's Statement dated 5 September 2011 ( <b>Offer</b> )	1 Atlas share for every 4 FerrAus shares, subject to the terms of the Offer	45,694,459 ordinary shares	45,694,459

### 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 and Atlas Associates	Various offerees who have accepted the Offer	Atlas, subject to the terms of the Offer	Relevant interest under section 608(1) of the Corporations Act 2001 ( <i>Cth</i> ) ( <b>Corporations Act</b> ) as a result of acceptances under the Offer	228,932,356 ordinary shares	228,932,356
Atlas and Atlas Associates	Atlas	Atlas	Relevant interest under section 608(1)(a) of the Corporations Act as disclosed in the notice given by Atlas and the Atlas Associates to FerrAus dated 31 August 2011.	159,285,939 ordinary shares	159,285,939

## 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:

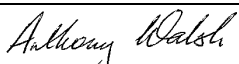
Name and ACN/ARSN (if applicable)	Nature of association
Each of the Atlas Associates	Atlas is the ultimate holding company of each of the Atlas Associates listed in Annexure A. Each of the Atlas Associates is therefore an associate under section 12(2)(a) of the Corporations Act.

## 6. Addresses

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

Name	Address
Atlas	Alluvion', Level 9, 54-58 Mounts Bay Road, Perth WA 6000
Atlas Associates	See Annexure A.

## Signature

print name	Anthony M Walsh	capacity	Company Secretary
sign here		date	21/09/2011

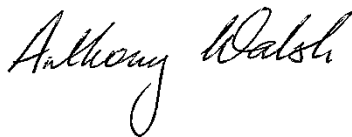
## DIRECTIONS

- (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 21/09/2011.



Anthony M Walsh – Company Secretary

Name	ACN	Address
Atlas Operations Pty Ltd	122 835 947	'Alluvion', Level 9, 54-58 Mounts Bay Road, Perth WA 6000
St George Magnetite Pty Ltd	122 999 044	'Alluvion', Level 9, 54-58 Mounts Bay Road, Perth WA 6000
Mt Gould Minerals Pty Ltd	118 341 147	'Alluvion', Level 9, 54-58 Mounts Bay Road, Perth WA 6000
Weld Range Iron Ore Pty Ltd	118 340 686	'Alluvion', Level 9, 54-58 Mounts Bay Road, 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	'Alluvion', Level 9, 54-58 Mounts Bay Road, Perth WA 6000
Aurox Resources Pty Ltd	106 793 560	'Alluvion', Level 9, 54-58 Mounts Bay Road, Perth WA 6000
Ferro Minerals Australia Pty Ltd	113 996 106	'Alluvion', Level 9, 54-58 Mounts Bay Road, Perth WA 6000
Giralia Resources Pty Ltd	009 218 204	'Alluvion', Level 9, 54-58 Mounts Bay Road, Perth WA 6000
Tallering Resources Pty Ltd	077 183 165	'Alluvion', Level 9, 54-58 Mounts Bay Road, Perth WA 6000
MineraAtacamena Limited	N/A	Avenida Andrés Bello 2711, oficina 1701, comuna de Las Condes, Santiago, Chile
Wheelbarrow Prospecting Pty Ltd	118 926 613	'Alluvion', Level 9, 54-58 Mounts Bay Road, Perth WA 6000
PM Gold Asia Pty Ltd	137 335 383	'Alluvion', Level 9, 54-58 Mounts Bay Road, Perth WA 6000
Carlinga Mining Pty Ltd	077 264 487	'Alluvion', Level 9, 54-58 Mounts Bay Road, Perth WA 6000