

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Giralia Resources NL

ACN/ARSN 009 218 204

This notice is given by Atlas Iron Limited 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

ACN/ARSN (if applicable) 110 396 168

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

25/02/2011

The previous notice was given to the company on

25/02/2011

The previous notice was dated

25/02/2011

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 | 167,002,074 | 91.22% | 168,922,606 | 92.26% |

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 |
|----------------|---|--|--|---|-------------------------|
| 25/02/2011 | Atlas Iron Limited and Atlas Associates | Acquisition of relevant interest in ordinary shares in Giralia Resources NL arising upon acceptances of Atlas Iron Limited's offer dated 12 January 2011 ("Offer") contained in the Bidder's Statement dated 7 January 2011. | 1.5 Atlas Iron Limited shares or 1.33 Atlas Iron Limited shares plus \$0.50 cash for every Giralia Resources NL share, subject to the terms of the Offer | 1,920,532 ordinary shares | 1,920,532 |

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 Iron Limited and Atlas Associates | Various holders of Giralia Resources NL shares who have accepted the Offer | Atlas Iron Limited, subject to the terms of the Offer | Relevant interest under section 608(1) of the Corporations Act as a result of acceptances of the Offer | 168,922,606 ordinary shares | 168,922,606 |

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 |
|---------------------------|--|
| Atlas Iron Limited | Ground Floor, 10 Richardson Street, WEST PERTH WA 6005 |
| Atlas Associates | See Annexure A |

Signature

print name Anthony M. Walsh

capacity Company Secretary

sign here



date 25/02/2011

DIRECTIONS

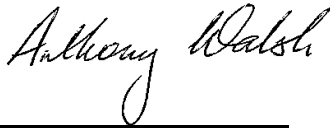
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially 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 pages marked "A" referred to in the Form 604, Notice of change of interest of substantial holder signed by me and dated 25/02/2011.



Anthony M. Walsh – Company Secretary

| Name | ACN/ARSN | Address |
|--------------------------------|-----------------|---|
| Atlas Operations Pty Ltd | ACN 122 835 947 | Ground Floor, 10 Richardson Street, WEST PERTH WA 6005 |
| St George Magnetite Pty Ltd | ACN 122 999 044 | Ground Floor, 10 Richardson Street, WEST PERTH WA 6005 |
| Mt Gould Minerals Pty Ltd | ACN 118 341 147 | Ground Floor, 10 Richardson Street, WEST PERTH WA 6005 |
| Weld Range Iron Ore Pty Ltd | ACN 118 340 686 | Ground Floor, 10 Richardson Street, WEST PERTH WA 6005 |
| Tiziflower Investment Inc | N/A | 8th Floor, Capital Plaza Building, Roberto Motta Ave& Costa del Este Ave, Panama City, Panama, Republic of Panama, Panama |
| Jakkitower Enterprises SA | N/A | 8th Floor, Capital Plaza Building, Roberto Motta Ave& Costa del Este Ave, Panama City, Panama, Republic of Panama, Panama |
| Warwick Resources Pty Ltd | ACN 063 506 963 | Ground Floor, 10 Richardson Street, WEST PERTH WA 6005 |
| Aurox Resources Ltd | ACN 106 793 560 | Ground Floor, 10 Richardson Street, WEST PERTH WA 6005 |
| Ferro Metals Australia Pty Ltd | ACN 113 996 106 | Ground Floor, 10 Richardson Street, WEST PERTH WA 6005 |