

JOHNSON WINTER & SLATTERY  
L A W Y E R S

Partner: Richard McMullan  
Email: richard.mcmullan@jws.com.au  
Associate: Tom Barrett  
Email: tom.barrett@jws.com.au  
Our Ref: A1073  
Your Ref:  
Doc ID: 65496179.1  
Pages: 3

10 December 2013

Market Announcements Office  
Australian Securities Exchange  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

**BY FACSIMILE**

**FAX NUMBER 1300 135 638**

**Kogi Iron Ltd – ASX Code KFE: ASIC Form 604 Notice of change of interests of substantial holder**

We act for TGP Australia Ltd ACN 114 062 038 (“TGP”), who is a substantial holder in Kogi Iron Limited ACN 001 894 033 (ASX Code: KFE) (“Kogi”).

In accordance with section 671B of the *Corporations Act 2001* (Cth), TGP lodges with the ASX the attached Form 604 – Notice of change of interests of substantial holder in relation to a movement of at least 1% of TGP’s holding in Kogi.

Yours sincerely

*Johnson Winter & Slattery*

Level 4, Westralia Plaza, 167 St Georges Terrace  
PERTH WA 6000  
T +61 8 6216 7222 | F +61 8 6216 7200

[www.jws.com.au](http://www.jws.com.au)

SYDNEY | PERTH | MELBOURNE | BRISBANE | ADELAIDE

Liability limited by a scheme approved under Professional Standards Legislation (Australia-wide except in Tasmania)

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Kogi Iron LimitedACN/ARSN 001 894 033**1. Details of substantial holder(1)**Name TGP Australia LimitedACN/ARSN (if applicable) 114 062 038There was a change in the interests of the  
substantial holder on 04/12/2013The previous notice was given to the company  
on 26/11/2013The previous notice was dated 25/11/2013**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) |
| Ordinary shares         | 85,766,667      | 28.03%           | 85,766,667     | 26.79%           |
|                         |                 |                  |                |                  |

**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 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 |
|----------------|--|---|---|---|-------------------------|
| 04/12/13       | TGP Australia Limited                  | Issue of new share capital by Kogi Iron Ltd | Nil   | 85,766,667 ordinary shares              | 85,766,667              |
|                |  |   |   |   |                         |
|                |  |   |   |   |                         |

**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 |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
| TGP Australia Limited       | TGP Australia Limited           | N/A  | Registered holder of shares     | 85,766,667 ordinary shares     | 85,766,667     |
|                             |                                 |  |                                 |                                |                |
|                             |                                 |  |                                 |                                |                |

**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:

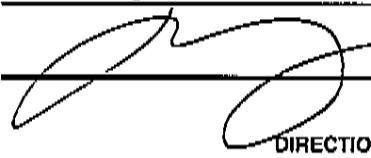
| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A                               |                       |
|                                   |                       |

**6. Addresses**

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

| Name                  | Address   |
|-----------------------|---|
| TGP Australia Limited | c/- Accru Page Kirk & Jennings<br>Level 2, 52 Kings Park Road<br>West Perth WA 6005 |
|                       |   |

**Signature**

print name IAN D. WHITELEY capacity DIRECTOR  
 sign here  date 10/12/13

**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 of 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.