

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Aztec Resources Limited (**Aztec**)

ACN/ARSN 078 548 562

1. Details of substantial holder (1)

Name Mount Gibson Iron Limited (**MGI**) and each of its controlled bodies corporate (**MGI Subsidiaries**) detailed in Annexure A

ACN (if applicable) 008 670 817

There was a change in the interests of the substantial holder on 31/10/2006

The previous notice was given to the company on 24/10/2006

The previous notice was dated 24/10/2006

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interest 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 | 347,732,038 | 31.00%(based on 1,121,129,555 ordinary shares on issue) | 360,387,791 | 32.15%(based on 1,121,129,555 ordinary shares on issue) |

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 |
|----------------|--|--|--|---|-------------------------|
| See Annexure B | MGI | Acquisition of relevant interests in ordinary shares in Aztec as a result of acceptances and withdrawals of acceptances of takeover offers made by MGI dated 28 August 2006 which were included in its bidder's statement dated 11 August 2006 (the Offers). (See Annexure C). | 1 MGI ordinary share for every 3 Aztec ordinary shares, subject to the terms of the Offers | See Annexure B | See Annexure B |

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 |
|-----------------------------|--|--|--|--|--|
| MGI | MGI | MGI | Relevant interest under s608(1) of the Corporations Act 2001 (Cth), being a relevant interest arising through MGI being the registered holder of the shares. | 163,350,708 fully paid ordinary shares | 163,350,708 fully paid ordinary shares |
| MGI | Various offerees who have accepted the Offer | MGI | Relevant interest under section 608(1) and/or section 608(8) of the Corporations Act 2001 pursuant to acceptances of the Offers. The shares which are the subject of the acceptances have not yet been transferred into the name of MGI. | 197,037,038 fully paid ordinary shares | 197,037,038 fully paid ordinary shares |

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 (if applicable) | Nature of association |
|------------------------------|-----------------------|
| N/A | N/A |
| | |

6. Addresses

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

| Name | Address |
|---------------------------|---|
| Mount Gibson Iron Limited | Level 1, 7 Havelock Street, West Perth, Western Australia, 6005 |
| Each MGI Subsidiary | See annexure A |

Signature

print name Alan Rule

capacity Director – Mount Gibson Iron Limited

sign here



date 31/10/2006

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.

Annexure "A" to Form 604

This is Annexure "A" of 1 page referred to in the Form 604 (Notice of Change of Interests of Substantial Holder), signed by me and dated 31 October 2006.

31/10/06

Date



Director

MGI Subsidiaries

Mount Gibson Mining Limited
ACN 074 575 885
Geraldton Bulk Handling Pty Ltd
ACN 100 105 388
WHTK Pty Ltd
ACN 098 602 343

Address

Level 1, 7 Havelock Street, West Perth, Western Australia, 6005
Level 1, 7 Havelock Street, West Perth, Western Australia, 6005
Level 1, 7 Havelock Street, West Perth, Western Australia, 6005

Annexure "B"

This is Annexure "B" of 1 page referred to in the Form 604 (Notice of Change of Interests of Substantial Holder), signed by me and dated 31 October 2006.

31/10/06



Date

Director

Details of changes in relevant interests pursuant to acceptances and withdrawals of acceptances of the Offers

| DATE OF CHANGE | CLASS AND NUMBER OF SECURITIES AFFECTED | PERSON'S VOTES AFFECTED |
|-----------------|---|-------------------------|
| 25 October 2006 | 143,500 | 143,500 |
| 26 October 2006 | 2,384,400 | 2,384,400 |
| 27 October 2006 | 7,929,600 | 7,929,600 |
| 31 October 2006 | 2,198,253 | 2,198,253 |

Annexure "C"

This is Annexure "C" of 1 page referred to in the Form 604 (Notice of Change of Interests of Substantial Holder), signed by me and dated 31 October 2006.

31/10/06

Date



Director

Takeover Offer terms

The terms of the Offers are contained in section 12 of the bidder's statement dated 11 August 2006 issued by MGI.

Copies of the above document are available from the ASX website: www.asx.com.au.