



Mount Gibson Iron Limited

ABN 87 008 670 817



First Floor, 7 Havelock Street
West Perth 6005, Western Australia

PO Box 55, West Perth WA 6872

Telephone: 61-8-9426-7500

Facsimile: 61-8-9485 2305

E-mail: admin@mtgibsoniron.com.au

22 December 2006

Company Announcements Office
Australian Stock Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir / Madam

**Takeover bid by Mount Gibson Iron Limited for Aztec Resources Limited
Close of Offer and commencement of compulsory acquisition**

Mount Gibson Iron Limited (**Mount Gibson**) advises that its takeover bid for all the fully paid ordinary shares in Aztec Resources Limited (**Aztec**) closed at 5.00pm (Perth, Western Australia time) on 22 December 2006. As at the end of the offer period, Mount Gibson's voting power in Aztec was 91.28%.

As the applicable thresholds have been reached, Mount Gibson today commenced the compulsory acquisition process to acquire all the remaining fully paid ordinary shares in Aztec which it does not already own.

Attached is a copy of the compulsory acquisition notice (ASIC Form 6021) and a copy of the letter being dispatched to the remaining Aztec shareholders.

Yours faithfully

MOUNT GIBSON IRON LIMITED

**Luke Tonkin
Director**

ASIC registered agent number

lodging party or agent name Mount Gibson Iron Limited

Office, level, building name or Level 1

PO Box No.

street number & name 7 Havelock Street

suburb/city West Perth

state/territory WA

postcode 6005

telephone

facsimile

DX Number

suburb/city

Reference

--

--

ASS. REQ-A
 CASH. REQ-P
 PROC.

Australian Securities & Investments Commission

form **6021**

Notice of

Corporations Act 2001
661B(1)(a)

compulsory acquisition following takeover bid

To [name] of [address of Aztec shareholder]

Securities of **Aztec Resources Limited ACN 078 548 562** ("the Company").

- Under an Off Market Bid offers were made by Mount Gibson Iron Limited ACN 008 670 817 in respect of the acquisition of the fully paid ordinary shares in the Company. The offers closed on 22 December 2006.
- You are, or are entitled to be, registered as the holder of securities in respect of which an offer was made, but have not accepted the takeover offer.
- The bidder hereby gives you notice under subsection 661B(1) of the Corporations Act 2001 ("the Act") that the bidder has become entitled pursuant to subsection 661A(1) of the Act to compulsorily acquire your securities and desires to acquire those securities.
- Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.
- Under section 661E of the Act, you have the right, within one month after being given this notice or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, to apply to the Court for an order that the securities not be compulsorily acquired.
- The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before the end of the offer period.
- Unless on application made by you under section 661E within one month after being given this notice (as referred to in paragraph 6 of the notice) or within 14 days after being given a statement under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, the Court otherwise orders, the bidder must comply with paragraph 7 of this notice.

Signature

print name **Luke Tonkin**capacity **Director**

sign here


date **22/12/06**

DIRECTIONS

- * Delete whichever does not apply.
- Name and address of holder.
 - Name of target company or body.
 - Name of bidder.
 - Insert description of class of securities to which the bid related.
 - Insert date offers closed or are scheduled to close.
 - Insert paragraph 5 only where alternative terms are included in the offer.
 - Insert details of alternative terms.
 - Set out the terms that will apply.



Mount Gibson Iron Limited

ABN 87 008 670 817



First Floor, 7 Havelock Street
West Perth 6005, Western Australia

PO Box 55, West Perth WA 6872

Telephone: 61-8-9426-7500

Facsimile: 61-8-9485 2305

E-mail: admin@mtgibsoniron.com.au

22 December 2006

Dear Aztec Shareholder

Compulsory acquisition of your Aztec Resources Limited shares

As you may be aware, Mount Gibson Iron Limited (**Mount Gibson**) recently made offers to acquire all your fully paid ordinary shares in Aztec Resources Limited (**Aztec shares**). Mount Gibson's offer closed on 22 December 2006.

Mount Gibson has received sufficient acceptances of its offer to become entitled to compulsorily acquire all outstanding Aztec shares.

This letter encloses the ASIC form required for Mount Gibson to exercise its right to compulsorily acquire your Aztec shares. Under the compulsory acquisition procedure you will receive one Mount Gibson share for every 3 Aztec shares you hold.

Mount Gibson is required to issue these Mount Gibson shares approximately 6 weeks after the date of this letter. Under the Corporations Act, Mount Gibson must issue these shares to Aztec to hold on trust on your behalf pending your instructions as to how they are to be dealt with. Shortly after the shares are issued, Aztec will send you a letter seeking your instructions on how to deal with the Mount Gibson shares held on trust for you. **You do not need to do anything until you have received this letter from Aztec.**

If you have any queries in relation to the compulsory acquisition of your Aztec shares, please contact the Offer Information Line on 1300 307 543 (within Australia) or +61 3 9415 4335 (outside of Australia).

Yours faithfully

MOUNT GIBSON IRON LIMITED

Luke Tonkin
Director