

HANCOCK PROSPECTING PTY LTD

ABN 69 008 676 417

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18 June 2018

Atlas Iron Limited
Level 17, Raine Square
300 Murray Street
Perth WA 6000
Attention: The Company Secretary

Company Announcements
ASX Limited
20 Bridge Street
Sydney NSW 2000

Dear Sir or Madam,

Notice of change of interests of substantial holder for Atlas Iron Limited

Please refer to the attached Form 604 – Notice of change of interests of substantial holder in relation to relevant interests in 19.96% of the ordinary shares of Atlas Iron Limited (ASX: AGO) (**Form 604**).

We also refer to the bidder's statement dated 18 June 2018 issued by Redstone Corporation Pty Ltd (**Redstone**), a wholly-owned subsidiary of Hancock Prospecting Pty Ltd, in respect of its off-market takeover offer for all of the ordinary shares in Atlas Iron Limited in which Redstone does not have a relevant interest.

Accordingly, this Form 604 is provided for the purposes of both subsections (b) and (c) of section 671B(1) of the *Corporations Act 2001* (Cth).

On 14 June 2018, Redstone terminated the cash settled swap entered into with UBS AG, Australia Branch (which related to notional shares equivalent to approximately 4.99% of Atlas Iron Limited's ordinary shares, as described in the notice of initial substantial holder lodged by Redstone on 12 June 2018).

Yours faithfully,



Jabez Huang
Company Secretary

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Atlas Iron Limited

ACN/ARSN 110 396 168

1. Details of substantial holder (1)

Name Mrs Georgina Hope Rinehart, Hancock Prospecting Pty Ltd ACN 008 676 417 (HPPL), Redstone Corporation Pty Ltd ACN 625 680 159 (Redstone), and subsidiaries of HPPL as set out in Annexure A (each a HPPL Group Company)

ACN (if applicable) See above and in Annexure A as applicable

There was a change in the interests of the substantial holder on 14 / 06 / 2018

The previous notice was given to the company on 12 / 06 / 2018

The previous notice was dated 12 / 06 / 2018

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	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares (Shares)	1,388,953,966	14.97%	1,852,006,394	19.96%

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
14/06/2018	Mrs Georgina Hope Rinehart, HPPL, Redstone and each HPPL Group Company	Entry into contracts for the purchase of Shares on market that are yet to settle (On-market Acquisition Contracts).	\$16,669,887.41	463,052,428 Shares	463,052,428

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
Redstone	Redstone	Not applicable	Redstone has a relevant interest under section 608(1) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act) as registered holder of the Shares.	1,388,953,966 Shares	1,388,953,966
HPPL	Redstone	Not applicable	HPPL has a relevant interest under section 608(3)(b) of the <i>Corporations Act</i> by reason of having control of Redstone.	1,388,953,966 Shares	1,388,953,966
Mrs Georgina Hope Rinehart	Redstone	Not applicable	Mrs Georgina Hope Rinehart has a relevant interest under section 608(3)(b) of the <i>Corporations Act</i> by reason of having control of HPPL.	1,388,953,966 Shares	1,388,953,966
Each HPPL Group Company set out in Annexure A	Redstone	Not applicable	Each HPPL Group Company has a relevant interest under section 608(3)(a) of the <i>Corporations Act</i> , by virtue of having voting power (through the relevant interest of its associate, HPPL) above 20% in Redstone.	1,388,953,966 Shares	1,388,953,966
Redstone	Various sellers who have entered into the On-market Acquisition Contracts	Redstone (subject to settlement under the On-market Acquisition Contracts)	Redstone has a relevant interest by virtue of entry into the On-market Acquisition Contracts.	463,052,428 Shares	463,052,428
HPPL	Various sellers who have entered into the On-market Acquisition Contracts	Redstone (subject to settlement under the On-market Acquisition Contracts)	HPPL has a relevant interest under section 608(3)(b) of the <i>Corporations Act</i> by reason of having control of Redstone.	463,052,428 Shares	463,052,428
Mrs Georgina Hope Rinehart	Various sellers who have entered into the On-market Acquisition Contracts	Redstone (subject to settlement under the On-market Acquisition Contracts)	Mrs Georgina Hope Rinehart has a relevant interest under section 608(3)(b) of the <i>Corporations Act</i> by reason of having control of HPPL.	463,052,428 Shares	463,052,428
Each HPPL Group Company set out in Annexure A	Various sellers who have entered into the On-market Acquisition Contracts	Redstone (subject to settlement under the On-market Acquisition Contracts)	Each HPPL Group Company has a relevant interest under section 608(3)(a) of the <i>Corporations Act</i> , by virtue of having voting power (through the relevant interest of its associate, HPPL) above 20% in Redstone.	463,052,428 Shares	463,052,428

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
Not applicable	Not applicable

6. Addresses

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

Name	Address
Redstone, Mrs Georgina Hope Rinehart, HPPL and each HPPL Group Company set out in Annexure A	Level 3, 28-42 Ventnor Avenue, West Perth, 6005

Signature

print name S J Huang

capacity Secretary

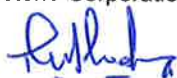
sign here



date 18/06/2018

Annexure A

This is Annexure A of 2 pages referred to in Form 604 (Notice of change of interests of substantial holder) given by Redstone Corporation Pty Ltd, Mrs Georgina Hope Rinehart, Hancock Prospecting Pty Ltd and its subsidiaries.



S J Huang
Company Secretary

18 June 2018

Date

ENTITY NAME	AUSTRALIAN COMPANY NUMBER
2GHR Prime Australian Beef Pty Ltd	609 508 036
2GR Australian Beef Pty Ltd	612 793 610
2GR Outback Beef Pty Ltd	612 793 629
2GR Premium Beef Pty Ltd	612 793 638
2GR Premium Outback Beef Pty Ltd	612 937 327
2GR Premium Wagyu Beef Pty Ltd	612 937 318
2GR Wagyu Beef Pty Ltd	612 793 665
Associated Management Services Pty Ltd	609 834 504
Auster Investments Pty Ltd	076 430 503
Australian Outback Beef Pty Ltd	613 901 161
Australian Beef Marketing Pty Ltd	617 875 313
Aviation Lease Holdings Pty Ltd	602 412 993
Bedarra Investments Pty Ltd	137 218 038
Bluelink Nominees Pty Ltd	152 873 660
Central Pilbara Holdings Pty Ltd	132 394 168
Central Pilbara North Iron Ore Pty Ltd	132 394 480
Central Pilbara South Iron Ore Pty Ltd	132 394 471
Clappersgate Pty Ltd	612 808 054
Clover Cattle Co. Pty Ltd	009 107 171
El Questro Investments Pty Ltd	137 218 047
Ethel Creek Iron Ore Pty Ltd	132 394 140
Flight Operations Pty Ltd	601 237 790
Gayna Park Pty Ltd	009 294 722
Georgina Hancock (1965) Pty Ltd	008 696 884
Ginbata Aircraft Pty Ltd	602 413 016
Ginbata Aviation Holdings Pty Ltd	602 411 745
Gold Exploration Victoria Pty Ltd	603 818 382
Haggerston Pty Ltd	612 808 045
Hancock Beef Pty Ltd	146 118 087
Hancock Beef Marketing and Distribution Pty Ltd	616 243 406
Hancock British Holdings Ltd	N/A
Hancock Corporation Pty Ltd	615 809 740
Hancock Energy Pty Ltd	130 249 624
Hancock English Holdings Pty Ltd	612 807 986
Hancock Exploration Management Services Pty Ltd	127 071 836
Hancock Group Holdings Pty Ltd	612 808 018
Hancock Manganese Pty Ltd	131 992 277
Hancock Minerals Pty Ltd	057 326 824
Hancock (Singapore) Pte Ltd	N/A
Hancock Wagyu Pty Ltd	168 089 272
Hanrine Ecuadorian Exploration and Mining S.A.	N/A
Hanrine Finance Pty Ltd	142 927 900
Hanrine Holdings Pty Ltd	154 124 204
Hanrine Holdings (Singapore) Pte Ltd	N/A
Hanrine Investments Pty Ltd	145 852 991
Hanrine Investments (Singapore) Pte Ltd	N/A
Hanrine Properties (Singapore) Pte Ltd	N/A
Haydon Bridge Pty Ltd	612 807 959
HGRCB Pty Ltd	161 457 370

HMHT Investments Pty Ltd	070 550 104
Hope Dairies Pty Ltd	608 094 159
Hope Dairies (WA) Pty Ltd	602 615 967
Hope Downs Iron Ore Pty Ltd	071 514 308
Hope Downs Management Services Pty Ltd	081 380 930
HPPL Pastoral Properties Pty Ltd	078 739 956
HPPL Services Pty Ltd	132 394 159
Jacaranda Minerals Pty Ltd	117 264 570
Jasmin Walk Pty Ltd	149 227 485
Lake Vista Pty Ltd	152 873 679
Langford Investments Pty Ltd	062 582 601
Lavington Pty Ltd	612 808 036
Liveringa Station Beef Pty Ltd	168 054 448
Minerals Australia Pty Ltd	124 475 538
Mulga Downs Iron Ore Pty Ltd	080 659 150
Mulga Downs Pty Ltd	057 326 815
Mulga Exploration Pty Ltd	600 967 619
Mulga Infrastructure Pty Ltd	600 967 682
Mulga Iron Holdings Pty Ltd	600 967 404
Nicholas Downs Pty Ltd	131 992 295
Niunai Pty Ltd	600 577 473
Northern Australia Pastoral Investments Pty Ltd	168 089 558
Northern Australia Pastoral Properties Pty Ltd	168 089 469
Northern Cattle Trading Pty Ltd	620 220 564
Offshore Exploration Holdings Pty Ltd	617 989 492
Outram (SPV) Pty Ltd	115 004 147
Pastoral Properties Australia Pty Ltd	152 743 523
Pastoral Properties (NSW) Pty Ltd	602 975 511
Pastoral Properties (NT) Pty Ltd	612 807 931
Pastoral Properties (Qld) Pty Ltd	169 703 011
Queensland Coal Investments Pty Ltd	144 920 187
Quixot Pty Ltd	009 159 586
QCI (Coking) Pty Ltd	159 656 112
QCI (Galilee) Pty Ltd	159 703 009
QCI (Minerals) Pty Ltd	603 989 126
QCI (Regions) Pty Ltd	160 911 679
QCI (Thermal) Pty Ltd	159 664 801
Rinehan Pty Ltd	602 397 740
Rinehart Family Medical Pty Ltd	620 307 833
Roy Hill Holdings Pty Ltd	123 721 077
Roy Hill Infrastructure Pty Ltd	130 249 633
Roy Hill Iron Ore Pty Ltd	123 722 038
Roy Hill Operations Pty Ltd	168 771 355
Rural Investment Holdings Pty Ltd	142 021 770
S. Kidman & Co Pty Ltd	007 872 317
Stoneform Investments Pty Ltd	168 036 093
Southwest Pastoral Properties Pty Ltd	602 975 520
Timeview Enterprises Pty Ltd	147 613 312
Ventnor Entertainment Services Pty Ltd	146 118 087
Vilbec Pty Ltd	144 802 380
Waterhead Pty Ltd	612 807 913
Westraint Resources Pty Ltd	009 083 783
Winform Nominees Pty Ltd	152 706 717
Wingfield Avenue Pty Ltd	065 980 181
W.N.M. MacDonald Pty Ltd	008 673 756
1112225 B.C. Ltd	N/A
1112238 B.C. Ltd	N/A