

HANCOCK PROSPECTING PTY LTD

ABN 69 008 676 417

HPPL House
28-42 Ventnor Avenue
West Perth 6005

Telephone: (08) 9429 8222
International: +618 9429 8222
Facsimile: (08) 9429 8266

PO Locked Bag No 2
West Perth 6872
Western Australia

mail@hancockprospecting.com.au

FACSIMILE TRANSMISSION

TO: Company Announcements Platform
COMPANY: Australian Securities Exchange
FAX NUMBER: 1300135638
FROM: Jabez Huang
SUBJECT: Form 604 – Notice of Change of Interests of Substantial Holder
DATE: 13 July 2018
REF:
PAGES: 7

The information in this facsimile is confidential, intended only for the use of the addressees. If you are not the intended recipient, any dissemination, copying or use of the information is strictly prohibited. If you have received this communication in error, please telephone us (we will accept reverse charges), and return the original facsimile to the address above.

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 13 / 07 / 2018

The previous notice was given to the company on 18 / 06 / 2018

The previous notice was dated 18 / 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) | 1,852,006,394 | 19.96% | 1,945,297,585 | 20.96% |

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 |
|----------------|--|---|---|---|-------------------------|
| 13/07/2018 | Mrs Georgina Hope Rinehart, HPPL, Redstone and each HPPL Group Company | Acquisition of relevant interest in Shares pursuant to contracts arising as a result of acceptances of the takeover offers made by Redstone to acquire Shares (the Offers), as set out in the Bidder's Statement dated 29 June 2018 (Offer Acceptance Contracts). | \$0.042 per Share | 63,757,467 Shares | 63,757,467 |
| 10/07/2018 | Mrs Georgina Hope Rinehart, HPPL, Redstone and each HPPL Group Company | Purchase of Shares on market that have settled (On-market Purchases). | \$0.042 per Share | 1,240,588 Shares | 1,240,588 |

| | | | | | |
|------------|--|--|-------------------|-------------------|------------|
| 13/07/2018 | 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). | \$0.042 per Share | 28,293,136 Shares | 28,293,136 |
|------------|--|--|-------------------|-------------------|------------|

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. | 1,853,246,982 Shares | 1,853,246,982 |
| 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. | 1,853,246,982 Shares | 1,853,246,982 |
| 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. | 1,853,246,982 Shares | 1,853,246,982 |
| 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. | 1,853,246,982 Shares | 1,853,246,982 |
| Redstone | Various offerees who have accepted the Offers | Redstone (subject to the Offer Acceptance Contracts) | Redstone has a relevant interest under sections 608(1)(c) and 608(8) of the <i>Corporations Act</i> as a result of acceptances of the Offers. | 63,757,467 Shares | 63,757,467 |
| HPPL | Various offerees who have accepted the Offers | Redstone (subject to the Offer Acceptance Contracts) | HPPL has a relevant interest under section 608(3)(b) of the <i>Corporations Act</i> by reason of having control of Redstone. | 63,757,467 Shares | 63,757,467 |
| Mrs Georgina Hope Rinehart | Various offerees who have accepted the Offers | Redstone (subject to the Offer Acceptance 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. | 63,757,467 Shares | 63,757,467 |
| Each HPPL Group Company set out in Annexure A | Various offerees who have accepted the Offers | Redstone (subject to the Offer Acceptance 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. | 63,757,467 Shares | 63,757,467 |

| | | | | | |
|---|---|--|---|-------------------|------------|
| 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. | 28,293,136 Shares | 28,293,136 |
| 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 Corporations Act by reason of having control of Redstone. | 28,293,136 Shares | 28,293,136 |
| 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 Corporations Act by reason of having control of HPPL. | 28,293,136 Shares | 28,293,136 |
| 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 Corporations Act, by virtue of having voting power (through the relevant interest of its associate, HPPL) above 20% in Redstone. | 28,293,136 Shares | 28,293,136 |

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:

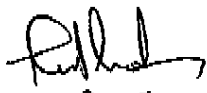
| Name | Address |
|--|---|
| Redstone, Mrs Georgina Hope Rinehart, HPPL and each HPPL Group Company set out in Annexure A | Level 3, 28-42 Ventnor Avenue, West Perth, 6005 |

Signature

print name S J Huang

capacity Secretary

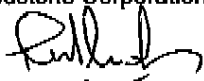
sign here



date 13/07/2018

Annexure A

This is Annexure A of 3 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.



13 July 2018

S J Huang
Company Secretary

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 |
| 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 (Eastern) Pty Ltd | 627 055 841 |
| Pastoral Properties (NSW) Pty Ltd | 602 975 511 |
| Pastoral Properties (NT) Pty Ltd | 612 807 931 |
| Pastoral Properties (Qld) Pty Ltd | 169 703 011 |
| Pastoral Properties (SV) Pty Ltd | 612 808 054 |
| 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 | 130 249 833 |
| 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 |

| | |
|-----------------------------|-------------|
| Westrains 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 |