



Perth  
863 Hay Street  
Perth WA 6000  
T / +61 (8) 9216 7100

Sydney  
5 Lime Street  
Sydney NSW 2000  
T / +61 (2) 8075 1700

Your Ref:  
Our Ref: 180179

Allion Partners Pty Ltd  
ABN: 43 109 325 463

25 July 2018

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

Company Announcements  
ASX Limited  
20 Bridge Street  
Sydney NSW 2000

Dear Sir/Madam

**NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL SHAREHOLDER FOR ATLAS IRON LIMITED**

We refer to the notice of change of interests of substantial shareholder lodged by Hancock Prospecting Pty Limited (HPPL) and associated parties on 23 July 2018 with respect to Atlas Iron Limited (ASX: AGO) (HPPL Notice).

Please find attached a notice of change of interests of substantial shareholder in relation to relevant interests held by Bianca Rinehart (in her capacity as trustee of the Hope Margaret Hancock Trust) in fully paid ordinary shares of Atlas Iron Limited (BR Notice).

The interest disclosed in the BR Notice arises by virtue of the operation of section 608(3)(a) of the Corporations Act and relates to the same shares the subject of the HPPL Notice. The information contained in the BR Notice is based solely on the disclosure contained in the HPPL Notice. Ms Rinehart makes no representation with respect to the disclosure contained in the HPPL Notice.

We understand that HPPL and associated parties has an aggregate beneficial and economic interest in 23.44% of Atlas Iron's ordinary shares.

Yours faithfully

Philip Lucas  
Partner  
D / +61 (8) 9216 7171  
E / [plucas@allionpartners.com](mailto:plucas@allionpartners.com)  
M / +61 (0) 403 866 444

3029718v1

[allionpartners.com](http://allionpartners.com)

This facsimile and any attachments ("facsimile") are confidential and may be the subject of legal professional privilege and/or copyright. If you are not the authorised recipient of this facsimile, please contact Allion Partners immediately by return facsimile or by telephone on the details above. If this is the case, you must not read, re-transmit, copy, store or act in reliance on this facsimile and you must delete all copies of this facsimile. Allion Partners is not responsible for any changes made to the original facsimile other than those changes made by Allion Partners. Allion Partners cannot guarantee that this facsimile is free from a virus or any other defect and it is the responsibility of the recipient to scan and otherwise test this facsimile. This notice must not be removed or altered.

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Atlas Iron LimitedACN/ARSN 110 396 168**1. Details of substantial holder(1)**Name Bianca Hope Rinehart in her capacity as trustee of the Hope Margaret Trust\*ACN/ARSN (if applicable) Not applicableThere was a change in the interests of the  
substantial holder on 23/07/2018The previous notice was given to the company  
on 19/07/2018The previous notice was dated 19/07/2018**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)
Fully paid ordinary shares (Shares)	2,052,196,421	22.12%	2,175,470,935	23.44%

**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
23/07/2018	Bianca Rinehart* and each of the persons listed in the substantial shareholder notice dated 23 July 2018 lodged by Hancock Prospecting Pty Ltd (ACN 008 676 417) (HPPL) and associated parties.	Acquisition of relevant interest in Shares pursuant to contracts arising as a result of acceptances of the takeover offers made by Redstone Corporation Pty Ltd ACN 625 680 159 (Redstone), as set out in the Bidder's Statement dated 29 June 2018 (Offer Acceptance Contracts).	\$0.042 per Share	76,855,153 Shares	76,855,153
23/07/2018	Bianca Rinehart* and each of the persons listed in the substantial shareholder notice dated 23 July 2018 lodged by HPPL and	Entry into contracts for the purchase of Shares on market that are yet to settle (On-market Acquisition of Contracts).	\$0.042 per Share	46,419,361 Shares	46,419,361

	associated parties.				
--	---------------------	--	--	--	--

#### 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
Bianca Rinehart* and each of the persons listed in the substantial shareholder notice dated 23 July 2018 lodged by HPPL and associated parties.	Redstone	Not applicable	Ms Bianca Hope Rinehart, in her capacity as trustee of the Hope Margaret Hancock Trust, has a relevant interest under section 608(3)(a) of the Corporations Act by reason of holding more than 20% of the voting power (as defined by the Corporations Act) in HPPL which controls Redstone.	1,920,745,103 Shares	1,920,745,103
Bianca Rinehart* and each of the persons listed in the substantial shareholder notice dated 23 July 2018 lodged by HPPL and associated parties.	Various offerees who have accepted the Offers	Redstone (subject to the Offer Acceptance Contracts)	Ms Bianca Hope Rinehart, in her capacity as trustee of the Hope Margaret Hancock Trust, has a relevant interest under section 608(3)(a) of the Corporations Act by reason of holding more than 20% of the voting power (as defined by the Corporations Act) in HPPL which controls Redstone.	208,306,471 Shares	208,306,471
Bianca Rinehart* and each of the persons listed in the substantial shareholder notice dated 23 July 2018 lodged by HPPL and associated parties.	Various sellers who have entered into the On-market Acquisition Contracts	Redstone (subject to settlement under the On-market Acquisition Contracts.)	Ms Bianca Hope Rinehart, in her capacity as trustee of the Hope Margaret Hancock Trust, has a relevant interest under section 608(3)(a) of the Corporations Act by reason of holding more than 20% of the voting power (as defined by the Corporations Act) in HPPL which controls Redstone.	46,419,361 Shares	46,419,361

#### 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
Not Applicable	Not Applicable

#### 6. Addresses

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

Name	Address
Bianca Hope Rinehart	PO Box H27 Australia Square 1215
Hancock Prospecting Pty Ltd (ACN 008 676 417) and Redstone Corporation Pty Ltd (ACN 625 680 159)	Level 3, 28-42 Ventnor Avenue, West Perth 6005

#### Signature

print name Bianca Rinehart capacity Trustee of the Hope Margaret Trust

sign here  date 24 / 07 / 2018

- 
- \* Information contained in this Form is based on the notice of substantial shareholder lodged by Hancock Prospecting Pty Limited and associated parties and dated 23 July 2018 (HPPL Notice). Ms Rinehart makes no representation with respect to the disclosures contained in the HPPL Notice.