

6 August 2018



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

Copy to:  
The Companies Officer  
Australian Securities Exchange Ltd  
Level 40, Central Park  
152-158 St Georges Terrace  
Perth WA 6000

Dear Madam or Sir

**Notice of change of interests of substantial shareholder for Atlas Iron Limited**

Please see attached a notice of change of interests of substantial holder in relation to voting power in 11.37% of the ordinary shares of Atlas Iron Limited (ASX: AGO) (**Atlas**).

Please also note that on 3 August 2018, the cash settled equity swap relating to notional shares equivalent to approximately 4.9% of Atlas' ordinary shares (**Shares**), as described in the notice of initial substantial holder lodged by Fortescue on 11 June 2018, was terminated and, accordingly, Fortescue Metals Group Ltd no longer holds an economic interest in Shares by virtue of the cash settled equity swap.

Yours sincerely  
**Fortescue Metals Group Ltd**

**Cameron Wilson**  
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 Fortescue Metals Group Limited (FMG), NCZ Investments Pty Ltd (NCZ Investments) and FMG's other subsidiaries as set out in Annexure A (FMG Group); Andrew John Forrest; Minderoo Group Pty Ltd, Forrest Family Investments Pty Ltd and its subsidiaries as set out in Annexure B (Minderoo Group)

ACN/ARSN (if applicable) 002 594 872

There was a change in the interests of the substantial holder on 02/ 08/ 2018 and 03/ 08/ 2018

The previous notice was given to the company on 11/ 06/ 2018

The previous notice was dated 11/ 06/ 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)
Ordinary shares (Shares)	1,391,941,947	15%	1,058,086,927	11.37% Based on 9,302,509,438 Shares in the issued capital of Atlas

**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
02/08/2018	NCZ Investments, FMG, each other member of the FMG Group, Andrew John Forrest and each member of the Minderoo Group	Sale of Shares on-market	\$7,814,107.90	186,050,188 Shares	186,050,188
03/08/2018	NCZ Investments, FMG, each other member of the FMG Group, Andrew John Forrest and each member of the Minderoo Group	Sale of Shares on-market	\$6,207,802.94	147,804,832 Shares	147,804,832

#### 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
NCZ Investments	NCZ Investments	NCZ Investments	Relevant interest under section 608(1) as registered holder and beneficial owner.	1,058,086,927 Shares	1,058,086,927
FMG and each member of the FMG Group	NCZ Investments	NCZ Investments	Relevant interest under section 608(3) of the Act as FMG controls NCZ Investments. Each other entity in the FMG Group is an associate of NCZ Investments and has a relevant interest under section 608(3) of the Act. (As none of these entities are entitled to be registered as holder of the shares each entity's ability to vote and dispose of the shares is qualified accordingly.)	1,058,086,927 Shares	1,058,086,927
Andrew John Forrest and each member of the Minderoo Group	NCZ Investments	NCZ Investments	Relevant interest under section 608(3)(a) of the Act as it has voting power of more than 20% in FMG. (As none of these entities are entitled to be registered as holder of the shares or control NCZ Investments, each entity's ability to vote and dispose of the shares is qualified accordingly.)	1,058,086,927 Shares	1,058,086,927

#### 6. 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
N/A	N/A

#### 7. Addresses

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

Name	Address
FMG, NCZ Investments and each other member of the FMG Group	Level 2, 87 Adelaide Terrace, East Perth, WA 6004
Andrew John Forrest and each member of the Minderoo Group	80 Birdwood Parade, Dalkeith, WA 6009

#### Signature

print name Cameron Wilson

sign here



capacity Company Secretary

date 06/ 08/ 2018

# 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"

This is Annexure "A" of 2 pages (including this page) referred to in the Form 604 (change of interests of substantial holder), signed by me and dated 6 August 2018.



Cameron Wilson  
Company Secretary

Entity	ACN
NCZ Investments Pty Ltd	625 711 373
Chichester Metals Pty Ltd	109 264 262
FMG International Pte Ltd	N/A (incorporated in Singapore)
FMG International Shipping Pte Ltd	N/A (incorporated in Singapore)
FMG Iron Bridge Ltd	N/A (incorporated in Hong Kong)
FMG Magnetite Pty Ltd	125 124 405
FMG North Pilbara Pty Ltd	125 154 243
FMG Pilbara Pty Ltd	106 943 828
FMG Procurement Services Pty Ltd	166 797 244
FMG Resources (August 2006) Pty Ltd	118 887 835
FMG Solomon Pty Ltd	128 959 179
Karribi Developments Pty Ltd	120 560 830
Pilbara Housing Services Pty Ltd	131 823 115
Pilbara Power Pty Ltd	150 739 978
The Pilbara Infrastructure Pty Ltd	103 096 340
FMG Hong Kong Shipping Ltd	N/A (incorporated in Hong Kong)
GMF Insurance Limited	N/A (incorporated in Guernsey)
CSRP Pty Ltd	146 577 737
International Bulk Ports Pty Ltd	120 560 849
FMG Resources Pty Ltd	095 546 428
Pilbara Mining Alliance Pty Ltd	120 024 946
FMG JV Company Pty Ltd	161 548 956
Fortescue Services Pty Ltd	153 845 562
FMG Personnel Pty Ltd	153 846 774
FMG America Finance Inc.	N/A (incorporated in Delaware)
FMG Nyidinghu Pty Ltd	162 576 678
Pilbara Gas Pipeline Pty Ltd	163 526 207
Pilbara Marine Pty Ltd	160 019 205
FMG Ashburton Pty Ltd	161 551 873
FMG Personnel Services Pty Ltd	159057646
FMG Training Pty Ltd	158710395
FMG Iron Bridge (Aust) Pty Ltd	150 848 025
SS IB Pty Ltd	166 301 588
IB Operations Pty Ltd	165 513 557
Pilbara Water and Power Pty Ltd	157 870 829
Pilbara Energy Company Pty Ltd	624 732 878
Pilbara Iron Ore Pty Ltd	100 410 295
FMG Pacific Ltd	NA (incorporated in new Zealand)
FMG Air Pty Ltd	147 336 481
Masters Way Homes Pty Ltd	127 368 076
FMG IOC Pty Ltd	153 849 426
VTEC Services Pty Ltd	159 058 303
FMG Chichester Personnel Pty Ltd	165 943 126
Fortescue International Marketing Pte Ltd	NA (incorporated in Singapore)
FMG Exploration Pty Ltd	153 445 786

FMG South America Pte Ltd  
FMG Ecuador Tenements Pte Ltd  
FMG Ecuador Operations Pte Ltd  
FMG Colombia Operations Pte Ltd  
Ecuador Fortescue SA  
Colombia Fortescue SAS  
FMG Nullagine Pty Ltd  
Argentina Fortescue S.A.U

NA (incorporated in Singapore)  
NA (incorporated in Singapore)  
NA (incorporated in Singapore)  
NA (incorporated in Singapore)  
NA (incorporated in Ecuador)  
NA (incorporated in Colombia)  
153 447 646  
NA (incorporated in Argentina)

## Annexure "B"

This is Annexure "B" of 1 page (including this page) referred to in the Form 603 (Notice of Initial Substantial Holder), signed by me and dated 6 August 2018.



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Cameron Wilson  
Company Secretary

### Entity

Forrest Family Investments Pty Limited  
Tattarang Springs Pty Ltd  
Indo Pacific Championships Pty Ltd  
Sea of Blue Pty Ltd  
Northwest Resorts Pty Ltd  
Expedition Investments Pty Ltd  
Septimus Property Pty Ltd  
Squadron Energy Pty Ltd  
Squadron Resources Pty Ltd  
FEAC Holdings Pty Ltd  
Minderoo Capital Pty Ltd  
Port Hedland Development Fund No.8 Pty Ltd  
Sunset Capital Pty Ltd  
AF Nickel Pty Ltd  
The Metal Group Pty Ltd  
Forrest & Forrest Pty Ltd  
Minderoo Group Pty Ltd  
H2Onslow Pty Ltd  
Harvest Road Holdings Pty Ltd  
Harvest Road Group Pty Ltd  
Harvest Road Beef Pty Ltd  
Harvest Road Export Pty Ltd  
Harvest Road Hong Kong Limited  
Harvest Road Pastoral Pty Ltd  
Harvey Industries Group Pty Ltd  
Harvest Road (Beijing) Trading Co. Ltd  
Australian Sino One Hundred Year Agriculture and Food Safety Partnership Pty Ltd

### ACN/ABN

055 961 361  
82 610 512 939  
19 621 620 522  
76 623 508 574  
39 618 479 593  
163 595 515  
67 604 832 742  
13 615 221 559  
69 604 832 751  
167 239 894  
061 338 181  
121 459 265  
30 606 486 239  
25 088 284 299  
13 087 934 272  
38 088 052 180  
91 088 101 428  
18 162 300 718  
169 842 899  
31 169 138 014  
71 619 250 387  
78 165 170 445  
N/A (incorporated in Hong Kong)  
38 619 252 621  
64 117 597 985  
N/A (incorporated in PRC)  
32 602 159 142