

REDSTONE CORPORATION PTY LTD

ACN 625 680 159

HPPL House
28-42 Ventnor Avenue
West Perth 6005
PO Locked Bag No 2
West Perth 6872
Western Australia

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mail@hancockprospecting.com.au

13 September 2018

BY FACSIMILE

Company Announcements
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Madam/Sir

Off-market takeover bid by Redstone Corporation Pty Ltd for Atlas Iron Limited (ASX: AGO) – Notice of variation of Offer and conditional increase in Offer Consideration

I refer to the off-market takeover bid by Hancock Prospecting Pty Ltd ACN 008 676 417 (HPPL), through its wholly-owned subsidiary, Redstone Corporation Pty Ltd ACN 625 680 159 (Redstone), for all of the ordinary shares in Atlas Iron Limited ACN 110 396 168 (Atlas) in which Redstone does not have a relevant interest (Offer).

1. Extension of Offer Period

I attach a notice varying the Offer under section 650D of the *Corporations Act 2001* (Cth) (**Corporations Act**) by extending the period during which the Offer remains open for acceptance until 5:00pm (Perth time) on 21 September 2018 (**Notice**).

In accordance with sections 650D(1)(b), 650D(1)(c)(i) and 650D(1)(c)(ii) of the Corporations Act (as modified by ASIC Class Order [CO 13/521] and qualified by section 650D(2) of the Corporations Act), the Notice:

- was lodged with the Australian Securities and Investments Commission (ASIC) today (ASIC takes no responsibility for the contents of the Notice);
- will be sent to Atlas; and
- will be sent to each person described in section 650D(1)(c)(ii) of the Corporations Act (as modified by ASIC Class Order [CO 13/521] and qualified by section 650D(2) of the Corporations Act).

2. Conditional increase in Offer Consideration

The Offer Consideration is \$0.042 per Atlas Share. However, Redstone will increase the Offer Consideration from \$0.042 per Atlas Share to **\$0.0445 per Atlas Share** if Redstone's voting power in Atlas increases to not less than 87% before the close of the Offer.

Notice of variation of takeover bid
13 September 2018

2

Redstone's voting power in Atlas, so far as Redstone knows, at the time of giving the Notice is 76.3%.

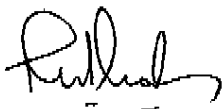
If the Offer Consideration is increased by reason of Redstone's voting power in Atlas increasing to not less than 87% before the close of the Offer, then any Atlas Shareholder who has already accepted the Offer will be entitled to the increased Offer Consideration. However, if Redstone's voting power in Atlas does not increase to not less than 87% before the close of the Offer, the Offer Consideration will not be increased and any Atlas Shareholder who accepts, or has already accepted, the Offer will not receive any additional Offer Consideration.

If the Offer Consideration is increased during the last seven days of the Offer Period (by reason of Redstone achieving voting power in Atlas of not less than 87% during the last seven days) then, in accordance with section 624 of the Corporations Act (as modified by ASIC Class Order [CO 13/521]), the Offer Period will be automatically extended by 14 days (such that the Offer would then close at 5:00pm (Perth time) on the day that is 14 days after the day on which the Offer Consideration is increased).

Please contact me on (08) 9429 8222 if you have any queries.

Yours faithfully

Redstone Corporation Pty Ltd



Jabez Huang
Company Secretary

Att

REDSTONE CORPORATION PTY LTD

ACN 625 680 159

HPPL House
28-42 Ventnor Avenue
West Perth 6005
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Western Australia

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13 September 2018

TO: The Directors
Atlas Iron Limited
Raine Square
Level 17, 300 Murray Street
PERTH WA 6000
Attention: Ms Bronwyn Kerr, General Counsel and Company Secretary

Australian Securities and Investments Commission
GPO Box 9827
SYDNEY NSW 2001
Corporations.Lodgements@asic.gov.au

Company Announcements
ASX Limited (ASX)
20 Bridge Street
SYDNEY NSW 2000

Each person described in section 650D(1)(c)(ii) of the *Corporations Act 2001* (Cth) (**Corporations Act**) (as modified by ASIC Class Order [CO 13/521] and qualified by section 650D(2) of the *Corporations Act*) (**Atlas Shareholder**)

Dear Sirs/Mesdames

Off-market takeover bid by Redstone Corporation Pty Ltd for Atlas Iron Limited (ASX: AGO) – Notice of variation of Offer

We refer to the replacement bidder's statement dated 29 June 2018 as varied on 3 August 2018, 17 August 2018 and 31 August 2018 (**Bidder's Statement**), which contains an offer by Hancock Prospecting Pty Ltd ACN 008 676 417 (**HPPL**), through its wholly-owned subsidiary, Redstone Corporation Pty Ltd ACN 625 680 159 (**Redstone**), for all of the ordinary shares in Atlas Iron Limited ACN 110 396 168 (**Atlas**) in which Redstone does not have a relevant interest (**Offer**).

NOTICE UNDER SECTION 650D OF THE CORPORATIONS ACT EXTENSION OF OFFER PERIOD

As permitted by section 650C of the *Corporations Act*, and in accordance with section 650D of the *Corporations Act*, **BY THIS NOTICE** Redstone **VARIES** the Offer by:

- (a) extending the period during which the Offer remains open for acceptance until 5.00pm (Perth time) on 21 September 2018; and

Notice of variation of takeover bid
13 September 2018

2

- (b) substituting the date "21 September 2018" for the date "14 September 2018", in section 8.2 of the Bidder's Statement and in all other sections of the Bidder's Statement where the date "14 September 2018" appears.

A copy of this notice was lodged with ASIC on 13 September 2018. ASIC takes no responsibility for the contents of the notice.

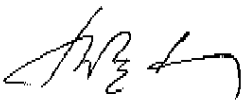
SIGNED on behalf of Redstone by Jay Newby and Tadeusz Watroba being two directors of Redstone who are authorised to so sign by a resolution passed at a meeting of the directors of Redstone.

Yours faithfully

Redstone Corporation Pty Ltd



Jay Newby
Director



Tadeusz Watroba
Director