

# Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme ATOMIC RESOURCES LIMITED

ACN/ARSN 124 408 751

1. Details of substantial holder (1)  
Name Clive Hartz and each of his controlled entities: Cleveland Nominees Pty Ltd (ACN 008 816 233); Commercial Properties Pty Ltd (ACN 008 987 942); Mara Superannuation Pty Ltd (ACN 092 185 030) and IGC Resources I (Hartz Entities)

ACN / ARSN (if applicable) \_\_\_\_\_

There was a change in the interest of the substantial holder on 4 / 5 / 2011

The previous notice was given to the company on 10 / 3 / 2011

The previous notice was dated 10 / 3 / 2011

### 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	14,664,000	9.23%	14,664,000	7.52%

### 3. Changes in relevant interests

Particulars of each change in, or change in nature of, a relevant interest of the substantial holder or the associate in the 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	Persons whose relevant interest changed	Nature of change (6)	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
4/5/2011	CLIVE HARTZ	Dilution in voting power due as a result of Atomic Placement	Nil	14,664,000	14,664,000

### 4. Present relevant interest

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
CLIVE HARTZ	COMMERCIAL PROPERTIES PTY LTD	-	Nil	1,000	1,000
CLIVE HARTZ	MARA SUPERANNUATION PTY LTD	-	Nil	11,813,000	11,813,000
CLIVE HARTZ	IGC RESOURCES INC	-	Nil	2,850,000	2,850,000

### 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 as follows:

Name and ACN/ARSN (if applicable)	Nature of association
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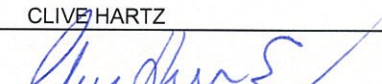
Nil	Nil

### 7. Addresses

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

Name	Address
CLIVE HARTZ	C/- COMMERCIAL PROPERTIES GROUP PO BOX 900 WEST PERTH WA 6872

### Signature

print name CLIVE HARTZ Capacity BENEFICIAL OWNER  
 sign here  date 5 May 2011

### 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 7 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 A.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.