

**Form 605**Corporations Act 2001  
Section 671B**Notice of ceasing to be a substantial holder**To: Company Name/Scheme Zenith Minerals LimitedACN/ARSN 119 397 938**1. Details of substantial holder(1)**Name Atlas Iron LimitedACN/ARSN (if applicable) 110 396 188

This notice is given by Atlas Iron Limited on behalf of itself and each controlled body corporate named in Annexure A ("Atlas Associates").

The holder ceased to be a  
substantial holder on30/10/14

The previous notice was given to the company on

04/07/14

The previous notice was dated

04/07/14**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected
	See Annexure B				

**3. Changes in association**

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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
Each of the Atlas Associates	Atlas is the ultimate holding company of each of the Atlas Associates.

**4. Addresses**

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

Name	Address
Atlas Iron Limited	Level 18, Raine Square, 300 Murray Street, Perth WA 6000
Atlas Associates	See Annexure A.

**Signature**

print name

Yasmin Broughton

capacity

Company Secretary

sign here

date 10/11/2014

## Atlas Iron Limited ACN 110 396 168

Annexure A  
Atlas Associates

This is the annexure of 1 page marked "A" referred to in the Form 605, notice of ceasing to be a substantial holder signed by me and dated 10/11/2014.



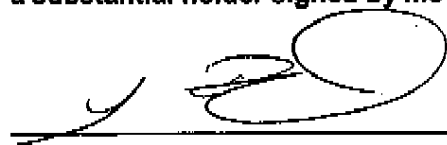
Yasmin Broughton – Company Secretary

Name	ACN	Address
Atlas Operations Pty Ltd	122 835 947	Level 18, Raine Square, 300 Murray St, Perth WA 6000
St George Magnetite Pty Ltd	122 999 044	Level 18, Raine Square, 300 Murray St, Perth WA 6000
Mt Gould Minerals Pty Ltd	118 341 147	Level 18, Raine Square, 300 Murray St, Perth WA 6000
Weld Range Iron Ore Pty Ltd	118 340 686	Level 18, Raine Square, 300 Murray St, Perth WA 6000
Tiziflower Investment Inc	N/A	8th Floor, Capital Plaza Building, Roberto Motta Ave & Costa del Este Ave, Panama City, Panama
Jakkitower Enterprises SA	N/A	8th Floor, Capital Plaza Building, Roberto Motta Ave & Costa del Este Ave, Panama City, Panama
Warwick Resources Pty Ltd	063 506 963	Level 18, Raine Square, 300 Murray St, Perth WA 6000
Aurox Resources Pty Ltd	106 793 560	Level 18, Raine Square, 300 Murray St, Perth WA 6000
Ferro Minerals Australia Pty Ltd	113 996 106	Level 18, Raine Square, 300 Murray St, Perth WA 6000
Atlas America Finance Inc		State of Delaware, 1209 Orange Street, City of Wilmington, County of New Castle 19801, United States of America
Atlas Pty Ltd	161 762 116	Level 18, Raine Square, 300 Murray St, Perth WA 6000
Giralla Resources Pty Ltd	009 218 204	Level 18, Raine Square, 300 Murray St, Perth WA 6000
Tallering Resources Pty Ltd	077 183 165	Level 18, Raine Square, 300 Murray St, Perth WA 6000
Minera Atacamena Limited	N/A	Avenida Andrés Bello 2711, oficina 1701, comuna de Las Condes, Santiago, Chile
Wheelbarrow Prospecting Pty Ltd	118 926 613	Level 18, Raine Square, 300 Murray St, Perth WA 6000
Carlinga Mining Pty Ltd	077 264 487	Level 18, Raine Square, 300 Murray St, Perth WA 6000
FerrAus Pty Ltd	097 422 529	Level 18, Raine Square, 300 Murray St, Perth WA 6000
Ferraus Manganese Pty Ltd	147 298 940	Level 18, Raine Square, 300 Murray St, Perth WA 6000
South East Pilbara Assets Pty Ltd	152 057 022	Level 18, Raine Square, 300 Murray St, Perth WA 6000
Australian Manganese Pty Ltd	100 061 854	Level 18, Raine Square, 300 Murray St, Perth WA 6000

## Atlas Iron Limited ACN 110 396 168

**Annexure B**  
**Changes in relevant interests**

This is the annexure of 1 page marked "B" referred to in the Form 605, notice of ceasing to be a substantial holder signed by me and dated 10/11/2014.



Yasmin Broughton – Company Secretary

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
30/10/14	Atlas and Atlas Associates	Off market sale	\$0.0390 per share	1,259,066 ordinary shares	1,259,066
28/10/14	Atlas and Atlas Associates	Off market sale	\$0.0389 per share	4,150,000 ordinary shares	4,150,000
18/09/14	Atlas and Atlas Associates	Dilution of relevant interest due to share placement to sophisticated investors	Nil	Nil	Nil
19/08/14	Atlas and Atlas Associates	Dilution of relevant interest due to issue of shares by Zenith for purchase consideration	Nil	Nil	Nil
23/07/14	Atlas and Atlas Associates	Dilution of relevant interest due to issue of shares by Zenith for purchase consideration	Nil	Nil	Nil