

HANCOCK PROSPECTING PTY LTD

ABN 69 008 676 417

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

Telephone: (08) 9429 8222
International: +618 9429 8222
Facsimile: (08) 9429 8266
mail@hancockprospecting.com.au

12 June 2018

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

Company Announcements
ASX Limited
20 Bridge Street
Sydney NSW 2000

Dear Sir or Madam,

Notice of Initial Substantial Shareholder for Atlas Iron Limited

Please refer to the attached notice of initial substantial holder in relation to a relevant interests in 14.97% of the ordinary shares of Atlas Iron Limited (ASX: AGO).

In addition, Redstone Corporation Pty Ltd, a wholly-owned subsidiary of Hancock Prospecting Pty Ltd (HPPL), has an economic interest through a cash settled swap relating to notional shares equivalent to approximately 4.99% of Atlas Iron Limited's ordinary shares. The key features of the swap are described in Annexure B to the attached Form 603.

As a result, the HPPL Group of companies has an aggregate beneficial and economic interest in 19.96% of Atlas Iron's ordinary shares.

Yours faithfully,



Jabez Huang
Company Secretary

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To: Company Name/Scheme Atlas Iron Limited

ACN/ARSN 110 396 168

1. Details of substantial holder (1)

Name Mrs Georgina Hope Rinehart, Hancock Prospecting Pty Ltd ACN 008 676 417 (HPPL), Redstone Corporation Pty Ltd ACN 625 680 159 (Redstone), and subsidiaries of HPPL as set out in Annexure A (each a HPPL Group Company)

ACN/ARSN (if applicable) See above and in Annexure A (as applicable)

The holder became a substantial holder on 08 / 06 / 2018

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares (Shares)	1,388,953,966	1,388,953,966	14.97%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Redstone	Redstone has a relevant interest by virtue of entry into contracts for the purchase of Shares on market that are yet to settle (On-market Acquisition Contracts).	1,388,953,966 Shares
HPPL	HPPL has a relevant interest under section 608(3)(b) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act) by reason of having control of Redstone.	1,388,953,966 Shares
Mrs Georgina Hope Rinehart	Mrs Georgina Hope Rinehart has a relevant interest under section 608(3)(b) of the <i>Corporations Act</i> by reason of having control of HPPL.	1,388,953,966 Shares
Each HPPL Group Company set out in Annexure A	Each HPPL Group Company has a relevant interest under section 608(3)(a) of the <i>Corporations Act</i> , by virtue of having voting power (through the relevant interest of its associate, HPPL) above 20% in Redstone.	1,388,953,966 Shares

Note: Redstone entered into a cash-settled equity swap with UBS AG, Australia Branch, which as at the date of this notice, relates to a notional 463,052,428 Shares (equivalent to approximately 4.99% of the Shares currently on issue). Key terms of the cash-settled equity swap are described in Annexure B. The cash-settled equity swap does not give Redstone, HPPL, Mrs Georgina Hope Rinehart or any HPPL Group Company any relevant interest in these Shares.

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holders of relevant interest	Registered holder of Securities	Person entitled to be registered as a holder (8)	Class and number of securities
Redstone, Mrs Georgina Hope Rinehart, HPPL and each HPPL Group Company set out in Annexure A	Various sellers who have entered into the On-market Acquisition Contracts	Redstone (subject to settlement under the On-market Acquisition Contracts)	1,388,953,966 Shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Redstone	8 June 2018	\$28,641,172.37		846,801,813 Shares
Redstone	12 June 2018	\$21,038,986.86		542,152,153 Shares

6. Associates

The reasons the person named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Each HPPL Group Company set out in Annexure A	Each HPPL Group Company is either a body corporate that controls Redstone or is controlled by an entity that controls Redstone

7. Addresses

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

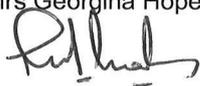
Name	Address
Redstone, Mrs Georgina Hope Rinehart, HPPL and each HPPL Group Company set out in Annexure A	Level 3, 28-42 Ventnor Avenue, West Perth, 6005

Signature

print name S Jabez Huang capacity Company Secretary
 sign here  date 12 / 06 / 2018

Annexure A

This is Annexure A of 2 pages referred to in Form 603 (Notice of initial substantial holder) given by Redstone Corporation Pty Ltd, Mrs Georgina Hope Rinehart, Hancock Prospecting Pty Ltd and its subsidiaries.



12 June 2018

S J Huang
Company Secretary

Date

ENTITY NAME	AUSTRALIAN COMPANY NUMBER
2GHR Prime Australian Beef Pty Ltd	609 508 036
2GR Australian Beef Pty Ltd	612 793 610
2GR Outback Beef Pty Ltd	612 793 629
2GR Premium Beef Pty Ltd	612 793 638
2GR Premium Outback Beef Pty Ltd	612 937 327
2GR Premium Wagyu Beef Pty Ltd	612 937 318
2GR Wagyu Beef Pty Ltd	612 793 665
Associated Management Services Pty Ltd	609 834 504
Auster Investments Pty Ltd	076 430 503
Australian Outback Beef Pty Ltd	613 901 161
Australian Beef Marketing Pty Ltd	617 875 313
Aviation Lease Holdings Pty Ltd	602 412 993
Bedarra Investments Pty Ltd	137 218 038
Bluelink Nominees Pty Ltd	152 873 660
Central Pilbara Holdings Pty Ltd	132 394 168
Central Pilbara North Iron Ore Pty Ltd	132 394 480
Central Pilbara South Iron Ore Pty Ltd	132 394 471
Clappersgate Pty Ltd	612 808 054
Clover Cattle Co. Pty Ltd	009 107 171
El Questro Investments Pty Ltd	137 218 047
Ethel Creek Iron Ore Pty Ltd	132 394 140
Flight Operations Pty Ltd	601 237 790
Gayna Park Pty Ltd	009 294 722
Georgina Hancock (1965) Pty Ltd	008 696 884
Ginbata Aircraft Pty Ltd	602 413 016
Ginbata Aviation Holdings Pty Ltd	602 411 745
Gold Exploration Victoria Pty Ltd	603 818 382
Haggerston Pty Ltd	612 808 045
Hancock Beef Pty Ltd	146 118 087
Hancock Beef Marketing and Distribution Pty Ltd	616 243 406
Hancock British Holdings Ltd	N/A
Hancock Corporation Pty Ltd	615 809 740
Hancock Energy Pty Ltd	130 249 624
Hancock English Holdings Pty Ltd	612 807 986
Hancock Exploration Management Services Pty Ltd	127 071 836
Hancock Group Holdings Pty Ltd	612 808 018
Hancock Manganese Pty Ltd	131 992 277
Hancock Minerals Pty Ltd	057 326 824
Hancock (Singapore) Pte Ltd	N/A
Hancock Wagyu Pty Ltd	168 089 272
Hanrine Ecuadorian Explorationandmining S.A.	N/A
Hanrine Finance Pty Ltd	142 927 900
Hanrine Holdings Pty Ltd	154 124 204
Hanrine Holdings (Singapore) Pte Ltd	N/A
Hanrine Investments Pty Ltd	145 852 991
Hanrine Investments (Singapore) Pte Ltd	N/A
Hanrine Properties (Singapore) Pte Ltd	N/A
Haydon Bridge Pty Ltd	612 807 959

HGRCB Pty Ltd	161 457 370
HMHT Investments Pty Ltd	070 550 104
Hope Dairies Pty Ltd	608 094 159
Hope Dairies (WA) Pty Ltd	602 615 967
Hope Downs Iron Ore Pty Ltd	071 514 308
Hope Downs Management Services Pty Ltd	081 380 930
HPPL Pastoral Properties Pty Ltd	078 739 956
HPPL Services Pty Ltd	132 394 159
Jacaranda Minerals Pty Ltd	117 264 570
Jasmin Walk Pty Ltd	149 227 485
Lake Vista Pty Ltd	152 873 679
Langford Investments Pty Ltd	062 582 601
Lavington Pty Ltd	612 808 036
Liveringa Station Beef Pty Ltd	168 054 448
Minerals Australia Pty Ltd	124 475 538
Mulga Downs Iron Ore Pty Ltd	080 659 150
Mulga Downs Pty Ltd	057 326 815
Mulga Exploration Pty Ltd	600 967 619
Mulga Infrastructure Pty Ltd	600 967 682
Mulga Iron Holdings Pty Ltd	600 967 404
Nicholas Downs Pty Ltd	131 992 295
Niunai Pty Ltd	600 577 473
Northern Australia Pastoral Investments Pty Ltd	168 089 558
Northern Australia Pastoral Properties Pty Ltd	168 089 469
Northern Cattle Trading Pty Ltd	620 220 564
Offshore Exploration Holdings Pty Ltd	617 989 492
Outram (SPV) Pty Ltd	115 004 147
Pastoral Properties Australia Pty Ltd	152 743 523
Pastoral Properties (NSW) Pty Ltd	602 975 511
Pastoral Properties (NT) Pty Ltd	612 807 931
Pastoral Properties (Qld) Pty Ltd	169 703 011
Queensland Coal Investments Pty Ltd	144 920 187
Quixot Pty Ltd	009 159 586
QCI (Coking) Pty Ltd	159 656 112
QCI (Galilee) Pty Ltd	159 703 009
QCI (Minerals) Pty Ltd	603 989 126
QCI (Regions) Pty Ltd	160 911 679
QCI (Thermal) Pty Ltd	159 664 801
Rinehan Pty Ltd	602 397 740
Rinehart Family Medical Pty Ltd	620 307 833
Roy Hill Holdings Pty Ltd	123 721 077
Roy Hill Infrastructure Pty Ltd	130 249 633
Roy Hill Iron Ore Pty Ltd	123 722 038
Roy Hill Operations Pty Ltd	168 771 355
Rural Investment Holdings Pty Ltd	142 021 770
S. Kidman & Co Pty Ltd	007 872 317
Stoneform Investments Pty Ltd	168 036 093
Southwest Pastoral Properties Pty Ltd	602 975 520
Timeview Enterprises Pty Ltd	147 613 312
Ventnor Entertainment Services Pty Ltd	146 118 087
Vilbec Pty Ltd	144 802 380
Waterhead Pty Ltd	612 807 913
Westrains Resources Pty Ltd	009 083 783
Winform Nominees Pty Ltd	152 706 717
Wingfield Avenue Pty Ltd	065 980 181
W.N.M. MacDonald Pty Ltd	008 673 756
1112225 B.C. Ltd	N/A
1112238 B.C. Ltd	N/A

Annexure B

This is Annexure B of 1 page referred to in Form 603 (Notice of initial substantial holder) given by Redstone Corporation Pty Ltd, Mrs Georgina Hope Rinehart, Hancock Prospecting Pty Ltd and its subsidiaries.



S J Huang
Company Secretary

12 June 2018

Date

In addition to the information contained in the Form 603, Redstone Corporation Pty Ltd entered into a cash-settled equity swap transaction on the following terms:

Type of derivative instrument	Cash-settled equity swap
Identity of taker	Redstone Corporation Pty Ltd
Entry date	30 April 2018 to 6 June 2018
Relevant security	Fully paid ordinary shares in Atlas Iron Limited
Number of securities to which the derivative relates	463,052,428
Price	Average price of \$0.0332 per share, with swaps priced between \$0.0304 and \$0.0348
Aggregate of relevant interests and long equity derivative position held by taker and associates	Relevant interest in 1,388,953,966 ordinary shares (14.97%) plus long equity derivative position under swap over 463,052,428 ordinary shares (4.99%), giving a total long position in 1,852,006,394 ordinary shares (19.96%).
Identity of associates of the taker	Refer section 6 of the Form 603