

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme

Atlas Iron Ltd

ACN/ARSN

1. Details of substantial holder(1)

Name BlackRock Group

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on 25 / 03 / 13

The previous notice was given to the company on 14 / 07 / 11

The previous notice was dated 22 / 02 / 11

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)
ord	48,985,998	6.46	48,081,297	5.29

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
	see Annexure A				

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
	see Annexure B				

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 are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
see Annexure B	

6. Addresses

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

Name	Address
see Annexure B	

Signature

print name Belinda Plotkin

capacity Company Secretary

sign here

date 05 / 04 /13

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.

This is Annexure A of 1 page referred to in form 604 Notice of change of interests of substantial shareholder

05-Apr-13
Belinda Plotkin, Company Secretary **Date**

3. Changes in relevant interests

Atlas Iron Ltd (AGO)						
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	
23 Feb 2011 to 25 March 2013	BlackRock Group	Purchases	74,726,572 AUD	ord 28,369,828	28,369,828	
	BlackRock Group	Sales	70,059,327 AUD	ord 29,264,540	29,264,540	

This is Annexure B of 1 page referred to in form 604 Notice of change of interests of substantial shareholder

05-Apr-13

**Belinda Plotkin,
Company Secretary**

4. Present Relevant Interests

6. Addresses

Holder of Relevant Interests / Name	Class and number of Securities	Persons Votes	Nature of Association	Address
BlackRock Investment Management (Korea) Ltd.	ORD 461,686	461,686	same ultimate holding company	23/F Seoul Finance Centre 84 Taepyeongno 1-ga, Jung-gu Seoul 100-768, Korea
BlackRock (Luxembourg) SA	ORD 27,000,000	27,000,000	same ultimate holding company	6d Route de Treves Senningerberg, L-2633 Luxembourg
BlackRock Fund Managers Ltd	ORD 237,989	237,989	same ultimate holding company	12 Throgmorton Avenue London EC2N 2DL UK
BlackRock Investment Management (UK) Ltd	ORD 8,013,231	8,013,231	same ultimate holding company	12 Throgmorton Avenue London EC2N 2DL UK
BlackRock Investment Management, LLC	ORD 122,483	122,483	same ultimate holding company	1 University Square Drive, Princeton, NJ 08540
BlackRock Asset Management Ireland Limited	ORD 2,136	2,136	same ultimate holding company	JP Morgan House International Financial Services Centre Dublin 1 IRELAND
BlackRock Advisors (UK) Ltd.	ORD 701,581	701,581	same ultimate holding company	Murray House 1 Royal Mint Court London, EC3N 4HH, UK
BlackRock Life Limited	ORD 2,550,116	2,550,116	same ultimate holding company	12 Throgmorton Avenue London EC2N 2DL UK
BlackRock Investment Management (Aust) Ltd (ACN 006 165 975)	ORD 1,406,961	1,406,961	same ultimate holding company	Level 19, 120 Collins St Melbourne Australia
BlackRock Asset Management Australia Limited (ACN 001 804 566)	ORD 2,466,305	2,466,305	same ultimate holding company	Level 43, Grosvenor Place 225 George Street Sydney NSW 2000 Australia
BlackRock Fund Advisors	ORD 1,275,115	1,275,115	same ultimate holding company	400 Howard Street San Francisco, CA, 94105
BlackRock Institutional Trust Company, N.A.	ORD 3,843,694	3,843,694	same ultimate holding company	400 Howard Street San Francisco, CA, 94105