

**C L I F F O R D  
C H A N C E**

**CLIFFORD CHANCE**

LEVEL 7  
190 ST GEORGES TERRACE  
PERTH, WESTERN AUSTRALIA 6000  
TEL +618 9262 5555  
FAX +618 9262 5522  
www.cliffordchance.com

**Fax**

Pages including cover: 5

To: Company Announcements Platform  
Company: ASX Limited  
Fax: 1300 135 638

Our ref: 22-40603288  
From: Jon Carson  
Fax: +61 8 9262 5522  
Direct Dial: +61 8 9262 5510  
E-mail: jon.carson@cliffordchance.com

28 July 2015

Dear Sir/Madam

**Notice of Initial Substantial Holder**

We act for BGC Contracting Pty Ltd ACN 008 766 407 (**BGC**) in relation to the issue of shares in Atlas Iron Limited ACN 110 396 168 (ASX: AGO) (**AGO**).

On behalf of BGC and in accordance with section 671B of the *Corporations Act 2001* (Cth), we enclose a Notice of Initial Substantial Holder (Form 603) in respect of AGO.

A copy of the enclosed notice will be provided to AGO today.

Yours Faithfully



Jon Carson  
Partner  
**Clifford Chance**

**Enc.**

CLIFFORD CHANCE IS A LAW FIRM WITH LIABILITY LIMITED BY A SCHEME APPROVED UNDER PROFESSIONAL STANDARDS LEGISLATION. IF YOU DO NOT RECEIVE LEGIBLE COPIES OF ALL THE PAGES PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE OR FAX. THIS MESSAGE AND ANY ATTACHMENTS ARE CONFIDENTIAL AND SENT FOR THE PERSONAL ATTENTION OF THE ADDRESSEE. THE MESSAGE MAY CONTAIN INFORMATION WHICH IS COVERED BY LEGAL PROFESSIONAL OR OTHER PRIVILEGE.

**Form 603****Corporations Act 2001  
Section 671B****Notice of initial substantial holder**

To Company Name/Scheme	Atlas Iron Limited (Atlas)
ACN/ARSN	110 396 168

**1. Details of substantial holder (1)**

Name	BGC Contracting Pty Ltd ACN 008 766 407 and each of the persons and entities listed in Annexure A
ACN/ARSN (if applicable)	See Annexure A

The holder became a substantial holder on 24 July 2015.

**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)
Ordinary shares	461,792,518	461,792,518	17.33% (based on 2,664,237,662 ordinary shares on issue)

**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
BGC Contracting Pty Ltd	Relevant interest pursuant to the letter agreement dated 1 June 2015 between BGC Contracting Pty Ltd and Atlas, details of which are set out in Atlas' prospectus dated 11 June 2015 (as supplemented by Atlas' supplementary prospectus dated 6 July 2015).	461,792,518 ordinary shares
BGC (Australia) Pty Ltd Samuel Conrad Buckeridge and Andrew Benjamin Buckeridge as executors of the estate of Leonard Walter Buckeridge (deceased)	Relevant interest pursuant to control of BGC Contracting Pty Ltd	461,792,518 ordinary shares

**4. Details of present registered holders**

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

Holder of relevant interests	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
BGC Contracting Pty Ltd BGC (Australia) Pty Ltd Samuel Conrad Buckeridge and Andrew Benjamin Buckeridge as executors of the estate of Leonard Walter Buckeridge (deceased)	BGC Contracting Pty Ltd	BGC Contracting Pty Ltd	461,792,518 ordinary 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
BGC Contracting Pty Ltd BGC (Australia) Pty Ltd Samuel Conrad Buckeridge and Andrew Benjamin	24 July 2015	\$0.05 per ordinary share	461,792,518 ordinary shares

Buckeridge as executors of the estate of Leonard Walter Buckeridge (deceased)		
---	--	--

**6. Associates**

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

Name and ACN/ARSN (if applicable)	Nature of association
Each of the entities listed in Annexure A	Each of the entities listed in Annexure A (other than Samuel Conrad Buckeridge and Andrew Benjamin Buckeridge) is controlled by Samuel Conrad Buckeridge and Andrew Benjamin Buckeridge as executors of the estate of Leonard Walter Buckeridge (deceased), who also control BGC Contracting Pty Ltd and BGC (Australia) Pty Ltd.

**7. Addresses**

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

Name	Address
BGC Contracting Pty Ltd	Level 6, 18 Mount Street Perth WA 6000
Each of the entities and persons listed in Annexure A	c/o - BGC Contracting Pty Ltd Level 6, 18 Mount Street Perth WA 6000

**Signature**

print name Belinda Jane Murray capacity Company Secretary

sign here 

Date 28.7.15

**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 Act 2001.
- (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.

**Annexure A**

This is Annexure A of 2 pages (including this page) referred to in Form 603, Notice of initial substantial holder, given by BGC Contracting Pty Ltd and the other persons and entities named in this Annexure.

Dated: 17 July 2015

Signed:

Name: Belinda Jane Murray  
Company Secretary  
BGC Contracting Pty Ltd

Name	ACN/ABN/ARSN/Company number
Samuel Conrad Buckeridge and Andrew Benjamin Buckeridge as executors of the estate of Leonard Walter Buckeridge (deceased)	
BGC (Australia) Pty Limited	ACN 005 736 005
BGC Residential Pty Ltd	ACN 052 543 450
BGC Construction Pty Ltd	ACN 008 783 248
Statesman Homes Pty Limited	ACN 009 184 418
BGC Concrete Products Pty Limited	ACN 009 397 871
Buxton Holdings Pty Limited	ACN 009 177 002
Ventura Home Group Pty Ltd	ACN 093 870 618
BAAC Pty Ltd	ACN 067 400 293
Commodore Homes Unit Trust	ABN 67 828 112 239
Commodore Homes (WA) Pty Limited	ACN 063 492 526
The Australian Plasterboard Company Holdings Pty Ltd	ACN 106 367 962
Canche Pty Ltd	ACN 151 958 182
BGC East Pty Ltd	ACN 165 228 188
Mount Risk Services Pty Ltd	ACN 008 775 666
DAD National Pty Ltd	ACN 100 667 196
Port 1 Pty Ltd	ACN 077 705 894
Homeowners Completion Trust	ABN 24 707 076 192
480 Hay Street Pty Ltd	ACN 163 079 918
Affordable Finance Pty Ltd	ACN 167 101 028
Cromlech Pty Limited	ACN 008 909 304
Oasis Construction Pty Ltd	ACN 107 967 920
Smart Legend Pty Ltd	ACN 160 596 690
BGC POS Pty Ltd	ACN 165 075 409
Pelabuhan Utama Pty Ltd	ACN 071 486 649
Hebat Pty Ltd	ACN 079 099 504
James Point Pty Ltd	ACN 077 624 956
F G Cranes Pty Ltd	ACN 160 985 053
Western Stevedores Livestock Unit Trust	ABN 82 887 348 519

Kwinana Port Pty Ltd	ACN 077 515 336
James Point Developments Pty Ltd	ACN 092 666 987
BGC Development Pty Ltd	ACN 601 411 876
60 Flourish Loop Pty Ltd	ACN 603 409 605
Homefirst Pty Ltd	ACN 165 537 726
Glenthams Pty Ltd	ACN 008 865 692
Esther Investment Pty Ltd	ACN 004 459 563
Buckeridge Nominees Pty Ltd	ACN 008 849 581
PAW Unit Trust	ABN 55 519 847 105
Lisson Nominees Pty Ltd	ACN 008 872 857
PBS Unit Trust	ABN 88 702 504 116
Automated Surveys Pty Ltd	ACN 009 303 931
Automated Surveys Unit Trust	ABN 86 653 526 582
Kimpura Pty Ltd	ACN 006 048 479
J-Corp Pty Ltd	ACN 009 063 076
Abella Holdings Pty Ltd	ACN 009 365 093
Caprice Bay Pty Ltd	ACN 060 170 434
Daglish Holdings Pty Ltd	ACN 053 255 333
Harrisdale Pty Ltd	ACN 008 462 140
Leon Enterprises Pty Ltd	ACN 059 951 281
National Electrical Services Pty Ltd	ACN 009 339 968
Westswan Nominees Pty Ltd	ACN 091 509 349
Buckeridge & Associates Pty Ltd	ACN 008 679 061
Twenty Two Mount Street Pty Ltd	ACN 008 702 770
Richard Buckeridge Investments Pty Ltd	ACN 008 677 754
Buckeridge Properties Pty Ltd	ACN 008 687 581
Sharon Flats Syndicate	ABN 81 856 438 088
Eaton Holdings Pty Ltd	ACN 009 295 327
Eaton Unit Trust	ABN 97 181 345 609
BGC Modular Pty Ltd	ACN 157 690 509
A F Wade Pty Ltd	ACN 007 621 687
Armacrete WA Pty Ltd	ACN 009 447 885
Maxen Holdings Pty Ltd	ACN 009 469 023
Britta Nominees Pty Ltd	ACN 009 359 693
Builders Supply Group Pty Ltd	ACN 009 132 889
Cresford Holdings Pty Ltd	ACN 009 176 989
Edmonds Corporation Pty Ltd	ACN 081 867 352
Swan View Holdings Pty Ltd	ACN 127 596 516
VHG Realty Pty Ltd	ACN 607 123 099
BGC Insurance (L) Ltd	ABN 50 087 516 014