

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

**Atlas Iron Limited**

ACN

**110 396 168**

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |  |
|---|--|--|
| 1 | +Class of +securities issued or to be issued   | Ordinary shares fully paid.  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | (1) and (2 ) 66,235,303 Ordinary shares fully paid issued to Aurox shareholders and Aurox optionholders pursuant to merger.<br>(3) 5,500,000 Unlisted \$2.873 30 June 2015 Options   |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | (1) and (2) Ordinary shares fully paid that rank equally with existing ordinary shares fully paid.<br><br>(3) Unlisted \$2.873 30 June 2015 Options approved by shareholders on 16 August 2010 (terms per Schedule 3 of Notice of Meeting) |

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

4	<p>Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>	<p>(1) and (2) Yes.</p> <p>(3 ) Yes on exercise of options</p>	
5	Issue price or consideration	<p>(1) In respect of Aurox ordinary shares, one fully-paid ordinary Atlas share for every three Aurox Resources Limited (<b>Aurox</b>) shares held on the record date (<b>Scheme Consideration</b>), as disclosed in the Scheme Booklet dated 2 July 2010 (<b>Scheme Booklet</b>).</p> <p>(2) In respect of Aurox options, calculated by reference to the ratio under the Scheme Consideration, based on the Black-Scholes option valuation model and methodology for valuing options, as disclosed in the Scheme Booklet.</p> <p>(3) NIL</p>	
6	<p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The issue of Atlas shares is</p> <p>(1) 65,235,303 ordinary shares, being consideration under the proposed scheme of arrangement between Aurox and its shareholders, pursuant to which all Aurox shares will be acquired by Atlas as explained in the Scheme Booklet; and</p> <p>(2) 887,153 ordinary shares, being consideration pursuant to cancellation of Aurox options as explained in the Scheme Booklet.</p> <p>(3) 5,500,000 Unlisted Options approved by shareholders on 16 August 2010 as incentive options.</p>	
7	Dates of entering <sup>+</sup> securities into uncertificated holdings or despatch of certificates	24 August 2010	
		Number	<sup>+</sup> Class
8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the securities in clause 2 if applicable)	540,009,119	Ordinary Shares

9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	See attached listing of unlisted options
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

## Part 2 - DELETED – NOT APPLICABLE

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

### Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

**Appendix 3B**  
**New issue announcement**

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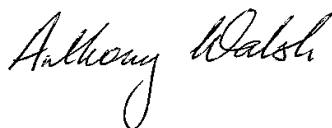
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

Company Secretary

Date: 24 August 2010

Print name:

Tony Walsh

== == == == ==

UNLISTED OPTIONS Number	Class
1,000,000	16/11/10 20 cent options
23,000	16/11/10 25 cent options
3,000,000	24/03/11 30 cent options
3,000,000	24/03/11 40 cent options all vested
450,000	22/05/11 50 cent options all vested
350,000	15/08/11 60 cent options all vested
650,000	15/08/11 70 cent options all vested
500,000	24/03/11 60 cent options all vested
300,000	31/01/12 50 cent options all vested
100,000	31/01/12 60 cent options all vested
150,000	31/01/12 70 cent options all vested
25,000	05/03/12 60 cent options all vested
75,000	05/03/12 70 cent options all vested
75,000	21/03/12 70 cent options all vested
2,500,000	31/03/12 72 cent performance options all vested
1,800,000	28/02/12 70 cent unlisted options all vested
1,500,000	31/05/12 60 cent performance options all vested
50,000	16/07/12 \$1.06 options all vested
75,000	30/09/12 \$2.20 options all vested
75,000	30/09/12 \$2.50 options all vested
50,000	30/09/12 \$1.60 options all vested
25,000	30/09/12 \$1.40 options all vested
25,000	30/09/12 \$1.50 options all vested
400,000	30/09/12 \$1.50 options all vested
150,000	30/09/12 \$3.00 options all vested
150,000	30/09/12 \$3.35 options all vested
125,000	30/09/12 \$2.50 options all vested
125,000	30/09/12 \$2.85 options all vested
120,000	30/09/12 \$2.50 performance options all vested
65,000	30/09/12 \$2.55 options all vested
55,000	30/09/12 \$2.85 options all vested
500,000	20/08/12 \$2.46 options all vested
50,000	30/09/12 \$2.25 options all vested
25,000	30/09/12 \$2.55 options all vested
75,000	30/09/12 \$1.90 options all vested
75,000	30/09/12 \$2.15 options all vested
100,000	30/09/12 \$1.90 performance options all vested
135,000	30/09/12 \$2.45 options all vested
135,000	30/09/12 \$2.75 options all vested
75,000	30/09/12 \$2.45 performance options all vested.
25,000	30/09/12 \$2.50 options all vested
25,000	30/09/12 \$2.85 options all vested
35,000	30/09/12 \$2.30 options all vested
35,000	30/09/12 \$2.65 options all vested
40,000	31/03/13 \$2.45 options all vested
40,000	31/03/13 \$2.75 options all vested
15,000	31/03/13 \$2.10 options all vested
15,000	31/03/13 \$2.40 options all vested
50,000	31/03/13 \$2.15 options all vested
50,000	31/03/13 \$2.45 options all vested
50,000	31/03/13 \$2.65 options all vested
50,000	31/03/13 \$3.00 options all vested
2,300,000	01/05/11 \$4.50 options all vested
25,000	30/06/13 \$4.35 options all vested
25,000	30/06/13 \$4.95 options all vested
90,000	30/06/13 \$4.45 options all vested
90,000	30/06/13 \$5.00 options all vested
40,000	30/06/13 \$4.25 options all vested
40,000	30/06/13 \$4.80 options vesting 23/06/10
125,000	30/06/13 \$4.08 options all vested
125,000	30/06/13 \$4.62 options vesting 01/07/10
30,000	30/09/12 \$2.55 options all vested
30,000	30/09/12 \$2.85 options all vested

+ See chapter 19 for defined terms.

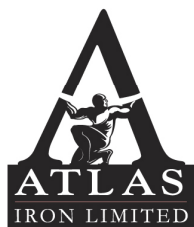
## Appendix 3B

### New issue announcement

UNLISTED OPTIONS	
Number	Class
50,000	30/06/13 \$2.35 options all vested
50,000	30/06/13 \$2.65 options vesting 18/08/10
25,000	30/06/13 \$2.30 options all vested
25,000	30/06/13 \$2.60 options vesting 25/08/10
350,000	30/09/13 \$1.65 options all vested
350,000	30/09/13 \$1.85 options vesting 06/10/10
25,000	30/09/13 \$1.15 options vesting 20/10/10
25,000	30/09/13 \$1.10 options all vested
25,000	30/09/13 \$1.25 options vesting 03/11/10
15,000	30/09/13 \$2.00 options all vested
15,000	30/09/13 \$2.25 options vesting 15/09/10
10,000	30/12/13 \$0.60 options vesting 17/11/10
40,000	30/12/13 \$0.90 options vesting 17/11/10
25,000	30/12/13 \$1.05 options all vested
25,000	30/12/13 \$1.20 options vesting 04/11/10
100,000	30/12/13 \$1.30 options all vested
50,000	30/12/13 \$1.35 options all vested
50,000	30/12/13 \$1.50 options vesting 05/01/11
15,000	30/12/13 \$1.50 options all vested
15,000	30/12/13 \$1.70 options vesting 12/01/11
25,000	31/03/14 \$1.50 options vesting 01/04/11
ZERO	31/03/14 \$1.35 options all vested – CHANGE and exercise price corrected
25,000	31/03/14 \$1.50 options vesting 06/04/11 - exercise price corrected
50,000	31/03/14 \$1.65 options all vested
50,000	31/03/14 \$1.85 options vesting 09/04/11
200,000	30/06/14 \$2.30 options vesting 03/08/10
200,000	30/06/14 \$2.60 options vesting 03/08/11
50,000	31/12/14 \$2.50 options vesting 19/01/11
50,000	31/12/14 \$2.80 options vesting 19/01/12
NEW ESOP OPTIONS	
15,000	31/03/15 \$2.25 options vesting 24/05/11
15,000	31/03/15 \$2.55 options vesting 24/05/12
40,000	31/03/15 \$2.75 options vesting 10/05/11
40,000	31/03/15 \$3.10 options vesting 10/05/12
25,000	31/03/15 \$2.25 options vesting 8/06/11
25,000	31/03/15 \$2.55 options vesting 8/06/12
15,000	31/03/15 \$2.65 options vesting 21/06/11
15,000	31/03/15 \$3.00 options vesting 21/06/12
25,000	31/03/15 \$2.25 options vesting 14/06/11
25,000	31/03/15 \$2.55 options vesting 14/06/12
15,000	31/03/15 \$2.45 options vesting 17/05/11
15,000	31/03/15 \$2.75 options vesting 17/05/12
25,000	31/03/15 \$2.05 options vesting 25/05/11
25,000	31/03/15 \$2.30 options vesting 25/05/12
40,000	31/03/15 \$2.45 options vesting 17/05/11
40,000	31/03/15 \$2.75 options vesting 17/05/12
25,000	31/03/15 \$2.80 options vesting 29/03/11
25,000	31/03/15 \$3.15 options vesting 29/03/12
30,000	31/03/15 \$2.70 options vesting 22/03/11
30,000	31/03/15 \$3.05 options vesting 22/03/12
75,000	31/03/15 \$2.70 options vesting 22/03/11
75,000	31/03/15 \$3.05 options vesting 22/03/12
30,000	31/03/15 \$2.80 options vesting 23/03/11
30,000	31/03/15 \$3.20 options vesting 23/03/12
25,000	31/03/15 \$2.65 options vesting 9/03/11
25,000	31/03/15 \$3.00 options vesting 9/03/12
15,000	31/03/15 \$2.65 options vesting 8/03/11
15,000	31/03/15 \$3.00 options vesting 8/03/12
75,000	31/03/15 \$2.70 options vesting 3/05/11
75,000	31/03/15 \$3.05 options vesting 3/05/12
75,000	31/03/15 \$2.70 options vesting 3/05/11
75,000	31/03/15 \$3.05 options vesting 3/05/12
250,000	31/12/14 \$2.10 options vesting 1/02/11
250,000	31/12/14 \$2.35 options vesting 1/02/12

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UNLISTED OPTIONS Number	Class
50,000	31/12/14 \$2.10 options vesting 1/02/11
50,000	31/12/14 \$2.35 options vesting 1/02/12
50,000	31/12/14 \$2.25 options vesting 4/01/11
50,000	31/12/14 \$2.55 options vesting 4/01/12
30,000	31/12/14 \$2.25 options vesting 4/01/11
30,000	31/12/14 \$2.55 options vesting 4/01/12
30,000	31/12/14 \$2.25 options vesting 5/01/11
30,000	31/12/14 \$2.55 options vesting 5/01/12
15,000	31/12/14 \$2.45 options vesting 20/01/11
15,000	31/12/14 \$2.80 options vesting 20/01/12
50,000	31/12/14 \$2.70 options vesting 15/01/11
50,000	31/12/14 \$3.05 options vesting 15/01/12
15,000	30/09/14 \$2.15 options vesting 16/11/10
15,000	30/09/14 \$2.45 options vesting 16/11/11
75,000	30/09/14 \$2.15 options vesting 26/10/10
75,000	30/09/14 \$2.40 options vesting 26/10/11
30,000	30/09/14 \$2.10 options vesting 19/10/10
30,000	30/09/14 \$2.40 options vesting 19/10/11
5,500,000	30/06/15 \$2.873 options vested



24 August 2010

**Atlas Iron Limited (ASX Code: AGO)**  
**Notification under section 708A(5)(e) of the Corporations Act 2001 (Cth)**

This notice is given by Atlas Iron Limited (**Atlas**) in relation to the issue of new Atlas shares in consideration for the cancellation of unlisted Aurox Resources Limited options (**Aurox Options**) pursuant to Aurox Option cancellation deeds as described in the Aurox Resources Limited scheme booklet dated 2 July 2010 (**Option Deeds**).

For the purposes of section 708A(5) of Corporations Act 2001(Cth) (**Corporations Act**), Atlas gives notice as follows:

1. Atlas has today issued 887,153 fully paid ordinary shares under the Option Deeds without disclosure to investors under Part 6D.2 of the Corporations Act;
2. as at the date of this notice, Atlas has complied with:
  - the provisions of Chapter 2M of the Corporations Act as they apply to Atlas; and
  - section 674 of the Corporations Act; and
3. as at the date of this notice, there is no information that is "excluded information" within the meaning of sections 708A(7) and 708A(8) of the Corporations Act which is required to be disclosed by Atlas under section 708A(6)(e) of the Corporations Act.

Yours sincerely,

Tony Walsh  
Company Secretary