

**22 February 2007**

**Australian Stock Exchange Limited**

**Company Announcements**

**Level 10, 20 Bond Street**

**Sydney NSW 2000**

Dear Sir / Madam

**Notice of change in substantial holding**

Attached is a Notice of change in substantial holding received by the company.

Yours faithfully

**Peter Ruttledge**  
**Company Secretary**



21 February 2007

The Company Secretary  
Red Hill Iron Limited  
PO Box 1160  
WEST PERTH WA 6872

Dear Sir

**Re: CHANGE OF INTERESTS OF SUBSTANTIAL SHAREHOLDER (FORM 604)**

Please find attached the abovementioned form for lodgement with the ASX.

Giralia's shareholding in Red Hill Iron ("RHI") has not changed, however its voting power has been reduced from 19.6% of RHI to 16.66% due to a placement by RHI.

Yours faithfully

Bruce Acutt  
**Company Secretary**

# Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Red Hill Iron Limited  
ACN/ARSN 44 114 553 392

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

Name Giralia Resources NL  
ACN/ARSN (if applicable) 64 009 218 204

There was a change in the interests of the substantial holder on 15 / 2 / 07  
The previous notice was given to the company on 14 / 2 / 06  
The previous notice was dated 14 / 2 / 06

### 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 vote	Voting power (5)	Person's vote	Voting power (5)
Ordinary fully paid shares	6,533,333	19.6%	6,533,333	16.66%

### 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 of 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
15/2/07	Giralia	Placement of shares by Red Hill Iron Ltd	Nil	Nil	Reduced by 2.94%

### 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
Giralia	Giralia	Giralia	Legal & beneficial owner of Ord shares (escrowed)	Ord 6,533,333	6,533,333

## 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
N/A	

## 6. Addresses

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

Name	Address
Giralia Resources NL	PO Box 1665, West Perth WA 6872

## Signature

print name **Bruce Acutt** capacity **Company Secretary**

sign here



date **21 / 2 / 2007**

## 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 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.
- (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 contingent. 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.