

3 December 2007

Company Announcements Office  
ASX Limited  
Level 4, 20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

**Appendix 3Y: Change in Director's Interest  
Form 604: Notice of change in substantial holding**

Attached are an Appendix 3Y, relating to a change in the interest of a director, and a Form 604, relating to a change in substantial holding, in shares in the company.

Yours faithfully

P.C.Ruttledge  
Company Secretary

# Appendix 3Y

## Change of Director's Interest Notice

*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 30/9/2001.

|                       |                              |
|-----------------------|------------------------------|
| <b>Name of entity</b> | <b>RED HILL IRON LIMITED</b> |
| <b>ABN</b>            | <b>44 114 553 392</b>        |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |                           |
|----------------------------|---------------------------|
| <b>Name of Director</b>    | <b>Joshua Norman Pitt</b> |
| <b>Date of last notice</b> | <b>14 August 2007</b>     |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| <b>Direct or indirect interest</b>  | <b>Indirect</b>  |
|---|--|
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | <b>Shares acquired by Wythenshawe Pty Ltd (a company of which Mr Pitt is a director and shareholder)</b> |
| <b>Date of change</b>   | <b>28 November 2007</b>  |
| <b>No. of securities held prior to change</b>   | <b>2,708,825 ordinary shares held by Wythenshawe Pty Ltd</b>   |
| <b>Class</b>  | <b>Ordinary shares – fully paid</b>  |
| <b>Number acquired</b>  | <b>300,000</b>   |
| <b>Number disposed</b>  | <b>Nil</b>   |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>  | <b>\$1,170,000</b>   |

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

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|   |  |
|---|--|
| <b>No. of securities held after change</b>  | <b>3,008,825 ordinary shares held by Wythenshawe Pty Ltd</b> |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | <b>Off market trade</b>                                      |

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |                       |
|--|-----------------------|
| <b>Detail of contract</b>  | <b>Not applicable</b> |
| <b>Nature of interest</b>  |                       |
| <b>Name of registered holder (if issued securities)</b>  |                       |
| <b>Date of change</b>  |                       |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed |                       |
| <b>Interest acquired</b>   |                       |
| <b>Interest disposed</b>   |                       |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation   |                       |
| <b>Interest after change</b>   |                       |

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+ See chapter 19 for defined terms.

**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 **Wythenshawe Pty Ltd**ACN/ARSN (if applicable) **008 947 420**There was a change in the interests of the substantial holder on **28/11/2007**The previous notice was given to the company on **13/02/2006**The previous notice was dated **13/02/2006****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) |
| <b>ORDINARY SHARES (ORD)</b> | <b>2,040,000</b> | <b>6.12%</b>     | <b>3,008,825</b> | <b>7.60%</b>     |
|                              |                  |                  |                  |                  |

**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 |
|--------------------|--|----------------------|---|---|-------------------------|
| <b>21/9/2006</b>   | <b>Wythenshawe Pty Ltd</b>             | <b>Acquisition</b>   | <b>\$ 112,000</b>                             | <b>ORD 100,000</b>                      | <b>100,000</b>          |
| <b>9/2/2007</b>    |  | <b>Acquisition</b>   | <b>\$ 56,760</b>                              | <b>ORD 38,825</b>                       | <b>38,825</b>           |
| <b>8-13/8/2007</b> | <b>Wythenshawe Pty Ltd</b>             | <b>Acquisition</b>   | <b>\$1,261,000</b>                            | <b>ORD 530,000</b>                      | <b>530,000</b>          |
| <b>28/11/2007</b>  | <b>Wythenshawe Pty Ltd</b>             | <b>Acquisition</b>   | <b>\$1,170,000</b>                            | <b>ORD 300,000</b>                      | <b>300,000</b>          |

**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   |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|------------------|
| <b>Wythenshawe Pty Ltd</b>  | <b>Wythenshawe Pty Ltd</b>      | <b>Wythenshawe Pty Ltd</b>                     | <b>Holder of shares</b>         | <b>ORD 3,008,825</b>           | <b>3,008,825</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 |
|-----------------------------------|-----------------------|
| None                              |                       |
|                                   |                       |

**6. Addresses**

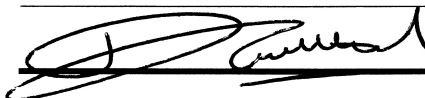
The addresses of persons named in this form are as follows:

| Name                | Address                         |
|---------------------|---------------------------------|
| Wythenshawe Pty Ltd | PO Box 689, West Perth, WA 6872 |
|                     |                                 |

**Signature**

print name **Peter Rutledge** capacity **Company Secretary**

sign here



date **30/11/2007**

**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 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.