

14 May 2008

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

Dear Sir/Madam

**Form 604: Notice of change of interests of substantial holder
and Appendix 3Ys: Change of Director's Interest Notices**

Attached are a notice of change of interests of a substantial holder and notices of change of Directors' interests in the shares of the company.

Yours faithfully

P.C.Ruttledge
Company Secretary

Form 604Corporations 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 and associates**ACN/ARSN (if applicable) **008 947 420**There was a change in the interests of the substantial holder on **13/05/2008**The previous notice was given to the company on **16/04/2008**The previous notice was dated **15/04/2008****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) |
| ORDINARY SHARES (ORD) | 5,725,442 | 14.06% | 7,336,886 | 18.02% |
| | | | | |

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 |
|----------------|---|--|---|---|-------------------------|
| 13/05/2008 | Wythenshawe P/L | Acquisition on & off market | \$7.01 per share | ORD 298,251 | 298,251 |
| 13/05/2008 | Warrambo Holdings P/L | Acquisition off market | \$7.00 per share | ORD 225,000 | 225,000 |
| 13/05/2008 | Wythenshawe P/L & Warrambo Holdings P/L | Agreement assigning voting rights on shares to Wythenshawe P/L | Agreement to acquire shares off market | ORD 1,088,193 | 1,088,193 |

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 |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
| Wythenshawe P/L | Wythenshawe P/L | Wythenshawe P/L | Holder of shares | ORD 3,307,076 | 3,307,076 |
| Warrambo Holdings PL | Warrambo Holdings P/L | Warrambo Holdings P/L | Holder of shares | ORD 2,941,617 | 2,941,617 |

| | | | | | |
|---|----------------|----------------|---------------------------------------|------------------|-----------|
| Wythenshawe P/L and Warrambo Holdings P/L | TDM Boddington | TDM Boddington | Assignment of voting rights on shares | ORD 1,088,193 | 1,088,193 |
|---|----------------|----------------|---------------------------------------|------------------|-----------|

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 |
|-----------------------------------|-----------------------|
| | |
| | |

6. Addresses


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

| Name | Address |
|-----------------------|---------------------------------|
| Wythenshawe P/L | PO Box 689, West Perth, WA 6872 |
| Warrambo Holdings P/L | PO Box 689, West Perth, WA 6872 |

Signature

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

sign here



date **14/05/2008**

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.

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.

| | |
|-----------------------|------------------------------|
| Name of entity | RED HILL IRON LIMITED |
| ABN | 44 114 553 392 |

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.

| | |
|----------------------------|-----------------------|
| Name of Director | Neil Tomkinson |
| Date of last notice | 16 April 2008 |

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.

| Direct or indirect interest | Indirect |
|---|---|
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Shares and voting rights held by Warramboe Holdings Pty Ltd (a company which Mr Tomkinson controls) and Wythenshawe Pty Ltd a company associated with Warramboe Holdings in respect of its relevant interests in Red Hill Iron Limited |
| Date of change | 13 May 2008 |
| No. of securities held prior to change Wythenshawe Pty Ltd Warramboe Holdings Pty Ltd | 3,008,825 Ordinary shares 2,716,617 Ordinary shares 5,725,442 TOTAL |
| Class | Ordinary shares – fully paid |
| Number acquired | 523,251 shares acquired 1,088,193 voting rights assigned |
| Number disposed | Nil |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | \$3,665,000 |

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

| | | | | | | | | | | | |
|--|--|------------------|------------------------|------------------|------------------------|------------------|--|-------|--|------------------|--------------|
| No. of securities held after change Wythenshawe Pty Ltd Warramboe Holdings Pty Ltd Wythenshawe Pty Ltd and Warramboe Holdings Pty Ltd | <table> <tr> <td>3,307,076</td> <td>Ordinary shares</td> </tr> <tr> <td>2,941,617</td> <td>Ordinary shares</td> </tr> <tr> <td>1,088,193</td> <td>Voting rights in respect of Ordinary shares</td> </tr> <tr> <td colspan="2"><hr/></td> </tr> <tr> <td>7,336,886</td> <td>TOTAL</td> </tr> </table> | 3,307,076 | Ordinary shares | 2,941,617 | Ordinary shares | 1,088,193 | Voting rights in respect of Ordinary shares | <hr/> | | 7,336,886 | TOTAL |
| 3,307,076 | Ordinary shares | | | | | | | | | | |
| 2,941,617 | Ordinary shares | | | | | | | | | | |
| 1,088,193 | Voting rights in respect of Ordinary shares | | | | | | | | | | |
| <hr/> | | | | | | | | | | | |
| 7,336,886 | TOTAL | | | | | | | | | | |
| Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | On and off market trades and assignment of voting rights | | | | | | | | | | |

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.

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

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Introduced 30/9/2001.

| | |
|-----------------------|------------------------------|
| Name of entity | RED HILL IRON LIMITED |
| ABN | 44 114 553 392 |

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.

| | |
|----------------------------|---------------------------|
| Name of Director | Joshua Norman Pitt |
| Date of last notice | 16 April 2008 |

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.

| Direct or indirect interest | Indirect |
|---|---|
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Shares and voting rights held by Wythenshawe Pty Ltd (a company which Mr Pitt controls) and Warramboe Holdings Pty Ltd a company associated with Wythenshawe in respect of its relevant interests in Red Hill Iron Limited |
| Date of change | 13 May 2008 |
| No. of securities held prior to change Wythenshawe Pty Ltd Warramboe Holdings Pty Ltd | 3,008,825 Ordinary shares 2,716,617 Ordinary shares 5,725,442 TOTAL |
| Class | Ordinary shares – fully paid |
| Number acquired | 523,251 shares acquired 1,088,193 voting rights assigned |
| Number disposed | Nil |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | \$3,665,000 |

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Change of Director's Interest Notice

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| No. of securities held after change Wythenshawe Pty Ltd Warramboe Holdings Pty Ltd Wythenshawe Pty Ltd and Warramboe Holdings Pty Ltd | <table> <tr> <td>3,307,076</td> <td>Ordinary shares</td> </tr> <tr> <td>2,941,617</td> <td>Ordinary shares</td> </tr> <tr> <td>1,088,193</td> <td>Voting rights in respect of Ordinary shares</td> </tr> <tr> <td colspan="2"><hr/></td> </tr> <tr> <td>7,336,886</td> <td>TOTAL</td> </tr> </table> | 3,307,076 | Ordinary shares | 2,941,617 | Ordinary shares | 1,088,193 | Voting rights in respect of Ordinary shares | <hr/> | | 7,336,886 | TOTAL |
| 3,307,076 | Ordinary shares | | | | | | | | | | |
| 2,941,617 | Ordinary shares | | | | | | | | | | |
| 1,088,193 | Voting rights in respect of Ordinary shares | | | | | | | | | | |
| <hr/> | | | | | | | | | | | |
| 7,336,886 | TOTAL | | | | | | | | | | |
| Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | On and off market trades and assignment of voting rights | | | | | | | | | | |

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.

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

+ See chapter 19 for defined terms.

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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.

| | |
|-----------------------|------------------------------|
| Name of entity | RED HILL IRON LIMITED |
| ABN | 44 114 553 392 |

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.

| | |
|----------------------------|----------------------------|
| Name of Director | Garry Robert Strong |
| Date of last notice | 14 February 2006 |

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.

| Direct or indirect interest | Direct and Indirect |
|---|---|
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Ordinary shares held by Strong Investments Pty Ltd (a company controlled by Mr Strong) and in trusts of which Mr Strong is a beneficiary |
| Date of change | 13 May 2008 |
| No. of securities held prior to change G R Strong Strong Investments Pty Ltd <Eildon A/c> G Strong is a director of Strong Investments and a beneficiary of the Eildon Trust Strong Investments Pty Ltd <The Prospectors Super A/c> G Strong is a director of Strong Investments and a beneficiary of the Prospectors Super Fund Strong Investments Pty Ltd <No 2 A/c> G Strong is a director and a shareholder of Strong Investments | 1,410,000 Ordinary Shares 156,622 Ordinary shares 80,000 Ordinary shares 77,324 Ordinary shares <hr style="width: 20%; margin-left: 0;"/> 1,723,946 TOTAL |
| Class | Ordinary shares – fully paid |
| Number acquired | Nil |

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

| | |
|--|--|
| Number disposed | 150,000 Ordinary shares |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | \$1,050,000 |
| No. of securities held after change G R Strong Strong Investments Pty Ltd <Eildon A/c> G Strong is a director of Strong Investments and a beneficiary of the Eildon Trust Strong Investments Pty Ltd <The Prospectors Super A/c> G Strong is a director of Strong Investments and a beneficiary of the Prospectors Super Fund Strong Investments Pty Ltd <No 2 A/c> G Strong is a director and a shareholder of Strong Investments | 1,260,000 Ordinary Shares 156,622 Ordinary shares 80,000 Ordinary shares 77,324 Ordinary shares <hr/> 1,573,946 TOTAL |
| Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | Off market trades |

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.

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

+ See chapter 19 for defined terms.