

13 October 2008

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

Dear Sir/Madam

**Form 604: Notice of change in substantial holding**

Attached is a notice of change in substantial holding in the shares of the company.

Yours faithfully

P.C.Ruttledge  
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 **Wythenshawe Pty Ltd and associates**ACN/ARSN (if applicable) **008 947 420**There was a change in the interests of the substantial holder on **06/10/2008**The previous notice was given to the company on **13/05/2008**The previous notice was dated **13/05/2008****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)
<b>ORDINARY SHARES (ORD)</b>	<b>7,336,886</b>	<b>18.02%</b>	<b>7,909,470</b>	<b>19.43%</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>Refer Annexure A</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 3,592,076</b>	<b>3,592,076</b>
<b>Warrambo Holdings PL</b>	<b>Warrambo Holdings PL</b>	<b>Warrambo Holdings PL</b>	<b>Holder of shares</b>	<b>ORD 3,062,122</b>	<b>2,716,617</b>
<b>Glyde Street Nominees PL</b>	<b>Glyde Street Nominees PL</b>	<b>Glyde Street Nominees PL</b>	<b>Glyde Street Nominees PL</b>	<b>ORD 167,079</b>	<b>167,079</b>

Wythenshawe Pl and Warramboos Holdings PL	TDM Boddington	TDM Boddington	Assignment of voting rights on shares	ORD 1,088,193	1,088,193
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### 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
Glyde Street Nominees Pty Ltd	Glyde Street Nominees Pty Ltd is a company controlled by JN Pitt and associates and is associated with Wythenshawe Pty Ltd and Warramboos Holdings Pty Ltd in respect of the shares these companies hold in Red Hill Iron Limited

### 6. Addresses

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

Name	Address
Wythenshawe P/L, Glyde Street Noms P/L, Warramboos Holdings P/L	PO Box 689, West Perth, WA 6872

## Signature

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

sign here



date **13/10/2008**

### 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



13-October-2008

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and no. of securities affected	Person's votes affected
			Price per share	Ordinary shares	
16-Jun-08	Wythenshawe P/L	Purchase on market	\$6.80	80,000	80,000
16-Jun-08	Warramboos Holdings P/L	"	\$6.80	10,001	10,001
23-Jun-08	Wythenshawe P/L	"	\$6.83	60,000	60,000
23-Jun-08	Warramboos Holdings P/L	"	\$6.75	2,875	2,875
30-Jun-08	Wythenshawe P/L	"	\$6.70	20,000	20,000
03-Jul-08	Warramboos Holdings P/L	"	\$6.75	7,676	7,676
07-Jul-08	Warramboos Holdings P/L	"	\$6.05	25,200	25,200
09-Jul-08	Warramboos Holdings P/L	"	\$6.10	25,000	25,000
09-Jul-08	Wythenshawe P/L	"	\$6.10	25,000	25,000
06-Aug-08	Wythenshawe P/L	"	\$5.35	2,000	2,000
06-Aug-08	Glyde Street Nominees P/L	"	\$5.15	25,000	25,000
07-Aug-08	Glyde Street Nominees P/L	"	\$5.18	9,079	9,079
01-Sep-08	Wythenshawe P/L	"	\$5.91	50,000	50,000
18-Sep-08	Wythenshawe P/L	"	\$5.30	6,000	6,000
06-Oct-08	Warramboos Holdings P/L	"	\$3.98	33,753	33,753
06-Oct-08	Glyde Street Nominees P/L	"	\$4.03	53,000	53,000
06-Oct-08	Wythenshawe P/L	"	\$4.10	50,000	50,000
09-Oct-08	Glyde Street Nominees P/L	"	\$3.84	80,000	80,000
10-Oct-08	Warramboos Holdings P/L	"	\$3.14	8,000	8,000
		"			0
		"			0
				572,584	572,584