

24 June 2011

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**

Attached is a notice of change of interests of a substantial holder of shares in 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 **20/6/2011**The previous notice was given to the company on **4/3/2009**The previous notice was dated **4/3/2009****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>7,697,844</b>	<b>18.45%</b>	<b>8,579,620</b>	<b>19.54%</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>Refer Annexure B</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**

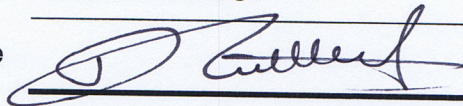
The addresses of persons named in this form are as follows:

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

**Signature**

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

sign here



date **24/6/2011**

**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.



24-June-2011

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
04-Mar-09			Price per share	Ordinary shares	
4 - 16 Mar 09	Wythenshawe P/L	Purchase on market	\$1.10	132,125	132,125
	Warramboos Holdings P/L	Purchase on market	\$1.10	96,125	96,125
27-May-09	Glyde Street Nominees P/L	Off mkt Transfer	\$2.70	(438,210)	(438,210)
	Wythenshawe P/L	Off mkt Transfer	\$2.70	438,210	438,210
16-Jul-09	Wythenshawe P/L	Purchase on market	\$2.59	8,770	8,770
27 Aug-3 Sep 09	Wythenshawe P/L	Purchase on market	\$2.71	50,000	50,000
24 - 27 Nov 09	Glyde Street Nominees P/L	Purchase on market	\$3.10	20,000	20,000
	Wythenshawe P/L	Purchase on market	\$3.49	20,600	20,600
14-Dec-09	Wythenshawe P/L & Warramboos Holdings P/L	Call option acquired*	*	350,000	350,000
19 - 29 Apr 11	Glyde Street Nominees P/L	Purchase on market	\$2.38	20,000	20,000
	Wythenshawe P/L	Purchase on market	\$2.36	10,339	10,339
2 - 18 May 11	Wythenshawe P/L	Purchase on market	\$2.42	59,661	59,661
31 May-22 Jun 11	Wythenshawe P/L	Purchase on market	\$2.37	112,469	112,469
07-Jun-11	Glyde Street Nominees P/L	Purchase on market	\$2.35	1,687	1,687
				881,776	881,776

\* Acquisition of call option and voting rights on 350,000 Red Hill Iron Limited ordinary shares in consideration for issue of put option on unrelated securities



24-June-2011

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and no. of securities affected	Person's votes
Wythenshawe P/L	Wythenshawe P/L	Wythenshawe P/L	Shareholder	4,662,103	4,662,103
Warramboos Holdings P/L	Warramboos Holdings P/L	Warramboos Holdings P/L	Shareholder	3,525,830	3,525,830
Glyde Street Nominees P/L	Glyde Street Nominees P/L	Glyde Street Nominees P/L	Shareholder	41,687	41,687
Wythenshawe P/L & Warramboos Holdings P/L	Strong Investments P/L	Strong Investments P/L	Voting rights	350,000	350,000