

8 December 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 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 **7/12/2011**The previous notice was given to the company on **24/6/2011**The previous notice was dated **24/6/2011****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)	8,579,620	19.54%	9,458,986	21.54%

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
Refer Annexure A					

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
Refer Annexure 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

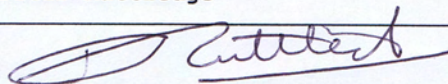
The addresses of persons named in this form are as follows:

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 **8/12/2011**

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.



08-December-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
24-Jun-11			Price per share	Ordinary shares	
23 - 30 Jun 11	Wythenshawe P/L	Purchase on market	\$2.21	41,090	41,090
7 - 14 Jul 11	Warramboos Holdings P/L	Purchase on market	\$2.22	45,889	45,889
07-Jul-11	Glyde Street Nominees P/L	Purchase on market	\$2.31	5,000	5,000
5 - 9 Aug 11	Wythenshawe P/L	Purchase on market	\$2.22	27,552	27,552
5 - 9 Aug 11	Warramboos Holdings P/L	Purchase on market	\$2.20	39,767	39,767
01-Sep-11	Wythenshawe P/L	Purchase on market	\$2.25	2,000	2,000
20 - 26 Sep 11	Wythenshawe P/L	Purchase on market	\$2.19	82,324	82,324
29 Sep - 6 Oct 11	Wythenshawe P/L	Purchase on market	\$2.17	11,226	11,226
7 - 20 Oct 2011	Wythenshawe P/L & Warramboos Holdings P/L	Call option relinquished*	*	(350,000)	(350,000)
7 - 20 Oct 2011	Wythenshawe P/L	for shares	\$2.17	350,000	350,000
13 - 20 Oct 2011	Wythenshawe P/L	Purchase on market	\$2.17	17,088	17,088
24-Oct-11	Wythenshawe P/L	Purchase on market	\$2.17	20,000	20,000
04-Nov-11	Wythenshawe P/L	Purchase on market	\$2.15	7,430	7,430
07-Dec-11	Wythenshawe P/L	Purchase on market	\$2.50	630,000	630,000
07-Dec-11	Warramboos Holdings P/L	Purchase on market	\$2.50	250,000	250,000
08-Dec-11	Wythenshawe P/L	Sale on market	\$2.30	(200,000)	(200,000)
08-Dec-11	Warramboos Holdings P/L	Sale on market	\$2.30	(100,000)	(100,000)
				879,366	879,366

* Call option and voting rights on 350,000 Red Hill Iron Limited ordinary shares



08-December-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	5,696,702	5,696,702
Warramboos Holdings P/L	Warramboos Holdings P/L	Warramboos Holdings P/L	Shareholder	3,715,597	3,715,597
Glyde Street Nominees P/L	Glyde Street Nominees P/L	Glyde Street Nominees P/L	Shareholder	46,687	46,687