

23 May 2014

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

Dear Sir/Madam

**Appendix 3Y: Change of Director's Interest Notices**

Attached are notices relating to changes in Directors' interests in the shares of 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 30/09/01 Amended 01/01/11

Name of entity	<b>RED HILL IRON LIMITED</b>
ABN	<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.

Name of Director	<b>NEIL TOMKINSON</b>
Date of last notice	<b>16 May 2014</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.

Direct or indirect interest	<b>Indirect</b>										
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<b>Shares held by Elohpool Pty Ltd (a company which Mr Tomkinson controls) and Perth Capital Pty Ltd, Wythenshawe Pty Ltd and Glyde Street Nominees Pty Ltd, companies associated with Elohpool in respect of their relevant interests in Red Hill Iron</b>										
Date of change	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;"><b>20 May 2014</b></td> <td style="text-align: right;"><b>28,014</b></td> </tr> <tr> <td><b>21 May 2014</b></td> <td style="text-align: right;"><b>23,000</b></td> </tr> <tr> <td><b>22 May 2014</b></td> <td style="text-align: right;"><b>5,000</b></td> </tr> <tr> <td><b>23 May 2014</b></td> <td style="text-align: right;"><b>4,000</b></td> </tr> </table>	<b>20 May 2014</b>	<b>28,014</b>	<b>21 May 2014</b>	<b>23,000</b>	<b>22 May 2014</b>	<b>5,000</b>	<b>23 May 2014</b>	<b>4,000</b>		
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No. of securities held prior to change <b>Perth Capital Pty Ltd</b> <b>Wythenshawe Pty Ltd</b> <b>Glyde Street Nominees Pty Ltd</b> <b>Elohpool Pty Ltd</b>	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;"><b>7,800,612</b></td> <td style="text-align: right;"><b>Ordinary shares</b></td> </tr> <tr> <td><b>10,000</b></td> <td style="text-align: right;"><b>Ordinary shares</b></td> </tr> <tr> <td><b>62,522</b></td> <td style="text-align: right;"><b>Ordinary shares</b></td> </tr> <tr> <td><b>5,105,059</b></td> <td style="text-align: right;"><b>Ordinary shares</b></td> </tr> <tr> <td><b>12,978,193</b></td> <td style="text-align: right;"><b>TOTAL</b></td> </tr> </table>	<b>7,800,612</b>	<b>Ordinary shares</b>	<b>10,000</b>	<b>Ordinary shares</b>	<b>62,522</b>	<b>Ordinary shares</b>	<b>5,105,059</b>	<b>Ordinary shares</b>	<b>12,978,193</b>	<b>TOTAL</b>
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<b>12,978,193</b>	<b>TOTAL</b>										
Class	<b>Ordinary shares – fully paid</b>										
Number acquired	<b>60,014</b>										
Number disposed	<b>Nil</b>										

+ See chapter 19 for defined terms.

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

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	<b>\$1.40 per share</b>
No. of securities held after change <b>Perth Capital Pty Ltd</b> <b>Wythenshawe Pty Ltd</b> <b>Glyde Street Nominees Pty Ltd</b> <b>Elohpool Pty Ltd</b>	<b>7,860,626 Ordinary shares</b> <b>10,000 Ordinary shares</b> <b>62,522 Ordinary shares</b> <b><u>5,105,059</u> Ordinary shares</b> <b>13,038,207 TOTAL</b>
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<b>On-market purchases</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.

Detail of contract	<b>Not applicable</b>
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 Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

### Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	<b>No</b>
If so, was prior written clearance provided to allow the trade to proceed during this period?	<b>Not applicable</b>
If prior written clearance was provided, on what date was this provided?	<b>Not applicable</b>

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ABN	<b>44 114 553 392</b>

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Name of Director	<b>JOSHUA PITT</b>
Date of last notice	<b>16 May 2014</b>

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

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Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<b>Shares held by Perth Capital Pty Ltd, Wythenshawe Pty Ltd and Glyde Street Nominees Pty Ltd (companies which Mr Pitt controls) and Elohpool Pty Ltd, a company associated with Perth Capital, Wythenshawe and Glyde Street Nominees in respect of their relevant interests in Red Hill Iron</b>										
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