

16 October 2015

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

Dear Sir/Madam

Notice of Annual General Meeting

Attached is the notice of the Red Hill Iron Limited Annual General Meeting to be held on 17 November 2015.

Yours faithfully

P.C.Ruttledge
Company Secretary

RED HILL IRON LIMITED

ABN 44 114 553 392

Notice of Annual General Meeting

Notice is hereby given that the 2015 Annual General Meeting of the shareholders (Shareholders) of Red Hill Iron Limited (the Company) will be held at the **Celtic Club, 48 Ord Street, West Perth**, on **Tuesday 17 November 2015** commencing at **3.30 pm**.

AGENDA

The following items of business will be considered:

Item 1 Financial, Directors' and Auditor's reports

To receive and consider the Financial Report of the Company and the Directors' Report and Auditor's Report for the financial year ended 30 June 2015.

Item 2 Resolution 1: Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2015, as set out in the 2015 Annual Report, be adopted."

Item 3 Resolution 2: Re-election of Mr Joshua Pitt as a director

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Joshua Pitt, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director."

Item 4 Resolution 3: Election of Mr Mark Okeby as a director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Mark Okeby, who retires in accordance with the Company's Constitution, and, being eligible, offers himself for election, be elected a director."

An Explanatory Statement setting out further information in respect of the agenda items accompanies this notice.

ENTITLEMENT TO VOTE

For the purposes of voting at this Annual General Meeting, a Shareholder's voting entitlement will be taken to be the entitlement of the person to ordinary shares as shown on the register of members at 3.30 pm Perth time on 15 November 2015.

In accordance with the Corporations Act and the ASX Listing Rules, the Company will disregard any votes cast on certain resolutions by certain persons who are prohibited from voting on those resolutions. Details of any voting exclusions applicable to a specific resolution are set out in the accompanying Explanatory Statement.

PROXIES

A Proxy Form is enclosed herewith and forms part of this Notice. A Shareholder entitled to attend and vote at a meeting is entitled to appoint not more than two other persons, whether Shareholders or not, to attend the meeting and to vote instead of him/her. Instructions for completing and lodging a Proxy Form accompany the Proxy Form. Proxy Forms must be received by the Company, in accordance with the instructions, no later than 48 hours before the meeting.

By order of the Board



P C RUTLEDGE
Company Secretary

12 October 2015

Registered Office:
Second Floor, 9 Havelock Street
West Perth, WA 6005
Mailing Address:
PO Box 1160, West Perth WA 6872

Telephone: 61 8 9481 8627
Facsimile: 61 8 9481 8445
Email: redhillinfo@redhilliron.com.au
Web: www.redhilliron.com.au

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held on Tuesday 17 November 2015 (the Meeting). It should be read in conjunction with the Notice of Annual General Meeting (the Notice).

For those Shareholders who have elected not to receive a hard copy of the Annual Report, it can be accessed on the Company's website at www.redhilliron.com.au

The following matters should be noted in respect of the agenda items in the Notice:

Item 1 Financial, Directors' and Auditor's reports

The Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2015, as set out in the 2015 Annual Report, are presented for consideration at the Meeting.

Shareholders will be given reasonable opportunity to ask questions about, or make comments on, these reports and on the management of the Company. Shareholders will also be given reasonable opportunity to ask questions of the Company's external auditor with respect to the conduct of the audit, the preparation and content of the auditor's report, the independence of the auditor in relation to the conduct of the audit and the accounting policies adopted by the company in preparation of the financial statements.

Item 2 Resolution 1: Remuneration Report

The Directors' Report for the year ended 30 June 2015 contains the Remuneration Report, which sets out the Company's policy for the remuneration of the directors and certain of its executives.

The Corporations Act requires that a resolution be put to Shareholders that the Remuneration Report be adopted, but expressly provides that the vote is advisory only and does not bind the directors or the Company.

The Act further provides shareholders with the opportunity to remove the directors from office if 25% or more of the votes are cast against adoption of the Remuneration Report at two consecutive annual general meetings (Two Strikes Rule).

Under the Two Strikes Rule, where 25% or more of the votes are cast against adoption of the Remuneration Report at two consecutive annual general meetings, the Company is required to put an ordinary resolution (Spill Resolution) to the second such meeting as to whether another general meeting should be held within 90 days at which all directors, other than the Managing Director, who were in office at the date of approval of the applicable directors' report must stand for re-election.

Since the Remuneration Report put to the previous annual general meeting of the Company was adopted by a majority of more than 75% of votes, there is no requirement to put a Spill Resolution to this Annual General Meeting.

Shareholders will be given reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Item 3 Resolution 2: Re-election of Mr Joshua Pitt as a director

Pursuant to Clause 14.4(a) of the Company's Constitution, Mr Joshua Pitt will retire by rotation at the Annual General Meeting and, being eligible, offers himself for re-election.

Mr Pitt has been a director of the Company since its formation.

Details of the qualification and experience of Mr Pitt and of his executive responsibilities in the Company are set out in the 2015 Annual Report for the Company.

The directors, other than Mr Pitt, recommend the re-election of Mr Pitt.

Item 4 Resolution 3: Election of Mr Mark Okeby as a director

Mr Mark Okeby was appointed to the board as an additional non-executive director on 12 August 2015. Pursuant to Clause 14.3(b) of the Company's Constitution Mr Okeby ceases to hold office at the conclusion of this Annual General Meeting and, being eligible, offers himself for election.

Mr Okeby has considerable experience in the resources industry as a lawyer and as a director of listed companies and holds a Master of Laws (LLM). He is considered an important addition to the board on account of both his skills and experience and his independence. Mr Okeby is a non-executive director of Regis Resources Limited (appointed 29 July 2009).

The directors, other than Mr Okeby, recommend the election of Mr Okeby.

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Proxy Form

I/we.....(full name, block letters)

of.....
being a member of **Red Hill Iron Limited** hereby appoint

.....
or, failing him, the Chairman of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the company to be held at **3.30 pm on Tuesday 17 November 2015**, and at any adjournment thereof in accordance with the directions indicated below.

MY/OUR INSTRUCTIONS AS TO VOTING ON THE RESOLUTIONS

If two proxies are being appointed, the proportion of voting rights this proxy is appointed to represent is %
The proxy is directed to vote in relation to the resolutions referred to in the Notice as follows:

ORDINARY BUSINESS

	FOR	AGAINST	ABSTAIN
Resolution 1: Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: Re-election of Mr Joshua Pitt as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: Election of Mr Mark Okeby as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Chairman's Voting Intentions

I/we understand that the Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Additional Instructions:

Resolution 1: Where I/we have not specified above how my/our proxy is to vote in relation to Resolution 1 and my/our proxy is a member of the key management personnel of the Company, or a closely related party of that member, I/we understand that:

- where my proxy is the Chairman of the Meeting, I/we hereby expressly authorise him to exercise my my/our proxy, even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company;
- where my proxy is not the Chairman of the Meeting, he is not permitted to cast my/our vote on this resolution, and my/our vote will not be counted in computing the required majority if a poll is called on this item.

AUTHORISED SIGNATURE/S

This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

This form is to be used in accordance with the instructions overleaf.

Instructions for completing and lodging this Proxy Form

1. In order to direct the proxy in relation to all votes covered by this instrument in a particular manner, place a tick or a cross in one of the boxes headed "For", "Against" or "Abstain". Where no mark is made in any of the boxes for a resolution (that is no direction is given to the proxy) the proxy may vote as he sees fit, subject to restrictions that may apply such as in the case of Resolution 1 – see below. Please note that, If you mark the "Abstain" box for a particular resolution, your votes will not be counted in computing the required majority on a poll.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote in their stead.
3. Where just one proxy is appointed, that proxy may vote both on a show of hands and on a poll. Where two proxies are appointed, neither proxy shall be entitled to vote on a show of hands and, on a poll, the appointment shall be of no effect unless each proxy is appointed to represent a specified proportion of the shareholder's voting rights, in which case the shareholder should indicate the proportion of voting rights this proxy represents in the box provided.
4. A proxy may, but need not, be a shareholder of the Company.
5. The Proxy Form must be signed by the shareholder or his attorney duly authorised in writing (or, if the holder is a corporation, pursuant to Section 127(1) of the Corporations Act 2001).
6. The Proxy Form (and any power of attorney or other authority pursuant to which the Proxy Form has been signed) must:

either be deposited at the registered office of the Company, 2nd Floor, 9 Havelock Street, West Perth, WA 6005 ,

or be sent by post to Red Hill Iron Limited, PO Box 1160, West Perth, WA 6872,

or be sent by facsimile to Red Hill Iron Limited at (08) 9481 8445

or sent by email to redhillinfo@redhilliron.com.au

in time to be received not later than 48 hours before the time fixed for the holding of the meeting.

7. Proxy voting by key management personnel on remuneration related resolutions

Resolution 1 – Remuneration Report

In accordance with subsection 250R(4) of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of, either

- (a) a member of the key management personnel of the Company, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member.

Subsection 250R(5) however provides that a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above, and either:

- (a) the person does so as a proxy, appointed by writing that specifies how the proxy is to vote on the resolution; or
- (b) the person is the chairman of the meeting, and the appointment of the chairman as proxy
 - (i) does not specify how the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chairman of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

Shareholders eligible to cast a vote on Resolution 1 are encouraged to specify how their proxy is to vote on this resolution by marking the 'For' or 'Against' boxes alongside Resolution 1 overleaf.