

14 October 2016

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

Notice of Annual General Meeting

Attached is the Notice of the Red Hill Iron Limited Annual General Meeting to be held on 17 November 2016.

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 2016 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 **Thursday 17 November 2016** commencing at **3.30 pm**.

AGENDA

The following items of business will be considered:

Item 1 Financial Report, Directors' Report 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 2016.

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 2016, as set out in the 2016 Annual Report, be adopted.

Item 3 Resolution 2: Re-election of Mr Garry Strong as a director

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

That Mr Garry Strong, 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: Appointment of auditor

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

That, for the purposes of section 327B(1)(b) of the Corporations Act 2001 (Cth) and for all other purposes, HLB Mann Judd, having consented in writing to act as auditor of the Company, is hereby appointed auditor of the Company.

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 2016.

In accordance with the Corporations Act 2001 (Cth) (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 RUTTLEDGE

Company Secretary

6 October 2016

Registered Office:

Level 2, 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 Thursday 17 November 2016 (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' Report and Auditor's Report

The Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2016, as set out in the 2016 Annual Report, are presented for consideration at the Meeting.

Shareholders will be given a 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 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 2016 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 the vote on adoption of the applicable Remuneration 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 will be 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 Garry Strong as a director

Pursuant to Clause 15.2 of the Company's Constitution, Mr Garry Strong will retire by rotation at the Annual General Meeting and, being eligible, offers himself for re-election.

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

Details of the qualification and experience of Mr Strong are set out in the 2016 Annual Report for the Company.

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

Item 4 Resolution 3: Appointment of auditor

In May this year BDO Audit (WA) Pty Ltd resigned as the Company's auditor in accordance with Section 329(5) of the Corporations Act.

Section 327C(1) of the Corporations Act provides that if:

- (a) a vacancy occurs in the office of auditor of a public company; and
- (b) the vacancy is not caused by the removal of an auditor from office; and
- (c) there is no surviving or continuing auditor of the company;

the directors of the company must, within 1 month after the vacancy occurs, appoint an auditor to fill the vacancy unless the company at a general meeting has appointed an auditor to fill the vacancy.

Section 327C(2) of the Corporations Act further provides that any such auditor appointed to fill the vacancy holds office until the Company's next annual general meeting. This is consistent with Section 327B(1) of the Corporations Act, which provides that a public company must appoint an auditor at its first annual general meeting and to fill any vacancy in the office of auditor at each subsequent annual general meeting

Pursuant to Section 327C(1) of the Corporations Act, the directors of the Company appointed HLB Mann Judd in May 2016 to fill the vacancy in the office of auditor until the next annual general meeting.

This Resolution requires shareholders to resolve to appoint HLB Mann Judd as the Company's auditor in terms of Section 327B(1)(b) of the Corporations Act. In this connection, the Company has received:

- (a) a letter from a shareholder, nominating, in terms of Section 328B of the Corporations Act, HLB Mann Judd for appointment as the Company's auditor, a copy of which is annexed as Annexure A to this Explanatory Statement; and
- (b) a consent, in terms of Section 328A of the Corporations Act, to act as auditor of the Company, duly executed by HLB Mann Judd and Mr Brad McVeigh, a registered company auditor.

ANNEXURE A to Explanatory Statement

Letter from a shareholder of the Company nominating HLB Mann Judd for appointment as auditor

G R Strong

PO Box 574

South Perth

WA 6951

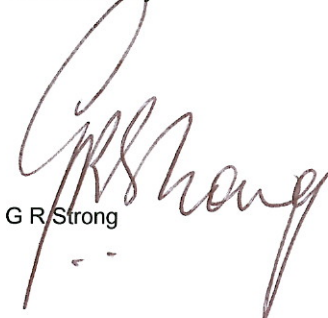
The Company Secretary
Red Hill Iron Limited
Level 2, 9 Havelock Street
West Perth
WA 6005

Dear Sir

Nomination of auditor

I am a shareholder of Red Hill Iron Limited (the Company), and, in terms of Section 328B of the Corporations Act 2001 (Cth), hereby nominate audit firm HLB Mann Judd of Level 4, 130 Stirling Street, Perth for appointment as auditor of the Company at the forthcoming Annual General Meeting of the Company.

Yours faithfully



G R Strong

RED HILL IRON LIMITED

ABN 44 114 553 392

Level 2, 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

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 Thursday 17 November 2016**, 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 Garry Strong as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: Appointment of auditor	<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/our 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/our 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.
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, Level 2, 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.auin 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.