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1 December 2016

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

**Entitlement Offer: Notices to shareholders**

Attached are copies of

- a) a letter sent to shareholders providing details of the pro-rata entitlement offer announced on 28 November 2016;
- b) a letter sent to shareholders who have a registered address outside Australia and New Zealand and are consequently not eligible to participate in the offer.

Peter Rutledge  
Company Secretary

1 December 2016

Dear Shareholder,

**NOTICE OF NON-RENOUNCEABLE PRO-RATA ENTITLEMENT OFFER OF SHARES**

The board of Red Hill Iron Limited has announced a non-renounceable pro-rata 1 for 7 entitlement offer of ordinary fully paid shares (Offer). The Prospectus for the Offer was lodged with the Australian Securities and Investments Commission (ASIC) on 28 November 2016 and will be sent to all eligible shareholders together with an Entitlement and Acceptance Form on 7 December 2016. The Offer is non-renounceable which means that there will be no rights trading.

Details of the Offer are as follows:

- Type of Offer Pro-rata non-renounceable offer of ordinary fully paid shares on a 1 for 7 basis
- Amount payable 38 cents per share entitlement
- No. of shares to be issued Up to 7,057,862
- Amount to be raised Up to \$2,681,988
- Purpose of the Offer To repay loans from director related entities, to maintain the Company's exploration interests, to meet ongoing administration and operating costs of the Company, and to meet the costs of this issue.
- Underwriting The offer is not underwritten
- Listing Application for listing of the New Shares has been made to the Australian Securities Exchange (ASX)
- Important dates
  - 28 November 2016 Offer announced - Prospectus lodged with ASIC and ASX
  - 2 December 2016 Ex date: Existing shares trade ex-entitlements
  - 5 December 2016 Record Date for Entitlements
  - 7 December 2016 Offer opens and Prospectus, Entitlement and Acceptance Form sent to eligible shareholders
  - 15 December 2016 Last day to extend the offer closing date
  - 20 December 2016 OFFER CLOSES: Closing date for receipt of Acceptances
  - 21 December 2016 Shares quoted on a deferred settlement basis
  - 23 December 2016 Announcement of undersubscriptions
  - 29 December 2016 Shares issued – deferred settlement trading ends
  - 30 December 2016 Despatch of holding statements

Yours sincerely,

Neil Tomkinson  
Chairman



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1 December 2016

Dear Shareholder,

Red Hill Iron Limited ("the Company") announced on 28 November 2016 a non-renounceable pro-rata 1 for 7 entitlement offer of ordinary fully paid shares at a price of 38 cents per share, the details of which are set out in the enclosed copy of a letter despatched to all shareholders today.

The Company advises that the Prospectus does not constitute an offer in any place in which, or to a person whom, it would not be lawful to make such an offer and that, in compliance with Australian Securities Exchange Listing Rule 7.7.1(b), it is unable to extend the offer to shareholders whose registered address is outside Australia and New Zealand on the Record Date, which, as set out in the Prospectus, is 5 December 2016.

Where shares owned by overseas shareholders are, as of the Record Date, shown as being held by a nominee having an Australian registered address, the offer will be extended to the nominee.

Yours faithfully

Peter Ruttledge  
Company Secretary