

15 October 2009

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 for the Red Hill Iron Limited Annual General Meeting.

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 Annual General Meeting of Red Hill Iron Limited will be held at the Celtic Club, 48 Ord Street Street, West Perth, on Wednesday 25 November 2009 commencing at 4.00 pm to conduct the following business:

1. Financial Statements and Reports

To consider the financial statements for Red Hill Iron Limited for the year ended 30 June 2009 together with the Directors' Report and Auditor's Report as set out in the 2009 Annual Report.

2. Resolution 1: Re-election of a Director

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

"That Mr Neil Tomkinson, 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."

3. Resolution 2: 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 2009 as disclosed in the 2009 Annual Report be adopted."

An Explanatory Memorandum accompanies this notice.

PROXIES

A form of proxy is enclosed herewith. A member entitled to attend and vote at a meeting is entitled to appoint not more than two other persons (whether members or not) to attend the meeting and, on a poll, to vote instead of him/her. Where a member appoints two proxies, the proportion of the member's voting rights given in favour of each proxy must be specified. Proxies must be lodged at the registered office of the Company not later than 48 hours before the meeting. Proxies may be lodged by fax.

ENTITLEMENT TO VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that members registered as holding ordinary shares at 4.00 pm Perth time on 23 November 2009 will be entitled to attend and vote at the Annual General Meeting.

BY ORDER OF THE BOARD



P C RUTLEDGE

Company Secretary

8 October 2009

Registered Office:

Second Floor 9 Havelock Street
West Perth WA 6005

Mailing Address:

PO Box 1160 West Perth WA 6872

Telephone: 61 8 9481 8628

Facsimile: 61 8 9481 8445

Email: redhillinfo@redhilliron.com.au

Web: www.redhilliron.com.au

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of shareholders of Red Hill Iron Limited (“Red Hill Iron” or “the Company”) in connection with the business to be conducted at the Annual General Meeting of shareholders to be held on Wednesday 25 November 2009 (“the Meeting”).

This Explanatory Memorandum should be read in conjunction with the Notice of Annual General Meeting (“the Notice”).

The following matters should be noted in respect of Resolutions 1 and 2 in the Notice:

1. **Financial Statements and Reports**

The financial statements, Directors’ Report and Auditor’s Report for the year ended 30 June 2009, as set out in the 2009 Annual Report, are placed before the meeting. Shareholders will be given reasonable opportunity to discuss these documents and ask questions.

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

2. **Resolution 1 – Re-election of Mr Neil Tomkinson as a Director**

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

Mr Tomkinson has been a non-executive director and chairman of the Company since April 2008.

Details of the qualification and experience of Mr Tomkinson are set out in the 2009 Annual Report for the Company.

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

3. **Resolution 2 – Adoption of the Remuneration Report**

The Directors’ Report for the year ended 30 June 2009 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.

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

RED HILL IRON LIMITED

ABN 44 114 553 392

Second Floor 9 Havelock Street
West Perth WA 6005

Mailing Address:

PO Box 1160 West Perth WA 6872

Telephone: 61 8 9481 8628

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

..... of
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 **4.00 pm on Wednesday 25 November 2009** and at any adjournment thereof.

My proxy is instructed to vote as indicated below:

ORDINARY BUSINESS

FOR AGAINST ABSTAIN

Resolution 1: To re-elect Mr Neil Tomkinson as a director

Resolution 2: To adopt the Remuneration Report

Unless the proxy is directed otherwise, he may vote as he thinks fit or abstain.

Where the Chairman is appointed as proxy, the Chairman's voting intention in relation to undirected proxies in respect of these resolutions is to vote **FOR** the resolutions.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and your Shares will not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy is appointed to represent

is %

If the shareholder(s) is an individual(s), every shareholder is to sign:

If the shareholder is a company, sign in accordance with Section 127(1) of Corporations Act or affix common seal (if required by Constitution).

Signed: _____

Director or Sole Director and Secretary

Signed: _____

Director/Secretary

Dated: _____ 2009

Dated: _____ 2009

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

Instructions for completing and lodging this Proxy Form

1. In order to direct the proxy to cast 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.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and, on a poll, to vote in their stead.
3. 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 need not himself be a shareholder of the Company.
5. The Proxy Form must be signed by the holder or his attorney duly authorised in writing (or, if the holder is a corporation, either under the common seal of that corporation or 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 8445in time to be received not later than 48 hours before the time fixed for the holding of the meeting.

Change of Address

Should your address have changed please use this section to advise the Company. Change of address notifications can only be accepted from Issuer Sponsored shareholders. CHESS shareholders must notify their Stockbroker directly. Please ensure you sign where indicated and, **if faxing your proxy form, please fax this side of the proxy form as well.**

My new address is:

Signature(s) _____ / _____ /2009