



ABN 17 107 492 517

The Manager
ASX Limited
Exchange Plaza
2 The Esplanade
PERTH WA 6000

23 October 2013

Dear Sir/Madam

**QUARTERLY ACTIVITIES REPORT FOR THE PERIOD ENDING 30 SEPTEMBER 2013
AND EXTENSION OF MANAGING DIRECTOR'S CONTRACT**

Please find attached the Quarterly Activities Report for the period ended 30 September 2013.

Also, IOH advises in accordance with ASX Listing Rule 3.16.4 and ASX Policy on Disclosure of MD / CEO Remuneration that Mr Alwyn Vorster's contract as Managing Director has been renewed.

The key terms of the contract extension include a term of three years with an annual remuneration of \$535,000 (comprising of a base salary of \$510,000 and superannuation of \$25,000), a short term incentive of up to 25% of annual remuneration provided company targets are met, a long term incentive of 3,000,000 options (subject to shareholder approval at IOH's 2013 Annual General Meeting) and bonuses, subject to determination by the Board, that may be earned if strategic milestones are met. There is a mutual six month notice period for contract termination.

Yours faithfully

A handwritten signature in black ink that reads "Simon Robertson". The signature is written in a cursive style.

Simon Robertson
Company Secretary

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ACN 107 492 517

Quarterly Activities Report

For the period ending 30 September 2013

HIGHLIGHTS

Divestment of North Marillana Tenements

- Transaction completed with Maiden Iron including upfront cash payment of \$2.5 million.
- Additional payments (up to \$5.25 million) upon development milestones.
- FOB royalty of up to 2.5% on future production from the tenements.

Iron Valley Project

- WA Department of Mines and Petroleum approved Iron Valley Mining Proposal.
- Other approvals nearing completion which will allow commencement of mine construction.

Buckland Project

- Definitive Feasibility Study - key design activities 70% completed.
- Port Lease negotiations with State Government advanced.
- Commercial and funding structure being progressed.
- Marketing support progressed with 12 Letters of Intent secured.

Cash

- \$66.7 million cash in bank at 30 September 2013.

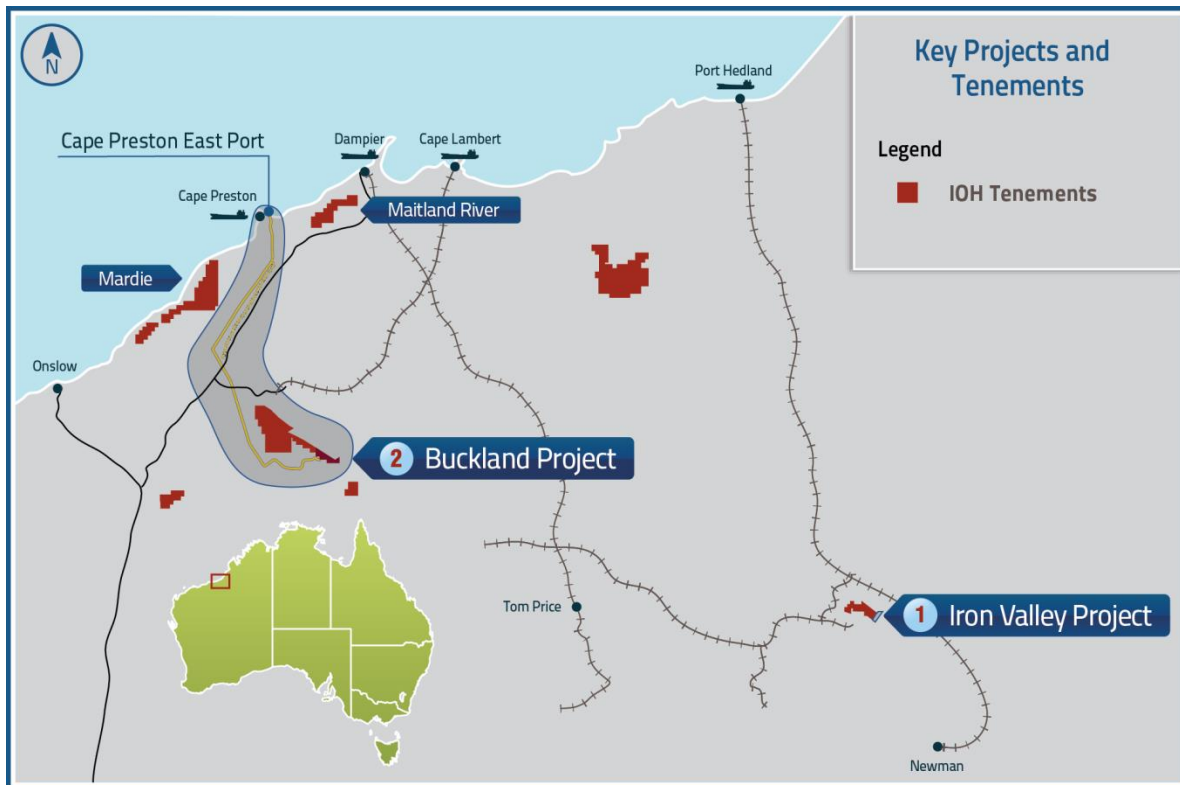
1. COMPANY OVERVIEW

Iron Ore Holdings Ltd (IOH) owns and manages a portfolio of iron ore projects in the Pilbara region of Western Australia.

The two key projects, Iron Valley and Buckland, are located within close proximity to existing and planned infrastructure (see Figure 1).

With more than 1.6 billion tonnes of JORC (2004) Resource, \$66.7 million in cash, a stable share register, as well as an experienced Board and senior management team, the company continues to be well positioned to deliver value.

Figure 1: IOH Key Project and Tenement Locations



2. NORTH MARILLANA TENEMENT DIVESTMENT

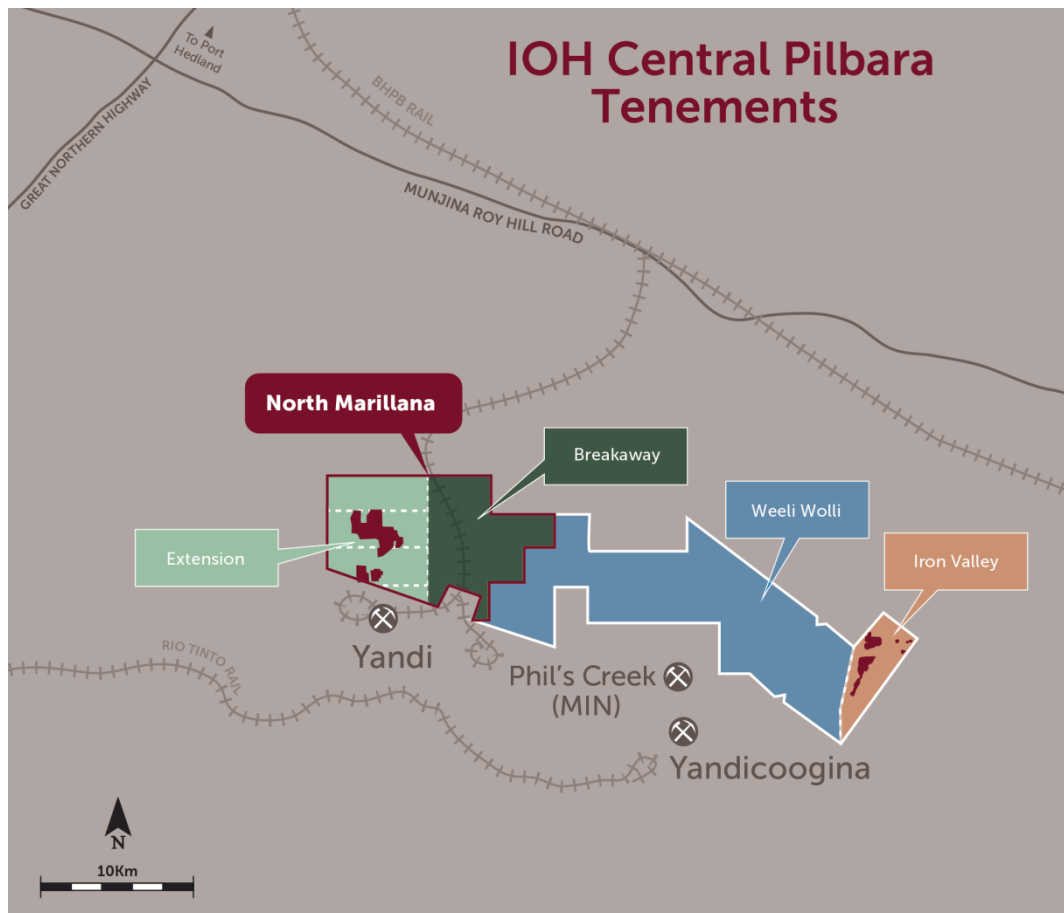
On 4 September 2013 IOH announced that it had concluded a transaction with Maiden Iron Pty Ltd (Maiden Iron) on the North Marillana group of satellite tenements (see Figure 2) for up to \$7.75 million in cash payments and a royalty on the iron ore produced.

The North Marillana satellite tenements are made up of four Mining Leases, M47/1353-I, M47/1354-I, M47/1355-I and M47/1356-I, referred to as the Extension tenements and two Exploration Licences, E47/1239-I and E47/2001-I, known as the Breakaway tenements. The Extension tenements contain a JORC (2004) Indicated Resource of 15.6Mt at 54.0% Fe (refer ASX announcement dated 15 February 2013). Native Title Agreements have been secured over the tenements.

Maiden Iron paid a cash amount of \$2.5 million to acquire the Extension tenements and to obtain a 12 month option over the Breakaway tenements. Upon production at Extension and the Breakaway option being exercised, further cash payments of \$5.25 million total will be made to IOH.

A royalty of up to 2.5% of the FOB iron ore price will be payable to IOH for iron ore produced from the tenements. Maiden Iron will meet all expenditure requirements during the Breakaway option period, and if the option expires the tenements will revert unencumbered to IOH.

Figure 2: Location of the North Marillana Tenements



3. IRON VALLEY PROJECT

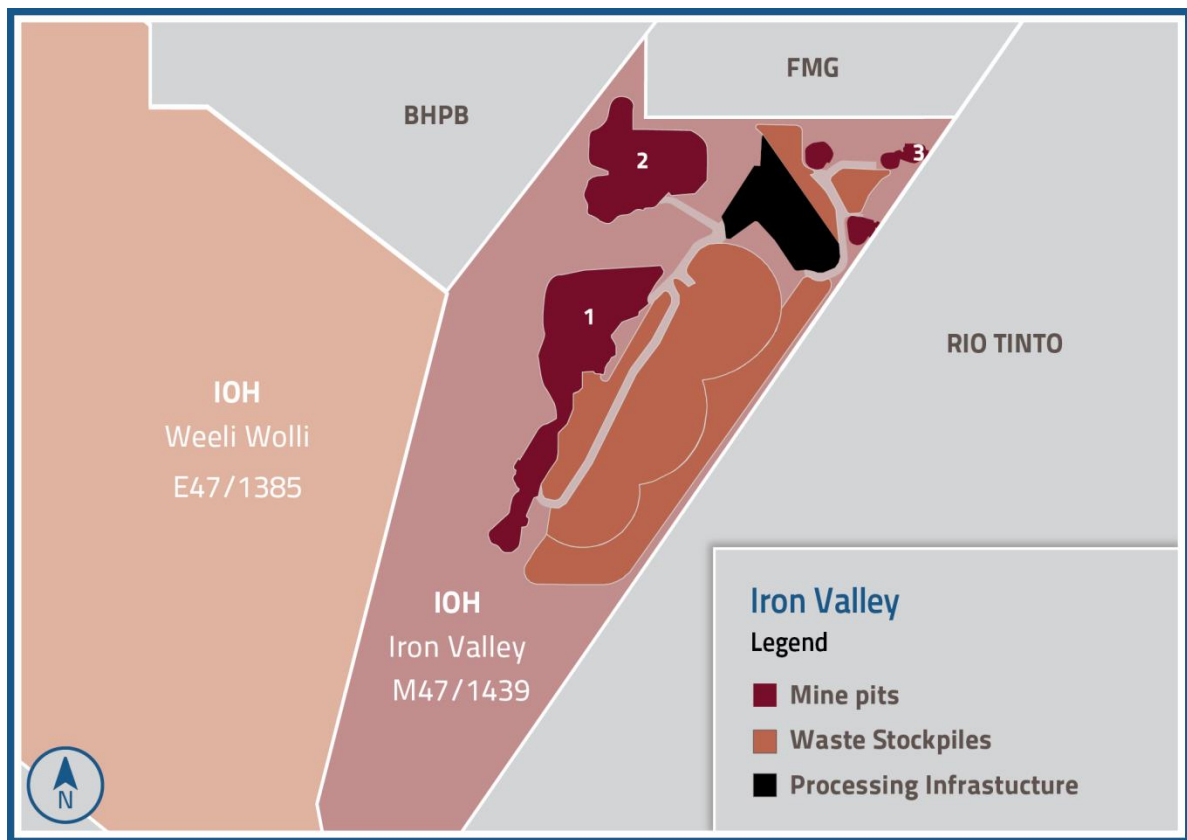
3.1. Background

With a JORC (2004) Probable Ore Reserve of 134.7 million tonnes (Mt) at an average of 58.5% Fe (based on a cut-off grade of 53%) for the initial mining development, the Iron Valley Project is the most advanced of IOH's major projects (see Figure 3).

In February 2013, IOH announced that it had executed a binding formal agreement for a mine gate sale arrangement with Mineral Resources Limited (ASX:MIN) which will result in the early development of the Iron Valley Project.

This development is expected to generate cash inflows in the 2014 calendar year (CY2014), which will be a significant milestone in IOH's development and growth path.

Figure 3: Iron Valley Proposed Development Layout



3.2. Project Approvals

During CY12 the WA State Minister for the Environment approved the implementation of the Iron Valley Project. IOH has previously secured a Native Title Land Access Deed and Federal Environment Protection and Biodiversity Protection Act 1999 (EPBC Act) environmental approval for the mine development.

The approval from the WA Department of Mines and Petroleum of the Iron Valley Mining Proposal for above water table mining was received on 31 July 2013. In addition, the WA Department of Water approved the water licence required for long term operations at Iron Valley on 31 July 2013.

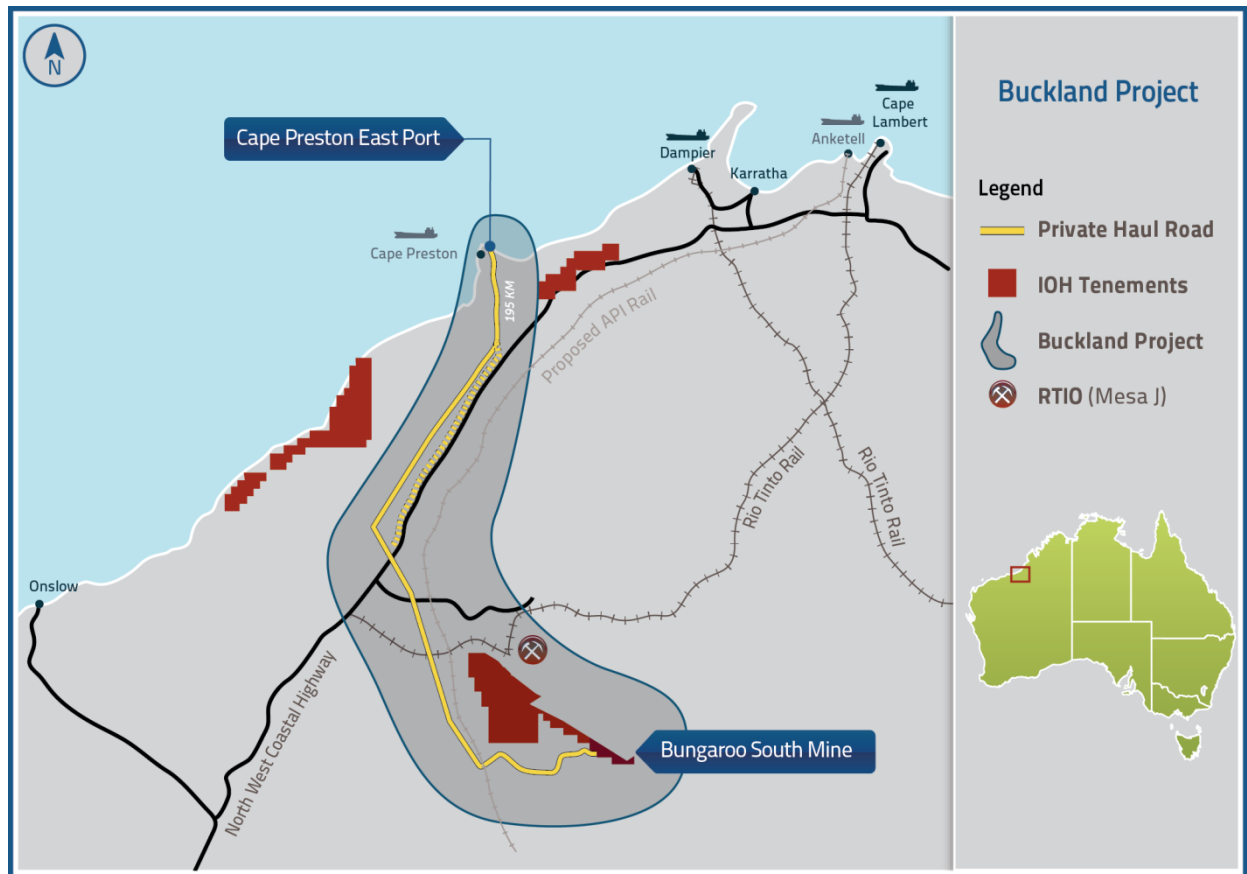
The two approvals are key components within the agreement which will allow IOH's project partner, MIN, to commence mine development when all outstanding approvals are received. The remaining approvals are currently being progressed with the relevant government agencies by IOH and MIN.

4. BUCKLAND PROJECT

4.1. Background

The Buckland Project covers all the activities associated with the potential development of a ~8 Mtpa Bungaroo South mine, a dedicated ~195 kilometre private haul road and a small scale transhipment facility at Cape Preston East on the Pilbara coast (see Figure 4).

Figure 4: Buckland Project



4.2. Environmental Approvals

Advice was received on 22 July 2013 that the Federal Government's Department of Sustainability, Environment, Water, Population and Conversation, under the EPBC Act had approved the proposed development of a mine at Bungaroo South, the haul road and its associated infrastructure. The development will not be a controlled action under the EPBC Act, although a number of standard management actions are required to be undertaken in accordance with specified conditions.

On 9 September 2013 the Western Australian Minister for Environment, the Hon. Albert Jacob, approved the development of the Cape Preston East port facility submitted to the Environmental Protection Authority.

Minister Jacob approved the implementation of the development proposal subject to conditions that are consistent with other port approvals in WA and the recent approval by the Federal Government for the Cape Preston East port facility, as well as standard procedural and compliance obligations.



4.3. Definitive Feasibility Study (DFS)

Positive progress has been made in the preparation of a DFS covering all technical and engineering aspects of the project to industry standards. The current infill drilling campaign is focussing on increasing the initial 92 Mt of JORC (2004) Ore Reserves to support a minimum 15-year mine life at an 8 Mtpa production rate.

Design specifications of key engineering packages have been 70 per cent completed and will be ready for distribution to selected service providers in the coming months, subject to progress on project funding solutions.

IOH and the Dampier Port Authority are well progressed with drafting of the suite of CPE port lease agreements.

Road tenure solutions are progressing with a number of land access agreements already finalised or approaching conclusion, with other applications being heard by the Warden's Court.

Subject to positive progress with tenure and project approvals being secured and funding solutions advanced, the DFS is scheduled for completion in mid CY2014 resulting in a production target date of late CY2015.

4.4. Buckland Satellite Deposits

Following completion of drilling programs at the Dragon, Rabbit and Rooster satellite deposits during this quarter assaying and geological modelling is expected to be completed by the end of CY2013.

As the objective of the drilling program is to increase confidence in the established JORC (2004) Resources in these areas and convert the main portions of the deposits from the JORC (2004) Inferred to JORC (2004) Indicated category, it is anticipated that, when the analysis is finalised, IOH will announce amendments to the mineral resource figures for these deposits.

These Satellite deposits will form part of the Buckland Project Stage 2 development, increasing overall tonnage feed into the Buckland Project infrastructure system.

4.5. Marketing Support

Discussions with steel producers in Asia with the aim of securing market tested endorsement for the Bungaroo South ore, continued during the quarter. These positive engagements have enabled IOH to secure 12 non-binding Letters of Intent from reputable Chinese steel producers, which now cover in excess of all the planned production in the first five years (30Mt).

4.6. Commercial Structuring

Macquarie Capital has continued to assist IOH to identify and critically assess optimum commercial structures and to support IOH in conducting negotiations with prospective investors in the Buckland Project.



5. CORPORATE

5.1. Cash

IOH had a cash balance of \$66.7 million at 30 September 2013.

5.2. New Tenements

During the quarter IOH was granted two tenements: E47/2505 which is prospective for iron ore and E47/2676 which is prospective for base metals and gold. In addition, tenement E80/3878, which is prospective for base metals and gold, was purchased from Thunderlarra Limited. IOH currently holds 24 live tenements.



6. JORC RESOURCES

At 30 September 2013, IOH had a total JORC (2004) Mineral Resource of 1,665 million tonnes, including a Magnetite Resource of 1,100 million tonnes at Maitland River in the coastal Pilbara, 275 million tonnes of BID in the central Pilbara and 285 million tonnes of BID and CID Resources in the western Pilbara (refer Table 1).

Table 1: IOH JORC (2004) Mineral Resource at 30 September 2013

Location	Project or Tenement	Cut off (% Fe)	JORC Indicated Resources (Mt)	JORC Inferred Resources (Mt)	Fe (%)	CaFe (%)	SiO ₂ (%)	Al ₂ O ₃ (%)	P (%)	LOI (%)	Total (Mt)
Central Pilbara	Iron Valley	50	216.3 ^A	-	58.4	63.0	5.1	3.1	0.18	7.3	274.7
		50	-	42.8	57.9	61.1	7.0	3.9	0.14	5.2	
	North Marillana	53	15.6	-	54.0	60.2	6.0	5.7	0.05	10.3	
Western Pilbara	Bungaroo South	53	179.7 ^B	-	58.0	63.1	5.9	2.4	0.15	8.1	284.6
		53	-	68.6	55.1	60.0	9.6	2.6	0.14	8.2	
	Dragon	50	-	16.0	55.7	60.6	7.7	3.7	0.14	8.1	
	Rabbit	52	-	6.0	56.8	60.7	7.9	3.4	0.13	6.5	
	Rooster	52	-	7.2	56.2	60.6	6.5	4.8	0.08	7.2	
	Snake	50	-	7.1	57.0	62.6	5.8	2.8	0.15	9.0	
Coastal Pilbara	Maitland River (Magnetite)	26	-	1,106.0	30.4	30.8	44.0	2.3	0.06	1.2	1,106.0
Magnetite Total			-	1,106.0							
Total Mineral Resources			411.6	1,253.7	Total Resources (Indicated and Inferred)					1,665.3	

^A Includes Probable Ore Reserve of 134.7 Mt (see Table 2 below).

^B Includes Probable Ore Reserve of 92.4 Mt (see Table 2 below).

Table 2: IOH JORC (2004) Probable Ore Reserve at 30 September 2013

Location	Project or Tenement	Cut-off (% Fe)	JORC Proven Reserve (Mt)	JORC Probable Reserve (Mt)	Fe (%)	CaFe (%)	SiO ₂ (%)	Al ₂ O ₃ (%)	P (%)	LOI (%)	Total (Mt)
Central Pilbara	Iron Valley	53	-	134.7	58.5	63.0	4.9	3.2	0.17	7.2	134.7
Western Pilbara	Bungaroo South	54	-	92.4	57.6	62.4	6.3	2.5	0.2	8.1	92.4
Total Ore Reserve				227.1							227.1

Quarterly Activities Report

For the period ending 30 September 2013



Competent Persons Statements:

The information in this report that relates to exploration, exploration targets and drilling results is based on information compiled by Mr Roland Bartsch, who is a Member of the Australasian Institute of Mining and Metallurgy. At 30 September 2013 Mr Bartsch was a full time contract employee of Iron Ore Holdings Ltd and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Bartsch consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The information in this report that relates to Mineral Resources estimates has been compiled by Mr Lynn Widenbar, who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Widenbar is a full time employee of Widenbar and Associates and produced the Mineral Resource Estimates based on data and geological information supplied by IOH. Mr Widenbar has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity that he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Minerals Resources and Ore Reserves'. Mr Widenbar consents to the inclusion in this report of the matters based on his information in the form and context that the information appears.

The information in this report that relates to Ore Reserve estimations for Bungaroo South and Iron Valley Deposits is based on information compiled by Mr Alan G. Cooper, who is a member of the Australasian Institute of Mining and Metallurgy. Mr Cooper is a full time employee of Snowden Mining Industry Consultants Pty Ltd. Mr Cooper has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Cooper consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Disclaimer:

This document may include forward-looking statements. Forward-looking statements include, but are not limited to, statements concerning Iron Ore Holdings Ltd's planned exploration program, commencement of exporting of iron ore, industry outlook and other statements that are not historical facts. When used in this document, the words such as "could," "target," "plan," "estimate," "intend," "may," "potential," "should," and similar expressions reflected in these forward-looking statements are reasonable, such as statements involving risks and uncertainties and no assurance can be given that actual results be consistent with these forward-looking statements.

Corporate Profile (as at 23 October 2013)

Iron Ore Holdings Ltd (ASX: IOH) owns and manages a portfolio of bedded hematite, channel iron and magnetite iron ore tenements and projects in the Pilbara region of Western Australia. The Company's key projects are strategically located within close proximity to existing and planned infrastructure. IOH has a stable share register, as well as an experienced Board and senior management team.

Ordinary Shares on Issue: 161,174,005

Board of Directors:

Hon Richard Court AC	Non-Executive Chairman
Alwyn Vorster	Managing Director
Ryan Stokes	Non-Executive Director
Mal Randall	Non-Executive Director
Brian O'Donnell	Non-Executive Director

Company Secretary:

Simon Robertson

Executive Team:

Alwyn Vorster	Managing Director
Christian Johnstone	Chief Financial Officer
Brett Hazelden	GM Project Development
Zen Davison	GM Business Development
Roland Bartsch	GM Geology
Michael Klvac	GM Corporate Affairs

Share Registry:

Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross WA 6153
www.securitytransfer.com.au

Registered Office:

Level 1
1 Altona Street
West Perth WA 6005

Major Shareholders:

Wroxby Pty Ltd	52.7 %
3 rd Wave Investors	4.9 %
Sumisho Iron	4.3 %

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