



ABN 17 107 492 517

ASX Release

25 February 2011

## GRANT OF OPTIONS TO SENIOR MANAGERS AND DIRECTORS

Iron Ore Holdings Limited advises that it has granted Options to members of its senior management team under the terms and conditions of its ESOP as set out in the attached Appendix 3B.

Subject to Shareholder approval, the Company will also grant the Managing Director, Mr Alwyn Vorster, 2,500,000 Options, being the balance of the Options required to be granted to Mr Vorster under his employment contract as CEO as follows:

- 500,000 options exercisable at the higher of \$2.75 or 1.43 times the five day VWAP prior to shareholder approval, expiring three years from grant which vest of 15 May 2011; and
- 2,000,000 options exercisable at the higher of \$3.00 or 1.43 times the five day VWAP prior to shareholder approval, expiring three years from grant, half of which vest 15 November 2011 and 15 November 2012.

Also subject to Shareholder approval, the Company will grant 300,000 Options to Non-Executive Director, Mr Malcolm Randall exercisable at the higher of \$3.00 or 1.43 times the five day VWAP prior to shareholder approval, expiring three years from grant, half of which vest 12 months and 24 months from grant.

A notice of a General Meeting will be sent to Shareholders shortly dealing with the approval of these Options.

### For more information regarding Iron Ore Holdings Ltd please contact:

**Alwyn Vorster**  
Managing Director

**T:** (08) 9483 2000

**F:** (08) 9321 0322

**E:** [info@ironoreholdings.com](mailto:info@ironoreholdings.com)

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### Ordinary Shares on Issue:

137,615,694

### Listed Options:

2, 592,557

### About Iron Ore Holdings

Iron Ore Holdings Ltd ("IOH") is an ASX listed company which owns and manages a portfolio of high-quality iron ore projects within its Central and Western hubs in the Pilbara region of Western Australia. The company's Projects are all located within close proximity to existing infrastructure. IOH has a stable share register and highly experienced Board and senior management team.

# Appendix 3B

## New issue announcement, Application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

**Iron Ore Holdings Limited**

ABN

17 107 492 517

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |  |
|---|--|--|
| 1 | +Class of +securities issued or to be issued   | Ordinary Shares<br>Unlisted Options  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 833 ordinary shares<br>2,900,000 unlisted options  |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Ordinary shares<br>300,000 Unlisted options expiry 25 February 2014, exercise price \$2.75 each, vesting immediately<br>500,000 Unlisted options expiry 25 February 2014, exercise price \$2.75 each, subject to vesting conditions<br>2,100 000 Unlisted options expiry 25 February 2014, exercise price \$3.00 each, subject to vesting conditions |

+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>	Yes – in respect of the ordinary shares issued							
5	Issue price or consideration	\$1.00 per ordinary share Nil per unlisted option							
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Ordinary shares issued on the exercise of 833 listed options Unlisted options issued under the Iron Ore Holdings Limited ESOP to Senior Managers							
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	25/2/2011							
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>137,730,310</td><td>Ordinary Shares</td></tr><tr><td>2,577,941</td><td>Listed Options @ \$1.00 expiring on 30 April 2011</td></tr></table>	Number	+Class	137,730,310	Ordinary Shares	2,577,941	Listed Options @ \$1.00 expiring on 30 April 2011	
Number	+Class								
137,730,310	Ordinary Shares								
2,577,941	Listed Options @ \$1.00 expiring on 30 April 2011								

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	550,000	Options @ \$1.00 expiring on 30/4/2011
		200,000	Options @ \$1.30 expiring on 30/4/2011
		450,000	Options @ \$1.15 expiring on 1/7/2012
		3,000,000	Options @ \$1.15 expiring on 30 September 2012.
		100,000	Options @ \$3.00 expiring on 31 August 2012
		100,000	Options @ \$3.00 expiring on 31 August 2012
		100,000	Options @ \$3.00 expiring on 31 August 2012 vesting 15 March 2011
		500,000	Options @ \$2.50 expiring 30 September 2013
		500,000	Options @ \$2.50 expiring 11 October 2013
		50,000	Options @ \$1.00 expiring 24 June 2012
		300,000	Options @ \$2.75 expiring 25 February 2014.
		500,000	Options @ \$2.75 expiring 25 February 2014, subject to vesting conditions
		2,100,00	Options @ \$3.00 expiring 25 February 2014, subject to vesting conditions

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	

+ See chapter 19 for defined terms.

15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has +security holders who will not be sent new issue documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	
25	If the issue is contingent on +security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	

29	Date rights trading will end (if applicable)	
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	
33	+Despatch date	

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34    Type of securities  
      *(tick one)*

(a)   ☒    Securities described in Part 1

(b)   ☐        All other securities  
          Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35    ☐    If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36    ☐    If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
          1 - 1,000  
          1,001 - 5,000  
          5,001 - 10,000

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+ See chapter 19 for defined terms.

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10,001 - 100,000  
100,001 and over

- 37 ☐ A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

- 38 Number of securities for which +quotation is sought

- 39 Class of +securities for which quotation is sought

- 40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?
- If the additional securities do not rank equally, please state:
- the date from which they do
  - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
  - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
- 

- 41 Reason for request for quotation now
- Example: In the case of restricted securities, end of restriction period
- (if issued upon conversion of another security, clearly identify that other security)
- 

- | Number  | +Class |
|---|--------|
| 42 Number and +class of all +securities quoted on ASX (including the securities in clause 38) |        |

**Quotation agreement**

- 1      +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2      We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3      We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4      We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Signed: 

Date: 25 February 2011

Print name: Simon Robertson  
Company Secretary

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+ See chapter 19 for defined terms.