

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

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|--------------------------------------|
| Name of entity HILL END GOLD LIMITED |
| ABN 74 072 692 365 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

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|---------------------|-----------------|
| Name of Director | Bruce Thomas |
| Date of last notice | 3 December 2012 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

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|---|--|
| Direct or indirect interest | Indirect |
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | (1) Leet Investment Pty Ltd – a company controlled by Mr Thomas (2) Leet Investment Pty Ltd Superannuation Fund - a company controlled by Mr Thomas |
| Date of change | 12 February 2013 |
| No. of securities held prior to change | (1) 5,896,157 OFPS , (2) 5,550,000 OPFS, 2,500,000 Unlisted Options – exercisable at 5 cents and expiring 29 November 2017 |
| Class | OFPS |
| Number acquired | (1) 2,103,843 (2) 2,450,000 |
| Number disposed | - |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | (1) 24,182.17 (2) 26,989.90 |

+ See chapter 19 for defined terms.

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| No. of securities held after change | (1) 8,000,000 OFPS , (2) 8,000,000 OPFS, 2,500,000 Unlisted Options – exercisable at 5 cents and expiring 29 November 2017 |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | On Market Purchase |

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

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| Detail of contract | N/A |
| Nature of interest | N/A |
| Name of registered holder (if issued securities) | N/A |
| Date of change | N/A |
| No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed | N/A |
| Interest acquired | N/A |
| Interest disposed | N/A |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | N/A |
| Interest after change | N/A |

Part 3 – ⁺Closed period

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|---|-----|
| Were the interests in the securities or contracts detailed above traded during a ⁺ closed period where prior written clearance was required? | No |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | N/A |
| If prior written clearance was provided, on what date was this provided? | N/A |

⁺ See chapter 19 for defined terms.