

Notice of Annual General Meeting and Explanatory Statement

Annual General Meeting to be held at
the Christie Conference Centre, Tang Room,
Level 2, 3 Spring Street, Sydney, NSW
on Thursday 28 November 2013 at 3.00 pm (Sydney Time).



HILL END GOLD LIMITED

ACN 072 692 365

This Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2013 Annual General Meeting of Hill End Gold Limited ("Company") will be convened at Christie Conference Centre, Tang Room, Level 2, 3 Spring Street, Sydney, NSW, on Thursday, 28 November 2013 at 3.00 p.m. (Sydney Time).

If you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form. The completed Proxy Form must be received by the Company at least 48 hours before the commencement of the meeting.

An Explanatory Statement, which accompanies and forms part of this Notice, describes the various matters to be considered.

Terms used in this Notice will, unless the context otherwise requires have the same meaning as explained in the Explanatory Statement.

AGENDA

Financial Statements and Reports

To receive and consider the Annual Financial Report of the Company, together with the Directors' and Auditor's Reports for the period ending 30 June 2013.

Resolution 1 – Non-binding approval of Remuneration Report

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

"That, for all purposes, Shareholders adopt the Remuneration Report set out in the Directors' Report for the year ended 30 June 2013."

- (a) The vote on this resolution is advisory only and does not bind the Directors or the Company.
- (b) The Company's key management personnel ('KMP') and their closely related parties must not cast a vote in relation to the Remuneration Report unless they are appointed in writing as a proxy for a member eligible to vote on the resolution and that proxy specifies how to vote on the resolution.
- (c) The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box on the attached Proxy Form.

The Company will disregard and not count any vote cast (in any capacity) on Resolution 1 by or on behalf of either or both of the following persons:

- (a) a member of the KMP of the Company, details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2013;
- (b) a closely related party of such a person, unless:
- (c) the person
 - (i) does so in relation to the Item as a proxy where the proxy form appointing the person as a proxy specifies how the person is to vote on the Item; or
 - (ii) is the Chairman of the meeting and the appointment of the Chairman as proxy expressly authorises the Chairman to exercise the proxy (even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP); and
- (d) the vote is not cast on behalf of a person described in paragraph (a) or (b) above.

Resolution 2 – Re-election of Director

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

"That, for all purposes, Mr Bruce Thomas, being a Director of the Company who retires in accordance with the Company's Constitution and being eligible offers himself for re-election, is re-elected as a Director."

Resolution 3 – Re-election of Director

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

"That, for all purposes, Mr Ian Daymond, being a Director of the Company who retires in accordance with the Company's Constitution and being eligible offers himself for re-election, is re-elected as a Director."

Resolution 4 – Ratify an Issue of Shares

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

"That for the purposes of Listing Rule 7.4 of the Listing Rules of ASX Limited and for all other purposes, the Company ratifies the issue of 170,000,000 fully paid ordinary shares to Mr Soh Han Chuen at \$0.008 per share."

Short Explanation: Approval is sought under Listing Rule 7.4 to ratify the issue of these securities. Please refer to the Explanatory Statement for details.

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 4 by any person who participated in the issue and any associate of any such person. However, the Company need not disregard a vote if:

- The vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
 - The vote is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.
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Resolution 5 – Approval of 10% Placement Facility

To consider and, if thought fit, pass the following resolution as a **special resolution**:

"That pursuant to and in accordance with Listing Rule 7.1A of the Listing Rules of ASX Limited and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 5 by any person who participated in the 10% Placement Facility and any associate of any such person and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed.

However, the Company need not disregard a vote if:

- (a) the vote is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or
 - (b) the vote is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.
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Resolution 6 – Re-approval of Employee Option Plan

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

“That, for the purposes of ASX Listing Rule 7.2 (Exception 9) and for all other purposes, approval is given for the adoption of the Hill End Gold Limited Employee Share Option Plan (Plan) and the issue of Options pursuant thereto, as detailed in the Explanatory Statement accompanying this Notice, a copy of which Plan was initialled by the chairman of the meeting for the purposes of identification.”

Voting Exclusion Statement: The entity will disregard any votes cast on a resolution by a director of the entity (except one who is ineligible to participate in any employee incentive scheme in relation to the entity), or their associates.

However, the Company need not disregard a vote if:

- (a) the vote is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or
- (b) the vote is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Short Explanation: The Plan was approved by shareholders in November 2010 and requires approval by shareholders every 3 years. The Plan is designed to be an incentive to key people who assist in the successful development and operation of the Company. Approval is sought pursuant to ASX Listing Rule 7.2 (Exception 9) so that Options issued pursuant to the Plan are not included in the Company’s 15% capacity for the purposes of ASX Listing Rule 7.1.

The Plan proposed to be adopted is the same as the Plan approved in November 2010. Please refer to the Explanatory Statement for further details.

By Order of the Board of Directors

Kevin Lynn
Company Secretary

23 October 2013

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's 2013 Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting.

The Explanatory Statement consists of the following sections:

1. **Financial Statements and Reports**
2. **Resolution 1: Non-binding approval of Remuneration Report**
3. **Resolution 2: Re-election of Mr Bruce Thomas as a Director**
4. **Resolution 3: Re-election of Mr Ian Daymond as a Director**
5. **Resolution 4: Ratify an Issue of Shares**
6. **Resolution 5: Approval of 10% Placement Facility**
7. **Resolution 6: Re-approval of Employee Option Plan**
8. **Questions from Shareholders**

1. Financial Statements and Reports

The Annual Financial Report, Directors' Report and Auditor's Report for the Company for the period ending 30 June 2013 will be laid before the meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor may be made about:

- the preparation and content of the Auditor's Report;
- the conduct of the audit;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to your questions please submit any questions you may have using the enclosed Question Form at Appendix B of the Explanatory Statement so that it is received no later than 3.00 pm (Sydney Time) on 21 November 2013 to:



Stephen Peterson
Chief Financial Officer
Hill End Gold Limited
3 Spring Street
SYDNEY NSW 2000
Australia

- or -

Fax: +61 2 8249 4919

As required under section 250PA of the Corporations Act, at the Annual General Meeting, the Company will distribute a list setting out the questions directed to the auditor received in writing, being questions which the auditor considers relevant to the content of the auditor's report or the conduct of the audit of the financial report for the period ended 30 June 2013. The Chairman will allow a reasonable opportunity to respond to the questions set out on this list.

2. Resolution 1: Adoption of Remuneration Report / Board Spill Motion

The Annual Report for the financial year ended 30 June 2013 contains a Remuneration Report, which forms part of the Directors' Report and sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for executive directors, senior management and non-executive directors.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Corporations Act 2001 requires each listed company to put to a vote at its AGM a non-binding resolution to shareholders to adopt the Remuneration Report. Whilst under the legislation this vote will be advisory only, and does not bind the Directors or the Company, the Directors recognise the vote as an indication of shareholder sentiment and have careful regard to the outcome of the vote and any discussion when setting the Company's remuneration policies.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this meeting when reviewing the Company's Remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings Shareholders will be required at the second of those Annual General meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors other than the Managing Director must stand for re-election.

Key management personnel (including Directors) and their closely related parties must not cast on the report on the Remuneration Report unless as holders of directed proxies for Shareholders eligible to vote on the resolution and that proxy specifies how to vote on the resolution.

The Company encourages all shareholders to cast their votes on this resolution. The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached Proxy Form.

The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.

The Chairman of the Meeting intends to vote all available proxies in favour of this item of business.

3. Resolutions 2&3: Re-election of Directors

This Resolution deals with the re-election of Mr Bruce Thomas and Mr Ian Daymond as Directors of the Company.

In accordance with ASX Listing Rule 14.4 and the Company's Constitution, at every Annual General Meeting, one third of the Directors for the time being must retire from office and are eligible for re election. The Directors to retire are:

- those who have been in office for 3 years since their appointment or last re-appointment;
- those who have been longest in office since their appointment or last re-appointment; or
- if the Directors have been in office for an equal length of time, by agreement.

In accordance with the Company's Constitution, Mr Bruce Thomas and Mr Ian Daymond retire and being eligible, have offered themselves for election or re-election. The remaining Directors recommend to Shareholders that Mr Bruce Thomas and Mr Ian Daymond be re-elected as directors.

Details of each of Mr Bruce Thomas and Mr Ian Daymond's backgrounds and experience are set out in the Annual Report.

The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution (item of business).

4. Resolutions 4: Ratify an Issue of Shares

Background

On 12 August 2013 and 20 September 2013, the Company issued by way of share placement a total of 170,000,000 shares at 0.8 cent to raise \$1,360,000 before issue costs.

Regulatory Requirements – ASX Listing Rule 7.1, 7.1A and 7.4

The Company did not breach Listing Rule 7.1.

Resolution 4 is required to be approved in accordance with ASX Listing Rule 7.4. Approval is sought under ASX Listing Rule 7.4 to allow the Company to ratify the issue and allotment of 170,000,000 fully paid ordinary shares ("Shares").

The reason for an approval under ASX Listing Rule 7.4 is to reinstate the capacity of the Company to issue up to 15% of its securities without the approval of its shareholders.

The following information is provided to Shareholders for the purposes of obtaining shareholder approval pursuant to the ASX Listing Rules:

- (a) the number of Shares allotted and by the Company was 170,000,000;
- (b) the allottee of the Shares was Mr Soh Han Chuen;
- (c) the Shares rank equally with the existing Shares on issue;
- (d) the Shares were allotted at an issue price of 0.8 cent per share for gross proceeds of \$1,360,000; and
- (e) the funds raised from this issue were used for the continued exploration at the Company's projects in and around Hill End in NSW, acquisitions and for ongoing working capital requirements.

5. Resolution 5: Approval of 10% Placement Facility

5.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity. The Company is now seeking shareholder approval by way of a **special resolution** to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 5.2(c) below). The Company actively seeks to continue exploration. The Company may use the 10% Placement Facility to facilitate further exploration.

The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this resolution.

5.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a **special resolution** at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of the Notice, has on issue two classes of quoted Equity Securities, Shares and Listed Options.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1 A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(AxD)-E

- A** is the number of shares on issue 12 months before the date of issue or agreement:
- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
 - (ii) plus the number of partly paid shares that became fully paid in the 12 months;
 - (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval; and
 - (iv) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1 A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 855,526,036 Shares and therefore has a capacity to issue:

- (i) 128,328,905 Equity Securities under Listing Rule 7.1; and
- (ii) 85,552,604 Equity Securities under Listing Rule 7.1A (Subject to shareholder approval being sought under Resolution 5).

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 5.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX (**10% Placement Period**).

5.3 Listing Rule 7.1A

The effect of Resolution 5 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 5 is a **special resolution** and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

5.4 Specific Information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the table below (in the case of Listed Options, only if the Listed Options are exercised). There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.014 100% increase in Issue Price	\$0.007 Issue Price	\$0.0035 50% decrease in Issue Price
Current Variable A 855,526,036 Shares	10% Voting Dilution	85,552,604 shares	85,552,604 shares	85,552,604 shares
	Funds Raised	\$1,197,736	\$598,868	\$299,434
50% increase in current Variable A 1,283,289,054 Shares	10% Voting Dilution	128,328,905 shares	128,328,905 shares	128,328,905 shares
	Funds Raised	\$1,796,605	\$898,302	\$449,151
100% increase in current Variable A 1,711,052,027 Shares	10% Voting Dilution	171,105,203 shares	171,105,203 shares	171,105,203 shares
	Funds Raised	\$2,395,473	\$1,197,736	\$598,868

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Listed Options (including any Listed Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities.
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the 10% Placement Facility, based on that shareholder's holding at the date of the meeting.
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1 A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (vii) The issue price is \$0.007, being the intraday price of the shares on ASX on 23 October 2013.

(c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(d) The Company may seek to issue the Equity Securities for the following purposes:

- (i) non-cash consideration for the provision of services in relation to the continued exploration of its projects. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards continued exploration on its projects.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.1 0.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (iii) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (iv) the effect of the issue of the Equity Securities on the control of the Company;
- (v) the financial situation and solvency of the Company; and
- (vi) advice from corporate, financial and banking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

(e) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting held on 29 November 2012. The Company has issued Equity Securities pursuant to that Listing Rule 7.1A approval.

Information relating to issues of Equity Securities by the Company in the 12 months prior to 29 November 2013 is as follows:

Date of issue:	3 December 2012	12 August 2013	20 September 2013
Number issued:	35,000,000	125,000,000	45,000,000
Class/Type of equity security:	Unlisted Options	Ordinary Shares	Ordinary Shares
Summary of terms:	Director Options as approved by shareholder at AGM 20 November 2012	Placement of Ordinary Shares at an issue price of \$0.008 per share	Placement of Ordinary Shares at an issue price of \$0.008 per share
Names of persons who received securities or basis on which those persons was determined:	Philip Bruce, Denis Clarke, Ian Daymond, Bruce Thomas, Graham Reveleigh, Su-Yin Quah	Mr Soh Han Cheun	Mr Soh Han Cheun
Price:	Nil, value of options per Black Scholes \$91,557	Issued at a premium to VWAP - \$0.0072, Issue price \$0.008 per share	Issued at a discount to VWAP - \$0.0087, Issue price \$0.008 per share
Discount to market price (if any):	N/A	Issued at a premium	Discount \$0.0007
For cash issues			
Total cash consideration received:	N/A	\$1,000,000	\$360,000

Date of issue:	3 December 2012	12 August 2013	20 Sept 2013
Amount of cash consideration spent:	N/A	\$1,000,000	\$360,000
Use of cash consideration:	N/A	The funds raised were used for exploration, working capital and acquisition of potential growth opportunities.	The funds raised were used for exploration, working capital and acquisition of potential growth opportunities.
Intended use for remaining amount of cash (if any):	N/A	Nil	Nil
For non-cash issues			
Non-cash consideration paid:	N/A	N/A	N/A
Current value of that non-cash consideration:	N/A	N/A	N/A

- (f) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

6. Resolution 6: Re-approval of Employee Share Option Plan

ASX Listing Rule 7.1 requires a listed company to obtain shareholder approval prior to the issue of shares, or securities convertible into shares, representing more than 15% of the issued capital of that company in any rolling 12 month period.

An exception to ASX Listing Rule 7.1 is set out in ASX Listing Rule 7.2 (Exception 9) which provides that issues under an employee incentive plan are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the plan as an exception to ASX Listing Rule 7.1.

The Plan was last approved by Shareholders in November 2010. It is proposed that Shareholders approve the Plan, which is identical to the Plan approved in 2010 and approve of the issue of Options by the Company as an exception to ASX Listing Rule 7.1 in accordance with ASX Listing Rule 7.2 (Exception 9).

The purpose of the Plan is to recognise the ability and efforts of the Directors and employees of the Company who have contributed to the success of the Company; provide an incentive to Directors and employees to achieve the long term objectives of, and improve the performance of the Company; attract persons of experience and ability to the Company and foster and promote loyalty between the Company and its Directors and employees.

In order to take advantage of the exemption from ASX Listing Rule 7.1 contained in ASX Listing Rule 7.2 (Exception 9) and allow the Company greater flexibility to issue securities, Shareholders are requested to approve the Plan as an exemption from ASX Listing Rule 7.1.

For the purpose of Exception 9 of Listing Rule 7.2:

- (a) Since the Plan was last approved by Shareholders in November 2010, a total of 35,000,000 Options have been issued under the Plan as follows:
- (i) 35,000,000 Options issued on 3 December 2012 with an exercise price of \$0.05 each, expiring on 29 November 2017;
- (b) a copy of the Plan proposed to be approved is set out in Appendix A to the Explanatory Statement.

A copy of the Plan will be sent to any Shareholder upon request and will also be available for inspection at the venue of the meeting during the meeting.

Directors' Recommendation

*The Board recommends Shareholders vote **in favour** of Resolution 6.*

7. Other Information

There is no other information known to the Company that is material to a Shareholder's decision on how to vote on the resolutions set out in the Notice. However, should any Shareholder be in doubt as to how they should vote on any resolution and/or as to how a resolution may affect them, they should seek advice from their accountant, solicitor or other professional adviser as soon as possible.

Queries as to the lodgement of proxies and other formalities in relation to the meeting should be directed to the Company on Telephone: +61 2 8249 4416.

8. Action To Be Taken By Shareholders

Enclosed with the Notice of Meeting and this Explanatory Statement is a proxy form for use by Shareholders. All Shareholders are invited and encouraged to attend the meeting or, if they are unable to attend in person and are eligible to vote, to complete, sign and return the proxy form to the Company in accordance with the instructions contained on the proxy form and the Notice of Meeting. Lodgement of a proxy form will not preclude a Shareholder from attending and voting at the meeting in person.

Appendix A

Employee Share Option Plan

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these Rules, unless the contrary intention appears:

'Associated Company'	means at any time any body corporate that at that time is a related body corporate of the Company within the meaning of section 50 of the Corporations Act;
'ASX'	means Australian Securities Exchange Limited and includes any body corporate which may hereafter succeed to the powers, functions and duties of Australian Securities Exchange Limited;
'Board'	means the directors acting as the board of directors of the Company;
'Business Day'	means a day on which the stock market of ASX is open for trading in securities;
'Certificate'	means the certificate issued by the Company to a Holder in respect of an Option;
'Company'	Hill End Gold Limited ACN 072 692 365;
'Corporations Act'	means the Corporations Act 2001 (Cth);
'Director'	means a director of a the Company from time to time;
'Eligible Person'	means at any time a person who then is an employee (whether full-time or part-time), or director of the Company;
'Exercise Price'	means, in respect of an Option, the subscription price per Share, determined in accordance with Rule 12, payable by a Holder on exercise of the Option;
'Expiry Date'	means, in relation to an Option, the period of 5 years from and including the Issue Date of the Option;
'Company'	means the Company or any Associated Company;
'Holder'	means, in relation to an Option, the person (whether an Eligible Person or a Permitted Nominee) entered in the Company's register of options as the holder of that Option;
'Issue Date'	means, in relation to an Option, the date on which the Company grants that Option;
'Listing Rules'	means the Official Listing Rules of ASX;
'Market Value'	means: <ol style="list-style-type: none">the average closing sale price per Share (weighted by reference to volume) recorded on the stock market of ASX during the five trading days immediately preceding the day on which the Board resolves to offer an Option (excluding special crossings and overnight sales); orin circumstances where there has been no trading in the Shares during the five trading days immediately preceding the day on which the Board resolves to offer an Option, the last sale price recorded on the stock market of ASX (excluding special crossings and overnight sales);
'Option'	means an Option issued under the Plan to subscribe (subject to Rule 11) for a Share;
'Permanent Disablement'	means, in relation to an Eligible Person, that the Eligible Person has, in the opinion of the Board, after considering such medical and other evidence as it sees fit, become incapacitated to such an extent as to render the Eligible Person unlikely ever to engage in any occupation for which he is reasonably qualified by education, training or experience;

'Permitted Nominee'	has the meaning given to it by Rule 5.4;
'Plan'	means The Hill End Gold Limited Employee Share Option Plan established in accordance with these Rules;
'Redundancy'	means, in relation to an Eligible Person, a determination by the Board that the relevant Company's need to employ a person for the particular kind of work carried out by that Eligible Person has ceased (but, for the avoidance of any doubt, does not include the dismissal of an Eligible Person for personal or disciplinary reasons or where the Eligible Person leaves the employ of any Company of his own accord);
'Retirement'	means, in relation to an Eligible Person, retirement by that Eligible Person from the Company at age 60 or over or such earlier age as considered appropriate by the Board;
'Rules'	means these rules, as amended from time to time;
'Shares'	means fully paid ordinary shares in the capital of the Company.

1.2 Interpretation

In these Rules, unless the contrary intention appears:

- (a) where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning;
- (b) the singular includes the plural and vice versa;
- (c) a reference to a gender includes all genders; and
- (d) an expression defined in, or given a meaning for the purposes of, the Corporations Act or the Listing Rules has the same meaning where used in these Rules.

2. ESTABLISHMENT AND TERMINATION OF THE PLAN

- 2.1 The Board may establish and administer the Plan in accordance with the terms and conditions set out in these Rules and otherwise as it determines from time to time in its absolute and uncontrolled discretion.
- 2.2 The Board may terminate the Plan, or suspend its operation for any period it considers desirable, at any time that it considers appropriate.
- 2.3 The Board may not issue any further Options after the Plan has been terminated.

However, these Rules will continue to apply to Options on issue at the date of such termination until the last of those Options lapses or is exercised.

3. NUMBER OF OPTIONS TO BE ISSUED

The Company shall not offer or issue Options to any Eligible Person in accordance with the Plan if the total number of shares the subject of Options, when aggregated with:

- 3.1 the number of shares in the same class which would be issued were each outstanding offer or option to acquire unissued shares in the Company, being an offer made or option acquired pursuant to the Plan or any other employee share scheme extended only to employees, or directors of Companies, to be accepted or exercised (as the case may be); and
- 3.2 the number of shares in the same class issued during the previous five years pursuant to the Plan or any other employee share scheme extended only to employees, or directors of the Company, (but disregarding any offer made, or option acquired or share issued by way of or as a result of an offer to a person situated at the time of receipt of the offer outside Australia or any offer which, pursuant to Section 708 of the Corporations Act, does not need disclosure to investors), would exceed 5% of the total number of issued shares in that class of the Company as at the time of the proposed offer.

4. ENTITLEMENT TO PARTICIPATE

- 4.1 The Board may from time to time determine in its absolute and uncontrolled discretion that any Eligible Person is entitled to participate in the Plan and the extent of that participation. The determination of the Board shall be binding and neither the Board nor any director of the Company shall be obliged to give any reason for a determination.
- 4.2 The Board may exercise its powers in relation to the participation of any Eligible Person on any number of occasions.
- 4.3 Unless otherwise determined by the Board in its absolute and uncontrolled discretion, no Eligible Person shall be entitled to participate in the Plan unless that Eligible Person has been in continuous employment with the Company for at least 12 months prior to the Issue Date.
- 4.4 The Plan shall not form part of any contract of employment between any Company and any of its employees and shall not confer directly or indirectly on any such employee any legal or equitable right whatsoever against any Company.

5. OFFER OF OPTIONS

- 5.1 Subject to these Rules and to the Listing Rules, the Company (acting through the Board) may offer Options to any Eligible Persons at such times and on such terms as the Board considers appropriate in its absolute and uncontrolled discretion. Each offer must state:
- (a) that the Eligible Person to whom it is addressed may accept the whole or any lesser number of Options offered. The offer may stipulate a minimum number of Options and any multiple of such minimum or any other number which may be accepted;
 - (b) the period within which the offer may be accepted; and
 - (c) any other matters which the Board may determine.
- 5.2 Upon receipt of an offer of Options, an Eligible Person may, within the period specified in the offer:
- (a) accept the whole or any lesser number of Options offered by notice in writing to the Board; or
 - (b) nominate a nominee in whose favour the Eligible Person wishes to renounce the offer by notice in writing to the Board. The Board may, in its absolute and uncontrolled discretion, resolve not to allow such renunciation of an offer in favour of a nominee without giving any reason for such decision.
- 5.3 Each Option will be issued free.
- 5.4 Upon:
- (a) receipt of the acceptance referred to in Rule 5.2(a); or
 - (b) the Board resolving to allow a renunciation of an offer in favour of a nominee (**'Permitted Nominee'**) and the Permitted Nominee accepting the whole or any lesser number of Options offered by notice in writing to the Board, then the Eligible Person or the Permitted Nominee, as the case may be, will be taken to have agreed to be bound by these Rules and will be issued Options subject to these Rules.
- 5.5 Certificates for Options will be dispatched within 10 Business Days after their Issue Date (or within such lesser period (if any) as may be required by the Listing Rules).
- 5.6 If Options are issued to a Permitted Nominee of an Eligible Person, the Eligible Person must, without limiting any provision in these Rules, ensure that the Permitted Nominee complies with these Rules.

6. QUOTATION

- 6.1 The Company will not apply for official quotation by ASX of any Options.
- 6.2 If the Company's Shares have been granted official quotation by ASX, the Company must apply for official quotation of all Shares allotted pursuant to the exercise of Options not later than 10 Business Days after the date of allotment (or within such lesser period (if any) as may be required by the Listing Rules).

7. TRANSFER OF OPTIONS

Subject to Rule 10.3, Options are only transferable with Board approval.

8. EXERCISE OF OPTIONS

- 8.1 Subject to these Rules, Options may be exercised at any time during the period commencing after the Issue Date and ending on the Expiry Date.
- 8.2 Options not exercised on or before the Expiry Date will automatically lapse.
- 8.3 Options may only be exercised by notice in writing to the Board delivered to the registered office of the Company. The notice must specify the number of Options being exercised and must be accompanied by:
- (a) the Exercise Price for the number of Options specified in the notice; and
 - (b) the Certificate for those Options, for cancellation by the Company.

The notice is only effective (and only becomes effective) when the Company has received value for the full amount of the Exercise Price (for example, if the Exercise Price is paid by cheque, by clearance of that cheque).

- 8.4 Subject to clause 8.2, within 10 Business Days after the notice referred to in clause 8.3 becomes effective (or within such lesser period (if any) as may be required by the Listing Rules), the Board must:
- (a) allot and issue the number of Shares specified in the notice to the Holder;
 - (b) cancel the Certificate for the Options being exercised; and
 - (c) if applicable, issue a new Certificate for any remaining Options covered by the Certificate accompanying the notice.

9. SHARES ALLOTTED ON EXERCISE OF OPTIONS

All Shares allotted upon exercise of Options rank *pari passu* in all respects with Shares previously issued and, in particular, entitle the Holders to participate fully in:

- 9.1 dividends declared by the Company after the date of allotment; and
- 9.2 all issues of securities made or offered pro rata to holders of Shares.

10. CEASING TO BE AN ELIGIBLE PERSON

- 10.1 If at any time prior to the Expiry Date of any Options, an Eligible Person ceases to be an Eligible Person for any reason other than Retirement, Permanent Disability, Redundancy or Death, all Options held by such Eligible Person or his Permitted Nominee (as the case may be), will, to the extent that they have not been exercised beforehand, automatically lapse on the first to occur of:
- (a) the expiry of the period of three (3) calendar months from the date of such occurrence, and
 - (b) the Expiry Date.
- 10.2 A certificate signed by the company secretary of the Company stating that a person ceased for any reason to be an Eligible Person shall (in the absence of manifest error) be conclusive for the purposes of the Plan, both as to such occurrence and the date of such occurrence.
- 10.3 If at any time prior to the Expiry Date of any Options a Holder dies, the deceased Holder's legal personal representative may:
- (a) elect to be registered as the new Holder of the deceased Holder's Options;
 - (b) whether or not he becomes so registered, exercise those Options as if it were the Holder of them in accordance with these Rules; and
 - (c) if the deceased Holder had already given the Company a notice of exercise of his Options, pay the Exercise Price in respect of those Options.

11. ENTITLEMENT TO PARTICIPATE IN FUTURE ISSUES

11.1 New Issues

Holders may only participate in new issues of securities to holders of Shares if an Option has been exercised and Shares allotted in respect of the Option before the record date for determining entitlements to the issue. The Company must give at least nine Business Days' notice (or such greater period of notice (if any) as may be required by the Listing Rules) to Holders of any new issue before the record date for determining entitlements to the issue in accordance with the Listing Rules.

11.2 Bonus Issues

If there is a bonus share issue ('**Bonus Issue**') to the holders of Shares, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the Holder would have received if the Option had been exercised before the record date for the Bonus Issue ('**Bonus Shares**'). Upon issue the Bonus Shares will rank pari passu in all respects with the other shares of that class on issue at the date of issue of the Bonus Shares.

11.3 Pro Rata Issue

If there is a pro rata issue (other than a Bonus Issue) to the holders of Shares, the Exercise Price of an Option will be reduced according to the following formula:

$$A = \frac{O - E [P - (S+D)]}{N + 1}$$

A = the new exercise price of the Option.

O = the old exercise price of the Option.

E = the number of Shares into which one Option is exercisable.

P = the average closing sale price per Share (weighted by reference to volume) recorded on the stock market of ASX during the 5 trading days immediately preceding the ex rights date or ex entitlements date (excluding special crossings and overnight sales and exchange traded option exercises).

S = the subscription price for a security under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue).

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

11.4 Reorganisation of Capital

If, prior to the expiry or lapse of any Options, there is a reorganisation of the issued capital of the Company, those Options will be reorganised to the extent necessary to comply with the Listing Rules.

11.5 Advice

In accordance with the Listing Rules, the Company must give notice to each Holder of any adjustment to the number of Shares for which the Holder is entitled to subscribe or to the Exercise Price pursuant to the provisions of Rules 11.2, 11.3 or 11.4.

12. EXERCISE PRICE OF OPTIONS

The Exercise Price of each Option will be determined by the Board when it resolves to offer the Option and will be not less than the Market Value of a Share at that time.

13. AMENDMENTS TO THE RULES

The Board may alter, delete or add to these Rules at any time (save for the provisions of Rule 3), but, where the Company is admitted to the Official List of ASX, its resolution to do so has no effect unless the requirements of the Listing Rules in relation to the alteration, deletion or addition have been complied with.

14. NOTICES

Notices may be given by the Company to any Holder either personally or by sending by post to his address as noted in the Company's records or to the address (if any) within the Commonwealth of Australia supplied by him to the Company for the giving of notices.

Notices of any overseas Holders shall be forwarded and posted by air. Where a notice is sent by post the notice shall be deemed to be served on the day after posting. The signature of any notice may be given by any Director or Secretary of the Company. A notice of exercise of Options shall not be deemed to be served on the Company until actually received.

Schedule 1

Employee Share Option Plan Invitation to apply for options

Hill End Gold Limited ACN 072 692 365

Registered Office: Level 10, 3 Spring Street, Sydney NSW 2000

Incorporated In: New South Wales

No. of Options

[Number]

Name & Address of Eligible Employee:

Terms:

Vesting Dates:

Exercise Parcels:

Exercise Rights:

Restrictions:

Exercise Period

[Date to the Expiry Date]

[Name and address]

Dear **[Insert Name]**

You are invited to apply for the number of options specified above to acquire ordinary shares in the capital of Hill End Gold Limited (the "**Company**") in accordance with the Employee Share Option Plan.

The exercise price for your options will be **[price]**. The options will be issued **[free of charge/at [price]]**.

[The Company will also provide you with information on the current market price of the Company's shares from time to time during the exercise period of your options. Please contact [name] or [alternative contact] on [number] if you would like this information.]

The Company's Employee Share Option Plan permits you to nominate a relative or associate (as defined in the Income Tax Assessment Act) to receive your entitlement to options. To nominate a relative or an associate, you must ensure that that nominee is identified in the attached Application for Options.

To accept this invitation, you must complete the attached Application for Options and return it to the Company **[or identify alternate address]** no later than **[date]**. You will not receive the options referred to above unless you sign and return the attached Application for Options by this date.

If you have any questions regarding this invitation, you should contact **[name]** on **[telephone number]**.

Should you decide to accept this invitation, please sign and return the attached Application for Options.

[Name]

Company Secretary

[Date]

Application for options

The Company Secretary
Hill End Gold Limited
3 Spring Street
Sydney NSW 2000

Dear Sir/Madam

I apply for options to acquire **[number]** ordinary shares in the capital of Hill End Gold Limited (the "**Company**") on the terms of the Invitation to apply for options dated **[date]**. I understand that these options will be issued to me on the terms of the Company's Employee Share Option Plan current on the date of this acceptance (as amended from time to time).

I request that the options referred to above be allocated to.

_____ of
(name)

(address)*.

Employee

Dated:

* Delete if inapplicable

Form of Notice of Exercise

The Company Secretary
Hill End Gold Limited
3 Spring Street
Sydney NSW 2000

Dear Sir/Madam

[Name of Optionholder] hereby gives notice of the exercise of **[number of Options]** issued pursuant to the Company’s Employee Share Option Plan and exercisable at **[\$*]**.

A cheque made payable to “**[*]**” for **[\$*]** (being the total of the exercise price payable on the exercise of these Options), is enclosed.

The relevant SRN is **[*]**.

[Optionholder to sign]

Individual:

SIGNED by **[*]**

in the presence of: _____

Witness

Name of Witness (print)

Company:

EXECUTED by **[*]** in accordance with section 127 of the Corporations Act by:

Secretary/Director

Name of Secretary/Director (print)

Director

Name of Director (print)

Schedule 2

Option Certificate

Hill End Gold Limited ACN 072 692 365

Registered Office: 3 Spring Street, Sydney NSW 2000

Incorporated in: New South Wales

Certificate No. **[Number]**

No. of Options **[Number]**

Terms:

Grant Date:

Vesting Dates:

Exercise Period:

Exercise Parcels:

Exercise Price:

Exercise Rights:

Expiry Date:

Restrictions:

This is to certify that **[Name]** of **[Address]** is the registered holder of **[Number]** options numbered as shown above, in Hill End Gold Limited, subject to the Constitution, and Employee Share Option Plan, of Hill End Gold Limited and the Rules.

SIGNED BY HILL END GOLD LIMITED in the presence of:

Director

Director / Secretary

Proxy and Voting Entitlement Instructions

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged:

In person or by Mail: Hill End Gold Limited, 3 Spring Street, SYDNEY NSW 2000, Australia

Or By fax: +61 2 8249 4919

not later than 48 hours before the time for holding the meeting, i.e. no later than 3.00 pm (Sydney Time) on Tuesday 26 November 2013. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Voting Entitlement

If you are unable to attend the meeting, you may appoint a proxy to attend and vote on your behalf.

A shareholder entitled to attend and vote at the meeting has a right to appoint a proxy to attend and vote for the shareholder. A Proxy Form is enclosed with this Notice of Meeting. A proxy is entitled to vote on a poll and, provided that only one proxy attends, on a show of hands.

A shareholder may appoint a person or a body corporate as their proxy. If a shareholder appoints a body corporate as proxy, the body corporate will need to ensure that it appoints an individual as corporate representative and provides satisfactory evidence of the appointment of its corporate representative. A proxy need not be a shareholder of the Company.

The Company may specify a time, not more than 48 hours before the meeting, at which a "snap-shot" of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the meeting.

The Company's Directors have determined that all shares of the Company that are quoted on ASX at 3.00 pm (Sydney Time) on 26 November 2013 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the shares at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.


Appointment of a Proxy

A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy. The proxy may, but need not be, a member of the Company.

Any directed proxies that are not voted on a poll at the meeting by a shareholder's appointed proxy will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed on a poll.

If you wish to appoint the Chairman of the meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy. A proxy need not be a shareholder of the company.

The Chairman of the meeting will vote all available proxies in accordance with the Board's recommendations set out in the Explanatory Statement accompanying this Notice of Meeting. By appointing the Chairman of the meeting as your proxy, and as long as you are not a member of the KMP of the Company or a closely related party of such a KMP, you expressly direct the Chairman to vote in favour of Resolution 1 (Adoption of Remuneration Report), even though the respective resolution is connected directly or indirectly with the remuneration of a member of the KMP. If you intend to appoint a member of the KMP (other than the Chairman) as your proxy, please ensure that you direct them how to vote on Resolutions 1.



You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company on +61 2 8249 4416 or you may photocopy this form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

You can direct your proxy how to vote by following the instructions on the Proxy Form. Shareholders are encouraged to direct their proxy how to vote on each item of business (e.g. 'for', 'against' or 'abstain' by ticking the relevant box next to each item of business on the Proxy Form).

Where a shareholder appoints an attorney to act on his or her behalf, such appointment must be made by a duly executed power of attorney.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: Where the holding is in one name, the holder must sign.

Joint Holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of Attorney: To sign under Power of Attorney, you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate is either included in the Notice or may be obtained from the Company's share registry.



3 Spring Street
Sydney NSW 2000 Australia
Fax: +61 2 8249 4919

Appendix B

Questions from Shareholders

This form is provided with the notice of the Annual General Meeting of Hill End Gold Limited ACN 072 692 365 ("Company") – to be held at the Christie Conference Centre, Tang Room, Level 2, 3 Spring Street, Sydney, NSW, on Thursday, 28 November 2013 at 3.00 pm (Sydney Time) – to assist shareholders in asking questions of:

- the Directors of the Company in relation to the management of the Company; and
- Crowe Horwarth, as the auditor who prepared the auditor's report for the period ended 30 June 2013, in relation to the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

The Board of Directors and the auditor will endeavour to respond to the questions received by shareholders as the chair of the meeting determines is reasonable given the time available at the meeting.

Name of shareholder/s:

.....

Questions (please place an "X" in the box next to the question if your question is directed at the auditor)

1.

.....

.....

2.

.....

.....

3.

.....

.....

Lodging this form

If you wish to ask questions using this form, you should submit this form as described below by no later than 3.00 pm (Sydney Time) on Thursday 21 November 2013.

By mail:

Mr Stephen Peterson, Chief Financial Officer
Hill End Gold Limited
3 Spring Street, SYDNEY NSW 2000 Australia

- or -

By fax: +61 2 8249 4919

Proxy Form

Reference Number:

Your Address
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. Please note, you cannot change ownership of your securities using this form.

Voting

I/We being a Shareholder/s of Hill End Gold Limited and entitled to attend and vote hereby:

Elect to lodge my/our vote(s) directly (mark box with 'X')

In relation to the Annual General Meeting of the Company to be held at Christie Conference Centre, Tang Room, Level 2, 3 Spring Street, Sydney NSW, on Thursday, 28 November 2013 at 3.00 pm (Sydney Time) and at any adjournment or postponement of that meeting.

You must mark either 'For', 'Against' or 'Abstain' on each item of business for a valid direct vote to be recorded on that item.

OR **The Chairman of the meeting (mark box with 'X')**

OR **to appoint a Proxy**

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Hill End Gold Limited to be held at Christie Conference Centre, Tang Room, Level 2, 3 Spring Street, Sydney, NSW, on Thursday, 28 November 2013 at 3.00 pm (Sydney Time) and at any adjournment or postponement of that meeting.

If you appoint a proxy the Company encourages you to direct your proxy how to vote on each item of business.

Voting directions to your proxy – please mark 'X' to indicate your directions

	For	Against	Abstain
Resolution 1. Approve Remuneration Report			
Resolution 2. Re-election of a Director – Bruce Thomas			
Resolution 3. Re-election of a Director – Ian Daymond			
Resolution 4. Ratify an Issue of Shares			
Resolution 5. Approval of 10% Placement Facility			
Resolution 6. Re-approval of Employee Option Plan			

If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Appointment of a second proxy (instructions detailed in the Notice of Annual General Meeting): If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form

PLEASE SIGN HERE

This section must be signed in accordance with the instructions detailed in the Notice of Annual General Meeting to enable your directions to be implemented.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

.....
Sole Director and
Sole Company Secretary

.....
Director

.....
Director/Company Secretary

APPOINTMENT OF CORPORATE REPRESENTATIVE

Section 250D of the Corporations Act 2001

Shareholder Details

This is to certify that by a resolution of the Directors of:

..... (Company),

Insert name of shareholder company

the Company has appointed:

.....

Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that company at the meeting of the members of Hill End Gold Limited to be held at the Christie Conference Centre, Tang Room, Level 2, 3 Spring Street, Sydney, NSW, on Thursday, 28 November 2013 at 3.00 pm (Sydney Time) and at any adjournments of that meeting.

DATED: 2013

Please sign here

Executed by the Company)
in accordance with its constituent documents)
)

.....
Signed by authorised representative

.....
Signed by authorised representative

.....
Name of authorised representative (print)

.....
Name of authorised representative (print)

.....
Position of authorised representative (print)

.....
Position of authorised representative (print)

Instructions for Completion

1. Insert name of appointor Company and the name or position of the appointee (eg "John Smith" or "each Director of the Company").
2. Execute the Certificate following the procedure required by your Constitution or other constituent documents.
3. Print the name and position (e.g. Director) of each company officer who signs this Certificate on behalf of the company.
4. Insert the date of execution where indicated.
5. Mail or Deliver the Certificate to the office at Hill End Gold Limited, 3 Spring Street, SYDNEY, NSW 2000, Australia, or by facsimile on +61 2 8249 4919.