

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme

Hill End Gold

ACN/ARSN

1. Details of substantial holder(1)

Name

KEITH KNOWLES

ACN/ARSN (if applicable)

There was a change in the interests of the
substantial holder on5/2/2015

The previous notice was given to the company on

June 2014

The previous notice was dated

1/1**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
<u>K KNOWLES</u>	<u>99399753</u>	<u>9.33%</u>	<u>112054163</u>	<u>10.52%</u>
<u>K KNOWLES</u>	<u>112054163</u>	<u>10.52%</u>		

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	<u>See Annex "A"</u>				
	<u>See Annex "B"</u>				

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	<u>See Annex</u>		<u>A & B</u>		

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
K. KNOWLES	70 ROY TRE CHRISTIES BEACH 5165

Signature

print name K. KNOWLES

capacity SHARE HOLDER

sign here K Knowles

date 5/12/2015

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

annexure A

Purchases since 603 Lodged

parks P/L

7-Aug-14	<u>81878622</u>	HEG	BUY	529,301	0.005	2,646.51
6-Aug-14	<u>81855867</u>	HEG	BUY	6,464	0.005	32.32
1-Aug-14	<u>81766200</u>	HEG	BUY	464,235	0.005	2,341.13
8-Jul-14	<u>81226391</u>	HEG	BUY	50,000	0.004	219.95
4-Jul-14	<u>81157684</u>	HEG	BUY	172,500	0.005	882.45
9-May-14	<u>80118818</u>	HEG	BUY	4,400,000	0.005	22,024.20
				5,622,500		

Edna K

5-Dec-14	<u>84398181</u>	HEG	BUY	2,966,638	0.004997	14,824.29
2-Dec-14	<u>84305553</u>	HEG	BUY	15,000	0.004	60
1-Dec-14	<u>84271597</u>	HEG	BUY	70,000	0.004	290
28-Nov-14	<u>84232635</u>	HEG	BUY	2,000	0.004	8
25-Nov-14	<u>84150875</u>	HEG	BUY	40,000	0.004	160
21-Nov-14	<u>84096814</u>	HEG	BUY	8	0.004	0.03
20-Nov-14	<u>84064202</u>	HEG	BUY	629,992	0.004	2,539.92
7-Nov-14	<u>83816150</u>	HEG	BUY	26,000	0.004	104
6-Nov-14	<u>83784984</u>	HEG	BUY	18,138	0.004	72.55
4-Nov-14	<u>83729239</u>	HEG	BUY	1,272,582	0.004	5,120.28
23-Oct-14	<u>83480404</u>	HEG	BUY	508,000	0.004	2,032.00
22-Oct-14	<u>83474016</u>	HEG	BUY	37,000	0.004	148
15-Oct-14	<u>83339625</u>	HEG	BUY	30,000	0.004	139.95
21-Aug-14	<u>82166981</u>	HEG	BUY	52,801	0.005	264.01
20-Aug-14	<u>82164974</u>	HEG	BUY	27,500	0.005	137.5
11-Aug-14	<u>81943783</u>	HEG	BUY	269,699	0.005	1,368.45
				5,965,358		

Kknowles

23-Dec-14	<u>84760066</u>	HEG	BUY	100,000	0.004	400
19-Dec-14	<u>84703702</u>	HEG	BUY	720,268	0.004	2,901.02
30-Sep-14	<u>83019350</u>	HEG	BUY	246,780	0.005	1,253.85
				1,067,048		

Handwritten signature and date: 5/17/2015

SHIMEXURE B

holdings	naame	Qty	previous	add	now(Qty)	%
	K.Knowles	73183341	6.87%	1,067,048	74,250,389	6.97%
	E.Knowles	10699431	1.00%	5965352	16,664,783	1.57%
	Parks(aust)/P/L	15516981	1.45%	5,622,500	21,139,481	1.98%
		99399753	9.33%		112,054,653	10.52%
ASSUMING	1064704835 ON ISSUE					

Total 12,654,900 112,054,653