



ACN 072 692 365

23 June 2015

ASX Limited
Exchange Centre
Level 6, 20 Bridge Street
Sydney NSW 2000

ASX Code: HEG

INVITATION TO PARTICIPATE IN SHARE PURCHASE PLAN

Hill End Gold Limited (**Hill End** or the **Company**) is pleased to offer existing shareholders the opportunity to participate in a A\$1,500,000 Share Purchase Plan (**SPP**) to acquire additional shares at an Issue Price of \$0.0035 per share.

The SPP will enable eligible shareholders who are registered as detailed below, irrespective of the size of their shareholding, to purchase up to A\$15,000 worth of shares in the Company, free of all brokerage and other charges. **The SPP will open on 25 June 2015 and will remain open for subscription until 5pm (Sydney time) on 16 July 2015.**

The purchase price of the **New Shares offered under the SPP will be \$0.0035 each, which is a 12.5% discount to the previous day's price of the Company's shares and an 18.2% discount to the VWAP price for the previous fifteen trading days.** The documents for the "Share Purchase Plan" and the "Application Form", which set out the terms and conditions of the offer to shareholders (**Offer**) and how to apply for shares will be made available shortly.

The terms and conditions of the SPP will also be available on our website – www.hillendgold.com.au.

Company Update

The Company is an active explorer and developer of its New South Wales tenements and has acquired direct and indirect interests in resource projects. The Company currently holds 67 million shares in ASX-listed Bassari Resources Limited with approximately \$700,000 market value. The 100%-owned pre-development Hargraves Gold Project is advancing through the pre-permitting stages for an open pit operation. Additionally, the 100%-owned Mares Nest Gold Prospect near the Company's Hill End Gold Project is considered a compelling open pit drilling target.

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Both the Hargraves Gold Project and Mares Nest Gold Prospect have approved drill programs, which the Company wishes to progress. The programs are expected to extend the Company's substantial current gold resources.

At the Mares Nest Gold Prospect historic gold workings occur over a 4 km by 0.5 km area. Mapping, geochemical surveys and channel sampling by the Company have outlined a well-mineralised, 1.2 km long zone in the northern portion of Mares Nest that warrants drill testing, as it has never previously been drilled.

Further information regarding the Company's activities is contained in the Company's 2014 annual report and various announcements, which are available on the Company's website – www.hillendgold.com.au and on the ASX website - <http://www.asx.com.au/asx/statistics/announcements.do>.

The proposed key dates of the SPP are as follows:

Record Date (7.00pm Sydney time)	22 June 2015
SPP opens (9.00am Sydney time)	25 June 2015
SPP closes (5.00pm Sydney time)	16 July 2015
Allotment Date	Within 10 business days of the closing of the SPP
Dispatch date for holding statements	Within 10 business days of the closing of the SPP

The right to participate in the SPP is optional and is available exclusively to shareholders who were registered as holders of fully paid ordinary shares in the Company as at 7.00pm Sydney time on 22 June 2015 and whose address in the Company's share register was in Australia or New Zealand (Eligible Shareholders).

Eligible Shareholders can purchase as little as A\$1,000 of shares up to a maximum of A\$15,000. All shares issued under the SPP will rank equally with existing Hill End shares. The SPP will also enable shareholders who do not hold a marketable parcel of at least A\$500 worth of shares in the Company to increase their shareholding to greater than a marketable parcel, again without brokerage and other charges.

The Company reserves the right to scale back applications (in its absolute discretion) in the event that the total value of the acceptances to the SPP exceeds A\$1,500,000.

For all enquiries regarding the SPP, your holding of shares, or other registry enquires please contact Boardroom Pty Ltd, GPO Box 3993, Sydney NSW 2001. Telephone (within Australia) 1300 737 760, (outside Australia) +61 2 9290 9600, or Facsimile +61 2 9279 0664.

Yours Sincerely



Denis Clarke
Chairman