



ACN 072 692 365

PRO-RATA NON-RENOUNCEABLE RIGHTS ISSUE OFFER DOCUMENT

THIS OFFER DOCUMENT HAS BEEN ISSUED TO PROVIDE INFORMATION ON THE OFFER TO SHAREHOLDERS OF ONE (1) NEW SHARE FOR EVERY TWO (2) SHARES HELD AT 7:00 P.M. (SYDNEY TIME) ON 7 DECEMBER 2015, AT AN ISSUE PRICE OF 0.3 CENTS (\$0.003) PER NEW SHARE.

THIS RIGHTS ISSUE OFFER CLOSURES AT 5:00 P.M. (SYDNEY TIME) ON 21 DECEMBER 2015.

ELIGIBLE SHAREHOLDERS MAY ALSO APPLY FOR SHORTFALL SHARES IN ADDITION TO THEIR ENTITLEMENT.

1 December 2015

IMPORTANT INFORMATION

You should consider the New Shares offered by this Offer document a speculative investment. In particular, you should refer to Section 4 for further details concerning the risk factors applicable to the Company, its operations, the Shares and the Offer.

This document is important. It should be read in its entirety. If you have any questions as to the contents of this Offer document or the course of action you should follow, please consult your stockbroker, accountant, solicitor or other professional financial adviser immediately.

Important Notice

Offer

The Offer contained in this Offer Document is an invitation to acquire fully paid ordinary shares in the issued capital of Hill End Gold Limited ACN 072 692 365 (“HEG”, “Hill End Gold” or “Company”).

Lodgement and listing

This Offer Document is dated 1 December 2015 and was lodged with ASX on that date.

This Offer Document expires 13 months after the date of this Offer Document (“Expiry Date”). No Shares will be issued on the basis of this Offer Document after the Expiry Date.

HEG will apply to the ASX within seven days of the date of this Offer Document for official quotation of the New Shares issued under the Offer.

ASX does not take any responsibility for the contents of this Offer Document, or the merits of the investment to which this Offer Document relates.

Offer Document not a prospectus

The Offer Document, which has been prepared by the Company, is not a prospectus or disclosure document for the purposes of Chapter 6D of the Corporations Act (or any other purpose), and has not been lodged with ASIC. The Company is offering New Shares under this Offer Document without disclosure to investors in accordance with section 708AA of the Corporations Act as modified by ASIC Class Order 08/35.

The Offer Document does not contain all the information that Eligible Shareholders may require to make an informed decision as to whether or not to apply for New Shares. Eligible Shareholders should consider all relevant facts and circumstances, including their knowledge of the Company and disclosures made to ASX, before deciding whether to accept the Offer.

It is important that you read and understand the information regarding the Company which is publicly available on the ASX website at

<http://www.asx.com.au/> under stock code HEG, prior to accepting the Offer.

In preparing this Offer Document, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Offer Document is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to the ASX and does not include all information that is generally required to be included in a prospectus for an initial public offering of securities. Eligible Shareholders and investors should therefore also have regard to the other publicly available information in relation to HEG before making a decision whether or not to invest in New Shares. Information can be accessed from the ASX or via the Company’s website.

Note to Applicants

This Offer Document does not provide investment advice. You should seek your own investment and/or financial advice in relation to the Offer. The Offer contained in this Offer Document does not take into account your investment objectives, financial situation and particular needs. It is important that you read this Offer Document carefully and in full before deciding to invest in HEG. In particular, in considering the prospects of HEG, you should consider the risk factors that could affect the financial performance of HEG in light of your personal circumstances (including financial and taxation issues) and seek professional advice from your stockbroker, accountant or other professional financial adviser before deciding to invest.

Speculative Investment

The New Shares offered under this Offer Document should be considered speculative.

Disclaimer

No person named in this Offer Document, nor any other person, guarantees the performance of HEG, the repayment of capital or the payment of a return on the Shares.

No person is authorised to give any information or

make any representation in connection with the Offer which is not contained in this Offer Document. Any information or representation not contained in the Offer Document may not be relied on as having been authorised by HEG or the Directors.

Competent Persons' Statement

The information contained in this Offer Document that relates to:

- the Hargraves Project is based on information reviewed by Stuart Munroe and Philip Bruce;
- the Reward Deposit and the Red Hill Deposit is based on information reviewed by Stuart Munroe and Philip Bruce; and
- exploration results are based on information reviewed by Stuart Munroe and Philip Bruce.

Dr Munroe is a Member of the Australasian Institute of Mining and Metallurgy and Mr Bruce is a Fellow of the Australasian Institute of Mining and Metallurgy. Both Dr Munroe and Mr Bruce are full-time employees of HEG. Dr Munroe and Mr Bruce have sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which they are undertaking to qualify as Competent Persons as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (The JORC Code). Dr Munroe and Mr Bruce consent to the inclusion of the matters in this Offer Document based on their information in the form and context in which it appears.

Forward looking statements

This Offer Document may contain forward-looking statements.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, at the date of this Offer Document, are expected to take place. Such forward looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of HEG.

HEG cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward looking statements contained in this Offer Document will actually occur and investors are cautioned not to place undue reliance on these forward looking statements.

Forward looking statements should be read in conjunction with the risk factors set out in Section 4 and other information in this Offer Document.

No overseas registration

This Offer Document does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the New Shares or the Offer, or to otherwise permit a public offering of Shares, in any jurisdiction outside Australia and New Zealand. The distribution of this Offer Document (including in electronic form) outside Australia and New Zealand may be restricted by law and persons who come into possession of this Offer Document outside Australia and New Zealand should seek advice and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Offer Document may not be released or distributed in the United States. This Offer Document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. In particular, the Shares have not been, and will not be, registered under the US Securities Act of 1933, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons (as defined in Regulation S under the US Securities Act) unless the Shares are registered under the US Securities Act, or an exemption from the registration requirements of the US Securities Act is available.

Electronic Offer Document

This Offer Document (without an Entitlement and Acceptance Form) may be obtained from the Company's office by email request to info@hillendgold.com.au. However, it cannot be used to apply for New Shares. Persons who access the electronic version of this Offer Document

should ensure that they download and read the entire Offer Document. The Offer constituted by this Offer Document is available only to persons receiving this Offer Document in electronic form within Australia.

Persons having received a copy of this Offer Document in its electronic form may, during the Offer Period, obtain a paper copy of this Offer Document (free of charge within Australia) by contacting Boardroom Pty Limited ("Share Registry") on (02) 9290 9600 (from within Australia) or +61 2 9290 9600 (from outside Australia). Applications for New Shares may only be made on the Entitlement and Acceptance Form attached to or accompanying this Offer Document. The Corporations Act prohibits any person from passing on to another person the Entitlement and Acceptance Form unless it is attached to or accompanies a hard copy of the Offer Document or a complete and unaltered electronic copy of this Offer Document.

Entitlement and Acceptance Forms

Accompanying this Offer Document is a personalised Entitlement and Acceptance Form that sets out your Entitlement. There is no minimum subscription and you may take up your Entitlement in whole or in part, and in addition you may apply for Shortfall shares.

Instructions on how to apply are set out in Section 2.9 and on the back of the Entitlement and Acceptance Form.

Opening and Closing of the Offer

Offers under the Rights Issue will open at 9:00 am (Sydney time) on 9 December 2015 (Opening Date) and will close at 5:00pm (Sydney time) on 21 December 2015 (Closing Date), unless extended. Subject to the requirements of the Act, the Directors reserve the right to extend the Closing Date without prior notice.

HEG also reserves the right not to proceed with the whole or part of the Offer at any time prior to the Issue Date. In that event, Application Monies will be refunded in full without interest.

Acceptance of Applications for Shares

If your Entitlement and Acceptance Form is not completed properly, or if the accompanying payment is for the wrong amount, the Directors may elect to treat it as valid or may reject it. The decision of the Directors as to whether to treat any

Application for Shares as valid or invalid and how to construe, amend or complete the associated Entitlement and Acceptance Form will be final. The Directors may complete any blanks or spaces left in any Entitlement and Acceptance Form and you, by lodging that form, appoint the Directors, and each of them, as your joint and several attorneys for such purpose and authorise all such amendments, insertions and alterations. If the Company elects, in its absolute and unfettered discretion, to treat any such incomplete or incorrectly completed Entitlement and Acceptance Form, or any Entitlement and Acceptance Form accompanied by the wrong amount as invalid and to therefore reject the Application, the Application Monies will be refunded without interest.

A completed and lodged Entitlement and Acceptance Form, together with a cheque, bank draft or money order for the Application Monies, or the payment of your Application Monies by BPAY, constitutes a binding and irrevocable Application for the number of New Shares specified in the Entitlement and Acceptance Form or which could be subscribed for by the Application Monies paid by you (whichever is the lower).

Financial amounts

Money as expressed in this Offer Document is in Australian dollars unless otherwise indicated.

Glossary

Certain terms and abbreviations used in this Offer Document have defined meanings which are explained in the Glossary in Section 7 of this Offer Document.

Privacy

By filling out an Entitlement and Acceptance Form to apply for New Shares, you are providing personal information to HEG through HEG's service provider, Boardroom Pty Limited (Share Registry), which is contracted by HEG to manage Applications. HEG, and the Share Registry on its behalf, collect, hold

and use that personal information in order to process your Application, service your needs as a Shareholder, provide facilities and services that you request and carry out appropriate administration.

If you do not provide the information requested in the Entitlement and Acceptance Form, HEG and the Share Registry may not be able to process or accept your Application.

Your personal information may also be provided to HEG's agents and service providers on the basis that they deal with such information in accordance with HEG's privacy policy.

You may request access to your personal information held by (or on behalf of) HEG. You may be required to pay a reasonable charge to the Share Registry in order to access your personal information. You can request access to your personal information by writing to, or telephoning, the Share Registry as follows:

Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000

or

GPO Box 3993
Sydney NSW 2001

Telephone: +61 2 9290 9600

Fax: +61 2 9279 0664

Email: enquiries@boardroomlimited.com.au

If any of your information is not correct or has changed, you may require it to be corrected, and if the Entitlement and Acceptance Form is not corrected it will be processed as if it was executed correctly.

Key Offer Information

Important dates*	
Announcement of the Offer, lodgement of Appendix 3B and Offer Document with ASX	Tuesday 1 December 2015
Notice sent to Shareholders containing information required by Appendix 3B	Tuesday 1 December 2015
Existing shares quoted on "ex" basis	Thursday 3 December 2015
Date for determining Shareholder entitlements (Record Date)	Monday 7 December 2015 (7:00pm Sydney time)
Offer Document and Entitlement and Acceptance Forms despatched to Eligible Shareholders (Opening Date)	Wednesday 9 December 2015 (9:00am Sydney time)
Last day to extend Offer	Wednesday 16 December 2015
Final date and time for receipt of acceptance and payment in full (Closing Date)	Monday 21 December 2015 (5:00pm Sydney time)
New Shares quoted on a deferred settlement basis	Wednesday 23 December 2015
Notify ASX of under-subscriptions	Thursday 24 December 2015
Allotment of New Shares (Issue Date)	Tuesday 29 December 2015
Despatch date / Shares entered into Shareholders' security holdings	Tuesday 29 December 2015
First date of quotation on a normal settlement basis	Wednesday 30 December 2015

Notes:

* This timetable is indicative only and is subject to change. HEG reserves the right to vary the timetable without prior notice, including by closing the Offer before the scheduled Closing Date or by extending the Closing Date, subject to the Corporations Act and the ASX Listing Rules. Applicants are encouraged to submit their Entitlement and Acceptance Forms as soon as possible after the Offer opens.

Key Offer Statistics

Number of Shares on issue at the date of this Offer Document	1,220,704,897
Total Shares on issue following completion of the Offer (assuming the Offer is fully subscribed)	1,831,057,345
Offer Price	0.3 cents (\$0.003) per New Share
Gross proceeds of Offer (assuming the Offer is fully subscribed)	\$1,831,057
Number of Options on issue at the date of this Offer Document	37,500,000 Unlisted options at 5 cents per share expiring 29 November 2017
Total Options on issue following completion of the Offer (assuming the Offer is fully subscribed)	37,500,000 Unlisted Options at 5 cents per share expiring 29 Nov 2017

1 Investment Overview

Question	Answer	More information
Who is the Issuer of this Offer Document?	Hill End Gold Limited (ACN 072 692 365).	Section 2.1
What does the Company do?	The principal activity of the Company is continuing exploration for gold in the Hill End and Hargraves project areas and the acquisition of high potential projects and investments.	Section 2.1
What is the Offer?	The non-renounceable pro-rata offer to Eligible Shareholders of one (1) New Share for every two (2) Shares held on the Record Date at an issue price of 0.3 cents (\$0.003) per New Share to raise up to \$1,831,057.	Section 2.2
What is the Shortfall Offer?	<p>This Offer Document also contains a Shortfall Offer to Eligible Shareholders and other investors.</p> <p>New Shares not subscribed for under the Rights Issue Offer will be made available under the Shortfall Offer and can be subscribed for by, among others, Eligible Shareholders who wish to acquire more than their Entitlement, subject to applicable laws and other eligible investors.</p>	Section 2.3
What is the purpose of the Offer?	The Offer is being undertaken to raise funds for the exploration and pre-development activities of the Hargraves Gold Project and Hill End Gold Project in NSW and for acquisitions of interests, directly or indirectly, in attractive resource projects.	Section 2.6 Section 3.1
What are the key risks associated with the Company and the Offer?	<p>An investment in the Company should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are summarized below and provided in further detail in Section 4.</p> <p>There is the risk the Offer will have an effect on the control of the Company. Upon implementation of the Offer, assuming all Entitlements are taken up the number of Shares in the Company will increase from 1,220,704,897 currently on issue to 1,831,057,345. This means that each Share will represent a significantly lower proportion of the ownership of the Company. If some Shareholders do not take up all or part of their Entitlements under the Offer, then their shareholding interests may be diluted.</p> <p>Other key risk factors affecting an investment in the Company include:</p> <ul style="list-style-type: none"> • Delays in obtaining consents and approvals and changes to government regulations and policy may have adverse impacts on the development options available to the Company and its projects. • Economic conditions, both domestic and global may affect the performance of the Company. • Exploration programs impact on the environment and community. The Company endeavours to reduce these impacts using appropriate mitigation practices. 	Section 4

Question	Answer	More information																
What is the key financial information about the financial position, performance and prospects of the Company?	The key financial information about the financial position, performance and prospects of the Company is contained in the 2015 Annual Financial Report and subsequent quarterly reports.	Section 3																
What will be the capital structure of the Company on completion of the Offer?	<table border="1"> <thead> <tr> <th>Shares</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>At the date of this Offer Document</td> <td>1,220,704,897</td> </tr> <tr> <td>Issued under this Offer Document</td> <td>610,352,448</td> </tr> <tr> <td>At completion of the Offer</td> <td>1,831,057,345</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th>Options</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>At the date of this Offer Document</td> <td>37,500,000</td> </tr> <tr> <td>Issued under this Offer Document</td> <td>-</td> </tr> <tr> <td>At completion of the Offer</td> <td>37,500,000</td> </tr> </tbody> </table>	Shares	Number	At the date of this Offer Document	1,220,704,897	Issued under this Offer Document	610,352,448	At completion of the Offer	1,831,057,345	Options	Number	At the date of this Offer Document	37,500,000	Issued under this Offer Document	-	At completion of the Offer	37,500,000	Section 3.2
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Who can participate in the Offer?	<p>The Offer is open to Shareholders with registered addresses in Australia or New Zealand only (“Eligible Shareholders”).</p> <p>The Offer is not open to any Shareholder who, as at the Record Date, had a registered address in a country outside of Australia or New Zealand (“Ineligible Shareholders”).</p>	Section 2.14																
Has a nominee been appointed for Ineligible Shareholders?	No nominee has been appointed by the Company to act as nominee for the Ineligible Shareholders under section 615 of the Corporations Act.	Section 2.4																
How do I apply for New Shares?	By submitting a valid Entitlement and Acceptance Form attached to, or accompanying, this Offer Document or by paying the subscription amount by BPAY® in accordance with the instructions set out on the Entitlement and Acceptance Form.	Section 2.9																
What is the allocation policy?	<p>All decisions regarding the allocation of New Shares under the Offer will be made by the Company.</p> <p>The Company reserves the right, in its absolute discretion, to allot the New Shares applied for under any Application under the Offer in full or to scale back any Application to allot any lesser number or to decline any Application. The Company may, in its absolute discretion, give preference to certain investors in accepting Applications under the Offer.</p> <p>Eligible Shareholders entitled to participate in the Shortfall Offer will be given preference over all other applicants in the allocation of New Shares pursuant to the Shortfall Offer.</p>	Section 2.10																
Is there any brokerage, commission or stamp duty payable by the Applicants?	No	Section 2.8																
What are the rights attaching to the New Shares?	New Shares under the Offer will rank equally with existing Shares on issue.	Section 5.1																
Is the Offer underwritten?	No	Section 2.8																

Question	Answer	More information														
What are the costs of the Offer?	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"></td> <td style="text-align: right;">\$</td> </tr> <tr> <td>Legal Fees</td> <td style="text-align: right;">5,000</td> </tr> <tr> <td>Printing, mailing and other expenses</td> <td style="text-align: right;">25,000</td> </tr> <tr> <td>Total</td> <td style="text-align: right;">40,000</td> </tr> </table>		\$	Legal Fees	5,000	Printing, mailing and other expenses	25,000	Total	40,000	Section 5.1						
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How will the proceeds of the Offer be applied?	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">Proposed use of funds</td> <td style="text-align: right;">\$</td> </tr> <tr> <td>1. Exploration</td> <td style="text-align: right;">400,000</td> </tr> <tr> <td>2. Development</td> <td style="text-align: right;">400,000</td> </tr> <tr> <td>3. Acquisitions / Investments</td> <td style="text-align: right;">400,000</td> </tr> <tr> <td>4. Working capital</td> <td style="text-align: right;">601,057</td> </tr> <tr> <td>5. Cost of Issue</td> <td style="text-align: right;">30,000</td> </tr> <tr> <td>Total funds raised under the Offer</td> <td style="text-align: right;">1,831,057</td> </tr> </table>	Proposed use of funds	\$	1. Exploration	400,000	2. Development	400,000	3. Acquisitions / Investments	400,000	4. Working capital	601,057	5. Cost of Issue	30,000	Total funds raised under the Offer	1,831,057	Section 3.1
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Total funds raised under the Offer	1,831,057															
How can further information be obtained?	If you require assistance or additional copies of this Offer Document, please contact the Company. For advice on the Offer, you should speak to your stockbroker, accountant or other professional financial adviser.	Section 2.17														
Contact details	Refer to the Corporate Directory.	After the Glossary														

2 Details of the Offer

2.1 Background and Nature of our Business

The Issuer is Hill End Gold Limited (ACN 072 692 365).

Hill End Gold is an Australian exploration and development company that has the goal of becoming a mid-tier producer based on its projects at Hargraves and Hill End and with the acquisition of and investment in additional high potential projects.

2.2 The Rights Issue Offer

Pursuant to this Offer Document, the Company is making a renounceable, pro-rata offer to each Eligible Shareholder of New Shares at an issue price of 0.3 cents (\$0.003) per New Share on the basis of one (1) New Share for every two (2) Shares held on the Record Date (“Rights Issue Offer” or “Offer”).

The New Shares will be issued as fully paid and will rank equally in all respects with existing Shares on issue. Refer to Section 5.1 for a summary of the rights attaching to the New Shares.

At the date of this document the Company has:

- 1,220,704,897 Shares on issue;
- 37,500,000 Options on issue;

Up to 610,352,448 New Shares will be issued under the Offer subject to variations caused by fractional rounding discussed below.

Where the determination of the Entitlement of any Eligible Shareholder results in a fraction of a New Share, such fraction will be rounded up to the nearest whole New Share.

If fully subscribed, the Offer will raise up to \$1,831,057 before costs and expenses. See Section 3.1 for details on the Company’s proposed use of the proceeds raised.

The Directors of the Company make the following comments regarding the price per New Share under the Offer:

- Hill End Gold’s last placement was an issue on 24 March 2015 at \$0.005 per Share.
- Having regard to the current investment market, the relative value of HEG shares over the past year and the outlook for the company, the Board has decided that \$0.003 per Share is a reasonable price for the Offer.
- The Board having considered the Company’s working capital requirements and the Company’s future strategy as described in this Offer Document are of the opinion that the ratio of the Rights Issue Offer is appropriate.

2.3 The Shortfall Offer

This Offer Document also contains an offer to issue New Shares under the Shortfall Offer to all Eligible Shareholders and other eligible investors. The offer of New Shares under the Shortfall Offer is a separate offer pursuant to this Offer Document and is independent from the Rights Issue and will remain open after the Rights Issue has closed to the extent permitted by the ASX Listing Rules.

New Shares not accepted by Eligible Shareholders under the Rights Issue Offer will form the “Shortfall Shares”.

Shareholders may, in addition to their Entitlement, apply for Shortfall Shares under the Shortfall Offer.

The issue price of the Shortfall Shares is 0.3 cents (\$0.003) per Shortfall Share, being the price of the Rights Issue Offer.

If you wish to apply for Shortfall Shares, you must specify the number of Shortfall Shares for which you wish to apply on the Entitlement and Acceptance Form in accordance with the instructions on that form. You must also provide Application Money to cover the issue price for all of the Shortfall Shares for which you are applying.

The Directors will issue Shortfall Shares subject to any restrictions imposed by the Corporations Act and as follows:

- Shortfall Shares will first be allocated to all Eligible Shareholders who have accepted their Entitlement in full and applied for additional Shortfall Shares; and
- any remaining Shortfall Shares will then be allocated to other investors who have applied for Shortfall Shares,

("Shortfall Offer Order").

Shortfall Shares will only be issued under the Shortfall Offer if the Rights Issue Offer is undersubscribed and will only be issued to the extent necessary to make up any shortfall in subscriptions. If the Company receives applications for Shortfall Shares that would result in the Rights Issue Offer being oversubscribed, then the Company will scale back applications for Shortfall Shares (subject to the Shortfall Offer Order). Accordingly, there is no guarantee that you will receive the Shortfall Shares you apply for in excess of your Entitlement.

If the scale back results in fractions of Shortfall Shares, any such fractions will be rounded up to the nearest whole New Share.

Accordingly, the Board reserves the right to allot to an Applicant for Shortfall Shares a lesser number of Shortfall Shares than the number for which the Applicant applies, or to reject an application, or to not proceed with placing the Shortfall Shares. If you do not receive all of the Shortfall Shares you applied for, the excess Application Money will be returned to you without interest.

Shortfall Shares under the Shortfall Offer will, as far as practicable, be issued at the same time as the issue of New Shares under the Offer or within three months after the Closing Date. The Company will not issue Shortfall Shares where it is aware that to do so would result in a breach of the Corporations Act, the Listing Rules or any other relevant legislation or law. Eligible Shareholders wishing to apply for Shortfall Shares must consider whether the issue of the Shortfall Shares applied for would breach the Corporations Act or the Listing Rules having regard to their own circumstances.

The Directors reserve the right to reject any application for Shortfall Shares or to allot a lesser number of Shortfall Shares than applied for. Application monies received but not applied towards subscriptions for Shortfall Shares will be refunded as soon as practicable. No interest will be paid on application monies held and returned.

To the extent any Shortfall remains after allocation to Eligible Shareholders who have applied for the Shortfall Shares, the Company will use its best endeavours to place those remaining Shortfall Shares.

No related party of the Company (including Directors and their Associates) is permitted to participate in the placement of any Shortfall Shares.

2.4 Ineligible Shareholders

The Company has decided that it is unreasonable to make the Offer to any Shareholder with a registered address outside Australia or New Zealand at the Record Date having regard to the cost to the Company of complying with applicable legal and regulatory requirements outside Australia and New Zealand.

Accordingly the Offer is not being extended to Shareholders with a registered address outside Australia or New Zealand. In accordance with Listing Rule 7.7.1(b) the Company will send each holder to whom it will not offer New Shares, details of the Rights Issue and an advice that the Company will not offer New Shares to those holders.

2.5 Rights Issue exception not available

No nominee has been appointed for Ineligible Shareholders under section 615 of the Corporations Act, which has the effect of not making the Offer to every Shareholder and, as such, Eligible Shareholders will not be able to rely on

the exception for rights issues in item 10 of section 611 of the Corporations Act. Accordingly, when an Eligible Shareholder applies for some or all of its Entitlement, it must have regard to the takeovers prohibition in section 606 of the Corporations Act (that is, the 20% voting power threshold). Eligible Shareholders who may be at risk of their voting power in the Company increasing beyond that allowed by the takeovers prohibition in section 606 of the Corporations Act as a result of the acceptance of the Offer should seek professional advice before completing and returning the Entitlement and Acceptance Form.

2.6 Purpose of the Offer

The purpose of the Offer is to raise funds for exploration and pre-development activities on the Company's projects and for the acquisition of or investment in significant resource opportunities (see Section 3.1).

2.7 Opening and Closing Dates

The Company will accept Entitlement and Acceptance Forms after the Opening Date until 5:00 pm (Sydney time) on the Closing Date, or such other date as the Directors in their absolute discretion shall determine.

2.8 No Minimum Subscription and No Underwriting

There is no minimum subscription for the Offer.

The Offer is not underwritten.

2.9 How to apply for New Shares

Payment of Application Monies (Application Monies must be equal to the Offer Price multiplied by the total number of New Shares applied for including Shortfall Shares) will only be accepted in Australian currency – note that cash payments will not be accepted, as follows:

a) By Cheque

Cheques should be made in Australian currency and made payable to "**Hill End Gold Limited**" and crossed "**Not Negotiable**".

A completed Application Form must be accompanied by a cheque for the Application Money and lodged in person or by post with the Company at the following address:

Boardroom Pty Limited

Level 12,
225 George Street
Sydney NSW 2000
AUSTRALIA

or, GPO Box 3993
Sydney NSW 2001
AUSTRALIA

A reply paid envelope is enclosed for your convenience. If mailed in Australia no postage stamp is required.

Applications must be received by 5:00 p.m. (Sydney time) on the Closing Date (subject to the right of the Directors to close the Offer earlier or extend the Closing Date without notice).

Your acceptance of the Offer must be made on the Application Form accompanying this Offer Document. An Eligible Shareholder may participate in the Offer as follows:

- i) **if you wish to accept your Entitlement in full and apply for additional New Shares:** complete the Application Form, filling in the details in the spaces provided on the Application Form (including the number of Shortfall Shares you wish to apply for) and attach your cheque for the appropriate Application Monies (at \$0.003 per Share) including the amount for the Shortfall Shares being applied for; or

- ii) **if you wish to accept your Entitlement in full:** complete the Application Form, filling in the details in the spaces provided and attach your cheque for the Application Monies (at \$0.003 per Share) indicated on the Application Form; or
- iii) **if you only wish to accept part of your Entitlement:** fill in the number of Shares you wish to accept in the space provided on the Application Form and attach your cheque for the appropriate Application Monies (at \$0.003 per Share); or
- iv) **if you do not wish to accept your Entitlement,** you are not obliged to do anything.

b) By BPAY®

To pay by BPAY® Eligible Shareholders must make their payment using the Biller Code and Customer Reference Number set out in their personalised Entitlement and Acceptance Form.

An Eligible Shareholder with multiple holdings will have multiple BPAY® reference numbers. To ensure you receive your Entitlement in respect of a particular holding, you must use the Customer Reference Number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of that holding.

Eligible Shareholders making payment via BPAY® do not need to complete and return their personalised Entitlement and Acceptance Form.

Applicants must be aware that their own financial institutions may impose earlier processing cut-off times for electronic payments. It is the responsibility of Applicants to ensure that payment is submitted through BPAY® with sufficient time so that it is received before the close of the Offer.

- i) **if you wish to accept your Entitlement in full and apply for additional New Shares:** process your BPAY® payment for the appropriate Application Monies (at \$0.003 per Share) including the amount for the Shortfall Shares being applied for; or
- ii) **if you wish to accept your Entitlement in full:** process your BPAY® payment for the Application Monies (at \$0.003 per Share) for the amount indicated on the Form; or
- iii) **if you only wish to accept part of your Entitlement:** process your BPAY® payment for the appropriate Application Monies (at \$0.003 per Share); or
- iv) **if you do not wish to accept your Entitlement,** you are not obliged to do anything.

If the amount of Application Monies provided are insufficient to pay in full for the number of New Shares applied for then the Applicant will be regarded as having applied for such whole number of New Shares as is covered in full by the Application Monies provided. Alternatively, the Company may in its discretion reject the Application, in which case the Application Monies will be refunded without interest.

Full instructions on how to apply for New Shares, or to complete the Entitlement and Acceptance Form, these are set out on the reverse side of the Entitlement and Acceptance Form. If you have any doubts about how to apply for New Shares, or complete the Entitlement and Acceptance Form, please consult your stockbroker, accountant or other professional adviser.

No brokerage or stamp duty is payable by Applicants under the Offer.

In the calculation of an Application and the number of the New Shares to be issued, fractions will be rounded up to the nearest whole number.

Acceptance of a completed Entitlement and Acceptance Form or BPAY® payment by the Company creates a legally binding contract between the Applicant and the Company for accepted securities.

If the Entitlement and Acceptance Form is not completed correctly it may still be treated as valid. The Directors'

decision as to whether to treat the acceptance of an Entitlement and Acceptance Form as valid and how to construe, amend or complete the Entitlement and Acceptance Form, is final.

By applying for New Shares under the Offer, an Eligible Shareholder is taken to:

- agree to be bound by the terms and conditions set out in this Offer Document and the accompanying Entitlement and Acceptance Form;
- acknowledge that the investment in New Shares is speculative and is subject to a wide range of risks including risks as detailed in this Offer Document;
- represent and warrant that they satisfy the criteria of being an Eligible Shareholder as set out in this Offer Document;
- irrevocably apply for the issue of the number of New Shares specified on the Entitlement and Acceptance Form and agree to accept those securities;
- authorise the Company to place the Eligible Shareholder's name on the Register of Members of the Company in respect of the New Shares specified on the Entitlement and Acceptance Form;
- acknowledge that, whether or not the Eligible shareholder has done so, the Eligible Shareholder has had opportunity to read the public announcements by the Company that are available on the ASX website at <http://www.asx.com.au/> by searching under the Company's stock code (HEG);
- acknowledge that the Eligible Shareholder has sufficient experience and expertise to make, and has made, its own assessment as to the nature and quality of the assets and liabilities, financial position and performance, profits and losses and prospects of the Company, before deciding to subscribe for the New Shares, including, as necessary, by obtaining independent professional advice, and that the Eligible Shareholder was satisfied as to those matters before lodging any Application for the New Shares;
- agree that no warranty or representation (express or implied) has been given or made by any of the Company, any person on behalf of the Company or by, or on behalf of, any of the Directors or officers of the Company as to:
 - the merits or otherwise of subscription for New Shares;
 - the value of the New Shares;
 - the assets and liabilities, financial position and performance, profits and losses and prospects of the Company;
 - the value of the assets of the Company; or
 - the completeness or accuracy of the information available to the Eligible Shareholder regarding the Company;
- acknowledge that the Eligible Shareholder has decided to subscribe for the New Shares based solely on its own investigations;
- release and discharge (to the maximum extent permitted at law) the Company and each of its Directors, officers and agents from any action or claim for any loss or damage which the Eligible Shareholder may suffer as a result of the subscription for New Shares or as a result of the occurrence of any future act matter or thing which may adversely affect the value of any such New Shares, or the existence or value of the assets of the Company; and
- agree to be bound by the Constitution.

Any Application under the Offer (including by way of payment through BPAY®) cannot be withdrawn once it is lodged.

2.10 Allotment of New Shares

The Company will proceed to allocate New Shares as soon as possible after the Closing Date. The Company reserves the right to allocate to any Applicant a lesser number of New Shares than that applied for, or to decline any Application. Where no allocation is made to a particular Applicant or the number of New Shares allocated is less than the number applied for by an Applicant, surplus Application Monies will be returned to that Applicant within 30 days of the Closing Date. No interest will be paid on refunded Application Monies.

Successful Applicants will be notified in writing of the number of New Shares allocated to them as soon as possible following the allocation being made after the Closing Date. It is the responsibility of Applicants to confirm the number of New Shares allocated to them prior to trading in the New Shares. Applicants who sell their Shares before they receive notice of the number of New Shares allocated to them do so at their own risk.

No New Shares will be allotted or issued on the basis of this Offer Document later than 13 months after the date of issue of this Offer Document.

2.11 Application Money Held on Trust

All Application Monies received for the New Shares will be held in trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Offer Document until the New Shares are issued. All Application Monies will be returned (without interest) if the New Shares are not issued.

2.12 ASX Quotation

The Company will make an application to the ASX within seven days of the date of this Offer Document for official quotation of the New Shares.

If approval is not granted by the ASX for the official quotation of the New Shares, within three months after the date of this Offer Document (or such other period as the ASX may allow), the Company will repay, within the time prescribed by the Corporations Act, all Application Monies received pursuant to this Offer Document, without interest.

2.13 CHESS and Issuer Sponsorship

The Company operates an electronic CHESS sub-register and an electronic Issuer Sponsored sub-register. These two sub-registers make up the Company's register of securities.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of securities as soon as practicable after allotment.

If you are broker sponsored, you will receive a CHESS statement. The CHESS statement will set out the number of New Shares issued under this Offer Document, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the New Shares.

If you are registered on the Issuer Sponsored subregister, you will receive an Issuer Sponsored statement. Your Issuer Sponsored statement will contain the number of New Shares issued to you under this Offer Document and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time; however, a charge may be made for additional statements.

2.14 Overseas Shareholders

The Offer is an offer to Eligible Shareholders only, being those Shareholders with registered addresses in Australia or New Zealand. It does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

The Offer contained in this Offer Document to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date (as defined in the timetable) are not entitled to apply for any New Shares.

2.15 Risk Factors

An investment in New Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are detailed in Section 4.

Shareholders should carefully read the "Risk Factors" in Section 4 before deciding to participate in the Offer.

2.16 Taxation Implications

The Directors do not consider it appropriate to give investors advice regarding the taxation consequences of subscribing for New Shares under this Offer Document.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to investors. Investors should consult their professional tax adviser in connection with subscribing for New Shares under this Offer Document.

2.17 Enquiries Concerning Offer Document

Enquiries concerning the Application Form can be obtained by contacting Boardroom Pty Limited by telephone on +61 2 9290 9600 or 1300 737 760.

Please direct enquiries about the Non-renounceable Rights Issue to Boardroom Pty Limited on +61 2 9290 9600.

3 Purpose and effect of the Offer on the Company

3.1 Use of Funds

The funds raised under the Offer may be used primarily:

- To bring the Hargraves and Red Hill Gold Projects to a pre-development permitted status;
- To further explore our tenements where a reasonable chance of resource extension or addition is anticipated;
- To acquire interests in other resource projects either directly or indirectly;
- Working capital; and
- Costs of this Issue.

PROPOSED USE OF FUNDS	ASSUMING FULL SUBSCRIPTION
Exploration	\$ 400,000
Development	\$ 400,000
Acquisitions / Investments	\$ 400,000
Working capital	\$ 601,057
Costs of the Offer	\$ 30,000
TOTAL	\$ 1,831,057

Hill End Gold's business strategy is focused on creating value for Shareholders through the advancement of its exploration and pre-development projects, principally the wholly owned Hargraves Project and the Hill End Project, and through acquisition of, or investment in direct and indirect interests in other attractive gold projects.

3.2 Effect on Capital Structure after Completion of the Offer

Shares	Number	%
Shares on issue as at the date of this Offer Document	1,220,704,897	66.7
Maximum New Shares to be issued under this Offer Document	610,352,448	33.3
Total Issued Shares on completion of the Offer	1,831,057,345	100

Options	Number	%
Options on issue as at the date of this Offer Document	37,500,000 Unlisted Options at 5 cents per share expiring 29 Nov 2017	100
New Options to be issued under this Offer Document	0	0
Total Options on issue on completion of the Offer	37,500,000 Unlisted Options at 5 cents per share expiring 29 Nov 2017	100

3.3 Effect on Control

If all Entitlements are taken up, the Offer will have no effect on the control of the Company. However, should only some of the Entitlements be taken up under the Offer, the shareholding of Shareholders who do not take up their Entitlements, or only take up part of their part of their Entitlements, will be diluted.

Ineligible Shareholders will have their holdings diluted by the Offer. The extent of any dilution will depend on the level of participation in the Offer.

It is not possible for the Directors to predict the final level of participation and Shortfall under the Offer, or the identity of Eligible Shareholders who will subscribe for their Entitlements. The Directors are also unable to state with certainty the identity of any prospective subscribers under the Shortfall Offer, or the total number of Shortfall Shares which will or can be placed.

The potential effect of the Offer on the control of the Company is as follows:

- If all Eligible Shareholders take up their full Entitlements, there would be no significant effect on the control of the Company, as the Offer is made pro-rata and in that case no Entitlements would lapse or revert to the Shortfall.
- If Eligible Shareholders do not take up their full Entitlements under the Offer, then the interests of those Eligible Shareholders will be diluted.
- The proportional interests of Ineligible Shareholders will be diluted because those Ineligible Shareholders are not entitled to participate in the Offer.

No nominee has been appointed for Ineligible Shareholders under section 615 of the Corporations Act, which has the effect of not making the Offer to every Shareholder and, as such, Eligible Shareholders will not be able to rely on the exception for rights issues in item 10 of section 611 of the Corporations Act. Accordingly, when an Eligible Shareholder applies for some or all of its Entitlement, it must have regard to the takeovers prohibition in section 606 of the Corporations Act (that is, the 20% voting power threshold). Eligible Shareholders who may be at risk of their voting power in the Company increasing beyond that allowed by the takeovers prohibition in section 606 of the Corporations Act as a result of the acceptance of the Offer should seek professional advice before completing and returning the Entitlement and Acceptance Form.

Any Shortfall will be issued by the Company on the basis that no person will be issued Shortfall Shares if such issue will result in their voting power in the Company increasing beyond that allowed by the takeovers prohibition in section 606 of the Corporations Act.

4 Risk Factors

The New Shares offered under this Offer Document should be considered speculative because of the nature of the Company's business.

Activities in the Company, as in any business, are subject to risks, which may impact on the Company's future performance. The Company has implemented appropriate strategies, actions, systems and safeguards for known risks however some are outside its control.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which investors need to be aware of in evaluating the Company's business and risks of increasing your investment in the Company.

Investors should carefully consider the following factors in addition to the other information presented in this Offer Document and consult their professional advisers before deciding whether to apply for the New Shares pursuant to this Offer Document.

The principal risks include, but are not limited to, the following:

4.1 Specific Risks associated with the Offer

(a) Large number of New Shares

Upon implementation of the Offer, if all Entitlements are taken up the number of Shares in the Company will increase from 1,220,704,897 currently on issue to 1,831,057,345 (one and a half times its current issued share capital). This means that each Share will represent a significantly lower proportion of the ownership of the Company.

(b) Dilution

The interests of Eligible Shareholders who do not participate in the Rights Issue in full and Ineligible Shareholders will be diluted as a result of the Company undertaking the Rights Issue.

4.2 Specific risks associated with the Company

(a) Operating Risks of the Company

The prospects of the Company must be considered in light of the considerable risks, expenses and difficulties frequently encountered by companies in a similar stage of resource exploration and development activities as the Company.

The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultants' analyses and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners, and other factors, many of which are beyond the Company's control.

The Company expects to incur losses unless and until such time as any new or current projects enter into commercial production and generate sufficient revenues to fund their continuing operations. The development of the new and current projects will require the commitment of substantial resources.

There can be no assurance that the Company will generate any revenues or achieve profitability.

(b) Reliance on Key Personnel

The resources business in which the Company is involved is reliant upon a number of directors and key management personnel. The loss of any of these personnel could have a material adverse impact on the business of the Company.

(c) Additional Requirements for Funding

The Company's funding requirements depend on numerous factors including the Company's ability to generate income from its projects, the results of joint venture operations, future exploration and work programs and the acquisition of new projects. It may require further funding in addition to current cash reserves to fund exploration and development activities.

Additional equity financing, if available, may be dilutive to Shareholders and at lower prices than the current market price. Debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion.

(d) Markets

The marketability of the Company's production depends in part upon the availability, proximity and capacity of infrastructure such as ports, railways, pipelines and processing facilities.

Federal and state regulation of resources production and transportation, tax and energy policies, changes in supply and demand and general economic conditions could all adversely affect the ability to produce and market mineral commodities.

(e) Service Capacity

Exploration and development activities may be undertaken in locations that have limited or no spare service capacity. There may be delays in securing equipment and personnel required to carry out the Company's planned activities.

Due to the demand for equipment and personnel there may also be upward pressure on costs and mechanical failure may result in delays.

Any of these factors may result in cost and time overruns which may have a material impact on the Company's profitability and cash flows.

(f) Title to Tenements

The Company cannot guarantee that those tenements in which it has an interest and which are still in the application stage or require transfer will ultimately be granted or transferred in whole or in part pursuant to the applicable legislation. There is also no guarantee that the tenements will be granted or transferred without undue delay or that the Company can economically comply with any conditions imposed on any granted exploration permits.

The Company has an interest in applications for tenements that have been applied for but not granted. In order for these tenements to be granted the Company must satisfy any relevant mining legislation.

There is no guarantee that the tenements will be granted to the relevant parties, that they will be granted without undue delay, that the tenements will be transferred to the Company (when applicable) and the holder can comply with any conditions imposed on or granted exploration permits.

The Company's mining exploration activities are dependent upon the maintenance (including renewal) of its tenements. Although the Company has no reason to think that these tenements will not be renewed, there is no assurance that such renewals will be given as a matter of course and there is no assurance that new conditions will be imposed.

4.3 Mineral Industry Risks

(a) Exploration and development risks

The exploration for, and development of, mineral deposits involves a high degree of risk. Few properties which are explored are ultimately developed into producing mines. Resource exploration and development is a speculative business, characterised by a number of significant risks, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits, but also from finding mineral deposits that, although present, are insufficient in quantity and quality to return a profit from production.

The marketability of minerals acquired or discovered by the Company may be affected by numerous factors that are beyond the control of the Company and that cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return on investment capital.

Whether a mineral deposit will be commercially viable depends on a number of factors, which include, without limitation, the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices, which fluctuate widely, and government regulations, including, without

limitation, regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The combination of these factors may result in the Company expending significant resources (financial and otherwise) on a property without receiving a return. There is no certainty that expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries of an economically viable mineral deposit.

The Company has relied on and may continue to rely on consultants and others for mineral exploration and exploitation expertise. The Company believes that those consultants and others are competent and that they have carried out their work in accordance with internationally recognized industry standards. However, if the work conducted by those consultants or others is ultimately found to be incorrect or inadequate in any material respect, the Company may experience delays or increased costs in developing its properties.

(b) Resource estimates

Ore Reserve and Mineral Resource estimates are expressions of judgment based on drilling results, past experience with mining properties, knowledge, experience, industry practice and many other factors. Estimates which are valid when made may change substantially when new information becomes available. Ore estimation is an interpretive process based on available data and interpretations and thus estimations may prove to be inaccurate.

The actual quality and characteristics of ore deposits cannot be known until mining takes place, and will almost always differ from the assumptions used to develop resources. Further, Ore Reserves are valued based on future costs and future prices and consequently, the actual Ore Reserves and Mineral Resources may differ from those estimated, which may result in either a positive or negative effect on operations.

(c) Payment obligations

Under the exploration permits and licences and certain other contractual agreements to which the Company is or may in the future become party, the Company is or may become subject to payment and other obligations. In particular, the permit holders are required to expend the funds necessary to meet the minimum work commitments attaching to the permits and licences. Failure to meet these work commitments will render the permit liable to be cancelled.

Further, if any contractual obligations are not complied with when due, in addition to any other remedies which may be available to other parties, this could result in dilution or forfeiture of interests held by the Company.

(d) Operating risks

The operations of the Company may be affected by various factors including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration or mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment, fire, explosions and other incidents beyond the control of the Company.

These risks and hazards could also result in damage to, or destruction of, production facilities, personal injury, environmental damage, business interruption, monetary losses and possible legal liability. While the Company currently intends to maintain insurance within ranges of coverage consistent with industry practice, no assurance can be given that the Company will be able to obtain such insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover any such claims.

The Company's projects are subject to laws and regulations regarding environmental, mining and exploration activities. The effective and expeditious undertaking of such activities depend on obtaining timely consents and approvals for the activities and for access to the properties on which the Company operates. These activities would be expected to have a variety of environmental and social impacts and community expectations need to be closely considered to implement changes as appropriate to mitigate these impacts. Such measures may adversely modify the conduct and value of the Company's activities.

(e) Commodity price volatility

Metal prices fluctuate and are affected by numerous factors beyond the control of the Company.

These factors include world demand for minerals and metals, forward selling by producers, and production cost levels in major mineral-producing regions.

Moreover, commodity prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, the metal as well as general global economic conditions. These factors may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

(f) Insurances

Insurance of all risks associated with exploration and production is not always available and, where it is available, the cost may be high. The business of the Company is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to properties of the Company or others, delays in mining, monetary losses and possible legal liability.

Although the Company maintains insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations and insurance coverage may not continue to be available or may not be adequate to cover any resulting liability, particularly as the Company is seeking to acquire new projects which are located in other jurisdictions or involve a new commodity.

It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms.

Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

(g) Environmental risks

The operations and activities of the Company are subject to regulations concerning the environment.

The Government and other authorities that administer and enforce environmental laws determine these requirements. As with all exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if mine development proceeds. The Company intends to conduct its activities in an environmentally responsible manner and in accordance with applicable laws.

The cost and complexity of complying with the applicable environmental laws and regulations may prevent the Company from being able to develop potentially economically viable mineral deposits.

Although the Company believes that it is in compliance in all material respects with all applicable environmental laws and regulations, there are certain risks inherent to its activities, such as accidents or other unforeseen circumstances, which could subject the Company to extensive liability.

(h) Securities investments

There are risks associated with any securities investment and the prices at which the Shares trade may fluctuate in response to a number of factors.

Furthermore, the stock market, and in particular the market for mining and exploration companies, has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of such companies. There can be no guarantee that these trading prices will be

sustained. These factors may materially affect the market price of the Shares regardless of the Company's operational performance.

(i) Share market conditions

Share market conditions may affect the value of Shares regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- general economic outlook;
- interest rates and inflation rates;
- changes in investor sentiment toward particular market sectors;
- global media reports;
- the demand for, and supply of, capital; and
- other external factors whether real or perceived by the market.

The market price of the Shares may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource stocks in particular.

Neither the Company nor the Directors warrant the future performance of the Company, or any return on an investment in the Company.

(j) Economic Risk

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that general economic climate include the level of direct and indirect competition against the Company, industrial disruption, the rate of growth of gross domestic product in Australia, or any other country in which the Company may operate interest rates and the rate of inflation.

(k) Changes in Government Policies and Legislation

Any material adverse changes in government policies or legislation of Australia or any other country where the Company may acquire economic interests may affect the viability and profitability of the Company.

4.4 Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company.

The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares offered under this Offer Document.

Therefore, the New Shares to be issued pursuant to this Offer Document carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities. Potential investors should consider that the investment in the Company is speculative and should consult their professional adviser before deciding whether to apply for New Shares pursuant to this Offer Document.

5 Additional information

5.1 Rights Attaching to the Shares

The New Shares to be issued pursuant to this Offer Document are ordinary shares and will, as from their allotment, rank equally in all respects with all ordinary shares in the Company.

The rights attaching to the New Shares arise from a combination of the Company's Constitution, statute and general law. Copies of the Company's Constitution are available for inspection during business hours at its registered office. The Constitution has been lodged with ASIC.

A summary of the more significant rights is set out below.

(a) Reports and Notices

Shareholders are entitled to receive all notices, reports, accounts and other documents required to be furnished to shareholders under the Company's Constitution, the Corporations Act and the Listing Rules.

(b) General Meetings

Directors may call a meeting of members whenever they think fit. Members may call a meeting as provided by the Corporations Act. All members are entitled to a notice of meeting. A quorum for a meeting of members is three eligible voters.

The Company will hold annual general meetings in accordance with the Corporations Act and the Listing Rules.

Shareholders are entitled to be present in person, or by proxy, attorney or representative (in the case of a company) to speak and to vote at general meetings of the Company.

(c) Voting

Subject to any rights or restrictions at the time being attached to any class or classes of shares, at a general meeting of the Company on a show of hands, every ordinary Shareholder present in person, or by proxy, attorney or representative (in the case of a company) has one vote and upon a poll, every Shareholder present in person, or by proxy, attorney or representative (in the case of a company) has one vote for every Share held by the Shareholder. In the case of an equality of votes, the chairperson has a casting vote.

A poll may be demanded by the chairperson of the meeting, any two Shareholders entitled to vote in person or by any one or more Shareholders holding not less than 5% of the total voting rights of all Shareholders having the right to vote.

(d) Dividends

Subject to the Corporations Act, the Listing Rules and any rights or restrictions attached to a class of shares, the Company may pay dividends as the Directors resolve.

The Directors may determine the method and time for payment of the dividend.

(e) Winding Up

Subject to any rights or restrictions attached to a class of shares, on a winding up of the Company, any surplus must be divided among the Shareholders in the proportion to the shares held by them. Subject to any rights or restrictions attached to a class of Shares, on a winding up of the Company, the liquidator may, with the sanction of a special resolution of the Shareholders:

- (i) distribute among Shareholders the whole or any part of the property of the Company; and
- (ii) vest any part of the assets of the Company in a trustee upon such trust for the benefit of the members.

(f) Transfer of Shares

Generally, Shares in the Company are freely transferable, subject to formal requirements, and to the registration of the transfer not resulting in a contravention of, or failure to observe, the provisions of any laws of Australia.

(g) Issue of Further Shares

The Directors may, subject to any restrictions imposed by the Constitution, the Corporations Act and the Listing Rules, allot, issue and grant Options over further Shares, on such terms and conditions as they see fit.

(h) Directors

The existing Directors may appoint a new Director to fill a casual vacancy or as an addition to the Board.

Any such Director must retire at the next following annual general meeting of the Company (at which meeting he or she may be eligible for election as a Director).

The Constitution contains provisions relating to the rotation and election of directors. No Director other than the Managing Director may hold office later than the third annual general meeting after his or her appointment or election without submitting himself or herself for re-election.

(i) Variation of Shares and Rights Attaching to Shares

Shares may be converted or cancelled with member approval and the Company's share capital may be reduced in accordance with the requirements of the Corporations Act.

(j) Changes to the Constitution

The Company's Constitution can only be amended by a special resolution passed by at least three quarters of the members present and voting at a general meeting of the Company. At least 28 days' written notice specifying the intention to propose the resolution as a special resolution must be given.

(k) Listing Rules

Provided the Company remains admitted to the Official List of the ASX, then despite anything in the Constitution, no act may be done that is prohibited by the Listing Rules, and authority is given for acts required to be done by the Listing Rules. If as a result of an amendment to the Listing Rules, there is an inconsistency between the Constitution and the Listing Rules, the Company shall, subject to the Corporations Act, do all things necessary to change the Constitution to remove the inconsistency as soon as possible and in any event, at the first general meeting of the Company held after the date on which the relevant amendment the Listing Rules comes into operation.

5.2 Nature of this Offer Document

The Offer Document, which has been prepared by the Company, is not a prospectus or disclosure document for the purposes of Chapter 6D of the Corporations Act (or any other purpose), and has not been lodged with ASIC. The Company is offering New Shares under this Offer Document without disclosure to investors in accordance with section 708AA of the Corporations Act as modified by ASIC Class Order 08/35. The Offer Document does not contain all the information that Eligible Shareholders may require to make an informed decision as to whether or not to apply for New Shares. Eligible Shareholders should consider all relevant facts and circumstances, including their knowledge of the Company and disclosures made to ASX, before deciding whether to accept the Offer.

It is important that you read and understand the information regarding the Company which is publicly available on the ASX website at <http://www.asx.com.au/> under stock code HEG, prior to accepting the Offer.

The information in this Offer Document principally concerns the terms and conditions of the Offer and the information reasonably necessary to make an informed assessment of:

- (a) the effect of the Offer on the Company; and
- (b) the rights and liabilities attaching to the New Shares offered pursuant to this Offer Document.

This Offer Document is intended to be read in conjunction with publicly available information in relation to the Company which has been notified to ASX and does not include all of the information included in an Offer Document for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore also have regard to the other publicly available information in relation to the Company before making a decision on whether or not to invest in the Company.

5.3 Continuous Reporting and Disclosure Obligations

The Company is listed on the ASX - its Shares are quoted on the ASX under the code "HEG". The New Shares to be issued under this Offer Document are each in a class of securities that were quoted on the ASX at all time in the three months before the issue of this Offer Document.

The Company is a "disclosing entity" for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations, which require it to disclose to the ASX any information of which it is or becomes aware concerning the Company and which a reasonable person would expect to have a material effect on the price or value of securities of the Company.

5.4 Copies of Documents

The Company lodged its audited Annual Financial Report for the financial year ended 30 June 2015 at the ASX 11 September 2015 and will provide a copy to any person on request, prior to the Closing Date.

A list of those documents for the period from 11 September 2015 to the date of lodgment of this Offer Document is set out below:

Date Lodged	Announcement
22/10/2015	Annual Report to Shareholders
22/10/2015	Notice of Annual General Meeting/Proxy Form
28/10/2015	Director Appointment/Resignation
30/10/2015	Quarterly Activities and Cashflow Report
13/11/2015	Change in Substantial Shareholder Notice
30/11/2015	Red Hill outlook supported by new resource estimate
30/11/2015	Presentation to Shareholders

Please note that all of the above documents are available from the ASX webpage at www.asx.com.au using ASX code "HEG".

The following documents are available for inspection throughout the application period of this Offer Document during normal business hours at the principal office of the Company (details are provided in the Corporate Directory):

- (a) this Offer Document; and
- (b) the Company's Constitution.

5.5 Board and Management

The Board of the Company comprises the following Directors:

- Dr. Denis Clarke (Non-Executive Chairman);
- Mr. Philip Bruce (Managing Director);
- Mr. Graham Reveleigh (Non-Executive Director); and
- Mr. Bill Condon (Non-Executive Director)

Information about the Directors' qualifications and experience is available on the Company's website www.hillendgold.com.au.

5.6 Corporate Governance

The Company has adopted systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the Company's corporate governance policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

To the extent that they are applicable to the Company, the Board has adopted the ASX's Corporate Governance Principles and Recommendations. As the Company's activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance structures will be given further consideration.

A summary of the Company's corporate governance policies is available on the Company's website www.hillendgold.com.au.

5.7 Market Price of Shares

The lowest and highest recorded closing market sale prices of the Shares quoted on the ASX during the three month period immediately prior to the date of this Offer Document were 0.2 cent and 0.5 cent respectively.

The closing market sale price of the Shares quoted on the ASX on the last day that trading took place in the Shares prior to the date of this Offer Document was 0.4 cent.

5.8 Directors' interests

(a) Directors' holdings

Except as disclosed in this Offer Document, no Director (whether individually or in consequence of a Director's association with any company or firm or in any material contract entered into by the Company) has now, or has had, in the two year period ending on the date of this Offer Document, any interest in:

- the formation or promotion of the Company; or
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- the Offer.

Set out in the table below are details of Directors' relevant interests in the securities of the Company.

	Fully Paid Ordinary Shares	Unlisted Options Exercisable by 29 November 2017	Entitlement	Intention
D.E. Clarke	-	8,000,000	-	-
P.F. Bruce	7,567,043	16,000,000	3,783,522	To accept full entitlement
G.C. Reveleigh	8,443,299	2,500,000	4,221,650	To accept full entitlement
W. Condon	-	2,500,000	-	-

(b) Remuneration of Directors

Except as set out below and otherwise disclosed in this Offer Document, no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or agreed to be paid to any Director or to any company or firm with which a Director is associated to induce him to become, or to qualify as, a Director or otherwise for services rendered by him or his company or firm with which the Director is associated in connection with the formation or promotion of the Company or the Offer.

	Short Term Benefits	Post Employment	Total
Year ended 30 June 2015	Salary Fees & Commissions	Superannuation	
	\$	\$	\$
D.E. Clarke	50,000	4,750	54,750
P.F. Bruce	298,164	26,836	325,000
G.C. Reveleigh	40,000	3,800	43,800
W. Condon ¹	-	-	-

1 Mr Condon will receive \$24,000 in 2015-16 under a Services Agreement dated 3 August 2015.

Information regarding the remuneration received by Directors for the preceding financial year can be found in the audited 2015 Annual Financial Report.

(c) Other interests

The Company has entered into Deeds of Indemnity, Access and Insurance on standard terms with each of its current Directors. Pursuant to the deeds, the Company indemnifies the Directors against certain liabilities and legal expenses incurred by them whilst acting as Directors, and agrees to procure insurance in relation to certain risks they are exposed to as Directors.

Dr. Clarke and Mr. Condon are not Shareholders and have no Entitlement and accordingly cannot participate personally in the Offer. Mr. Bruce and Mr. Reveleigh intend to participate in the Offer by taking up their full Entitlements.

5.9 Interests of Named Persons

Except as disclosed in this Offer Document, no expert, promoter or other person named in this Offer Document as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of the Offer Document, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the two year period ending on the date of this Offer Document, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer.

Except as disclosed in this Offer Document, no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or agreed to be paid to any expert, promoter or any other person named in this Offer Document as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Offer Document, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Offer.

5.10 Expenses of the Offer

The estimated expenses of the Offer are as follows:

	\$
Legal	5,000
Printing, mailing and other expenses	25,000
Total	<u>30,000</u>

5.11 Litigation

The Directors are not aware of any litigation of a material nature pending or threatened involving the Company. The matter between the Company and First Tiffany Resource Corp. is completed except for the determination of costs, which have been found in favour of the Company.

5.12 Consents

Boardroom Pty Limited has consented to being named in this Offer Document as Share Register to the Company and has not withdrawn such consent prior to the lodgement of this Offer Document with the ASX.

5.13 Governing Law

This Offer Document and the contracts that arise from the acceptance of the Applications are governed by the laws applicable in New South Wales and each Applicant submits to the exclusive jurisdiction of the courts of New South Wales.

6 Authorisation

The Directors have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Offer Document are not misleading or deceptive and that in respect of any other statements made in the Offer Document by persons other than the Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Offer Document in the form and context in which they are included and have not withdrawn that consent before lodgment of this Offer Document with ASX or, to the Directors' knowledge, before the issue of

the New Shares pursuant to this Offer Document.

This Offer Document has been prepared on the basis that certain matters may be reasonably expected to be known to likely investors or their professional advisers.

Each of the Directors has consented to the lodgment of this Offer Document in accordance with Section 720 of the Corporations Act and has not withdrawn that consent.

Mr Philip Bruce
Managing Director
30 November 2015

7 Glossary

Term	Definition
\$	Australian dollars.
Annual Financial Report	the financial report lodged by the Company in respect of the financial year ended 30 June 2015.
Applicant	a person applying for New Shares under the Offer.
Application	the lodgement of an Entitlement and Acceptance Form.
Application Form	the form of application for New Shares attached to this Offer Document.
Application Money	the Offer Price multiplied by the number of New Shares applied for.
ASIC	Australian Securities and Investments Commission.
Associate	has the meaning ascribed to that term in the Corporations Act.
ASX	ASX Limited (ACN 008 624 691) or the securities exchange operated by ASX Limited as the context requires.
Board	the board of Directors of the Company.
Closing Date	the date the Offer closes, being 5:00 pm Sydney time on 21 December 2015, or such other date determined by the Board.
Company	Hill End Gold Limited (ACN 072 692 365)
Constitution	the constitution of the Company.
Corporations Act	the Corporations Act 2001 (Cth).
Directors	the directors of the Company.
Eligible Shareholders	means a Shareholder whose registered address is in Australia or New Zealand and who is a Shareholder at 7:00 pm (Sydney Time) on the Record Date.
Entitlement	means the right or entitlement to subscribe for one (1) New Share for every two (2) Shares held by a Shareholder on the Record Date for 0.35 cents per Share and "Entitlements" or "Rights" has a corresponding meaning.
Expiry Date	the date on which this Offer Document expires.
HEG	Hill End Gold Limited ACN 072 692 365.
New Share	a share the subject of the Offer.
Offer	the Rights Issue Offer or the Shortfall Offer, as the context requires.
Offer Period	the Period commencing on the Opening Date and ending on the Closing Date.
Offer Price	\$0.003 per New Share.
Opening Date	the date the Offer opens, being 9:00 am Sydney time on 9 December 2015, or such other date determined by the Board.
Options	an option to subscribe for one unissued Share in the Company.
Offer Document	this document.
Record Date	7:00 pm Sydney time on 7 December 2015.
Rights Issue Offer	the pro rata renounceable rights issue offer of New Shares by the Company to Eligible Shareholders.
Share	a fully paid ordinary share in HEG.
Shareholder	a shareholder of HEG.
Shortfall or Shortfall Shares	those New Shares under the Offer not applied for by Shareholders under their Entitlement.
Shortfall Offer	the offer of Shortfall Shares described in Section 2.3.
Shortfall Offer Order	the order pursuant to which Shortfall Shares are offered under the Shortfall Offer, as described in Section 2.3.

HILL END GOLD LIMITED CORPORATE DIRECTORY

Directors

Dr. Denis Clarke (Non-Executive Chairman)
Mr. Philip Bruce (Managing Director)
Mr. Graham Reveleigh (Non-Executive Director)
Mr. Bill Condon (Non-Executive Director)

Company Secretary

Mr. Kevin Lynn

Australian Company Number

072 692 365

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Auditor

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Sydney NSW 2000

Telephone: +61 2 8256 1100

Facsimile: +61 2 8256 1111

Bank

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48 Martin Place
Sydney NSW 2000

Share Registry

Boardroom Pty Limited
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Sydney NSW 2000

or,
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