

HILL END GOLD LIMITED

ACN 072 692 365

Notice of Extraordinary General Meeting Explanatory Statement and Proxy Form

Date of Meeting

Thursday, 21 December 2017

Time of Meeting

11.00 a.m. (Sydney Time)

Place of Meeting

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of Shareholders of Hill End Gold Limited (HEG or the Company) will be held on Thursday, 21, December 2017, commencing at 11.00 a.m. (Sydney time) at Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000

The enclosed Explanatory Statement accompanies and forms part of this Notice of Meeting.

AGENDA

1. RESOLUTION 1 – RATIFY A PRIOR ISSUE OF SHARES PURSUANT TO THE FIRST TRANCHE OF A PLACEMENT

To consider, and if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 15,000,000 Shares pursuant to the first tranche of a placement on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by any person who participated in the issue and any associate of any such person. However, the Company need not disregard a vote if:

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

2. RESOLUTION 2 – APPROVAL OF ISSUE OF SECURITIES PURSUANT TO THE SECOND TRANCHE OF A PLACEMENT

To consider, and if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 22,500,000 Shares and 18,750,000 Placement Options pursuant to the second tranche of a placement on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast on Resolution 2 by a person who may participate in the proposed issue and a person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the resolution is passed, and any associate of any such persons. However, the Company need not disregard a vote if:

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

3. RESOLUTION 3 – APPROVAL OF ISSUE OF BROKER OPTIONS PURSUANT TO A MANDATE

To consider, and if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 5,000,000 Broker Options to Cps Capital Group Pty Ltd as part of its remuneration to act as the lead manager to a placement on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast on Resolution 3 by Cps Capital Group Pty Ltd and a person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the resolution is passed, and any associate of any such persons. However, the Company need not disregard a vote if:

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

4. RESOLUTION 4 – APPROVAL TO ISSUE SHARES PURSUANT TO A SERVICE AGREEMENT

To consider, and if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 800,000 Shares to Michael Ware as part of its remuneration to pursuant to a consultancy agreement on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast on Resolution 4 by Michael Ware and a person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the resolution is passed, and any associate of any such persons. However, the Company need not disregard a vote if:

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

5. RESOLUTION 5 – APPROVAL TO ISSUE SHARES TO MR PHILIP BRUCE IN LIEU OF FEES

To consider, and if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 2,500,000 Shares to Mr Philip Bruce (or his nominees) on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 5 by Mr Philip Bruce and any associate of Mr Philip Bruce. Before a voting exclusion applies, the Company need not disregard a vote if:

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

6. RESOLUTION 6: ELECTION OF DIRECTOR MR ROBERT BOSTON

To consider, and if thought fit, to pass, with or without modification, the following resolution as an **ordinary resolution**:

"That, for all purposes, Mr Robert Boston, being eligible offers himself for election, is elected as a Director."

7. RESOLUTION 7: ELECTION OF DIRECTOR MR MARTIN MCFARLANE

To consider, and if thought fit, to pass, with or without modification, the following resolution as an **ordinary resolution**:

"That, for all purposes, Mr Martin McFarlane, being eligible offers himself for election, is elected as a Director."

BY ORDER OF THE BOARD

Kevin Lynn
Company Secretary
20 November 2017

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Extraordinary General Meeting.

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

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

The Explanatory Statement consists of the following sections:

- 1. Resolution 1: Ratify a prior issue of shares pursuant to the first tranche of a Placement**
- 2. Resolution 2: Approve issue of securities pursuant to the second tranche of a Placement**
- 3. Resolution 3: Approve issue of Broker Options pursuant to a mandate**
- 4. Resolution 4: Approval to issue shares pursuant to a service agreement**
- 5. Resolution 5: Approval to issue shares to Mr Philip Bruce in lieu of fees**
- 6. Resolution 6: Election of Director Mr Robert Boston**
- 7. Resolution 7: Election of Director Mr Martin McFarlane**
- 8. Corporate Representation Authority**

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EXPLANATORY STATEMENT

INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the business to be conducted on Thursday, 21 December 2017, commencing at 11.00 a.m. (Sydney time) at Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000.

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Meeting.

1. RATIFICATION OF ISSUE OF SHARES PURSUANT TO THE FIRST TRANCHE OF A PLACEMENT – RESOLUTION 1

1.1 Background

On 9 November 2017, the Company appointed Cps Capital Pty Ltd as the Lead Manager to raise up to \$3,750,000 by way of a placement of up to 37.5 million fully paid ordinary shares to sophisticated and professional investors at an issue price of 10 cents per share together with one (1) option exercisable for each two (2) shares exercisable at 20 cents each, expiring 30 July 2020. The Placement is to be settled in two tranches:

- (a) the first tranche of 15,000,000 shares (\$1,500,000) will utilise the Company's issuance capacity pursuant to ASX Listing Rule 7.1; and
- (b) the second tranche of 22,500,000 shares (\$2,250,000) and all Placement Options to issued subject to shareholder approval.

The first tranche of the Placement settled on 17 November 2017 and the Company issued a total of 15,000,000 Shares to sophisticated and professional investor clients of Cps Capital Group Pty Ltd.

1.2 Listing Rules information requirements

Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period which exceeds 15% of the number of issued securities of the company held at the beginning of the 12 month period, except with the prior approval of shareholders of the company in a general meeting of the precise terms and conditions of the proposed issue.

The Shares issued pursuant to the first tranche of the Placement were issued within the company's 15% placement capacity under Listing Rule 7.1. By ratifying the issue of the Shares pursuant to the first tranche of the Placement, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

1.3 Information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following details are provided in relation to Resolution 1:

- (a) The number of securities issued was 15,000,000 Shares.
- (a) The Shares were issued at 10 cents each.
- (b) The Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the existing Shares on issue.
- (c) The Shares were issued to sophisticated and professional investor clients of Cps Capital Group Pty Ltd.
- (d) The funds raised will be used to cover the costs of an ongoing pre-feasibility study and for the Company's other operating costs.
- (e) An appropriate voting exclusion statement is included in the Notice.

1.4 Director recommendation and proxies

The Directors unanimously recommend that shareholders vote in favour of Resolution 1.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 1.

2. APPROVAL TO ISSUE SECURITIES PURSUANT TO THE SECOND TRANCHE OF A PLACEMENT – RESOLUTION 2

2.1 Background

The second tranche of the Placement is subject to shareholder approval. Under the second tranche, the Company will issue 22,500,000 Shares and 18,750,000 Placement Options to sophisticated and professional investor clients of Cps Capital Group Pty Ltd.

2.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2.

Given the Shares and Placement Options to be issued under the second tranche of the Placement will exceed the Company's placement capacity under Listing Rule 7.1, Shareholder approval is required to issue Securities pursuant to the second tranche of the Placement.

2.3 Information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following details are provided in relation to Resolution 2:

- (b) The maximum number of Securities the Company is to issue pursuant to the second tranche of the Placement is:
 - (i) 22,500,000 Shares; and
 - (ii) 18,750,000 Placement Options.
- (c) If Shareholder approval is obtained for Resolution 2, the Company will issue the Shares and Placement Options as soon as is practicable after the Meeting, or in any event no later than 3 months after the date of the Meeting.
- (d) The issue price for the Securities will be:
 - (i) \$0.10 per Share; and
 - (ii) \$nil per Placement Option.
- (e) The persons to whom the Company will issue the Securities will be professional and sophisticated investor clients of Cps Capital Group Pty Ltd.
- (f) The Shares to be issued will rank equally with the existing Shares on issue. The Placement Options will be issued on the terms set out in Schedule 1.
- (g) The funds raised pursuant to the second tranche of the Placement will be used to cover an ongoing pre-feasibility study (including due diligence), and for the Company's other operating costs.
- (h) A voting exclusion statement is included in the notice.

2.4 Director recommendation and proxies

The Directors unanimously recommend that shareholders vote in favour of Resolution 2.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 2.

3. APPROVAL TO ISSUE BROKER OPTIONS PURSUANT TO A MANDATE – RESOLUTION 3

3.1 Background

The Company entered into a mandate with Cps Capital Group Pty Ltd to act as lead manager to a placement to raise \$3,700,000 for the Company. Further details of the Placement and the mandate are set out in Section 1.1.

Pursuant to the mandate, subject to Shareholder approval, part of the fees payable to Cps Capital Group Pty Ltd is the issue of 5,000,000 Broker Options. The terms of the Broker Options are set out in Schedule 2.

3.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set in Section 1.2 above.

Given that the Broker Options to be issued under the mandate will exceed the Company's placement capacity under both Listing Rule 7.1, Shareholder approval is required to issue Broker Options pursuant to the mandate.

3.3 Information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following details are provided in relation to Resolution 3:

- (a) The maximum number of securities to be issued under Resolution 3 is 5,000,000 Broker Options.
- (b) If shareholder approval is obtained for Resolution 3, the Company will issue the Broker Options as soon as practicable after the Meeting, or in any event within 3 months of the date of the Meeting.
- (c) The issue price for the Broker Options will be \$0.0001 per Broker Option (\$500 in aggregate).
- (d) The Company will issue the Broker Options to Cps Capital Group Pty Ltd.
- (e) The Broker Options will be issued on the terms set out in Schedule 2.
- (f) The funds raised from this issue are to be used for working capital requirements.
- (g) A voting exclusion statement is included in the Notice.

3.4 Director recommendation and proxies

The Directors unanimously recommend that shareholders vote in favour of Resolution 3.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 3.

4. APPROVAL TO ISSUE SHARES PURSUANT TO A SERVICE AGREEMENT RESOLUTION 4

4.1 Background

The Company entered into an agreement with Michael Ware for consulting services relating to Due Diligence and for ongoing consulting services for the next 12 months.

Pursuant to the Agreement, subject to Shareholder approval, part of the fees payable to Mr Ware is the issue of 800,000 shares.

4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set in Section 1.2 above.

Given that the shares to be issued under the Agreement will exceed the Company's placement capacity under both Listing Rule 7.1, Shareholder approval is required to issue shares pursuant to the agreement.

4.3 Information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following details are provided in relation to Resolution 4:

- (b) The maximum number of shares to be issued under Resolution 4 is 800,000 shares.
- (c) If shareholder approval is obtained for Resolution 4, the Company will issue the shares as soon as practicable after the Meeting, or in any event within 3 months of the date of the Meeting.
- (d) The deemed issue price for the shares will be \$0.10 per share (\$80,000 in aggregate). The Shares to be issued will rank equally with the existing Shares on issue
- (e) The Company will issue the shares to Michael Ware.
- (f) No funds will be raised in the issue.
- (g) A voting exclusion statement is included in the Notice.

4.4 Director recommendation and proxies

The Directors unanimously recommend that shareholders vote in favour of Resolution 4.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 4.

5. APPROVAL TO ISSUE SHARES TO DIRECTORS IN LIEU OF FEES – RESOLUTION 5

5.1 Background

Mr Philip Bruce (**Participating Director**) has agreed that he (or one of their nominees) will accept the issue of Shares in lieu of outstanding fees, subject to Shareholder approval.

5.2 Corporations Act and Listing Rule 10.11

The Directors are related parties of the Company by virtue of section 228(2) of the Corporations Act.

Under Chapter 2E of the Corporations Act, a public company cannot give a "financial benefit" to a "related party" unless one of the exceptions to Section 208 apply or Shareholders have in general meeting approved the giving of that financial benefit to the related party. A "financial benefit" is defined in the Corporations Act in broad terms and includes a public company issuing securities. For the purposes of this Meeting, a "related party" includes a director of the Company. Accordingly, the proposed issue of Securities to the Participating Directors involves the provision of a financial benefit to a related party of the Company.

Section 210 of the Corporations Act provides that an entity does not need to obtain Shareholder approval to give a financial benefit to a related party if the giving of the financial benefit would be reasonable in the circumstances if the related party and the entity are dealing at arm's length (or terms less favourable than arm's length).

Given that the Director will be subscribing for Securities on the same terms as placement investors, Directors (who is not participating in the Placement) are of the view that the proposed issue is at arm's length and therefore that the exception in Section 210 of the Corporations Act is relevant to Resolution 5, and as such the Company is not seeking Shareholder approval pursuant to Chapter 2E of the Corporations Act.

Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities to a related party of the company. Being a Director of the Company, the Director is a related party of the Company by virtue of section 228(2) of the Corporations Act. Accordingly, Resolutions 5 seeks the shareholder approval required by ASX Listing Rule 10.11 to allow the issue of Shares to the Director.

If shareholder approval is given for the purposes of ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1, and the Shares issued pursuant to Resolutions 5 will not deplete the Company's 15% placement capacity.

5.3 Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following details are provided in relation to Resolution 5:

- (a) The person to whom the financial benefit will be given is Mr Philip Bruce (or his Nominee) and a related party of the Company:
- (b) The number of Securities to be issued is 2,500,000 ordinary fully paid shares:
- (c) If shareholder approval is obtained for Resolution 5, the Company will issue the Shares as soon as is practicable after the Meeting, or in any event no later than 1 month after the date of the Meeting.
- (d) The Shares will be issued at a deemed issue price of \$0.10 each.
- (e) A voting exclusion statement is included in the notice.
- (f) The issue price for the Securities will be offset against the payment of outstanding but unpaid directors' fees to the Participating Directors. No funds will therefore be raised from the issue of Securities to the Participating Directors.

5.4 Additional information

(a) Remuneration of the Directors

The total annual remuneration paid to the Directors for the 2017 audited financial year is as follows:

Director	Fees (Accrued)	Superannuation (Accrued)	Value of Options granted	Total
Philip Bruce	250,000	23,750	28,513	302,263

(b) Securities held by the Directors

As at the date of this Notice, Mr Philip Bruce has interests (direct and indirect) in the Securities of the Company as set out below:

Year Ended 30 June 2017	Shares	30 July 2020 Options	29 November 2017 Options
Philip Bruce	302,683	2,000,000	640,000

(c) Outstanding but unpaid Directors' fees

As at the date of this Notice, the outstanding but unpaid fees owing by the Company to Mr Philip Bruce is \$250,000, for which he is to be issued 2,500,000 HEG shares.

5.5 Director recommendation and proxies

The Directors recommend that shareholders vote in favour of Resolution 5. Mr Bruce does not wish to make a recommendation to Shareholders in respect of Resolution 5 because he has a material personal interest in the outcome of the resolution.

The Chair of the Meeting intends to vote all available proxies in favour of Resolutions 5.

6. ELECTION OF DIRECTOR – RESOLUTION 6

6.1 Background

Resolution 6 relates to the election of Mr Robert Boston as a Director.

Pursuant to clause 6.3 of the Constitution, the Directors may appoint any person as a Director either to fill a casual vacancy or as an additional Director. However, under the Constitution, any such appointment concludes at the next general meeting of the Company following the appointment. The Director is then eligible for election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

6.2 Qualifications and experience

Mr Robert Boston is an experienced resources corporate executive having worked in legal, business development, strategy, marketing and commercial positions with BHP Billiton (Nickel West), Rio Tinto Exploration and Poseidon Nickel Limited. Robert holds a law degree having worked for national law firms Freehills and Mallesons Stephen Jaques. Robert has multi commodity expertise in particular exploration, early stage resource development, M&A, joint ventures and marketing.

Robert holds a Bachelor of Commerce, Bachelor of Laws, a Post Graduate Diploma in Applied Finance (FINSIA), and a Diploma of Management. Robert is admitted to the Supreme Court of Western Australia and High Court of Australia.

6.3 Directors recommendation and proxies

The Directors unanimously recommend that shareholders vote in favour of Resolution 6.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 6.

7. ELECTION OF DIRECTOR – RESOLUTION 7

7.1 Background

Resolution 7 relates to the election of Mr Martin McFarlane as a Director.

Pursuant to clause 6.3 of the Constitution, the Directors may appoint any person as a Director either to fill a casual vacancy or as an additional Director. However, under the Constitution, any such appointment concludes at the next general meeting of the Company following the appointment. The Director is then eligible for election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

7.2 Qualifications and experience

Mr McFarlane (B.Eng, University of Melbourne) (B.Bus Monash University) has more than 25 years resources experience with major resource companies including Minerals and Metals Group, OZ Minerals Limited, Zinifex Limited, Pasminco Limited and Conzinc Rio Tinto of Australia including successfully holding senior roles for the past 13 years either as CEO / President of the company or being responsible for major business units reporting directly to the CEO.

7.3 Directors recommendation and proxies

The Directors unanimously recommend that shareholders vote in favour of Resolution 7.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 7.

8. OTHER INFORMATION

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

Queries as to the lodgement of proxies and other formalities in relation to the meeting should be directed to Boardroom Pty Limited on Telephone: +61 2 9290 9600.

9. ACTION TO BE TAKEN BY SHAREHOLDERS

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

DEFINITIONS

In this Notice and Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

ASX means ASX Limited ABN 98 008 624 691.

Board means the board of Directors of the Company.

Broker Options means the option to subscribe for a Share on the terms in Schedule 2.

Chair, Chairman or Chairperson means the Chairperson of the Meeting.

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means this Explanatory Statement.

HEG or the **Company** means Hill End Gold Limited ABN 74 072 692 365.

Listing Rules means the official listing rules of ASX.

Meeting means the meeting convened by the Notice of Meeting.

Notice or **Notice of Meeting** means the notice of extraordinary general meeting which forms part of this Explanatory Statement.

Placement Option means an option to subscribe for a Share on the terms in Schedule 1.

Placement means the placement described in Section 1.1 of the Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice.

Related Party has the meaning given to it in the Listing Rules.

Resolution means resolution set out in this Notice.

Securities means Share and/or Options as the context requires.

Section means a section of this Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

\$ means Australian dollars unless expressly stated otherwise.

SCHEDULE 1: TERMS OF PLACEMENT OPTIONS

1. Each Placement Option has an exercise price of \$0.20 (**Exercise Price**).
2. Each Placement Option will lapse at 5.00pm (Sydney time) on 30 July 2020 (**Expiry Time**).
3. Each Placement Option entitles the holder to subscribe for one Share in the Company upon the payment of the Exercise Price.
4. Each Placement Option may be exercised by delivering to the registered office of the Company a notice in writing prior to the Expiry Time stating the intention of the holder to exercise a specified number of Options, accompanied by an Option certificate, if applicable, and a cheque made payable to the Company for the aggregate Exercise Price due, subject to the funds being duly cleared funds. The exercise of only a portion of the Options held does not affect the holder's right to exercise the balance of any Placement Options remaining prior to the Expiry Time.
5. All shares issued on exercise of the Placement Options will rank pari passu in all respects with the Company's then issued shares.
6. The Company will seek listing of the Placement Options.
7. The Placement Options are transferable.
8. A Placement Option holder cannot participate in new issues without exercising a Placement Option.
9. In the event of a reconstruction (including consolidations, subdivision, reduction or return) of the issued capital of the Company, all rights of the Placement Option holder shall be reconstructed in accordance with the Listing Rules.

SCHEDULE 2: TERMS OF BROKER OPTIONS

1. Each Broker Option has an exercise price of \$0.20 (**Exercise Price**).
2. Each Broker will lapse at 5.00pm (Sydney time) on 30 July 2020 (**Expiry Time**).
3. Each Broker Option entitles the holder to subscribe for one Share in the Company upon the payment of the Exercise Price.
4. Each Broker Option may be exercised by delivering to the registered office of the Company a notice in writing prior to the Expiry Time stating the intention of the holder to exercise a specified number of Broker Options, accompanied by an Option certificate, if applicable, and a cheque made payable to the Company for the aggregate Exercise Price due, subject to the funds being duly cleared funds. The exercise of only a portion of the Options held does not affect the holder's right to exercise the balance of any Broker Option remaining prior to the Expiry Time.
5. All shares issued on exercise of the Broker Options will rank pari passu in all respects with the Company's then issued shares.
6. The Company will seek listing of the Broker Options.
7. The Broker Options are transferable.
8. A Broker Option holder cannot participate in new issues without exercising a Broker Option.
9. In the event of a reconstruction (including consolidations, subdivision, reduction or return) of the issued capital of the Company, all rights of the Broker Option holder shall be reconstructed in accordance with the Listing Rules.

Proxy and Voting Entitlement Instructions

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

In person or by mail: or **Fax:** + 61 2 9290 9655

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

not later than 48 hours before the time for holding the meeting, i.e. no later than 11.00 a.m. (AEDT) on Tuesday 19 December 2017. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Voting Entitlement

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

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

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

The Company's Directors have determined that all shares of the Company that are quoted on ASX at 11.00 a.m. (Sydney time) on Tuesday, 19 December 2017 shall, for the purposes of determining voting entitlements at the Extraordinary General Meeting, be taken to be held by the persons registered as holding the shares at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Appointment of a Proxy

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

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

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

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Boardroom Pty Limited on + 61 2 9290 9600 or you may photocopy this form.

1. To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.
2. You can direct your proxy how to vote by following the instructions on the Proxy Form. Shareholders are encouraged to direct their proxy how to vote on each item of business (e.g. - 'for', 'against' or 'abstain' by ticking the relevant box next to each item of business on the Proxy Form).

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

Votes on Resolutions

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

Signing Instructions

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

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the shareholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place

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

For personal use only

HILL END GOLD LIMITED

ACN 072 692 365

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11.00 a.m. (Sydney Time) on Tuesday, 19 December 2017.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11.00 a.m. (Sydney Time) on Tuesday, 19 December 2017.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

📠 By Fax	+ 61 2 9290 9655
✉ By Mail	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
👤 In Person	Level 12, 225 George Street, Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

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

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Hill End Gold Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at the offices of **Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000 at 11.00 a.m. on Thursday 21 December 2017 (Sydney Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chairman authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 5, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of this resolution even though Resolution 5 is connected with the remuneration of a member of key management personnel for Hill End Gold Limited.

The Chairman of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 5). If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against †	Abstain*
Resolution 1	Ratify a prior issue of shares pursuant to the first tranche of a Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approve issue of securities pursuant to the second tranche of a Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approve issue of Broker Options pursuant to a mandate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue shares pursuant to a service agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to issue shares to Mr Philip Bruce in lieu of fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Election of Director Mr Robert Boston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Election of Director Mr Martin McFarlane	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1 <div style="border: 1px solid black; height: 30px; margin: 5px 0;"></div> Sole Director and Sole Company Secretary	Securityholder 2 <div style="border: 1px solid black; height: 30px; margin: 5px 0;"></div> Director	Securityholder 3 <div style="border: 1px solid black; height: 30px; margin: 5px 0;"></div> Director / Company Secretary
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Contact Name..... Contact Daytime Telephone..... Date / / 2017