

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002.

Name of entity

Hill End Gold Limited

ABN

072 692 365

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Bonus issue to shareholders on record date 20 June 2008 of approximately 72,059,376 New Options.

Quotation of the options is sought |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Exercisable any time up to and including 5 pm AEST on 30 September 2009 at 25 cents per share. |

+ See chapter 19 for defined terms.

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<p>4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>The Options will form a new class for which quotation will be sought.</p>										
<p>5 Issue price or consideration</p>	<p>3 cents per New Option</p>										
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issued subject to a Prospectus dated 4 June 2008 for a non renounceable issue of New Options to shareholders</p>										
<p>7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates</p>	<p>10 July 2008</p>										
<p>8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="686 1377 989 1444">Number</th> <th data-bbox="989 1377 1283 1444">⁺Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1444 989 1534">255,754,531</td> <td data-bbox="989 1444 1283 1534">Fully Paid Ordinary Shares</td> </tr> <tr> <td data-bbox="686 1534 989 1668">104,542,349</td> <td data-bbox="989 1534 1283 1668">Listed options expiring 12 September 2008</td> </tr> <tr> <td data-bbox="686 1668 989 1848">72,059,376 (Approximately)</td> <td data-bbox="989 1668 1283 1848">Listed employee options expiring 30 September 2009</td> </tr> <tr> <td data-bbox="686 1848 989 1984">5,000,000</td> <td data-bbox="989 1848 1283 1984">Unlisted employee options expiring 30 June 2009</td> </tr> </tbody> </table>	Number	⁺ Class	255,754,531	Fully Paid Ordinary Shares	104,542,349	Listed options expiring 12 September 2008	72,059,376 (Approximately)	Listed employee options expiring 30 September 2009	5,000,000	Unlisted employee options expiring 30 June 2009
Number	⁺ Class										
255,754,531	Fully Paid Ordinary Shares										
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72,059,376 (Approximately)	Listed employee options expiring 30 September 2009										
5,000,000	Unlisted employee options expiring 30 June 2009										

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9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	⁺ Class
		6,835,000	Unlisted employee options expiring 22 November 2012
		800,000	Unlisted employee options expiring 1 December 2010
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non Renounceable
13	Ratio in which the ⁺ securities will be offered	1 option for every 5 shares held
14	⁺ Class of ⁺ securities to which the offer relates	Options for fully paid shares to Shareholders
15	⁺ Record date to determine entitlements	20 June 2008
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not Applicable
17	Policy for deciding entitlements in relation to fractions	Fractional entitlements will be rounded up to the next whole number.
18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	The Offer is only to persons (including individuals and corporate entities) who are Shareholders on the Record Date with registered addresses in Australia or New Zealand. This Offer is not extended to, and no New Options are offered or will be issued to, Shareholders with registered addresses outside of Australia or New Zealand.
19	Closing date for receipt of acceptances or renunciations	9 July 2008

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20	Names of any underwriters	Bell Potter Securities Limited
21	Amount of any underwriting fee or commission	\$76,726
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	24 June 2008
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	4 June 2008
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

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- 32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

(If the additional securities do not form a new class, go to 43)

Tick to indicate you are providing the information or documents

35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

To be provided upon allotment

36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

To be provided upon allotment

37 A copy of any trust deed for the additional ⁺securities
N/A

(now go to 43)

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Entities that have ticked box 34(b)

38 Number of securities for which
 +quotation is sought

NA

39 Class of +securities for which
 quotation is sought

NA

40 Do the +securities rank equally in all
 respects from the date of allotment
 with an existing +class of quoted
 +securities?

If the additional securities do not
 rank equally, please state:

- the date from which they do
- the extent to which they
 participate for the next dividend,
 (in the case of a trust,
 distribution) or interest payment
- the extent to which they do not
 rank equally, other than in
 relation to the next dividend,
 distribution or interest payment

NA

41 Reason for request for quotation
 now

Example: In the case of restricted securities, end of
 restriction period

(if issued upon conversion of
 another security, clearly identify that
 other security)

NA

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)	NA	

All entities

+ See chapter 19 for defined terms.

Fees

43 Payment method (tick one)

Cheque attached

Electronic payment made

Note: Payment may be made electronically if Appendix 3B is given to ASX electronically at the same time.

Periodic payment as agreed with the home branch has been arranged

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

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- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: Date: 4 June 2008
(Company Secretary)

Print name: Kevin Lynn

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