

# Proxy Form

The Secretary, Hill End Gold Limited, 3 Spring Street, Sydney NSW 2000

## SHAREHOLDER DETAILS

Name of Shareholder: \_\_\_\_\_

Address of Shareholder: \_\_\_\_\_

I/We being a member(s) of Hill End Gold Limited, hereby appoint the following person or failing him/her the Chairman of the Meeting as my/our Proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 10.00 am (AEDT) on Thursday, 22 November 2007, at the Christie Corporate, Cambridge Room, Ground Floor, 56 Berry Street, North Sydney, NSW, Sydney, NSW, 2000, (and at any adjournment thereof) in the manner indicated below or as he/she thinks fit.

## PROXY'S DETAILS:

Name of Proxy: \_\_\_\_\_  
(Surname) (Given Names)

Address of Proxy: \_\_\_\_\_

## INSTRUCTIONS AS TO VOTING – Refer attached Notes to the Proxy Form

If you wish to direct your proxy how to vote with respect to the proposed resolutions, please indicate the manner in which your proxy is to vote by placing a “X” in the appropriate box below, otherwise your proxy will vote or abstain from voting as he/she thinks fit.

If the Chairman of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy, how to vote as your proxy in respect of a resolution, please place a mark in the box.

By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman of the meeting for those resolutions other than as proxy holder will be disregarded of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, The Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

## PROXY'S VOTING INSTRUCTIONS (OPTIONAL)

Ordinary Resolutions	FOR	AGAINST	ABSTAIN
1. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re- election of Bruce Thomas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re- election of Ian Sloan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of an Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Grant of Options to Alfred Paton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Grant of Options to Philip Bruce	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Grant of Options to Graham Reveleigh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Grant of Options to Ian Sloan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Grant of Options to Bruce Thomas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval of PLAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Approve Increase in Directors Fees Cap	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Section 195 Approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

It is the Chairman's intention to vote in favour of all resolutions in relation to undirected proxies.

REFER OVERLEAF

**FOR INDIVIDUALS OR JOINT HOLDERS**\_\_\_\_\_  
Signature of Shareholder\_\_\_\_\_  
Name (Please Print)\_\_\_\_\_  
Date\_\_\_\_\_  
Signature of Shareholder  
(Joint Shareholders)\_\_\_\_\_  
Name (Please Print)\_\_\_\_\_  
Date**IF THE MEMBER IS A COMPANY**

The COMMON SEAL of the company was herewith affixed in accordance with the Constitution in the presence of:

\_\_\_\_\_  
Director\_\_\_\_\_  
Director/Secretary\_\_\_\_\_  
Date

IF THE MEMBER IS A COMPANY HAVING ONE PERSON AS ITS SOLE DIRECTOR AND SOLE COMPANY SECRETARY.  
The COMMON SEAL of the company was herewith affixed in accordance with the Constitution in the presence of:

\_\_\_\_\_  
Sole Director/Company Secretary\_\_\_\_\_  
Date**NOTES TO THE PROXY FORM**

Pursuant to the Company's Constitution and the Corporations Act 2001, any person registered in the Register of Shareholders as a holder of one or more shares 48 hours prior to the time of commencement of the Meeting is entitled to attend and vote at the Meeting.

Shareholders are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights.

The Proxy Form and the Power of Attorney (if any) or the instrument appointing the proxy and power of attorney (if any) under which it is signed (or an office copy or notarially certified copy thereof) must be deposited at the Registered Office of the Company (4 Bowen Street, Hill End Fax: +61 2 66378345) at least 48 hours prior to the time of holding of the Meeting (and at any adjournment thereof), at which the individual named in the Proxy Form proposes to vote.

A proxy must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, under its common seal or under the hand of an authorised officer or attorney.

A person authorised (pursuant to the provisions of the Corporations Act 2001) by a corporation which is a Shareholder of the Company to act as its representative at the Meeting is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual Shareholder of the Company.

A legible facsimile transmission copy of the instrument and the power of attorney or other authority is acceptable. The facsimile number to which a Proxy Form may be sent is +612 82494919.

The proxy may, but need not be, a Shareholder of the Company.

*Corporate Representation*

A company may only vote by proxy, power of attorney or by appointment of a corporate representative. The instrument appointing a proxy is not valid unless the original instrument and the power of attorney or other authority (if any) under which the instrument is signed (duly stamped where necessary) or a copy or facsimile which appears on its face to be an authentic copy of that proxy, or power of attorney is submitted to the Registered Office within the time set out herein. A company must sign a proxy under common seal in accordance with its Constitution or under power of attorney, which must be produced, with the Proxy Form.

If the shares are registered in the name of more than one person, all such holders must sign the Proxy Form.

To be valid a Proxy Form and the Power of Attorney under which it is signed or proof thereof must be to the satisfaction of the Directors.