

## SUPPLEMENTARY PROSPECTUS

This is a Supplementary Prospectus that is to be read in conjunction with the Replacement Prospectus of the Company dated 18 February, 2003 ("the Replacement Prospectus").

### IMPORTANT NOTICE

1. This Supplementary Prospectus is dated 6<sup>th</sup> June, 2003. A copy of this Supplementary Prospectus was lodged with ASIC on 6<sup>th</sup> June, 2003.
2. Terms defined in the Replacement Prospectus dated 18<sup>th</sup> February, 2003 ("the Replacement Prospectus") have the same meaning where used in this Supplementary Prospectus and people may obtain a copy of the Replacement Prospectus from the Company free of charge during the application period under this Supplementary Prospectus provided by the operation of subsection 712(5) of the Corporations Act, 2001 ("the Act").
3. The Replacement Prospectus contains detailed information about the Company and the Offer and it is advisable to read the Replacement Prospectus before completing the attached Application Form. Any person who passes on to another the Application Form must, at the same time and by the same means, give the other person a complete and unaltered copy of the Replacement Prospectus.
4. The Replacement Prospectus when read with this Supplementary Prospectus contains all information that is required by the operation of Sections 710, 711 and 712 of the Act and does not contain any material that is false or misleading.

### REASONS FOR SUPPLEMENTARY PROSPECTUS DATED 6<sup>th</sup> JUNE, 2003

1. The Company has become aware that it cannot satisfy the time requirements of subsection 723(3) of the Act.
2. The Company is to extend the dates contained in the INDICATIVE TIMETABLE in paragraph 4.3 of the Replacement Prospectus as provided herein, and has applied to the ASIC for relief and a Declaration under Section 741(1) of the Act to enable the Company to comply with the operation of Subsections 723(3)(b) of the Act. A copy of the terms of that Declaration is contained in Annexure "A" of this Supplementary Prospectus.
3. This Supplementary Prospectus has been prepared to notify applicants to the Offer of the Company contained in the Replacement Prospectus that pursuant to subsection 724(2)(b) of the Act, persons who have applied for shares under that disclosure document are to be given a copy of this Supplementary Prospectus and have one (1) month to withdraw their application and be repaid by the Company.

## BROKER TO THE ISSUE: HUDSON SECURITIES LIMITED

### INDICATIVE TIMETABLE

The INDICATIVE TIMETABLE contained in paragraph 4.3 of the Replacement Prospectus is deleted and replaced by the following:-

<i>" Date of the Supplementary Prospectus:</i>	<i>6<sup>th</sup> June, 2003</i>
<i>Offer Opening Date:</i>	<i>6<sup>th</sup> June, 2003</i>
<i>Offer Closing Date:</i>	<i>7<sup>th</sup> July, 2003 (5pm AEST)</i>
<i>Dispatch of Statement of Shareholdings:</i>	<i>14<sup>th</sup> July, 2003</i>
<i>Expected date for Listings on the ASX:</i>	<i>21 July, 2003</i>

*The above dates are indicative only and the Company, in consultation with the Broker to the Issue, reserves the right to extend or close the Offer early without notice, subject to the provisions of Subsection 724(2)(b) of the Act. Accordingly, applicants are encouraged to apply as soon as possible as the Offer may close earlier than the date specified above."*

### RISK FACTORS

The Directors of the Company draw the attention of the Applicants to the Risk Factors contained on pages 50 and 51 of the Replacement Prospectus. With the exception of paragraph 9.5, these factors remain constant and unaltered. All tenements and their respective titles remain in good standing. In relation to the comments upon Market Factors contained in paragraph 9.5 of the Replacement Prospectus, the Company draws the attention of the applicants to the following:-

1. the price of gold as at the date of the Prospectus of the 29<sup>th</sup> October, 2002 was US\$317.10 per ounce. The spot price of gold as at 6<sup>th</sup> June, 2003 is US\$367.60 per ounce; and
2. the exchange rate of the US dollar to the Australian dollar as at the date of the Prospectus of 29<sup>th</sup> October, 2002 was 0.5590 cents. The exchange rate of the US dollar to the Australian dollar as at the 6<sup>th</sup> June, 2003 is 66.64 cents.

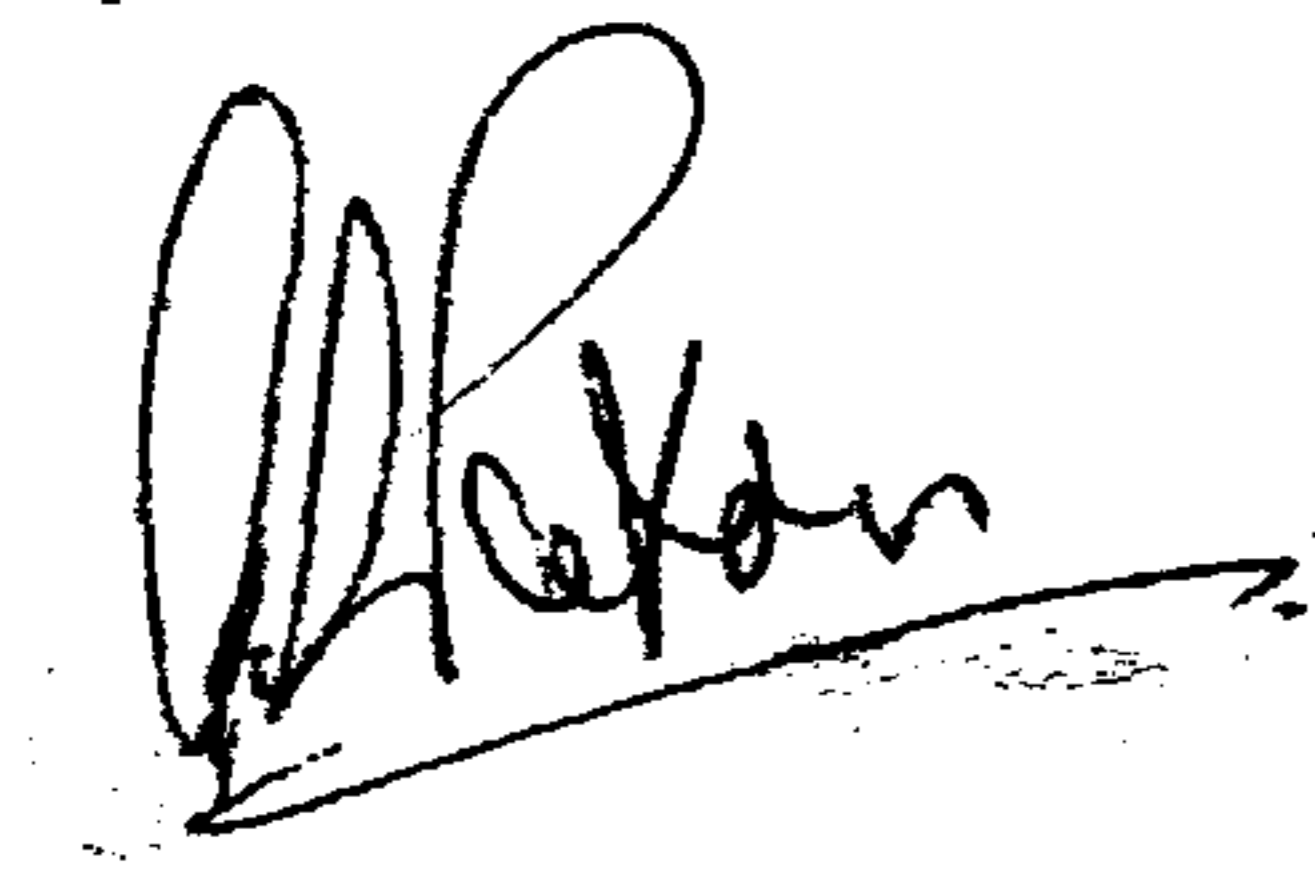
The price of gold and the exchange rate of the Australian dollar to the US dollar have fluctuated since the 29<sup>th</sup> October, 2002 and are likely to continue to fluctuate.

**DIRECTORS' AUTHORISATION AND RESPONSIBILITY STATEMENT**

The Directors of the Company who authorised the issue of this Supplementary Prospectus accept responsibility for the information contained in the Supplementary Prospectus and the Replacement Prospectus.

This Supplementary Prospectus is authorised and signed by Mr Alfred Paton on behalf of the Directors.

**FOR AND ON BEHALF OF HILL END GOLD LIMITED**

A handwritten signature in black ink, appearing to read 'Alfred Paton', with a horizontal line drawn underneath it.

.....  
ALFRED PATON  
CHAIRMAN

*Dated: 6<sup>th</sup> June, 2003*



**Australian Securities and Investments Commission  
Corporations Act 2001 - Subsection 741(1) - Declaration**

Pursuant to paragraph 741(1)(b) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6D of the Act applies to the person specified in Schedule A in the case referred to in Schedule B as if paragraph 723(3)(b) of Part 6D.2 of the Act were modified or varied by replacing the words "6 months and 19 days" with the words "8 months and 22 days".

And pursuant to paragraph 741(1)(b) of the Act, ASIC declares that Chapter 6D of the Act applies to the person specified in Schedule A in the case referred to in Schedule C as if paragraph 723(3)(b) of Part 6D.2 of the Act were modified or varied by replacing the words "3 months" with the words "5 months and 3 days".

**SCHEDULE A**

**Hill End Gold Limited ACN 072 692 365 ("issuer")**

**SCHEDULE B**

An issue or transfer of securities by the issuer in response to an application made under a prospectus dated 29 October 2002 and lodged with ASIC by the issuer on 29 October 2002 and a supplementary prospectus dated 22 January 2003 and lodged with ASIC by the issuer on 22 January 2003, where all issues and transfers of the securities are made after a supplementary document is lodged with ASIC in accordance with section 719 of the Act and the issuer complies with section 724 of the Act.

**SCHEDULE C**

An issue or transfer of securities by the issuer in response to an application made under a replacement prospectus dated 18 February 2003 and lodged with ASIC by the issuer on 18 February 2003, where all issues and transfers of the securities are made after a supplementary document is lodged with ASIC in accordance with section 719 of the Act and the issuer complies with section 724 of the Act.

Dated 6 June 2003



Signed by Shirley Wu

as delegate of the Australian Securities and Investments Commission

Pin cheque (s) here.  
Do not staple.

**HILL END GOLD LIMITED**  
(A.C.N. 072 692 365)  
**APPLICATION FORM**  
**Supplementary Prospectus**

**Brokers**

**Firm's Stamp**  
**Code (office use)**

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I/We apply to purchase

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Shares at \$0.20 per share.

A. I/We lodge full application money \$

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(Minimum 10,000 shares)

This amount must equal the amount of shares applied for by the application price.

**Complete full name details (refer overleaf for correct forms of registration names)**

Mr Mrs Ms Miss Given names or Company name Surname

C. 

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Mr Mrs Ms Miss Joint Applicant #2 Surname

D. 

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Joint Applicant #3

Mr Mrs Ms Miss or designated account e.g. Superfund A/c Surname

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**Complete address details**

Number and Street

E. 

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Suburb /City or Town

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Chess HIN (If applicable)

F. 

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Home Telephone

Work Telephone

Contact

G. 

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Tax File Number/Exemption details

Applicant 1

Applicant 2

Applicant 2

H. 

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**Cheque Details (Important: Please make cheques payable to 'Hill End Gold Limited - Share Offer Account' and cross 'Not Negotiable')**

Drawer	Bank	Branch	\$	
			.00	
			.00	
<b>Amount must equal amount in 'B'</b>			<table border="1"><tr><td style="width: 150px; height: 20px;"></td></tr></table> .00	

***THIS SUPPLEMENTARY REPLACEMENT PROSPECTUS REPLACES THE REPLACEMENT PROSPECTUS WHICH REPLACED THE ORIGINAL PROSPECTUS AND THE SUPPLEMENTARY PROSPECTUS***



## DECLARATION

I/We declare that by lodging this Application Form, I/We represent and acknowledge that I/We have read and understood the Supplementary Prospectus to which this Application Form relates and agree to be bound by the Constitution of the Company. I/We hereby authorise the Company to complete and execute any document necessary to effect the allotment and transfer of any Shares. By lodging this Application Form, I/We declare that this Application is completed and lodged according to the Supplementary Prospectus and that all statements made by me/us are complete and accurate. I/We represent and warrant that by lodging this Application Form I am /We are in compliance with all laws of jurisdictions outside the Commonwealth of Australia relevant to this Application. I/We represent and warrant I am /We are not in the United States and not acting for the account or benefit of another person in the United States.

## NO SIGNATURE IS REQUIRED ON THIS FORM

## TREATMENT OF APPLICATION

The return of an Application Form with your cheque for the application money will constitute your offer to purchase or subscribe for shares and options. If your Application Form is not completed correctly, or if the accompanying payment is the wrong amount, it may still be treated as valid.

The decision of the Company as to whether to treat your Application as valid, and how to construct, amend or complete it, shall be final. The decision on the number of shares to be allocated or transferred to you shall also be final. You will not, however, be treated as having offered to purchase more Shares than is indicated on the Application Form.

Investors applying under the Offer whose Applications are not accepted, or are accepted in respect of a lower number of shares than the number applied for, will receive a refund of all or part of their Application money without interest, as applicable.

## WHERE TO SEND YOUR APPLICATION FORM

Cheques should be made payable to "Hill End Gold Limited - Share Offer Account" and crossed "Not Negotiable". Completed Application forms and accompanying cheques should be sent to:

Hill End Gold Limited  
c/- **Registries Limited**  
PO Box R67 Royal Exchange  
Sydney NSW 1223

or

Hill End Gold Limited  
c/- **Registries Limited**  
Level 2, 28 Margaret Street  
Sydney NSW 2000

and reach Registries Limited by no later than 5.00 p. m. EST on the Offer Closing Date.

## CORRECT FORM OF REGISTRABLE NAMES

Note that **ONLY** legal entities are allowed to hold shares. Applicants must be in the names of natural persons, companies or other entities acceptable to the Company. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other – registrable name may be included by way of an account designation if completed exactly as described in the examples of correct forms below:

TYPE OF INVESTOR	CORRECT FORM	EXAMPLES OF INCORRECT FORM
<b>Individuals</b> Give full name – not initials	WILLIAM JOHN SMITH	W.J. Smith
<b>Person under age of 18</b> Do not use the name of a minor Use name(s) of parent(s)/guardian(s)	PETER ROBERT JONES JENNIFER MARGARET JONES (MICHAEL JONES A/C)	Michael Jones
<b>Companies</b> Use company title, not abbreviations	PAUL JOHNSON PTY LTD	P. Johnson Co. Paul Johnson P/L
<b>Trusts</b> Do not use the name of the trust, use name(s) of trustee(s)	WILLIAM JOHN SMITH (SMITH FAMILY A/C)	William Smith Family Trust
<b>Deceased Estates</b> Do not use the name of the deceased, use personal name(s) of executor(s)	ROSEMARY JANE MURRY (EST COLIN WALKER A/C)	Estate of late Colin Walker
<b>Partnerships</b> Do not use the name of the partnership, use personal name(s) of partners(s)	SALLY JANE JONES DAVID ASHLEY JONES	Sally Jones & Son
<b>Clubs/ Unincorporated Bodies</b> Do not use the name clubs etc, use personal name(s) of office bearer(s)	WILLIAM JOHN SMITH (WEEKEND ANGLERS' ASSOCIATION A/C)	Weekend Anglers' Association
<b>Superannuation Funds</b> Do not use the name of the fund, use name(s) of trustee(s)	MADELEINE KELLY PTY LTD (SUPER FUND A/C)	Madeleine Kelly Pty Ltd Superannuation Fund.