

Appendix 1A

General admission application and agreement

This form is for use by an entity seeking admission to the +official list in the general category (for classification as a debt issuer use Appendix 1B, and for classification as an exempt foreign entity use Appendix 1C). The form is in 3 parts:

1. *Application for admission to the +official list;*
2. *Information to be completed; and*
3. *Agreement to be completed.*

Information and documents (including this appendix) given to ASX in support of an application become ASX's property and may be made public. This may be prior to admission of the entity and +quotation of its +securities. Publication does not mean that the entity will be admitted or that its +securities will be quoted.

Introduced 1/7/96. Origin: Appendix 1. Amended 1/7/97, 1/7/98, 1/9/99, 13/3/2000, 1/7/2000.

Part 1 - Application for admission to the official list

Name of entity	ACN, ARBN or ARSN
Hill End Gold Limited	072 692 365

We (the entity) apply for admission to the +official list of Australian Stock Exchange Limited (ASX) and for +quotation of +securities.

Part 2 - Information to be completed

About the entity

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

All entities

- | | | | |
|---|--|--|--|
| 1 | Type of admission
<i>(tick one)</i> | General <input type="checkbox"/> | +Investment entity <input type="checkbox"/> |
| | | +Scientific research based entity <input type="checkbox"/> | +Mining exploration entity <input checked="" type="checkbox"/> |

2	+Main class of +securities	Number	+Class
		39,984,122	Ordinary Fully Paid Shares
3	Additional +classes of +securities (except +CDIs)	Number to be quoted	+Class
		11,447,053	Options over Ordinary Fully Paid Shares
		Number not to be quoted	+Class
		950,000	Employee Options

+ See chapter 19 for defined terms.

For details of these options see section 10.3 of Prospectus. Employee Options exercisable at \$0.20 each on or before 31 August 2006.
Annexure A

- 4 Postal address for all correspondence, general fax number, and fax number for +company announcements office to confirm release of information to the market

Registered and Technical Office
C/- GR&A Pty Ltd
PO Box 92
Earlville QLD 4870

Fax No. (07) 4033 6415

- 5 Address of principal +security registries for each +class of +security (including +CDIs)

Registries Limited
Level 2, 28 Margaret Street
Sydney NSW 2000

- 6 Annual balance date

30/06/XX

Companies only
(Other entities go to 19)

- 7 Name and title of chief executive officer/managing director

Graham Charles Reveleigh
Managing Director

- 8 Name and title of chairperson of directors

Alfred Lampard Paton
Non Executive Chairman

- 9 Names of all directors

Alfred Lampard Paton
Non Executive Chairman

Graham Charles Reveleigh
Managing Director

Philip Francis Bruce
Non Executive Director

Ian Noel Stuart Sloan
Non Executive Director

⁺ See chapter 19 for defined terms.

10	Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits	<p>No director has an entitlement to participate in profits All directors except the managing director and current chairman will retire by rotation.</p> <p>Alfred Paton will offer himself for re – appointment each year in accordance with section 228 of the Corporations Law.</p> <p>Graham Reveleigh (Managing Director) is appointed by the Board and will not be subject to rotation per clause 103 of Company’s Constitution.</p>
11	Name and title of company secretary	Kevin Martin Lynn
12	Place of incorporation	Queensland
13	Date of incorporation	1 February 1996
14	Legislation under which incorporated	The Corporations Law in Queensland.
15	Address of registered office in Australia	C/- GR&A Pty Ltd 41 Cavendish Street P O Box 92 Earlville QLD 4870 Telephone: +61 7 4033 1805 Facsimile: +61 7 4033 6415 www.hillendgold.com.au
16	Month in which annual meeting is usually held	October
17	Months in which dividends are usually paid (or are intended to be paid)	Not applicable at this time.
18	If the entity is a foreign company which has a certificated subregister for quoted *securities, the location of Australian *security registers	N/A
18A	If the entity is a foreign company, the name and address of the entity’s Australian agent for service of process	N/A

+ See chapter 19 for defined terms.

(Companies now go to 31)

All entities except companies

19	Name and title of chief executive officer/managing director of the responsible entity or management company	N/A
20	Name and title of chairperson of directors of responsible entity or management company	N/A
21	Names of all directors of the responsible entity or management company	N/A
22	Duration of appointment of directors of responsible entity or management company (if not subject to retirement by rotation) and details of any entitlement to participate in profits	N/A
23	Name and title of company secretary of responsible entity or management company	N/A
23A	Trusts only - if the trust is a registered managed investment scheme, the names of the members of the compliance committee (if any)	N/A
24	Place of registration of the entity	N/A
25	Date of registration of the entity	N/A

⁺ See chapter 19 for defined terms.

26	Legislation under which the entity is registered	N/A
27	Address of administration office in Australia of the entity	N/A
28	If an annual meeting is held, month in which it is usually held	N/A
29	Months in which distributions are usually paid (or are intended to be paid)	N/A
30	If the entity is a foreign entity which has a certificated subregister for quoted ⁺ securities, the location of Australian ⁺ security registers	N/A
30A	If the entity is a foreign trust, the name and address of the entity's Australian agent for service of process	N/A

⁺ See chapter 19 for defined terms.

About the entity

All entities

Tick to indicate you are providing the information or documents

Where is the information or document to be found? (eg, prospectus cross reference)

- | | | | |
|----|--------------------------|--|--|
| 31 | <input type="checkbox"/> | Evidence of compliance with 20 cent minimum issue price or sale price, and spread requirements | Prospectus Section 4.2 |
| 32 | <input type="checkbox"/> | Prospectus or information memorandum relevant to the application (250 copies) | Two black and white copies of Prospectus enclosed, 250 copies will be provided when printing complete. |
| 33 | <input type="checkbox"/> | Cheque for fees | Refer Annexure B or calculation. |
| 34 | <input type="checkbox"/> | Type of subregisters the entity will operate
<small>Example: CHESS and certificated subregisters</small> | Prospectus Section 4.15 |
| 35 | <input type="checkbox"/> | Copies of any contracts referred to in the prospectus or information memorandum (including any underwriting agreement) | Copies of contracts Annexure G Prospectus Section 10.9 |
| 36 | <input type="checkbox"/> | A certified copy of any restriction agreement entered into in relation to *restricted securities | No restricted securities determined by ASX at the date of this application therefore no restriction agreement have been entered into. |
| 37 | <input type="checkbox"/> | If there are *restricted securities, undertaking issued by any bank or *recognised trustee | N/A |
| 38 | <input type="checkbox"/> | (Companies only) - certificate of incorporation or other evidence of status (including any change of name) | Certificate of Registration on Conversion to a Public Company and Change of Name - Annexure C |
| 39 | <input type="checkbox"/> | (All entities except companies) - certificate of registration or other evidence of status (including change of name) | N/A |
| 40 | <input type="checkbox"/> | Copy of the entity's constitution (eg, if a company, the memorandum and articles of association) | Copy of Constitution Annexure D |

⁺ See chapter 19 for defined terms.

Tick to indicate you are providing the information or documents

Where is the information or document to be found? (eg, prospectus cross reference)

41 Completed checklist that the constitution complies with the listing rules (copy of articles checklist is available from any Companies Department)

The Constitution includes the provisions of Appendix 15 A including the applicable definitions, clause 124. Appendix E

42 A brief history of the entity or, if applicable, the group

Prospectus Section 5, 6 and 7.

About the securities to be quoted

All entities

43 Confirmation that the +securities to be quoted are eligible to be quoted under the listing rules

We confirm that the conditions for quotation contained in Listing Rule 2.1 have been, or will be met.

44 Voting rights of +securities to be quoted

Prospectus Section 10.1

45 A specimen certificate/holding statement for each +class of +securities to be quoted and a specimen holding statement for +CDIs

Copy of specimen certificate Annexure F

46 Terms of the +securities to be quoted

Prospectus Section 4.12

47 A statement setting out the names of the 20 largest holders in each +class of +securities to be quoted, and the number and percentage of each +class of +securities held by those holders

Prospectus Section 10.12

48 A distribution schedule of each +class of +equity securities to be quoted, 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

Following the successful raising of capital the spread of shareholders will be provided.

⁺ See chapter 19 for defined terms.

Tick to indicate you are providing the information or documents

Where is the information or document to be found? (eg, prospectus cross reference)

49 The number of holders of a parcel of *securities with a value of more than \$2,000, based on the issue/sale price

Following the successful raising of capital the number of holders of a parcel of securities with a value of more than \$2,000 will be provided.

50 Terms of any *debt securities and *convertible debt securities

No Debt Securities

51 Trust deed for any *debt securities and *convertible debt securities

No Debt Securities

52 Trusts only - if the trust is not a registered managed investment scheme, ASIC exemption re buy-back provisions

N/A

All entities with classified assets

(Other entities go to 62)

*All *mining exploration entities and, if ASX asks, any other entity that has acquired, or entered into an agreement to acquire a *classified asset, must give ASX the following information.*

53 The name of the vendor and details of any relationship of the vendor with us

Prospectus Section 7, section titled Tenement Ownership

54 If the vendor was not the beneficial owner of the *classified asset at the date of the acquisition or agreement, the name of the beneficial owner(s) and details of the relationship of the beneficial owner(s) to us

N/A

55 The date that the vendor acquired the *classified asset

Prospectus Section 7, section Tenement ownership

56 The method by which the vendor *acquired the *classified asset, including whether by agreement, exercise of option or otherwise

Prospectus Section 8, section titled Background

⁺ See chapter 19 for defined terms.

Tick to indicate you are providing the information or documents

Where is the information or document to be found? (eg, prospectus cross reference)

- | | | | |
|----|--------------------------|--|--|
| 57 | <input type="checkbox"/> | The consideration passing directly or indirectly from the vendor (when the vendor ⁺ acquired the asset), and whether the consideration has been provided in full | Prospectus Section 8, section titled Background |
| 58 | <input type="checkbox"/> | Full details of the ⁺ classified asset, including any title particulars | Prospectus Section 7, section titled Tenement Ownership |
| 59 | <input type="checkbox"/> | The work done by or on behalf of the vendor in developing the ⁺ classified asset. In the case of a ⁺ mining tenement, this includes prospecting in relation to the tenement. If money has been spent by the vendor, state the amount (verification of which may be required by ASX). | Prospectus Section 8, section titled Background |
| 60 | <input type="checkbox"/> | The date that the entity ⁺ acquired the ⁺ classified asset from the vendor, the consideration passing directly or indirectly to the vendor, and whether that consideration has been provided in full | Prospectus Section 8, section titled Background |
| 61 | <input type="checkbox"/> | A breakdown of the consideration, showing how it was calculated, and whether any experts' reports were commissioned or considered (and if so, with copies attached). | Prospectus Section 8, section titled Background |

About the entity's capital structure
All entities

- | | | | |
|----|--------------------------|---|---|
| 62 | | Deleted 1/9/99. | |
| 63 | <input type="checkbox"/> | A copy of the register of members, if ASX asks | Register will be provided on request. |
| 64 | <input type="checkbox"/> | A copy of any court orders in relation to a reorganisation of the entity's capital in the last five years | No court orders in relation to the reorganisation of capital |
| 65 | <input type="checkbox"/> | The terms of any ⁺ employee incentive scheme | Prospectus Section 10.3, Copy attached Appendix A |

⁺ See chapter 19 for defined terms.

		Where is the information or document to be found? (eg, prospectus cross reference)
66	<input type="checkbox"/> The terms of any +dividend or distribution plan	No current plan
67	<input type="checkbox"/> The terms of any +securities that will not be quoted	Prospectus Section 10.3
68	Deleted 1/7/98.	
69	<input type="checkbox"/> The entity's issued capital (interests), showing separately each +class of +security (except +CDIs), the amount paid up on each +class, the issue price, the dividend (in the case of a trust, distribution) and voting rights attaching to each +class and the conversion terms (if applicable)	Prospectus Section 4.7 Prospectus Section 10.1
70	<input type="checkbox"/> The number of the entity's debentures, except to bankers, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each +class and conversion terms (if applicable). Note: This applies whether the securities are quoted or not.	No debentures on issue
71	<input type="checkbox"/> The number of the entity's unsecured notes, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each +class and conversion terms (if applicable). Note: This applies whether the securities are quoted or not.	No unsecured notes on issue
72	<input type="checkbox"/> The number of the entity's options to +acquire unissued +securities, showing the number outstanding. Note: This applies whether the securities are quoted or not.	Prospectus Section 4.7
73	<input type="checkbox"/> Details of any rights granted to any +person, or to any class of +persons, to participate in an issue of the entity's +securities. Note: This applies whether the securities are quoted or not.	None granted
74	<input type="checkbox"/> If the entity has any +child entities, a list of all +child entities stating in each case the name, the nature of its business and the entity's percentage holding in it. Similar details should be provided for every entity in which the entity holds (directly or indirectly) 20% or more of the issued capital (interests).	No child entities

+ See chapter 19 for defined terms.

About the entity's financial position

(Entities meeting the profit test go to 75. For the assets test go to 81A.)

All entities meeting the profit test

- | | | | |
|---------|--------------------------|--|-----|
| 75 | <input type="checkbox"/> | Evidence that the entity has been in the same main business activity for the last 3 full financial years | N/A |
| 76 | <input type="checkbox"/> | Evidence that the entity is a going concern (or successor) and its aggregated profit for the last 3 full financial years | N/A |
| 77 | <input type="checkbox"/> | Audited *accounts for the last 3 full financial years and audit reports | N/A |
| 78 - 79 | | Deleted 1/7/97. | |
| 80 | <input type="checkbox"/> | Half yearly *accounts (if required) and audit report or review | N/A |
| 80 | <input type="checkbox"/> | Pro forma balance sheet and review | N/A |
| 80 | <input type="checkbox"/> | Statement from all directors or all directors of the responsible entity or management company confirming consolidated *profit from continuing operations | N/A |

All entities meeting the assets test

(only complete one of 81A, 81B or 81C and one of 82 or 83)

Introduced 1/7/96. Amended 1/7/99.

- | | | | |
|-----|--------------------------|--|--|
| 81 | | Deleted 1/7/97 | |
| 81A | <input type="checkbox"/> | For entities other than *investment entities, evidence of net tangible assets of at least \$2 million or market capitalisation of at least \$10 million | Prospectus Section 4.7
Prospectus Section 8 |
| 81B | <input type="checkbox"/> | For *investment entities other than *pooled development funds, evidence of net tangible assets of at least \$15 million | N/A |
| 81C | <input type="checkbox"/> | Evidence that the entity is a *pooled development fund with net tangible assets of at least \$2 million | N/A |
| 82 | <input type="checkbox"/> | Evidence that at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash (if there are no commitments) | Prospectus Section 5.10 |

⁺ See chapter 19 for defined terms.

		Where is the information or document to be found? (eg, prospectus cross reference)
83	<input type="checkbox"/> Evidence that there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash)	Prospectus Section 5.10
84	<input type="checkbox"/> Statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required)	Prospectus Section 4.5
85	Deleted 1/9/99.	
86	Deleted 1/7/97.	
87	<input type="checkbox"/> *Accounts for the last 3 full financial years and audit report, review or statement that not audited or not reviewed	N/A
87A	<input type="checkbox"/> Half yearly *accounts (if required) and audit report, review or statement that not audited or not reviewed	N/A
87B	<input type="checkbox"/> Audited balance sheet (if required) and audit report	N/A
87C	<input type="checkbox"/> Pro forma balance sheet and review (Now go to 106)	Prospectus Section 8
88	Deleted 1/7/97.	
89-92C	Deleted 1/9/99.	
93	Deleted 1/7/97.	
94-98C	Deleted 1/9/99.	
99	Deleted 1/7/97.	
100-105C	Deleted 1/9/99.	

⁺ See chapter 19 for defined terms.

About the entity's business plan and level of operations

All entities

Information contained in the information memorandum

Where is the information or document to be found? (eg, prospectus cross reference)

106 Details of the entity's existing and proposed activities, and level of operations. State the main business

Prospectus Section 3.2 and Prospectus Section 5.7 – 5.10.

107 Details of any issues of the entity's *securities (in all *classes) in the last 5 years. Indicate issues for consideration other than cash

Prospectus Section 8,

Information memorandum requirements

All entities

108 A statement that all the information that would be required under section 710 of the Corporations Law if the information memorandum were a prospectus offering for subscription the same number of *securities for which *quotation will be sought is contained in the information memorandum

NA, Statement in covering letter accompanying this application.

109 The signature of every director, and proposed director, of the entity personally or by a *person authorised in writing by the director (in the case of a trust, director of the responsible entity or management company)

Signatures attached Annexure F

110 The date the information memorandum is signed

**29 October 2002
Page 3 of Prospectus.**

111(a) Full particulars of the nature and extent of any interest now, or in the past 2 years, of every director or proposed director of the entity (in the case of a trust, the responsible entity or management company), in the promotion of the entity, or in the property acquired or proposed to be acquired by it

Prospectus Section 10.6

111(b) If the interest was, or is, as a member or partner in another entity, the nature and extent of the interest of that other entity

N/A

⁺ See chapter 19 for defined terms.

		Where is the information or document to be found? (eg, prospectus cross reference)
111(c)	<input type="checkbox"/> If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, *securities or otherwise by any *person to induce him or her to become or to qualify him or her as, a director, or for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity	N/A
112(a)	<input type="checkbox"/> Full particulars of the nature and extent of any interest of every expert in the promotion of the entity, or in the property acquired or proposed to be acquired by it	Prospectus Section 10.6 and 10.7
112(b)	<input type="checkbox"/> If the interest was or is as a member or partner in another entity, the nature and extent of the interest of that other entity	N/A
112(c)	<input type="checkbox"/> If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, *securities or otherwise by any *person for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity	N/A
113	<input type="checkbox"/> A statement that ASX does not take any responsibility for the contents of the information memorandum	Prospectus Section 4.12
114	<input type="checkbox"/> A statement that the fact that ASX may admit the entity to its *official list is not to be taken in any way as an indication of the merits of the entity	Prospectus Section 4.12
115	<input type="checkbox"/> If the information memorandum includes a statement claiming to be made by an expert or based on a statement made by an expert, a statement that the expert has given, and has not withdrawn, consent to the issue of the information memorandum with the particular statement included in its form and context	Prospectus Section 10.7
116	<input type="checkbox"/> A statement that the entity has not raised any capital for the 3 months before the date of issue of the information memorandum and will not need to raise any capital for 3 months after the date of issue of the information memorandum	Prospectus Section 4.12

⁺ See chapter 19 for defined terms.

Where is the information or document to be found? (eg, prospectus cross reference)

- 117 A statement that a supplementary information memorandum will be issued if the entity becomes +aware of any of the following between the issue of the information memorandum and the date the entity's +securities are +quoted or reinstated.
- A material statement in the information memorandum is false or misleading.
 - There is a material omission from the information memorandum.
 - There has been a significant change affecting a matter included in the information memorandum.
 - A significant new matter has arisen and it would have been required to be included in the information memorandum

Prospectus Section 4.12

Information contained in the supplementary information memorandum

- 118 If there is a supplementary information memorandum:
- Correction of any deficiency.
 - Details of any material omission, change or new matter.
 - A prominent statement that it is a supplementary information memorandum.
 - The signature of every director, or proposed director, of the entity personally or by a +person authorised in writing by the director (in the case of a trust, director of the responsible entity or management company).
 - The date the supplementary information memorandum is signed.

N/A

Evidence if supplementary information memorandum is issued

- 119 Evidence that the supplementary information memorandum accompanied every copy of the information memorandum issued after the date of the supplementary information memorandum.
- 120 Evidence that the supplementary information memorandum was sent to every +person who was sent an information memorandum

N/A

N/A

+ See chapter 19 for defined terms.

Other information

All entities

- | | | |
|-----|---|---|
| 121 | <input type="checkbox"/> Details of any material contracts entered into between the entity and any of its directors (if a trust, the directors of the responsible entity or management company) | Prospectus Section 10.9 |
| 122 | <input type="checkbox"/> A copy of every disclosure document issued, and every information memorandum circulated, in the last 5 years | Copies attached. |
| 123 | <input type="checkbox"/> Information not covered elsewhere and which, in terms of rule 3.1, is likely materially to affect the price or value of the entity's *securities | There is no information that the directors are aware of. |
| 123 | <input type="checkbox"/> The documents which would have been required to be given to ASX under rules 4.1, 4.2, 4.3, 4.5, 5.1, 5.2 and 5.3 had the entity been admitted to the *official list at the date of its application for admission, unless ASX agrees otherwise.

<small>Example: ASX may agree otherwise if the entity was recently incorporated.</small> | There are no document that the directors are aware of. |

Mining exploration entities

- | | | |
|-----|---|---------------------------------|
| 124 | <input type="checkbox"/> A map or maps of the mining tenements prepared by a qualified *person. The maps must indicate the geology and other pertinent features of the tenements, including their extent and location in relation to a capital city or major town, and relative to any nearby properties which have a significant bearing on the potential of the tenements. The maps must be dated and identify the qualified *person and the report to which they relate. | Prospectus Figures 1 - 9 |
| 125 | Deleted 1/7/97 | |

⁺ See chapter 19 for defined terms.

Where is the information or document to be found? (eg, prospectus cross reference)

126	<input type="checkbox"/> A schedule of *mining tenements prepared by a qualified person. The schedule must state in relation to each *mining tenement: <ul style="list-style-type: none"> • the geographical area where the *mining tenement is situated; • the nature of the title to the *mining tenement; • whether the title has been formally confirmed or approved and, if not, whether an application for confirmation or approval is pending and whether the application is subject to challenge; and • the *person in whose name the title to the *mining tenement is currently held. 	Prospectus Section 7 - Table 9
127	<input type="checkbox"/> If the entity has *acquired an interest or entered into an agreement to *acquire an interest in a *mining tenement from any *person, a statement detailing the date of the *acquisition of the interest from the vendor and the purchase price paid and all other consideration (whether legally enforceable or not) passing (directly or indirectly) to the vendor.	NIL
128	<input type="checkbox"/> A financial statement by the directors (if a trust, the directors of the responsible entity or management company) setting out a program of expenditure together with a timetable for completion of an exploration program in respect of each *mining tenement or, where appropriate, each group of tenements	Prospectus Section 5.10.
129	<input type="checkbox"/> A declaration of conformity or otherwise with the Australasian Code for Reporting of Identified Mineral Resources and Ore Reserves for any reports on mineral resources and *ore reserves	N/A

⁺ See chapter 19 for defined terms.

Part 3 - Agreement

All entities

You must complete this agreement. If you require a seal to be bound, the agreement must be under seal.

We agree:

- 1 Our admission to the *official list is in ASX's absolute discretion. ASX may admit us on any conditions it decides. *Quotation of our *securities is in ASX's absolute discretion. ASX may quote our *securities on any conditions it decides. Our removal from the *official list or the suspension or ending of *quotation of our *securities is in ASX's absolute discretion. ASX is entitled immediately to suspend *quotation of our *securities or remove us from the *official list if we break this agreement, but the absolute discretion of ASX is not limited.
- 2 We warrant to ASX that the issue of the *securities to be quoted complies with the law, and is not for an illegal purpose; and that there is no reason why the *securities should not be granted *quotation. We warrant to ASX that an offer of the *securities for sale within 12 months after their issue will not require disclosure under section 707(3) of the Corporations Law.
- 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 is not available now, we 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.
- 5 We will comply with the listing rules that are in force from time to time, even if *quotation of our *securities is deferred, suspended or subject to a *trading halt.
- 6 The listing rules are to be interpreted:
 - in accordance with their spirit, intention and purpose;
 - by looking beyond form to substance; and
 - in a way that best promotes the principles on which the listing rules are based.
- 7 ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.
- 8 A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to ASX in support of the listing application or in compliance with the listing rules.
- 9 In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.
- 10 Except in the case of an entity established in a jurisdiction whose laws have the effect that *CHESS cannot be used for holding legal title to *securities:

⁺ See chapter 19 for defined terms.

- We will satisfy the +SCH +technical and performance requirements and meet any other requirements +SCH imposes in connection with +CHESS approval of our +securities.
- When +securities are issued we will enter them in the +CHESS subregister holding of the applicant before they are quoted, if the applicant instructs us on the application form to do so.
- +SCH is irrevocably authorised to establish and administer a +CHESS subregister in respect of the +securities for which +quotation is sought.

11 Except in the case of an entity established in a jurisdiction whose laws have the effect that +CHESS cannot be used for holding legal title to +securities, we confirm that either:

we have given a copy of this application to +SCH in accordance with section 3 of the SCH Business Rules; or

we ask ASX to forward a copy of this application to +SCH.

12 In the case of an entity established in a jurisdiction whose laws have the effect that +CHESS cannot be used for holding legal title to +securities:

- SCH is irrevocably authorised to establish and administer a +CHESS subregister in respect of +CDIs.
- We will make sure that +CDIs are issued over +securities if the holder of quoted +securities asks for +CDIs.

13 In the case of an entity established in a jurisdiction whose laws have the effect that +CHESS cannot be used for holding legal title to +securities:

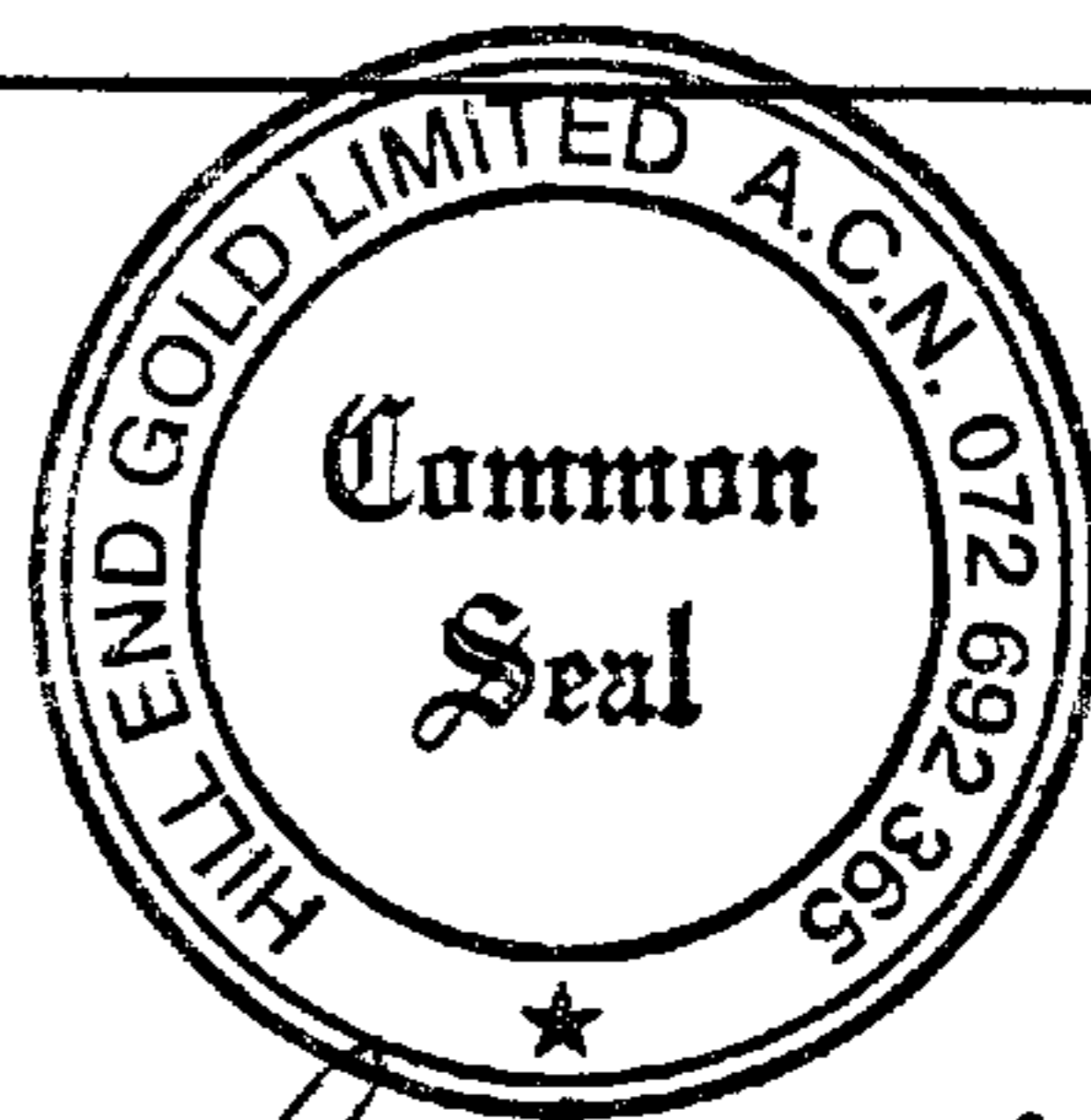
we have given a copy of this application to +SCH in accordance with section 3A of the SCH Business Rules; or

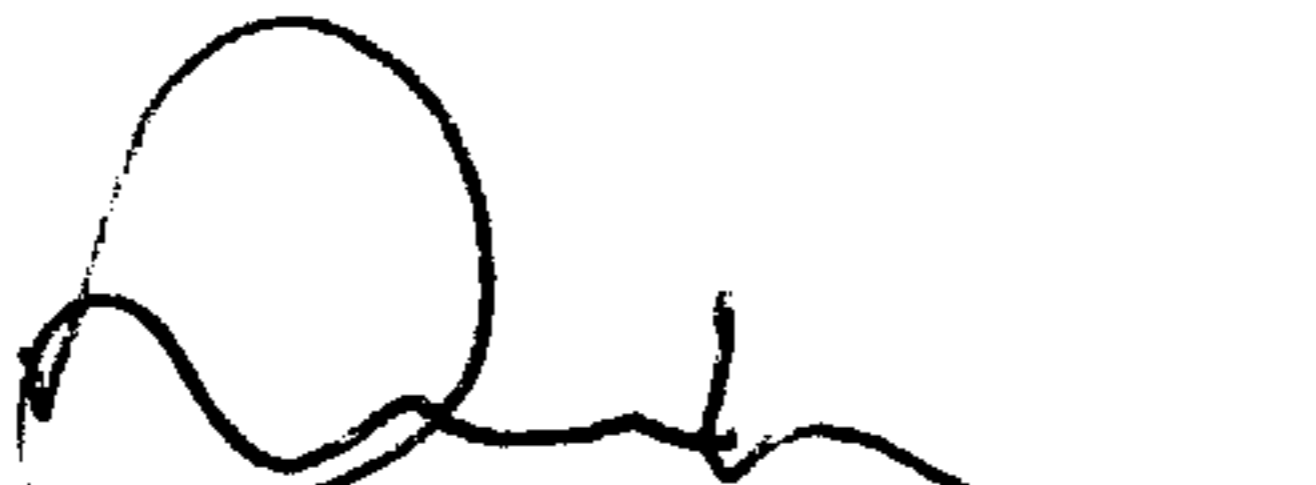
we ask ASX to forward a copy of this application to +SCH.

⁺ See chapter 19 for defined terms.


Executed as an Agreement:

The common seal of Hill End Gold Limited
is fixed to this document in the presence of:





Secretary/Director



Director

KEVIN LINN

Name (please print)

GRAHAM REVELEIGH

Name (please print)

The common seal of ASX Limited
is fixed to this document in the presence of:

Secretary/Director

Director

Name (please print)

Name (please print)

⁺ See chapter 19 for defined terms.