

# H A M P T O N H I L L M I N I N G N L

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10 October 2005

The Manager  
Announcements  
Company Announcements Office  
Australian Stock Exchange Limited  
PO Box H224 Australia Square  
SYDNEY NSW 2000

Dear Sir / Madam.

**Prospectus dated 10 October 2005  
and  
Annual Report 2005**

We attach a Prospectus dated 10 October 2005 in respect of the pro-rata entitlement issue announced earlier today and the Annual Report for the year ended 30 June 2005 which is incorporated with the Prospectus.



Peter Rutledge  
Company Secretary

**HAMPTON HILL MINING NL**

**ABN 60 060 628 524**

**PROSPECTUS**

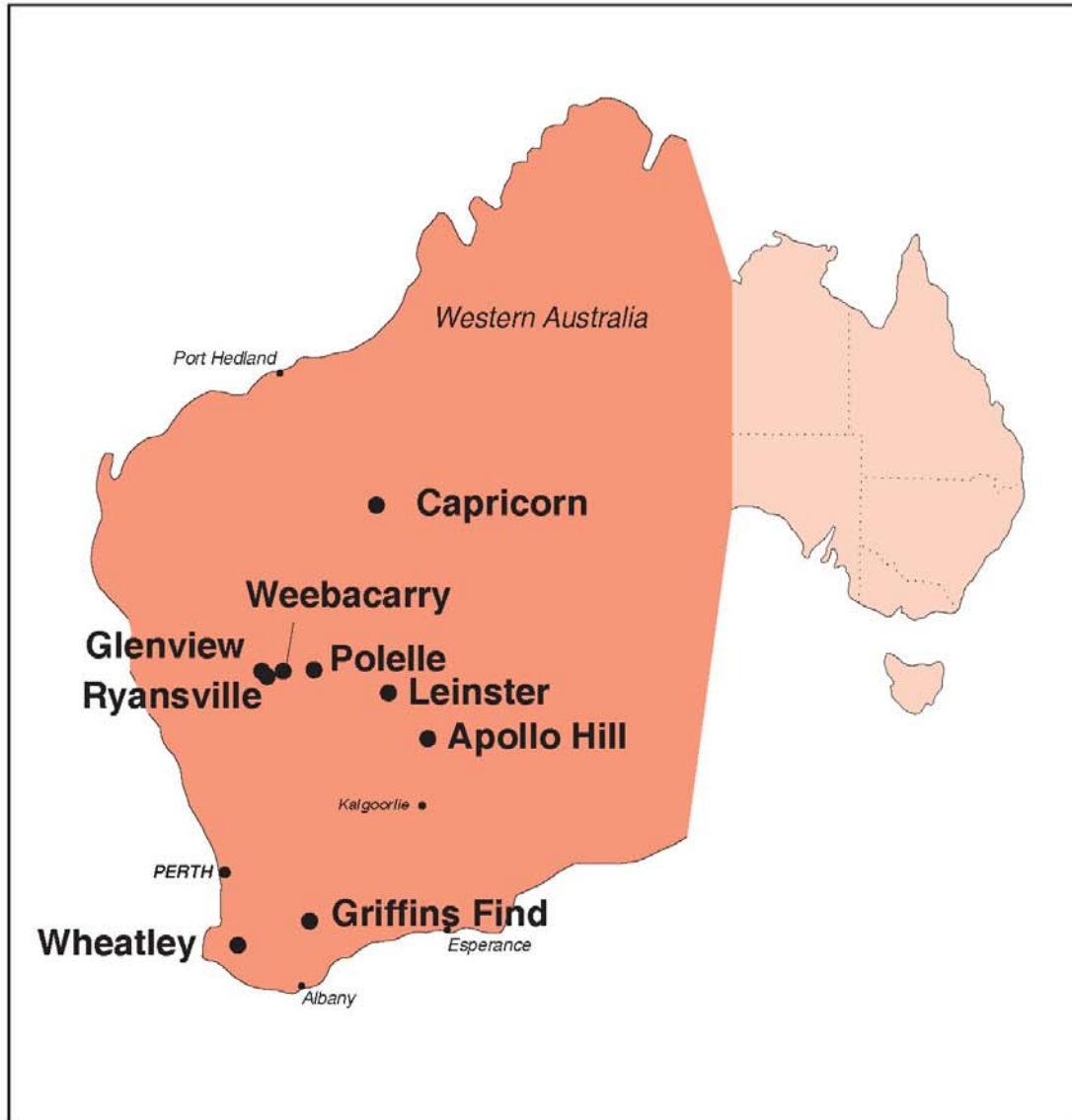
**10 OCTOBER 2005**

**AND**

**ANNUAL REPORT**

**2005**

## PROJECT LOCATIONS



# Hampton Hill Mining NL

ABN 60 060 628 524

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## PROSPECTUS

### FOR AN ISSUE OF SHARES

**DATED 10 October 2005**

For a renounceable pro rata issue of up to 18,663,436 fully paid ordinary shares in Hampton Hill Mining NL at a price of 12 cents each,  
to all holders of ordinary shares in Hampton Hill Mining NL as at 24 October 2005,  
on the basis of 1 share for every 5 shares held, to raise up to \$2,239,612

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#### IMPORTANT NOTICE TO ALL SUBSCRIBERS TO THE ISSUE

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

IT SHOULD BE READ IN ITS ENTIRETY

If you are in doubt as to the course you should follow,

or you need an informed opinion, you should consult your  
stockbroker, solicitor, accountant or other professional  
adviser immediately

THIS ISSUE IS NOT UNDERWRITTEN

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## CORPORATE DIRECTORY

### Directors

Neil Tomkinson  
Non-executive Chairman

Wilson Stanley Forte  
Managing Director

Joshua Norman Pitt  
Non-executive Director

### Company Secretary

Peter Campbell Rutledge

### Registered and Business Office

2<sup>nd</sup> Floor  
9 Havelock Street  
West Perth WA 6005  
Telephone: 08 9481 8444  
Facsimile: 08 9481 8445  
Email: [info@hamptonhill.com.au](mailto:info@hamptonhill.com.au)  
Web: [www.hamptonhill.com.au](http://www.hamptonhill.com.au)

### Home Exchange

Australian Stock Exchange Ltd  
2 The Esplanade  
Perth WA 6000

### Auditors

BDO  
Chartered Accountants and Advisers  
Level 8, 256 St. George's Terrace  
Perth WA 6000

### Share Registry

Security Transfer Registrars Pty Ltd,  
770 Canning Highway,  
Applecross, WA 6153  
Tel : 08 9315 2333  
Fax: 08 9315 2233  
Email: [registrar@securitytransfer.com.au](mailto:registrar@securitytransfer.com.au)

Hampton Hill Mining NL (ABN: 60 060 628 524) is a public listed company incorporated and domiciled in Australia

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## SECTION 1 - EXPLANATION OF THE PROSPECTUS

This Prospectus is dated the 10th day of October 2005. A copy of this Prospectus was lodged with the Australian Securities and Investments Commission ("ASIC") on that date. Neither the ASIC nor the Australian Stock Exchange Limited ("ASX") is responsible for the contents of this Prospectus.

The shares offered under this Prospectus (the "New Shares") are in a class of shares that are listed for quotation on a stock market of the ASX.

No securities will be issued on the basis of this Prospectus after the Expiry Date which is 13 months after the date of this Prospectus.

All monetary amounts referred to in this Prospectus are expressed in Australian Dollars.

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. The distribution of this Prospectus in jurisdictions outside Australia (other than New Zealand) may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

## SECTION 2 - INFORMATION AVAILABLE

### 2.1 Continuous Disclosure

Hampton Hill Mining NL ("Hampton" or "the Company") is a "disclosing entity" for the purposes of Section 111AC of the Corporations Act 2001. As such, it is subject to regular reporting and disclosure obligations which require it to disclose to the ASX any information of which it is or becomes aware concerning the Company and which a reasonable person would expect to have a material effect on the price or value of the securities of the Company.

Disclosing entities are, pursuant to the Corporations Act 2001, required to issue a prospectus satisfying the test set out in Section 713 of the Corporations Act 2001 where the securities offered by the prospectus are quoted securities and the securities are in a class of securities that were quoted securities at all times in the twelve months before the issue of the prospectus.

The Company believes that it has complied with the general and specific requirements of the ASX (as applicable from time to time throughout the twelve months before the issue of this Prospectus) which require the Company to notify the ASX of information about specified events or matters as they arise for the purpose of the ASX making that information available to the stock market conducted by the ASX, and thereby keep the market fully informed.

The shares offered by this Prospectus are considered to be in a class of securities that have been enhanced disclosure securities at all times during the twelve months prior to the issue of this Prospectus.

Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, an office of the ASIC.

Information that is already in the public domain has not been reported in this Prospectus other than that information which is considered necessary to make this Prospectus complete.

The Company will provide free of charge to any person who requests it prior to the Closing Date a copy of any continuous disclosure notices given during the period starting after the lodgement with the ASIC of the Financial Statements for the year ended 30 June 2005 and ending before the issue of this Prospectus.

### 2.2 2005 Annual Report

The Company's 2005 Annual Report incorporating the Financial Statements and the Directors' Report for the year ended 30 June 2005 are included in this Prospectus.

### 2.3 Effect of this Prospectus

When this Prospectus is forwarded to members of the Company they shall have been served with a prospectus for the purpose of the application for the allotment of and the issue of New Shares included in which is the 2005 Annual Report.

### 2.3 Website – Electronic Prospectus

This Prospectus will not be issued as an electronic Prospectus but a copy of the Prospectus excluding the Entitlement and Acceptance Form and Shortfall Application Form may be accessed and downloaded for general information purposes only from the Company's website on the internet at [www.hamptonhill.com.au](http://www.hamptonhill.com.au).



## SECTION 3 - TIMETABLE OF IMPORTANT DATES

Announcement of Entitlement Issue	10 October 2005
Date of Lodgement of Prospectus with ASIC and ASX	10 October 2005
Despatch of preliminary Notice to Shareholders	17 October 2005
Rights Trading commences	18 October 2005
Record Date for determining entitlements to new shares	24 October 2005
Prospectus and Entitlement and Acceptance Form despatched	27 October 2005
Rights Trading ceases	11 November 2005
Issue closes - latest date for acceptances and payment in full	18 November 2005
Despatch Date - last day for shares to be entered into shareholders' holdings	25 November 2005
Annual General Meeting	30 November 2005

These dates are indicative only and may vary. The Company reserves the right to vary the opening and closing dates of the Entitlement Offer without prior notice. This may impact on subsequent dates. Applicants are encouraged to apply as soon as possible after the Entitlement Offer opens as it may close earlier than the date specified. The Company reserves the right not to continue with the Entitlement Offer at any time before the allotment of shares to successful applicants.

## SECTION 4 - CHAIRMAN'S LETTER

It is some years since your Directors called upon you to support the ongoing exploration effort of Hampton Hill. As the Operations Review and the Directors' Overview explain, the Company has varying interests in a very active suite of exploration projects. These include the Griffin's Find, Apollo Hill and Ryansville gold projects, the Wheatley and Glenview base metal projects and a new initiative to explore for iron ore on the Company's tenements in the Weld Range of Western Australia.

Your Directors are supportive of the rights issue which will allow Hampton to fund its 50% share of the exciting diamond drilling programme planned to commence shortly at Wheatley and to further explore in its own right the Company's Griffin's Find project, where recent drilling has confirmed down-plunge potential, and advance its other projects. It will also provide the funds necessary to continue the Company's new project development activities.

Interests associated with myself and Mr Joshua Pitt will contribute fully to the Entitlement Issue assuring that a minimum of 39.75% of the funds to be raised will be forthcoming.

As ever, investment in exploration companies is a speculative exercise and not without risk. Nevertheless your Directors recommend participation in this Entitlement Issue and thank shareholders for their continuing support.

Neil Tomkinson

Chairman

Perth 10 October 2005

## SECTION 5 - DETAILS OF THE ENTITLEMENT OFFER

### 5.1 The Entitlement Offer

This Prospectus invites Existing Shareholders to participate in a pro-rata renounceable Entitlement Offer of 18,663,436 New Shares on the basis of one New Share for every five Shares held on the Record Date at an issue price of 12 cents per New Share. Fractional entitlements will be disregarded.

The Entitlement Offer will comprise 18,663,436 New Shares and will raise approximately \$2,215,000 (after deducting expenses of the Entitlement Offer, estimated to be \$25,000) if all entitlements are taken up.

The holders of the existing 1,400,000 partly paid ordinary shares, comprising employees, are entitled to participate in this issue pro-rata to the proportion which the amount paid up on their shares bears to the total issue price of their shares. The total entitlement of holders of partly paid shares to New Shares on this basis is 1,330 New Shares and is included in the total number of New Shares making up this Entitlement Offer. It is assumed that existing holders of partly paid shares will not pay up the uncalled capital on their shares before the Record Date. However, should all the partly paid shares be paid up in full prior to the Record Date and the resulting entitlements to New Shares be taken up this would result in an additional 278,670 New Shares being issued and an additional \$327,040 being raised by the paying up of the capital on the partly paid shares and the subscription to the resulting entitlements to New Shares.

### 5.2 No Minimum Subscription

There is no minimum subscription for the Entitlement Offer.

### 5.3 Entitlements, Acceptances and Rights Trading

Entitlements to New Shares pursuant to the Entitlement Offer are renounceable and accordingly these rights will, subject to approval, be quoted on the ASX from 18 October 2005 and will cease to be quoted on 11 November 2005. Members who do not wish to accept this Entitlement Offer in whole or in part may renounce their rights in whole or in part in favour of another person.

- **If you wish to sell all of your entitlement**

Fill in the section on the back of the accompanying Entitlement and Acceptance Form marked "Instructions to your Stockbroker" and lodge the form with your stockbroker

- **If you wish to sell part of your entitlement and take up the balance**

Fill in the accompanying Entitlement and Acceptance Form where indicated, complete the section on the back of the Form marked "Instructions to your Stockbroker" and lodge the form with your stockbroker, together with your cheque for the amount due in respect of the shares accepted.

- **If you want to transfer your entitlement to another person other than on the ASX**

Forward a completed standard renunciation form (obtainable from your stockbroker or the ASX) together with your Entitlement and Acceptance Form and the other person's application money to the Company's Share Registry.

- **If you decide not to accept all or part of your entitlement you may seek to deal with the rights rather than allowing them to lapse. Shares not accepted will revert to the Company ("Shortfall Shares").**

The directors will have the right to place any Shortfall Shares within six (6) months of the close of the issue and in those circumstances you will receive no benefit.

It is therefore important that you consider taking action either to accept or to renounce your entitlement in accordance with the instructions above and on the accompanying Entitlement and Acceptance Form.

- Acceptances may not exceed your Entitlement as shown on the Entitlement and Acceptance Form. However should you wish to apply for more New Shares than your Entitlement you may also apply for Shortfall Shares by completing the Shortfall Application Form attached to the end of this Prospectus.

Please complete the Shortfall Application Form in accordance with the instructions set out on the reverse of that form and insert the number of Shortfall Shares for which you wish to apply. Allocation of Shortfall Shares will be subject to the Directors' discretion. Directors reserve the right to allot all or part of the Shortfall Shares within 6 months of the Closing date of this Offer. Directors and their associates are not eligible to participate in applying for Shortfall Shares.

Please ensure that the completed Entitlement and Acceptance Form (and any Shortfall Application Form which you wish to lodge) together with your cheque in settlement is received by the Company's Share Registry at:

Security Transfer Registrars Pty Ltd  
770 Canning Highway,  
P O Box 535  
Applecross, WA 6953

no later than 5.00pm Western Standard Time ("WST") on Friday 18 November 2005 or such later date as the Directors advise. Cheques should be made payable to "*Hampton Hill Mining NL – Rights Issue Account*" and crossed "Not Negotiable". You may lodge one cheque in respect of an Entitlement Acceptance and a Shortfall Application.

## 5.4 Share Market Trading

The latest available market sale price of the Company's shares from the ASX on the day immediately before the announcement of the terms of the Entitlement Offer was 16.5 cents on 6 October 2005.

The highest and lowest recorded sale prices of the Company's shares during the **three months** immediately preceding the announcement of this issue and the respective dates of those sales were:

Highest price:	18 cents	Date:	4 October 2004
Lowest price:	14 cents	Date:	20 July 2005

The highest and lowest recorded sale prices of the Company's shares during the **twelve months** immediately preceding the announcement of this issue and the respective dates of those sales were:

Highest price:	25 cents	Date:	7 October 2004
Lowest price:	12.5 cents	Date:	12 February 2005

## 5.5 Opening and Closing Dates

The Entitlement Offer will open for receipt of acceptances at 10.00 am WST on **Friday 28 October 2005** and will close at 5.00 pm WST on **Friday 18 November 2005**, or such later date not exceeding 13 months from the date of this Prospectus as the Directors, in their absolute discretion and subject to compliance with the Listing Rules, may determine and provided that the Company gives the ASX notice of the change at least 6 Business Days prior to the Closing Date.

## 5.6 Directors' Support of the Issue

The Entitlement Issue is not underwritten, but substantial shareholders Mr J N Pitt and Warramboe Holdings Pty Ltd, Wythenshawe Pty Ltd and Guardian Resources Pty Ltd – companies in which directors N Tomkinson and J N Pitt and their associates hold direct or indirect interests – have a combined holding of 37,089,400 Shares at the date of this Prospectus, representing approximately 39.75% of the issued Shares of the Company and have agreed to subscribe for their full entitlements.

## 5.7 Enquiries

If you have any queries regarding your Entitlement, or Acceptance of your Entitlement and Application for Shortfall, please contact the Share Registry by telephone on (08) 9315 2333 or your stockbroker or professional adviser.

## 5.8 Issue and Allotment of New Shares

The New Shares are expected to be issued and allotted by no later than Friday 25 November 2005.

Until issue and allotment of the New Shares under this Prospectus, the acceptance money will be held in trust in a separate bank account opened and maintained for that purpose only. Any interest earned on the acceptance money will be for the benefit of the Company and will be retained by it irrespective of whether allotment of the New Shares takes place.

## 5.9 ASX Listing

The Company has made application to the ASX for the official quotation of the New Shares offered by this Prospectus. If approval is not granted by the ASX for the official quotation of the New Shares within three (3) months after the date of this Prospectus, the Company will not allot or issue any New Shares and will repay all application monies (where applicable) within the time prescribed under the Corporations Act 2001, without interest.

The fact that the ASX may grant official quotation of the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares now offered for subscription.

## 5.10 Chess System

The Company participates in the Clearing House Electronic Subregister System ("CHESS"). ASX Settlement and Transfer Corporation Pty. Limited ACN 008 504 532 ("ASTC"), a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and Securities Clearing House Business Rules.

Under CHESS, Shareholders will not receive certificates for their New Shares but will receive a statement of their holdings indicating the allotment of their New Shares pursuant to their acceptance of the offer made under this Prospectus.

Shareholders who are broker-sponsored will receive a CHESS statement from ASTC.

Shareholders registered under the Issuer Sponsored subregister will receive a statement from Security Transfer Registrars Pty Ltd.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any month in which the balance of their shareholding changes. Shareholders may also request a statement at any other time, although a charge may be made for this additional service.

## 5.11 Overseas Investors

Shareholders resident outside Australia should consult their professional advisers as to whether any governmental or other consents are required, or other formalities need to be observed to enable them to accept their entitlements.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

## 5.12 No issue of New Shares after the Expiry Date

No New Shares will be issued on the basis of this Prospectus later than the Expiry Date.

## 5.13 Ranking of New Shares

The new shares will rank equally in all respects with the Company's existing issued and fully paid ordinary shares. The Company has two classes of shares being 93,310,529 fully paid ordinary shares and 1,400,000 ordinary shares partly paid to 0.1 cents issued pursuant to the Company's employee share incentive scheme.

## 5.14 Dividend Policy

As the Company is an exploration company the Directors have not considered it necessary to formulate a dividend policy. A dividend policy will become appropriate in the event of the development of a cash flow which leads to trading profits.

## SECTION 6 – PURPOSE AND EFFECT OF THE ENTITLEMENT OFFER

### 6.1 Purpose of the Entitlement Offer

The Entitlement Offer will raise funds for the following purposes:

- To meet the administration and running costs of the Company and the expenses of this Entitlement Offer; and
- For working capital purposes including providing for the costs of exploration of the Company's tenement areas and provision of contributions to joint venture operations; and
- To fund the Company's search for other exploration opportunities.

The following summary of the proposed application of the funds over the next 18 months to 2 years is approximate and is likely to vary depending on the level of Acceptances for this Entitlement Offer and the relative success of the exploration work undertaken on the Company's various projects:

Project / Expense	Application of funds	Amount \$
Griffin's Find	Diamond drilling program and follow-up aircore drilling program	600,000
Wheatley Joint Venture	Diamond drilling , ground based aeromagnetic survey, soil geochemistry	750,000
Apollo Hill	Lake auger geochemistry survey, aircore drilling program, RC follow-up of aircore program	100,000
Glenview	Gold and base metal assays of RC chips from Midwest iron ore drilling , RC follow-up program	140,000
New projects	Evaluation and acquisition	225,000
General working capital	Overhead expenditure and maintenance of Company's mineral properties	400,000
Capital Raising	Cost of Entitlement Issue	25,000
Total		<u>2,240,000</u>

### 6.2 Capital Structure

The capital structure before and after the Entitlement Offer is presented below based on the assumptions that:

- Holder's of existing partly paid shares will not pay up the uncalled capital on their shares before the Record Date and consequently they will participate in the Entitlement Offer only in respect of the amount paid up on their shares;
- all entitlements to New Shares in the Entitlement Offer are taken up.

ORDINARY SHARES	No of shares	Amount \$
On issue - fully paid	93,310,529	13,025,788
- partly paid to 0.1 cents	1,400,000	1,400
New Shares – fully paid (less costs of the issue)	18,663,436	2,214,612
After this Issue - fully paid	111,973,965	15,240,400
- partly paid to 0.1 cents	1,400,000	1,400

The total amount of contributed equity of the Company includes in addition to the amounts shown above, both before and after the issue, a reserve of \$40,110 created on the issue of partly paid shares to employees during the year ended 30 June 2005 in accordance with accounting requirements associated with the adoption of Australian equivalents to International Financial Reporting Standards ("AIFRS").

### **6.3 Effect of this Entitlement Offer**

The effect of this Entitlement Offer on the audited Statement of Financial Position of the Company as at 30 June 2005, adjusted for the impacts of adopting AIFRS, is shown in the proforma post-issue Statement of Financial Position set out below based on the assumptions that:

- (a) the Entitlement Offer was effective as at 30 June 2005;
- (b) an issue of 300,000 partly paid shares to employees, excluding directors, after 30 June 2005 at 20 cents per share partly paid to 0.1 cents per share, in terms of the Company's employee share incentive scheme, has been included in the proforma post-issue balance sheet to reflect the latest equity position of the company.
- (c) existing holders of partly paid shares will not pay up the uncalled capital on their shares before the Record Date and consequently they will participate in the Entitlement Offer pro-rata to the proportion of the total issue price paid up on their shares
- (d) all entitlements to New Shares in the Entitlement Offer are taken up.

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION AUDITED AS AT 30 JUNE 2005 AND UNAUDITED PROFORMA POST ISSUE

	30 June 2005	Proforma Post issue
	\$	\$
<b>CURRENT ASSETS</b>		
Cash assets	795,105	3,010,017
Receivables	<u>44,485</u>	<u>44,485</u>
<b>TOTAL CURRENT ASSETS</b>	<u>839,590</u>	<u>3,054,502</u>
<b>NON CURRENT ASSETS</b>		
Plant and Equipment	12,607	12,607
Exploration and evaluation	<u>6,718,532</u>	<u>6,718,532</u>
<b>TOTAL NON CURRENT ASSETS</b>	<u>6,731,139</u>	<u>6,731,139</u>
<b>TOTAL ASSETS</b>	<u>7,570,729</u>	<u>9,785,641</u>
<b>CURRENT LIABILITIES</b>		
Payables	163,257	163,257
Provisions	<u>23,321</u>	<u>23,321</u>
<b>TOTAL CURRENT LIABILITIES</b>	<u>186,578</u>	<u>186,578</u>
<b>NON CURRENT LIABILITIES</b>		
Provisions	<u>387</u>	<u>387</u>
<b>TOTAL NON CURRENT LIABILITIES</b>	<u>387</u>	<u>387</u>
<b>TOTAL LIABILITIES</b>	<u>186,965</u>	<u>186,965</u>
<b>NET ASSETS</b>	<u>7,383,764</u>	<u>9,598,676</u>
<b>EQUITY</b>		
Contributed equity	13,066,998	15,281,910
Accumulated Losses	<u>(5,683,234)</u>	<u>(5,683,234)</u>
<b>TOTAL EQUITY</b>	<u>7,383,764</u>	<u>9,598,676</u>

### 6.4 Consequences of a Shortfall

As detailed earlier, approximately 40% of the funds which are the subject of this Entitlement Offer have been guaranteed by interests associated with Mr N Tomkinson and Mr J N Pitt. Notwithstanding this substantial support for the Offer, if the total of all funds raised from subscriptions and shortfall applications is less than \$2,215,000 after the expenses of the Offer, the Company has the ability and flexibility to amend its exploration programmes and budgets for the foreseeable future to match funds available at the time.

In these circumstances the Company would in all probability for the balance of the current financial year, concentrate its efforts on what are currently perceived as the most active assets, namely the Griffin's Find Project and the Wheatley joint venture. Further expenditure on these projects will depend on the outcome of drilling programmes planned for late 2005 and early 2006. Additionally Hampton would work to seek joint venture partners for its Apollo Hill (gold) and Capricorn (base metals) properties. At the Weld Range Project, it would in large part be possible to slow down expenditure on the search for base metals pending the results of drilling of several iron ore targets by Midwest Corporation Limited, programmed for late 2005.

The Directors could at the same time, also give consideration to seeking additional funding through the placement of shares to investors outside the current shareholder base.



## SECTION 7 - OPERATIONS OVERVIEW

Hampton Hill Mining NL has had an active year continuing to advance its various greenfields projects in Western Australia. The highlights for the year were: -

- significant gold drill intersections at our Griffin's Find project which have led to a complete reinterpretation of the potential at depth;
- the ground confirmation of several aerial electromagnetic anomalies at the Wheatley base metal project; and
- the commencement of iron ore exploration on the Company's Weld Range tenements.

The Company will focus on the above projects for the time being. The joint venture arrangements in place for the Apollo Hill gold and Capricorn nickel projects have now ended and reappraisal is required before deciding how to fund the next exploration phases. Exploration has continued on our Leinster nickel, Ryansville gold and Weebacarry gold projects, where Hampton is free carried and drilling will begin shortly on each.

### The Griffin's Find Gold Project

The Griffin's Find project covers 83.4 square kilometres of farming country near the town of Lake Grace, some 250 kilometres south east of Perth. Gold was discovered here in the 1950s and limited underground mining took place. Between 1983 and 1990, Otter Exploration NL carried out open cut mining producing about 57,000 ounces from a maximum depth of 50 metres.

Hampton holds an option to purchase the project for \$750,000 from private interests who will retain a net smelter return royalty (NSR) of 1.8% for the first 100,000 ounces produced reducing in steps to a 0.55% NSR for any production over 1 million ounces.

During the year Hampton completed an aggressive exploration campaign to define prospects outside the pit area (see Figure 1). A helicopter borne electromagnetic VTEM survey was carried out and airborne magnetics were reinterpreted. This work was followed up with extensive auger soil sampling, RAB and Aircore drilling programs to define new gold targets. Six RC and five diamond drill holes provided an initial test of some of these targets.

Six diamond drill holes were also completed to provide initial information on the depth potential below the Griffins Find main pit. The pit was also mapped in detail to aid the reinterpretation of the structural controls of the mineralization. Assay results from this program are reported on Table 1, and the position of the drill holes in relation to the old open cut are shown on Figure 2.

The first diamond drill hole at the main pit intersected an estimated true width of 18.4 metres averaging an uncut 4.9 grams per tonne gold in a central position about 25 metres down plunge from ore mined in the old open cut. It intersected a wide lode in which gold mineralization shows a strong association with arsenopyrite and silicification. Three additional holes were drilled, testing the immediate down dip and along strike projections from this hole and a further hole was drilled 130 metres to the north. The lode was clearly recognized in each of these holes characterized by arsenopyrite content and carrying generally higher gold tenor where silicification is most intense as seen in a large proportion of the first hole. The lode tends to thicken towards the south and dips more steeply than previously predicted.

GRIFFINS FIND PROJECT

Figure 1

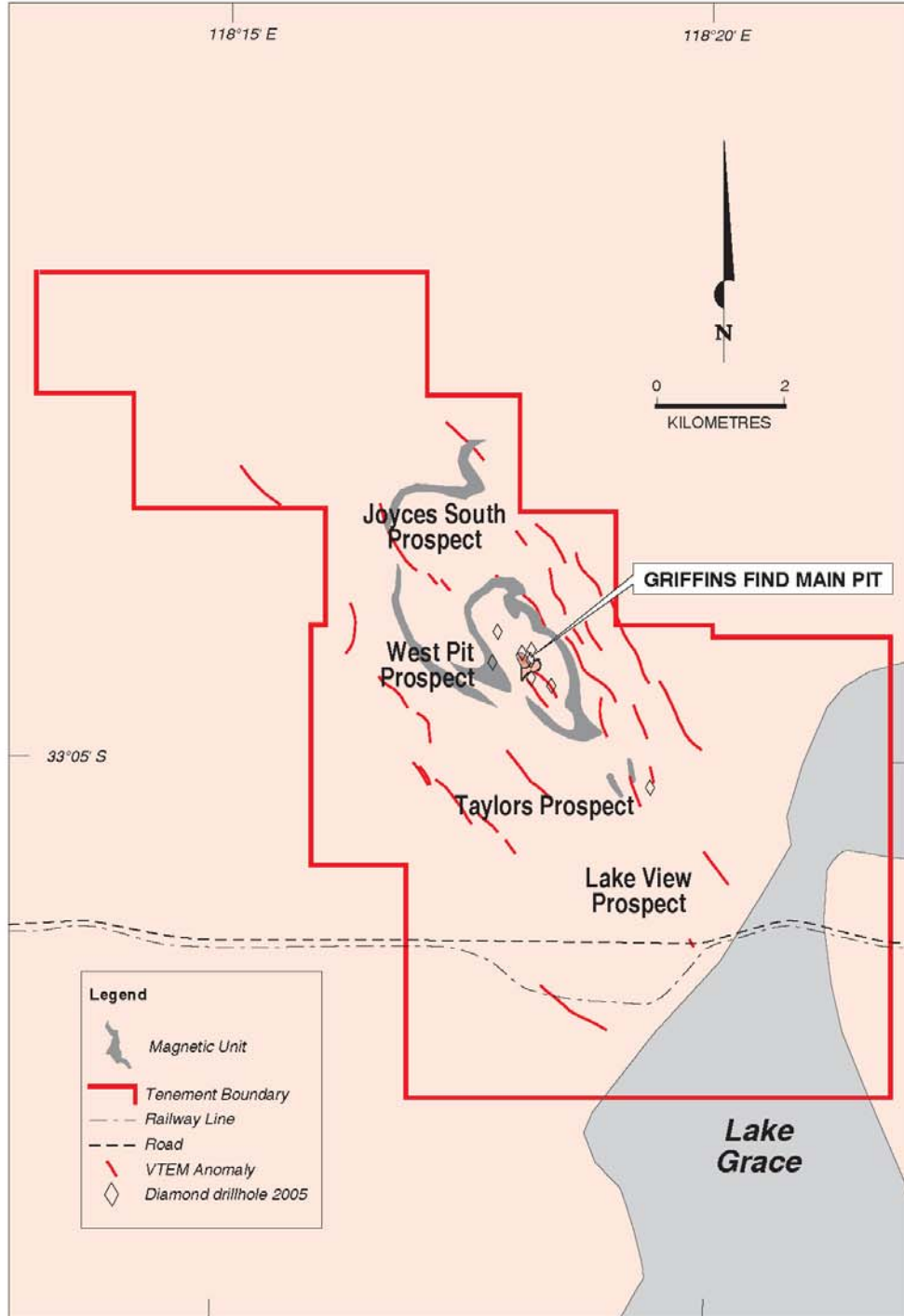


TABLE 1 2005 GRIFFINS FIND OPENPIT TARGET INTERSECTIONS

Hole Number	Northing	Easting	From	To	Width	Gold	Arsenic
	metres	metres	metres	metres	metres	grams per tonne	Percent
GFD009	30690	20187	83.45	87.85	4.40	1	NA
GFD010	30560	20210	78.00	96.40	18.40	4.9	NA
		<b>Including:</b>	<b>94.00</b>	<b>96.40</b>	<b>2.40</b>	<b>16.6</b>	NA
GFD016	30580	20210	83.00	105.00	22.00	2.7	1
		<b>Including:</b>	<b>90.00</b>	<b>100.60</b>	<b>10.60</b>	<b>4.4</b>	<b>1.7</b>
GFD017	30520	20250	113.00	113.75	0.75	3.6	0
			102.30	114.00	11.70	4	1.3
			<b>Including:</b>	<b>106.00</b>	<b>112.00</b>	<b>6.00</b>	<b>6.3</b>
GFD018	30560	20250	137.00	143.25	6.25	1	0.6
			115.00	132.80	17.80	1.5	0.6
		<b>Including:</b>	<b>128.00</b>	<b>132.80</b>	<b>4.80</b>	<b>2.6</b>	<b>0.8</b>
GFD019	30353	20140	Drilled off target	To grid north rather than grid west		N.S.A	N.S.A

This drilling confirmed the robust nature of the lode system. The Company now plans to continue to drill for down dip and along strike for extensions at generally 40 metre step outs.

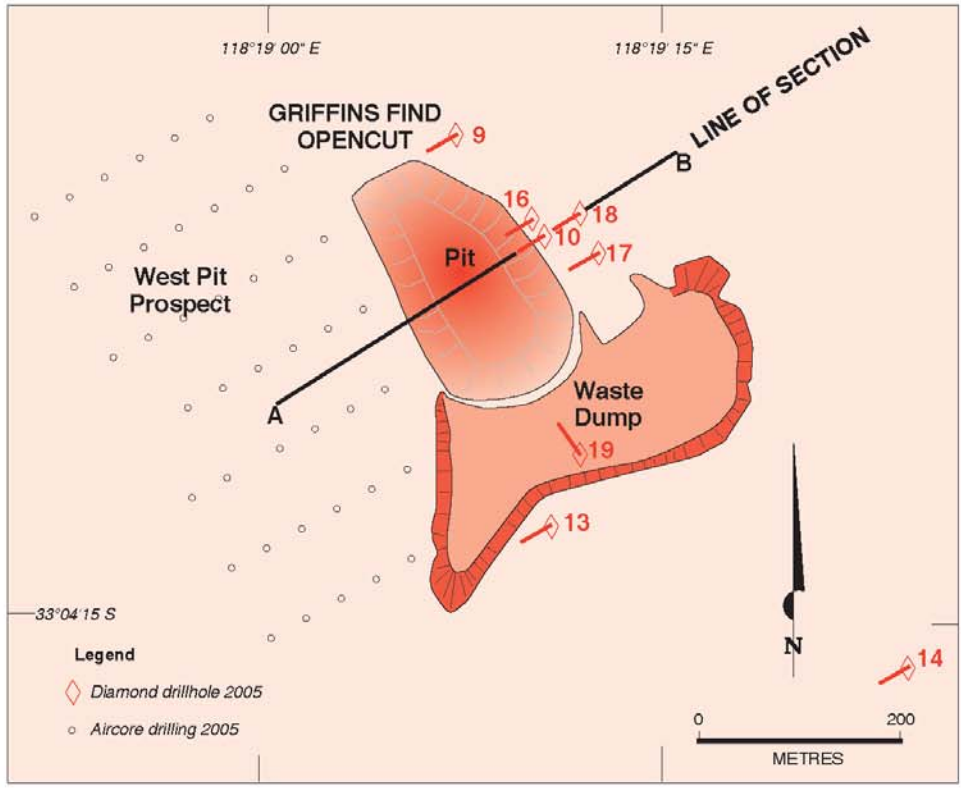
Drilling elsewhere on the project has resulted in the outlining of several new targets and has led to the interpretation of new targets from the Company's electromagnetic survey. Aircore drilling programs are being planned to commence the evaluation of these new prospects.

At the Taylors prospect, one diamond drill hole tested an aerial electromagnetic target coincident with a gold-in-soil anomaly intersecting a 30.8 metre alteration zone with quartz veining and up to 15% pyrrhotite. The first 4.2 metres of the zone averaged 0.26 grams per tonne gold while the last 6 metres averaged 0.55 grams per tonne gold. The peak assay from the zone was 5.9 grams per tonne over a width of 0.8 metres. This is significant in that it indicates that gold is associated with strong sulphide mineralization. At the Joyce's South prospect, bedrock drilling of another aerial electromagnetic anomaly produced a best intersection of 10 metres averaging 0.28 grams per tonne gold associated with a quartz veined, pyroxene bearing granulite. These results suggest that the other electromagnetic anomalies, such as at the Lake View prospect, also need to be examined as sulphide associated gold targets.

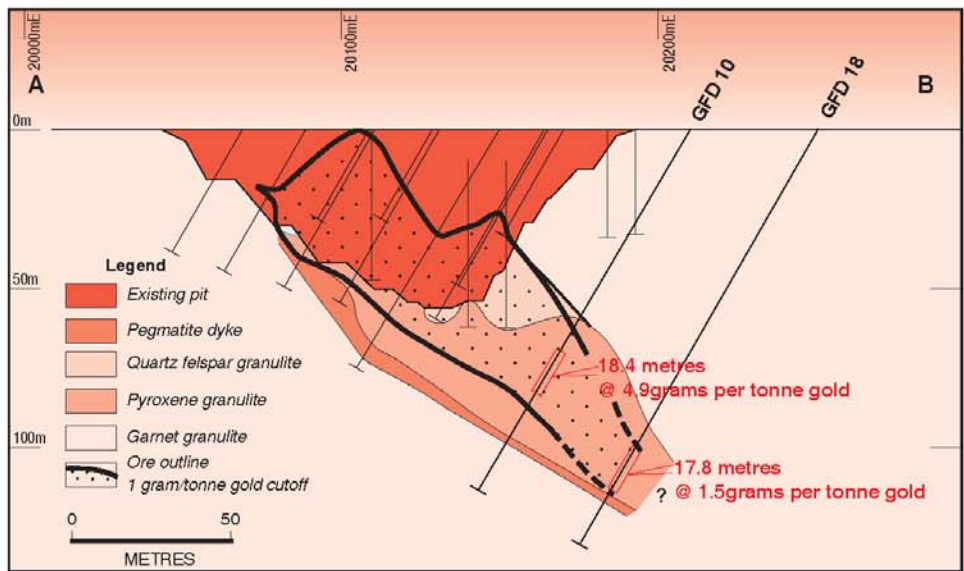
At the West Pit prospect, bed rock drilling in an area up to 300 metres west of the main open pit has returned bedrock gold anomalism ranging up to 0.9 grams per tonne gold over a 5 metre interval and also located a deep lead which contains both rounded and angular vein quartz gravel and visible gold. The 5 metre composite assaying of the deep lead material shows great variability ranging from 0.5 to 36 grams per tonne. Drilling will be required to determine the deep lead potential of these gravels as well as the underlying bedrock.

**GRIFFINS FIND MINE**

Figure 2



**GRIFFINS FIND SECTION**



## The Wheatley Project

Hampton has a 50% interest in the Wheatley joint venture with Teck Cominco Australia Pty Ltd a subsidiary of Teck Cominco Ltd of Canada as managers. The project is situated between the townships of Manjimup and Greenbushes in the south west of Western Australia.

The Wheatley joint venture project area covers 700 square kilometres and is comprised of four groups of tenements as depicted in Figure 3 in which various parties hold different interests as follows:

1. The Central Area consisting of tenements which are owned by BHP Billiton Minerals Pty Ltd (BHP-B) from which company the Wheatley joint venture is currently earning a 50% interest;
2. The Haddington Area in which the Wheatley joint venture is earning a 37.5% interest, BHP-B a 37.5% interest, and in which Australian Tantalum Ltd (a wholly owned subsidiary of Haddington Resources Ltd) shall retain a 25% interest;
3. The Askins/Stewart Area in which the Wheatley joint venture has a right to earn a 50% interest and BHP-B a 50% interest, with the vendors retaining a 1% Net Smelter Return Royalty;
4. A number of wholly owned tenements in which the Wheatley joint venture operates with no third party involvement.

The Wheatley joint venture has established a significant project area with a view to extending exploration beyond the Kingsley prospect located within the Central Area that is shared with BHP. The success of initial exploration on this prospect during 2004 has provided the impetus and geological model for the current regional programs.

The prospect was originally defined by an aerial EM survey and then confirmed by ground EM. It is associated with a single continuous magnetic anomaly about 3 kilometres long. Three holes drilled over a strike of 1.4 kilometres intersected semi massive sulphides overlaying strongly altered footwall rocks. The best result from this drilling was 4.1 metres of 2.2% zinc with minor copper and lead. While not of ore grade, the drilling reaffirmed the potential of the project for copper zinc ore bodies of a broadly similar style to that found at Golden Grove mine in the Murchison of Western Australia. It also confirmed that aerial EM was a suitable targeting technology for the project area allowing rapid and cost effective appraisal and encouraged the joint venture to commission a major survey.

The location of the resultant anomalies are shown in Figure 3. Four of these anomalies have been more accurately located by ground based EM and sites have been chosen for diamond drill testing that is planned to commence shortly.

## The Glenview Base Metal and Iron Ore Project

Hampton has entered into two agreements with Midwest Corporation Ltd whereby the companies will cooperate in the exploration and potential development of their adjacent tenement holdings situated in the Weld Range, some 60 kilometres north west of the township of Cue, Western Australia. The agreements give Hampton the opportunity to explore for and own any non ferrous minerals occurring within the Midwest tenement holdings while Midwest will have the right to explore for and gain majority ownership of any iron ore resources that may occur on the Hampton tenement holdings.

On the Hampton tenements, Midwest must undertake a minimum of 2,500 metres of drilling within 12 months and then may complete a pre-feasibility study (PFS) within a further 4 years in order to earn a 60% interest in the iron ore rights. Upon the completion of the PFS and dependant on the planned project configuration Hampton will either contribute its pro rata share of project development costs as a 40% participant, offer its interest for sale, or convert to a 2% free on board royalty.

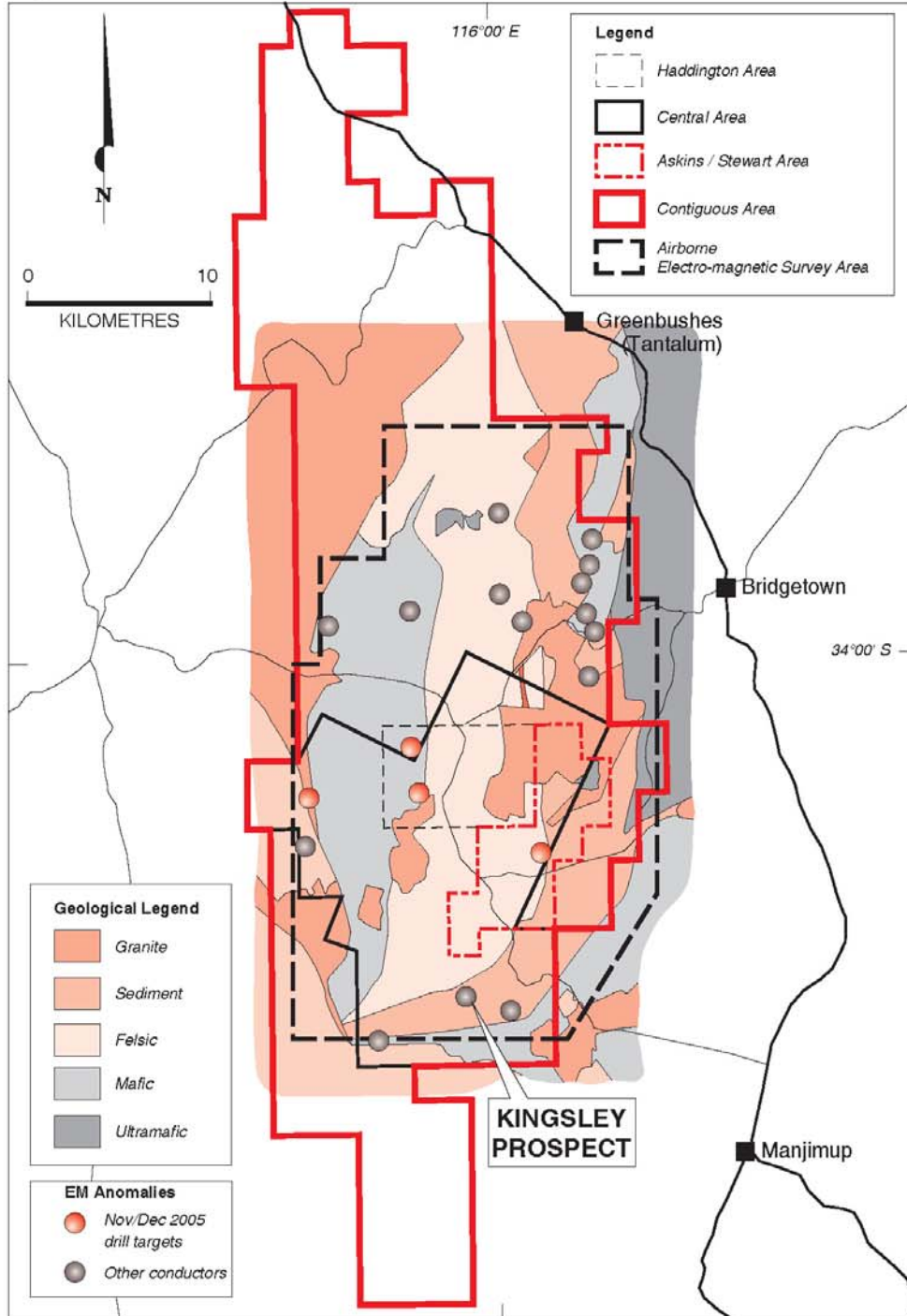
Midwest has commenced the evaluation of the iron ore potential and has outlined nine target lenses to date as shown on Figure 4. The lenses show good surface expression of hematite and goethite iron mineralization. Surface sampling has returned iron ore values generally between 60% and 65% from each of the lenses and deleterious minerals appear to be within acceptable levels. Midwest plans to commence RC drill testing of the lenses shortly.

A significant benefit of the relationship for Hampton is the securing of the right to explore for and then excise any base metal, gold or platinum group resources on the condition that such actions do not interfere with any planned iron ore operations of Midwest. Hampton will wholly own any excised resources and pay Midwest a 1.5% net smelter return royalty.

Hampton is interested in the potential of the iron rich hematite zones formed by hydrothermal processes in the Weld Range to host chalcopyrite dominated sulphide and potentially economic base metal deposits. The northern most hematite bearing banded iron formation of the range forms the hanging wall to the known Glenview copper-zinc deposits and is an early target for the Midwest drilling programs.

**WHEATLEY PROJECT AREA**

Figure 3

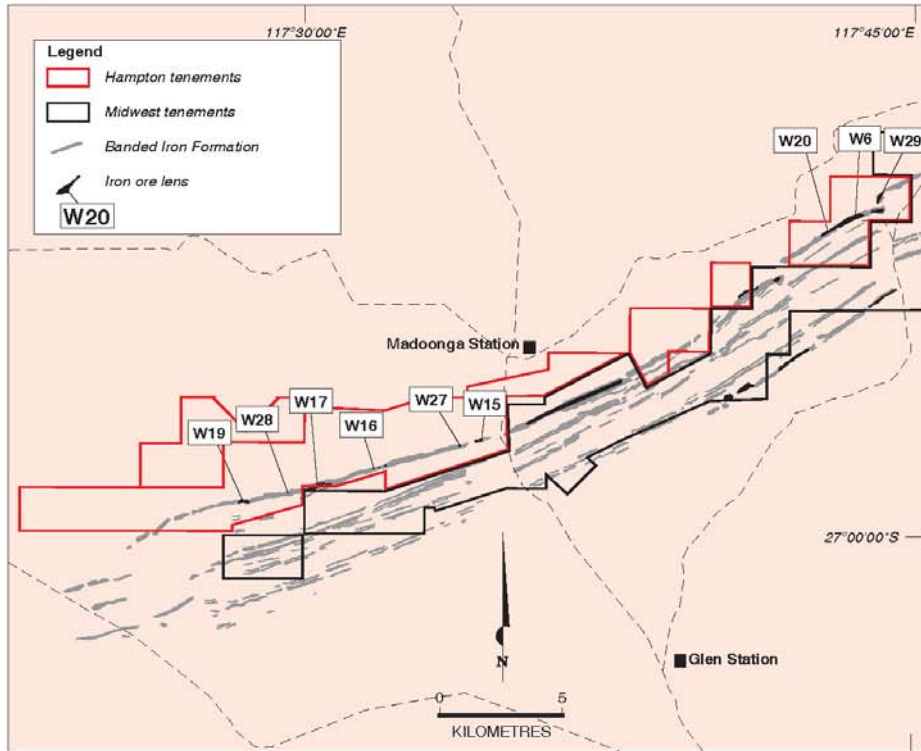


The Weld Range also hosts several small old gold workings and the Range Well platinum prospect owned by third parties is situated some 5 kilometres to the north west.

Hampton is continuing with the base metal exploration of its wholly owned tenements where no royalty is payable to Midwest. During the year a total of 360 metres of RC drilling was completed to test a portion of the northern base metal anomalous trend without success.

## GLENVIEW PROJECT - IRON ORE TARGETS

Figure 4





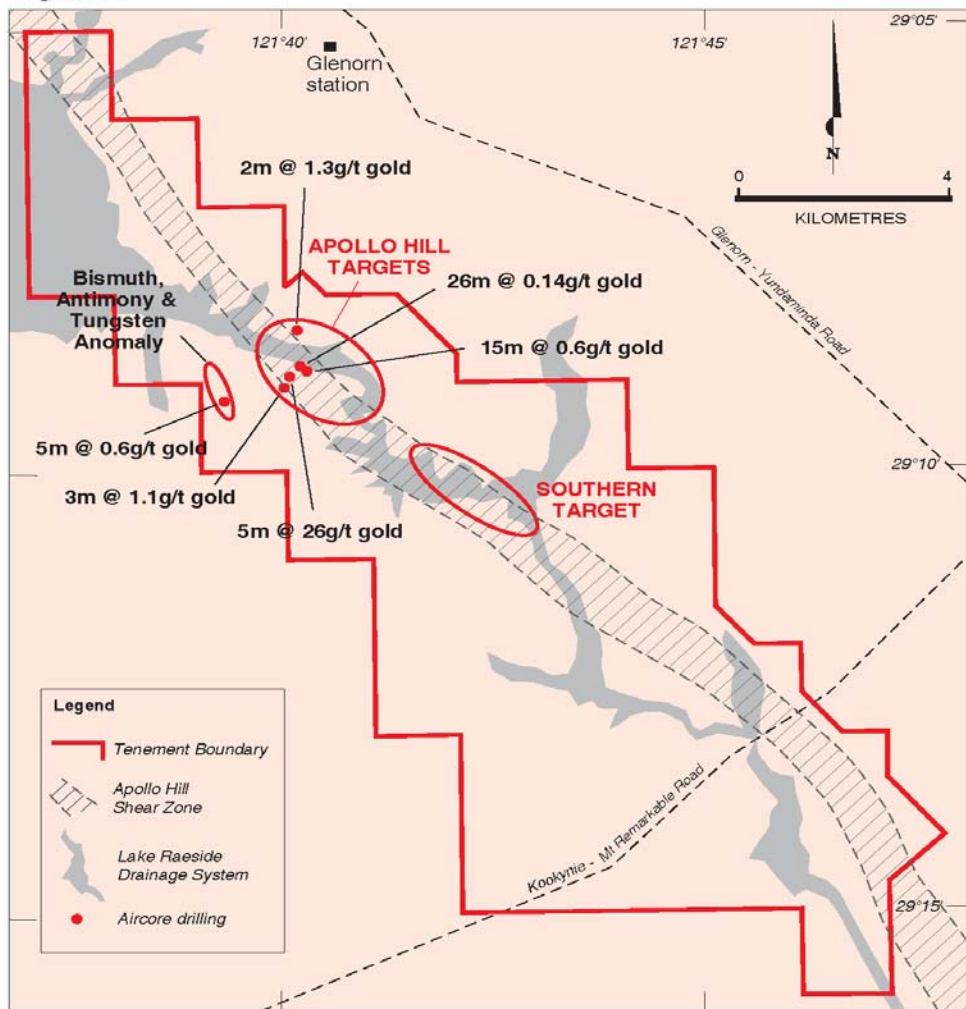
# HAMPTON HILL MINING NL

## The Apollo Hill Project

The Apollo Hill gold project (see figure 5) straddles the Keith-Kilkenny lineament thought to be a major focus for gold mineralisation in the region and is close to the major gold mining centre of Leonora. The Apollo Hill prospective gold system was delineated by a series of drilling programs carried out by previous explorers between 1986 and 1998. In 2003, the first year of operations, Hampton concentrated on detailed evaluation of the Apollo Hill mineralisation with close spaced RC percussion and diamond drilling. The results of this drilling provided a valuable insight into the occurrence, style and structural setting of the gold mineralisation, which will assist in designing future drilling programs. The holes confirmed wide zones of anomalous but sub economic gold mineralisation with sporadic visible gold observed and indicate that the strike and down dip extensions to this mineralisation are prospective.

### APOLLO HILL PROJECT

Figure 5





Last year the Company entered into a joint venture with Teck Cominco Australia Pty Ltd as a subsidiary of Teck Cominco Limited of Canada as manager to explore the outer portion of the project while Hampton retained full ownership of a 3.2 kilometre by 1.5 kilometre exclusion zone covering the central target zone.

This two-pronged approach to the exploration of the project area saw Hampton continuing the detailed evaluation of the central Apollo Hill target in its own right while Teck Cominco funded and carried out an aggressive program over much of the rest of the project. Structural corridors had been interpreted from ground based gravity and an aeromagnetic survey and these were the focus for bedrock drilling. Results from the central zone provided several targets but the drilling of the outer areas proved negative and Teck Cominco subsequently withdrew from the joint venture.

Hampton has reappraised the Teck Cominco results and has concluded that, while much of the structural corridor targets tested were indeed downgraded, there remains substantial prospectivity in interpreted structural settings where exploration was not attempted due to salt lake cover and the wet weather experienced at the time of drilling.

Hampton has also evaluated the results from the various drill programs on the central exclusion zone and believes several gold exploration targets are apparent. One target had a best intersection of 5 metres averaging 0.6 grams per tonne gold within an 800 metre by 300 metre zone of elevated bismuth, antimony and tungsten values. Another target returned a 5 metre intersection averaging 26 grams per tonne from 50 metres down hole. Moderately anomalous results were recorded from holes 40 metres either side of this highly anomalous intercept also in weathered rocks. Drilling at a third target produced an intersection of 6 metres averaging 1.3 grams per tonne gold from 29 metres and 3 metres averaging 1.1 grams per tonne from 46 metres down hole.

These bedrock and supergene anomalies warrant testing by fences of deeper RC drilling. Hampton also intends to design an exploration program to test the structural targets covered by salt lake and, particularly, a dilational zone interpreted from the gravity survey to be centered immediately south of Apollo Hill. Hampton drilling in 2004 confirmed the broad and intense sericite and silica alteration and multiple gold bearing zones present at the mafic-felsic contact that extends along the western side of Apollo Hill. This zone has not been addressed in recent programs but remains a target, especially for deep drilling for high grade gold lode mineralization.

### The Leinster Project

LionOre Mining International Ltd of Canada manages the project in which Hampton has a diluting 20% interest. The project is located near Leinster, Western Australia, directly south of the WMC Ltd's Weebo nickel sulphide deposit of 12.6 million tonnes of 0.67% nickel and adjacent to the tenements covering the high-grade Waterloo nickel sulphide deposit discovered by LionOre in 2002. The project covers a portion of the southeast continuation of the corridor hosting the major nickel sulphide deposits being mined at Mt Keith, Leinster and Cosmos.

This year LionOre completed two diamond drill holes totalling 788 metres to test electromagnetic anomalies defined by down-hole and surface surveys completed last year. The holes returned barren sulphides in mafic rocks and carbonaceous sulphidic shale.

The joint venture is carrying out a \$100,000 exploration program over the remainder of the calendar year to which Hampton has elected not to contribute and therefore its interest will marginally reduce. This work will include limited electromagnetic surveys, RAB and RC drilling.

### The Capricorn Project

The Capricorn project is situated 50 kilometres southeast of the township of Newman in the East Pilbara region of Western Australia. It covers a gabbroic complex prospective for nickel sulphide mineralisation situated along the northern margin of the Sylvania Dome. The project was in joint venture with Traka Resources Limited, which withdrew from the project in the June quarter after expending over \$ 250,000. Hampton retains a 75% interest in the project with an unlisted private company holding the remaining 25% interest.

Prior to the involvement of Traka in the Capricorn project Hampton drilled two RC percussion holes in the gabbroic complex to follow up nickel and platinoid anomalism, which had been defined by soil and gossan sampling. The best result of this drilling was 6 metres averaging 0.38% nickel, 0.2% copper and 0.8 parts per million platinum from 15 metres below surface. During 2003, an EM survey commissioned by Hampton highlighted two targets 1.8 kilometres apart that are coincident with soil and/or shallow drill hole geochemical anomalies and these have been the focus of exploration for Traka.

Traka drilled 8 holes totalling 1872 metres into these two targets using down hole EM to locate most of the holes. The majority of the holes were drilled into the Millipede prospect that was the site of early encouragement for Hampton. The best results from Traka's drilling was 2 metres @ 1.36% nickel and 0.62% copper and 5 metres @ 0.31% nickel and 0.21% copper hosted in semi-massive

sulphides. This intersection was associated with the upper of two steeply dipping ultramafic units about 80 metres apart within the layered gabbroic complex.

Hampton considers there is still potential for economic nickel sulphide mineralisation in the Capricorn tenement and plans to reassess the exploration data to identify additional targets.

## The Murchison Gold Projects

Last year Hampton entered into a joint venture with Aurora Minerals Limited (Aurora) for the further exploration of the White Well, George Bore, Ryansville and Weebacarry Bore gold projects in the Murchison Goldfields of Western Australia (see figure 6). Aurora is required to expend \$1 million within 4 years to earn a 51% interest. After receiving disappointing drilling results during the year Aurora withdrew from the White Well and George Bore projects and subsequently Hampton relinquished all rights to these projects.

The Ryansville project is located along the southern flank of the Weld Range, 60 kilometres northwest of the township of Cue. Reverse circulation and diamond drilling has intersected gold and arsenic mineralisation in bedrock over a strike of 4 kilometres within the project.

The joint venture plans a three-hole RC drill program to begin shortly after extensive delays due to a combination of rain restricting access and lack of availability of a suitable drill rig.

The Weebacarry Bore project is situated 55 kilometres southwest of Meekatharra. Exploration has awaited the recent completion of a Native Heritage survey. Aurora is now able to commence a RAB and Aircore drill program. This program will be designed to follow up anomalous intercepts generated by previous explorers and to test conceptual targets. Drilling will begin as soon as a suitable rig becomes available.

There are two northeast trending shear systems to be targeted for gold exploration on this project. These are the Jungar bore fault zone and the Munarra Gully shear. These systems are interpreted to relate to the controls of mineralisation at the Big Bell gold mine, some 60 kilometres to the southwest.

## Other Projects

Hampton has a one off right to claw back a 34.3% interest if a 500,000 or more ounce resource is established at the Northlander project being explored by Cazaly Resources Ltd. or is entitled to a 0.98% Net Smelter Return Royalty on all gold from any mine.

Hampton made applications for two Exploration Licences at the Polelle project some 30 kilometres south south east of the township of Meekatharra to secure areas with potential for volcanogenic-hosted massive sulphide deposits on possible extensions of known felsic volcanic packages that contain indications of base metal mineralisation. The Company plans to commence reconnaissance exploration on these tenements when they are granted.

During the year Hampton relinquished the Duchess of York project.

## Compliance Statement

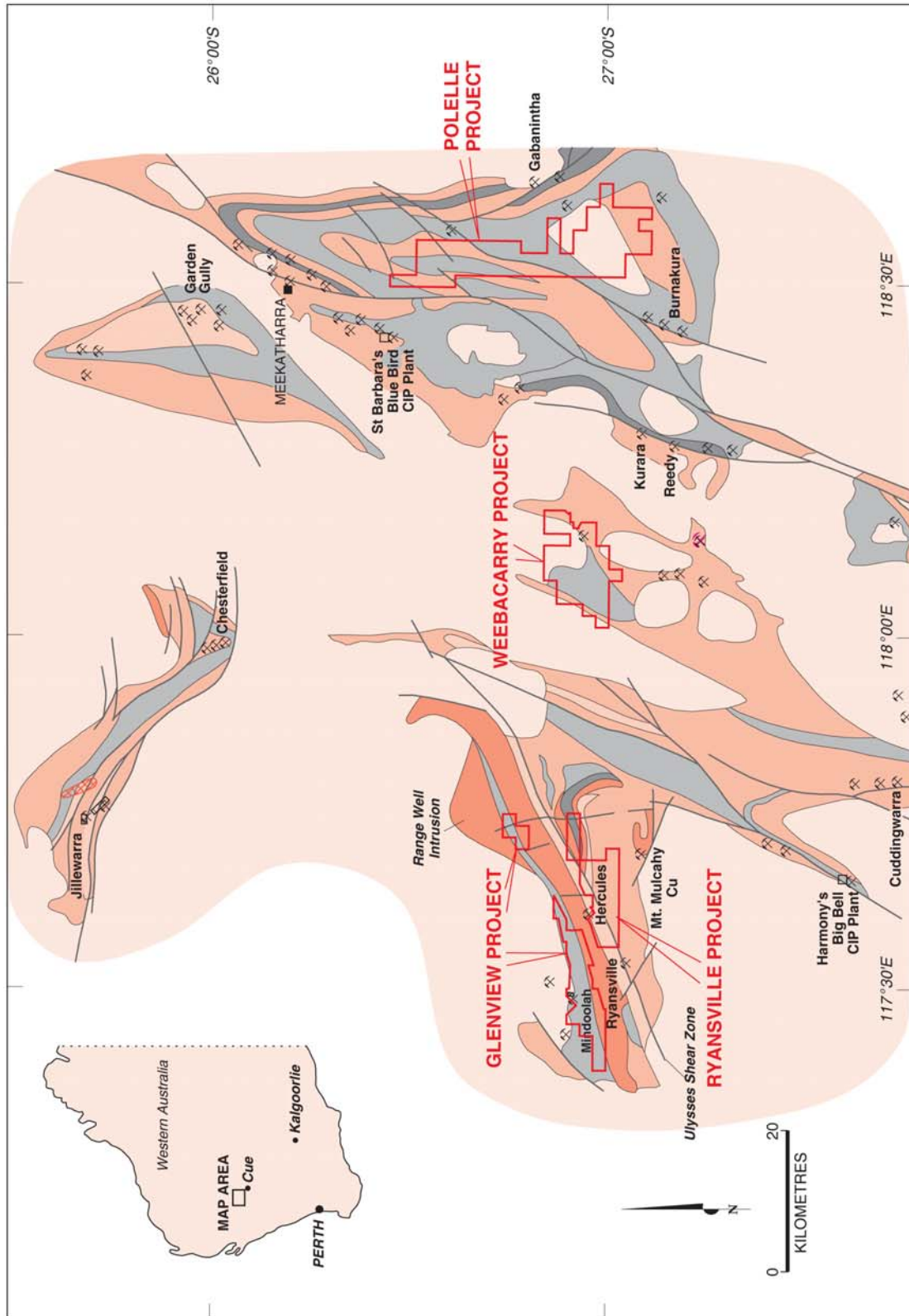
The information in this operations overview that relates to Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Mr W.S. Forte who is a Member of The Australasian Institute of Mining and Metallurgy.

Mr Forte is a director and full-time employee of the company.

Mr Forte has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Forte consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

MURCHISON PROJECTS

Figure 6



## SECTION 8 – INVESTMENT CONSIDERATIONS

The shares offered pursuant to this Prospectus are speculative.

The value of the Company's shares can and does fluctuate depending on various factors including the general economic conditions in Australia, world-wide prices of metals and minerals, increases in operating costs in the Company's areas of operation and non-Australian factors which influence the Australian share market.

The ownership of the Company's shares involves certain risks and shareholders in doubt should consult their sharebroker or financial adviser for advice. Factors which in the opinion of the Directors should be taken into account include:

- Inflation, interest rates, general economic changes, industrial disputes and political factors in Australia and overseas likely to affect the Australian share market.
- Changes in the price of gold, silver, iron ore and base metals, particularly nickel, zinc and copper.
- Exploration by its nature contains elements of significant risk in that success depends on the discovery and delineation of recoverable and economic ore reserves, design of suitable processes for recovery of minerals and construction of an efficient operation to recover and process the ore at a remote location. There is also the aspect of obtaining long-term markets for any mineral product.
- The market price of shares may be affected by varied, unpredictable and often indefinable influences for equities in general and mining and exploration stocks in particular.
- Most of the mining tenement interests held by the Company are within the area of claims lodged under the Native Title Act 1993 (Commonwealth).
- It is possible that there will exist on the Company's tenements areas containing sacred sites or sites of significance to Aboriginal people, subject to the provisions of the Aboriginal Heritage Act, or areas subject to the Native Title Act. As a result land within the mining tenements may be subject to exploration, mining or other restrictions as a result of claims of Aboriginal heritage sites or native title.
- Contractual risks – all agreements entered into by the Company are subject to interpretation. There is no guarantee that the Company will be able to enforce its rights under such agreements with third parties.
- Hampton's tenements are subject to State and Federal laws governing environmental impact and protection. There is a risk that exploration and/or development of some of the Company's tenements may be delayed or prohibited.

## SECTION 9 - ADDITIONAL INFORMATION

### 9.1 Interests of Directors

Except as disclosed in this Prospectus, no Director (whether individually or in consequence of a Director's association with any company or firm or in any material contract entered into by the Company) has now, or has had, in the two year period ending on the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or its promotion or the Entitlement Offer; or
- (c) the Entitlement Offer.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash or Shares or otherwise) have been paid or agreed to be paid to any Director or to any company or firm with which a Director is associated to induce him or her to become, or to qualify as, a Director, or otherwise for services rendered by him or her or any company or firm with which the Director is associated in connection with the formation or promotion of the Company or offer of the securities.

## Directors' Share and Option Holdings

Directors' interests in the share capital of the Company as at the date of this Prospectus are shown below:

Director	Ordinary Shares Fully Paid	Ordinary Shares Partly Paid to 0.1 cents
N Tomkinson	37,089,400	-
J F Pitt	37,089,400	-
WS Forte	2,957,199	900,000

As identified in the Directors' Report which is part of the Annual Report included in this Prospectus, the non-executive directors propose to recommend that shareholders approve at the forthcoming annual general meeting in November 2005 the issue of a further 500,000 ordinary shares to Mr WS Forte as part of his remuneration package. The principal terms of the proposed shares which will be subject to shareholder approval will be an issue price of 20 cents per share paid up to 0.1 cents per share.

## Directors' Remuneration and Related Party Transactions

Details relating to the remuneration of Directors are set out in the Directors' Report and Note 15 of the Notes to the Financial Statements in the Annual Report, which is included in this Prospectus.

### 9.2 Interests of Named Persons

Except as disclosed in this Prospectus, no expert, or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the two year period ending on the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Entitlement Offer; or
- (c) the Entitlement Offer.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash or Shares or otherwise) have been paid or agreed to be paid to any expert, or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or offer of the securities.

BDO Chartered Accountants and Advisers are the Auditors of the Company. The Company has expended \$24,013 for auditing services provided by BDO Chartered Accountants and Advisers to the Company in the last 2 years.

### 9.3 Consent

BDO Chartered Accountants and Advisers have consented to being named in this Prospectus as Auditors of Hampton Hill Mining NL for information purposes only and have not withdrawn their consent. BDO Chartered Accountants and Advisers have had no involvement in the preparation of this Prospectus other than in relation to this paragraph and the appearance of their name in the Corporate Directory, have not authorised or caused the issue of the whole or any part of this Prospectus and expressly disclaim and take no responsibility for any statements in or omissions from this Prospectus

**9.4 Substantial Shareholders**

As at the date of this Prospectus the following substantial shareholdings have been notified to the Company:

Company Name	Shares Held	% of Issued Capital
Wythenshawe Pty Ltd, Guardian Resources Pty Ltd, Warramboe Holdings Pty Ltd and Associates	37,089,400	39.75%

**9.5 Rights Attaching To Shares**

Details of the rights attaching to the Company's shares are set out in Note 12 Contributed Equity of the Notes to the Financial Statements in the Annual Report, which is included in this Prospectus, and in the Constitution of the Company, a copy of which can be inspected at the Company's registered office at Second Floor, 9 Havelock Street, West Perth during normal business hours.

**9.6 Corporate Governance**

The Company has adopted comprehensive corporate governance policies. These policies are enunciated at length in the Company's Annual Report, which is included in this Prospectus.

**SECTION 10 DIRECTORS' RESPONSIBILITY STATEMENT AND CONSENTS**

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that, in respect of any other statements made in the Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with the ASIC, or to the Directors knowledge, before any issue of New Shares pursuant to this Prospectus.

The Prospectus is prepared on the basis that certain matters may be reasonably expected to be known to likely investors or their professional advisers.

Each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

Dated 10 October 2005



**N Tomkinson**  
Director

**HAMPTON HILL MINING NL**  
**ABN 60 060 628 524**

**ANNUAL REPORT**  
**FOR THE YEAR ENDED**  
**30 JUNE 2005**

## DIRECTORS' REPORT

Hampton Hill Mining NL ("the Company") is an Australian company listed on the Australian Stock Exchange Ltd. The registered office of the Company is located at Level 2, 9 Havelock Street, West Perth, Western Australia.

The Directors of the Company present their report on the Company and the consolidated entity for the year ended 30 June 2005.

## DIRECTORS

The names of the Directors of Hampton Hill Mining NL during the whole of the financial year and up to the date of this report are:

### Neil Tomkinson LLB (Hons), Chairman – non-executive

Mr Tomkinson has extensive experience over the last 25 years in the administration of and investment in exploration and mining companies. Prior to its merger with LionOre Mining International Limited he was the non-executive chairman of Dalrymple Resources NL (resigned October 2003) and is the non-executive chairman of Traka Resources Limited (appointed September 2003). Mr Tomkinson is also an investor in private mineral exploration and in resources in general in Australia.

### Wilson Stanley Forte Bsc Hons (UWA), MAusIMM, MAIG, Managing Director

Mr Forte is a Western Australian geologist with more than thirty years experience in mineral exploration in Australia, Southern Africa and Iran. For the past 20 years he has mainly worked on the evaluation of gold and base metal projects in Western Australia.

### Joshua Norman Pitt Bsc, MAusIMM, Director – non-executive

Mr Pitt is a geologist with substantial exploration experience who has for more than thirty years been a director of exploration and mining companies in Australia. Prior to its merger with LionOre Mining International Limited he was a director of Dalrymple Resources NL (resigned October 2003); more recently he was a non-executive director of LionOre Mining International Limited (appointed November 2003, resigned May 2005) and is currently a non-executive director of Traka Resources Limited (appointed July 2003) and Red Metal Limited (appointed July 2003). Mr Pitt is involved in substantial private mineral exploration and also in resource investment.

## COMPANY SECRETARY

The company secretary is Mr Peter Rutledge. He holds a Bachelor of Science degree and is a Chartered Accountant and an Associate of the Securities Institute of Australia. Mr Rutledge has held the position of company secretary for a number of listed companies over the past twenty years and is currently company secretary for three other listed junior exploration companies.

## PRINCIPAL ACTIVITIES

The principal activities of the Company during the financial year consisted of base metal and gold exploration. With the exception of a recent iron ore exploration joint venture with Midwest Corporation Ltd., there has been no significant change in these activities during the year.

## RESULTS

The operating loss after tax for the financial year was \$841,731 (2004: \$1,645,055), of which \$604,954 (2004: \$1,418,567) related to exploration expenditure written off.

## DIVIDENDS

No dividends were paid during the year and the directors do not recommend the payment of a dividend.

## MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL PERIOD AND LIKELY DEVELOPMENTS

There are no matters or circumstances which have arisen since the end of the financial year that have significantly affected the operations of the Company or the results of those operations or the state of affairs of the Company, nor are there any such matters or circumstances or likely developments which in the view of Directors may significantly affect the future operations or the results of those operations or the state of affairs of the Company.



**DIRECTORS' REPORT (Continued)****SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS**

Other than the operating results there were no significant changes in the state of affairs of the Company during the year.

**REVIEW OF OPERATIONS**

Hampton Hill's aim is to enhance shareholder wealth by concentrating on greenfields exploration within Western Australia for gold and base metals. In addition and in recognition of the increased international demand for iron ore resources, the Company recently entered into a joint venture with Midwest Corporation Ltd. providing for exploration for iron ore on the Company's Glenview project at the Weld Range in Western Australia.

Most of the Company's 2005 exploration expenditure was related to work programs on the Griffin's Find gold project while further bedrock drilling was carried out on the Apollo Hill gold project and extensive electromagnetic programs were completed on the Wheatley base metal project. Minor drill programs were also completed at the Glenview, Capricorn and Leinster base metal/nickel projects.

Hampton Hill has an option to acquire the Griffin's Find project for a cash payment and a continuing royalty. 2005 exploration included the completion of extensive bedrock drilling programs and several RC and Diamond drill holes to test soil geochemical and geophysical targets. Recent work saw the completion of six diamond holes seeking down plunge extensions to the gold mineralization mined in the Griffin's Find open-cut during the 1980s. Results to date are preliminary only but indicate that new untested gold targets occur on the project and that the opportunity for down plunge gold resources does exist below the Griffin's Find open-cut.

At the 100% owned Apollo Hill project, Hampton has evaluated the bedrock drilling completed during the year and previous RC, Air core and Diamond drill programs. Whilst no reserves have yet been defined, the Company's view is that potential exists below the zone of low grade gold mineralization outlined along the western margin of the hill and at three targets outlined by the bedrock drilling to the north of the hill. Structural targets (modelled from gravity and aeromagnetic interpretations), which are overlain by salt lakes, have yet to be drill tested and thus represent areas of potential for future exploration.

The Company has advanced the Wheatley base metal project, in joint venture with Teck Cominco of Canada as the manager, to a point where four electromagnetic targets are ready for drill testing. Drilling of these targets is expected to commence in November and will test for the presence of copper and zinc to help determine whether the project is prospective for these metals.

The Company supports a small exploration team with a modest budget. Company policy is to continue this strategy, often using joint ventures to reduce exploration risk and allow a broader spread of involvement. The Directors recognize that during the course of the 2005/2006 financial year the Company will need to address the raising of additional funds in order that Hampton Hill may continue with its exploration activities as outlined above, consider the acquisition of interests in other projects and provide for general working capital .

**MEETINGS OF DIRECTORS**

The following table sets out the number of meetings of directors held during the year ended 30 June 2005 and the number of meetings attended by each director:

	Full Meetings of Directors while a Director	Number of Meetings Attended
W S Forte	4	4
N Tomkinson	4	4
J N Pitt	4	4

## DIRECTORS' REPORT (Continued)

### REMUNERATION REPORT

#### Board Policy

The objective of the company's remuneration policy for directors and executives is to ensure reward for performance is competitive and appropriate for the results delivered taking into account competitiveness and reasonableness, acceptability to shareholders, and transparency.

#### Remuneration Practices

##### Non-Executive directors

The non-executive directors have elected not to receive any fees or remuneration from the company. Non-executive directors may be paid all travelling and other expenses properly incurred by them in the business of the Company.

##### Executive

Remuneration for the Managing Director is by way of a salary inclusive of statutory superannuation payments, the use of a company 4-wheel drive vehicle primarily for accessing the Company's exploration properties, and from time to time the issue of partly paid shares, or options to take up fully paid shares in the company. The non-executive directors review terms on an annual basis. The nature and amount of remuneration paid to the Managing Director has been determined by reference to the services provided, experience, length of service and prevailing market rates. The inclusion of shares and options in the remuneration package is designed to link part of the remuneration to the success of the Company.

The salary and superannuation package for Mr Forte for the year ended 30 June 2005 was \$163,618 including non-cash benefits and, pursuant to shareholders' approval at the annual general meeting of the Company in November 2004, the Company issued 500,000 partly paid shares to Mr Forte in December 2004 at 25 cents per share paid to 0.1 cents per share. The shares were valued at \$28,650 on the date of issue. There are no termination arrangements in respect of Mr Forte's employment other than the expectation that he would receive normal notice and compensation set down in the law in the event of his services being terminated. The non-executive directors have determined that the salary and superannuation payment for Mr Forte for the year commencing 1 July 2005 be increased to \$180,000 per year and propose to recommend that shareholders approve at the forthcoming annual general meeting in November 2005 the issue of a further 500,000 partly paid shares to Mr Forte on terms to be finalised.

Remuneration of the Company Secretary, Mr P C Rutledge is by way of fees paid to Sable Management Pty Ltd, for company secretarial, accounting and administration services provided to the Company, and invoiced on an hourly basis, and from time to time the issue of partly paid shares, or options to take up fully paid shares in the company. The directors' regularly review the services provided and the hourly rate charged.

The total fees payable by the Company to Sable Management Pty Ltd for the year ended 30 June 2005 exclusive of GST were \$34,393, and the value of 100,000 partly paid shares issued to Mr P C Rutledge in December 2004 at 25 cents per share paid to 0.1 cents per share was \$5,730. The board has recently approved the issue of a further 200,000 partly paid shares to Mr Rutledge on terms to be finalised

Directors' and Executives' remuneration for the year is summarised below:

		Fees	Salary	Superannuation	Non-Cash Benefits	Equity	Total
		\$	\$	\$	\$	\$	\$
Directors	N Tomkinson	-	-	-	-	-	-
	JN Pitt	-	-	-	-	-	-
	W S Forte	-	148,415	11,585	3,618	28,650	192,268
Executives	PC Rutledge	34,393	-	-	-	5,730	40,123

Further details of the remuneration of Directors and Executives are set out in Note 15 to the Financial Statements.

**DIRECTORS' REPORT (Continued)****DIRECTORS' BENEFITS**

Other than as outlined in Note 15 to the Financial Statements, since 30 June 2004 no director of the Company has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of emoluments received or receivable by a Director shown in Note 15 to the Financial Statements), by reason of a contract that the Director, a firm of which he is a member, or an entity in which he has a substantial financial interest, has made (during the year ended 30 June, 2005 or at any other time) with:

- (a) the Company, or
- (b) an entity that the Company controlled or a body corporate that was related to the Company when the contract was made or when the Director received, or became entitled to receive, the benefit.

**PARTICULARS OF DIRECTORS' INTERESTS IN SHARES IN THE COMPANY**

	Ordinary Shares Fully Paid	Ordinary Shares Partly Paid to 0.1 cents
J N Pitt	37,089,400	-
N Tomkinson	37,089,400	-
W S Forte	2,957,199	900,000

**AUDIT COMMITTEE**

The Company is not of a size nor are its financial affairs of such complexity to justify a separate audit committee of the Board of Directors. All matters that might properly be dealt with by such a committee are the subject of scrutiny at full board meetings.

**AUDITOR'S INDEPENDENCE DECLARATION AND NON-AUDIT SERVICES**

A copy of the auditor's independence declaration as required by Section 307C of the Corporations Act 2001 is set out on page 33. BDO Chartered Accountants, the company's auditors, did not perform any non-audit services for the company for the year ended 30 June 2005.

**SHARE OPTIONS**

There are no options to take up ordinary fully paid shares in the Company at the date of this report. 600,000 options to take up ordinary fully paid shares expired on 26 November 2004.

**ENVIRONMENTAL REGULATIONS**

The mining leases, exploration licences and prospecting licences granted to the Company pursuant to the Mining Act (1978) (WA) are granted subject to various conditions, which include standard environmental requirements. The Company adheres to these conditions and the Directors are not aware of any contraventions of these requirements.

**DIRECTORS' INDEMNITIES**

During or since the end of the financial year the Company has not given an indemnity, nor has it entered into any agreement to indemnify, nor has it paid or agreed to pay insurance premiums to insure, any director or other officer of the company against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity of director of the Company.

Signed in Perth in accordance with a resolution of Directors on 29 September 2005



**N TOMKINSON**  
**DIRECTOR**



Chartered Accountants  
& Advisers

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30 September 2005

The Directors  
Hampton Hill Mining NL  
PO Box 689  
WEST PERTH WA 6872

Dear Sirs

**DECLARATION OF INDEPENDENCE BY BDO CHARTERED ACCOUNTANTS TO THE DIRECTORS OF HAMPTON HILL MINING NL**

To the best of my knowledge and belief, there have been:

- no contraventions of the auditor independence requirements of this Act in relation to the audit; and
- no contraventions of any applicable code of professional conduct in relation to this audit.

Yours faithfully

**BDO**  
**Chartered Accountants & Advisers**

**M Shafizadeh**  
Partner



## CORPORATE GOVERNANCE STATEMENT FOR THE YEAR ENDED 30 JUNE 2005

Hampton Hill Mining NL ("Hampton Hill" or "the Company") is a small listed company with an uncomplicated corporate structure. It adheres to the ten "Essential Corporate Governance Principles" published by the ASX Corporate Governance Council and has adopted those of the "Best Practice Recommendations" which its board of Directors "the Board" considers to be appropriate to safeguard shareholder assets and efficiently manage the business, taking into account the inherent and well-understood high-risk nature of the exploration industry.

The following is a summary of the Corporate Governance measures adopted by Hampton Hill: -

### MANAGEMENT AND OVERSIGHT

#### Objectives of the Board

The Board's key objective is the increase of shareholder value by successful exploration. At all times shareholders' rights and interests are safeguarded by the provision of an appropriate overview of management. The Board meets regularly in the discharge of its responsibilities.

#### Board Responsibility

The Board focuses the Company's activities on pursuing exploration opportunities in the mineral resource business, which are judged to have the potential for success without exposing the Company to undue risk. The Board has put in place adequate management control and monitoring systems that include:

- (a) continually reviewing the performance of the Company and its executive, including management and financial performance, overseeing strategy implementation and where necessary ensuring appropriate resources are available. The board retains the right to replace the Company's Managing Director;
- (b) at regular Board meetings, reviewing, approving and amending where necessary the Managing Director's annual programmes and budgets, the Company's then current exploration activities and its overall corporate objectives;
- (c) putting in place systems of risk management and legal control mechanisms and ensuring their effectiveness;
- (d) approving and monitoring the progress of major capital expenditure, the management of capital and acquisitions and divestitures;
- (e) maintaining responsibility for the overall financial management of the Company with the ability to approve the appointment (if necessary) of a Financial Officer and to replace the Company Secretary;
- (f) monitoring and approving financial and other reporting;
- (g) supervising the overall corporate governance of the Company, including conducting regular reviews of the balance of responsibilities to ensure division of functions remain appropriate to corporate needs;
- (h) liaising with the Company's external auditors;
- (i) monitoring, and ensuring compliance with all of the Company's legal obligations, in particular those relating to the maintenance of the Company's mineral tenements, the environment, native title, cultural heritage and occupational health and safety requirements.

Within the above framework the Board retains the ability to delegate some of its responsibilities; however the size of the Company and the nature of its operations has resulted in delegation being kept to a minimum.

#### Materiality

The Board has agreed on the following guidelines, which are deemed appropriate for a company of the maturity and size of Hampton Hill for assessing the materiality of matters:-

## CORPORATE GOVERNANCE STATEMENT FOR THE YEAR ENDED 30 JUNE 2005 (Continued)

(a) Quantitative materiality

All balance sheet and profit and loss items in excess of \$5,000 are material.

(b) Qualitative materiality

- (i) any matters which impact on the reputation of the Company and/or its Board;
- (ii) any activities of the Company, its joint venturers, employees or contractors which may involve a breach of legislation or are in the Board's view outside the ordinary course of its business;
- (iii) any matter which might negatively affect the Company's rights to its assets;
- (iv) any activity of the Company its joint venturers, employees or contractors which has the capacity to involve a contingent liability that would in the Board's view have a potential material effect on the Company's balance sheet or a similar effect on one or more profit and loss items.

(c) Materiality in contracts

Hampton Hill is a relatively small company and its Directors consider most contracts entered into by the Company to be material. With the exception of day to day agreements the responsibility for which fall upon the Managing Director, all Contracts are subjected to review by the Board.

### BOARD OF DIRECTORS

The name, expertise, experience and term of the office of each director is set out in the Directors' Report. The Board is comprised of two non-executive directors, including the Chairman, and one executive director being the Managing Director.

#### Independent Directors

There are no independent directors on the Board within the strict meaning of the term as set down in the ASX Principles of Good Corporate Governance because the Managing Director is an employee and the two other directors are associated as substantial shareholders, as defined in the Corporations Act, and hence are deemed to lack independence. However the make up of the Board is such that although each of the Company's directors is not deemed to be independent, the Board is satisfied that there is sufficient independence of view and variety of intellectual input between directors to mollify any reservations which shareholders might have in this regard.

#### The Chairman

The Chairman is a non-executive director and is responsible for leadership of the Board and for the efficient organisation and conduct of the Board. He also retains overall responsibility, subject to management input, for communication with shareholders.

#### The Managing Director

The Managing Director runs the Company on a day to day basis pursuant to authority delegated by the Board and is responsible for the implementation of Board and corporate policy and planning in accordance with approved programmes and budgets. The Managing Director reports to the Board regularly and is under an obligation to make sure that all reports which he presents give a true and fair view of the Company's exploration and other activities and its then current financial status.

#### Nomination for board positions

The full Board will decide on the choice of any new director(s) upon the creation of any new board position and/or if any casual vacancy arises. Any decisions taken to appoint new directors will be minuted. The small size of the Company and of the Board does not warrant the appointment of a nomination committee.

## **CORPORATE GOVERNANCE STATEMENT FOR THE YEAR ENDED 30 JUNE 2005 (Continued)**

### **Independent professional advice**

Each director has the right to seek independent professional advice at the Company's expense. Prior approval of the Chairman is required and will not be unreasonably withheld.

### **ETHICAL AND RESPONSIBLE DECISION MAKING**

#### **Code of Conduct**

The Board adheres to and is responsible for enforcing the Corporate Code of Conduct set out in this Corporate Governance Statement.

#### **Policy on share trading**

Hampton Hill Board policy is that directors, officers and employees are prohibited from dealing in the Company's shares when they possess inside information. The Board is to be notified when trading of shares in Hampton Hill by any Director or officer of the Company occurs. 'Inside information' is information that, if it were generally available would or would be likely to influence investors in deciding whether to buy or sell the Company's securities.

### **INTEGRITY IN FINANCIAL REPORTING**

#### **Financial Reports**

The Managing Director and Company Secretary are required to confirm in writing to the Board that the Company's half year and full year financial reports present a true and fair view in all material respects of the Company's financial condition and operational results and are in accordance with relevant accounting standards.

#### **Audit Committee**

Hampton Hill's Directors do not consider that the Company's affairs are of such a size and complexity as to merit the establishment of a separate audit committee. Until this situation changes, the Board of Hampton Hill will carry out any necessary audit committee functions.

The Board monitors the form and content of the Company's financial statements; it also maintains an overview of the Company's internal financial control and audit system and risk management systems.

Additionally, on an annual basis the Board, in line with its overall responsibility to shareholders, reviews the performance of the external auditor and the continuation of that appointment. The Board also approves the remuneration and terms of engagement of the external auditor. Any appointment of a new external auditor is submitted for ratification by shareholders at the next annual general meeting of the Company.

### **TIMELY AND BALANCED DISCLOSURE**

Detailed compliance procedures, to ensure timely and balanced disclosure of information in line with ASX Listing Rule disclosure requirements and Continuous Disclosure Guidelines, have been noted and adopted by the Company. The Company Secretary is charged with ensuring that any necessary steps which need to be taken by the Company are brought before the Board for discussion and, subject to amendment, approval.

### **COMMUNICATION WITH AND PARTICIPATION OF SHAREHOLDERS**

Hampton Hill maintains a website at [www.hamptonhill.com.au](http://www.hamptonhill.com.au)

Hampton Hill shareholders may find all recent information on the Company under various headings on the Company's website, including its recent ASX releases, details of its projects and its Corporate Profile. Shareholders may also request a copy of the Company's ASX recent releases.

## **CORPORATE GOVERNANCE STATEMENT FOR THE YEAR ENDED 30 JUNE 2005 (Continued)**

Hampton Hill invites the external auditor to attend its annual general meeting and to be available to answer shareholders' questions about the conduct of the audit and the preparation and content of the auditor's report.

### **RISK MANAGEMENT**

Consistent with the compliance systems detailed elsewhere in this statement the Board takes responsibility for the risk management of the Company.

The Board routinely reviews corporate risk and supervises internal compliance and control systems.

The Managing Director is responsible to the board for ensuring the systems are complied with and is required annually to make a statement to the board in writing to this effect.

Whilst high priority is given to the management of risk in the Company current and potential investors are reminded that they are investors in a company engaged in exploration activities which by their very nature are high risk and where successful may give rise to high rewards.

### **PERFORMANCE EVALUATION OF THE BOARD, INDIVIDUAL EXECUTIVE AND NON-EXECUTIVE DIRECTORS**

The Board conducts regular informal reviews of executive performance including that of the Company Secretary on at least an annual basis.

### **REMUNERATION OF DIRECTORS AND EXECUTIVES**

The Company currently has one full time employee, the Managing Director. The full Board excluding the Managing Director carries out an annual review of the adequacy of his remuneration, and participation in share incentive arrangements.

The non-executive directors currently receive no remuneration and consequently no independent review of this aspect is carried out. Details of directors' and executives' remuneration are set out in the annual Financial Report in accordance with accounting standards.

### **CORPORATE CODE OF CONDUCT AND OBJECTIVES**

Hampton Hill is committed to:

- (a) applying the Company's funds in an efficient manner in the search for mineral resources the quality of which will increase shareholder value
- (b) applying high standards of professional excellence;
- (c) adopting high standards of occupational health and safety, environmental management and ethics;
- (d) fostering and maintaining a culture of ownership, care and professional excellence from the Company's employees; and
- (e) ensuring that all of its business affairs are conducted legally, ethically and with integrity.

### **Corporate Responsibility**

The Company complies with all legislative and common law requirements which affect its business, particularly environmental regulations, native title and cultural heritage laws.

### **Employment**

Hampton Hill's policy is to employ the best available staff; at this stage in the Company's development all potential employees are subject to full Board scrutiny.



## **CORPORATE GOVERNANCE STATEMENT FOR THE YEAR ENDED 30 JUNE 2005 (Continued)**

### **Third Parties**

The Company treats third parties in a fair and reasonable manner and does not engage in deceptive practices.

### **Conflict of Interest**

The Board and the executive are obligated to avoid situations of real or apparent conflict of interest between them as individuals and as Directors or employees of the Company. If a situation where a conflict of interest arises the Chairman is to be notified, the matter will then be considered and the appropriate steps taken to avoid a repetition.

### **Breach of Corporate Governance**

Any breach of Corporate Governance is to be reported directly to the Chairman.

### **Review of Rules of Corporate Governance**

The Board through the Chairman monitors the Company's compliance with the Rules periodically.

**STATEMENT OF FINANCIAL PERFORMANCE FOR THE YEAR ENDED 30 JUNE 2005**

		Consolidated		Parent Entity	
	Note	2005	2004	2005	2004
		\$	\$	\$	\$
Revenue from ordinary activities	2	88,569	80,632	88,569	80,632
Depreciation expense		(4,228)	(1,010)	(4,228)	(1,010)
Exploration expenditure written off		(604,954)	(1,418,567)	(604,954)	(1,418,567)
Other expenses from ordinary activities		<u>(321,118)</u>	<u>(306,110)</u>	<u>(321,118)</u>	<u>(304,176)</u>
<b>Loss from ordinary activities before income tax expense</b>	3	(841,731)	(1,645,055)	(841,731)	(1,643,121)
Income tax expense attributable to ordinary activities	4	-	-	-	-
<b>Net loss after income tax attributable to members of the parent entity</b>	13	<u>(841,731)</u>	<u>(1,645,055)</u>	<u>(841,731)</u>	<u>(1,643,121)</u>
<b>Total changes in the value of equity other than those arising transactions with owners as owners</b>		<u>(841,731)</u>	<u>(1,645,055)</u>	<u>(841,731)</u>	<u>(1,643,121)</u>
Basic loss per share	23	0.90 cents	1.88 cents		
Diluted loss per share	23	0.90 cents	1.88 cents		

The above Statement of Financial Performance should be read in conjunction with the accompanying notes.

**STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2005**

	Note	Consolidated		Parent Entity	
		2005	2004	2005	2004
		\$	\$	\$	\$
<b>Current Assets</b>					
Cash assets	5	795,105	1,866,415	795,105	1,866,415
Receivables	6	44,485	54,566	44,485	54,566
Total current assets		<u>839,590</u>	<u>1,920,981</u>	<u>839,590</u>	<u>1,920,981</u>
<b>Non-Current Assets</b>					
Receivables	6	-	-	740,240	536,200
Plant and equipment	7	12,607	16,844	12,607	16,844
Exploration and evaluation	8	6,718,532	6,375,231	5,307,001	5,167,740
Other financial assets	9	-	-	673,601	673,601
Total non-current assets		<u>6,731,139</u>	<u>6,392,075</u>	<u>6,733,449</u>	<u>6,394,385</u>
Total assets		<u>7,570,729</u>	<u>8,313,056</u>	<u>7,573,039</u>	<u>8,315,366</u>
<b>Current Liabilities</b>					
Payables	10	163,257	78,941	163,257	78,941
Provisions	11	23,321	9,170	23,321	9,170
Total current liabilities		<u>186,578</u>	<u>88,111</u>	<u>186,578</u>	<u>88,111</u>
<b>Non-current liabilities</b>					
Provisions	11	387	150	387	150
Total non-current liabilities		<u>387</u>	<u>150</u>	<u>387</u>	<u>150</u>
Total liabilities		<u>186,965</u>	<u>88,261</u>	<u>186,965</u>	<u>88,261</u>
<b>Net Assets</b>		<u>7,383,764</u>	<u>8,224,795</u>	<u>7,386,074</u>	<u>8,227,105</u>
<b>Equity</b>					
Contributed equity	12	13,026,888	13,026,188	13,026,888	13,026,188
Accumulated losses	13	(5,643,124)	(4,801,393)	(5,640,814)	(4,799,083)
<b>Total Equity</b>		<u>7,383,764</u>	<u>8,224,795</u>	<u>7,386,074</u>	<u>8,227,105</u>

The above Statement of Financial Position should be read in conjunction with the accompanying notes.

**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2005**

	Note	Consolidated		Parent Entity	
		2005	2004	2005	2004
		\$	\$	\$	\$
<b>Cash flows from operating activities</b>					
Payments to suppliers and employees		(285,650)	(301,044)	(285,620)	(300,030)
Payments for exploration expenditure		(999,700)	(1,671,860)	(795,660)	(1,287,683)
GST received		115,856	116,101	115,856	101,941
Interest received		67,138	71,913	67,138	71,913
Other receipts		31,775	9,547	31,775	9,547
Net cash outflow from operating activities	22	<u>(1,070,551)</u>	<u>(1,775,343)</u>	<u>(866,511)</u>	<u>(1,404,312)</u>
<b>Cash flows from investing activities</b>					
Loan to controlled entity		-	-	(204,040)	(366,929)
Payments for purchases of assets		(1,459)	(16,647)	(1,459)	(16,647)
Payments for purchase of tenements		-	(30,020)	-	(30,020)
Payments for purchases of controlled entity		-	-	-	(4,102)
Disposal of assets		-	19,155	-	19,155
Net cash outflow from investing activities		<u>(1,459)</u>	<u>(27,512)</u>	<u>(205,499)</u>	<u>(398,543)</u>
<b>Cash flows from financing activities</b>					
Proceeds from issue of shares	12(a)	700	2,200,000	700	2,200,000
Share issue transaction costs		-	(108,286)	-	(108,286)
Net cash inflow from financing activities		<u>700</u>	<u>2,091,714</u>	<u>700</u>	<u>2,091,714</u>
<b>Net decrease (increase) in cash held</b>		<b>(1,071,310)</b>	<b>288,859</b>	<b>(1,071,310)</b>	<b>288,859</b>
Cash at the beginning of the financial year		1,866,415	1,577,556	1,866,415	1,577,556
<b>Cash at the end of the financial year</b>	5	<u>795,105</u>	<u>1,866,415</u>	<u>795,105</u>	<u>1,866,415</u>

The above Statement of Cash Flows should be read in conjunction with the accompanying notes.

## NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2005

### NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This general-purpose Financial Report has been prepared in accordance with current Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, Urgent Issues Group Consensus Views and the Corporations Act (2001).

The financial report has been prepared on an accruals basis and is based on historical costs and does not take into account changing money values or, except where stated, current valuations of non-current assets. Cost is based on the fair value of the consideration given in exchange for assets.

It is prepared in accordance with the historical cost convention. Unless otherwise stated, the accounting policies adopted are consistent with those of the previous year.

#### (a) Principals of consolidation

The consolidated Financial Statements incorporate the assets and liabilities of all entities controlled by Hampton Hill Mining NL ("Company" or "Parent Entity") as at 30 June 2005 and the results of all controlled entities for the year then ended. Hampton Hill Mining NL and its controlled entities together are referred to in this Financial Report as the Consolidated Entity. The effects of all transactions between entities in the Consolidated Entity are eliminated in full.

Where control of an entity is obtained during a financial year, its results are included in the consolidated Statement of Financial Performance from the date on which control commenced. Where control of an entity ceased during a financial year its results are included for that part of the year during which the control existed.

#### (b) Income tax

The Company adopts the liability method of tax effect accounting procedures whereby the income tax expense in the profit and loss account is matched with the accounting profit (after allowing for permanent differences). The future tax benefit relating to tax losses is not carried forward as an asset unless the benefit can be regarded as being virtually certain of realisation. Income tax on net cumulative timing differences is set aside to defer income tax and future tax benefit amounts at the rates which are expected to apply when those timing differences reverse. The current tax rates have been used for this purpose.

The Company and its wholly owned Australian subsidiary, Apollo Mining Pty Ltd, have decided to implement the tax consolidation legislation as of 1 July 2004. The Australian Taxation Office has been notified of this decision.

#### (c) Revenue

Interest is brought to account as income over the term of each financial instrument on an accrual accounting basis.

Other revenue is recognised as it accrues.

#### (d) Depreciation

Depreciation is calculated on a straight line or diminishing value basis so as to write off the net cost of each fixed asset over its effective life. The depreciation rates are as follows:

Plant and Equipment including motor vehicles: 13% to 27% straight line.

#### (e) Cash

For purpose of the Statement of Cash Flows cash includes deposits at call and bills of exchange which are readily convertible to cash on hand and which are used in the cash management function on a day-to-day basis, net of outstanding bank overdrafts.

**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2005****NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)****(f) Bills of exchange**

Bills of exchange have been purchased at a discount to face value. They are carried at cost. The discount is brought to account as interest received over the remaining term of the bill.

**(g) Exploration and evaluation**

Exploration and evaluation expenditure incurred by or on behalf of the Company is accumulated separately for each area of interest. Such expenditure comprises net direct costs, and an appropriate portion of related overhead expenditure, but does not include general overheads or administration expenditure not having a specific nexus with a particular area of interest.

Exploration and evaluation expenditure for each area of interest is carried forward where rights to the tenure of the area of interest are current and costs are expected to be recouped through revenue derived from the area of interest or sale of that area of interest, or exploration and evaluation activities have not reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves and active or significant operations in, or in relation to, the area of interest are continuing. Exploration and evaluation expenditure for an area of interest which does not satisfy the above policy is not carried forward as an asset.

**(h) Valuation of non-current assets other than exploration and evaluation**

The carrying amounts of all non-current assets other than exploration and evaluation expenditure are reviewed at least annually to determine whether they are in excess of their recoverable amount. If the carrying amount of a non-current asset exceeds the recoverable amount the asset is written down to the lower value. In assessing recoverable amounts the relevant cash flows have not been discounted to their present value.

**(i) Earnings per share****(i) *Basic earnings per share***

Basic earnings per share is determined by dividing the operating profit after income tax by the weighted average number of ordinary shares outstanding during the financial year.

**(ii) *Diluted earnings per share***

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

**(j) Trade and other creditors**

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year and which are unpaid. These amounts are unsecured and are usually paid within 30 days of recognition.

**(k) Employee benefits**

Provision is made for the Company's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits expected to be settled within one year together with entitlements arising from wages and salaries, annual leave and sick leave which will be settled after one year, have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs. Other employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits.

Contributions are made by the Company to employee superannuation funds and are charged as expenses when incurred.

**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2005****NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)****(l) Adoption of Australian equivalents to International Financial Reporting Standards**

The Australian Accounting Standards Board ("AASB") is adopting International Financial Reporting Standards ("IFRS") for application to reporting periods beginning on or after 1 January 2005. The AASB has issued AASB equivalents to IFRS, and Urgent Issues Group Abstracts corresponding to International Financial Reporting Interpretations adopted by the International Accounting Standards Board. These Australian pronouncements are known as Australian equivalents to AIFRS. The adoption of AIFRS will be first reflected in the financial statements of Hampton Hill Mining NL for the half year ending 31 December 2005 and the year ending 30 June 2006.

The Company is managing the transition to the new Standards by reviewing the revised standards and UIG to identify key differences in accounting policies that are expected to arise on the adoption of AIFRS.

A summary of the impacts of adopting AIFRS are set out in note 26.

**(m) Goods and Services Tax (GST)**

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

**(n) Comparative Figures**

Where required by Accounting Standards comparative figures have been adjusted to conform with changes in presentation for the current financial year.

## NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2005

	Consolidated		Parent Entity	
	2005	2004	2005	2004
	\$	\$	\$	\$
<b>NOTE 2 - REVENUE</b>				
<b>Revenue from ordinary activities</b>				
Interest revenue from other persons	68,900	71,085	68,900	71,085
Rental revenue	19,569	8,739	19,569	8,739
Other income	100	808	100	808
Total revenue from ordinary activities	<u>88,569</u>	<u>80,632</u>	<u>88,569</u>	<u>80,632</u>
<b>NOTE 3 - LOSS FROM ORDINARY ACTIVITIES</b>				
Loss from ordinary activities before income tax expense includes the following specific expenses:				
Depreciation	4,228	1,010	4,228	1,010
Exploration expenditure written off	604,954	1,418,567	604,954	1,418,567
<b>Other expenses from ordinary activities</b>				
Borrowing costs expense				
- Interest – other persons	101	24	101	24
Rental expense – minimum lease payment	70,395	47,701	70,395	47,701
Salaries and wages	104,223	94,479	104,223	94,479
Audit, accounting and consulting fees	48,932	55,569	48,932	55,569
Listing expenses	14,611	14,952	14,611	14,952
Other administrative expenses	82,856	93,385	82,856	91,451
Total other expenses from ordinary activities	<u>321,118</u>	<u>306,110</u>	<u>321,118</u>	<u>304,176</u>



**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2005**

	Consolidated		Parent Entity	
	2005	2004	2005	2004
	\$	\$	\$	\$
<b>NOTE 4 - INCOME TAX</b>				
<b>(a) Reconciliation of income tax to operating losses</b>				
The aggregate amount of income tax attributable to the financial year differs by more than 15% from the amount calculated on the operating loss, and is reconciled as follows:				
Operating loss before income tax	<u>841,731</u>	<u>1,645,055</u>	<u>841,731</u>	<u>1,643,121</u>
Income tax credit calculated at 30% (2004: 30%)	(252,519)	(493,517)	(252,519)	(492,937)
Tax effect of permanent differences:				
Non-deductible expenditure	-	(456,889)	-	(456,889)
Other deductible amounts	(9,823)	-	(9,823)	-
Tax losses not brought to account	332,066	(36,628)	270,854	(36,048)
Timing differences not brought to account	(69,724)	-	(8,512)	-
Income tax attributable to operating profit	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

**(b) Future income tax benefits not brought to account**

The Directors estimate that the potential future income tax benefit in respect of income tax losses and exploration expenditure carried forward but not brought to account at year-end at a tax rate of 30% is:

Income tax losses (net of timing differences)	2,395,120	2,030,432	2,269,299	1,851,221
Capital exploration expenditure	90,292	90,292	90,292	90,292
Net future income tax benefits not brought to account	<u>2,485,412</u>	<u>2,120,724</u>	<u>2,359,591</u>	<u>1,941,513</u>

These benefits will only be obtained if:

- (i) the Company derives future assessable income of a nature and of an amount sufficient to enable the benefits from the deductions for the losses to be realised,
- (ii) the Company continues to comply with the conditions for deductibility imposed by tax legislation, and
- (iii) no changes in tax legislation adversely affect the Company in realising the benefit from the deduction for the losses.

The income tax rate applied to the losses as at 30 June 2005 is 30%.

**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2005**

	Consolidated		Parent Entity	
	2005	2004	2005	2004
	\$	\$	\$	\$
<b>NOTE 5 - CASH ASSETS</b>				
Cash on hand	150	150	150	150
Cash at bank	138,204	38,541	138,204	38,541
Deposits at call	59,752	135,180	59,752	135,180
Bills receivable	596,999	1,692,544	596,999	1,692,544
	<u>795,105</u>	<u>1,866,415</u>	<u>795,105</u>	<u>1,866,415</u>

**Bills of exchange** are generally subject to credit risk in the event of default by the acceptor. However the risk has been mitigated by ensuring that the bills are accepted by banks.

**Bills on hand** at balance date bear interest at a rate of between 5.32% and 5.40% (2004: 5.36% to 5.40%). They mature within 30 days of balance date and have a face value of \$600,000 (2004: \$1,700,000).

**Cash at bank and Deposits at call** have been subject to floating interest rates during the year of between 0.05% and 4.19% (2004: 0.05% and 4.55%).

**NOTE 6 - RECEIVABLES**

CURRENT

Security Deposits	6,000	6,000	6,000	6,000
Other	38,485	48,566	38,485	48,566
	<u>44,485</u>	<u>54,566</u>	<u>44,485</u>	<u>54,566</u>

NON-CURRENT

Loan to wholly owned group entity	-	-	740,240	536,200
	<u>-</u>	<u>-</u>	<u>740,240</u>	<u>536,200</u>

**Other receivables** include pro-rata interest receivable at balance date in respect of bills of exchange and other receivables that are expected to be repaid within 30 days of balance date.

**Loan to wholly owned group entity** consists of monies advanced to Apollo Mining Pty Ltd to fund exploration expenditure on the Apollo Hill project. The loan is of no fixed term and does not bear interest.

**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2005**

	Consolidated		Parent Entity	
	2005	2004	2005	2004
	\$	\$	\$	\$
<b>NOTE 7 - PLANT AND EQUIPMENT</b>				
Plant and equipment – at cost	23,645	29,086	23,645	29,086
Accumulated depreciation	<u>(12,036)</u>	<u>(13,428)</u>	<u>(12,036)</u>	<u>(13,428)</u>
	<u>11,609</u>	<u>15,658</u>	<u>11,609</u>	<u>15,658</u>
Furniture and fittings – at cost	2,778	5,378	2,778	5,378
Accumulated depreciation	<u>(1,781)</u>	<u>(4,193)</u>	<u>(1,781)</u>	<u>(4,193)</u>
	<u>997</u>	<u>1,185</u>	<u>997</u>	<u>1,185</u>
Motor vehicle – at cost	49,883	49,883	49,883	49,883
Accumulated depreciation	<u>(49,882)</u>	<u>(49,882)</u>	<u>(49,882)</u>	<u>(49,882)</u>
	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>
Total plant and equipment	<u>12,607</u>	<u>16,844</u>	<u>12,607</u>	<u>16,844</u>

A reconciliation of the carrying amounts of each class of plant and equipment at the beginning and end of the current financial year is set out below:

	Plant & Equipment	Furniture & Fittings	Motor Vehicle	Total
	\$	\$	\$	\$
Carrying amount at 1 July 2004	15,658	1,185	1	16,844
Additions during the period	1,459	-	-	1,459
Scrapped during the period	(1,468)	-	-	(1,468)
Depreciation expenses	(4,040)	(188)	-	(4,228)
Carrying amount at 30 June 2005	<u>11,609</u>	<u>997</u>	<u>1</u>	<u>12,607</u>

## NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2005

	Consolidated		Parent Entity	
	2005	2004	2005	2004
	\$	\$	\$	\$
<b>NOTE 8 - EXPLORATION AND EVALUATION</b>				
Costs brought forward in respect of areas of interest in exploration and evaluation phase.	6,375,231	6,324,487	5,167,740	5,501,172
Expenditure incurred during the period on:				
Exploration of tenements	756,387	1,469,311	561,929	1,085,135
Acquisition of exploration property	-	-	-	-
Expenditure recovered	191,868	-	182,286	-
Expenditure written off during the year	(604,954)	(1,418,567)	(604,954)	(1,418,567)
	<u>6,718,532</u>	<u>6,375,231</u>	<u>5,307,001</u>	<u>5,167,740</u>

Ultimate recoupment of exploration and development expenditure carried forward is dependant on successful development and commercial exploration, or alternatively sale, of the respective areas

## NOTE 9 - OTHER FINANCIAL ASSETS

Shares in controlled entity at cost	<u>-</u>	<u>-</u>	<u>673,601</u>	<u>673,601</u>
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Controlled Entity:	Apollo Mining Pty Ltd
Place of Incorporation:	Australia
Parent Entity & Australian Parent:	Hampton Hill Mining NL
Class of Shares:	Ordinary
Interest Held:	100%
Date Acquired:	March 2003

## NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2005

	Consolidated		Parent Entity	
	2005	2004	2005	2004
	\$	\$	\$	\$
<b>NOTE 10 - PAYABLES</b>				
Trade creditors and accruals	<u>163,257</u>	<u>78,941</u>	<u>163,257</u>	<u>78,941</u>
<b>NOTE 11 - PROVISIONS</b>				
Current:				
Employee entitlements	<u>23,321</u>	<u>9,170</u>	<u>23,321</u>	<u>9,170</u>
Non-current:				
Employee entitlements	<u>387</u>	<u>150</u>	<u>387</u>	<u>150</u>
<b>NOTE 12 - CONTRIBUTED EQUITY</b>				
Paid up capital 93,310,529 (2004: 93,310,529) ordinary fully paid shares	13,025,788	13,025,788	13,025,788	13,025,788
Partly paid capital 1,100,000 (2004: 400,000) ordinary shares paid to 0.1 cents	1,100	400	1,100	400
	<u>13,026,888</u>	<u>13,026,188</u>	<u>13,026,888</u>	<u>13,026,188</u>

### Rights attaching to ordinary shares

Ordinary shares entitle the holder to participate in dividends and in the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy is entitled to one vote and upon a poll each share is entitled to one vote. The ordinary full paid shares are listed on the Australian Stock Exchange and carry no trading restrictions.

### Rights attaching to partly paid ordinary shares

The partly paid ordinary shares are not transferable and may participate in pro-rata entitlements only to the extent of the capital paid up. They may be converted to fully paid shares at any time on payment of the amount unpaid upon which application will be made for listing of the shares on the Australian Stock Exchange. The resulting fully paid ordinary shares have the same rights as other ordinary shares. The shares are subject to calls on uncalled capital at the discretion of the Directors.

## NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2005

### NOTE 12 - CONTRIBUTED EQUITY (Continued)

#### (a) Movements in ordinary share capital during the past two years:

##### Fully Paid Shares

Date	Details	Number of Shares	Issue Price cents	Amount \$
01/07/2003	Opening balance	84,410,000	-	10,844,073
22/08/2003	Employee options exercised	100,000	.20	20,000
26/11/2003	Director options exercised	500,000	.20	100,000
09/02/2004	Acquisition of tenements	300,000	.30	90,000
03/03/2004	Share placement	8,000,000	.26	2,080,000
17/03/2004	Cost of shares issued	-	-	(108,285)
		<u>93,310,529</u>		<u>13,025,788</u>

##### Partly Paid Shares

Date	Details	Number of Shares	Issue Price cents	Amount \$
01/07/2003	Opening balance	400,000	0.1	400
01/12/2004	Shares issued	700,000	0.1	700
		<u>1,100,000</u>		<u>1,100</u>

#### (b) Options

There were no unlisted options to take up fully paid shares on issue at balance date.

#### (c) Movements in options during the past two years:

Date Issued	Details	Number of Options	Exercise Price Per Share cents	Grant Date	Expiry Date
01/07/2003	Opening balance	1,200,000			
22/08/2003	Exercise of employee options	(100,000)	20	14/12/1998	27/11/2003
26/11/2003	Exercise of directors options	(500,000)	20	14/12/1998	27/11/2003
26/11/2004	Expiry of options	<u>(600,000)</u>	20	26/11/1999	26/11/2004
		<u>-</u>			

## NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2005

	Consolidated		Parent Entity	
	2005	2004	2005	2004
	\$	\$	\$	\$
<b>NOTE 13 - ACCUMULATED LOSSES</b>				
Accumulated losses at the beginning of financial year	(4,801,393)	(3,156,338)	(4,799,083)	(3,155,962)
Loss for the year	(841,731)	(1,645,055)	(841,731)	(1,643,121)
Accumulated losses at the end of financial year	<u>(5,643,124)</u>	<u>(4,801,393)</u>	<u>(5,640,814)</u>	<u>(4,799,083)</u>

## NOTE 14 - FINANCIAL INSTRUMENTS

### (a) Credit Risk Exposures

The credit risk exposure of the Company on financial assets that have been recognised on the balance sheet is generally the carrying amount of those assets.

Bills of exchange which have been purchased at a discount to face value are carried on the balance sheet at an amount less than the amount realisable at maturity. The total credit risk exposure of the Company could be considered to include the difference between the carrying amount and the realisable amount (refer also Note 5).

### (b) Interest Rate Risk Exposures

The Company's exposure to interest rate risk is comprised of:

- (i) the floating interest rates applying to deposits at call as set out in Note 5.
- (ii) the fixed interest rate applying to bills receivable as set out in Note 5.

Other financial assets and liabilities, being trade and other creditors, and other receivables are not interest bearing.

### (c) Net Fair Value of Financial Assets and Liabilities

The net fair value of the financial assets and financial liabilities approximates their carrying value.

## NOTE 15 - REMUNERATION OF DIRECTORS AND EXECUTIVES

### (a) Names and positions held of directors and executives

The names of persons who were Directors and Executives of Hampton Hill Mining NL at any time during the financial year and the positions they held are as follows:

W S Forte	Managing Director
N Tomkinson	Chairman
J N Pitt	Director
P C Rutledge	Company Secretary

**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2005**
**NOTE 15 – REMUNERATION OF DIRECTORS AND EXECUTIVES (Continued)**
**(b) Directors' and executives' remuneration**

2005	Fees paid to associated entity (excluding GST)	Salary	Primary Superannuation contributions	Non-cash benefits	Equity Partly paid shares	Total
	\$	\$	\$	\$	\$	\$
<b>Directors</b>						
Mr W S Forte	-	148,415	11,585	3,618	28,650	192,268
Mr N Tomkinson	-	-	-	-	-	-
Mr J N Pitt	-	-	-	-	-	-
<b>Executives</b>						
Mr P C Rutledge	34,393	-	-	-	5,730	40,123
<b>2004</b>						
	Fees paid to associated entity (excluding GST)	Salary	Primary Superannuation contributions	Non-cash benefits	Equity Partly paid shares	Total
	\$	\$	\$	\$	\$	\$
<b>Directors</b>						
Mr W S Forte	28,429	93,750	26,250	3,618	-	152,047
Mr N Tomkinson	-	-	-	-	-	-
Mr J N Pitt	-	-	-	-	-	-
<b>Executives</b>						
Mr P C Rutledge	30,390	-	-	-	-	30,390

In the year ending 30 June 2004 expenses of \$15,169 were paid or payable by the Company to Lonarch, an entity associated with Mr Forte, in respect of services other than the personal services of Mr Forte provided during the first 3 months of that year in accordance with an agreement based on normal commercial terms and conditions.

**(c) Shares issued on exercise of remuneration options**

	No. of ordinary Shares issued	Amount paid per share Cents	Amount unpaid per share cents
<b>2005</b>			
No options exercised	-	-	-
<b>2004</b>			
Mr W S Forte	500,000	20	Nil



## NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2005

### NOTE 15 - REMUNERATION OF DIRECTORS AND EXECUTIVES (Continued)

#### (d) Share holdings

The number of shares held by the Directors are set out below:

##### Fully paid shares

	Balance 1 July 2004	Received as remuneration	Options exercised	Net changes other *	Balance 30 June 2005
<b>Directors</b>					
Mr J N Pitt	31,953,667	-	-	400,000	32,353,667
Mr N Tomkinson	4,535,733	-	-	200,000	4,735,733
Mr W S Forte	2,957,199	-	-	-	2,957,199
	<u>39,446,599</u>	<u>-</u>	<u>-</u>	<u>600,000</u>	<u>40,046,599</u>
<b>Executives</b>					
Mr P C Rutledge	50,000	-	-	-	50,000
	<u>50,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>50,000</u>

\* Net changes other relates to shares purchased or sold during the financial year.

##### Partly paid shares

	Balance 1 July 2004	Received as remuneration	Options exercised	Net changes other	Balance 30 June 2005
<b>Directors</b>					
Mr W S Forte:					
Issued for 10 cents paid to 0.1cents	200,000	-	-	-	200,000
Issued for 20 cents paid to 0.1cents	200,000	-	-	-	200,000
Issued for 25 cents paid to 0.1cents	-	500,000	-	-	500,000
	<u>400,000</u>	<u>500,000</u>	<u>-</u>	<u>-</u>	<u>900,000</u>
<b>Executives</b>					
Mr P C Rutledge					
Issued for 25 cents paid to 0.1cents	-	100,000	-	-	100,000
	<u>-</u>	<u>100,000</u>	<u>-</u>	<u>-</u>	<u>100,000</u>

#### (e) Option holdings

The number of options held by directors are set out below:

	Balance 1 July 2004	Received as remuneration	Options exercised	Net changes other	Balance 30 June 2005
Mr W S Forte:					
Exercisable at 20 cents 26 Nov 04	500,000	-	-	500,000	-
	<u>500,000</u>	<u>-</u>	<u>-</u>	<u>500,000</u>	<u>-</u>

The options exercisable by 26 November 2004 were not exercised and expired.

## NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2005

### NOTE 15 - REMUNERATION OF DIRECTORS AND EXECUTIVES (Continued)

#### (f) Remuneration practices

The nature and amount of remuneration paid to the Managing Director has been determined by reference to the services provided, experience, length of service and prevailing market rates. The inclusion of shares and options in the remuneration package is designed to link part of the remuneration to the success of the Company.

Consolidated		Parent Entity	
2005	2004	2005	2004
\$	\$	\$	\$

### NOTE 16 - REMUNERATION OF AUDITORS

Amounts received, or due and receivable, by auditors for:  
Auditing or reviewing the accounts of Hampton Hill Mining

14,724	9,289	14,724	9,289
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### NOTE 17 - INTERESTS IN JOINT VENTURES

The Company has interests in the following mineral exploration joint ventures as at 30 June 2005:

Name of Project	Interest (%)	Activities	Other Parties
Leinster JV (Yillaree)	20%	Nickel/Gold exploration	{Dalrymple Resources NL {LionOre Australia (Wildara) NL
Capricorn JV	75%	Base metals	Metallica Pty Ltd (25%)
Wheatley JV	50%	Earning Interest in base metals and gold	Teck Cominco Australia Pty Ltd BHP Billiton Minerals Pty Ltd, Haddington Resources Ltd, Askins and Stewart
Apollo Hill JV	100%	Gold	
Ryansville } Weebacarry }	100%	Gold	Aurora Minerals Ltd (earning 51%)
Weld Range Iron Ore	100%	Iron Ore	Midwest Corporation Ltd (earning 60%)
Weld Range Non Ferrous	0%	Earning interest in base metals gold and PGM's	Midwest Corporation Ltd (100%) (Hampton can earn up to 100%)

The above joint ventures do not constitute separate legal entities. They are contractual agreements between the participants for the sharing of costs and output and do not in themselves generate revenue and profit.

The joint ventures are of the type where initially one party contributes tenements with the other party earning a specified percentage by funding exploration activities; thereafter the parties often share exploration and development costs in proportion to their ownership of joint venture assets. The joint ventures do not hold any assets and accordingly the Company's share of exploration expenditure is accounted for in accordance with the policy set out in Note 1(g).

**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2005**

**NOTE 18 - COMMITMENTS FOR EXPENDITURE**

**Mineral Tenements**

In order to maintain the mineral tenements in which the Company and other parties are involved, the Company is committed to fulfil the minimum annual expenditure conditions under which the tenements are granted. The minimum estimated expenditure in accordance with the requirements of the Western Australian Department of Industry and Resources for the next financial year are set out below.

	Consolidated		Parent Entity	
	2005	2004	2005	2004
	\$	\$	\$	\$
Minimum estimated expenditure requirements	<u>426,763</u>	<u>330,412</u>	<u>343,859</u>	<u>328,264</u>

These requirements are expected to be fulfilled in the normal course of operations and may be varied from time to time subject to approval by the grantor of titles. The estimated expenditure represents potential expenditure which may be avoided by relinquishment of tenure. Exploration expenditure commitments beyond twelve months cannot be reliably determined

**Operating Leases**

Commitment for minimum lease payments in relation to a non-cancellable operating lease are payable as follows:

	Consolidated		Parent Entity	
	2005	2004	2005	2004
	\$	\$	\$	\$
Within one year	46,596	46,596	46,596	46,596
Longer than one year, not longer than five years	-	46,596	-	46,596
Aggregate	<u>46,596</u>	<u>93,192</u>	<u>46,596</u>	<u>93,192</u>

The above commitments relate to an operating lease in respect of the Company's premises.

**NOTE 19 - RELATED PARTIES**

**(a) Remuneration and retirement benefits**

Information on remuneration of Directors is disclosed in Note 15.

**(b) Other transactions of Directors and Director-related entities**

The Company has a contributing interest in a joint venture with Metallica Pty Ltd, a company of which Mr Tomkinson and Mr Pitt are directors and which is controlled by entities associated with Mr Pitt.

**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2005****NOTE 19 - RELATED PARTIES (Continued)****(c) Transactions of Directors and Director-related entities concerning shares or share options**

The aggregate number of shares and share options of the Company held directly, indirectly or beneficially by Directors or their Director-related entities at balance date were as follows:

	2005 No.	2004 No.
Ordinary shares – fully paid	40,046,599	39,446,599
Ordinary shares – partly paid to 0.1 cents per share	900,000	400,000
Options to acquire ordinary shares	-	500,000

Shares and options acquired and disposed of by the Directors during the year are set out in Note 15.

**NOTE 20 - EVENTS OCCURRING AFTER BALANCE DATE**

There have been no material items, transactions or events subsequent to 30 June 2005 which relate to conditions existing at that date and which require comment or adjustment to the figures dealt with in this report.

To the best of the Directors' knowledge and belief there have been no material items, transactions or events subsequent to 30 June 2005 which, although they do not relate to conditions existing at that date, have not been dealt with in this report and which would cause reliance on the information shown in this report to be misleading.

**NOTE 21 - SEGMENT INFORMATION**

The Company operates predominantly in one industry. The principal activities are basemetal and gold exploration and prospecting.

The Company currently operates only in Australia which is a single geographic segment.

## NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2005

	Consolidated		Parent Entity	
	2005	2004	2005	2004
	\$	\$	\$	\$
<b>NOTE 22 - RECONCILIATION OF LOSS FROM ORDINARY ACTIVITIES AFTER INCOME TAX TO NET CASH FLOW FROM OPERATING ACTIVITIES</b>				
Loss from ordinary activities after income tax	(841,731)	(1,645,055)	(841,731)	(1,643,121)
Depreciation	4,228	1,010	4,228	1,010
Exploration expenditure written off	604,954	1,418,567	604,954	1,418,567
Exploration expenditure capitalised	(756,387)	(1,368,447)	(561,929)	(984,270)
Exploration expenditure recovered	(191,868)	-	(182,286)	-
Formation costs of controlled entity written off	-	918	-	-
Net loss on disposal of non-current assets	1,468	-	1,468	-
Change in operating assets and liabilities:				
(Increase)/Decrease in debtors	(15,582)	(8,867)	(15,582)	(8,867)
(Increase)/Decrease in creditors	98,703	(164,910)	98,703	(164,910)
Decrease/(Increase) in GST receivable	25,663	(8,559)	25,663	(22,719)
Net cash outflow from operating activities	<u>(1,070,551)</u>	<u>(1,775,343)</u>	<u>(866,511)</u>	<u>(1,404,312)</u>

### Non-cash financing and investing activities

The following non-cash financing and investing activities were undertaken by the Company:  
issue of 300,000 ordinary shares in the Company at 30 cents per share to finalise acquisition of the George Bore tenement.

	-	(90,000)	-	(90,000)
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### Credit standby arrangements

The Company has no credit standby arrangements

### NOTE 23 - EARNINGS PER SHARE

	2005	2004
	Cents	Cents
Basic loss per share	0.90	1.88
Diluted loss per share	0.90	1.88
Reconciliation of loss		
Loss used in calculating earnings per share – basic and diluted	841,731	1,645,055
Net loss for the reporting period	<u>841,731</u>	<u>1,645,055</u>
	2005	2004
	Number of Shares	Number of Shares
Weighted average number of ordinary shares outstanding during the year used in the calculation of basic and diluted earnings per share	93,723,187	87,498,857

The weighted average number of ordinary shares used in calculating basic and diluted earnings per share is derived from the fully paid and partly paid ordinary shares on issue

## NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2005

### NOTE 24 - CONTINGENT LIABILITIES

There are no contingent liabilities for termination benefits under service agreements with Directors or executives at 30 June 2005. The Directors are not aware of any other contingent liabilities at 30 June 2005.

### NOTE 25 - NUMBER OF EMPLOYEES

The Company employed four employees at year end. (2004: four employees)

### NOTE 26 - IMPACTS OF ADOPTING AUSTRALIAN EQUIVALENTS TO IFRS

The Australian Accounting Standards Board ("AASB") is adopting International Financial Reporting Standards ("IFRS") for application to reporting periods beginning on or after 1 January 2005. The AASB has issued AASB equivalents to IFRS, and Urgent Issues Group Abstracts ("UIG") corresponding to International Financial Reporting Interpretations adopted by the International Accounting Standards Board. These Australian pronouncements are known as Australian equivalents to IFRS ("AIFRS"). The adoption of AIFRS will be first reflected in the financial statements of the Company for the half-year ending 31 December 2005 and the year ending 30 June 2006.

The Company is managing the transition to the new standards by reviewing the revised standards and UIG to identify key differences in accounting policies that are expected to arise on the adoption of AIFRS, and the likely impacts of adopting AIFRS are set out below.

#### Impairment of assets

The Company determines the recoverable amount of an asset on the basis of undiscounted net cash flows that will be received from the asset's use and subsequent disposal. In terms of pending AASB 136: Impairment of Assets, the recoverable amount of an asset will be determined as the higher of fair value less costs to sell and value in use.

The impact of the new policy on exploration and evaluation expenditure cannot be determined until the IASB finalises the relevant accounting standard.

#### Equity-based payments

The requirement under AIFRS to expense share and option plans will mean that options issued to a director, an executive and other employees during the year would need to be recognised as an expense. This would result in a change to the current accounting policy, under which no expense is recognised for equity-based compensation. The value of the partly paid shares issued during the year has been assessed at \$40,110 and because there is no vesting period the expensing of these options under AASB 2 would be done immediately on the grant date in December 2004 and would be recognised in the Statement of Financial Performance for the year and the Statement of Financial Position as at 30 June 2005.

#### Income Tax

Under AIFRS, deferred tax balances will be determined using the balance sheet method, which calculates temporary differences based on the carrying amounts of the Company's assets and liabilities in the Statements of Financial Position and their associated tax bases. Current and deferred taxes attributable to amounts recognised directly in equity will also be recognised directly in equity.

This will represent a change to the current accounting policy under which deferred tax balances are determined using the income statement method, items are only tax-effected if they are included in the determination of pre-tax accounting profit or loss and/or taxable income or loss and current and deferred taxes cannot be recognised directly in equity.

## Income Tax (Continued)

There is not expected to be any material effect on the carrying value of assets and liabilities of the Company as a result of this change in accounting policy.

Apart from this the Company considers that there do not appear to be any significant changes in accounting policies required on adoption of Australian equivalents to IFRS, and that adoption of the standards reviewed will not materially affect the carrying value of assets and liabilities and the recording of the transactions of the Company.

This assessment is based on management's best knowledge of expected standards and interpretations, and current facts and circumstances, but these may change. For example, amended or additional standards or interpretations may be issued by the AASB and the IASB. Therefore, until the company prepares its first full AIFRS financial statements, the possibility cannot be excluded that the accompanying disclosures may have to be adjusted.

The impact of adopting AIFRS on the Financial Statements of the Company is summarised below.

### Impact on the Statement of Financial Position as at 30 June 2004

It has been assessed that there is no impact of adopting AIFRS on the Statement of Financial Position as at 30 June 2004.

### Impact on the Statement of Financial Performance for the year ended 30 June 2005

	AGAAP 2005 \$	Effect of change \$	AIFRS 2005 \$
Revenue from ordinary activities	88,569	-	88,569
Expenses from ordinary activities	<u>(321,118)</u>	<u>(40,110)</u>	<u>(361,228)</u>
Loss from ordinary activities before income tax expense	<u>(841,731)</u>	<u>(40,110)</u>	<u>(881,841)</u>
Income tax expense attributable to ordinary activities			
Net loss after income tax	<u>(841,731)</u>	<u>(40,110)</u>	<u>(881,841)</u>
Basic loss per share	(0.90) cents		(0.95) cents
Diluted loss per share	(0.90) cents		(0.95) cents

### Impact on the Statement of Financial Position as at 30 June 2005

	AGAAP 2005 \$	Effect of change \$	AIFRS 2005 \$
Equity	13,026,888	40,110	13,066,998
Contributed equity	<u>(5,643,124)</u>	<u>(40,110)</u>	<u>(5,683,234)</u>
Accumulated losses	<u>7,383,764</u>	<u>-</u>	<u>7,383,764</u>

### Impact on the Statement of Cash Flows for the year ended 30 June 2005

There is no impact of adopting AIFRS on the Statement of Cash Flows for the year ended 30 June 2005.

## DIRECTORS' DECLARATION

The directors declare that the financial statements and notes set out on pages 39 - 60.

- (a) comply with Accounting Standards, the Corporations Act 2001, Corporations Regulations and other mandatory professional reporting requirements; and
- (b) give a true and fair view of the Company's financial position as at 30 June 2005 and of its performance as represented by the results of its operations and its cash flows for the financial year ended on that date.

The Managing Director in the capacity of Chief Executive Officer, and the Company Secretary in the capacity of Chief Financial Officer have each declared that

- (a) the financial records of the Company for the financial year have been properly maintained in accordance with Section 286 of the Corporations Act 2001.
- (b) the Financial Statements and Notes for the financial year comply with the accounting standards; and
- (c) the Financial Statements and Notes for the financial year give a true and fair view.

In the Directors' opinion:

- (a) the Financial Statements and notes are in accordance with the Corporations Act; and
- (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Directors.



**N TOMKINSON**  
**DIRECTOR**

Perth, 29 September 2005



## INDEPENDENT AUDIT REPORT TO THE MEMBERS OF HAMPTON HILL MINING NL

### Scope

#### *The Financial Report and Directors' Responsibility*

The financial report comprises the statement of financial position, statement of financial performance, statement of cash flows, accompanying notes to the financial statements, and the directors' declaration for both Hampton Hill Mining NL and the consolidated entity, for the year ended 30 June 2005. The consolidated entity comprises both the company and the entities it controlled during that year.

The directors of the company are responsible for the preparation and true and fair presentation of the financial report in accordance with the Corporations Act 2001. This includes responsibility for the maintenance of adequate accounting records and internal controls that are designed to prevent and detect fraud and error, and for the accounting policies and accounting estimates inherent in the financial report.

#### *Audit Approach*

We have conducted an independent audit in order to express an opinion to the members of the company. Our audit was conducted in accordance with Australian Auditing Standards in order to provide reasonable assurance as to whether the financial report is free of material misstatement. The nature of an audit is influenced by factors such as the use of professional judgment, selective testing, the inherent limitations of internal control, and the availability of persuasive rather than conclusive evidence. Therefore, an audit cannot guarantee that all material misstatements have been detected.

We performed procedures to assess whether in all material respects the financial report presents fairly, in accordance with the Corporations Act 2001, including compliance with Accounting Standards and other mandatory financial reporting requirements in Australia, a view which is consistent with our understanding of the company's and the consolidated entity's financial position, and of their performance as represented by the results of their operations and cash flows.

We formed our audit opinion on the basis of these procedures, which included:

- examining, on a test basis, information to provide evidence supporting the amounts and disclosures in the financial report, and
- assessing the appropriateness of the accounting policies and disclosures used and the reasonableness of significant accounting estimates made by the directors.

While we considered the effectiveness of management's internal controls over financial reporting when determining the nature and extent of our procedures, our audit was not designed to provide assurance on internal controls.

## **Independence**

In conducting our audit, we followed applicable independence requirements of Australian professional ethical pronouncements and the Corporations Act 2001.

## **Audit Opinion**

In our opinion, the financial report of Hampton Hill Mining NL is in accordance with:

(a) the Corporations Act 2001, including:

- (i) giving a true and fair view of the company's and consolidated entity's financial position as at 30 June 2005 and of its performance for the year ended on that date; and
- (ii) complying with Accounting Standards in Australia and the Corporations Regulations 2001; and

(b) other mandatory financial reporting requirements in Australia.

**BDO**

**Chartered Accountants**

A handwritten signature in purple ink, appearing to read 'M Shafizadeh' with a stylized flourish at the end.

**M Shafizadeh**

Partner

Perth, Western Australia

Dated this 30th day of September 2005

## SHAREHOLDER INFORMATION

The shareholder information set out below was applicable as at 6 October 2005.

### 1. Number and Distribution of Equity Securities

#### Ordinary shares:

	Ordinary shares fully paid Listed	Ordinary shares paid to 0.1cents Not Listed
Shares on issue	<u>93,310,529</u>	<u>1,400,000</u>

Distribution by holding	Shareholders	Shareholders
1 - 1,000	7	-
1,001 - 5,000	69	-
5,001 - 10,000	119	-
10,001 - 100,000	416	3
100,001 +	<u>108</u>	<u>2</u>
	<u>719</u>	<u>5</u>

### 2. Marketable parcel

There were 40 holders of less than a marketable parcel of ordinary shares.

#### Employee incentive scheme

The partly paid shares were issued under an employee incentive scheme.

### 3. Substantial Shareholders

The following information is extracted from the Company's register of substantial shareholders:

Name	No of Shares	%
Wythenshawe Pty Ltd, Warrambo Holdings Pty Ltd, Guardian Resources Pty Ltd, J N Pitt & Associates	37,089,400	39.75%

### 4. Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares (at present there are none), at a general meeting every shareholder or class of shareholder present in person or by proxy, attorney or representative has one vote on a show of hands and, on a poll, one vote for each fully paid share which that member holds or represents and, in respect of partly paid shares, voting rights pro-rata to the amount paid up or credited as paid up on each such share.

Any vendor securities which are or might be in breach of the Australian Stock Exchange Listing Rules or any escrow agreement entered into by the Company shall not be entitled to any votes for as long as the breach exists.

**SHAREHOLDER INFORMATION (CONTINUED)**

## 5. Twenty Largest Shareholders

		No. of Shares	<u>%</u>
1	Pitt, Joshua N	23,722,666	25.42%
2	Wythenshawe Pty Ltd	6,676,177	7.15%
3	Warramboe Holdings Pty Ltd	4,674,400	5.01%
4	Elizabeth Explorations Pty Ltd	3,635,000	3.90%
5	Crescent Nominees Ltd	2,457,477	2.63%
6	Wudina Pty Ltd	2,328,000	2.49%
7	Guardian Resources Pty Ltd	1,938,824	2.08%
8	Trayburn Pty Ltd	1,359,543	1.46%
9	Ariki Investments Pty Ltd	1,330,333	1.43%
10	Haynes, Keiran	1,208,782	1.30%
11	Allarrow Pty Ltd	1,115,136	1.20%
12	Morgan, Eric Henry	1,032,144	1.11%
13	Evergem Pty Ltd	1,000,000	1.07%
14	Clarke, Rupert William	880,000	0.94%
15	Whitfield, Warren	795,666	0.85%
16	Goldfan Ltd	784,638	0.84%
17	Strong, Garry Robert	775,000	0.83%
18	Bass Media Pty Ltd	720,000	0.77%
19	Mansfield, M & H <Mansfield Family Super A/c>	696,085	0.75%
20	Maka Holdings Pty Ltd	<u>600,000</u>	<u>0.64%</u>
		<u>57,729,871</u>	<u>61.87%</u>

# HAMPTON HILL MINING NL

## MINERAL TENEMENT INFORMATION

PROJECT	TENEMENT	PERCENT HOLDING	NOTES	TITLE HOLDER	JOINT VENTURER
Ryansville	E20/168	100%	(1)	Hampton Hill Mining NL	Aurora Minerals Limited
	ELA20/481- 482	100%	(1)	Hampton Hill Mining NL	Aurora Minerals Limited
	MLA20/375 - 376	100%	(1)(2)	Hampton Hill Mining NL	Aurora Minerals Limited
Weebacarry	E51/1021	100%	(1)	Hampton Hill Mining NL	Aurora Minerals Limited
	ELA51/1089	100%		Hampton Hill Mining NL	
Glenview/ Midwest	E20/208	100%	(5)	Hampton Hill Mining NL	Midwest Corporation Ltd
	M20/311	100%	(5)	Hampton Hill Mining NL	Midwest Corporation Ltd
	E20/450	100%	(5)	Hampton Hill Mining NL	Midwest Corporation Ltd
	E20/474	100%	(5)	Hampton Hill Mining NL	Midwest Corporation Ltd
	ELA51/981	100%	(5)	Hampton Hill Mining NL	Midwest Corporation Ltd
	MLA20/472 - 475	100%	(3)(5)	Hampton Hill Mining NL	Midwest Corporation Ltd
	MLA20/502 -504	100%	(4)(5)	Hampton Hill Mining NL	Midwest Corporation Ltd
Glenview / Midwest Non-ferrous	ELA20/457 & 459	0%	(6)	Midwest Corporation Ltd	
	ELA20/492 & 595 &	0%	(6)	Midwest Corporation Ltd	
	ELA51/ 907	0%			
	MLA20/419	0%	(6)	S MacDonald	
Apollo Hill	E31/116	100%		Apollo Mining Pty Ltd	
	ELA31/685	100%		Hampton Hill Mining NL	
	MLA 31/398 & 437	100%	(7)	Apollo Mining Pty Ltd	
	E39/129	100%		Apollo Mining Pty Ltd	
	E39/799	100%		Apollo Mining Pty Ltd	
	E39/1051	100%		Apollo Mining Pty Ltd	
	MLA39/340 - 341	100%	(8)	Apollo Mining Pty Ltd	
	MLA39/850 & 852	100%	(9)	Apollo Mining Pty Ltd	
	MLA39/915 - 916	100%	(10)	Apollo Mining Pty Ltd	
	MLA39/949 - 950	100%	(11)	Apollo Mining Pty Ltd	
Mt Monger	MLA26/614	Royalty	(12)	Solomon (Australia) Pty Ltd	
	P26/2324	Royalty	(12)	Solomon (Australia) Pty Ltd	
Polelle	ELA51/979	100%		Hampton Hill Mining NL	
	ELA51/1062	100%		Hampton Hill Mining NL	
Northlander JV	MLA15/1129	Royalty	(13)(21)	Cazaly Resources Ltd	
	MLA15/1130	Royalty	(14)(21)	Cazaly Resources Ltd	
Granophyre	MLA16/348	Royalty	(15)(21)	Cazaly Resources Ltd	
	P15/3368	Royalty	(21)	Cazaly Resources Ltd	
	P15/3370 - 3373	Royalty	(21)	Cazaly Resources Ltd	
	P16/1615 - 1618	Royalty	(21)	Cazaly Resources Ltd	
	MLA16/361	Royalty	(16)(21)	Hampton Hill Mining NL	
	P15/3725 & 3728	Royalty	(21)	Hampton Hill Mining NL	
	MLA15/1314	Royalty	(17)(21)	Hampton Hill Mining NL	

# HAMPTON HILL MINING NL

## MINERAL TENEMENT INFORMATION - CONTINUED

PROJECT	TENEMENT	PERCENT HOLDING	NOTES	TITLE HOLDER	JOINT VENTURER
Rayjax	M15/696	Royalty	(21)	Cazaly Resources Ltd	
	M15/1063	Royalty	(21)	Hampton Hill Mining NL	
	MLA15/1300	Royalty	(18)(21)	Hampton Hill Mining NL	
	P15/3363	Royalty	(21)	Cazaly Resources Ltd	
	P15/3741-3742	Royalty	(21)	Hampton Hill Mining NL	
	P15/4076	Royalty	(21)	Cazaly Resources Ltd	
	MLA15/1421	Royalty	(19)(21)	Cazaly Resources Ltd	
Gentle Annie	MLA15/818	Royalty	(20)(21)	Killoran NL	
	P15/2916	Royalty	(21)	Killoran NL	
	P15/3029	Royalty	(21)	Killoran NL	
Leinster	P36/1339 - 1341	20%		Dalrymple Resources NL	Dalrymple Resources/LionOre Australia (Wildara) NL
	E36/245	20%		Hampton Hill Mining NL	Dalrymple Resources/LionOre Australia (Wildara) NL
	E36/273	20%		Dalrymple Resources NL	Dalrymple Resources/LionOre Australia (Wildara) NL
	MLA36/505 - 507	20%	(22)	Hampton Hill Mining NL	Dalrymple Resources/LionOre Australia (Wildara) NL
	MLA36/511	20%	(23)	Dalrymple Resources NL	Dalrymple Resources/LionOre Australia (Wildara) NL
Griffins Find	E70/1958	0%	(24)	Brian McNab	
	E70/2465	0%	(24)	Brian McNab	
	ELA70/2743	100%		Hampton Hill Mining NL	
	PLA70/1483 - 1884	100%		Hampton Hill Mining NL	
Capricorn JV	E52/1176	75%		Hampton 75% / Metallica25%	Metallica Pty Ltd
	ELA52/1830	75%		Hampton Hill Mining NL	Metallica Pty Ltd
Wheatley	E70/2254	Earning 18.75%		Australian Tantalum Ltd	Australian Tantalum Ltd
	E70/2258	Earning 25%		BHP Billiton Minerals Pty Ltd	Teck Cominco Aust Pty Ltd
	E70/2339	Earning 25%		BHP Billiton Minerals Pty Ltd	BHP Billiton Minerals Pty Ltd
	MLA70/1233 - 1234	Earning 25%	(25)	BHP Billiton Minerals Pty Ltd	Teck Cominco Aust Pty Ltd
	ELA70/2608	Earning 25%		Askins & Stewart	BHP Billiton Minerals Pty Ltd
	ELA70/2611	Earning 25%		Teck Cominco Aust Pty Ltd	Teck Cominco Aust Pty Ltd
	ELA70/2657 - 2658 ELA70/2662 - 2663			Hampton Hill Mining NL Hampton Hill Mining NL	Teck Cominco Aust Pty Ltd Teck Cominco Aust Pty Ltd

# HAMPTON HILL MINING NL

## NOTES:

- (1) Aurora Minerals earning 51%.
- (2) MLA20/375 & 376 are mining lease applications over E20/168.
- (3) MLA20/472 - 475 are mining lease applications over E20/208.
- (4) MLA20/502 - 504 are mining lease applications over E20/474.
- (5) Mid West earning 60% interest in iron ore rights. Hampton Hill retains 100% of base metal, gold and platinum group metal rights.
- (6) Hampton Hill has the right to explore for and develop base metals, gold and platinum group metals subject to paying a net smelter return royalty of 1.5% of the sale price of these mining products for these metals to Midwest Corporation Limited.
- (7) MLA31/398 & 437 are mining lease applications over part of E39/799.
- (8) MLA39/340 - 341 are mining lease applications over E39/129.
- (9) MLA39/850 & 852 are mining lease application over E31/116
- (10) MLA39/915 - 916 are mining lease applications over part of E39/799.
- (11) MLA39/949 - 950 are mining lease applications over part of E39/799.
- (12) MLA26/614 is a mining lease application over P26/2324.
- (13) MLA15/1129 is a mining lease application over P15/3368, 3370, 3372 and 3373.
- (14) MLA15/1130 is a mining lease application over P15/3371.
- (15) MLA16/348 is a mining lease application over P15/3363 and P's 16/1615 to 1618 inclusive.
- (16) MLA16/361 is a mining lease application over P16/1670 and 1671.
- (17) MLA15/1314 is a mining lease application over P15/3725 and 3728.
- (18) MLA15/1300 is a mining lease application over P15/3741 and 3742.
- (19) MLA15/1421 is a mining lease application over P15/4706.
- (20) MLA15/818 is a mining lease application over P15/2916 and 3029.
- (21) Interests in tenements sold to Cazaly Resources Limited.
- (22) MLA36/505 - 507 are mining lease applications over E36/245.
- (23) MLA36/511 is a mining lease application over E36/273.
- (24) Hampton Hill has an option to purchase E70/1958 & 2465 subject to a production royalty.
- (25) MLA70/1233 -1234 are mining lease applications over part of E70/2339.