



ACN 072 692 365

Notice of Annual General Meeting & Explanatory Statement

Annual General Meeting to be held at the Christie Conference Centre,
Shang Room, Mezzanine Level, 3 Spring Street, Sydney NSW 2000 on
Wednesday, 23 November 2016 at 11.00 a.m. (Sydney Time)

This Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2016 Annual General Meeting of Hill End Gold Limited ("**Company**") will be convened at the Christie Conference Centre, Shang Room, Mezzanine Level, 3 Spring Street, Sydney, NSW, 2000, on Wednesday, 23 November 2016 at 11.00 a.m. (Sydney Time).

If you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form. The completed Proxy Form must be received by the Company at least 48 hours before the commencement of the meeting.

An Explanatory Statement, which accompanies and forms part of this Notice, describes the various matters to be considered.

Terms used in this Notice will, unless the context otherwise requires, have the same meaning as explained in the Explanatory Statement.

AGENDA

Financial Statements and Reports

To receive and consider the Annual Financial Report of the Company, together with the Directors' and Auditor's Reports for the period ending 30 June 2016.

Resolution 1 – Adoption of Remuneration Report

To consider, and if thought fit, to pass, with or without modification, the following resolution as an **ordinary resolution**:

"That, for all purposes, Shareholders adopt the Remuneration Report set out in the Directors' Report for the year ended 30 June 2016."

- (a) *The vote on this resolution is advisory only and does not bind the Directors or the Company.*
- (b) *The Company's key management personnel ("KMP") and their closely related parties must not cast a vote in relation to the Remuneration Report unless they are appointed in writing as a proxy for a member eligible to vote on the resolution and that proxy specifies how to vote on the resolution.*
- (c) *The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box on the attached Proxy Form.*

Voting Exclusion Statement

The Company will disregard and not count any vote cast (in any capacity) on Resolution 1 by or on behalf of either or both of the following persons:

- (a) *a member of the KMP of the Company, details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2016;*
- (b) *a closely related party of such a person, unless:*
- (c) *the person*
 - (i) *does so in relation to the Item as a proxy where the proxy form appointing the person as a proxy specifies how the person is to vote on the Item; or*
 - (ii) *is the Chairman of the meeting and the appointment of the Chairman as proxy expressly authorises the Chairman to exercise the proxy (even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP); and*
- (d) *the vote is not cast on behalf of a person described in paragraph (a) or (b) above.*

Resolution 2 – Re-election of Director – Mr Graham Reveleigh

To consider, and if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

"That, for all purposes, Mr Graham Reveleigh, being a Director of the Company who retires in accordance with the Company's Constitution and being eligible offers himself for re-election, is re-elected as a Director."

Resolution 3 – Ratify a prior issue of Shares to Alchemy Securities Pty Ltd

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 44,108,913 Shares on the terms and conditions set out in the Explanatory Statement."

Short Explanation: Approval is sought under Listing Rule 7.4 to ratify the issue of these securities. Please refer to the Explanatory Statement for details.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 3 by any person who participated in the issue and any associate of any such person. However, the Company need not disregard a vote if:

- *The vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
- *The vote is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

Resolution 4 – Ratify a prior issue of Shares to Bao Industry Pty Ltd

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 45,000,000 Shares at an issue price of \$0.002 to Bao Industry Pty Ltd on the terms and conditions specified in the Explanatory Notes accompanying this Notice of Meeting."

Short Explanation: Approval is sought under Listing Rule 7.4 to ratify the issue of these securities. Please refer to the Explanatory Statement for details.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4 by any person who participated in the issue and any associate of any such person. However, the Company need not disregard a vote if:

- *The vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
- *The vote is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

Resolution 5 – Ratify a prior issue of Shares to Doraemon Investments Pty Ltd

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 45,000,000 Shares at an issue price of \$0.002 to Doraemon Investments Pty Ltd on the terms and conditions specified in the Explanatory Notes accompanying this Notice of Meeting."

Short Explanation: Approval is sought under Listing Rule 7.4 to ratify the issue of these securities. Please refer to the Explanatory Statement for details.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 5 by any person who participated in the issue and any associate of any such person. However, the Company need not disregard a vote if:

- *The vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
- *The vote is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

Resolution 6 – Ratify a prior issue of Shares to Bao Industry Pty Ltd

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 45,000,000 Shares at an issue price of \$0.002 to Bao Industry Pty Ltd on the terms and conditions specified in the Explanatory Notes accompanying this Notice of Meeting.”

Short Explanation: Approval is sought under Listing Rule 7.4 to ratify the issue of these securities. Please refer to the Explanatory Statement for details.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 6 by any person who participated in the issue and any associate of any such person. However, the Company need not disregard a vote if:

- *The vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
- *The vote is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

Resolution 7 – Ratify a prior issue of Shares to Staff and Consultants

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 63,895,525 Shares at an issue price of \$0.002 to Staff and Consultants on the terms and conditions specified in the Explanatory Notes accompanying this Notice of Meeting.”

Short Explanation: Approval is sought under Listing Rule 7.4 to ratify the issue of these securities. Please refer to the Explanatory Statement for details.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 7 by any person who participated in the issue and any associate of any such person. However, the Company need not disregard a vote if:

- *The vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
- *The vote is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

Resolution 8 – Re-approve Employee Share Option Plan

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.2 (Exception 9) and for all other purposes, approval is given for the adoption of the Hill End Gold Limited Employee Share Option Plan (Plan) and the issue of Options pursuant thereto, as detailed in the Explanatory Statement accompanying this Notice, a copy of which Plan was initialled by the Chair of the Meeting for the purposes of identification.”

Voting Exclusion Statement

The entity will disregard any votes cast on a resolution by a director of the entity (except one who is ineligible to participate in any employee incentive scheme in relation to the entity), or their associates.

However, the Company need not disregard a vote if:

- (a) *The vote is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or*
- (b) *The vote is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

Short Explanation: The Plan was first approved by shareholders in November 2013 and requires approval by shareholders every 3 years. The Plan is designed to be an incentive to key people who assist in the successful development and operation of the Company. Approval is sought pursuant to ASX Listing Rule 7.2 (Exception 9) so that Options issued pursuant to the Plan are not included in the Company’s 15% capacity for the purposes of ASX Listing Rule 7.1.

The Plan proposed to be adopted is the same as the Plan adopted in 2013. Please refer to the Explanatory Statement for further details.

Resolution 9 – Approve 10% Placement Facility

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **special resolution**:

“That pursuant to and in accordance with Listing Rule 7.1A of the Listing Rules of ASX Limited and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 9 by any person who may participated in the 10% Placement Facility and any associate of any such person and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed.

However, the Company need not disregard a vote if:

- (a) *The vote is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or*
- (b) *The vote is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

By Order of the Board of Directors

**Kevin Lynn
Company Secretary**



Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's 2016 Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting.

The Explanatory Statement consists of the following sections:

- 1. Financial Statements and Reports**
- 2. Resolution 1: Adoption of Remuneration Report**
- 3. Resolution 2: Re-election of Director – Graham Reveleigh.**
- 4. Resolution 3: Ratify a prior issue of shares to Alchemy Securities Pty Ltd**
- 5. Resolution 4: Ratify a prior issue of shares to Bao Industry Pty Ltd**
- 6. Resolution 5: Ratify a prior issue of shares to Doraemon Investments Pty Ltd**
- 7. Resolution 6: Ratify a prior issue of shares to Bao Industry Pty Ltd**
- 8. Resolution 7: Ratify a prior issue of shares to Staff and Consultants**
- 9. Resolution 8: Re-approve Employee Share Option Plan**
- 10. Resolution 9: Approve 10% Placement Facility**
- 11. Questions from Shareholders**

Explanatory Statement

1. Financial Statements and Reports

The Annual Financial Report, Directors' Report and Auditor's Report for the Company for the period ending 30 June 2016 will be laid before the meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor may be made about:

- the preparation and content of the Auditor's Report;
- the conduct of the audit;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to your questions please submit any questions you may have using the enclosed Question Form at Annexure D of the Explanatory Statement so that it is received no later than 11 a.m. (Sydney Time) on Wednesday, 16 November 2016 to:

In person or by mail: or **Fax:** + 61 2 9290 9655

Hill End Gold Limited
C/- Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000
Australia

As required under section 250PA of the Corporations Act, at the Annual General Meeting, the Company will distribute a list setting out the questions directed to the Auditor received in writing, being questions which the Auditor considers relevant to the content of the Auditor's report or the conduct of the audit of the financial report for the period ended 30 June 2016. The Chairman will allow a reasonable opportunity to respond to the questions set out on this list.

2. Resolution 1: Adoption of Remuneration Report/ Board Spill Motion

The Annual Report for the financial year ended 30 June 2016 contains a Remuneration Report, which forms part of the Directors' Report and sets out the remuneration policy

for the Company and reports on the remuneration arrangements in place for executive directors, senior management and non-executive directors.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Corporations Act 2001 requires each listed company to put to a vote at its AGM a non-binding resolution to shareholders to adopt the Remuneration Report. Whilst under the legislation this vote will be advisory only, and does not bind the Directors nor the Company, the Directors recognise the vote as an indication of shareholder sentiment and have careful regard to the outcome of the vote and any discussion when setting the Company's remuneration policies.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this meeting when reviewing the Company's Remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required at the second of those Annual General meetings to vote on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors other than the Managing Director must stand for re-election.

Key management personnel (including Directors) and their closely related parties must not cast the report on the Remuneration Report unless as holders of directed proxies for Shareholders eligible to vote on the resolution and that proxy specifies how to vote on the resolution.

The Company encourages all shareholders to cast their votes on this resolution. The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached Proxy Form.

The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.

The Chair of the Meeting intends to vote all available proxies in favour of this item of business.

3. Resolution 2: Re-election of Director – Mr Graham Reveleigh

This Resolution deals with the re-election of **Mr Graham Reveleigh**

In accordance with ASX Listing Rule 14.4 and the Company's Constitution, at every Annual General Meeting, one third of the Directors for the time being must retire from office and are eligible for re-election. The Directors to retire are:

- those who have been in office for 3 years since their appointment or last re-appointment;

- those who have been longest in office since their appointment or last re-appointment; or
- if the Directors have been in office for an equal length of time, by agreement.

In accordance with the Company's Constitution, **Mr Graham Reveleigh** retires and being eligible, has offered himself for re-election.

Details of **Mr Graham Reveleigh's** background and experience are set out in the Annual Report.

*The Directors unanimously recommend that shareholders vote **in favour** of this item of business.*

*The Chair of the Meeting intends to vote all available proxies **in favour** of this item of business.*

Resolution 3: Ratify a prior issue of Shares to Alchemy Securities Pty Ltd

Background

On 7 March 2016, the Company issued 44,108,913 shares to Alchemy Securities Pty Ltd, a subsidiary of the Company's corporate advisors RFC Ambrian Limited, in settlement of their fees which was calculated based on the average monthly VWAP for the period of the work performed.

Resolution 3 is required to be approved in accordance with ASX Listing Rule 7.4 to allow the Company to ratify the issue and allotment of 44,108,913 fully paid ordinary shares ("Shares").

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1. By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 3.

- the number of Shares allotted and by the Company was 44,108,913 shares;
- the allottee of the Shares was Alchemy Securities Pty Ltd;
- the Shares rank equally with the existing Shares on issue;
- the Shares were allotted at an issue price of:
 - 27,173,913 at \$0.00184 per share for gross proceeds of \$50,000; and
 - 16,935,000 at \$0.002 per share for gross proceeds of \$33,870.
- the Shares were allotted as compensation for services rendered.

*The Directors unanimously recommend that shareholders vote **in favour** of this item of business.*

*The Chair of the Meeting intends to vote all available proxies **in favour** of this item of business.*

4. Resolution 4: Ratify a prior issue of Shares to Bao Industry Pty Ltd

Background

On 2 August 2016 the Company issued by way of share placement a total of 45,000,000 placement shares at \$0.002 per share to raise \$90,000 before issue costs.

Regulatory Requirements – ASX Listing Rule 7.1 and 7.4

The Company did not breach Listing Rule 7.1.

Resolution 4 is required to be approved in accordance with ASX Listing Rule 7.4 to allow the Company to ratify the issue and allotment of 45,000,000 fully paid ordinary shares (“Shares”).

The reason for an approval under ASX Listing Rule 7.1 is to reinstate the capacity of the Company to issue up to 15% of its securities without the approval of its shareholders.

The following information is provided to Shareholders for the purposes of obtaining shareholder approval pursuant to the ASX Listing Rules:

- the number of Shares allotted and by the Company was 45,000,000 shares;
- the allottee of the Shares was Bao Industry Pty Ltd;
- the Shares rank equally with the existing Shares on issue;
- the Shares were allotted at issue price of \$0.002 per share for gross proceeds of \$90,000; and
- the funds raised from this issue were used for the continued exploration at the Company’s projects in and around Hill End in NSW, acquisitions and for ongoing working capital requirements.

*The Directors unanimously recommend that shareholders vote **in favour** of this item of business.*

*The Chair of the Meeting intends to vote all available proxies **in favour** of this item of business.*

5. Resolution 5: Ratify a prior issue of Shares to Doraemon Investments Pty Ltd

Background

On 9 August 2016 the Company issued by way of share placement a total of 45,000,000 placement shares at \$0.002 per share to raise \$90,000 before issue costs.

Regulatory Requirements – ASX Listing Rule 7.1 and 7.4

The Company did not breach Listing Rule 7.1.

Resolution 5 is required to be approved in accordance with ASX Listing Rule 7.4 to allow the Company to ratify the issue and allotment of 45,000,000 fully paid ordinary shares (“Shares”).

The reason for an approval under ASX Listing Rule 7.1 is to reinstate the capacity of the Company to issue up to 15% of its securities without the approval of its shareholders.

The following information is provided to Shareholders for the purposes of obtaining shareholder approval pursuant to the ASX Listing Rules:

- the number of Shares allotted and by the Company was 45,000,000 shares;
- the allottee of the Shares was Doraemon Investments Pty Ltd;
- the Shares rank equally with the existing Shares on issue;
- the Shares were allotted at an issue price of \$0.002 per share for gross proceeds of \$90,000; and
- the funds raised from this issue were used for the continued exploration at the Company’s projects in and around Hill End in NSW, acquisitions and for ongoing working capital requirements.

*The Directors unanimously recommend that shareholders vote **in favour** of this item of business.*

*The Chair of the Meeting intends to vote all available proxies **in favour** of this item of business.*

6. Resolution 6: Ratify a prior issue of Shares to Bao Industry Pty Ltd

Background

On 14 September 2016 the Company issued by way of share placement a total of 45,000,000 placement shares at \$0.002 per share to raise \$90,000 before issue costs.

Regulatory Requirements – ASX Listing Rule 7.1 and 7.4

The Company did not breach Listing Rule 7.1.

Resolution 6 is required to be approved in accordance with ASX Listing Rule 7.4 to allow the Company to ratify the issue and allotment of 45,000,000 fully paid ordinary shares (“Shares”).

The reason for an approval under ASX Listing Rule 7.1 is to reinstate the capacity of the Company to issue up to 15% of its securities without the approval of its shareholders.

The following information is provided to Shareholders for the purposes of obtaining shareholder approval pursuant to the ASX Listing Rules:

- the number of Shares allotted and by the Company was 45,000,000 shares;
- the allottee of the Shares was Bao Industry Pty Ltd;
- the Shares rank equally with the existing Shares on issue;
- the Shares were allotted at an issue price of \$0.002 per share for gross proceeds of \$90,000; and
- the funds raised from this issue were used for the continued exploration at the Company’s projects in and around Hill End in NSW, acquisitions and for ongoing working capital requirements.

*The Directors unanimously recommend that shareholders vote **in favour** of this item of business.*

*The Chair of the Meeting intends to vote all available proxies **in favour** of this item of business.*

7. Resolution 7: Ratify a prior issue of Shares to Staff and Consultants

Background

On 1 September 2016, the Company issued 63,895,525 shares to **Staff and Consultants** in settlement of their fees.

Resolution 7 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the **Staff and Consultants shares**.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for

the purpose of ASX Listing Rule 7.1. By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to **Resolution 7**.

- the number of Shares allotted and by the Company was 63,895,525 shares;
- the allottees of the Shares were **Staff and Consultants**;
- the Shares rank equally with the existing Shares on issue;
- the Shares were allotted at an issue price of \$0.002 per share for gross proceeds of \$127,791
- the Shares were allotted as compensation for services rendered

*The Directors unanimously recommend that shareholders vote **in favour** of this item of business.*

*The Chair of the Meeting intends to vote all available proxies **in favour** of this item of business.*

8. Resolution 8 – Re- approve Employee Share Option Plan

Background

ASX Listing Rule 7.1 requires a listed company to obtain shareholder approval prior to the issue of shares, or securities convertible into shares, representing more than 15% of the issued capital of that company in any rolling 12 month period.

An exception to ASX Listing Rule 7.1 is set out in ASX Listing Rule 7.2 (Exception 9) which provides that issues under an employee incentive plan are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the plan as an exception to ASX Listing Rule 7.1.

The Employee Share Option Plan (**Plan**) was last approved by Shareholders in November 2013. It is proposed that Shareholders re-approve the Plan, which is identical to the Plan approved in 2013 and approve of the issue of securities by the Company as an exception to ASX Listing Rule 7.1 in accordance with ASX Listing Rule 7.2 (Exception 9).

The purpose of the Plan is to recognise the ability and efforts of the Directors and employees of the Company who have contributed to the success of the Company; provide an incentive to Directors and employees to achieve the long term objectives of,

and improve the performance of the Company; attract persons of experience and ability to the Company and to foster and promote loyalty between the Company and its Directors and employees.

In order to utilise the exemption from ASX Listing Rule 7.1 contained in ASX Listing Rule 7.2 (Exception 9) and allow the Company greater flexibility to issue securities, Shareholders are requested to re-approve the Plan as an exemption from ASX Listing Rule 7.1.

For the purpose of Exception 9 of Listing Rule 7.2:

- (a) Since the Plan was last approved by Shareholders in November 2013, a total of 37,500,000 Options have been issued under the Plan as follows:
 - (i) 35,000,000 Options issued on 3 December 2012 with an exercise price of \$0.05 each, expiring on 29 November 2017;
 - (ii) 2,500,000 Options issued on 30 November 2015 with an exercise price of \$0.05 each, expiring on 29 November 2017.
- (b) a copy of the Plan proposed to be re-approved is set out in Annexure A to the Explanatory Statement.

A copy of the Plan will be sent to any Shareholder upon request and will also be available for inspection at the venue of the meeting during the meeting.

*The Directors unanimously recommend that shareholders vote **in favour** of this item of business.*

*The Chair of the Meeting intends to vote all available proxies **in favour** of this item of business.*

9. Resolution 9 – Approve 10% Placement Facility

10.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity. The Company is now seeking shareholder approval by way of a **special resolution** to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 10.2(c) below). The Company actively seeks to continue exploration. The Company may use the 10% Placement Facility to facilitate further exploration and acquisitions.

*The Directors unanimously recommend that shareholders vote **in favour** of this item of business.*

*The Chair of the Meeting intends to vote all available proxies **in favour** of this item of business.*

10.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a **special resolution** at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of the Notice, has on issue two classes of quoted Equity Securities, Shares and Listed Options.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(AxD)-E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval; and
- (iv) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 1,497,264,885 Shares and therefore has a capacity to issue:

- (i) 224,589,732 Equity Securities under Listing Rule 7.1; and
- (ii) Subject to shareholder approval being sought under Resolution 9, 149,726,488 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 10.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (i) The date on which the price at which Equity Securities are to be issued is agreed; or
- (ii) If the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX (10% Placement Period).

10.3 Listing Rule 7.1A

The effect of Resolution 9 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 9 is a **special resolution** and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

10.4 Specific Information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 9 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the table below (in the case of Listed Options, only if the Listed Options are exercised). There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under

a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1 A.2		Dilution		
		\$0.004 100% increase in Issue Price	\$0.002 Issue Price	\$0.001 50% decrease in Issue Price
Current Variable A 1,497,264,885 Shares	10% Voting Dilution	149,726,489 shares	149,726,489 shares	149,726,489 shares
	Funds Raised	\$598,906	\$299,453	\$149,726
50% increase in current Variable A 2,245,897,328	10% Voting Dilution	224,589,733 shares	224,589,733 shares	224,589,733 shares
	Funds Raised	\$898,359	\$449,179	\$224,590
100% increase in current Variable A 2,994,529,770	10% Voting Dilution	299,452,977 shares	299,452,977 shares	299,452,977 shares
	Funds Raised	\$1,197,812	\$598,906	\$299,453

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Listed Options (including any Listed Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities:
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the 10% Placement Facility, based on that shareholder's holding at the date of the meeting.
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (vii) The issue price is \$0.002, being the intraday price of the shares on ASX on 12 October 2016.

- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 9 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
 - (i) non-cash consideration for the provision of services in relation to the continued exploration of its projects and acquisitions. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards continued exploration on its projects and acquisitions.

The Company will comply with the disclosure obligations under Listing Rules 7.1A (4) and 3.1 0.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and banking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

- (e) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting held on 30 November 2015.

As required by Listing Rule 7.3A.6(a) the total number of securities issued preceding the date of the meeting and the percentage they represent of the Company's securities on issue at the commencement of that 12 month period are presented in the tables below:

Total Number of Securities Issued in the last 12 Months [LR7.3A.6(a)]

	Listing Rule 7.1	Listing Rule 7.1A
Fully paid ordinary securities on issue at commencement of that 12 month period	1,061,704,835	1,061,704,835
Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 and issued in that 12 month period with shareholder approval	186,146,107	186,146,107
Total	1,247,850,942	1,247,850,942
15% of Total	187,177,641	124,785,094
Total Issued under Listing Rule 7.1 / 7.1A	187,177,641	62,245,302
Percentage of fully paid ordinary securities on issued as a percentage of shares on issue per listing rule 7.1 / 7.1A	15.00%	4.99%
Percentage of fully paid ordinary securities issued as a percentage of shares on issue at commencement of that 12 month period	17.62%	5.86%

Securities Issued in the last 12 Months

Date of issue:	29 February 2016	7 March 2016	2 August 2016	9 August 2016	1 September 2016	14 September 2016
Number issued:	33,555,550	44,108,913	45,000,000	45,000,000	63,895,525	45,000,000
Class/Type of equity security:	Ordinary Shares	Ordinary Shares	Ordinary Shares	Ordinary Shares	Ordinary Shares	Ordinary Shares
Summary of terms:	Per Rights Issue which closed 22 February 2016	Shares were allotted as compensation for services rendered	Shares were allotted by way of share placement	Shares were allotted by way of share placement	Shares were allotted by way of share placement	Shares were allotted by way of share placement
Names of persons who received securities or basis on which those persons was determined:	Shareholders per Rights Issue which closed 22 February 2016	Issue to Alchemy Securities Pty Ltd in lieu of corporate advisory fees	Issue to Bao Industry Pty Ltd	Issue to Doraemon Investments Pty Ltd	Issue to Staff and Consultants	Issue to Bao Industry Pty Ltd
Price:	Issued at \$0.003 per share	27,173,913 at \$0.00184 per share for gross proceeds of \$50,000; and 16,935,000 at \$0.002 per share for gross proceeds of \$33,870	Issued at \$0.002 per share	Issued at \$0.002 per share	Issued at \$0.002 per share	Issued at \$0.002 per share
Discount to market price (if any):	N/A	N/A	N/A	N/A	N/A	N/A
For cash issues						
Total cash consideration received:	\$100,667	-	\$90,000	\$90,000	-	\$90,000
Amount of cash consideration spent:	\$100,667	-	\$90,000	\$90,000	-	\$90,000
Use of cash consideration:	Funds raised applied towards on-going exploration expenses, studies at Hargraves and Hill End, evaluation of new projects and working capital	The shares issued were payment for the evaluation in interests in new projects and working capital	The funds raised were applied towards the evaluation in interests in new projects and working capital	The funds raised were applied towards the evaluation in interests in new projects and working capital	The shares issued were for outstanding wages and salaries to staff and consultants	The funds raised were applied towards the evaluation in interests in new projects and working capital

Date of issue:	29 February 2016	7 March 2016	2 August 2016	9 August 2016	1 September 2016	14 September 2016
Intended use for remaining amount of cash (if any):	N/A	N/A	N/A	N/A	N/A	N/A
For non-cash issues						
Non-cash consideration paid:	-	\$83,870	-	-	\$127,791	-
Current value of that non-cash consideration:	-	\$83,870	-	-	\$127,791	-

(f) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

*The Directors unanimously recommend that shareholders vote **in favour** of this item of business.*

*The Chairman of the Meeting intends to vote all available proxies **in favour** of this item of business.*

10. Other Information

There is no other information known to the Company that is material to a Shareholder's decision on how to vote on the resolutions set out in the Notice. However, should any Shareholder be in doubt as to how they should vote on any resolution and/or as to how a resolution may affect them, they should seek advice from their accountant, solicitor or other professional adviser as soon as possible.

Queries as to the lodgement of proxies and other formalities in relation to the meeting should be directed to the Company on Telephone: +61 2 8283 1915.

11. Action to be taken by Shareholders

Enclosed with the Notice of Meeting and this Explanatory Statement is a proxy form for use by Shareholders. All Shareholders are invited and encouraged to attend the meeting or, if they are unable to attend in person and are eligible to vote, to complete, sign and return the proxy form to the Company in accordance with the instructions contained on the proxy form and the Notice of Meeting. Lodgement of a proxy form will not preclude a Shareholder from attending and voting at the meeting in person.



HILL END GOLD LIMITED

ACN 072 692 365

SUMMARY OF EMPLOYEE SHARE OPTION PLAN

NUMBER OF OPTIONS TO BE ISSUED

The Company shall not offer or issue Options to any Eligible Person in accordance with the Plan if the total number of shares the subject of Options, when aggregated with:

the number of shares in the same class which would be issued were each outstanding offer or option to acquire unissued shares in the Company, being an offer made or option acquired pursuant to the Plan or any other employee share scheme extended only to employees, or directors of Companies, to be accepted or exercised (as the case may be); and

the number of shares in the same class issued during the previous five years pursuant to the Plan or any other employee share scheme extended only to employees, or directors of the Company, (but disregarding any offer made, or option acquired or share issued by way of or as a result of an offer to a person situated at the time of receipt of the offer outside Australia or any offer which, pursuant to Section 708 of the Corporations Act, does not need disclosure to investors), would exceed 5% of the total number of issued shares in that class of the Company as at the time of the proposed offer.

ENTITLEMENT TO PARTICIPATE

The Board may from time to time determine in its absolute and uncontrolled discretion that any Eligible Person is entitled to participate in the Plan and the extent of that participation. The determination of the Board shall be binding and neither the Board nor any director of the Company shall be obliged to give any reason for a determination.

OFFER OF OPTIONS

Subject to these Rules and to the Listing Rules, the Company (acting through the Board) may offer Options to any Eligible Persons at such times and on such terms as the Board considers appropriate in its absolute and uncontrolled discretion without giving any reason for such decision.

Each Option will be issued free.

QUOTATION

The Company will not apply for official quotation by ASX of any Options.

If the Company's Shares have been granted official quotation by ASX, the Company must apply for official quotation of all Shares allotted pursuant to the exercise of Options not later than 10 Business Days after the date of allotment (or within such lesser period (if any) as may be required by the Listing Rules).

TRANSFER OF OPTIONS

Subject to Rule 10.3, Options are only transferable with Board approval.

EXERCISE OF OPTIONS

Subject to these Rules, Options may be exercised at any time during the period commencing after the Issue Date and ending on the Expiry Date.

Options not exercised on or before the Expiry Date will automatically lapse.

SHARES ALLOTTED ON EXERCISE OF OPTIONS

All Shares allotted upon exercise of Options rank pari passu in all respects with Shares previously issued and, in particular, entitle the Holders to participate fully in dividends declared by the Company after the date of allotment; and all issues of securities made or offered pro rata to holders of Shares.

ENTITLEMENT TO PARTICIPATE IN FUTURE ISSUES

New Issues

Holders may only participate in new issues of securities to holders of Shares if an Option has been exercised and Shares allotted in respect of the Option before the record date for determining entitlements to the issue. The Company must give at least nine Business Days' notice (or such greater period of notice (if any) as may be required by the Listing Rules) to Holders of any new issue before the record date for determining entitlements to the issue in accordance with the Listing Rules.

Bonus Issues

If there is a bonus share issue ("Bonus Issue") to the holders of Shares, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the Holder would have received if the Option had been exercised before the record date for the Bonus Issue ("Bonus Shares"). Upon issue the Bonus Shares will rank pari passu in all respects with the other shares of that class on issue at the date of issue of the Bonus Shares.

Pro Rata Issue

If there is a pro rata issue (other than a Bonus Issue) to the holders of Shares, the Exercise Price of an Option will be adjusted in accordance with the formula set out in ASX Listing Rule 6.22.2.

Reorganisation of Capital

If, prior to the expiry or lapse of any Options, there is a reorganisation of the issued capital of the Company, those Options will be reorganised to the extent necessary to comply with the Listing Rules.

EXERCISE PRICE OF OPTIONS

The Exercise Price of each Option will be determined by the Board when it resolves to offer the Option and will be not less than the Market Value of a Share at that time.

ANNEXURE B

Proxy and Voting Entitlement Instructions

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged:

In person or by mail: or **Fax: + 61 2 9290 9655**

Hill End Gold Limited
C/- Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000
Australia

not later than 48 hours before the time for holding the meeting, i.e. no later than 11.00 a.m. (Sydney Time) on 21st November 2016. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Voting Entitlement

If you are unable to attend the meeting, you may appoint a proxy to attend and vote on your behalf. A shareholder entitled to attend and vote at the meeting has a right to appoint a proxy to attend and vote for the shareholder. A Proxy Form is enclosed with this Notice of Meeting. A proxy is entitled to vote on a poll and, provided that only one proxy attends, on a show of hands.

A shareholder may appoint a person or a body corporate as their proxy. If a shareholder appoints a body corporate as proxy, the body corporate will need to ensure that it appoints an individual as corporate representative and provides satisfactory evidence of the appointment of its corporate representative. A proxy need not be a shareholder of the Company.

The Company may specify a time, not more than 48 hours before the meeting, at which a “snap-shot” of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the meeting.

The Company’s Directors have determined that all shares of the Company that are quoted on ASX at 11.00 a.m. (Sydney Time) on Monday, 21 November 2016 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the shares at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Appointment of a Proxy

A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy. The proxy may, but need not be, a member of the Company.

Any directed proxies that are not voted on a poll at the meeting by a shareholder’s appointed proxy will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed on a poll.

If you wish to appoint the Chairman of the meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy. A proxy need not be a shareholder of the company.

The Chairman of the meeting will vote all available proxies in accordance with the Board’s recommendations set out in the Explanatory Statement accompanying this Notice of Meeting. By appointing the Chairman of the meeting as your proxy, and as long as you are not a member of the KMP of the Company or a closely related party of such a KMP, you expressly direct the Chairman to vote in favour of Resolution 1 (Adoption of Remuneration Report), even though the respective resolution is

connected directly or indirectly with the remuneration of a member of the KMP. If you intend to appoint a member of the KMP (other than the Chairman) as your proxy, please ensure that you direct them how to vote on Resolutions 1.

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Boardroom Pty Limited on + 61 2 9290 9600 or you may photocopy the Proxy Form.

- (a) To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) You can direct your proxy how to vote by following the instructions on the Proxy Form. Shareholders are encouraged to direct their proxy how to vote on each item of business (e.g. - 'for', 'against' or 'abstain' by ticking the relevant box next to each item of business on the Proxy Form).

Where a shareholder appoints an attorney to act on his or her behalf, such appointment must be made by a duly executed power of attorney.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the shareholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Company: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate is included in this Notice or may be obtained from the Company's share registry, Boardroom Pty Limited.

ANNEXURE C
Hill End Gold Limited

ACN 072 692 375

Appointment of Corporate Representative
Section 250D of the Corporations Act 2001

Shareholder Details

This is to certify that by a resolution of the Directors of:

..... (Company),
Insert name of shareholder company

the Company has appointed:

.....
Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that company at the meeting of the members of Hill End Gold Limited to be held at the Christie Conference Centre Shang Room, Mezzanine Level, 3 Spring Street, Sydney, NSW, 2000, on Wednesday, 23 November 2016 at 11.00 a.m. (Sydney Time), and at any adjournments of that meeting.

DATED 2016

Please sign here

Executed by the Company
in accordance with its constituent
documents

.....
Signed by authorised representative

.....
Signed by authorised representative

.....
Name of authorised representative
(print)

.....
Name of authorised representative (print)

.....
Position of authorised
representative (print)

.....
Position of authorised representative
(print)

Instructions for Completion

1. Insert name of appointor Company and the name or position of the appointee (eg. "John Smith" or "each Director of the Company").
2. Execute the Certificate following the procedure required by your Constitution or other constituent documents.
3. Print the name and position (e.g. Director) of each company officer who signs this Certificate on behalf of the company.
4. Insert the date of execution where indicated.
5. Mail or Deliver the Certificate to Hill End Gold Limited, C/- Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000 or by facsimile on +61 2 9290 9655

ANNEXURE D

Questions from Shareholders

This form is provided with the notice of the Annual General Meeting of Hill End Gold Limited (ACN 117 770 475) ("Company") to be held at the Christie Conference Centre, Shang Room, Mezzanine Level, 3 Spring Street, Sydney, NSW, 2000, on Wednesday, 23 November 2016 at 11.00 a.m. (Sydney Time), to assist Shareholders in asking questions of:

- the Directors of the Company in relation to the management of the Company; and
- Moyes and Yong, as the Auditor who prepared the Auditor's report for the period ended 30 June 2016,

in relation to the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

The Board of Directors and the Auditor will endeavour to respond to the questions received by Shareholders as the Chair of the meeting determines is reasonable given the time available at the meeting.

Name of Shareholder/s:

Questions (please place an "X" in the box next to the question if directed to the Auditor)

1. _____
- _____
- _____
2. _____
- _____
- _____
3. _____
- _____

Lodging this form

If you wish to ask questions using this form, you should submit this form as described below by no later than 11.00 a.m. (Sydney Time) on Wednesday, 16 November 2016.

In person or by mail: or **Fax:** +61 2 9290 9655
Hill End Gold Limited
C/- Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000
Australia

HILL END GOLD LIMITED

ACN 072 692 365

All Correspondence to:

✉ **By Mail** Hill End Gold Limited
C/- Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11.00 a.m. (Sydney Time) on Monday, 21 November 2016.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two Proxy Forms and on each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each resolution. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form is included as Annexure C in the Notice of Meeting.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder;

Joint Holding: where the holding is in more than one name, all the securityholders should sign;

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it; or

Company: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11.00 a.m. (Sydney Time) on Monday, 21 November 2016.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Hill End Gold Limited
C/- Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address
This is your address as it appears on the company's share register. If your holding is CHESS sponsored and this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Hill End Gold Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (not the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **Annual General Meeting of the Company to be held at the Shang Room, Mezzanine Level, 3 Spring Street, Sydney, NSW, 2000, on Wednesday, 23 November 2016 at 11.00 a.m. (Sydney Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this resolution even though Resolution 1 is connected with the remuneration of a member of key management personnel for Hill End Gold Limited.

The Chair of the Meeting will vote all undirected proxies in favour of all items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re- election of a Director – Graham Reveleigh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratify a prior issue of shares – Alchemy Securities Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratify a prior issue of shares – Bao Industry Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratify a prior issue of shares – Doraemon Investments Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratify a prior issue of shares – Bao Industry Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Ratify a prior issue of shares – Staff and Consultants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Re-approve Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approve 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2016