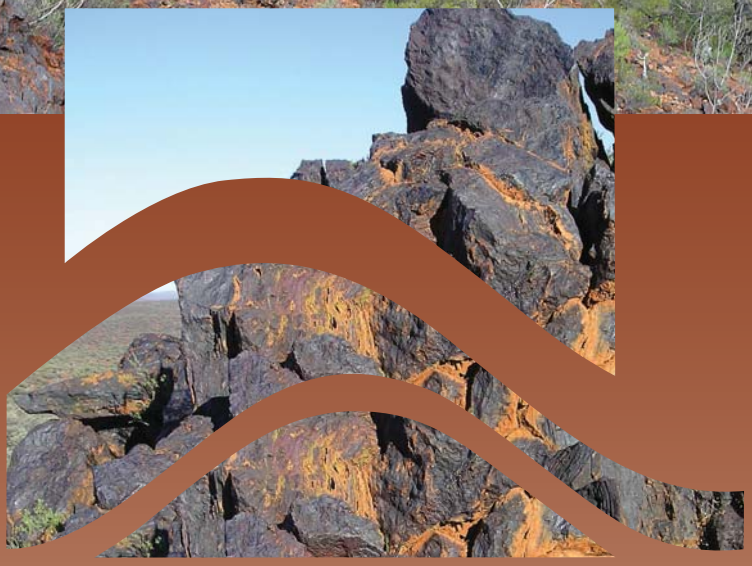
HAMPTON HILL
Mining NL

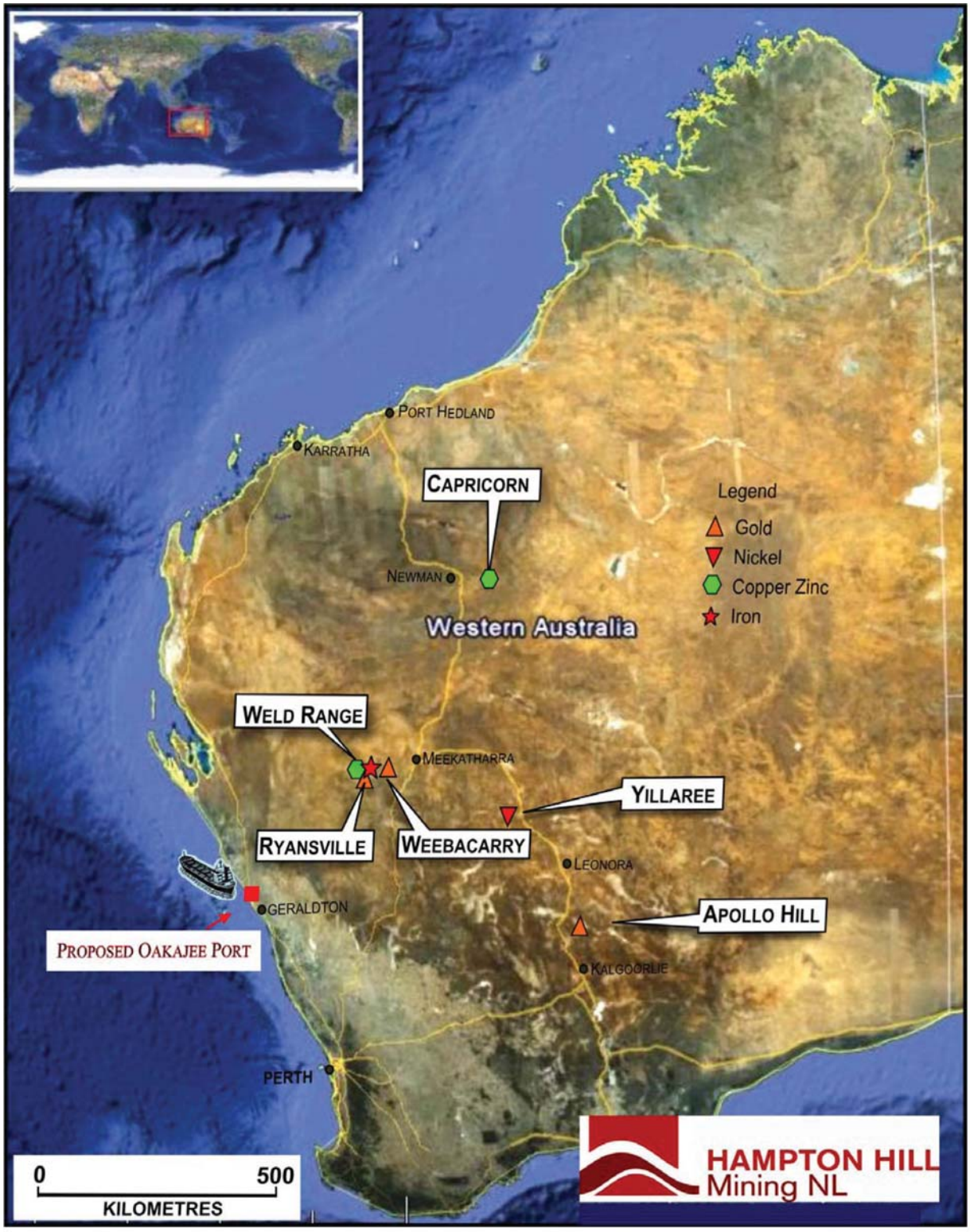
ABN 60 060 628 524

Annual Report



2011

PROJECT LOCATIONS



HAMPTON HILL Mining NL

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CORPORATE DIRECTORY

DIRECTORS

Neil Tomkinson
Non-executive Chairman

Wilson Forte
Managing Director

Joshua Pitt
Non-executive Director

COMPANY SECRETARY

Peter Ruttledge

REGISTERED AND BUSINESS OFFICE

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9 Havelock Street
West Perth WA 6005
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HOME EXCHANGE

Australian Securities Exchange
2 The Esplanade
Perth WA 6000

AUDITORS

BDO (WA) Pty Ltd
128 Hay Street
Subiaco WA 6008

SHARE REGISTRY

Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross WA 6153
Telephone: 08 9315 2333
Facsimile: 08 9315 2233
Email: registrar@securitytransfer.com.au

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

OPERATIONS REVIEW

The primary focus for Hampton Hill Mining NL ('Hampton' or 'the Company') during the year was the Hampton Hill Mining Iron Ore Joint Venture (HHMJV) with Sinosteel Midwest Corporation Limited (SinoMidwest) in the Weld Range, of Western Australia (see Figure 1). Some 18.69 million tonnes of mainly inferred iron ore resources have been defined on this project and SinoMidwest intends to mine these resources in conjunction with its more extensive wholly owned Weld Range reserves.

The Company commissioned a review of the potential of this joint venture project to aid it in negotiations for the sale of its joint venture interest as provided for in the HHMJV Agreement. Unfortunately, uncertainties in relation to the timetable for construction of transhipment facilities necessary for the project to proceed has resulted in the sales process being postponed. Hampton understands that negotiations initiated by the Western Australian State Government may result in a solution to the transhipment issues being reached before year's end.

Hampton continued to explore for gold and base metals during the year through participation in joint venture drilling for nickel near Leinster and in its own right diamond drilling for gold at the Ryansville project. It also stepped up its efforts to define new gold and base metal targets, identifying four gold prospects north of the Weld Range and a base metal target at the Weebacarry project.

Early in the year the Company sold the Apollo Hill gold project to the ASX listed Peel Mining Limited (Peel) for a consideration of 11 million fully paid shares of that Company plus a 5% overriding royalty on any gold production of over one million ounces. Peel has recently announced that drilling at Apollo Hill has outlined a shallow gold resource of over 500,000 ounces grading 0.9 grams per tonne and it also has had an exciting base metal discovery near Cobar, New South Wales. Hampton's shareholding represents approximately 13% of the issued capital of Peel and is an important asset of the Company.

Hampton sold the northern tenement of the Capricorn project, East Pilbara, to BHP Iron Ore (Jimblebar) Pty Ltd for $133,000 plus a 1.1% net smelter return royalty on all products mined from the tenement.

THE HAMPTON IRON ORE ASSETS

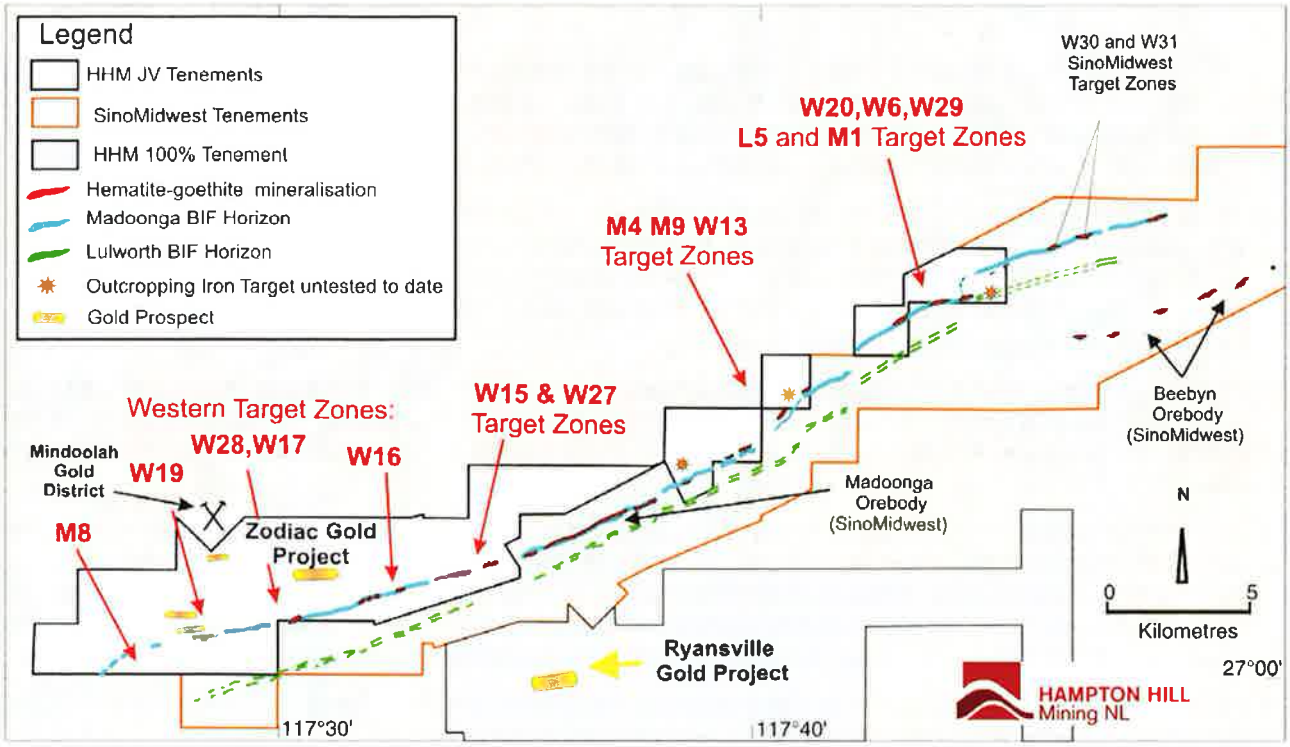
In February this year, after six years of exploration funded and managed by SinoMidwest, a Pre-Feasibility Study (PFS) was completed in relation to three of the iron ore target zones included in the HHMJV.

The terms of the HHMJV Agreement require that, upon receipt of a conforming PFS, and should Hampton not take a royalty election, the Company must offer its HHMJV project interest to SinoMidwest for sale. CSA Global Pty Ltd (CSA) was commissioned by Hampton as an independent consultant to carry out an appraisal of the PFS to assist Hampton in its preparation for the sales process. CSA concluded that, while the work carried out by SinoMidwest was of a reasonable standard, a considerable portion of the total resource potential had not been subjected to adequate exploration. Despite questions as to whether the delivered PFS conformed to the requirements of the HHMJV Agreement, negotiations commenced with SinoMidwest with the aim of reaching mutual agreement on a sale value.

A press release by SinoMidwest in June this year expressed their view that the terms offered in the Oakajee Rail and Port (OPR) Supply Chain Agreement would render the SinoMidwest Weld Range Iron Ore Project (WRIOP) economically unviable and announced that they had decided to delay the WRIOP pending renegotiation of transhipment arrangements.

Following the above announcement SinoMidwest notified Hampton that as a consequence of the anticipated long delays to the WRIOP timetable they would review their involvement in the HHMJV sales process. The Hampton board concluded that it was not in the Company's best interest to negotiate a sales price prior to clarification of the transhipment issues. The HHMJV sales process has therefore been suspended pending clarification by the State Government referred to above.

OPERATIONS REVIEW (continued)



HHMJV EXPLORATION REPORT

The HHMJV Mineral Resources established to date are set out in the following table.

Table 1: HHMJV Mineral Resources

Deposit	Classification [1,2]	Tonnes	Iron %	Silica %	Alumina %	Phosphorus %
W15[3]	Indicated	6,130,000	54	14	1.7	0.07
	Inferred	1,060,000	54	14	1.8	0.06
W6[3]	Inferred	4,960,000	57	12	1.3	0.11
W20[4]	Inferred	2,480,000	56	12	2.6	0.06
W17[4]	Inferred	1,960,000	55	12	1.5	0.10
W19[4]	Inferred	1,370,000	53	13	2.2	0.20
Total bedrock resource	Indicated	6,130,000	54	14	1.7	0.07
	Inferred	11,830,000	56	12	1.7	0.11
W15 Detrital	Inferred	730,000	52	13	3.8	0.01
Total Resource	Indicated	6,130,000	54	14	1.7	0.07
	Inferred	12,560,000	55	12	1.8	0.10
	All	**18,690,000**	**55**	**13**	**1.8**	**0.09**

Notes:

[1] All resources have been reported within mineralised interpretations, above 50% total iron;

[2] All chemical analysis was performed by XRF. A thermo-gravimetric method at 1,000°C was used for the analysis of LOI. All samples submitted for analysis included sufficient QA/QC sample which on review, supported the subsequent classification;

[3] Dry bulk density for these deposits was derived from diamond core using a wax sealed immersion method;

[4] Dry bulk density for these deposits was derived from diamond core measured using available geophysical derived density.

There are seventeen known Target Zones situated on several horizons within the 87 square kilometre HHMJV area. Our consultants, CSA, have estimated that there is additional haematite-goethite exploration target potential of between 75 and 104 million tonnes within 100 metres strike of these known Target Zones and scope for further discovery of blind deposits. CSA has also noted the potential for magnetite deposits, which have not been targeted by the joint venture to date, with a suggested potential of 125 to 150 million tonnes within the most prospective horizon.

During the year, SinoMidwest completed 56 reverse circulation drill holes and four diamond drill tails at six of the Target Zones. Intersections of at least 20 metres grading no less than 55% iron from this drilling are reported in Table 2. Further drilling has now been suspended awaiting clarification of the transhipment issues discussed above.

OPERATIONS REVIEW (continued)

Table 2: Intersections of at least 20 metres grading no less than 55% iron

Target Zone & Hole_ID	From Metres	To Metres	Interval Metres	Iron %	Silica %	Alumina %	Phosphorus %
W6 South							
WRRC2409*	22.0	52.0	30.0	55.5	10.5	1.6	0.10
W16							
WRRC1690	14.0	87.0	73.0	59.8	4.0	1.2	0.19
WRRC1690	135.0	173.0	38.0	57.4	11.2	0.9	0.18
WRRC1692	31.0	57.0	26.0	55.7	15.3	0.8	0.15
W17							
WRRC1876*	15.0	63.0	48.0	56.5	7.8	2.4	0.08
WRRC1878*	45.0	76.0	31.0	56.1	8.2	2.9	0.10
WRRC1880	16.0	48.0	32.0	55.7	10.9	0.8	0.17
WRRC1883	5.0	51.0	46.0	57.0	10.7	1.2	0.08
WRRC1395	0.0	52.0	52.0	56.1	8.8	1.1	0.09
WRRC1396	0.0	35.0	35.0	57.8	6.3	1.1	0.04
WRRC1400	0.0	30.0	30.0	58.3	4.8	1.3	0.09
WRRC1400	45.0	74.0	29.0	56.3	9.8	1.3	0.13
W19							
WRRC1911	32.0	66.0	34.0	55.6	6.0	3.4	0.26
W20							
WRRC1371	0.0	48.0	48.0	56.6	8.3	4.0	0.08
WRRC1372	34.0	56.0	22.0	59.2	6.3	1.1	0.16
WRRC1373	4.0	52.0	48.0	57.8	7.9	3.0	0.05
WRRC1374	41.0	75.0	34.0	58.0	13.0	0.6	0.05
WRRC1375	0.0	56.0	56.0	55.4	12.0	3.0	0.04
WRRC1377	0.0	22.0	22.0	57.1	10.9	3.0	0.03
WRRC1381	3.0	29.0	26.0	55.5	14.6	2.8	0.02
WRRC1383*	1.0	30.0	29.0	55.6	13.8	2.7	0.03
WRRC1384*	29.0	63.0	34.0	59.7	9.7	1.3	0.03
W29							
WRRC1741d	95.0	120.0	25.0	56.6	5.2	1.6	0.64
WRRC1742d	107.0	158.9	51.9	55.8	8.9	0.5	0.55
WRRC1745d	27.0	53.0	26.0	57.6	5.4	2.1	0.21
WRRC1746	42.0	89.0	47.0	55.7	6.4	2.0	0.26

HAMPTON HILL NON FERROUS PROSPECTS

Hampton has a separate arrangement with SinoMidwest relating to non-ferrous metals covering both the HHMJV Area and the adjacent tenements of SinoMidwest. Hampton has the right to 100% ownership of all non-ferrous ores and will pay a 1.5% net smelter return royalty on ore mined from the SinoMidwest tenements.

Hampton routinely reviews the geological logs of all new holes drilled by SinoMidwest in the Weld Range for evidence of gold and/or base metal mineralisation with 2,989 samples being assayed during the year. While some anomalism was noted from this work no drill targets have been demonstrated.

A review of past exploration drilling data from holes drilled along the northern flank of the Weld Range has resulted in the recognition of a substantial area just south of the historic Mindoolah gold mining district with the potential to host economic gold mineralisation. This area has been designated the Zodiac Gold Project (refer Figure 1) and four prospects termed Scorpio, Leo, Virgo and Taurus, have been identified to date. This project lies within the HHMJV area and no royalty is payable to SinoMidwest.

OPERATIONS REVIEW (continued)

Scorpio Prospect

A diamond hole drilled on this prospect was designed to follow up a geophysical conductor and anomalous lead values in a RAB hole. This hole intersected one metre of 4.5 grams per tonne gold from 156 metres down hole and 3 metres averaging 2.1 grams per tonne gold from 161 metres down hole. The deeper intersection occurs within a 10 metre zone of anomalous gold accompanied by quartz-carbonate-pyrite alteration and moderately anomalous lead and zinc values. There has been no drilling within two kilometres along strike.

Leo Prospect

The prospect is located about one kilometre south of Scorpio and comprises anomalous gold, arsenic, copper and zinc in the weathered rocks intersected in RAB holes over a 1.6 kilometre by 200 metre area. The best result was 4 metres averaging 0.5 grams per tonne gold.

Virgo Prospect

This prospect comprises two anomalous gold intercepts in weathered rock intersected in two drill holes 1.6 kilometres apart. Anomalous results include 3 metres at 0.6 grams per tonne gold from 27 metres down hole from one hole and 8 metres averaging 0.21 grams per tonne gold at the base of the other hole. It is thought these two holes may indicate a continuous alteration system.

Taurus Prospect

The Taurus prospect is located two kilometres east of Virgo. Anomalous gold accompanied by elevated copper, lead and zinc, has been intersected in the weathered profile over a strike of 1.5 kilometres. The best result in previous drilling was 12 metres averaging 0.27 grams per tonne gold from 60 metres down hole.

Initial follow up testing of these four gold prospects will require RAB and /or reverse circulation drilling.

THE RYANSVILLE GOLD PROJECT

This project is situated on the southern flank of the Weld Range. Five diamond holes were completed during the year to test high priority geophysical conductors mostly coincident with previously outlined gold anomalies and associated alteration zones. Part of the drilling cost was co-funded by a grant from the State Government under the Royalties for Regions Scheme. Although extensive zones of quartz-carbonate-sulphide mineralisation were encountered, no significant gold intersections were returned and the project has been downgraded.

THE WEEBACARRY BASE METAL PROJECT

A review of end-of-hole chip assaying and spectral scanning has shown that the western portion of this project has the potential to host VMS base metal mineralisation. Electromagnetic surveys were carried out by previous explorers over the prospective felsic sequences but follow-up drilling was limited and may have been ineffective. Hampton will reappraise this target area with a view to further drilling programs.

OPERATIONS REVIEW (continued)

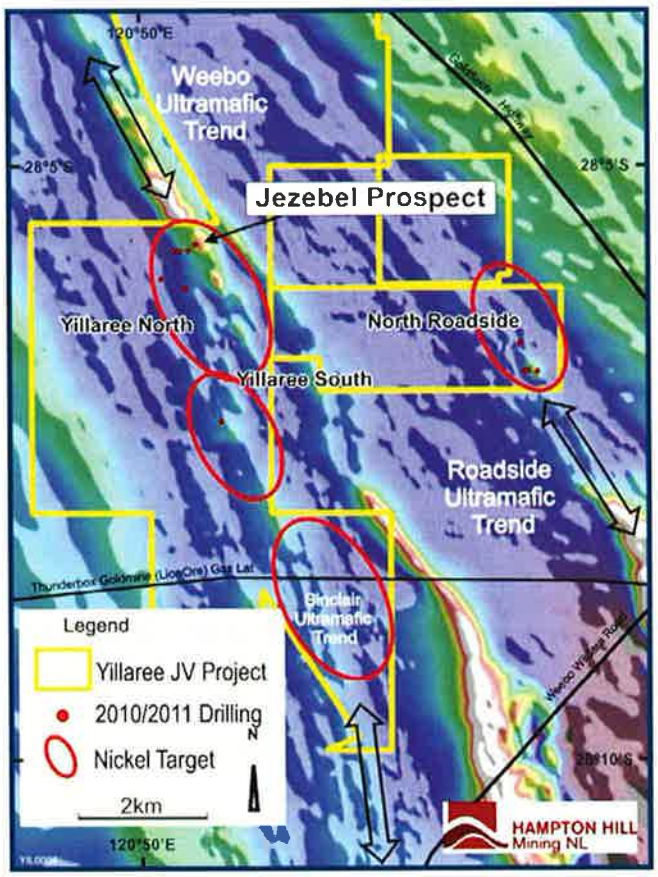
THE YILLAREE NICKEL SULPHIDE PROJECT

The Yillaree nickel sulphide project is a joint venture with Breakaway Resources Limited, the manager. Hampton has an 18.73% contributing interest.

The exploration potential was reappraised during the year with the integration of 3D modelling. A new target called Jezebel was defined, coincident with a magnetic anomaly (see Figure 2). It is located just 7 kilometres along strike and to the south of the Weebo nickel sulphide deposit which contains 88,000 tonnes of currently uneconomic nickel metal.

This target was tested with a 553 metre long diamond hole which intersected a 200 metre down hole width of strong sulphide and quartz veining within sediments and minor mafic and ultramafic rocks. No significant base metal or gold results were returned, significantly downgrading the project.

Figure 2: The Yillaree Nickel Sulphide Project



OTHER PROJECTS

No fieldwork was carried out on the Capricorn project. Hampton sold the northern tenement of the Capricorn project E52/1830 to BHP Iron Ore (Jimblebar) Pty Ltd for $133,000 plus a royalty of 1.1% net smelter return on all mineral products mined from the tenement.

Wilson Forte
Managing Director

COMPLIANCE STATEMENTS

The information in the above report that relates to exploration results has been reviewed and confirmed as accurate by Mr Wilson Forte who is a member of the AusIMM. Mr Forte is a full-time employee of the Company and has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activities 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 they appear.

HHMJV Project
The information on the Hampton Hill Mining Joint Venture Reported Mineral Resource estimates is based on information compiled by Kahan Cervoj who is a Member of the Australasian Institute of Mining & Metallurgy. Kahan Cervoj is a full-time employee of Sinosteel Midwest Corporation Ltd and has consented to the inclusion of the report of the matters based on the information in the form and context in which it appears. Mr Cervoj has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which they are undertaking to qualify as a Competent Person for the tabulation of Resources, as defined in the 2004 Edition of the "Australasian Code for Reporting of Mineral Resources and Ore Reserves (the JORC Code)."

Apollo Hill Project
The information in the above report that relates to exploration results from the Apollo Hill project has been reviewed and confirmed as accurate by Mr Robert Tyson who is a member of the AusIMM. Mr Tyson is a full-time employee of Peel Mining Limited and has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activities 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 Tyson consents to the inclusion in the report of the matters based on his information in the form and context in which they appear.

DIRECTORS' REPORT

Hampton Hill Mining NL ("the Company" or "Hampton") is listed on the Australian Securities Exchange. The registered office and principal place of business 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 for the year ended 30 June 2011.

DIRECTORS

The names of the directors of the Company during the whole of the financial year and up to the date of this report are:

Neil Tomkinson

Wilson Forte

Joshua Pitt

PRESENTATION OF FINANCIAL STATEMENTS

The Company disposed of its wholly owned subsidiary entity, Apollo Mining Pty Ltd on 24 November 2010. The financial statements for the year ended 30 June 2011 are for the single entity, Hampton Hill Mining NL, whereas the comparatives are for the consolidated entity comprising the Company and its subsidiary Apollo Mining Pty Ltd.

PRINCIPAL ACTIVITIES

The principal activities of the Company during the financial year consisted of iron ore, gold and base metal exploration. There has been no significant change in these activities during the year.

DIVIDENDS

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

REVIEW OF OPERATIONS AND LIKELY DEVELOPMENTS

Hampton continued to explore for iron ore, gold and base metals in the last year both with its own expenditure and funding provided through joint ventures with third parties.

The Weld Range Hampton Hill Iron Ore Joint Venture

This joint venture is the main focus for the Company and is managed by Sinosteel Midwest Corporation Limited (SinoMidwest) earning a 60% interest.

Iron ore exploration continued during the year culminating in the delivery in February of a Preliminary Feasibility study (PFS). Hampton commissioned independent industry consultants CSA Global Pty Ltd (CSA) to review the PFS and the exploration potential of the joint venture. CSA concluded that, while the work completed by SinoMidwest was of a reasonable standard, the resources included in the PFS did not represent all of the total joint venture resource potential.

On 23 June 2011, SinoMidwest announced it had decided to slow down all activities in the Weld Range, both on its wholly owned and joint venture projects, until there is a resolution of serious issues regarding the future of the construction of a railway to the planned port at Oakajee and the establishment of port facilities.

The joint venture agreement envisages the sale of Hampton's 40% joint venture interest to SinoMidwest. Negotiations on this aspect of the joint venture are currently suspended.

Other Projects

Hampton drilled five diamond holes at the 100% owned Ryansville gold project co-funded by a grant from the State Government and contributed its joint venture contribution of 18.7% towards the cost of a 553 metre diamond hole at the Yillaree project managed by Breakaway Resources Limited. No significant intersections were encountered.

A review of past results and a substantial program of reassaying of bottom-of-hole iron ore drill spoil from Weld Range iron ore drilling and a review of base metal drill holes for gold and base metals were carried out during the year. Four prospects were identified for follow up exploration in an area designated the Zodiac Gold Project.

At the Weebacarry project, reassaying and spectral scanning of bottom-of-hole chips suggest that the project has the potential to host VMS base mineralisation. A review of previous ground based electromagnetic surveys will be implemented to determine whether any anomalies which were indicated have been adequately tested.

DIRECTORS' REPORT (continued)

REVIEW OF OPERATIONS AND LIKELY DEVELOPMENTS (continued)

Substantial Shareholding in Peel Mining Limited and Apollo Hill Royalty

The Apollo Hill gold project was sold during the year to Peel Mining Limited, a company listed on the Australian Securities Exchange (ASX) resulting in Hampton holding eleven million shares that presently represent approximately 13% of the issued capital of that company. The sale also resulted in Hampton holding a 5% overriding royalty on any production of more than one million ounces of gold from the project.

In September 2011, Peel reported an inferred resource for the project of 17.2 million tonnes averaging 0.9 grams per tonne for a total of 505,000 ounces of gold (using 0.5 grams per tonne gold cut off to a maximum depth of 180 metres). Recently, Peel also announced exciting base metal results from its Galgunnia project near Cobar, NSW.

The Company wrote off $525,589 (2010 $1,872,030) relating to past exploration expenditure contributing to the operating loss after tax of $1,203,311 (2010: $2,200,253).

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 financial year.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

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 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.

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. The Directors have considered compliance with the National Greenhouse and Energy Reporting Act 2007 which requires entities to report annual greenhouse gas emissions and energy use. For the period 1 July 2010 to 30 June 2011 the directors have assessed that there are no current reporting requirements, but that the Company may be required to report in the future.

INFORMATION RELATING TO DIRECTORS

Non-Executive Chairman
Neil Tomkinson LLB Hons

Mr Tomkinson has extensive experience extending over the last thirty years in the administration of and investment in exploration and mining companies. Mr Tomkinson is the executive chairman of Red Hill Iron Limited (appointed chairman April 2008) and non-executive chairman of Traka Resources Limited (appointed September 2003), and Pan Pacific Petroleum NL (appointed a director in June 2006 and chairman in December 2008). Mr Tomkinson is an investor in private mineral exploration and in resources in general in Australia.

Managing Director
Wilson Forte BSc Hons (UWA), MAusIMM, MAIG

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 twenty five years he has mainly worked on the evaluation of gold and base metal projects in Western Australia.

Non-Executive Director
Joshua Norman Pitt BSc, MAusIMM, MAIG

Mr Pitt is a geologist with extensive exploration experience who has, for more than thirty years, been a director of exploration and mining companies in Australia. He is a non-executive director of Red Hill Iron Limited (appointed June 2005), Traka Resources Limited (appointed July 2003), Red Metal Limited (appointed July 2003) and Pan Pacific Petroleum (appointed December 2008). Mr Pitt is involved in substantial resource investment.

DIRECTORS' REPORT (continued)

INFORMATION RELATING TO COMPANY SECRETARY

Peter Ruttledge BSc, CA, FFin

Mr Ruttledge is a Chartered Accountant and a Fellow of The Financial Services Institute of Australia and has over twenty five years experience as company secretary of a number of listed mining and exploration companies.

DIRECTORS' INTERESTS IN SHARES IN THE COMPANY

The number of shares in the Company held directly and indirectly by the directors at the date of this report is set out below:

Director	Ordinary Shares Fully Paid	Ordinary Shares Partly Paid to 0.1 cents
N Tomkinson	7,274,700	-
W S Forte	3,095,894	1,900,000
J N Pitt	46,965,072	-

The relevant interest of Mr Tomkinson and Mr Pitt in the shares of the Company is their combined holding of 54,239,772 shares. No options have been issued to the directors.

MEETINGS OF DIRECTORS

The following table sets out the number of meetings of directors held during the year ended 30 June 2011 and the number of meetings attended by each director:

Director	Meetings of Directors whilst a Director	Number of Meetings Attended
N Tomkinson	5	5
W S Forte	5	5
J N Pitt	5	5

The Company does not have any committees.

AUDITED REMUNERATION REPORT

The information provided in the remuneration report has been audited as required by section 308(3c) of the Corporation Act 2001.

(a) Principles used to determine the nature and amount of remuneration

The objective of the Company's remuneration policy for executive directors and other key management personnel is to ensure that

- remuneration packages properly reflect the duties and responsibilities of the persons concerned, and
- remuneration is competitive in attracting, retaining and motivating people of the highest quality.

The remuneration framework has regard to shareholders' interests by

- focusing on sustained growth in share price, as well as focusing the executive on key non-financial drivers of value, and
- attracting and retaining high calibre executives.

The remuneration framework has regard to executives' interests by

- rewarding capability and experience,
- providing a clear structure for earning rewards,
- providing recognition for contribution.

The remuneration policy is not linked to the Company's performance and is linked to shareholder wealth only in so far as partly paid shares are included in remuneration.

DIRECTORS' REPORT (continued)

AUDITED REMUNERATION REPORT (continued)

Remuneration is reviewed by the board on an annual basis having regard to performance and market competitiveness.

The remuneration of executive personnel is determined by the non-executive directors and comprises a base salary or fee and, by way of an incentive, the opportunity to take up partly paid shares in the Company and thereby participate in the future success of the Company.

All remuneration paid to key management personnel is valued at the cost to the Company and expensed.

Non-Executive Directors

The Company's 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 Director and other Executives

Executive remuneration packages include set salary or fee amounts and long term incentives through grants of partly paid shares or share options.

Executives' remuneration is reviewed annually with regard to competitiveness and performance.

There are no guaranteed salary increases fixed in any senior executives' contracts.

The terms and conditions of the Managing Director's employment are set out in an Executive Service Agreement – refer subsection (c) below

Remuneration of the Company Secretary is by way of a retainer and fee for company secretarial, accounting and administration services provided to the Company, 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.

Company Performance

It is not possible at this time to evaluate the Company's financial performance using generally accepted measures such as profitability and total shareholder return as the Company is an exploration company with no significant revenue stream. This assessment will be developed as and when the Company moves from explorer to producer.

The table below shows the gross revenue, losses and loss per share for the last five years for the Company (2011) and the Group (2010 and prior):

		2011	2010	2009	2008	2007
Revenue and other income	($000)	97	110	220	102	100
Net Loss	($000)	1,203	2,200	890	785	609
Loss per share	(cents)	0.9	1.7	0.7	0.6	0.5
Share price at year end	(cents)	21.0	27.0	18.0	45.0	25.5

No dividends have been declared during these periods

DIRECTORS' REPORT (continued)

AUDITED REMUNERATION REPORT (continued)

(b) Details of remuneration

The key management personnel of the Company are the Directors.

The remuneration of key management personnel and other specified executives for the year is summarised below:

	Short term benefits		Post-employment benefits	Share based payments	Total	Value of partly paid shares as a proportion of remuneration	Performance Related
2011	Salary & fees $	Non-cash benefits $	Super-annuation $	Partly paid shares $	$	%	%
Directors							
Non-executive							
N Tomkinson (Chairman)	-	-	-	-	-	-	-
J N Pitt	-	-	-	-	-	-	-
Executive							
W S Forte (Managing Director)	167,029	9,734	50,000	-	226,763	-	-
	167,029	9,734	50,000	-	226,763	-	-
Other company executives							
P C Ruttledge (Company Secretary)	52,383	-	-	-	52,383	-	-
2010							
Directors							
Non-executive							
N Tomkinson (Chairman)	-	-	-	-	-	-	-
J N Pitt	-	-	-	-	-	-	-
Executive							
W S Forte (Managing Director)	160,000	6,763	50,000	-	216,763	-	-
	160,000	6,763	50,000	-	216,763	-	-
Other company executives							
P C Ruttledge (Company Secretary)	48,125	-	-	-	48,125	-	-

No part of the remuneration of directors and other specified executives is contingent on the performance of the Company. The key management personnel of the Company are the same as the key management personnel of the Group.

(c) Service agreements

The terms of engagement of the Managing Director, Mr Wilson Forte, are set out in an Executive Service Agreement. His remuneration consists of a salary and superannuation package and the use of a four wheel drive company vehicle primarily for accessing the Company's exploration properties. It also provides for Mr Forte to be offered, from time to time at the discretion of the board, partly paid shares or options to acquire fully paid shares in the Company. Following a review of Mr Forte's remuneration in November 2010 the salary and superannuation package was set at $225,000 per annum. There are no termination arrangements in respect of Mr Forte's employment other than the expectation that he would receive 6 months notice in the event of his services being terminated and the Company may elect to pay 6 months base salary and superannuation in lieu of notice.

The fees and retainer payable by the Company to Sable Management Pty Ltd for Mr Ruttledge's services for the year ended 30 June 2011 exclusive of GST were $52,383. There is no written agreement in place.

DIRECTORS' REPORT (continued)

AUDITED REMUNERATION REPORT (continued)

(d) Share based compensation

The Managing Director and other specified executives from time to time are entitled to be granted partly paid shares and options in the Company at the discretion of the board and, in the case of the Managing Director, subject to shareholder approval. The Managing Director does not participate in any board discussions regarding his remuneration.

Share based payments are generally provided in the form of partly paid shares or options vesting immediately. The issue of these partly paid shares or options is not linked to past company performance since their principal purpose is to promote continuity of performance and provide additional incentive to the key management personnel to increase shareholder wealth. There is no specific board policy restricting employees from taking action to limit their exposure to risk in relation to share based payments.

Nevertheless, in terms of the Company's Securities Trading Policy, all employees are prohibited from dealing in the Company's securities when they possess inside information and they are obliged to inform the board of any proposed transactions in securities.

There were no options or partly paid shares granted to key management personnel and other specified executives during the year.

(e) Additional information

Share-based compensation: Partly paid ordinary shares

No partly paid shares were paid up during the year and no partly paid shares were forfeited during the year.

The audited remuneration report ends here.

SHARES UNDER OPTION

The number of options on issue is:

Date options granted	Expiry date	Exercise price	Number of options
10 December 2010	10 December 2013	30 cents	500,000

INSURANCE OF OFFICERS

During or since the end of the financial year the Company has not given an indemnity to, 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.

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied to the court pursuant to section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for a purpose of taking responsibility on behalf of the Company for all or any part of those proceedings. The Company was not party to any such proceedings during the year.

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

A copy of the auditor's independence declaration as required by Section 307C of the Corporations Act 2001 is included in this Annual Report.

NON-AUDIT SERVICES

BDO Audit (WA) Pty Ltd, the Company's auditor, did not perform any non-audit services for the Company for the year ended 30 June 2011.

Signed in Perth in accordance with a resolution of Directors on 16 September 2011.

N Tomkinson
Chairman

AUDITOR'S INDEPENDENCE DECLARATION

BDO

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38 Station Street
Subiaco, WA 6008
PO Box 700 West Perth WA 6872
Australia

16 September 2011

Hampton Hill Mining NL
The Board of Directors
Level 2, 9 Havelock Street
West Perth, WA, 6005

Dear Sirs,

DECLARATION OF INDEPENDENCE BY BRAD McVEIGH TO THE DIRECTORS OF HAMPTON HILL MINING NL

As lead auditor of Hampton Hill Mining NL for the year ended 30 June 2011, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Hampton Hill Mining NL and the entities it controlled during the period.

Brad McVeigh
Director

BDO

BDO Audit (WA) Pty Ltd
Perth, Western Australia

BDO Audit (WA) Pty Ltd ABN 79 112 284 787 is a member of a national association of independent entities which are all members of BDO (Australia) Ltd ABN 77 050 110 275, an Australian company limited by guarantee. BDO Audit (WA) Pty Ltd and BDO (Australia) Ltd are members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms. Liability limited by a scheme approved under Professional Standards Legislation (other than for the acts or omissions of financial services licensees) in each State or Territory other than Tasmania.

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2011

	Note	Company 2011 $	Consolidated 2010 $
Revenue from continuing operations	4	51,485	66,965
Other income		46,073	43,802
Exploration expenditure written off	11	(525,589)	(1,872,030)
Administration expenses	5	(549,686)	(438,990)
Impairment of asset held for sale	10	(225,594)	-
Loss before income tax		(1,203,311)	(2,200,253)
Income tax expense	6	-	-
Loss from continuing operations		(1,203,311)	(2,200,253)
Loss from discontinued operations	10	-	-
Loss for the year		(1,203,311)	(2,200,253)
Other comprehensive income			
Gain on revaluation of financial asset available for sale net of tax		209,000	-
Income tax relating to the other comprehensive income		-	-
Other comprehensive income for the year net of tax		209,000	-
Total comprehensive loss for the year attributable to the ordinary equity holders of the Company		(994,311)	(2,200,253)
Loss per share for loss from continuing operations attributable to the ordinary equity holders of the Company			
Basic loss and diluted loss per share	25	0.92 cents	1.69 cents
Loss per share for loss attributable to the ordinary equity holders of the Company			
Basic loss and diluted loss per share	25	0.92 cents	1.69 cents

The above Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2011

	Note	Company 2011 $	Consolidated 2010 $
Assets			
Current Assets			
Cash and cash equivalents	7	565,064	1,447,602
Trade and other receivables	8	21,660	44,567
Financial assets available for sale	9	1,034,000	-
		1,620,724	1,492,169
Assets classified as held for sale	10	-	1,045,000
Total Current Assets		1,620,724	2,537,169
Non-Current Assets			
Exploration assets	11	4,331,376	4,279,708
Plant and equipment	12	4,893	13,993
Total Non-Current Assets		4,336,269	4,293,701
Total Assets		5,956,993	6,830,870
Liabilities			
Current Liabilities			
Trade and other payables	13	172,060	121,098
Provisions	14	2,180	1,773
Total Current Liabilities		174,240	122,871
Total Liabilities		174,240	122,871
Net Assets		5,782,753	6,707,999
Equity			
Issued capital	15	18,487,094	18,487,094
Reserves	16	415,265	137,200
Accumulated losses		(13,119,606)	(11,916,295)
Total Equity		5,782,753	6,707,999

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

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2011

Company	Issued Capital $	Reserve – share based payment $	Reserve – asset available for sale $	Accumulated Losses $	Total Equity $
2011					
Balance at 1 July 2010	18,487,094	137,200	-	(11,916,295)	6,707,999
Comprehensive Loss					
Net gain/(loss) for the year	-	-	-	(1,203,311)	(1,203,311)
Other comprehensive income net of tax	-	-	209,000	-	209,000
Total comprehensive loss for the year	-	-	209,000	(1,203,311)	(994,311)
Transaction with owners in their capacity as owners:					
Issue of employee share options	-	69,065	-	-	69,065
Balance at 30 June 2011	18,487,094	206,265	209,000	(13,119,606)	5,782,753
Consolidated					
2010					
Balance at 1 July 2009	18,487,094	137,200	-	(9,716,042)	8,908,252
Comprehensive Loss					
Net gain/(loss) for the year	-	-	-	(2,200,253)	(2,200,253)
Total comprehensive loss for the year	-	-	-	(2,200,253)	(2,200,253)
Balance at 30 June 2010	18,487,094	137,200	-	(11,916,295)	6,707,999

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes.

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2011

	Note	Company 2011 $	Consolidated 2010 $
Cash flows from operating activities			
Payments to suppliers and employees		(461,379)	(438,177)
Payments for exploration expenditure		(534,511)	(604,228)
Interest received		61,920	62,077
Other revenue received		51,866	43,684
Net cash outflow from operating activities	24	(882,104)	(936,644)
Cash flows from investing activities			
Payment for plant and equipment		(434)	(2,822)
Net cash outflow from investing activities		(434)	(2,822)
Cash flows from financing activities		-	-
Net increase/(decrease) in cash and cash equivalents		(882,538)	(939,466)
Cash and cash equivalents at the beginning of the financial year		1,447,602	2,387,068
Cash and cash equivalents at the end of the financial year	7	565,064	1,447,602

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented unless otherwise stated.

Hampton Hill Mining NL ("the Company") is a listed public company, incorporated and domiciled in Australia.

(a) Basis of preparation

As a result of the Company disposing of its wholly owned subsidiary entity, Apollo Mining Pty Ltd during the year, the financial statements for the year ended 30 June 2011 are for the single entity, Hampton Hill Mining NL, whereas the comparatives are for the consolidated entity comprising the Company and its subsidiary Apollo Mining Pty Ltd.

For the comparatives, separate financial statements for the Company, as an individual entity, are no longer presented as a consequence of a change to the Corporations Act 2001, and financial information for the Company as an individual entity is included at Note 28.

These financial statements are general purpose financial statements which have been prepared in accordance with Australian equivalents to International Financial Reporting Standards (AIFRS), Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board, and the Corporations Act 2001.

Compliance with IFRS

Australian Accounting Standards include Australian equivalents to International Financial Accounting Standards (AIFRS). Compliance with AIFRS ensures that the financial statements and notes of the Company comply with International Financial Reporting Standards (IFRS).

Reporting Basis and Conventions

These financial statements have been prepared on an accruals basis and are based on historical costs.

Critical accounting estimates and judgements

The Directors evaluate estimates and judgements incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Company.

(i) Key Estimates — Impairment

The Company assesses impairment at each reporting date by evaluating conditions specific to the Company that may lead to impairment of exploration and evaluation assets, and plant and equipment. Where an impairment trigger exists, the recoverable amount of the asset is determined. Value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates.

(ii) Capitalisation of exploration and evaluation expenditure

The Company has capitalised exploration and evaluation expenditure of $4,331,376 (2010: $4,279,708) on the basis either that this is expected to be recouped through successful development (or alternatively sale) of the areas of interest concerned or that it is not yet possible to assess whether it would be recouped.

(b) Principles of consolidation

The comparatives in the financial statements incorporate the assets and liabilities of the former subsidiary of Hampton Hill Mining NL as at 30 June 2010 and the results of its former subsidiary for the year then ended. Hampton Hill Mining NL and its subsidiary together are referred to in this section as the Group.

Subsidiaries

A subsidiary is an entity (including a special purpose entity) over which the Group has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The former subsidiary was fully consolidated from the date on which control was transferred to the Group and was de-consolidated from the date that control ceased.

The purchase method of accounting was used to account for the acquisition of the former subsidiary by the Group.

Intercompany transactions, balances and unrealised gains on transactions between Group companies were eliminated. Unrealised losses were also eliminated unless the transaction provided evidence of the impairment of the asset transferred. Accounting policies of the former subsidiary were changed where necessary to ensure consistency with the policies adopted by the Group.

(c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operation decision maker. The chief operation decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the members of the board of Directors.

(d) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable.

Interest income is brought to account as income over the term of each financial instrument using the effective interest rate basis.

Other revenue is recognised as it accrues.

(e) Income tax

The charge for current income tax expenses is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using tax rates that have been enacted or are substantively enacted by the balance date.

Deferred tax is accounted for using the liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable comprehensive income.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the statement of comprehensive income except where it relates to items that may be credited directly to equity or comprehensive income, in which case the deferred tax is adjusted directly against equity.

Deferred tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the economic entity will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

Tax consolidation legislation

The Company and its former subsidiary, Apollo Mining Pty Ltd, implemented the tax consolidation legislation. The consolidation ceased on disposal of Apollo Mining Pty Ltd during the year.

The Company was the head entity in the tax controlled group and its subsidiary was the controlled entity and each accounted for its own current and deferred tax amounts. These tax amounts were measured as if each entity in the tax consolidated group continued to be a standalone taxpayer in its own right.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

In addition to its own current and deferred tax amounts, the Company also recognised the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from the controlled entity in the tax consolidated group.

(f) Impairment of assets

At each reporting date, the Company reviews the carrying values of its tangible and intangible assets to determine whether there is any objective evidence that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to profit or loss.

Impairment testing is performed annually for intangible assets with indefinite lives.

Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

(g) Cash and cash equivalents

Cash includes deposits at call short term deposits 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.

(h) Non-current assets (or disposal groups) held for sale and discontinued operations

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and investment property that are carried at fair value and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of derecognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the statement of financial position. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

(i) Other financial assets and liabilities

Recognition

Financial instruments are initially measured at cost on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition these instruments are measured as set out below.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are recognised initially at fair value and subsequently at amortised cost using the effective interest rate method.

Financial assets available for sale

As a result of the acquisition of financial assets during the year, the Company has adopted a new accounting policy relating to financial assets available for sale.

Available-for-sale financial assets, comprising principally marketable equity securities, are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of the investment within 12 months of the end of the reporting period. Investments are designated as available-for-sale if they do not have fixed maturities and fixed or determinable payments and management intends to hold them for the medium to long term. They are recognised at fair value with movements in fair value recognised in other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities

Non-derivative financial liabilities are recognised initially at fair value and subsequently at amortised cost, comprising original debts less principal payments and amortisation.

Impairment – financial instruments

At each reporting date, the Group assesses whether there is objective evidence that a financial instrument has been impaired. Impairment losses are recognised in profit or loss.

Impairment of assets classified as available for sale

If there is objective evidence of impairment for available-for-sale financial assets, the cumulative loss, measured as the difference between the acquisition cost and the current fair value less any impairment loss on that financial asset previously recognised in profit or loss, is removed from equity and recognized in profit or loss. Impairment losses on equity instruments that were recognised in profit or loss are not reversed through profit or loss in a subsequent period.

(j) Exploration and evaluation expenditure

Exploration and evaluation expenditure incurred is accumulated separately for each identifiable 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 and is written off in profit or loss.

Accumulated costs in relation to an abandoned area are written off in full in the statement of comprehensive income in the year in which the decision to abandon the area is made.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

(k) Plant and equipment

Recognition and measurement

Plant and equipment items are measured on the cost basis less accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition on the items.

The carrying amount of plant and equipment is reviewed annually by Directors to ensure it is not in excess of the recoverable amount from these assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of comprehensive income during the financial period in which they are incurred.

Depreciation

The depreciable amount of all fixed assets is depreciated on a straight line basis over their useful lives to the Group commencing from the time the asset is held ready for use.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	*Depreciation Rate*
Plant and Equipment:	13% to 27% straight line.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance date.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the statement of comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Employee benefits

Wages and salaries, annual leave and sick leave

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave expected to be settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.

Long service leave

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Retirement benefits obligations

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

Share based payments

Share-based compensation benefits are provided to Directors and other personnel of the Company.

The fair value of partly paid shares and options granted to directors and other personnel is recognised as an employee benefit expense with a corresponding increase in comprehensive income. The fair value is measured at grant date and recognised over the period during which the Directors and/or other personnel become unconditionally entitled to the partly paid shares or options.

The fair value at grant date is independently determined using a call option pricing model that takes into account the price, the term, the vesting and performance criteria, the impact of dilution, the non-tradeable nature of the partly paid share or option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term.

(m) Issued capital

Ordinary shares are classified as equity.

Incremental costs directly attributed to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributed to the issue of new shares or options for the acquisition of a business are not included in the cost of the acquisition as part of the purchase consideration.

(n) Loss per share

Basic loss per share

Basic loss 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.

Diluted loss per share

Diluted loss per share adjusts the figures used in the determination of basic loss 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.

(o) Joint venture agreements

The Company's joint venture agreements 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 venture agreements 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(j).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) 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 Taxation 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 balance sheet are shown inclusive of GST.

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

(q) Leases

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the group as lessee are classified as operating leases Note 20(b). Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

Lease income from operating leases where the group is a lessor is recognised in income on a straight-line basis over the lease term.

(r) New accounting standards and interpretation

The following Australian Accounting Standards have been issued and or amended and are applicable to the Company but are not yet effective. They have not been adopted in the preparation of the financial statements at reporting date. The Application Date of the standard is for the annual reporting periods beginning on or after the date shown in the table below.

Reference and Title	Nature of change to accounting policy and impact on initial application	Application date
AASB 9 Financial Instruments	Replaces the requirements of AASB 139 for classification and measurement of financial assets. The requirements have generally been carried forward unchanged from AASB 139 into AASB 9.These include the requirements relating to: • Classification and measurement of financial liabilities; and • Derecognition requirements for financial assets and liabilities. However, AASB 9 requires that gains or losses on financial liabilities measured at fair value are recognised in profit or loss, except that the effects of changes in the liability's credit risk are recognised in other comprehensive income. The Company does not have any financial liabilities measured at fair value through profit or loss. So there will be no impact on amounts recognised in the financial statements on initial adoption.	1 January 2013
AASB 124 Related Party Disclosures	Additional disclosure requirements only so there will be no impact on amounts recognised in the financial statements on initial adoption.	1 January 2011
AASB 2010-4 Amendments to Australian Accounting Standards:	Not urgent but necessary changes to IFRSs as a result of IASB's 2009 annual improvements project.	1 January 2011
AASB 7 Financial Instruments: Disclosures	Deletes various disclosures. There will be no impact on amounts recognised in the financial statements on initial adoption.	
AASB 101 Presentation of Financial Statements	Detailed reconciliation of each item of other comprehensive income to be included in the statement of changes in equity or in the notes. There will be no impact as the Company has always included a detailed reconciliation in the Statement of changes in equity.	

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

New accounting standards and interpretation (continued)

Reference and Title	Nature of change to accounting policy and impact on initial application	Application date
AASB 2010-6 Amendments to Australian Accounting Standards	Additional disclosures required for entities that transfer financial assets. As this is a disclosure standard only, there will be no impact on amounts recognised in the financial statements.	1 January 2011
AASB 11 Joint Arrangements	Joint arrangements to be classified as either 'joint operations' or 'joint ventures'. Due to the recent release of this standard, the Company has yet to conduct a detailed analysis of the differences between the current treatment of joint arrangements and those required by AASB 11.	1 January 2013
AASB 12 Disclosure of Interest in Other Entities	Combines existing disclosures from IAS 27, IAS 28 and IAS 31. As this is a disclosure standard only, there will be no impact on amounts recognised in the financial statements.	1 January 2013
AASB 13 Fair Value Measurement	Currently, fair value measurement requirements are included in several Accounting Standards. AASB 13 establishes a single framework for measuring fair value on financial and non-financial items recognised at fair value in the financial statements. Due to the recent release of this standard, the Company has yet to assess the differences between the current fair valuation methodologies used and those required by AASB 13. However, when this standard is adopted for the first time for the year ended 30 June 2014, there will be no impact on the financial statements because the revised fair value measurement requirements apply prospectively from 1 July 2013. Additional disclosures will be required about fair values.	1 January 2013
Amendments to IAS 1 Presentation of Items of Other Comprehensive Income	Amendments to align the presentation of items of other comprehensive income (OCI) with US GAAP. When this standard is first adopted there will be no impact on amounts recognised for transactions and balances for 30 June 2014 (and comparatives). However, the statement of comprehensive income will include name changes and include subtotals for items of OCI that can subsequently be reclassified to profit or loss in future (e.g. foreign currency translation reserves) and those that cannot subsequently be reclassified (e.g. fixed asset revaluation surpluses).	1 January 2013

NOTE 2 – FINANCIAL RISK MANAGEMENT

The Company, in its normal course of business, is exposed to financial risks comprising market risk (essentially interest rate risk), credit risk and liquidity risk.

The directors have overall responsibility for the Company's management of these risks and seek to minimise these risks through ongoing monitoring and review of the adequacy of the risk management framework in relation to the risks encountered by the Company.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

NOTE 2 – FINANCIAL RISK MANAGEMENT (continued)

Market risk

Price risk

The Company is exposed to equity securities price risks. This arises from an investment held and classified in the statement of financial position as available for sale.

The investment is in ordinary shares in an ASX listed exploration company. The shares are typically subject to relatively high price volatility, and, based on the recent historic share price, the table below summarises the impact of an increase/decrease of 25% of the share price of the investment as at 30 June 2011.

	Carry amount of asset available for sale	Overall impact of change in price of		Impact on post-tax profit		Impact on other components of equity	
		-25%	+25%	-25%	+25%	-25%	+25%
	$	$	$	$	$	$	$
Investment	1,034,000	(258,500)	258,500	(49,500)	-	(209,000)	258,500

Other components of equity would increase/decrease as a result of gains/losses on equity securities classified as available for sale. As the fair value of the available-for-sale financial assets would still be above cost, no impairment loss would be recognised in profit or loss as a result of the decrease.

The Company's is exposed to Australian money market interest rates in respect of its cash assets. The risk is managed by monitoring the interest rate yield curve out to 120 days to ensure a balance is maintained between the liquidity of its cash assets and interest rate return.

Bank deposits at call, amounting to $300,000 (2010: 1,000,000), all mature within 30 days of balance date.

The weighted average rate of interest to which the Company was exposed on its cash assets as at the year end was 5.12% (2010: 5.20%).

The table below summarises the sensitivity of the Company's cash assets to interest rate risk. The Company has no interest rate risk associated with any of its other financial assets or liabilities. Whilst this analysis reflects the effect of a 1% decline in interest rates recent Australian Treasury announcements and press reports would indicate a downward movement in interest rates of this magnitude to be unlikely over the next 12 months.

Financial Assets	Carrying amount of cash assets	Effect of decrease or increase of interest rate on profit and equity of the Company			
Change of interest rate:		-1%		+1%	
		Profit	Equity	Profit	Equity
	$	$	$	$	$
Company					
2011					
Cash & cash equivalents	565,064				
Total increase/(decrease)		(5,651)	(5,651)	5,651	5,651
Consolidated					
2010					
Cash & cash equivalents	1,447,402				
Total increase/(decrease)		(14,476)	(14,476)	14,476	14,476

Liquidity risk

The Company has no significant exposure to liquidity risk as the Company's only debt is that associated with trade creditors in respect of which the Company's policy is to ensure payment within 30 days. The Company manages its liquidity by monitoring forecast cash flows.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

NOTE 2 – FINANCIAL RISK MANAGEMENT (continued)

Credit risk

The Company does not have any significant exposure to credit risk. The minimal exposure to credit risk that could arise is from having its cash assets all deposited at one bank. Whilst the risk of the bank failing is considered minimal, the Company manages this exposure by ensuring its funds are deposited only with a major bank with high security ratings.

Exposure to credit risk	Closing carrying amount of cash assets	
	Company 2011 $	Consolidated 2010 $
Cash & cash equivalents	565,064	1,447,602
Trade and other receivables	21,660	44,567

Fair value estimates

The carrying amount of the Company's financial assets and liabilities approximates fair value due to their short term maturity. The Company has no financial instruments carried at fair trade.

Capital management risk

The Company's objective in managing capital which consists primarily of equity capital is to safeguard its ability to continue as a going concern, so that it can continue to explore for minerals with the ultimate objective of providing returns for shareholders whilst maintaining an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may issue new shares, sell assets, or joint venture its projects.

NOTE 3 – SEGMENT INFORMATION

Management has determined that the Company has one reportable segment, being mineral exploration within Australia. The board of Directors, which constitutes the chief operating decision makers, monitor the company based on actual versus budgeted exploration expenditure. This reporting framework is the most relevant to assist the board with making decisions regarding its ongoing exploration activities.

	Company 2011 $	Consolidated 2010 $
Reportable segment assets	4,331,376	4,293,701
Reportable segment loss	(525,589)	(1,872,030)
Reconciliation of reportable segment loss:		
Reportable segment loss	(525,589)	(1,872,030)
Other profit	97,558	110,767
Unallocated corporate expenses	(775,280)	(438,990)
Loss before tax	(1,203,311)	(2,200,253)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

NOTE 4 – REVENUE

	Company 2011 $	Consolidated 2010 $
Revenue		
Interest income	51,485	66,965
	51,485	66,965

NOTE 5 – ADMINISTRATION EXPENSES

Loss before income tax includes the following specific administration expenses:		
Personnel expenses		
Salaries and associated expenses	258,110	250,011
Superannuation	57,873	56,642
Increase/(Decrease) in liability for annual leave and long service leave	4,579	(3,760)
Equity–settled share based payment	69,065	-
	389,627	302,893
Less: Capitalised to exploration	(272,271)	(274,948)
	117,356	27,945
Depreciation	9,126	10,827
Other administration expenses		
Accounting	50,291	52,943
ASX fees	27,200	26,350
Audit	24,819	23,721
Insurance	5,852	7,188
Office operating lease	127,455	121,481
Secretarial and administration	49,203	44,945
Other	138,384	123,590
	549,686	438,990

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

NOTE 6 – INCOME TAX

	Company 2011 $	Consolidated 2010 $
(a) Income tax expense/(benefit)		
The components of income tax expense/(benefit) comprise:		
Current tax	-	-
Deferred tax	-	-
	-	-
(b) Reconciliation of income tax expense/(benefit) to Prima facie tax payable on accounting profit/(loss)		
Operating profit/(loss) before income tax	(1,203,311)	(2,202,253)
Prima facie tax payable/(benefit) at Australian rate of 30% (2010 30%)	(360,993)	(660,769)
Adjusted for tax effect of the following amounts:		
Share options expense	20,720	-
Impairment of asset held for sale	66,000	-
Share issue costs put to equity	(402)	(1,422)
Tax benefits not brought to account	274,676	662,191
Income tax expense/(benefit)	-	-
(c) Deferred tax assets and liabilities not brought to account		
The directors estimate that the potential future income tax assets and liabilities carried forward but not brought to account at year end at the Australian corporate tax rate of 30% are made up as follows:		
On income tax account:		
Carried forward losses	4,204,368	3,919,895
Deducted temporary differences	20,905	20,131
Taxable temporary differences	(1,299,193)	(1,288,623)
Unrecognised net deferred tax assets	2,926,079	2,651,403

These benefits will only be obtained if the conditions for deductibility set out in Note 1(e) occur.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

NOTE 7 – CURRENT ASSETS – CASH AND CASH EQUIVALENTS

	Company 2011 $	Consolidated 2010 $
Cash at bank	264,864	447,402
Cash on hand	200	200
Deposits at call	300,000	1,000,000
	565,064	1,447,602

Reconciliation to cash at the end of the year
The above figures are reconciled to cash at the end of the financial year as shown in the statement of cash flows as follows:

Balances as above	565,064	1,447,602
Balance per of statement of cash flows	565,064	1,447,602

Information about the Company's exposure to interest rate risk and credit risk is disclosed in Note 2.

NOTE 8 – CURRENT ASSETS – TRADE & OTHER RECEIVABLES

Security deposits	-	6,000
Other	21,660	38,567
	21,660	44,567

Other receivables include pro-rata interest receivable at balance date in respect of deposits at call and other receivables that are expected to be repaid within 30 days of balance date. Information about the Company's exposure to interest rate risk and sensitivity analysis for financial assets and liabilities is disclosed in Note 2. Due to the short term nature of these receivables, their carrying value is assumed to approximate their fair value.

No trade and other receivables are considered impaired, or are past due.

NOTE 9 – CURRENT ASSETS – FINANCIAL ASSETS AVAILABLE FOR SALE

Listed equity securities	1,034,000	-

The listed equity securities were acquired during the year as consideration for the sale of exploration assets (refer Note 10). Their market value on date of acquisition was $825,000 and they have been revalued to market value at balance date.

The maximum exposure to equity price risk at the end of the reporting period is the value of shares noted above. Refer to Note 2 for further details.

All securities are based on quoted prices in an active market. These are therefore measured as a Tier 1 instrument. Other than the acquisition of these securities, there has been no transfer between measurement levels during the year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

NOTE 10 – CURRENT ASSETS – ASSETS CLASSIFIED AS HELD FOR SALE AND DISCONTINUED OPERATION

	Company 2011 $	Consolidated 2010 $
(a) Assets classified as held for sale		
Disposal group held for sale (discontinued operation – refer (b) below)		
Exploration assets	-	1,045,000

There are no liabilities associated with this asset.

(b) Discontinued operation

(i) Description

In June 2010 the Company entered into an agreement with an ASX listed company whereby that company had an option to acquire the entire issued capital of controlled entity, Apollo Mining Pty Ltd, by executing a Sale Agreement on or before 30 November 2010. The option was exercised on 24 November 2010 resulting in the disposal of Apollo Mining Pty Ltd in consideration for the issue to Hampton Hill of 11,000,000 listed shares in the capital of the acquiring company. The disposal is reported in these financial statements as a discontinued operation.

Financial information relating to the discontinued operation for the period to date of disposal is set out below.

(ii) Financial Information

During the period from 1 July 2010 to the date of disposal of Apollo Mining Pty Ltd, there were no transactions impacting the financial performance or cashflow of that operation.

However Apollo Mining did incur exploration expenditure during that period of $5,594 which was funded by Hampton Hill and this amount was capitalised to its sole asset, exploration assets, in accordance with the group's accounting policies. As a result Apollo Mining had no direct cash flows during the period up until disposal.

(iii) Details of the sale of the discontinued operation	Company 2011 $	Consolidated 2010 $
Consideration received		
Shares in listed acquiring entity at market value on date of disposal	825,000	-
Carrying amount of net assets sold	825,000	
Gain/(loss) on sale before income tax	-	-
Income tax expense	-	-
Gain/(loss) on sale after income tax	-	-
The net assets sold consisted solely of exploration assets:		
Exploration assets		
Carrying amount at the beginning of the year	1,045,000	-
Asset held for sale	-	1,045,000
Exploration expenditure capitalised	5,594	-
Impairment	(225,594)	-
Carrying value at the date of sale	(825,000)	-
Carrying amount at the end of the year	-	1,045,000

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

NOTE 11 – NON CURRENT ASSETS – EXPLORATION ASSETS

	Company 2011 $	Consolidated 2010 $
Costs brought forward in respect of areas of interest in exploration and evaluation phase	4,279,708	6,594,705
Expenditure incurred during the period on:		
Exploration of tenements	710,257	642,716
Acquisition of property	-	-
Expenditure recovered	(133,000)	(40,683)
Expenditure written off during the year	(525,589)	(1,872,030)
Expenditure transferred to assets classified as held for sale	-	(1,045,000)
	4,331,376	4,279,708

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

NOTE 12 – NON CURRENT ASSETS – PLANT AND EQUIPMENT

Office and field equipment – at cost	64,787	66,852
Accumulated depreciation	(59,895)	(52,860)
Total office and field equipment	4,892	13,992
Motor vehicle – at cost	49,883	49,883
Accumulated depreciation	(49,882)	(49,882)
Total motor vehicle	1	1
Total plant and equipment	4,893	13,993

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:

Company	Office & field equipment $	Motor vehicle $	Total $
2011			
Carrying amount at 1 July 2010	13,992	1	13,993
Additions during the period	435	-	435
Disposals during the period	(409)	-	(409)
Depreciation expense	(9,126)	-	(9,126)
Carrying amount at 30 June 2011	4,892	1	4,893
Consolidated			
2010			
Carrying amount at 1 July 2009	21,997	1	21,998
Additions during the period	2,822	-	2,822
Depreciation expense	(10,827)	-	(10,827)
Carrying amount at 30 June 2010	13,992	1	13,993

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

NOTE 13 – CURRENT LIABILITIES – TRADE AND OTHER PAYABLES

	Company 2011 $	Consolidated 2010 $
Trade creditors and accruals	121,558	74,767
Employee entitlements	50,502	46,331
	172,060	121,098

The Company's exposure to liquidity risk related to trade and other payables is disclosed in Note 2. Employee entitlements include accruals for annual leave. The entire obligation is presented as current since the Company does not have an unconditional right to defer settlement. However it is possible that same employees may not take the full amount of their accrued leave during the next 12 months.

NOTE 14 – CURRENT LIABILITIES – PROVISIONS

Employee entitlements		
Opening balance	1,773	1,510
Additional provisions	407	263
Closing balance	2,180	1,773

The current provision for employee entitlements relates to long service leave and includes all unconditional entitlements where employees have completed the required minimum period of service and those where employees are entitled to pro-rata payments in certain circumstances. The entire amount is presented as current as the Company does not have an unconditional right to defer settlement.

NOTE 15 – EQUITY - ISSUED CAPITAL

130,155,897 (2010: 130,155,897) ordinary fully paid shares	18,484,444	18,484,444
2,650,000 (2010: 2,650,000) ordinary shares paid to 0.1 cent	2,650	2,650
	18,487,094	18,487,094

Rights attaching to ordinary shares

The ordinary shares have no par value. 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 fully paid shares are listed on the Australian Securities Exchange and carry no trade 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 Securities 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

FOR THE YEAR ENDED 30 JUNE 2011

NOTE 15 – EQUITY - ISSUED CAPITAL (continued)

Movements in ordinary share capital during the past two years

Fully Paid Shares

Date	Details	Number of shares	Issue price cents	Amount $
2011				
1 July 2010	Balance	130,155,897		18,484,444
	No movement	-		-
30 June 2011	Balance	130,155,897		18,484,444
2010				
1 July 2009	Balance	130,155,897		18,484,444
	No movement	-		-
30 June 2010	Balance	130,155,897		18,484,444

Partly Paid Shares

Date	Details	Number of shares	Weighted average issue price cents	Amount outstanding $	Paid up per share cents	Total paid up $
2011						
1 July 2010	Balance	2,650,000	20.6	542,350	0.1	2,650
	No movement	-		-		-
30 June 2011	Balance	2,650,000	20.6	542,350	0.1	2,650
2010						
1 July 2009	Balance	2,650,000	20.6	542,350	0.1	2,650
	No movement	-		-		-
30 June 2010	Balance	2,650,000	20.6	542,350	0.1	2,650

Options - Unlisted

Options on issue and movements in options

	2011 Number of Options	2010 Number of Options	Grant Date	Expiry Date	Exercise Price per option cents
At 1 July	-	-			
Issue of unlisted staff options	500,000	-	7/12/2010	6/12/2013	30
At 30 June	500,000	-			

NOTE 16 – EQUITY - RESERVES

	Company 2011 $	Consolidated 2010 $
Available for sale financial assets	209,000	-
Share based payments	206,265	137,200
	415,265	137,200

Nature and purpose of reserves

The share based payments reserve records items recognised as expenses on valuation of partly paid shares and options issued to employees.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

NOTE 16 – EQUITY - RESERVES (continued)

The available for sale financial asset reserve arises from changes in the fair value of equities classified as available-for-sale financial assets. The changes in value are recognised in other comprehensive income as described in note 1(i) and accumulated in a separate reserve within equity. Amounts are reclassified to profit or loss when the associated assets are sold or impaired.

NOTE 17 – KEY MANAGEMENT PERSONNEL DISCLOSURES

(a) Key management personnel compensation

	Company 2011 $	Consolidated 2010 $
Short-term employee benefits	176,763	166,763
Post-employment benefits	50,000	50,000
Share-based payments	-	-
	226,763	216,763

Further information regarding the identity of key management personnel and their compensation can be found in the Audited Remuneration Report contained in the Directors' Report accompanying these financial statements.

(b) Shareholdings

The numbers of shares held by key management personnel are set out below:

2011	Balance 1 July 2010	Received as remuneration	Shares paid up	Net changes other	Balance 30 June 2011
Fully paid shares					
Directors					
J N Pitt	46,965,072	-	-	-	46,965,072
N Tomkinson	7,274,700	-	-	-	7,274,700
W S Forte	3,095,894	-	-	-	3,095,894
	57,335,666	-	-	-	57,335,666
Partly paid shares					
Directors					
W S Forte					
Issued for 10 cents paid to 0.1cent	200,000	-	-	-	200,000
Issued for 20 cents paid to 0.1cent	1,200,000	-	-	-	1,200,000
Issued for 25 cents paid to 0.1cent	500,000	-	-	-	500,000
	1,900,000	-	-	-	1,900,000

Net changes other relate to shares purchased or sold during the financial year.

None of the shares are held nominally.

The relevant interest of Mr Tomkinson and Mr Pitt in the shares of the company is their combined holding of 54,239,772 shares (2010: 54,239,772 shares).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

NOTE 17 – KEY MANAGEMENT PERSONNEL DISCLOSURES (continued)

(b) Shareholdings (Continued)

2010	Balance 1 July 2009	Received as remuneration	Shares paid up	Net changes other	Balance 30 June 2010
Fully paid shares					
Directors					
J N Pitt	46,311,409	-	-	653,663	46,965,072
N Tomkinson	7,274,700	-	-	-	7,274,700
W S Forte	3,095,894	-	-	-	3,095,894
	56,682,003	-	-	653,663	57,335,666
Partly paid shares					
Directors					
W S Forte					
Issued for 10 cents paid to 0.1cent	200,000	-	-	-	200,000
Issued for 20 cents paid to 0.1cent	1,200,000	-	-	-	1,200,000
Issued for 25 cents paid to 0.1cent	500,000	-	-	-	500,000
	1,900,000	-	-	-	1,900,000

(c) Options

No options are held by key management personnel.

NOTE 18 – REMUNERATION OF AUDITORS

	Company 2011	Consolidated 2010
During the year the following fees were paid or payable for services provided by the auditor of the Company, its related practices and non-related audit firms:	$	$
Amounts received, or due and receivable, by BDO Audit (WA) Pty Ltd for:		
Auditing or reviewing the financial report	24,819	23,721
Other services	-	-
	24,819	23,721

NOTE 19 – CONTINGENCIES

Contingent Liabilities

There were no contingent liabilities for termination benefits under service agreements with Directors or executives at 30 June 2011.
The Directors are not aware of any other contingent liabilities at 30 June 2011.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

NOTE 20 – CAPITAL AND LEASE COMMITMENTS

(a) 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.

	Company 2011 $	Consolidated 2010 $
Minimum estimated expenditure requirements	198,266	506,868

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

(b) Operating Leases

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

Within one year	99,405	99,405
Longer than one year, not longer than five years	-	99,405
	99,405	198,810

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

NOTE 21 – RELATED PARTY TRANSACTIONS

(a) Subsidiary

The Company disposed of its interest in its wholly owned subsidiary during the year – refer Note 10.

(b) Key management personnel

Disclosures relating to key management personnel are set out in Note 17.

(c) Other transactions with director-related entities

The Company has a 75% 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.

During the financial year the Company received $56,394 (2010: $5,874) from Red Hill Iron Limited, a listed company of which Mr Pitt and Mr Tomkinson are directors and shareholders, for administration services supplied by the Company on normal commercial terms and conditions determined on an arms length basis between the companies.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

NOTE 22 – INTERESTS IN JOINT VENTURES

The Company has interests in the following mineral exploration joint ventures as at 30 June 2011:

Name of Project	Interest %	Activities	Other parties
Leinster (Yillaree)	18.73%	Nickel/Gold exploration	Breakaway Resources Limited
Capricorn	75%	Base metals	Metallica Pty Ltd
Weld Range - Iron Ore	100%	Iron Ore	Sinosteel Midwest Corporation Ltd (earning 60%)
Weld Range - Non Ferrous	0%	Right to 100% interest in base metals gold and PGMs subject to royalty	Sinosteel Midwest Corporation Ltd 100% (Hampton can earn up to 100%)

The Company's joint ventures do not constitute separate legal entities but are contractual agreements between the participants for the sharing of costs and output and do not in themselves generate revenue and profit. Refer Note 1(o).

NOTE 23 – EVENTS OCCURRING AFTER BALANCE DATE

To the best of the Directors' knowledge and belief there have been no material items, transactions or events subsequent to 30 June 2011 which, although they do not relate to conditions existing at that date, have not been dealt with in these financial statements and which would cause reliance on the information shown in this report to be misleading.

NOTE 24 – CASH FLOW INFORMATION

	Company 2011 $	Consolidated 2010 $
Reconciliation of loss after income tax to net cash flow from operating activities		
Loss after income tax	(1,203,311)	(2,200,253)
Depreciation	9,126	10,827
Exploration expenditure written off	658,589	1,872,031
Exploration expenditure capitalised	(710,258)	(602,033)
Net loss on disposal of assets	409	-
Impairment of asset held for sale	220,000	-
Value of share based payments	69,065	-
Change in operating assets and liabilities:		
Decrease/(Increase) in debtors	22,983	(6,784)
Increase/(Decrease) in creditors	51,370	(11,572)
(Increase)/Decrease in GST receivable	(6,077)	1,140
Decrease/(Increase) in security deposit	6,000	-
Net cash outflow from operating activities	(882,104)	(936,644)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

NOTE 25 – EARNINGS PER SHARE

Basic and diluted loss per share	Company 2011 Cents	Consolidated 2010 Cents
From continuing operations attributable to the ordinary equity holders of the Company	0.92	1.69
From discontinued operation	-	-
Total basic and diluted loss per share	0.92	1.69
Reconciliation of loss	**$**	**$**
The loss used in calculating the basic and diluted loss is equal to the loss attributed to ordinary equity holders of the Company in the Statement of Comprehensive Income	1,203,311	2,200,253
	No. of Shares	**No. of Shares**
Weighted average number of ordinary shares outstanding during the year used in the calculation of basic and diluted earnings per share	130,173,675	130,173,675

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

The diluted loss per share is the same as the basic loss per share on account of the Company's potential ordinary shares (in the form of partly paid shares to the extent that they are not entitled to participate in dividends) not being dilutive because their conversion to fully paid ordinary shares would not increase the loss per share.

NOTE 26 – SHARE-BASED PAYMENTS

The Company from time to time issues partly-paid ordinary shares and options to the executive director, other key management personnel and other employees as part of their remuneration. To date 2,650,000 partly-paid shares and 500,000 options have been issued in terms of this remuneration practice and details of these partly paid shares and options including movements over the past two years are set out in Note 15.

During the year 500,000 options were issued to staff other than key management personnel.

The assessed fair value, and hence the cost to the Company, of the options granted during the year was $69,065. The fair value has been calculated as at the date of grant using the Black-Scholes model for the valuation of all options. The assumptions used in arriving at the value of the options issued to staff are set out below.

	2011	2010
Number of options issued	500,000	-
Grant date	7/12/2010	-
Exercise by	6/12/2013	-
Weighted average contractual price per share	$0.30	-
Expected average life of the options	3 years	-
Underlying security spot price at time of grant	$0.24	-
Risk free interest rate	5.17%	-
Expected volatility	95%	-

The expected price volatility is arrived at by reference to the historic volatility (based on the remaining life of the options) adjusted for any expected change to future volatility arising from publicly available information.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

NOTE 27 - CONTROLLED ENTITY

The company disposed of its only wholly controlled entity, Apollo Mining Pty Ltd, during the year – refer Note 10.

NOTE 28 - PARENT ENTITTY INFORMATION

The following information relates to the Parent Entity, Hampton Hill Mining NL, for the comparative period ended 30 June 2010. The information presented here has been prepared using consistent accounting policies as presented in Note 1. The Company disposed of its only wholly owned controlled entity during the current financial year, therefore the numbers disclosed at 30 June 2011 are for the Company only.

	Parent Entity 2010 $
Current assets	2,537,169
Non-current assets	4,293,701
Total assets	6,830,870
Current liabilities	122,871
Total liabilities	122,871
Contributed equity	18,487,094
Share based payment reserve	137,200
Accumulated losses	(11,916,295)
Total equity	6,707,999
Loss for the year	(2,202,563)
Total comprehensive loss for the year	(2,202,563)

Included in current assets is an asset classified as held for sale of $1,045,000 comprised of the Parent Entity's investment of $673,601 in, and a $371,399 advance to, its wholly owned controlled entity, Apollo Mining Pty Ltd.

Included in the loss for the year is exploration expenditure written off	1,872,030
Included in the capital commitments in Note 20 are minimum estimated commitments incurred by the parent entity relating to expenditure requirements on mineral tenements.	342,287

DIRECTORS' DECLARATION

The directors of the Company declare that:

1. The financial statements, comprising the consolidated statement of comprehensive income, statement of financial position, statement of cash flows, statement of changes in equity, accompanying notes, are in accordance with the *Corporations Act 2001* and:
   (a) comply with Accounting Standards and the *Corporations Regulations 2001*; and
   (b) give a true and fair view of the financial position as at 30 June 2011 and of the performance for the year ended on that date of the Company.
2. In the directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
3. The remuneration disclosures included in the directors' report (as part of audited Remuneration Report), for the year ended 30 June 2011, comply with section 300A of the *Corporations Act 2001*.

   The directors have been given the declarations by the chief executive officer and chief financial officer required by section 295A of the *Corporations Act 2001*.
4. The Company has included in the notes to the financial statements an explicit and unreserved statement of compliance with International Financial Reporting Standards.

This declaration is made in accordance with a resolution of the Board of Directors and is signed for and on behalf of the directors by:

Mr N Tomkinson
Chairman

Perth 16 September 2011

INDEPENDENT AUDITOR'S REPORT

BDO

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Australia

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HAMPTON HILL MINING NL

Report on the Financial Report

We have audited the accompanying financial report of Hampton Hill Mining NL, which comprises the consolidated statement of financial position as at 30 June 2011, the statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration comprising the company and the entities it controlled from time to time during the financial year.

Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Hampton Hill Mining NL, would be in the same terms if given to the directors as at the time of this auditor's report.

INDEPENDENT AUDITOR'S REPORT

BDO

Opinion

In our opinion:

(a) the financial report of Hampton Hill Mining NL is in accordance with the *Corporations Act 2001*, including:
   (i) giving a true and fair view of the company's financial position as at 30 June 2011 and of its performance for the year ended on that date; and
   (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and

(b) the financial report also complies *with International Financial Reporting Standards* as disclosed in Note 1.

Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2011. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Opinion

In our opinion, the Remuneration Report of Hampton Hill Mining NL for the year ended 30 June 2011 complies with section 300A of the *Corporations Act 2001*.

BDO Audit (WA) Pty Ltd

BDO

Brad McVeigh
Director

Perth, Western Australia
Dated this 16th day of September 2011

CORPORATE GOVERNANCE STATEMENT

The Board of Directors of Hampton Hill Mining NL (the "Company") is responsible for monitoring the business affairs of the Company and protecting the rights and interests of shareholders. High standards of corporate governance are essential to give effect to its responsibilities. The Company's corporate governance arrangements are set and reviewed by the Board on an ad-hoc basis having regard to any changing circumstances of the Company and the best interests of shareholders. They comply with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 2nd Edition (the 'Principles').

This statement outlines the Company's approach to corporate governance policy for the financial year ended 30 June 2011. Any documents referenced in this statement as being available on the Company's website can be found on www.hamptonhill.com.au.

1 LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

1.1 Functions reserved for the Board and those delegated to senior executives

The Board's key objective is the increase of shareholder value by successful exploration for and/or production of minerals. 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. Hampton has one major area of interest namely its interest in the Weld Range Iron Ore Project a joint venture with a subsidiary of Sinosteel Corporation; in its own right the Company explores for gold and basemetals and its main thrust is to add shareholder value by the discovery of economic mineral deposits.

The Board is accountable to shareholders for the performance of the Company, and its responsibilities include:

(a) approval of corporate strategy including annual approval of budget and monitoring performance against the budget;

(b) determining the capital structure of the Company;

(c) appointing and determining the duration, remuneration and other terms of appointment of the Managing Director and other senior management;

(d) evaluating the performance of the Managing Director and other senior management;

(e) approval of financial and other periodic reporting requirements;

(f) approving the risk management strategy and frameworks and monitoring their effectiveness;

(g) corporate governance systems and practices within the company;

(h) approval of investments, corporate acquisitions, new joint ventures; and

(i) appointment of the external auditors and principal advisors.

Due to the concentration of corporate aim and the small size of the Board all issues are considered by the full Board.

Any new directors, who may be appointed to the Board, will be provided with a letter of appointment including their remuneration details together with copies of Company and Board policies, the Constitution and access to prior Board minutes and papers. New directors will also be advised of their confidentiality and disclosure obligations, share trading policy guidelines, indemnity and insurance arrangements.

The Company has prepared a formal service agreement for the Managing Director but has not prepared formal letters of appointment for the existing non-executive directors.

Senior executives

The role of the Managing Director during the year under review has been to manage the Company's exploration activities on a day to day basis pursuant to authority delegated by the Board and implementation of Board and corporate policy and planning in accordance with approved exploration 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 activities.

1.2 The process for evaluating the performance of senior executives

The Board is responsible for setting the Managing Director's performance objectives and for evaluating his performance against them. The non-executive members of the Board carry out an annual review of the adequacy of his remuneration and participation in share incentive arrangements.

The Board is responsible for the appointment of the Company Secretary, evaluating his performance on an annual basis and determining his remuneration.

CORPORATE GOVERNANCE STATEMENT

2 STRUCTURE THE BOARD TO ADD VALUE

2.1 Board members' independence

None of the Company's three Directors are independent in terms of the Relationships affecting Independent Status (the "Categories") in Recommendation 2.1 of the Principles because Mr W Forte is an executive of the Company and Messrs Tomkinson and Pitt are associated with a substantial shareholding in the Company as defined in the Corporations Act. Notwithstanding this apparent non-compliance the Board is of the opinion that the objectives and current strategy of the Company are best served by retaining the current composition of the Board irrespective of the Directors' degree of independence.

A determination with respect to independence is made by the Board on an annual basis. In addition the Directors are required on an ongoing basis to disclose relevant personal interests and conflicts of interest which may in turn trigger a review of a director's independent status.

2.2 Chairman's independence

Although the Chairman does not fulfil the criteria set out in Recommendation 2.2 the Board considers that the Company's interests are better served by the retention of the Chairman despite such non-compliance.

2.3 Roles of chairman and chief executive officer

The Company has complied with this Principle - the chief executive officer (equivalent) role is filled by the Managing Director.

Role of the Chairman

The Chairman is responsible for the effective conduct of meetings of directors and general meetings of shareholders. The Chairman is also responsible for settling the agenda for Board meetings with the Company Secretary and Managing Director. Any director of the Board may request an item of business to be included on the agenda.

While the Managing Director is responsible to the Board as a whole, he also liaises with the Chairman and other Board Members regularly.

The Chairman is the person authorised by the Board to make verbal statements on the Company's behalf.

2.4 The Board should establish a nomination committee

Due to the size of the Company and the composition of the Board, a nomination committee has not been established. No formal procedure governing the appointment of new Directors has been established. The Board considers that it is in the best interests of the Company to determine the criteria for the selection of new directors based on any perceived "gaps" in the skill set of the Board as and when a casual vacancy arises.

Retirement and rotation of directors is governed by the Corporations Act and the constitution of the Company. Each year, one-third of the directors must retire and offer themselves for re-election. Any casual vacancy filled between general meetings will be subject to a shareholder vote at the next Annual General Meeting of the Company.

Re-appointment of directors is not automatic. Shareholders are provided with relevant information on each of the candidates for election or, where applicable, re-election.

2.5 Board performance

Due to the size and composition of the Board, the Company does not have a formal process for the performance evaluation of the Board, its committees or individual directors.

Accordingly, no formal performance evaluation for the Board or its members took place in the reporting period.

Directors are encouraged to attend director training and professional development courses, as required, at the Company's expense. New directors will have access to all employees to gain full background on the Company's operations.

All directors have access to company records and information and receive regular detailed financial and operational reports from management. The Chairman and the other non-executive directors regularly consult with the Managing Director and the Company Secretary and may consult with and request additional information from any employee.

The Board collectively, and each director individually, has the right to seek independent professional advice at the expense of the Company to assist with the discharge of their duties. While the Chairman's prior approval is required, it may not be unreasonably withheld.

CORPORATE GOVERNANCE STATEMENT

Company Secretary

The Board is responsible for the appointment of the Company Secretary. The Company Secretary attends all Board meetings and is responsible for providing directors with ongoing guidance and advice on commercial and corporate governance matters. The Company Secretary is also responsible for the preparation of the semi annual and annual accounts.

3. PROMOTE ETHICAL AND RESPONSIBLE DECISION MAKING

3.1 Code of conduct

Due to its size, activities, and the number of employees, the Company has not adopted a formal code of conduct, but is committed to achieving the following objectives:

(a) ensuring that all of its business affairs are conducted legally, ethically and with integrity;

(b) ensuring that the Company itself and its joint venturers who act as operators of projects in which the Company has an interest adopt high standards of occupational health and safety, environmental management and ethics;

(c) managing its legal obligations and the reasonable expectations of stakeholders effectively through the development and implementation of a risk management framework which incorporates these key areas; and

(d) fostering and maintaining a culture of ownership, care, professional excellence, confidentiality, integrity and freedom from any conflict or perceived conflict of interest in each of the Company's employees and consultants.

Director Conflict of Interest

All directors are required to disclose any actual or potential conflict of interest upon appointment and are required to keep these disclosures to the Board up-to-date.

3.2 Diversity

During the year the Company considered its approach to diversity in the context of the new diversity requirements set out in the ASX Principles and Recommendations, which are required to be reported on with respect to the 2011 financial year onwards.

The company believes in creating fair and equal access for employees to all employment opportunities and that a diverse workforce will provide the broadest and most effective talent pool. All appointments are, however, made on the basis of merit.

Due to its size, however, the Company does not currently have a formalised diversity policy in place. The Board believes non-compliance by the Company with this Principle will not be detrimental to the Company.

3.3 Securities trading policy

The Company's securities trading policy was announced to the ASX on 29 December 2010. The policy is published on the Company's website.

4. SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

4.1 Audit committee

Hampton'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 will carry out all 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 and independence 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 will be submitted for ratification by shareholders at the next annual general meeting of the Company.

Corporate governance recommendations 4.2 and 4.3 do not apply as there is no audit committee.

5. MAKE TIMELY AND BALANCED DISCLOSURE

5.1 Compliance with ASX disclosure requirements

Detailed compliance procedures, to ensure timely and balanced disclosure of information in line with the Principles 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.

CORPORATE GOVERNANCE STATEMENT

The Company Secretary is responsible for non-material and standard form disclosures to the market. In addition he is responsible for communications with the ASX.

Commentary on Financial Results

The Company provides commentary in conjunction with its half yearly and yearly results in a clear and objective manner to ensure that shareholders and potential shareholders have access to the information needed to make an informed assessment of the Company's activities and results.

6. RESPECT THE RIGHTS OF SHAREHOLDERS

6.1 Communication with and participation of Shareholders

The Board aims to ensure that shareholders are fully informed by communicating to shareholders through:

(a) continuous disclosure reporting to the ASX;

(b) the quarterly, half yearly and annual reports; and

(c) media releases, copies of which are lodged with ASX and placed on the Company's website, www.hamptonhill.com.au.

Shareholders are given the option to receive information such as the Annual Report and Notices of Meeting / Explanatory Memoranda in print or electronic form.

Hampton Hill Mining NL maintains a website at www.hamptonhill.com.au and complies with the continuous disclosure requirements of the ASX Listing Rules. Shareholders may find all recent information on the Company under various headings on the Company's website, including latest ASX releases, details of its projects and its Corporate Profile. Shareholders may also request a copy of the Company's ASX recent releases.

7. RECOGNISE AND MANAGE RISK

7.1 Oversight and management of material business risks

The Company has a management policy in place for the identification and effective management of risk. The policy caters for the management of risk by the Board and management being principally the risks involved in exploration for iron ore, copper, nickel, gold and platinum group elements.

7.2 Design and implementation of systems to manage material business risks

Management has established a register of business risks and identified the material business risks affecting the Company. To the extent possible in a Company with a very small number of staff, internal controls are in place to mitigate against any material business risks. Risks of a strategic, financial and operational nature (such as ability to raise capital to fund exploration, commodity price and currency fluctuations, adequate levels of insurance, contract documentation, resourcing, and meeting financial reporting and compliance obligations) are reviewed on a regular basis by the Board as and when applicable.

Potential operational risks involved in running the Company are managed by the Board. Due to the size of the Company, the Board does not consider it practical to establish a separate committee to focus on these issues.

The Company Secretary, who has overall responsibility for the implementation of the policy, reports to the Board on whether those risks are being managed effectively.

7.3 Compliance with Corporations Act Section 295A

The Board receives a declaration from the Managing Director and the Company Secretary covering the matters set out in section 295A of the Corporations Act 2001 and in accordance with the terms stipulated in Recommendation 7.3.

8. REMUNERATE FAIRLY AND RESPONSIBLY

8.1 Remuneration committee

The Board does not have a separate remuneration committee due to the small size of the Board and the Company and the limited number of employees. The full Board carries out the functions of a remuneration committee.

The Board on an annual basis reviews executive remuneration and incentive policies, as well as superannuation arrangements. In addition, the Board reviews and approves the audited remuneration report set out in the Directors' Report. The Board where needed consults external consultants and specialists.

CORPORATE GOVERNANCE STATEMENT

8.2 Distinguishing remuneration structure

The non-executive directors do not receive remuneration nor do they participate in any incentive plans. Non-executive directors do not receive any retirement benefits. For information about non-executive director remuneration practice, reference can be made to the audited remuneration report set out in the Directors' Report.

Managing Director

For information about the remuneration of the Managing Director, reference can be made to the audited remuneration report set out in the Directors' Report.

SHAREHOLDER INFORMATION

AS AT 15 SEPTEMBER 2011

NUMBER AND DISTRIBUTION OF SHARES AND OPTIONS

	No. listed	No. not listed	Total
Shares			
Ordinary shares fully paid	130,155,897	-	130,155,897
Ordinary shares paid to 0.1 cents per share	-	2,650,000	2,650,000
Options			
Exercisable at 30 cents expiring 10 Dec 2013	-	500,000	500,000

Distribution by holding			**No. of shareholders Fully paid**	**No. of shareholders Partly paid**	**No. of option holders**
1	-	1,000	23	-	-
1,001	-	5,000	99	-	-
5,001	-	10,000	100	-	-
10,001	-	100,000	383	5	3
100,001	+		158	3	1
			763	8	4

MARKETABLE PARCEL

There were 102 holders of less than a marketable parcel of fully paid ordinary shares.

EMPLOYEE INCENTIVE SCHEMES

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

SUBSTANTIAL SHAREHOLDERS

The following shareholders are substantial shareholders of the Company:

NAME	**No. of Shares**	**%**
Wythenshawe Pty Ltd, Warramboo Holdings Pty Ltd, and J N Pitt and associates	54,239,772	41.67

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 Securities 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

AS AT 15 SEPTEMBER 2011

TWENTY LARGEST SHAREHOLDERS

	Shareholders	No of Shares	%
1	J N Pitt	33,413,649	25.67
2	Wythenshawe Pty Ltd	13,535,423	10.40
3	Warramboo Holdings Pty Ltd	7,192,701	5.53
4	K Haynes	3,413,000	2.63
5	Trayburn Pty Ltd	2,191,451	1.68
6	Crescent Nominees Ltd	1,908,341	1.47
7	Evergem Pty Ltd	1,873,972	1.44
8	Wudina Pty Ltd <Forte Family Retirement Fund A/c>	1,834,400	1.41
9	J & L Hughes <Inkese Super A/c>	1,560,000	1.20
10	Rupert Clarke & Co Pty Ltd	1,550,000	1.19
11	O & B Kelly <O & B Kelly Superfund A/c>	1,500,010	1.15
12	Emorgo Foundation Pty Ltd	1,250,000	0.96
13	Wudina Pty Ltd	1,228,000	0.94
14	Bluejay Enterprises Pty Ltd <Rage Superfund A/c>	1,172,187	0.90
15	W B Whitfield & S Garlick <Whitfield Superfund A/c>	1,085,758	0.83
16	T E & C G McMahon Nominees Pty Ltd <McMahon Superfund No 2 A/c>	1,059,130	0.81
17	E Leahy	1,000,000	0.77
18	M & H Mansfield <Mansfield Family Superfund A/c>	985,302	0.76
19	Gemstone Holdings 08 Pty Ltd <Sapphire A/c>	900,000	0.69
20	M C Lynch	855,000	0.66
		79,508,324	61.09

MINERAL TENEMENT INFORMATION

PROJECT	TENEMENT	REGISTERED HOLDING	NOTES	TITLE HOLDER	JOINT VENTURER
Ryansville	E20/0626	100%		Hampton Hill Mining NL	
	P20/1961 & 1962	100%		Hampton Hill Mining NL	
Weebacarry	E51/1021	100%		Hampton Hill Mining NL	
Glenview	ELA20/762	100%		Hampton Hill Mining NL	
Glenview/ Midwest Ferrous	M20/311	0%	(1)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
	MLA20/503	0%	(1)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
	MLA20/518	0%	(1)(2)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
	MLA51/869	0%	(1)(3)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
	E20/625	0%	(1)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
	E20/641	0%	(1)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
	P51/2581	0%	(1)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
	P20/2016	0%	(1)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
	P20/2077 & 2078	0%	(1)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
	P20/2080	0%	(1)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
Glenview / Midwest Non-ferrous	E20/457 & 459	0%	(4)	SinoSteel Midwest Corp. Ltd	
	E20/492 & 595	0%	(4)(5)	SinoSteel Midwest Corp. Ltd	
	E51/ 907	0%	(4)	SinoSteel Midwest Corp. Ltd	
	M20/419	0%	(4)	S MacDonald	
	P20/2082-2086	0%	(4)	SinoSteel Midwest Corp. Ltd	
	P51/2605-2613	0%	(4)	SinoSteel Midwest Corp. Ltd	
Apollo Hill	E31/685	Royalty	(6)	Apollo MiningPty Ltd	
	E39/1198	Royalty	(6)	Apollo Mining Pty Ltd	
	E39/1236	Royalty	(6)	Apollo Mining Pty Ltd	
	E31/800	Royalty	(6)	Apollo Mining Pty Ltd	
	P31/1797	Royalty	(6)	Apollo Mining Pty Ltd	
	P39/4586 - 4592	Royalty	(6)	Apollo Mining Pty Ltd	
	P39/4677 - 4679	Royalty	(6)	Apollo Mining Pty Ltd	
	P39/4789	Royalty	(6)	Apollo Mining Pty Ltd	
Capricorn JV	E52/1936	75%		Hampton Hill Mining NL	Metallica Pty Ltd
Mt Monger	P26/3426	Royalty		Integra Mining Limited	
Northlander JV	P15/4891-4899	Royalty	(7)	Phoenix Gold Pty Ltd	
	P15/4901	Royalty	(7)	Phoenix Gold Pty Ltd	
	P15/5024 & 5025	Royalty	(7)	Phoenix Gold Pty Ltd	
	P16/2415-2418	Royalty	(7)	Phoenix Gold Pty Ltd	
	P15/4658 & 4659	Royalty	(7)	Phoenix Gold Pty Ltd	
	M15/696	Royalty	(7)	Phoenix Gold Pty Ltd	
	P15/4900	Royalty	(7)	Cazaly Resources Ltd	
	P15/5022 & 5023	Royalty	(7)	Cazaly Resources Ltd	
	P16/2238 & 2239	Royalty	(7)	Phoenix Gold Pty Ltd	

MINERAL TENEMENT INFORMATION

PROJECT	TENEMENT	REGISTERED HOLDING	NOTES	TITLE HOLDER	JOINT VENTURER
Yillaree	E36/235	18.73%	(8)	Altia Resources Ltd	Breakaway Resources Limited
	E36/245	18.73%		Altia Resources Ltd & Hampton Hill Mining NL	Breakaway Resources Limited
	E36/273	18.73%		Altia Resources Ltd & Hampton Hill Mining NL	Breakaway Resources Limited
	E36/630 & 631	18.73%		Altia Resources Ltd & Hampton Hill Mining NL	Breakaway Resources Limited
	M36/507	18.73%		Altia Resources Ltd & Hampton Hill Mining NL	Breakaway Resources Limited
	M36/511	18.73%		Altia Resources Ltd & Hampton Hill Mining NL	Breakaway Resources Limited
	P36/1655 & 1656	18.73%		Altia Resources Ltd & Hampton Hill Mining NL	Breakaway Resources Limited
Mt Mulcahy	E20/640	100%		Hampton Hill Mining NL	

NOTES

(1) These are tenements held by Sinosteel Midwest Corporation Limited on behalf of the parties to the Weld Range Joint Venture with Hampton; beneficial ownership of these tenements is determined by and subject to the terms of this joint venture. Hampton's beneficial interest in these tenements is currently 100%.

(2) MLA20/518 is a mining lease application includes a portion of E20/625.

(3) MLA51/869 is a mining lease application which includes P51/2581 and the eastern portion of E20/641.

(4) Hampton has the right to explore for and develop base metals, gold and platinum group metals on all of these tenements subject to paying a net smelter return royalty of 1.5% to Sinosteel Midwest Corporation Limited.

(5) Hampton also has rights to ferrous materials on the western portion of E20/595 which was held under former MLA20/472.

(6) Peel Mining Limited (Peel) exercised an option agreement with Hampton whereby Peel acquired the entire issued capital of Hampton's wholly owned subsidiary company, Apollo Mining Pty Ltd. Hampton retains a 5% gross overriding royalty on all Apollo Hill gold production exceeding one million ounces.

(7) Interests in tenements sold to Cazaly Resources Limited who subsequently assigned rights to Phoenix Gold Pty Limited. Hampton retains a 0.98% net smelter return royalty on ore produced from the tenements.

(8) P36/1339-1341 amalgamated into E36/235 subject to deed of confirmation of licence between Altia Resources Pty Ltd and Hampton.

REGISTERED OFFICE:
LEVEL 2
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