Hampton Hill Mining NL

ABN 60 606 628 524

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26 October 2006

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

Dear Sir / Madam

Annual Report 2006

We attach a copy of the 2006 Annual Report forwarded to shareholders.

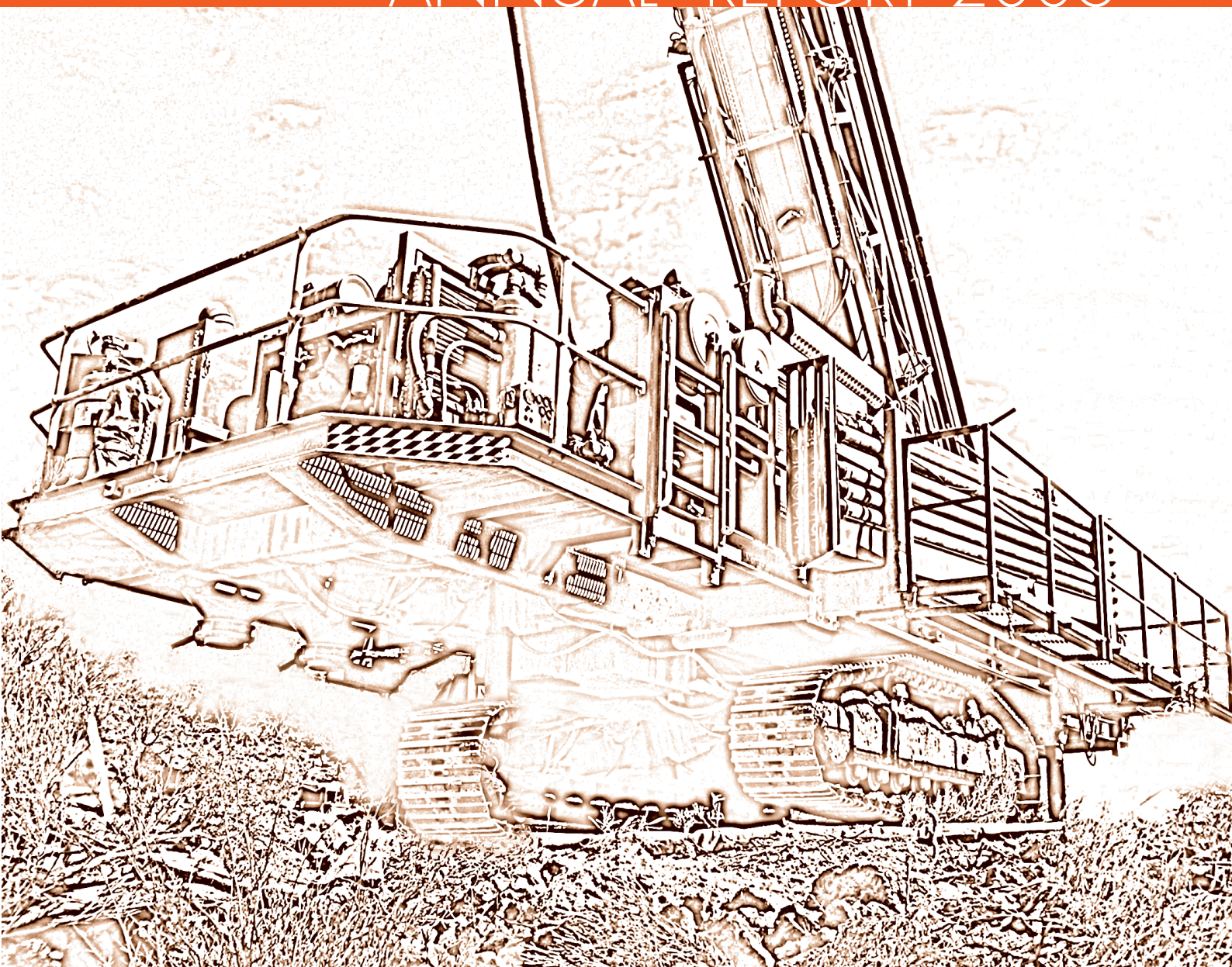
Yours faithfully

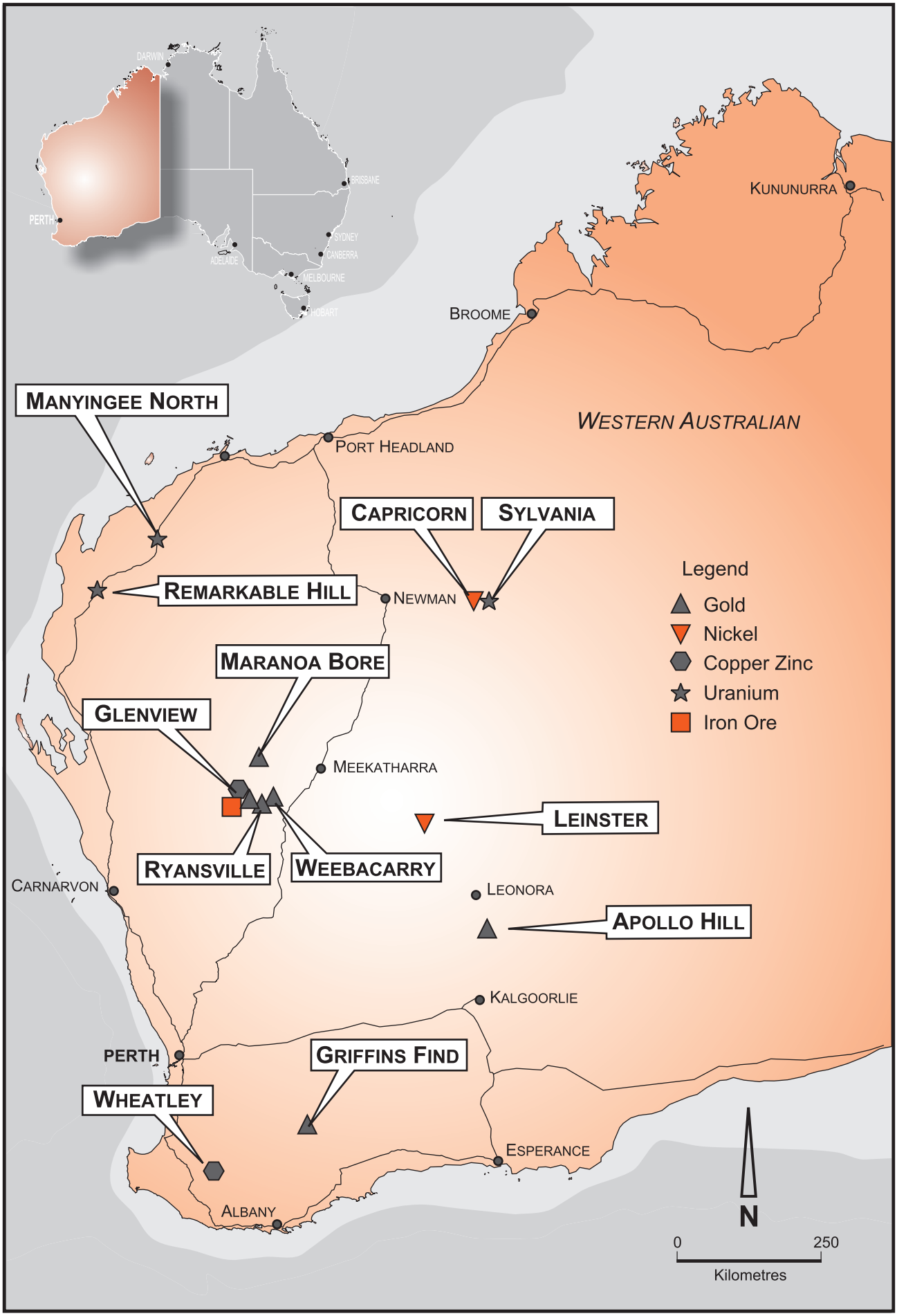
Peter Ruttledge
Company Secretary

Hampton Hill Mining NL

ABN 60 060 628 524

ANNUAL REPORT 2006




DARWIN
PERTH
ADELAIDE
BRISBANE
SYDNEY
CANBERRA
MELBOURNE
HOBART
KUNUNURRA
BROOME
MANYINGEE NORTH
WESTERN AUSTRALIAN
PORT HEADLAND
CAPRICORN
SYLVANIA
REMARKABLE HILL
NEWMAN
MARANOA BORE
GLENVIEW
MEEKATHARRA
LEINSTER
RYANSVILLE
WEEBACARRY
CARNARVON
LEONORA
APOLLO HILL
KALGOORLIE
PERTH
GRIFFINS FIND
WHEATLEY
ESPERANCE
ALBANY
Legend
Gold
Nickel
Copper Zinc
Uranium
Iron Ore
N
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Kilometres

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CORPORATE DIRECTORY

Directors

Neil Tomkinson
Non-executive Chairman

Wilson Stanley Forte
Managing Director

Joshua Norman Pitt
Non-executive Director

Company Secretary

Peter Campbell Ruttledge

Registered and Business Office

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Home Exchange

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Perth WA 6000

Auditors

BDO
Chartered Accountants and Advisers
Level 8, 256 St Georges Terrace
Perth WA 6000

Share Registry

Security Transfer Registrars Pty Ltd
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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

An aggressive exploration program on Hampton Hill Mining NL's ("Hampton") exploration properties was maintained during the year despite delays experienced throughout the industry due to the lack of availability of drilling rigs. All our activities continue to be within Western Australia. The Company has continued with its policy of mitigating exploration risk by securing third party funding through joint venture participation in many of its projects but maintains 100% ownership when deemed appropriate.

Your board is particularly pleased to report that exploration of the iron ore lenses at the Glenview project was finally commenced after year's end following the successful completion of a land access agreement with Native Title claimants and environmental clearances. The Company also ensured renewed exploration momentum on the Apollo Hill gold and the Leinster nickel projects by securing new third party joint venture sole funding arrangements.

Hampton has reacted to the improved opportunities for uranium mine development in Australia by securing an option to purchase tenements with potential for roll front uranium mineralization located to the immediate north of the Manyingee deposit owned by Paladin Resources Ltd.

The main disappointment for the year was at Griffin's Find where our diamond drilling programs failed to identify significant down dip extensions to the old open cut gold mine.

The Glenview Iron Ore and Base Metal Project

Hampton has joint venture agreements in place with Midwest Corporation Limited providing for the exploration and potential development of both companies' adjacent tenements located in the Weld Range, about 60 kilometres northwest of Cue. These agreements grant Hampton the right to explore for and own (subject to a 1.5% net smelter return royalty payable to Midwest) any non ferrous minerals occurring within Midwest's tenements and give Midwest the right to explore for and attain 60% ownership of any iron ore resources occurring on Hampton's tenements by undertaking 2500 metres of drilling within the first 12 months and then completing a pre-feasibility study if warranted.

Should Midwest complete a pre-feasibility study then, depending on the proportion of total Weld Range ore defined within the Hampton tenements and on the mode of transport recommended by the study, Hampton will either hold a 40% contributing interest, or have the option of selling its interest to Midwest or converting its interest to a 2% free on board royalty.

Following the signing of a land access agreement with the Wajarri Yamatji Native Title Claim group, first pass RC drill testing of five of the nine iron ore lenses known to occur within Hampton's tenements has been completed and results are awaited. The holes

FIGURE 1 GLENVIEW IRON ORE AND BASE METAL PROJECT

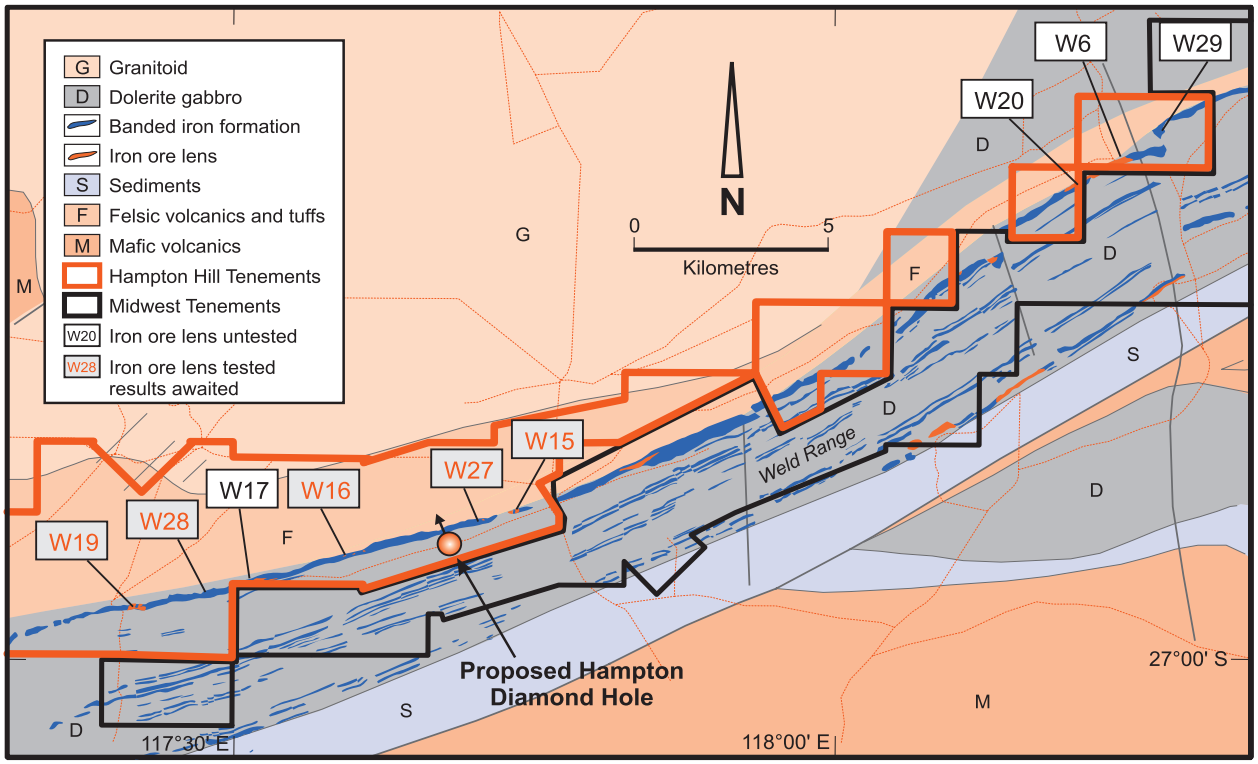
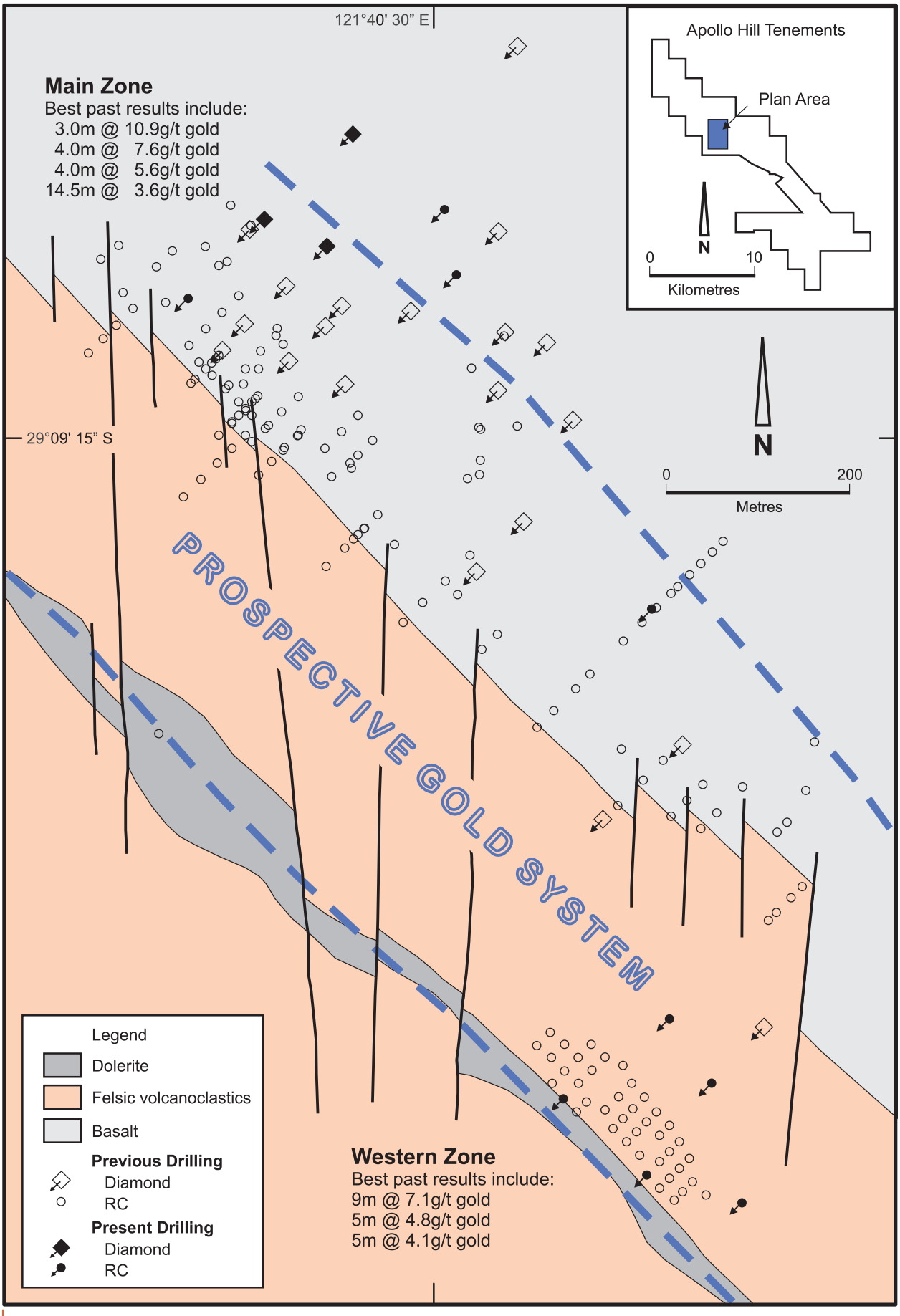


FIGURE 2 APOLLO HILL GOLD PROJECT



were drilled on lines mainly 200 metres apart along strike. The lenses as depicted in Figure1 show good surface expression of hematite and goethite iron mineralization. Surface sampling has returned iron ore values generally between 60% and 65% from each of the lenses and deleterious minerals appear to be within acceptable levels. Infill drilling to 100 metres along strike will be undertaken where results of the recent drilling indicate potential for a commercially viable resource.

Hampton is continuing with non ferrous exploration of its 100% owned tenements where no royalty is payable to Midwest. Previous drilling has returned base metals in veins and disseminations accompanied by strong alteration and the mineralization is similar in type and age to that of the Golden Grove volcanogenic massive base metal sulphide deposits located 200 kilometres to the south west. Hampton plans to drill an 800 metre deep hole to test 200 metres down dip from a previous hole which intersected a 130 metre wide zone down hole of anomalous base metal values.

The Apollo Hill Gold Project

The **Apollo Hill gold project**, located 50 kilometres south east of Leonora, straddles 27 line kilometres of the Keith-Kilkenny structural lineament which is considered a major focus for regional gold mineralization. Since Hampton purchased this project in 2002 over $2 million has been expended on the project and the obvious gold potential outlined by previous explorers has been more clearly demonstrated. Hampton has now secured a joint venture with Apex Minerals NL providing for future exploration funding.

Under the terms of the agreement, Apex can earn a 51% interest in the project by expending $3 million within three years with an obligatory expenditure of $500,000. Should Hampton wish, it can then contribute at the 49% level or allow Apex the right to earn a further 9% interest by free carrying Hampton for an additional $2 million within a further 2 years. Hampton also has the right to reduce its interest down from 40% to 20% in exchange for being free carried to a decision to mine. At the decision to mine point, should it have elected to reduce to 20%, it can elect to have its share of mine capital costs loaned to it by Apex to be repaid with accrued interest out of 80% only of its share of mine proceeds.

Apex has completed an initial drilling program of 10 reverse circulation and 3 diamond drill holes totalling 1,883 metres on the western trend and on the main zone at Apollo Hill to verify the historic drilling results and test for extensions of these mineralized zones as shown on Figure 2. The results are awaited.

The New Uranium Projects

During the year Hampton entered into an option with private interests giving Hampton the right to purchase two exploration licenses comprising the **Manyingee North project** located about 30 kilometres southeast of Onslow which cover 445 square kilometres. Paladin Resources Ltd's Manyingee deposit is located 40 kilometres to the south (see Figure 3). That deposit is reported to occur as a series of channel sediment hosted roll front uranium deposits extending north westerly over a strike length of 5 kilometres. Paladin has reported an inferred resource of 12,000 tonnes of contained uranium at a grade of 0.08% for the Manyingee deposit.

The primary terms of the option agreement are the reimbursement of $20,000 of past expenditure, the initial issue of 500,000 Hampton shares and the expenditure by Hampton of not less than $30,000 prior to the first anniversary of the date of grant of the tenements. The option may then be repeatedly extended by the once only issue of a further 1,000,000 Hampton shares and the payment of $20,000 per year. Hampton can exercise the option by the payment of $1,000,000 (CPI indexed) and agreeing to pay a 2% gross royalty on production.

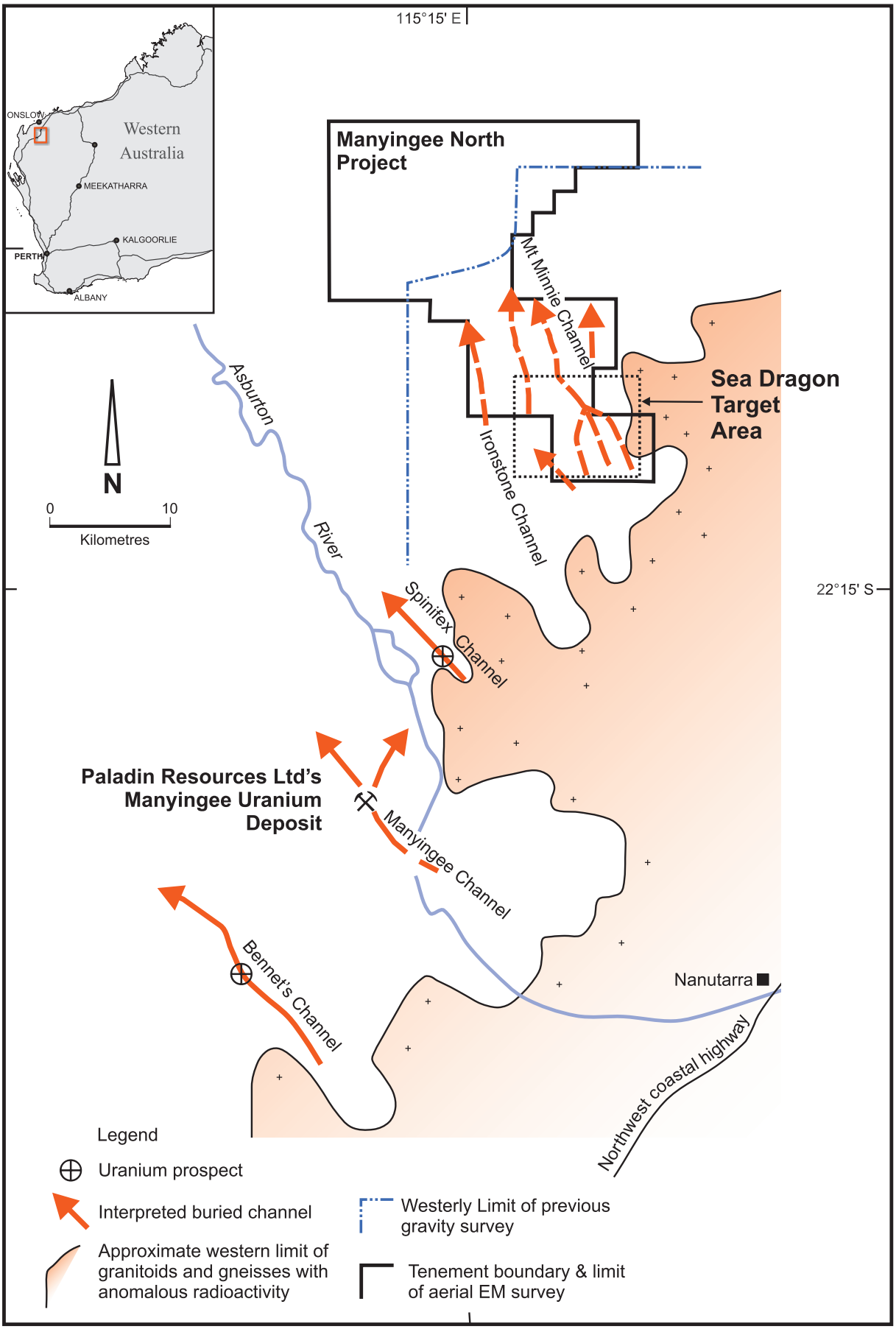
Hampton has carried out a helicopter borne EM geophysical survey and used this together with aeromagnetic data, ground based gravity data and previous exploration drilling to define a series of buried river channels within a north west trending, fault bounded depression which is 9 kilometres wide. Of particular interest is a magnetic and gravity high, the Sea Dragon Prospect, which appears to obstruct the northwest trend of the channels and may have acted as a roll front drop out point for uranium. Changes in the direction of buried channels appear to be important in the deposition of uranium roll front deposits at Manyingee.

Hampton intends to carry out a RAB/aircore drilling program aimed at confirming the presence of the buried channels and locating the oxide/reduction interface within the channels where any uranium mineralization, if present, can be anticipated. This will be undertaken after a Native Title heritage survey has been completed. The timing of the drilling will also be dependent on rig availability.

The **Remarkable Hill uranium project** consists of two new exploration licenses totaling 892 square kilometres covering the western portion of the Giralia Anticline, situated just south of the Exmouth Gulf. The project covers a regionally distinct geochemically anomalous sequence that had previously been explored for phosphate and sediment hosted base metal sulphides. Previous surface sampling of the southern half of the area returned anomalous uranium results and the stratigraphic setting is believed to be conducive for roll front uranium deposition.

The **Sylvania uranium project** consists of two exploration licenses over airborne radiometric anomalies in the Sylvania region, south of Newman, identified from a survey carried out by the Company. These prospects have the potential to contain calcrete hosted uranium deposits. Reconnaissance drilling of the anomalies is required to determine whether uranium mineralisation is present. Both Projects will require native title negotiations prior to exploration proceeding.

FIGURE 3 MANYINGEE NORTH URANIUM PROJECT



The Leinster Nickel Project

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

During the year 103 RAB and aircore holes were drilled for a total of 4,299 metres. This program was designed to test the prospectivity of the Weebo and Roadside ultramafic trends and two unexplained aeromagnetic anomalies. No significant mineralization was discovered but the program was not comprehensive.

Breakaway Resources Limited has recently bought the 81.27% LionOre interest in this project and Hampton's 18.73% interest will be free carried for the next $500,000 of exploration expenditure. A 6,000 metre RAB program is expected to commence shortly which will infill to 400 metre line spacing the bedrock geochemical testing of the Weebo ultramafic trend and also test some magnetic anomalies.

The Wheatley Copper-Zinc Project

Hampton has a 50% interest in this joint venture with Teck Cominco Australia Pty Ltd, a subsidiary of Teck Cominco Ltd of Canada, acting as managers. The project is situated between the townships of Manjimup and Greenbushes and covers about 800 square kilometres. It comprises four groups of tenements joint ventured from third parties as depicted in Figure 4. Hampton is presently negotiating a new joint venture arrangement with Teck prior to determining the next exploration phase.

The current substantial Wheatley project grew out of the initial exploration success at the Kingsley prospect within the Central Area that is shared with BHP-Billiton Ltd. The style of mineralisation drilled at Kingsley indicated that this lightly explored region may encompass a previously unrecognised base metal province. This view was reinforced by the recently published results of laterite surface sampling of the south west of Western Australia undertaken by CSIRO which showed the Wheatley project was anomalous in a group of elements which are commonly associated with sulphide ores.

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

The survey revealed the further anomalies shown in Figure 4 of which four were more accurately located by ground based EM and tested by diamond drilling for a total 975 metres. Three of the holes intersected only minor semi massive to stringer pyrrhotite-pyrite mineralisation and downgraded the targets, however, the fourth hole returned a strong off hole anomaly that warrants additional drill testing.

The joint venture also secured an option over the Greenbushes South Area from Moly Mines Ltd and carried out a ground based EM survey to more accurately define an airborne VTEM anomaly. The survey identified three conductors two of which were considered prospective for base metal mineralisation. Further encouragement was gained from a small soil sample programme which revealed a coincident gold, copper and zinc anomaly.

Reprocessing of the down hole EM on the Kingsley prospect indicated that previous drilling may have been too shallow to have tested the EM targets properly. Further diamond drilling is warranted.

The Murchison Gold Projects

Hampton has a joint venture with Aurora Minerals Limited as managers of the **Weebacarry and Ryansville gold projects** in the Murchison Goldfields. Aurora is required to expend $1 million within 4 years to earn a 51% interest.

The **Weebacarry gold project** covers the central part of a regional north east trending shear zone between the abandoned Big Bell gold mine (3.9 million oz gold production) in the south and the Meekatharra gold mines (2.4 million oz gold production) to the north. The shear zone is known locally as the Jungar Bore Shear Zone ("JBSZ"). Eighty four RAB holes for a total of 6,700 metres have been completed. The drilling was mainly carried out along two lines 1,200 metres apart. The program was designed to test a portion of the JBSZ 12 kilometres of strike of which lies within the project. A significant number of gold and/or arsenic surface anomalies have been identified as shown on Figure 5.

FIGURE 4 WHEATLEY COPPER ZINC PROJECT

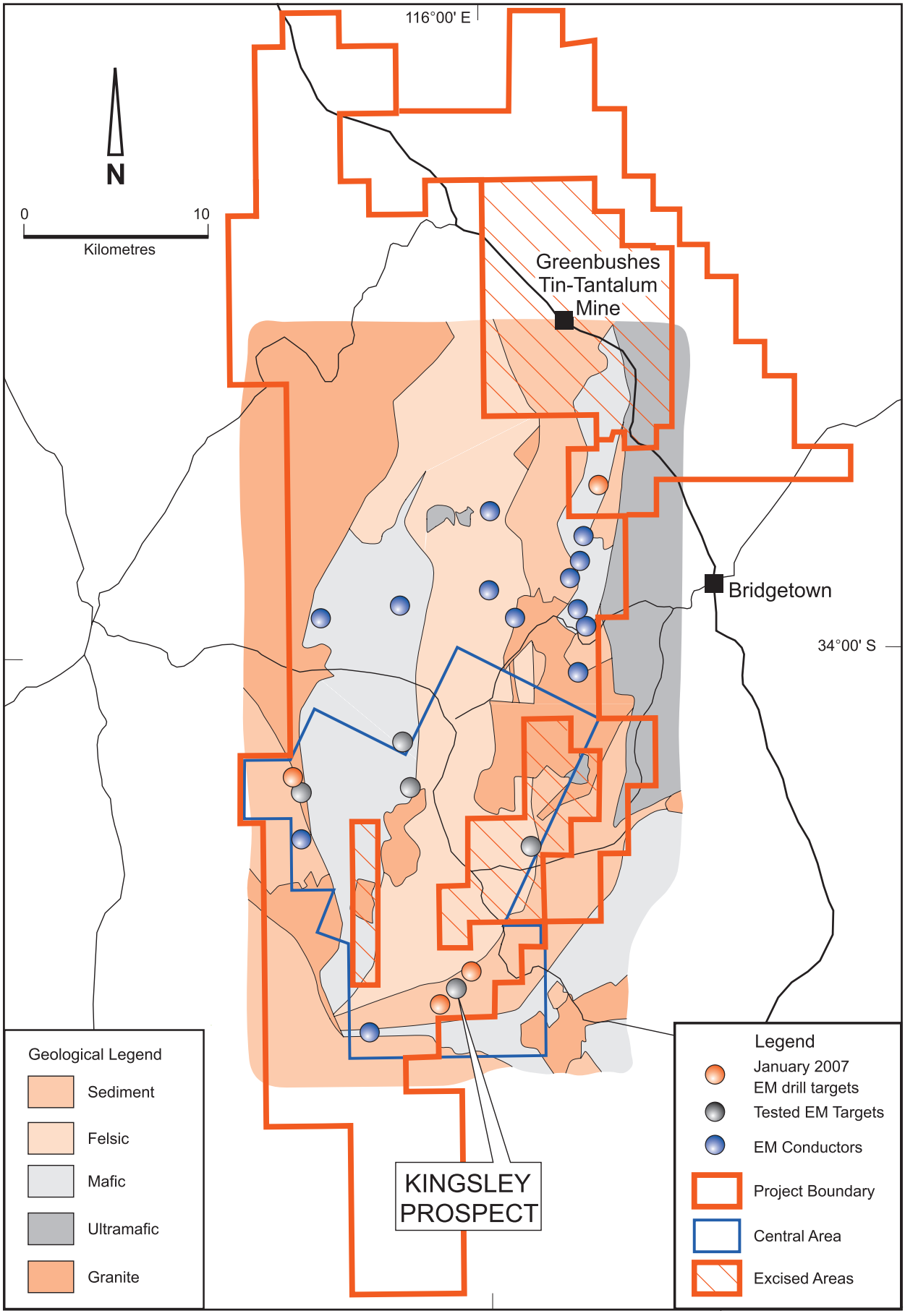
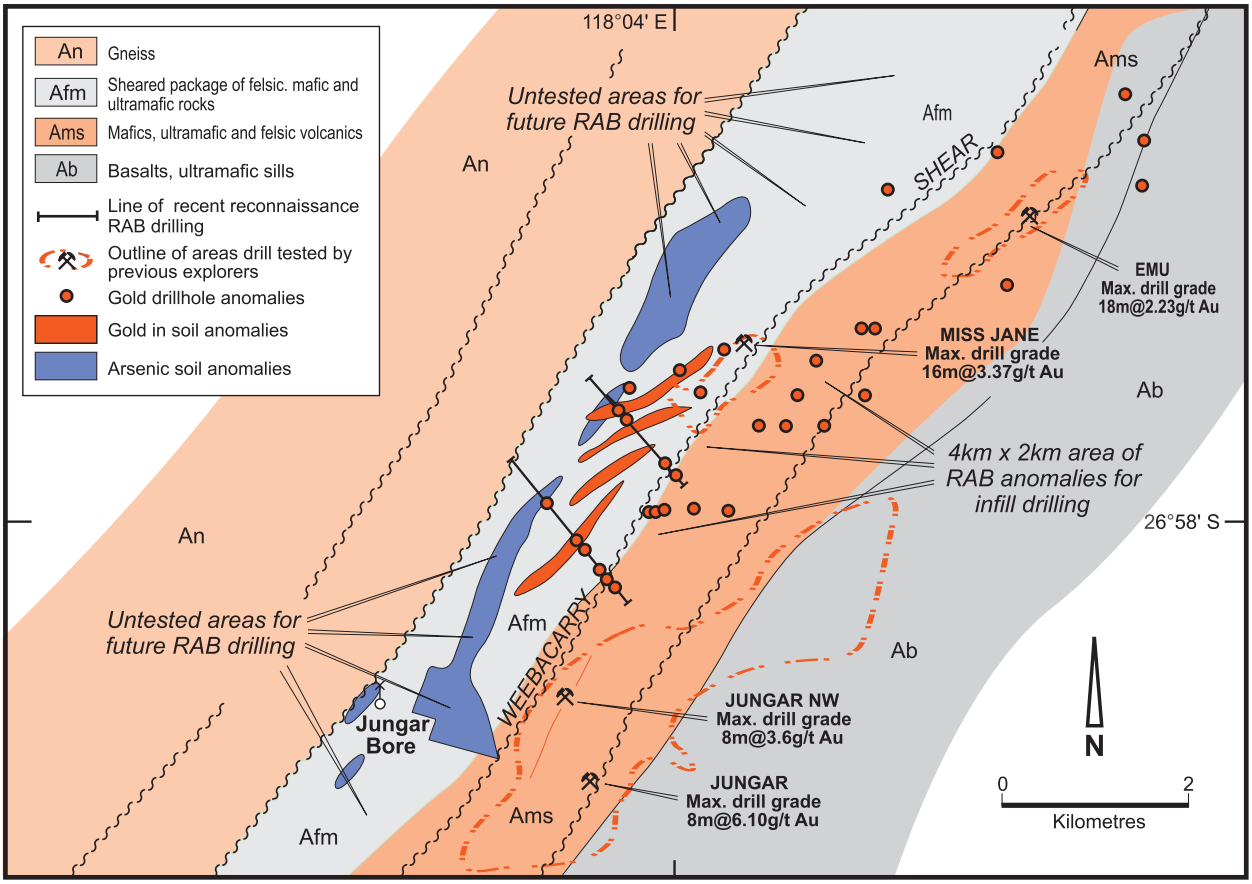


FIGURE 5 WEEBACARRY GOLD PROJECT



The next phase of drilling is planned to start shortly and will test the extensions of the anomalous zones and other targets to the north. Aurora is undertaking geological mapping and rock chip sampling to assist with planning the drill program.

The **Ryansville project** is located along the southern flank of the Weld Range, 60 kilometres northwest of Cue. Reverse circulation and diamond drilling has intersected gold and arsenic mineralisation in bedrock over a strike of 4 kilometres within the project. Aurora completed two deep reverse circulation drill holes totalling 426 metres during the year of which one failed to reach target while the other intersected minor widths of sub economic gold. The project is being assessed prior to any decision on further testing.

The Griffin's Find Gold Project

Diamond drilling at the **Griffin's Find gold project** intersected gold mineralization to about 80 metres down dip from the old open cut mine. However, holes drilled a further 40 metres down dip failed to intersect the lode and have severely constrained the resource potential in the vicinity of the pit which it now considered unlikely to support a mining operation on a stand alone basis. The Company is seeking a joint venture party to fund additional exploration on the project.

Other Projects

Hampton holds several other projects including the **Capricorn nickel sulphide project**, the **Maranoa Bore gold project** and the **Polelle gold and base metal project** which will be reviewed prior to any decision on whether further exploration is warranted.

Compliance Statement

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

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

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

DIRECTORS' REPORT

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

The directors of the Company present their report on the Company and the consolidated entity for the year ended 30 June 2006.

DIRECTORS

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

Neil Tomkinson LLB (Hons), (Age 63), Chairman – non-executive

Mr Tomkinson has extensive experience over the last 25 years in the administration of and investment in exploration and mining companies. Mr Tomkinson is the non-executive Chairman of Traka Resources Limited (appointed September 2003) and is a director of Pan Pacific Petroleum NL (appointed 23 June 2006). Prior to its merger with LionOre Mining International Limited he was the non-executive Chairman of Dalrymple Resources NL (resigned October 2003). Mr Tomkinson is an investor in private mineral exploration and in resources in general in Australia.

Wilson Stanley Forte Bsc Hons (UWA), MAusIMM, MAIG, (Age 57), Managing Director

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

Joshua Norman Pitt Bsc, MAusIMM, MAIG, (Age 58), Director – non-executive

Mr Pitt is a geologist with substantial exploration experience who has for more than thirty years been a director of exploration and mining companies in Australia. Prior to its merger with LionOre Mining International Limited he was a non-executive director of Dalrymple Resources NL (resigned October 2003); more recently he was a non-executive director of LionOre Mining International Limited (appointed November 2003, resigned May 2005) and is currently a non-executive director of Traka Resources Limited (appointed July 2003), Red Metal Limited (appointed July 2003) and Red Hill Iron Limited (appointed 1 June 2005). Mr Pitt is involved in substantial private mineral exploration and also in resource investment.

COMPANY SECRETARY

The company secretary is Mr Peter Ruttledge. He holds a Bachelor of Science degree and is a Chartered Accountant and a Fellow of The Financial Services Institute of Australia. Mr Ruttledge has held the position of company secretary for a number of listed companies over the past twenty years.

PRINCIPAL ACTIVITIES

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

OPERATING RESULTS

The operating loss after tax for the financial year was $1,747,720 (2005: $881,841), of which $1,457,738 (2005: $604,954) related to exploration expenditure written off.

DIVIDENDS

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

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

The Company's renounceable pro-rata issue of ordinary shares closed fully subscribed on 22 November 2005 resulting in the issue of 18,663,436 ordinary fully paid shares at 12 cents each to raise $2,222,613 after costs.

The Company issued a further 500,000 ordinary fully paid shares at 12 cents each on 5 April 2006 as part of the consideration for the grant of an option to acquire exploration tenements.

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

DIRECTORS' REPORT (continued)

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

Subsequent to the year end Breakaway Resources Limited acquired the interests of LionOre Australia (Wildara) NL and Dalrymple Resources NL in the Leinster JV. The new joint venture ensures the Company's current interest in the joint venture is free carried for the next $500,000 of exploration costs on the joint venture area.

Also subsequent to the year end the Company reached agreement with Apex Minerals NL whereby Apex can` earn a 51% interest in the Company's Apollo Hill gold project by spending $3,000,000 in three years with a committed expenditure of $500,000 within the first six months.

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

REVIEW OF OPERATIONS

The Company has maintained its policy of broadening involvement in projects whilst reducing exploration risk in the past twelve months. The Company and its joint venture partners have undertaken during that period substantial drilling campaigns on seven of the Company's projects in the quest for economic accumulations of gold, nickel, iron ore and copper-zinc.

Additionally, the Company acquired an option over the Manyingee North uranium project, located 40 kilometres north of the Manyingee uranium deposit owned by Paladin Resources Ltd. A recently completed aerial EM survey has revealed what are interpreted to be a number of buried alluvial channels at the Sea Dragon prospect. Drilling will be undertaken after a heritage survey has been completed to test whether these interpreted channels host roll front uranium mineralization. In its own right, Hampton has made application for several other project areas prospective for uranium.

At the Glenview iron ore project, Midwest Corporation Limited, as joint venture managers, have recently completed a first pass drill test of five of the nine known iron ore lenses with the results awaited.

At the Ryansville and Weebacarry Bore projects that are in joint venture with Aurora Minerals Limited, drilling programs have been completed resulting in confirmation of gold bedrock anomalies at Weebacarry where a second round of RAB drilling is planned to commence shortly.

At the Wheatley copper-zinc project, which is managed by a subsidiary of Teck Cominco Ltd of Canada, diamond drill testing of four EM anomalies returned only minor semi massive sulphides in two holes with weakly anomalous base metal and gold results. However, a down hole EM survey has defined a strong off hole anomaly on one target; elsewhere the joint venture is planning diamond drill testing of EM targets on a prospect secured through a recent joint venture with Moly Mines Ltd. More extensive diamond drilling is also planned on the established Kingsley prospect. Hampton is presently in negotiations with Teck Cominco Ltd with the aim of varying the joint venture terms prior to continuing exploration.

At the 100% owned Glenview copper-zinc project, the Company is targeting Golden Grove style mineralization and a deep diamond hole will commence in October to test 200 metres down hole from previous drilling which returned a wide zone of anomalous base metal values.

At the Griffin's Find gold project over which the Company has an option, diamond drilling intersected gold mineralization to about 80 metres down dip from the old open cut mine. However, subsequent holes drilled a further 40 metres down dip failed to intersect the lode and have severely constrained the resource potential in the vicinity of the pit which is now considered unlikely to support a mining operation on a stand alone basis. The Company is seeking a joint venture party to fund additional exploration on the project.

The Company will continue to aim to enhance shareholder wealth by focusing on greenfields exploration within Western Australia for iron ore, uranium, gold and base metals.

DIRECTORS' REPORT (continued)

MEETINGS OF DIRECTORS

The following table sets out the number of meetings of directors held during the year ended 30 June 2006 and the number of meetings attended by each director:

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

REMUNERATION REPORT

(a) Remuneration policy

The objective of the Company's remuneration policy for directors and other key management personnel is to ensure reward for performance is adequate and appropriate for the results delivered taking into account competitiveness and reasonableness, acceptability to shareholders, and transparency.

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.

(b) Compensation of key management personnel

Non-Executive directors

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

Executives

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

The salary and superannuation package for Mr Forte for the year ended 30 June 2006 was $183,618 including non-cash benefits. In addition, pursuant to shareholders' approval at the annual general meeting of the Company in November 2005, the Company issued 500,000 partly paid shares to Mr Forte in December 2005 at 20 cents per share paid to 0.1 cents per share. The shares were valued at $24,150 on the date of issue. There are no termination arrangements in respect of Mr Forte's employment other than the expectation that he would receive normal notice and compensation set down by law in the event of his services being terminated. The non-executive directors have determined that the salary inclusive of statutory superannuation payments for Mr Forte for the year commencing 1 July 2006 be increased to $190,000 per annum and propose to recommend that shareholders approve at the forthcoming annual general meeting in November 2006 the issue of a further 500,000 partly paid shares to Mr Forte on terms to be finalised.

Remuneration of the Company Secretary, Mr Peter Ruttledge, is by way of a retainer and fees paid to Sable Management Pty Ltd, 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.

The fees and retainer payable by the Company to Sable Management Pty Ltd for Mr Ruttledge's services for the year ended 30 June 2006 exclusive of GST were $38,870, and the value of 200,000 partly paid shares issued to Mr Ruttledge in October 2005 at 20 cents per share paid to 0.1 cents per share was $12,960.

DIRECTORS' REPORT (continued)

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

		Short Term Benefits			Post-employment Benefits	Share based payments	Total
		Service Payments	Salary	Non-Cash Benefits	Superannuation	Shares	
		$	$	$	$	$	$
Directors							
Non-executive	N Tomkinson	-	-	-	-	-	-
	J N Pitt	-	-	-	-	-	-
Executive	W S Forte	-	165,000	3,618	15,000	24,150	207,768
		-	165,000	3,618	15,000	24,150	207,768
Other key management personnel							
Company Secretary P C Ruttledge		34,870	4,000	-	-	12,960	51,830

No part of the remuneration of directors and other key management personnel is contingent on the performance of the Company.

(c) Compensation by grant of partly paid shares

The Managing Director and other key management personnel from time to time are entitled to be granted partly paid shares 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 provided as incentives and are not linked to company performance.

The fair value of the partly paid shares issued during the year ended 30 June 2006 has been calculated as at the date of grant using the Black-Scholes model for the valuation of call options, substituting the expected average term from the date of grant of the shares to the date the shares are paid up for the expected average life of an option in the call option pricing model. The valuation is based on the following facts and assumptions:

	Director	Other key management personnel
Grant date	23 December 2005	5 October 2005
Issue price per share	20 cents	20 cents
Paid up amount per share	0.1 cents	0.1 cents
Expected average term from the date of grant of the shares to the date the shares are paid up – (substituted for the expected average life of an option in the call option pricing model)	2 years from date of grant	2 years from date of grant
Market price per share of fully paid shares at time of grant	16.0 cents	17.5 cents
Risk fee interest rate	5.24%	5.29%
Expected volatility	71%	71%

Historical volatility has been the basis for estimating likely future share price volatility. Actual future volatility may differ from the estimate used.

DIRECTORS' REPORT (continued)

A partly paid share can be paid up at any time by the holder, however the Company may not make a call on the shares for 2 years from the date of grant. The expected average term from the date of grant of the shares to the date the shares are paid up has been estimated as the 2 year period over which the company cannot make a call. The actual period could differ from this estimate if the holder of the shares chose to pay up their shares in less than 2 years.

Further details of the remuneration of Directors and Executives are set out in Note 17 to the Financial Statements.

DIRECTORS' BENEFITS

Since 30 June 2005 no director of the Company has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of emoluments received or receivable by a Director shown in Note 17 to the Financial Statements), by reason of a contract that the Director, a firm of which he is a member, or an entity in which he has a substantial financial interest, has made (during the year ended 30 June, 2006 or at any other time) with:

(a) the Company, or

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

PARTICULARS OF DIRECTORS' INTERESTS IN SHARES IN THE COMPANY

Directors	Ordinary Shares Fully Paid	Ordinary Shares Partly Paid to 0.1 cents
J N Pitt	44,643,825	-
N Tomkinson	44,643,825	-
W S Forte	3,083,913	1,400,000

AUDIT COMMITTEE

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

DIRECTORS' REPORT (continued)

AUDITORS' INDEPENDENCE DECLARATION AND NON-AUDIT SERVICES

A copy of the auditors' independence declaration as required by Section 307C of the Corporations Act 2001 is set out on page 6 of the Directors' Report. BDO Chartered Accountants, the company's auditors, did not perform any non-audit services for the company for the year ended 30 June 2006.

SHARE OPTIONS

There are no options to take up ordinary fully paid shares in the Company at the date of this report.

ENVIRONMENTAL REGULATIONS

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

DIRECTORS' INDEMNITIES

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

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied for leave of any court 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.

ADOPTION OF AUSTRALIAN EQUIVALENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS

As a result of the introduction of Australian equivalents to International Financial Reporting Standards (AIFRS), the Company's financial report has been prepared in accordance with those standards. A reconciliation of adjustments arising on the transition to AIFRS is included in Note 1 of this report.

Signed in Perth in accordance with a resolution of Directors on 29 September 2006

N TOMKINSON

DIRECTOR

BDO

Chartered Accountants
& Advisers

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29 September 2006

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

Dear Sirs

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

To the best of my knowledge and belief, there have been no contraventions of:

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

Yours faithfully
BDO
Chartered Accountants

M Shafizadeh
Partner

Quality Endorsed Company ISO 9001 Lic 8142/08 Standards Australia

BDO *is a national association of separate partnerships and entities.*

CORPORATE GOVERNANCE STATEMENT

FOR THE YEAR ENDED 30 JUNE 2006

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

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

MANAGEMENT AND OVERSIGHT

Objectives of the Board

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

Board Responsibility

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

(a) continually reviewing the performance of the Company and its executive, including management and financial performance, overseeing strategy implementation and where necessary ensuring appropriate resources are available. The board retains the right to replace the Company's Managing Director;

(b) at regular Board meetings, reviewing, approving and amending where necessary the Managing Director's annual programmes and budgets, the Company's then current exploration activities and its overall corporate objectives;

(c) putting in place systems of risk management and legal control mechanisms and ensuring their effectiveness;

(d) approving and monitoring the progress of major capital expenditure, the management of capital and acquisitions and divestitures;

(e) maintaining responsibility for the overall financial management of the Company with the ability to approve the appointment (if necessary) of a Financial Officer and to replace the Company Secretary;

(f) monitoring and approving financial and other reporting;

(g) supervising the overall corporate governance of the Company, including conducting regular reviews of the balance of responsibilities to ensure division of functions remain appropriate to corporate needs;

(h) liaising with the Company's external auditors;

(i) monitoring, and ensuring compliance with all of the Company's legal obligations, in particular those relating to the maintenance of the Company's mineral tenements, the environment, native title, cultural heritage and occupational health and safety requirements.

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

Materiality

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

(a) Quantitative materiality

All balance sheet and income statement items in excess of $5,000 are material.

(b) Qualitative materiality

(i) any matters which impact on the reputation of the Company and/or its Board;

CORPORATE GOVERNANCE STATEMENT (continued)

FOR THE YEAR ENDED 30 JUNE 2006

(ii) any activities of the Company, its joint venturers, employees or contractors which may involve a breach of legislation or are in the Board's view outside the ordinary course of its business;

(iii) any matter which might negatively affect the Company's rights to its assets;

(iv) any activity of the Company its joint venturers, employees or contractors which has the capacity to involve a contingent liability that would in the Board's view have a potential material effect on the Company's balance sheet or a similar effect on one or more income statement items.

(c) Materiality in contracts

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

BOARD OF DIRECTORS

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

Independent Directors

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

The Chairman

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

The Managing Director

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

Nomination for board positions

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

Independent professional advice

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

ETHICAL AND RESPONSIBLE DECISION MAKING

Code of Conduct

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

CORPORATE GOVERNANCE STATEMENT (continued)

FOR THE YEAR ENDED 30 JUNE 2006

Policy on share trading

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

INTEGRITY IN FINANCIAL REPORTING

Financial Reports

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

Audit Committee

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

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

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

TIMELY AND BALANCED DISCLOSURE

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

COMMUNICATION WITH AND PARTICIPATION OF SHAREHOLDERS

Hampton Hill maintains a website at www.hamptonhill.com.au

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

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

RISK MANAGEMENT

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

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

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

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

CORPORATE GOVERNANCE STATEMENT (continued)

FOR THE YEAR ENDED 30 JUNE 2006

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

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

REMUNERATION OF DIRECTORS AND EXECUTIVES

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

The non-executive directors currently receive no remuneration and consequently no independent review of this aspect is carried out

Details of directors' and executives' remuneration are set out in the annual Financial Report in accordance with accounting standards.

CORPORATE CODE OF CONDUCT AND OBJECTIVES

Hampton Hill is committed to:

(a) applying the Company's funds in an efficient manner in the search for mineral resources the quality of which will increase shareholder value

(b) applying high standards of professional excellence;

(c) adopting high standards of occupational health and safety, environmental management and ethics;

(d) fostering and maintaining a culture of ownership, care and professional excellence from the Company's employees; and

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

Corporate Responsibility

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

Employment

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

Third Parties

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

Conflict of Interest

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

Breach of Corporate Governance

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

Review of Rules of Corporate Governance

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

INCOME STATEMENT

FOR THE YEAR ENDED 30 JUNE 2006

	Note	Economic Entity 2006 $	Economic Entity 2005 $	Parent Entity 2006 $	Parent Entity 2005 $
Revenue		3107,402	88,569	107,402	88,569
Personnel expenses	4	(150,439)	(150,203)	(150,439)	(150,203)
Exploration expenditure written off	9	(1,457,738)	(604,954)	(1,457,738)	(604,954)
Depreciation and amortisation expenses	10	(3,050)	(4,228)	(3,050)	(4,228)
Other expenses	5	(243,895)	(211,025)	(243,895)	(211,025)
Loss before income tax		(1,747,720)	(881,841)	(1,747,720)	(881,841)
Income tax expense	6	-	-	-	-
Loss attributable to members of the Company		(1,747,720)	(881,841)	(1,747,720)	(881,841)
Basic loss per share	25	1.67 cents	0.94 cents		
Diluted loss per share	25	1.67 cents	0.94 cents		

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

BALANCE SHEET

AS AT 30 JUNE 2006

	Note	Economic Entity 2006 $	Economic Entity 2005 $	Parent Entity 2006 $	Parent Entity 2005 $
ASSETS					
Current Assets					
Cash and cash equivalents	7	1,810,989	795,105	1,810,989	795,105
Trade and other receivables	8	59,626	44,485	859,973	784,725
Total Current Assets		1,870,615	839,590	2,670,962	1,579,830
Non Current Assets					
Exploration assets	9	6,173,827	6,718,532	4,702,189	5,307,001
Plant and equipment	10	9,557	12,607	9,557	12,607
Other financial assets	11	-	-	673,601	673,601
Total Non Current Assets		6,183,384	6,731,139	5,385,347	5,993,209
Total Assets		8,053,999	7,570,729	8,056,309	7,573,039
LIABILITIES					
Current Liabilities					
Trade and other payables	12	86,873	186,578	86,873	186,578
Total Current Liabilities		86,873	186,578	86,873	186,578
Non Current Liabilities					
Long term provisions	13	619	387	619	387
Total Non Current Liabilities		619	387	619	387
Total Liabilities		87,492	186,965	87,492	186,965
Net Assets		7,966,507	7,383,764	7,968,817	7,386,074
EQUITY					
Issued Capital	14	15,310,301	13,026,888	15,310,301	13,026,888
Reserves	15	87,160	40,110	87,160	40,110
Accumulated losses		(7,430,954)	(5,683,234)	(7,428,644)	(5,680,924)
Total Equity		7,966,507	7,383,764	7,968,817	7,386,074

The above Balance Sheet should be read in conjunction with the accompanying notes.

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2006

Economic Entity	Issued Capital	Accumulated Losses	Reserves	Total Equity
	$	$	$	$
Balance at 1 July 2004	13,026,188	(4,801,393)	-	8,224,795
Net loss for the period	-	(881,841)	-	(881,841)
Issue of partly paid shares	700	-	-	700
Share based payments	-	-	40,110	40,110
Balance at 30 June 2005	13,026,888	(5,683,234)	40,110	7,383,764
Balance at 1 July 2005	13,026,888	(5,683,234)	40,110	7,383,764
Net loss for the period	-	(1,747,720)	-	(1,747,720)
Issue of fully paid shares	2,282,613	-	-	2,282,613
Issue of partly paid shares	800	-	-	800
Share based payments	-	-	47,050	47,050
Balance at 30 June 2006	15,310,301	(7,430,954)	87,160	7,966,507
Parent Entity				
Balance at 1 July 2004	13,026,188	(4,799,083)	-	8,227,105
Net loss for the period	-	(881,841)	-	(881,841)
Issue of partly paid shares	700	-	-	700
Share based payments	-	-	40,110	40,110
Balance at 30 June 2005	13,026,888	(5,680,924)	40,110	7,386,074
Balance at 1 July 2005	13,026,888	(5,680,924)	40,110	7,386,074
Net loss for the period	-	(1,747,720)	-	(1,747,720)
Issue of fully paid shares	2,282,613	-	-	2,282,613
Issue of partly paid shares	800	-	-	800
Share based payments	-	-	47,050	47,050
Balance at 30 June 2006	15,310,301	(7,428,644)	87,160	7,968,817

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

CASH FLOW STATEMENT

FOR THE YEAR ENDED 30 JUNE 2006

	Note	Economic Entity 2006 $	Economic Entity 2005 $	Parent Entity 2006 $	Parent Entity 2005 $
Cash flows from operating activities					
Payments to suppliers and employees		(369,781)	(169,764)	(369,781)	(169,764)
Payments for exploration expenditure		(943,393)	(999,700)	(883,286)	(795,660)
Interest received		83,636	67,138	83,636	67,138
Other revenue received		22,008	31,775	22,008	31,775
Net cash outflow from operating activities	24	(1,207,530)	(1,070,551)	(1,147,423)	(866,511)
Cash flows from investing activities					
Loan to controlled entity		-	-	(60,107)	(204,040)
Purchase of plant and equipment		-	(1,459)	-	(1,459)
Net cash outflow from investing activities		-	(1,459)	(60,107)	(205,499)
Cash flows from financing activities					
Proceeds from issue of shares	14 (a)	2,223,414	700	2,223,414	700
Net cash inflow from financing activities		2,223,414	700	2,223,414	700
Net increase/(decrease) in cash and cash equivalents		1,015,884	(1,071,310)	1,015,884	(1,071,310)
Cash and cash equivalents at the beginning of the year		795,105	1,866,415	795,105	1,866,415
Cash and cash equivalents at the end of the year	7	1,810,989	795,105	1,810,989	795,105

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2006

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

The financial report covers the economic entity of Hampton Hill Mining NL and its controlled entity, Apollo Mining Pty Ltd, and Hampton Hill Mining NL as a parent entity. Hampton Hill Mining NL is a listed public company, incorporated and domiciled in Australia.

Basis of preparation

The financial report is a general purpose financial report that has been prepared in accordance with Australian equivalents to International Financial Reporting Standards (AIFRS), other authoritative pronouncements of the Australian Accounting Standards Board, Urgent Issues Group Interpretations and the Corporations Act 2001.

Compliance with IFRSs

Australian Accounting Standards include AIFRS. Compliance with AIFRS ensures that the financial statements of the economic entity and of the parent entity comply with International Financial Reporting Standards (IFRS).

Application of AASB 1 First-time Adoption of Australian Equivalents to International Financial Reporting Standards

These financial statements are the first Hampton Hill Mining NL financial statements to be prepared in accordance with AIFRS. AASB 1 First-time Adoption of Australian Equivalents to International Financial Reporting Standards has been applied in preparing these financial statements.

Financial statements of Hampton Hill Mining NL until 30 June 2005 had been prepared in accordance with previous Australian Generally Accepted Accounting Principles (AGAAP). AGAAP differs in certain respects from AIFRS. When preparing Hampton Hill Mining NL 2006 financial statements, management has amended certain accounting, valuation and consolidation methods applied in the AGAAP financial statements to comply with AIFRS. The comparative figures in respect of 2005 have been restated to reflect these adjustments. The Group has taken the exemption available under AASB to only apply AASB 132 and AASB 139 from 1 July 2005.

Reconciliations and descriptions of the effect of transition from previous AGAAP to AIFRS have been included in Note 2 to this report.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2006

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Australian Accounting Standards and amendments issued but not yet effective

The following Australian Accounting Standards have been issued and or amended and are applicable to Hampton Hill Mining NL but are not yet effective. They have not been adopted in the preparation of the financial statements at reporting date.

AASB Amendment	Affected Standard	Nature of change to Accounting Policy	Application Date of Standard	Application Date for Company
2005-1	AASB 139: Financial Instruments: Recognition and Measurement	No change, no impact	1 January 2006	1 July 2006
2005-5	AASB1: First time adoption of AIFRS, AASB 139: Financial Instruments: Recognition and Measurement	No change, no impact	1 January 2006	1 July 2006
2005-6	AASB 3: Business Combinations	No change, no impact	1 January 2006	1 July 2006
2005-10	AASB 132: Financial Instruments: Disclosure and Presentation AASB 101: Presentation of Financial Statements, AASB 114: Segment Reporting AASB 117: Leases AASB 133: Earnings per Share AASB 139: Financial Instruments: Recognition and Measurement AASB 1: First time adoption of AIFRS AASB 4: Insurance Contracts	No change, no impact	1 January 2007	1 July 2007
New Standard	AASB 7: Financial Instruments: Disclosure	No change, no impact	1 January 2007	1 July 2007
New Standard	AASB119: Employee Benefits: December 2004	No change, no impact	1 January 2006	1 July 2006

Australian Accounting Standards and amendments issued but not applicable

The following Australian Accounting Standards amendments are not applicable to Hampton Hill Mining and therefore have no impact.

AASB Amendment	Affected Standard
2005-2	AASB 1023: General Insurance Contracts
2005-4 and	AASB 139: Financial Instruments: Recognition and Measurement, AASB 132: Financial Instruments: Disclosure Presentation, AASB 1: First-time Adoption of AIFRS, AASB 1023: General Insurance Contracts, AASB 1038: Life Insurance Contracts
2005-9	AASB 4: Insurance Contracts, AASB 1023: General Insurance Contracts, AASB 139: Financial Instruments: Recognition and Measurement, AASB 132: Financial Instruments: Disclosure and Presentation
2005-10	AASB 1023: General Insurance Contracts, AASB 1038: Life Insurance Contracts
2005-12	AASB 1023: General Insurance Contracts, AASB 1038: Life Insurance Contracts
2005-13	AAS 25: “Financial Reporting by Superannuation Plans

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2006

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Reporting Basis and Conventions

These financial statements have been prepared on an accruals basis and are based on historical costs modified by revaluation of selected non-current assets, financial assets, and financial liabilities for which the fair value basis of accounting has been applied.

Accounting Policies

(a) Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all entities controlled by Hampton Hill Mining NL ("Company" or "Parent Entity") as at 30 June 2006 and the results of its controlled entity for the year then ended. Hampton Hill Mining NL and its controlled entity together are referred to in this Financial Report as the economic entity. The effects of all transactions between entities in the economic entity are eliminated in full. Details of the controlled entity are set out in Note 11.

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

(b) Income tax

The 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 sheet date.

Deferred tax is accounted for using the balance sheet 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 profit or loss.

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 income statement except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

Deferred income 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.

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.

The Company and its wholly-owned Australian subsidiary Apollo Mining Pty Ltd have formed an income tax consolidated group under the Tax Consolidation Regime. The Company is responsible for recognising the current and deferred tax assets and liabilities for the tax consolidated group. The group has notified the Australian Taxation Office that it has formed an income tax consolidated group to apply from 1 July 2004. The tax consolidated group has entered a tax sharing agreement whereby each company in the group contributes to the income tax payable in proportion to their contribution to the net profit before tax of the tax consolidated group.

(c) Revenue

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

(d) Plant and Equipment

Each class of plant and equipment is carried at cost or fair value less, where applicable, any accumulated depreciation and impairment losses.

Plant and Equipment (including motor vehicles)

Plant and equipment are measured on the cost basis less depreciation and impairment losses.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2006

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the assets employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

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 group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement 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 economic entity commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

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

Class of Fixed Asset	*Depreciation Rate*
Plant and Equipment (including motor vehicles):	13% to 27% straight line.

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the income statement. When revalued assets are sold, amounts included in the revaluation reserve relating to that asset are transferred to retained earnings.

(e) Cash and cash equivalents

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

(f) Exploration and development expenditure

Exploration, evaluation and development 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, evaluation and development 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, evaluation and development expenditure for an area of interest which does not satisfy the above policy is not carried forward as an asset.

Accumulated costs in relation to an abandoned area are written off in full against profit 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2006

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Impairment of Assets

At each reporting date, the group reviews the carrying values of its tangible and intangible assets to determine whether there is any indication 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 the income statement.

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

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

(h) Earnings per share

(i) Basic earnings per share

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

(ii) Diluted earnings per share

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

(i) Financial Instruments

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 stated at amortised cost using the effective interest rate method.

Financial liabilities

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

Impairment

At each reporting date, the group assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen. Impairment losses are recognised in the income statement.

(j) Employee benefits

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2006

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Share-based payments

Share-based compensation benefits are provided to directors and other personnel.

The fair value of partly paid shares granted to directors and other personnel is recognised as an employee benefit expense with a corresponding increase in contributed equity. 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.

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, 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.

(l) Goods and Services Tax (GST)

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

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

(m) Comparative figures

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

Critical accounting estimates and judgements

The directors evaluate estimates and judgements incorporated into the financial report 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 group.

Key Estimates — Impairment

The group assesses impairment at each reporting date by evaluating conditions specific to the group that may lead to impairment of assets. 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2006

NOTE 2 – IMPACT OF FIRST TIME ADOPTION OF AIFRS

The impacts of adopting AIFRS on the total equity and loss after tax as reported under Australian Accounting Standards previously applicable (AGAAP) are illustrated below.

(a) **Reconciliation of total equity as presented under AGAAP to that under AIFRS at 1 July 2004**
There were no material differences between total equity presented under AIFRS and that presented under AGAAP as at 1 July 2004.

(b) **Reconciliation of total equity as presented under AGAAP to that under AIFRS at 30 June 2005**

	Economic Entity			Parent Entity		
	AGAAP 2005	Effect of change	AIFRS 2005	AGAAP 2005	Effect of change	AIFRS 2005
Equity	**$**	**$**	**$**	**$**	**$**	**$**
Issued capital	13,026,888	-	13,026,888	13,026,888	-	13,026,888
Reserves –share based payments	-	40,110	40,110	-	40,110	40,110
Accumulated losses	(5,643,124)	(40,110)	(5,683,234)	(5,640,814)	(40,110)	(5,680,924)
	7,383,764	-	7,383,764	7,386,074	-	7,386,074

The requirement under AIFRS to expense share and option plans means that partly paid shares issued to a director, an executive and other employees during the year have been recognised as an expense. This is a change to the AGAAP accounting policy, where no expense is recognised for equity-based compensation.

(c) **Reconciliation of loss after tax under AGAAP to that under AIFRS for the year ended 30 June 2005**

	Economic Entity			Parent Entity		
	AGAAP 2005	Effect of change	AIFRS 2005	AGAAP 2005	Effect of change	AIFRS 2005
	$	**$**	**$**	**$**	**$**	**$**
Revenue	88,569	-	88,569	88,569	-	88,569
Personnel expenditure	(110,093)	(40,110)	(150,203)	(110,093)	(40,110)	(150,203)
Exploration expenditure written off	(604,954)	-	(604,954)	(604,954)	-	(604,954)
Depreciation expense	(4,228)	-	(4,228)	(4,228)	-	(4,228)
Other expenditure	(211,025)	-	(211,025)	(211,025)	-	(211,025)
Loss from ordinary activities before income tax expense	(841,731)	(40,110)	(881,841)	(841,731)	(40,110)	(881,841)
Income tax expense attributable to ordinary activities	-	-	-	-	-	-
Net loss after income tax	(841,731)	(40,110)	(881,841)	(841,731)	(40,110)	(881,841)

(d) **Impact on cash flow statement for the year ended 30 June 2005**

There were no impacts of adopting AIFRS on the cash flow statement for the year ended 30 June 2005

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2006

NOTE 3 – REVENUE	Economic Entity		Parent Entity	
	2006	2005	2006	2005
	$	$	$	$
Revenue from ordinary activities				
Rental income	17,799	19,569	17,799	19,569
Interest income from other persons	85,394	68,900	85,394	68,900
Other income	4,209	100	4,209	100
	107,402	88,569	107,402	88,569

NOTE 4 – PERSONNEL EXPENSES				
Wages and salaries, including superannuation	89,153	90,072	89,153	90,072
Other associated personnel expenses	9,626	5,633	9,626	5.633
Increase in liability for annual leave and long service leave	4,610	14,388	4,610	14,388
Equity – settled transactions	47,050	40,110	47,050	40,110
	150,439	150,203	150,439	150,203

NOTE 5 – OTHER EXPENSES				
Communication Cost	7,205	6,619	7,205	6,619
Office Rent	53,212	70,395	53,212	70,395
Insurance	12,308	10,456	12,308	10,456
ASX Fees	13,932	14,611	13,932	14,611
Other	157,238	108,944	157,238	108,944
	243,895	211,025	243,895	211,025

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2006

NOTE 6 – INCOME TAX	Economic Entity		Parent Entity	
	2006	2005	2006	2005
	$	$	$	$
(a) Income tax expense				
The components of income tax expense comprise:				
Current tax	-	-	-	-
Deferred tax	-	-	-	-
	-	-	-	-
(b) Reconciliation of income tax to operating loss				
The prima facie tax attributable to the loss is reconciled to the income tax as follows:				
Operating loss before income tax	(1,747,720)	(881,841)	(1,747,720)	(881,841)
Income tax calculated at 30% (2005 – 30%)	(524,316)	(264,552)	(524,316)	(264,552)
Add: Tax effect of temporary differences				
Non-allowable items	3,000	-	3,000	-
Share based payments expensed during the year	14,115	12,033	14,115	12,033
Deferred tax asset in relation to tax losses not recognised	507,201	252,519	507,201	252,519
Income tax attributable to entity	-	-	-	-
Effective weighted average tax rates	0%	0%	0%	0%
(c) Deferred tax assets not brought to account				
Temporary differences	13,090	70,004	13,090	70,004
Tax losses	2,770,665	2,413,523	2,753,369	2,413,523
	2,783,755	2,483,527	2,766,459	2,483,527

These benefits will only be obtained if the conditions for deductibility set out in note 1b occur.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2006

NOTE 7 – CASH AND CASH EQUIVALENTS	Economic Entity		Parent Entity	
	2006	2005	2006	2005
	$	$	$	$
Cash on hand	150	150	150	150
Cash at bank	93,263	138,204	93,263	138,204
Deposits at call	25,880	59,752	25,880	59,752
Bills receivable	1,691,696	596,999	1,691,696	596,999
	1,810,989	795,105	1,810,989	795,105

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

Bills on hand at balance date bear interest at a rate between 5.33% and 5.78% (2005: 5.32% to 5.40%). They mature within 30 days of balance date and have a face value of $1,700,000 (2005: $600,000).

Cash at bank and deposits at call have been subject to floating interest rates during the year of between 0.05% and 5.30% (2005: 0.05% and 4.19%).

NOTE 8 - RECEIVABLES	Economic Entity		Parent Entity	
	2006	2005	2006	2005
	$	$	$	$
CURRENT				
Security Deposits	6,000	6,000	6,000	6,000
Loan to controlled entity	-	-	800,347	740,240
Other	53,626	38,485	53,626	38,485
	59,626	44,485	859,973	784,725

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2006

NOTE 9 – EXPLORATION ASSETS	Economic Entity		Parent Entity	
	2006	2005	2006	2005
	$	$	$	$
Costs brought forward in respect of areas of interest in exploration and evaluation phase	6,718,532	6,375,231	5,307,001	5,167,740
Expenditure incurred during the period on:				
Exploration of tenements	823,942	756,387	763,835	561,929
Acquisition of property	89,091	-	89,091	-
Expenditure recovered	-	191,868	-	182,286
Expenditure written off during the year	(1,457,738)	(604,954)	(1,457,738)	(604,954)
	6,173,827	6,718,532	4,702,189	5,307,001

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

NOTE 10 – PLANT AND EQUIPMENT	Economic Entity		Parent Entity	
	2006	2005	2006	2005
	$	$	$	$
Office and field equipment – at cost	26,423	26,423	26,423	26,423
Accumulated Depreciation	(16,867)	(13,817)	(16,867)	(13,817)
Total office and field equipment	9,556	12,606	9,556	12,606
Motor vehicle – at cost	49,883	49,883	49,883	49,883
Accumulated depreciation	(49,882)	(49,882)	(49,882)	(49,882)
Total motor vehicle	1	1	1	1
Total plant and equipment	9,557	12,607	9,557	12,607

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

	Office & Field Equipment	Motor Vehicle	Total
	$	$	$
Carrying amount at 1 July 2005	12,606	1	12,607
Additions during the period	-	-	-
Scrapped during the period	-	-	-
Depreciation expense	(3,050)	-	(3050)
Carrying amount at 30 June 2006	9,556	1	9,557

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2006

NOTE 11 – OTHER FINANCIAL ASSETS	Economic Entity		Parent Entity	
	2006	2005	2006	2005
	$	$	$	$
Shares in controlled entity at cost	-	-	673,601	673,601

Controlled Entity:	Apollo Mining Pty Ltd
Place of Incorporation:	Australia
Parent Entity & Australian Parent:	Hampton Hill Mining NL
Class of Shares:	Ordinary
Interest Held:	100%
Date Acquired	March 2003

NOTE 12 – TRADE AND OTHER PAYABLES				
Trade payables	59,173	163,257	59,173	163,257
Other payables	27,700	23,321	27,700	23,321
	86,873	186,578	86,873	186,578

NOTE 13 – LONG TERM PROVISIONS				
Employee entitlements:				
Opening balance	387	150	387	150
Additional provisions	232	237	232	237
Closing balance	619	387	619	387

NOTE 14 – ISSUED CAPITAL				
112,473,965 (2005: 93,310,529) ordinary fully paid shares	15,308,401	13,025,788	15,308,401	13,025,788
1,900,000 (2005: 1,100,000) ordinary shares paid to 0.1 cents	1,900	1,100	1,900	1,100
	15,310,301	13,026,888	15,310,301	13,026,888

Rights attaching to ordinary shares

Ordinary shares entitle the holder to participate in dividends and in the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy is entitled to one vote and upon a poll each share is entitled to one vote. The ordinary fully paid shares are listed on the Australian Stock 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 Stock Exchange. The resulting fully paid ordinary shares have the same rights as other ordinary shares. The shares are subject to calls on uncalled capital at the discretion of the Directors.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2006

NOTE 14 – ISSUED CAPITAL (continued)

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

Fully Paid Shares

Date	Details	Number of Shares	Issue Price cents	Amount $
01/07/2004	Balance	93,310,529	-	13,025,788
30/06/2005	Balance	93,310,529		13,025,788
22/11/2005	1:5 Pro rata rights issue	18,663,436	12	2,239,612
22/11/2005	Cost of share issue	-	-	(16,999)
05/04/2006	Share placement	500,000	12	60,000
		112,473,965		15,308,401

Partly Paid Shares

Date	Details	Number of Shares	Weighted Average Issue Price cents	Amount Outstanding $	Paid up per share cents	Total paid up $
01/07/2004	Balance	400,000	15	59,600	0.1	400
01/12/2004	Shares Issued	700,000	25	174,300	0.1	700
30/06/2005	Balance	1,100,000		233,900		1,100
22/11/2005	Shares Issued	300,000	20	59,700	0.1	300
07/12/2005	Shares Issued	500,000	20	99,500	0.1	500
		1,900,000		393,100		1,900

(b) Movements in options during the past two years:

Date	Details	Number of Options	Exercise Price Per Share cents	Grant Date	Expiry Date
01/07/2004	Opening Balance	600,000			
26/11/2004	Expiry of options	(600,000)	20	26/11/1999	26/11/2004
		-			

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2006

NOTE 15 – RESERVES	Economic Entity		Parent Entity	
	2006	2005	2006	2005
	$	$	$	$
Share based payments reserve	87,160	40,110	87,160	40,110

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

NOTE 16 – FINANCIAL INSTRUMENTS

(a) Credit Risk Exposures

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

(b) Interest Rate Risk Exposure

The company's exposure to interest rate risk is comprised of

(i) the floating interest rates applying to deposits at call as set out in Note 7.

(ii) the fixed interest rate applying to bills receivable as set out in Note 7.

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

(c) Net Fair Value of Financial Assets and Liabilities

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

NOTE 17 – KEY MANAGEMENT PERSONNEL DISCLOSURES

(a) Names and positions held of key management personnel

The names of persons who were directors and other key management personnel of Hampton Hill Mining NL at any time during the financial year and the positions they held are as follows:

W S Forte	Managing Director
N Tomkinson	Chairman – non-executive
J N Pitt	Director – non-executive
P C Ruttledge	Company Secretary

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2006

NOTE 17 – KEY MANAGEMENT PERSONNEL DISCLOSURES (continued)

(b) Key management personnel remuneration

2006		Short Term Benefits			Post-employment Benefits	Share based payments	Total
		Service Payments	Salary	Non-Cash Benefits	Superannuation	Shares	
		$	$	$	$	$	$
Directors							
Non-executive	N Tomkinson	-	-	-	-	-	-
	J N Pitt	-	-	-	-	-	-
Executive	W S Forte	-	165,000	3,618	15,000	24,150	207,768
		-	165,000	3,618	15,000	24,150	207,768
Other key management personnel							
Company Secretary	P C Ruttledge	34,870	4,000	-	-	12,960	51,830

2005		Short Term Benefits			Post-employment Benefits	Share based payments	Total
		Service Payments	Salary	Non-Cash Benefits	Superannuation	Shares	
		$	$	$	$	$	$
Directors							
Non-executive	N Tomkinson	-	-	-	-	-	-
	J N Pitt	-	-	-	-	-	-
Executive	W S Forte	-	148,415	3,618	11,585	28,650	192,268
		-	148,415	3,618	11,585	28,650	192,268
Other key management personnel							
Company Secretary	P C Ruttledge	34,393	-	-	-	5,730	40,123

No part of the remuneration of directors and other key management personnel is contingent on the performance of the Company.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2006

NOTE 17 – KEY MANAGEMENT PERSONNEL DISCLOSURES (continued)

(c) Compensation by grant of partly paid shares

The fair value of the partly paid shares issued during the year ended 30 June 2006 has been calculated as at the date of grant using the Black-Scholes model for the valuation of call options, substituting the expected average term from the date of grant of the shares to the date the shares are paid up for the expected average life of an option in the call option pricing model. The valuation is based on the following facts and assumptions:

	Director	Other key management personnel
Grant date	23 December 2005	5 October 2005
Issue price per share	20 cents	20 cents
Paid up amount per share	0.1 cents	0.1 cents
Expected average term from the date of grant of the shares to the date the shares are paid up – (substituted for the expected average life of an option in the call option pricing model)	2 years from date of grant	2 years from date of grant
Market price per share of fully paid shares at time of grant	16.0 cents	17.5 cents
Risk fee interest rate	5.24%	5.29%
Expected volatility	71%	71%

Historical volatility has been the basis for estimating likely future share price volatility. Actual future volatility may differ from the estimate used.

A partly paid share can be paid up at any time by the holder, however the Company may not make a call on the shares for 2 years from the date of grant. The expected average term from the date of grant of the shares to the date the shares are paid up has been estimated as the 2 year period over which the company cannot make a call. The actual period could differ from this estimate if the holder of the shares chose to pay up their shares in less than 2 years.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2006

NOTE 17 – KEY MANAGEMENT PERSONNEL DISCLOSURES (continued)

(d) Shareholdings

The number of shares held by the Directors and other key management personnel are set out below:

Fully paid shares

	Balance 1 July 2005	Received as remuneration	Shares paid up	Net changes other	Balance 30 June 2006
Directors					
J N Pitt	32,353,667	-	-	6,225,841	38,579,508
N Tomkinson	4,735,733	-	-	1,328,584	6,064,317
W S Forte	2,957,199	-	-	126,714	3,083,913
	40,046,599	-	-	7,681,139	47,727,738
Other key management personnel					
P C Ruttledge	50,000	-	-	10,000	60,000
	50,000	-	-	10,000	60,000

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

Partly paid shares

	Balance 1 July 2005	Received as remuneration	Shares paid up	Net changes other	Balance 30 June 2006
Directors					
W S Forte					
Issued for 10 cents paid to 0.1cents	200,000	-	-	-	200,000
Issued for 20 cents paid to 0.1cents	200,000	-	-	-	200,000
Issued for 25 cents paid to 0.1cents	500,000	-	-	-	500,000
Issued for 20 cents paid to 0.1cents	-	500,000	-	-	500,000
	900,000	500,000	-	-	1,400,000
Other key management personnel					
P C Ruttledge					
Issued for 25 cents paid to 0.1cents	100,000	-	-	-	100,000
Issued for 20 cents paid to 0.1cents	-	200,000	-	-	200,000
	100,000	200,000	-	-	300,000

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2006

NOTE 18 – REMUNERATION OF AUDITORS

	Economic Entity		Parent Entity	
	2006	2005	2006	2005
	$	$	$	$
Amounts received, or due and receivable, by auditors for:				
Auditing or reviewing the financial report	9,390	9,524	9,390	9,524

NOTE 19 – JOINT VENTURES

The Company has interests in the following mineral exploration joint ventures as at 30 June 2006:

Name of Project	Interest %	Activities	Other parties
Leinster JV (Yillaree)	18.73%	Nickel/Gold exploration	Lion Ore Australia (Wildara) NL Dalrymple Resources NL (See note below)
Capricorn JV	75%	Base metals	Metallica Pty Ltd (25%)
Wheatley JV	50%	Base metals	Teck Cominco Australia Pty Ltd BHP Billiton Minerals Pty Ltd
Ryansville	100%	Gold	Aurora Minerals Ltd (earning 51%)
Weebacarry	100%	Gold	Aurora Minerals Ltd (earning 51%)
Weld Range - Iron Ore	100%	Iron Ore	Midwest Corporation Ltd (earning 60%)
Weld Range - Non Ferrous	0%	Earning interest in base metals gold and PGM's	Midwest Corporation Ltd 100% (Hampton can earn up to 100%)

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

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

Subsequent to the year end Breakaway Resources Limited acquired the interests of Lion Ore Australia (Wildara) NL and Dalrymple Resources NL in the Leinster JV. The new joint venture ensures the Company's current interest in the joint venture is free carried for the next $500,000 of exploration costs on the joint venture area.

Also subsequent to the year end the Company reached agreement with Apex Minerals NL whereby Apex can earn a 51% interest in the Company's Apollo Hill gold project by spending $3,000,000 in three years with a committed $500,000 expenditure.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2006

NOTE 20 – CAPITAL AND LEASE COMMITMENTS

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.

	Economic Entity		Parent Entity	
	2006	2005	2006	2005
	$	$	$	$
Minimum estimated expenditure requirements	667,874	426,763	552,879	343,859

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

Operating Leases

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

	Economic Entity		Parent Entity	
	2006	2005	2006	2005
	$	$	$	$
Within one year	48,800	46,596	48,800	46,596
Longer than one year, not longer than five years	51,000	-	51,000	-
	99,800	46,596	99,800	46,596

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

NOTE 21 – RELATED PARTIES

(a) Remuneration and retirement benefits

Information on remuneration of Directors is disclosed in Note 17.

(b) Other transactions of directors and director-related entities

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

During the financial year the Company received $4,624 from Red Hill Iron Limited, a listed company of which Mr Pitt is a director and shareholder, 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 2006

NOTE 21 – RELATED PARTIES (continued)

(c) **Transactions of directors and director-related entities concerning shares or share options**

The aggregate number of shares in the Company held directly, indirectly or beneficially by directors or their director-related entities at balance date were as follows:

	2006 Number of Shares	2005 Number of Shares
Ordinary shares – fully paid	47,727,738	40,046,599
Ordinary shares – partly paid to 0.1 cents per share	1,400,000	900,000

Shares acquired and disposed of by the Directors during the year are set out in Note 17.

NOTE 22 – EVENTS OCCURRING AFTER BALANCE DATE

Subsequent to the year end Breakaway Resources Limited acquired the interests of Lion Ore Australia (Wildara) NL and Dalrymple Resources NL in the Leinster JV. The new joint venture ensures the Company's current interest in the joint venture is free carried for the next $500,000 of exploration costs on the joint venture area.

Also subsequent to the year end the Company reached agreement with Apex Minerals NL whereby Apex can earn a 51% interest in the Company's Apollo Hill gold project by spending $3,000,000 in three years with a committed $500,000 expenditure.

To the best of the Directors' knowledge and belief there have been no other material items, transactions or events subsequent to 30 June 2006 which, although they do not relate to conditions existing at that date, have not been dealt with in this report and which would cause reliance on the information shown in this report to be misleading.

NOTE 23 – SEGMENT INFORMATION

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2006

NOTE 24 – RECONCILIATION OF LOSS FROM CASH FLOW INFORMATION	**Economic Entity**		**Parent Entity**	
	2006	**2005**	**2006**	**2005**
	$	**$**	**$**	**$**
(a) Reconciliation of loss after income tax with cash flow from operating activities				
Loss from ordinary activities after income tax	(1,747,720)	(881,841)	(1,747,720)	(881,841)
Depreciation	3,050	4,228	3,050	4,228
Exploration expenditure written off	1,457,738	604,954	1,457,738	604,954
Exploration expenditure capitalised	(853,032)	(756,387)	(792,925)	(561,929)
Exploration expenditure recovered	-	(191,868)	-	(182,286)
Equity based payments	47,050	40,110	47,050	40,110
Net loss on disposal of non-current assets	-	1,468	-	1,468
Change in operating assets and liabilities:				
Decrease/(Increase) in debtors	75	(15,581)	75	(15,581)
Increase/(Decrease) in creditors	(99,386)	98,703	(99,386)	98,703
Decrease/(Increase) in GST receivable	(15,305)	25,663	(15,305)	25,663
Net cash outflow from operating activities	(1,207,530)	(1,070,551)	(1,147,423)	(866,511)
(b) Non-cash financing and investing activities				
Share issue				
Issue of 500,000 ordinary shares at 12 cents each as part of the consideration for the acquisition of an option to acquire mineral tenements	60,000	-	60,000	-

NOTE 25 – EARNINGS PER SHARE	**2006**	**2005**
	Cents	**Cents**
Basic loss per share	1.67	0.94
Diluted loss per share	1.67	0.94
Reconciliation of loss	**$**	**$**
Loss used in calculating earnings per share – basic and diluted	1,747,720	881,841
Net loss for the reporting period	1,747,720	881,841
	Number of Shares	**Number of Shares**
Weighted average number of ordinary shares outstanding during the year used in the calculation of basic and diluted earnings per share	104,804,907	93,723,187

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2006

NOTE 26 – CONTINGENT LIABILITIES

There were no contingent liabilities for termination benefits under service agreements with Directors or executives at 30 June 2006.

The Directors are not aware of any other contingent liabilities at 30 June 2006.

NOTE 27 – SHARE-BASED PAYMENTS

The Company from time to time issues partly-paid ordinary shares to the executive director, key management personnel and other employees as part of their remuneration. To date 1,900,000 partly-paid shares have been issued in terms of this remuneration practice and details of these partly paid shares including movements over the past two years are set out in Note 14,

The methodology and assumptions used in arriving at the value of the partly-paid shares issued to the executive director and other key management personnel during the financial year are set out in Note 17. The partly-paid shares issued to other employees during the financial year were valued using the same methodology and assumptions as were used for the key management personnel options.

NOTE 28 – NUMBER OF EMPLOYEES

The Company employed 4 employees at year end. (2005: 4 employees)

NOTE 29 – COMPANY DETAILS

The registered office and principal place of business is located at:

Level 2, 9 Havelock Street

West Perth Western Australia 6005

DIRECTORS' DECLARATION

The directors of the company declare that:

(a) the financial statements and notes set out on pages 21 to 46 are in accordance with the Corporations Act 2001, and:

  (i) comply with Accounting Standards and the Corporations Regulations 2001; and

  (ii) give a true and fair view of the financial position as at 30 June 2006 and the performance for the year ended on that date of the Company and the economic entity;

(b) the Chief Executive Officer and the Chief Finance Officer have each declared that:

  (i) the financial records of the Company for the financial year have been properly maintained in accordance with section 286 of the Corporations Act 2001;

  (ii) the financial statements and notes for the financial year comply with accounting standards; and

  (iii) the financial statements and notes for the year give a true and fair view;

(c) 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

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

Neil Tomkinson

Chairman

Perth, 29 September 2006

Chartered Accountants
& Advisers

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INDEPENDENT AUDIT REPORT TO THE MEMBERS OF HAMPTON HILL MINING NL

Scope

The Financial Report and Directors' Responsibility

The financial report comprises the balance sheet, income statement, cash flow statement, statement of changes in equity, accompanying notes to the financial statements, and the directors' declaration for both Hampton Hill Mining NL (the company) and the consolidated entity, for the year ended 30 June 2006. The consolidated entity comprises both the company and the entities it controlled during that year.

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

Audit Approach

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

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

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

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

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

Quality System
Quality Endorsed Company ISO 9001 Lic 8142/08 Standards Australia

BDO *is a national association of separate partnerships and entities.*

Independence

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

The independence declaration given to the directors in accordance with section 307C would be in the same terms if it had been given at the date of this report.

Audit Opinion

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

(a) the Corporations Act 2001, including:

(i) giving a true and fair view of the company's and consolidated entity's financial position as at 30 June 2006 and of its performance for the year ended on that date; and

(ii) complying with Accounting Standards in Australia and the Corporations Regulations 2001; and

(b) other mandatory financial reporting requirements in Australia.

BDO
Chartered Accountants

M Shafizadeh
Partner

Perth, Western Australia
Dated this 29th day of September 2006

SHAREHOLDER INFORMATION

as at 21 September 2006

1. Number and distribution of equity securities

Ordinary shares			**Ordinary shares fully paid Listed**	**Ordinary shares paid to 0.1 cents Not listed**
Shares on issue			112,473,965	1,900,000
Distribution by holding				
1	-	1,000	7	-
1,001	-	5,000	62	
5,001	-	10,000	110	-
10,001	-	100,000	415	3
100,001	+		141	2
			735	5

2. Marketable parcels

There were 36 holders of less than a marketable parcel of ordinary shares.

3. Employee incentive schemes

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

4. Substantial shareholders

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

Name	**No of Shares**	**%**
Wythenshawe Pty Ltd & Associates	44,643,825	39.69

5. Voting rights

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

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

SHAREHOLDER INFORMATION (continued)

as at 21 September 2006

6. Twenty largest shareholders

	Shareholders	No of Shares	%
1	J N Pitt	27,844,708	24.76
2	Wythenshawe Pty Ltd	10,734,800	9.54
3	Warramboo Holdings Pty Ltd	5,993,918	5.33
4	Elizabeth Explorations Pty Ltd	3,635,000	3.23
5	Crescent Nominees Ltd	2,748,972	2.44
6	Trayburn Pty Limited	2,731,451	2.43
7	Wudina Pty Ltd	1,828,000	1.63
8	Evergem Pty Ltd	1,399,000	1.25
9	Allarrow Pty Ltd	1,295,650	1.15
10	Wudina Pty Ltd <Forte Family Retirment Fund A/c>	1,234,400	1.10
11	K Haynes	1,129,512	1.00
12	E H Morgan	1,032,144	0.92
13	W B and S Whitfield <Whitfield Superfund A/c>	954,799	0.85
14	M & H Mansfield <Mansfield Family Superfund A/c>	835,302	0.74
15	Maka Holdings Pty Ltd	800,000	0.71
16	G R Strong	775,000	0.69
17	Bluejay Enterprises Pty Ltd	657,623	0.58
18	O Kelly	648,000	0.58
19	Winpar Holdings Pty Ltd	619,800	0.55
20	L A Armstrong	607,599	0.54
		67,505,678	60.02

MINERAL TENEMENT INFORMATION

PROJECT	TENEMENT	PERCENT HOLDING	NOTES	TITLE HOLDER	JOINT VENTURER
Ryansville	E20/168	100%	(1)	Hampton Hill Mining NL	Aurora Minerals Limited
	ELA20/481- 482	100%	(1)	Hampton Hill Mining NL	Aurora Minerals Limited
	MLA20/375 - 376	100%	(1)(2)	Hampton Hill Mining NL	Aurora Minerals Limited
	ELA20/0626	100%	(1)	Hampton Hill Mining NL	Aurora Minerals Limited
	PLA20/1961 - 1962	100%	(1)	Hampton Hill Mining NL	Aurora Minerals Limited
Weebacarry	E51/1021	100%	(1)	Hampton Hill Mining NL	Aurora Minerals Limited
	ELA51/1089	100%	(1)	Hampton Hill Mining NL	
	ELA51/1151 - 1152	100%	(1)	Hampton Hill Mining NL	Aurora Minerals Limited
	PLA51/2538	100%	(1)	Hampton Hill Mining NL	Aurora Minerals Limited
Glenview/ Midwest	E20/208	100%	(3)	Hampton Hill Mining NL	Midwest Corporation Ltd
	M20/311	100%	(3)	Hampton Hill Mining NL	Midwest Corporation Ltd
	E20/450	100%	(3)	Hampton Hill Mining NL	Midwest Corporation Ltd
	E20/474	100%	(3)	Hampton Hill Mining NL	Midwest Corporation Ltd
	ELA51/981	100%	(3)	Hampton Hill Mining NL	Midwest Corporation Ltd
	MLA20/472 - 475	100%	(3)(4)	Hampton Hill Mining NL	Midwest Corporation Ltd
	MLA20/502 -504	100%	(3)(5)	Hampton Hill Mining NL	Midwest Corporation Ltd
	ELA20/625	100%	(3)	Hampton Hill Mining NL	Midwest Corporation Ltd
	MLA20/511 - 512	100%	(3)(6)	Hampton Hill Mining NL	Midwest Corporation Ltd
Glenview / Midwest	ELA20/457 & 459	0%	(7)	Midwest Corporation Ltd	
Non-ferrous	ELA20/492 & 595	0%	(7)	Midwest Corporation Ltd	
	ELA51/ 907	0%	(7)	Midwest Corporation Ltd	
	MLA20/419	0%	(7)	S Macdonald	
Apollo Hill	E31/116	100%		Apollo Mining Pty Ltd	Apex Minerals NL
	E31/685	100%		Hampton Hill Mining NL	Apex Minerals NL
	MLA31/398 & 437	100%	(8)	Apollo Mining Pty Ltd	Apex Minerals NL
	E39/129	100%		Apollo Mining Pty Ltd	Apex Minerals NL
	E39/799	100%		Apollo Mining Pty Ltd	Apex Minerals NL
	E39/1051	100%		Apollo Mining Pty Ltd	Apex Minerals NL
	MLA39/340 - 341	100%	(9)	Apollo Mining Pty Ltd	Apex Minerals NL
	MLA39/850 & 852	100%	(10)	Apollo Mining Pty Ltd	Apex Minerals NL
	MLA39/915 - 916	100%	(11)	Apollo Mining Pty Ltd	Apex Minerals NL
	MLA39/949 - 950	100%	(12)	Apollo Mining Pty Ltd	Apex Minerals NL
	MLA39/997 & 1063	100%	(13)	Apollo Mining Pty Ltd	Apex Minerals NL
	ELA39/1198	100%		Apollo Mining Pty Ltd	Apex Minerals NL
	ELA39/1236	100%		Apollo Mining Pty Ltd	Apex Minerals NL
Capricorn JV	E52/1830	75%		Hampton Hill Mining NL	Metallica Pty Ltd
	ELA52/1936	75%		Hampton Hill Mining NL	Metallica Pty Ltd
Mt Monger	MLA26/614	Royalty	(14)	Solomon (Australia) Pty Ltd	
	P26/2324	Royalty	(14)	Solomon (Australia) Pty Ltd	
Polelle	E51/979	100%		Hampton Hill Mining NL	
	E51/1062	100%		Hampton Hill Mining NL	

MINERAL TENEMENT INFORMATION (continued)

PROJECT	TENEMENT HOLDING	PERCENT	NOTES	TITLE HOLDER	JOINT VENTURER
Northlander JV	MLA15/1129	Royalty	(15)(23)	Cazaly Resources Ltd	
	MLA15/1130	Royalty	(15)(16)	Cazaly Resources Ltd	
	MLA16/348	Royalty	(15)(17)	Cazaly Resources Ltd	
	P15/3368	Royalty	(15)	Cazaly Resources Ltd	
	P15/3370 - 3373	Royalty	(15)	Cazaly Resources Ltd	
	P16/1615 - 1618	Royalty	(15)	Cazaly Resources Ltd	
	MLA16/361	Royalty	(15)(18)	Hampton Hill Mining NL	
	P15/3725 & 3728	Royalty	(15)	Hampton Hill Mining NL	
	MLA15/1314	Royalty	(15)(19)	Hampton Hill Mining NL	
	M15/696	Royalty	(15)	Cazaly Resources Ltd	
	MLA15/1063	Royalty	(15)	Hampton Hill Mining NL	
	MLA15/1300	Royalty	(15)(20)	Hampton Hill Mining NL	
	P15/3363	Royalty	(15)	Cazaly Resources Ltd	
	P15/3741 - 3742	Royalty	(15)	Hampton Hill Mining NL	
	P15/4076	Royalty	(15)	Cazaly Resources Ltd	
	MLA15/1421	Royalty	(15)(21)	Cazaly Resources Ltd	
	MLA15/818	Royalty	(15)(22)	Killoran NL	
	P15/2916	Royalty	(15)	Killoran NL	
	P15/3029	Royalty	(15)	Killoran NL	
Leinster	P36/1339 - 1341	18.73%		Dalrymple Resources NL	Breakaway Resources Limited
	E36/245	18.73%		Hampton Hill Mining NL	Breakaway Resources Limited
	E36/273	18.73%		Dalrymple Resources NL	Breakaway Resources Limited
	M36/505 - 507	18.73%	(24)	Hampton Hill Mining NL	Breakaway Resources Limited
	M36/511	18.73%	(25)	Dalrymple Resources NL	Breakaway Resources Limited
Griffins Find	E70/1958	0%	(26)		Brian McNab
	E70/2465	0%	(26)		Brian McNab
	E70/2743	100%		Hampton Hill Mining NL	
	P70/1483 - 1884	100%		Hampton Hill Mining NL	
Wheatley	E70/2254	Earning 18.75%		Australian Tantalum Ltd Teck Cominco Aust Pty Ltd	Australian Tantalum Ltd BHP Billiton Minerals Pty Ltd
	E70/2258	Earning 25%		BHP Billiton Minerals Pty Ltd BHP Billiton Minerals Pty Ltd	Teck Cominco Aust Pty Ltd
	E70/2339	Earning 25%		BHP Billiton Minerals Pty Ltd	Teck Cominco Aust Pty Ltd BHP Billiton Minerals Pty Ltd
	MLA70/1233 - 1234	Earning 25%	(27)	BHP Billiton Minerals Pty Ltd	Teck Cominco Aust Pty Ltd BHP Billiton Minerals Pty Ltd
	ELA70/2611	Earning 25%		Teck Cominco Aust Pty Ltd	Teck Cominco Aust Pty Ltd BHP Billiton Minerals Pty Ltd
	E70/2657	50%		Hampton Hill Mining NL	Teck Cominco Aust Pty Ltd
	ELA70/2658	50%		Hampton Hill Mining NL	Teck Cominco Aust Pty Ltd
	ELA70/2662 - 2663	50%		Hampton Hill Mining NL	Teck Cominco Aust Pty Ltd
	E70/2649	Earning 37.5%		Moly Mines Limited	Teck Cominco Aust Pty Ltd

MINERAL TENEMENT INFORMATION (continued)

MINERAL TENEMENT INFORMATION (CONTINUED)

PROJECT	TENEMENT	PERCENT HOLDING	NOTES	TITLE HOLDER	JOINT VENTURER
Manyingee North	E08/1499 - 1500	0%	(28)	Skryne Hill Pty Ltd	
Remarkable Hill	ELA08/1652 - 1653	100%		Hampton Hill Mining NL	
Sylvania	E52/1908	100%		Hampton Hill Mining NL	
	ELA52/0922 - 0924	100%		Hampton Hill Mining NL	
Maranoa Bore	ELA51/1138	100%		Hampton Hill Mining NL	
Mt Mulcahy	ELA20/640	100%		Hampton Hill Mining NL	

NOTES

(1) Aurora Minerals earning 51%.
(2) MLA20/375 & 376 are mining lease applications over E20/168.
(3) Mid West earning 60% interest in iron ore rights. Hampton Hill retains 100% of base metal, gold and platinum group metal rights.
(4) MLA20/472 - 475 are mining lease applications over E20/208.
(5) MLA20/502 - 504 are mining lease applications over E20/474.
(6) MLA20/511 - 512 are mining lease applications over E20/450
(7) Hampton Hill has the right to explore for and develop base metals, gold and platinum group metals subject to paying a net smelter return royalty of 1.5% of the sale price of these mining products for these metals to Midwest Corporation Limited.
(8) MLA31/398 & 437 are mining lease applications over part of E39/799.
(9) MLA39/340 - 341 are mining lease applications over E39/129.
(10) MLA39/850 & 852 are mining lease application over E31/116.
(11) MLA39/915 - 916 are mining lease applications over part of E39/799.
(12) MLA39/949 - 950 are mining lease applications over part of E39/799.
(13) MLA39/997 & 1063 area mining lease applications over E39/1051
(14) MLA26/614 is a mining lease application over P26/2324.
(15) Interests in tenements sold to Cazaly Resources Limited.
(16) MLA15/1130 is a mining lease application over P15/3371.
(17) MLA16/348 is a mining lease application over P15/3363 and P's 16/1615 to 1618 inclusive.
(18) MLA16/361 is a mining lease application over P16/1670 and 1671.
(19) MLA15/1314 is a mining lease application over P15/3725 and 3728.
(20) MLA15/1300 is a mining lease application over P15/3741 and 3742.
(21) MLA15/1421 is a mining lease application over P15/4706.
(22) MLA15/818 is a mining lease application over P15/2916 and 3029.
(23) MLA15/1129 is a mining lease application over P15/3368, 3370, 3372 and 3373.
(24) MLA36/505 - 507 are mining lease applications over E36/245.
(25) MLA36/511 is a mining lease application over E36/273.
(26) Hampton Hill has an option to purchase E70/1958 & 2465 subject to a production royalty.
(27) MLA70/1233 -1234 are mining lease applications over part of E70/2339.
(28) Option to purchase E08/1499 & 1500 subject to production royalty

Notes

Notes

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