Hampton Hill Mining NL

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26 October 2007

Company Announcements Office
ASX Limited
PO Box H224 Australia Square
SYDNEY NSW 2000

Dear Sir / Madam

2007 Annual Report

The 2007 Annual Report for Hampton Hill Mining NL is attached.

Yours faithfully

Peter Ruttledge
Company Secretary

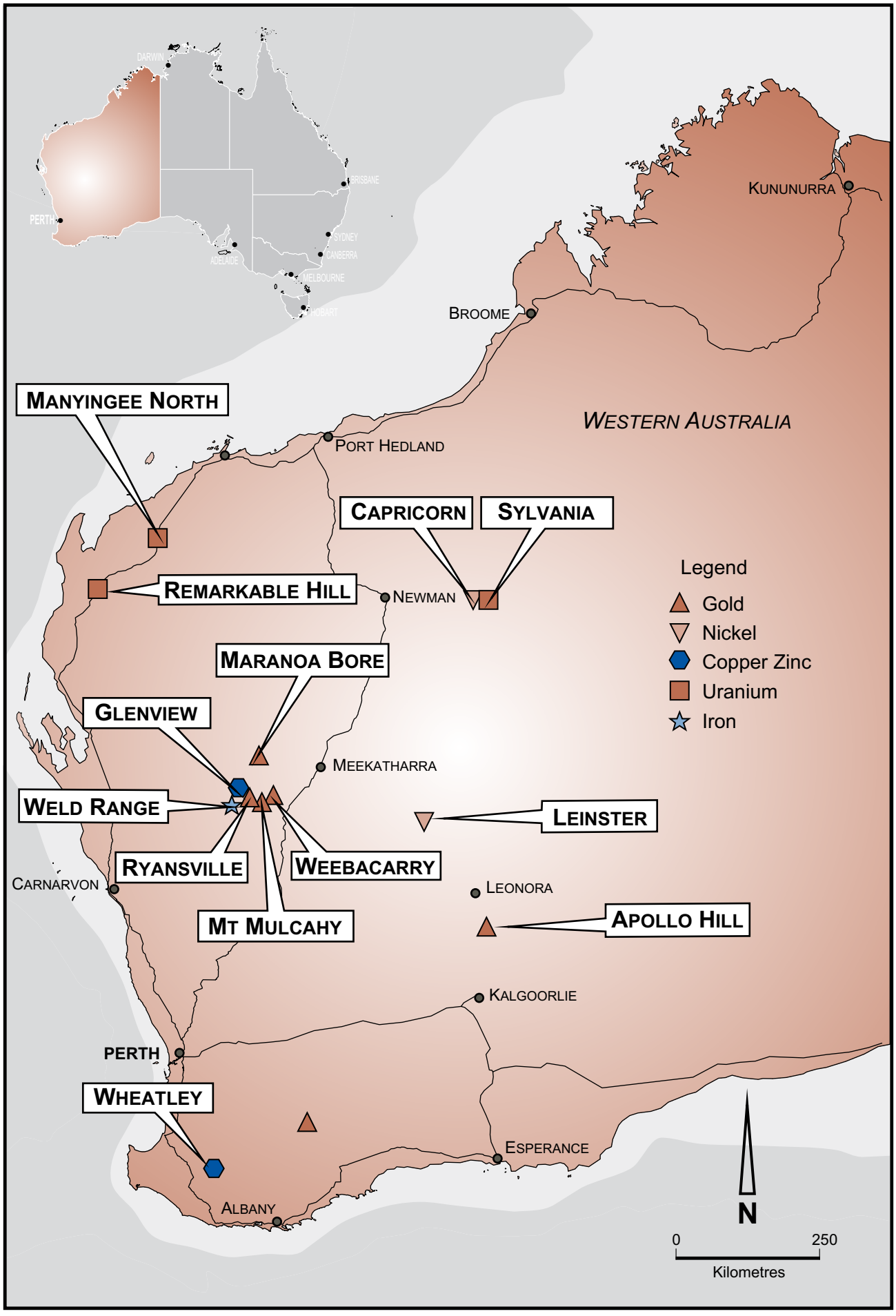
Hampton Hill Mining NL

ABN 60 060 628 524

Annual Report

2007

PROJECT LOCATIONS



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Corporate Directory

Directors

Neil Tomkinson
Non-executive Chairman

Wilson Forte
Managing Director

Joshua Pitt
Non-executive Director

Company Secretary

Peter Ruttledge

Registered and Business Office

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Home Exchange

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Perth WA 6000

Auditors

BDO Kendalls Audit & Assurance (WA)
128 Hay Street
Subiaco WA 6008

Share Registry

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

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

Operations Review

Hampton Hill Mining NL maintained an active exploration program during the year with a particular focus on advancing the Wheatley base metal joint venture and commencing uranium exploration. The Company also carried out a deep drill test of the Glenview base metal target while gold exploration managed by our joint venture partners continued at the Apollo Hill and Weebacarry projects.

The tenements that comprise Hampton's Weld Range iron ore interests are referred to below as the Hampton iron ore tenements. They are held in joint venture with Midwest Corporation Limited and are developing into a potentially major asset for your Company. Midwest is rapidly advancing the Weld Range direct shipping ore project in joint venture with the Chinese company, Sino Steel Corporation, with a view to completing prefeasibility studies by October 2008. It has recently announced a resource of 114 million tonnes and estimates that in the order of 225 million tonnes will be required as a basis for project development studies. Although all of the recently announced resource lies outside the Hampton iron ore tenements, Midwest plans a major drilling program to commence on these tenements in early 2008 with the aim of providing a significant increase in resources.

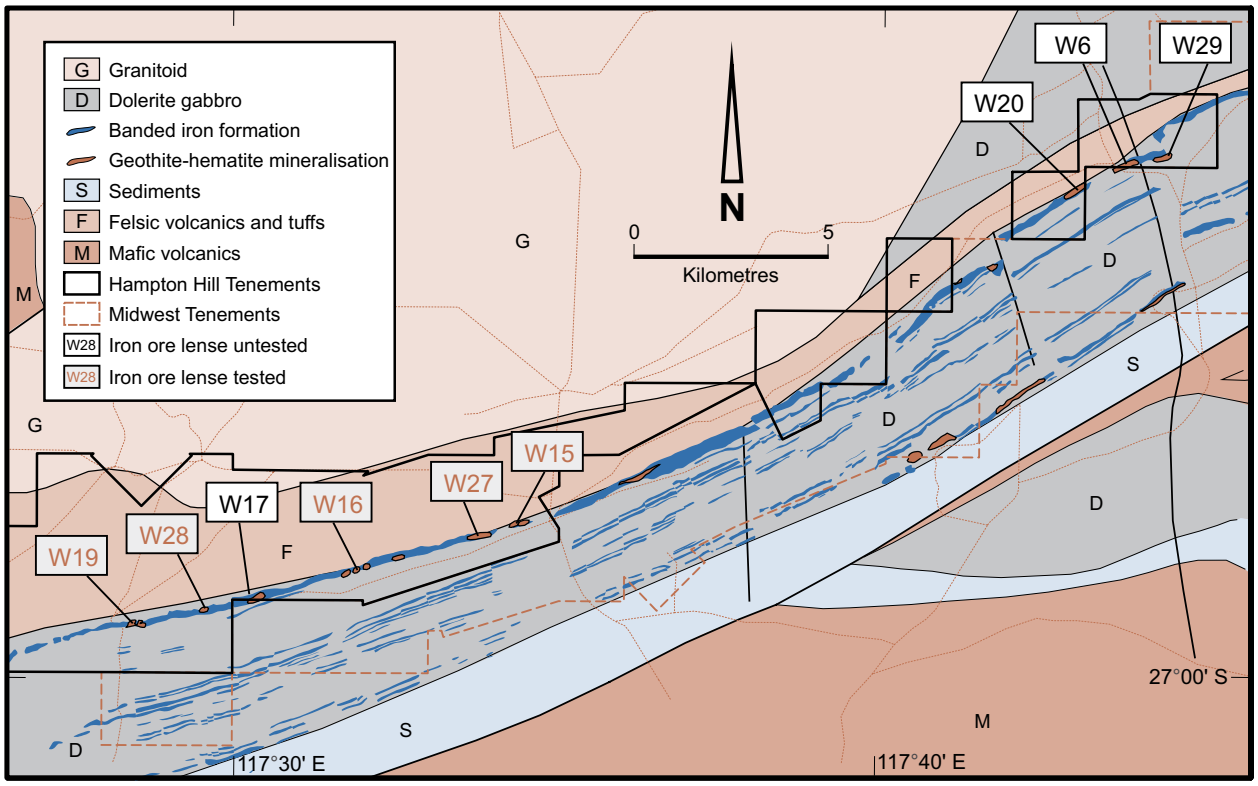
In view of the increasing importance of this iron ore asset to your Company, and because of the elections which Hampton has secured relating to this project, as explained below, the Company will constrain its own exploration programs in the coming year to its already existing tenement portfolio.

Weld Range Direct Shipping Ore Project

Hampton has a joint venture with Midwest Corporation Ltd involving tenements located along the northern margins of the Weld Range, about 65 kilometres northwest of the township of Cue in the Murchison region of Western Australia. Midwest is in the process of earning a 60% interest by funding all costs to the end of prefeasibility studies. The Hampton iron ore tenements lie adjacent to the more extensive tenement holdings of the Midwest /Sino joint venture, in which Hampton has no interest shown on Figure 1. The two separate tenement holdings are both being managed by Midwest as the Weld Range Direct Shipping Ore Project.

No ore resource has yet been established within the Hampton iron ore tenements but several broad intersections of plus 60% hematite/goethite ore have been made from some of the lenses tested to date and the more promising lenses are yet

FIGURE 1 WELD RANGE DIRECT SHIPPING ORE PROJECT



Operations Review continued

to be tested. There is potential for significant resources to be defined on the Hampton iron ore tenements which would be incorporated into the total project resource base.

The hematite/goethite iron ore resource base established to date on the adjacent Midwest/Sino tenements stands at 114 million tonnes grading 58.7% iron. A minimum reserve of 225 million tonnes is considered necessary in order to justify rail infrastructure to transport ore to a new port planned for Oakajee, north of Geraldton. A major drilling program is underway to expand this resource base and drilling is anticipated to commence on the Hampton iron ore tenements early in 2008.

The terms of our company's joint venture with Midwest effectively provide for a buy out of the Hampton interest for either cash or a royalty. This will be triggered by the completion of prefeasibility studies anticipated by October next year. At that point, the Hampton interest will either be sold for cash to Midwest at an arbitrated value or converted to a 2% free on board royalty – unless the resources established on the Hampton iron ore tenements represent not less than 35% of the total Weld Range Direct Shipping Ore project resources. Should the proportion of total project resources on the Hampton iron ore tenements exceed 35% Hampton would have the right to maintain its 40% interest; however, while it is likely that significant tonnages will be forthcoming, they are not expected to reach that level.

Glenview Base Metal Project

During the year Hampton continued with base metal exploration at Glenview. The geology of this project 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.

As part of this program, the Company completed an 801 metre diamond drill hole which intersected combinations of copper, lead and zinc mineralisation in veins and disseminations accompanied by moderate to strong alteration -mainly over a 170 metre down hole section from 536 metres depth. An extensive program of down hole electromagnetics on this hole and other selected drill holes was carried out to determine whether there were any off hole anomalies worth further drill testing. Unfortunately, the program produced negative results.

The Company has reviewed all past exploration of this long standing project and decided that further base metal exploration expenditure could not be justified and the tenements will now be solely managed by Midwest in the pursuit of iron ore resources.

Apollo Hill Gold Project

The project is situated 40 kilometres southeast of the eastern goldfields township of Leonora. Major gold mines in the region include the Sons of Gwalia and Tarmoola mines to the northwest and the Carosue Dam mine to the southeast. The large Apollo Hill project covers 27 kilometres of the Keith Kilkenny structural corridor which is thought to be a major focus for gold mineralisation. The shear zone is largely concealed beneath transported overburden associated with the Lake Raeside drainage system and previous surface geochemical sampling and shallow RAB drilling has been of limited effect.

The past year has seen new joint venture partner Apex Minerals Ltd return encouraging results from the aggressive drilling program aimed at locating extensions of the three known gold mineralised trends at the central Apollo Hill location where the shear zone is exposed at the surface. Apex has expended more than $1 million on the project and has the right to earn a 51% interest by expending $3 million within three years. Should Hampton wish, it can 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 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%, Hampton 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.

The rocks exposed at surface at the Apollo Hill discovery location exhibit alteration and shearing up to 30 metres in width with five sets of gold bearing quartz veins accompanied by varying widths of intense alteration. Fine grains of visible gold occur at various narrow intervals in the drill core. These features demonstrate the strength of the system and its potential to host significant gold mineralization.

FIGURE 2 APOLLO HILL GOLD PROJECT

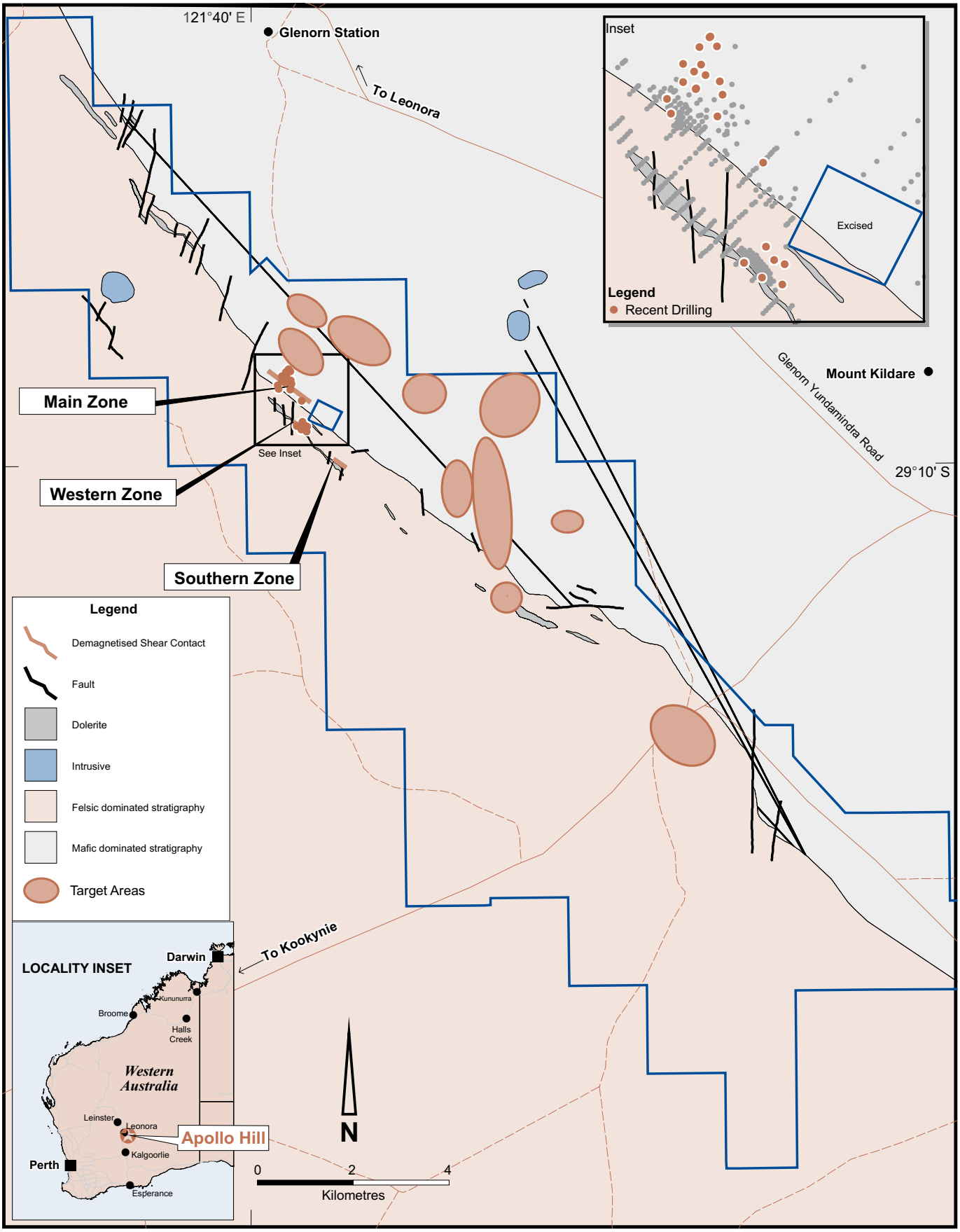
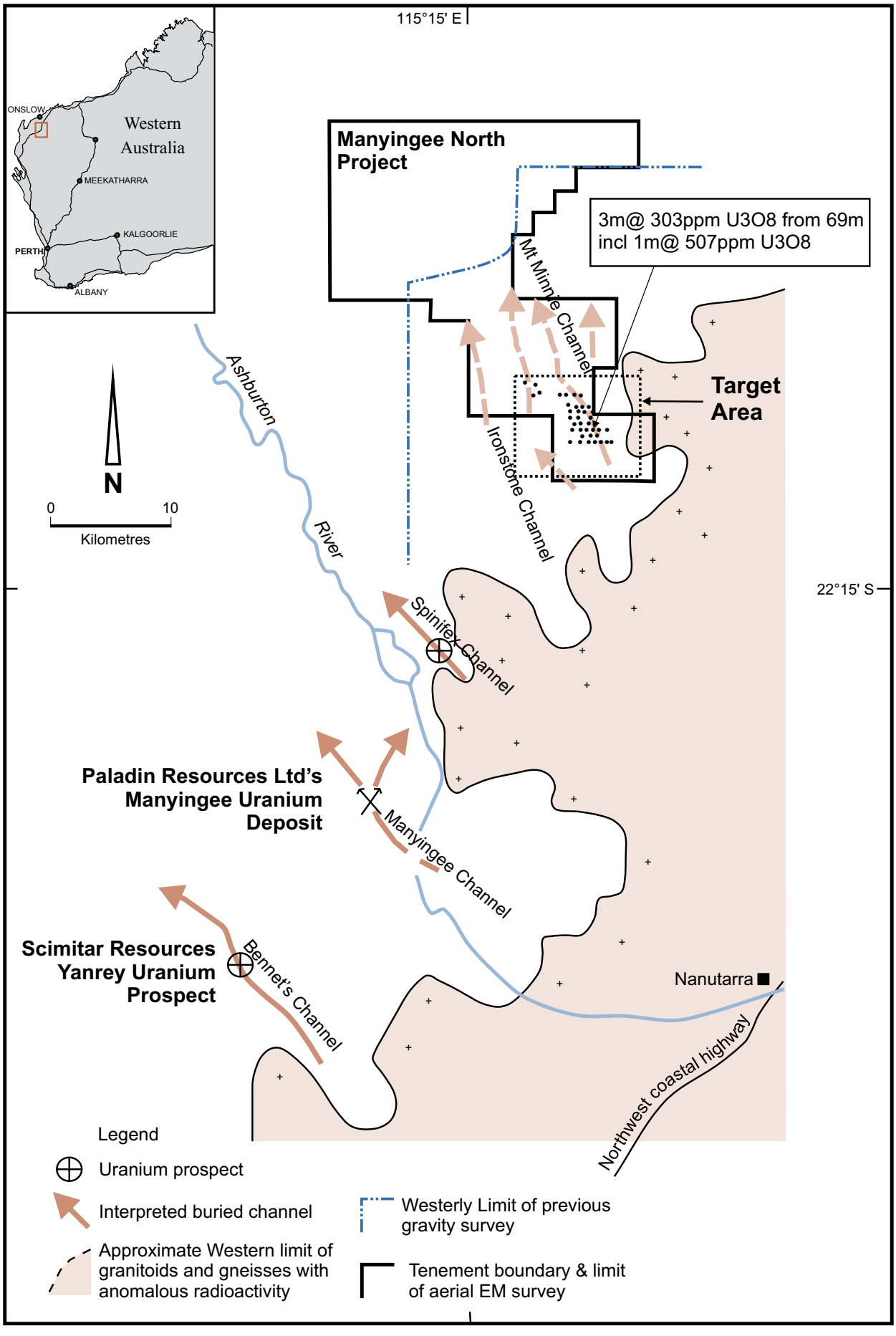


FIGURE 3 MANYINGEE NORTH URANIUM PROJECT



Operations Review continued

Twenty six reverse circulation and diamond holes were completed during the year. Significant extensions to the main, eastern and western zones of mineralization were outlined. The best gold results from the main zone included 10 metres averaging 6.5 grams per tonne from 256 metres, 11.97 metres averaging 4.5 grams per tonne from 186 metres, and 6 metres averaging 4.4 grams per tonne from 124 metres. These results indicate that gold mineralization improves where the lode systems transgress away from the contact with underlying felsic schists into the overlying basalts.

All the drilling in the past year has been on and around the original discovery location at Apollo Hill. The next phase of exploration will concentrate on drilling regional targets. A structural review has identified 10 targets as shown on Figure 2. At least five of these are expected to be tested during this program.

Manyingee North Uranium Project

The Manyingee North project is located 40 kilometres north of Paladin Resources Ltd's Manyingee uranium deposit and about 30 kilometres southeast of Onslow. The Manyingee North project covers a similar geological setting of buried drainage channels as were encountered by Paladin which reported an inferred resource of 12,000 tonnes of contained uranium at a grade of 0.08% for the Manyingee deposit. Hampton holds an option to purchase the Manyingee North project from private interests. It comprises two exploration licenses with an area of 445 square kilometres.

Under the terms of the option agreement, $20,000 has been paid in reimbursement of past expenditure and 500,000 Hampton shares issued. The initial option period which expires 60 days after the receipt of the assays from the 2007 drilling program may be extended by the once only issue of an additional 1,000,000 Hampton shares and the payment of $20,000. Hampton can exercise the option and purchase the tenements by the payment of $1,000,000 (CPI indexed) and agreeing to pay a 2% gross royalty on production.

To assist in locating any buried channels Hampton commissioned a helicopter borne EM geophysical survey and employed this data together with previous aeromagnetic and ground based gravity surveys to position drill holes. The holes were positioned to test for roll front uranium mineralization which can occur where oxidizing, uranium bearing groundwater flowing down channels comes into contact with a reducing environment of carbonaceous detritus in sedimentary rocks.

Hampton recently completed a 39 hole aircore drill program which confirmed the presence of several broad, buried drainage channels and located a number of complex oxide /reduction interfaces. One of these oxide reduction interfaces returned assays averaging 303 parts per million U_3O_8 over 3 metres from 69 metres below surface with the uppermost interval assaying 507 parts per million U_3O_8 as shown in Figure 3. Follow up infill holes will be drilled before the end of the year to close in the hole spacing from 500 metres to 200 metres.

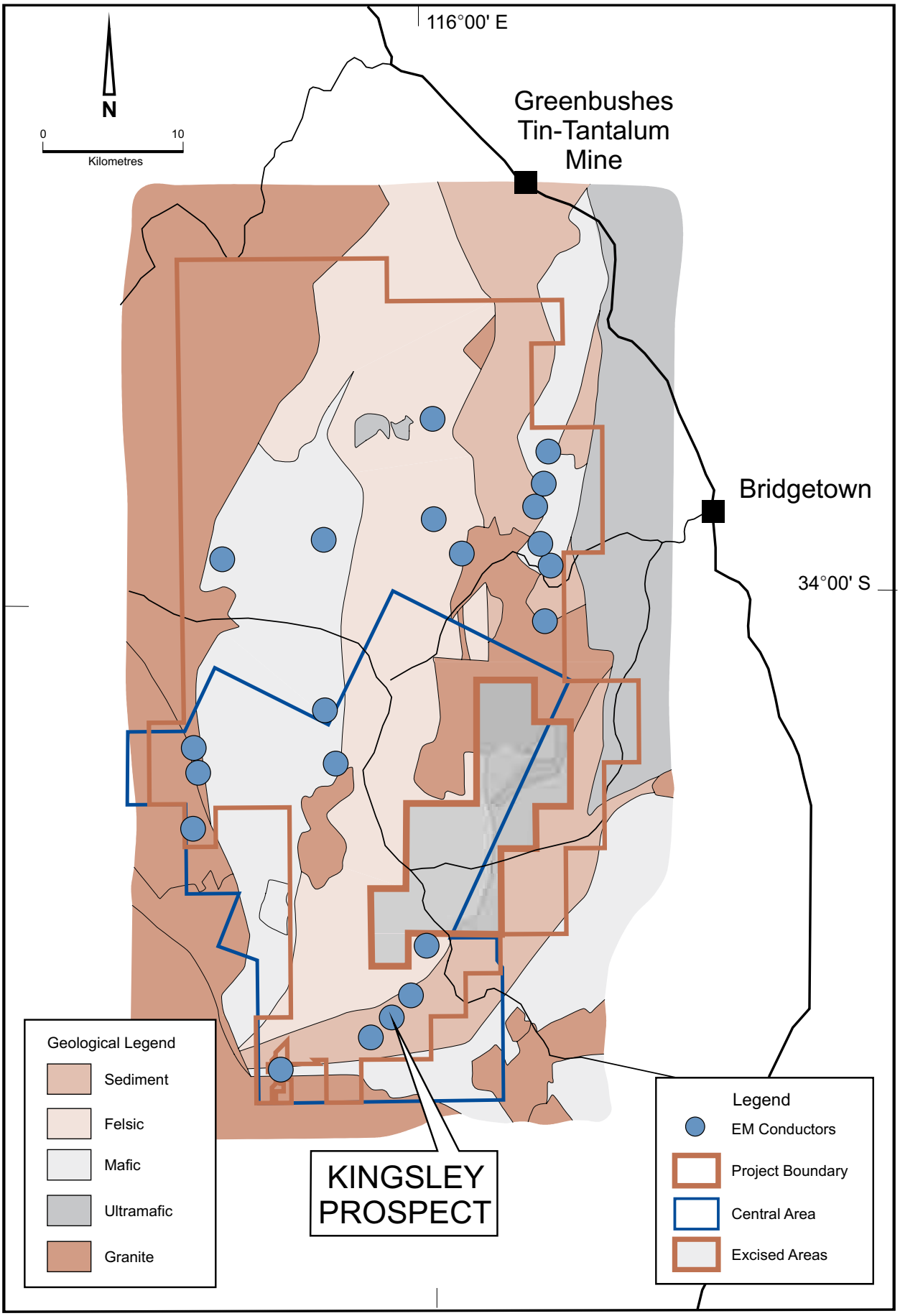
Wheatley Base Metal Project

During the year Hampton negotiated the takeover of the management of the Wheatley project near Manjimup from its longstanding joint venture partner Teck Cominco Ltd of Canada (Teck). The terms of the joint venture now provide for Hampton to gain total ownership of the project by being the sole contributor of $1,500,000 of project expenditure prior to 30th June 2011 subject to a royalty over some of the tenements payable to BHP-Billiton and to Teck's right, at any time, to revert ownership to a 50:50 basis by electing to replace Hampton as sole contributor and contributing three times Hampton's contributions to that date. Should Teck elect to earn back in to the project, then it will be required to provide Hampton with a 30% free carry to the end of feasibility studies. In line with these arrangements Hampton has already expended over $300,000.

Most of the exploration undertaken by the joint venture has been focussed on the Kingsley prospect which is associated with a three kilometre long magnetic anomaly and one of the more prominent project electromagnetic anomalies. The best result from drilling to date was a semi-massive sulphide intersection of 4.1 metres averaging 2.2% zinc with minor copper and lead. This confirmed Kingsley as an exciting target and provided encouragement for the testing of the other electromagnetic targets within the project area.

Since becoming manager Hampton has continued with diamond drilling at Kingsley as well as limited surface geochemical sampling on project tenements in joint venture with Haddington Resources Limited and Moly Mines Ltd. Five diamond holes totalling 1,212 metres tested along strike and down dip from previous base metal intersections at the Kingsley prospect. Minor base metals were present in association with thin zones of sulphides in each of the holes.

FIGURE 4 WHEATLEY BASE METAL PROJECT



Operations Review continued

While the drilling was clearly disappointing, an encouraging factor is that the sulphides occur in association with the contact between unaltered mafic hanging wall rocks and a highly altered footwall sequence that exceeds 20 metres width in places. Exploration to date has left very extensive sections of the Kingsley strike and down dip extensions untested and the sulphides intersected to date could be peripheral to more significant mineralization.

The next phase of exploration at Kingsley will involve down hole electromagnetic surveys to look for off hole conductors which may be associated with thicker accumulations of base metal sulphides. It is planned to undertake this survey after the winter rains when the forest is dry and the risk of spreading dieback is low. Hampton also plans to review other significant electromagnetic targets on the project to determine which require testing in the next phase of drilling as shown on Figure 4.

The Wheatley project area lies to the immediate south west of Sons of Gwalia Ltd's Greenbushes tin-tantalite-lithium mine where mineralisation is hosted in pegmatites. Several occurrences of these minerals are known to exist within the project. Pisolite geochemical samples showed several areas which are moderately anomalous in elements which are commonly associated with mineralised pegmatites. Hampton has elected to withdraw from the joint venture with Moly Mines Limited following a review of exploration results.

Leinster Nickel Project

This project is situated near BHP-Billiton's Leinster nickel mines, adjacent to the tenements covering the high grade Waterloo nickel sulphide mine and directly south of the Weebo nickel sulphide deposit of 12.6 million tonnes of 0.67% nickel. The project covers a portion of the ultramafic-bearing corridor hosting the major nickel sulphide deposits being mined at Mt Keith, Leinster and Cosmos.

Last year Breakaway Resources Limited bought the 81.27% LionOre Mining International Ltd's interest in this project and Hampton's 18.73% interest is now free carried by Breakaway for the next $500,000 of exploration expenditure.

Breakaway completed 94 RAB holes and 26 aircore holes for a total of 4,510 metres of drilling during the year. This drilling completed the 400 metre line spacing bedrock geochemical testing of the prospective Weebo ultramafic trend and also tested some magnetic anomalies. Preliminary assessment of results suggests the program has not located any substantial nickel pathfinder anomalism. A detailed interpretation is underway to fully assess the results.

The Aurora Minerals Joint Venture Projects

Hampton has a joint venture with Aurora Minerals Limited as manager involving the **Weebacarry and Ryansville projects**, near Cue, 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. Twelve kilometres of this shear zone which is known locally as the Jungar Bore Shear Zone ("JBSZ") are covered by the project.

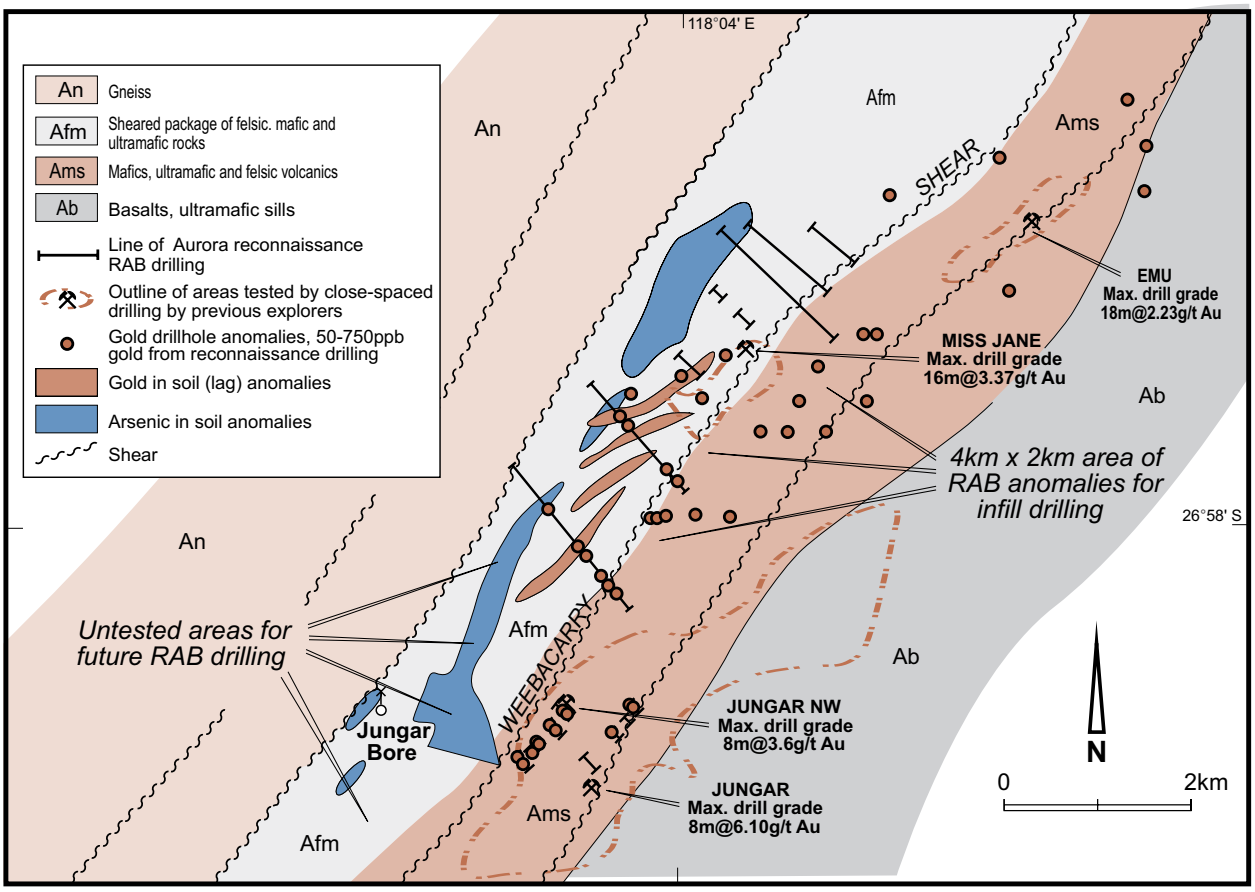
Aurora completed geological mapping, rock chip sampling and a scout aircore/ RAB drilling program totalling 3,805 metres during the year. The holes were drilled on 6 lines along strike at 250 metres to 800 metres apart to test the northern strike

Operations Review continued

extension of the Miss Jane mineralisation where historical drilling returned 16 metres averaging 3.4 grams per tonne gold (see Figure 5). The best results from this drilling were 15 metres averaging 0.8 grams per tonne gold from 15 metres down hole and 5 metres assaying 1.4 grams per tonne from 45 metres down hole. Further drilling is required to follow up these anomalous results.

At the **Ryansville project** exploration has focussed on defining gold and arsenic mineralisation over a strike of 4 kilometres seeking Hill 50 style ore bodies. A recent interpretation of aeromagnetic data suggests that the northern portion of the Ryansville project which is partly masked by colluvium is prospective for iron ore. Iron ore lenses hosted in a banded iron formation occur along strike in other parts of the Weld Range in tenements held by Midwest.

FIGURE 5 WEEBACARRY GOLD PROJECT

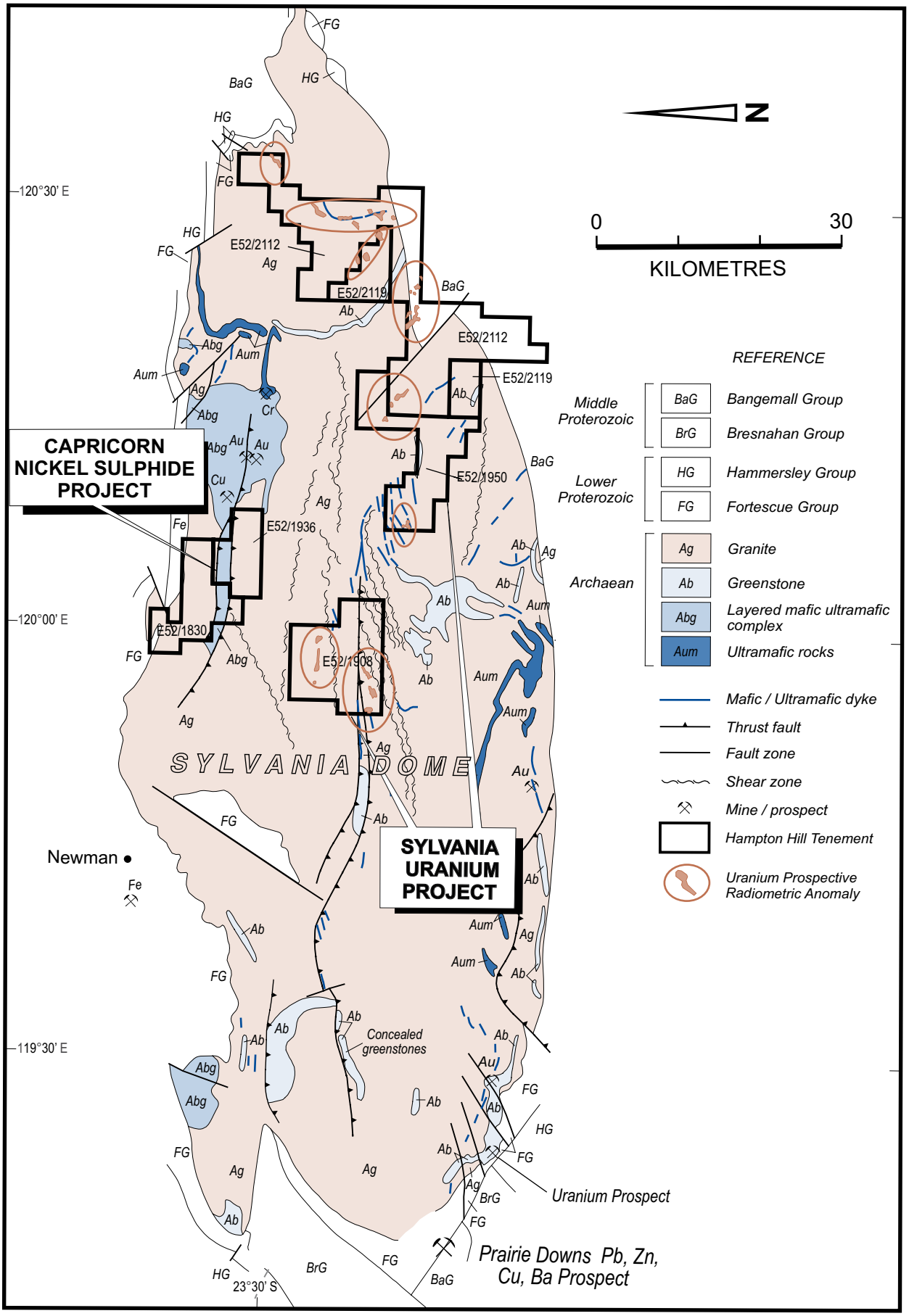


Capricorn Nickel Sulphide Project

The Capricorn project is situated 50 kilometres southeast of the township of Newman in the East Pilbara region of Western Australia. It covers a gabbroic complex prospective for nickel sulphide mineralisation situated along the northern margin of the Sylvania Dome(see Figure 6). Hampton has a 75% interest in the project with an unlisted private company holding the remaining 25% interest.

Nickel and platinoid anomalism was discovered by Hampton in gossan rock chip and soil sampling within the gabbroic complex at the Millipede prospect. Two early RC holes returned a best result of 6 metres averaging 0.38% nickel, 0.2% copper and 0.8 parts per million platinum from 15 metres below surface. Hampton then commissioned an EM survey which highlighted two targets 1.8 kilometres apart that were coincident with the soil and/or shallow RC drill hole geochemical anomalies. Subsequent drilling resulted in best intersections of 2 metres of 1.36% nickel with 0.62% copper and 5 metres of 0.31% nickel with 0.21% copper hosted in semi-massive sulphides. Encouragingly, these intersections were associated with the upper of two steeply dipping ultramafic units about 80 metres apart within the layered gabbroic complex.

FIGURE 6 CAPRICORN NICKEL SULPHIDE AND SYLVANIA URANIUM PROJECTS



Operations Review continued

During the year Hampton reappraised the past exploration data and outlined new concepts for further significant exploration for nickel sulphides. Discussions have commenced with a view to securing a joint venture to fund the exploration of the new concepts.

Other Projects

The **Remarkable Hill uranium project** consists of two new exploration licenses totalling 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, sediment hosted base metal sulphides and oil. Follow up sampling of weakly anomalous uranium targets is planned for next field season.

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. Native title negotiations will be required prior to this exploration proceeding.

Hampton holds several other projects including the **Maranoa Bore gold project** and **Mt Mulcahy gold project** which will be reviewed prior to any decision on whether further exploration is warranted.

Compliance Statements

The information in this report is based on information compiled by Wilson Forte who is a Member of The Australasian Institute of Mining and Metallurgy. Mr Forte is a full-time employee of the Company and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Forte consents to the inclusion in the report of the matters based on his information in the form and context in which they appear and has not withdrawn his consent.

Directors' Report

Hampton Hill Mining NL ("the Company" or "Hampton") is an Australian company listed on the Australian Securities 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 2007.

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, 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, 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, Director – non-executive

Mr Pitt is a geologist with substantial exploration experience who has for more than thirty years been a director of exploration and mining companies in Australia. Prior to its merger with LionOre Mining International Limited he was a director of Dalrymple Resources NL (resigned October 2003); more recently he was a non-executive director of LionOre Mining International Limited (appointed November 2003, resigned May 2005) and is currently a non-executive director of Traka Resources Limited (appointed July 2003), 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 and its subsidiary (the "Group" or "consolidated entity") 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 Consolidated entity's operating loss after tax for the financial year was $609,469 (2006: $1,747,720), of which $382,480 (2006: $1,457,738) 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

Other than 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

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 AND LIKELY DEVELOPMENTS

The Company's exploration focus during the last twelve months has involved drilling programmes aimed at base metals at Wheatley and Glenview and uranium at Manyingee North. Iron ore exploration at the Weld Range together with gold exploration at Apollo Hill and Weebacarry Bore and nickel sulphide exploration at Leinster continued with expenditure by third party joint venturers.

Drilling at the Wheatley Project comprised 5 diamond holes for a total of 1200 metres. Most holes intersected sulphide mineralisation with encouraging evidence of footwall alteration. After the winter rains, during which period the Company is not allowed to explore because of the threat of die back in the area, down hole electromagnetics will be carried out to test for off - hole anomalies. During the year the Company and Teck Cominco Ltd of Canada renegotiated the joint venture to allow the Company to take over management and in certain circumstances to acquire 100% of the project subject to a royalty over some of the tenements payable to BHP-Billiton.

Drilling for roll front uranium deposits at Manyingee North resulted in some anomalism being encountered the extent of which will be tested before the calendar year's end.

At Apollo Hill, drilling by the Company's joint venture partner, Apex Minerals NL, continued during the year. Future work will consist of drill testing regional targets away from the main Apollo Hill gold mineralisation which has been the focus of gold exploration this year. This work is planned to be carried out during the latter half of 2007.

Aurora Minerals Limited completed some scout drilling at Weebacarry Bore which returned some encouraging gold results and is currently assessing these results.

At the Leinster nickel sulphide project Breakaway Resources Limited completed an infill RAB program over the Weebo ultramafic trend. Preliminary assessment of the results suggests the program has not located any substantial nickel sulphide pathfinder anomalism. A detailed interpretation is being undertaken to fully assess the results.

No field work was carried out on the Ryansville Gold and Iron Ore or the Sylvania Uranium projects during the year. The Remarkable Hill Uranium project was only briefly visited in the field and further investigations are required to determine the potential of the area to host economic uranium deposits. The Capricorn nickel sulphide project is currently the subject of discussions with a prospective joint venturer.

Iron ore exploration by the Company's joint venture partner Midwest Corporation Limited (Midwest) continued during the year with significant haematite-goethite intercepts being reported. Hampton Hill has decided not to continue base metal exploration in the area as a result of disappointing exploration results.

During the year the Company issued to employees 750,000 ordinary shares at 20 cents each partly paid to 0.1 cents.

Likely Developments

The tenements that comprise Hampton's Weld Range iron ore interests are held in joint venture with Midwest and are developing into a potentially major asset for the Company. Midwest is rapidly advancing the Weld Range Direct Shipping Ore project in joint venture with the Chinese company Sino Steel Corporation, with a view to completing prefeasibility studies by October 2008.

In view of the increasing importance of this iron ore asset to the Company, the Company will constrain its own exploration programs in the coming year to its already existing tenement portfolio.

Directors' Report continued

MEETINGS OF DIRECTORS

The following table sets out the number of meetings of directors held during the year ended 30 June 2007 and the number of meetings attended by each director:

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

REMUNERATION REPORT

(a) Remuneration policy (Audited)

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 policy is not linked to the Company's performance.

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

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

Non-executive directors

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

Executive director and other key management personnel

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.

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.

(b) Service contracts (Audited)

The salary and superannuation package for the Managing Director, Mr Wilson Forte, for the year ended 30 June 2007 was $190,000 including non-cash benefits. In addition, pursuant to shareholders' approval at the annual general meeting of the Company in November 2006, the Company issued 500,000 partly paid shares to Mr Forte in December 2006 at 20 cents per share paid to 0.1 cents per share. The shares were valued at $43,750 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 fees and retainer payable by the Company to Sable Management Pty Ltd for Mr Ruttledge's services for the year ended 30 June 2007 exclusive of GST were $36,851, and the value of 100,000 partly paid shares issued to Mr Ruttledge in April 2007 at 20 cents per share paid to 0.1 cents per share was $3,900.

Directors' Report continued

(c) Remuneration details (Audited)

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
2007		Salary & fees $	Non-cash benefits $	Super-annuation $	Partly paid shares $	$
Directors						
Non-executive	N Tomkinson	-	-	-	-	-
	J N Pitt	-	-	-	-	-
Executive	W S Forte	115,005	7,025	74,995	43,750	240,775
		115,005	7,025	74,995	43,750	240,775
Other key management personnel						
Company Secretary	PC Ruttledge	36,851	-	-	3,900	40,751
2006						
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	PC Ruttledge	38,870	-	-	12,960	51,830

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

(d) Share based compensation (Audited)

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 terms and conditions of each grant of partly paid ordinary shares affecting remuneration in the previous, this or future reporting periods are as follows:

Grant and vesting date	Issue Price	Partly paid to	Value per share at grant date
5 October 2005	$0.20	$0.001	$0.065
23 December 2005	$0.20	$0.001	$0.048
27 December 2006	$0.20	$0.001	$0.088
5 April 2007	$0.20	$0.001	$0.039

Directors' Report continued

(d) Share based compensation (Audited) 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.

Details of partly paid ordinary shares in the company provided as remuneration to each director of the Company and each of the key management personnel of the Company are set out below. Further information on the partly paid shares is set out in note 16 to the financial statements.

NAME	Number of partly paid shares granted and vested during the year	
	2007	2006
Director		
W S Forte	500,000	500,000
Other key management personnel		
P C Ruttledge	100,000	200,000

The fair values of the partly paid shares issued during the years ended 30 June 2007 and 30 June 2006 have 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:

	2007		2006	
	Director	Other key management personnel	Director	Other key management personnel
Grant date	27 Dec 2006	5 Apr 2007	23 Dec 2005	5 Oct 2005
Issue price per share	20 cents	20 cents	20 cents	20 cents
Paid up amount per share	0.1 cents	0.1 cents	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	2 years from date of grant	2 years from date of grant
Market price per share of fully paid shares at time of grant	22 cents	13 cents	16 cents	17 cents
Risk free interest rate	5.95%	6.16%	5.24%	5.29%
Expected volatility	60%	70%	71%	71%

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

No partly paid shares were paid up during the years ended 30 June 2007 and 30 June 2006.

Directors' Report continued

(e) Additional information (Unaudited)

Share-based compensation: Partly paid ordinary shares

Further details relating to partly paid ordinary shares are set out below:

Name	A Remuneration consisting of partly paid shares	B Value at date of grant $	C Value at date paid up $	D Total of Column B-C $
W S Forte	18.2%	43,750	-	43,750
PC Ruttledge	9.6%	3,900	-	3,900

A = The percentage of the value of remuneration consisting of partly paid shares based on the value of partly paid shares expensed during the current year.

B = The value at grant date calculated in accordance with AASB 2 Share-based Payment of partly paid shares granted during the year as part of remuneration.

C = The value at date partly paid shares granted as part of remuneration were paid up during the year, being the intrinsic value of the shares at that date.

100% of partly paid shares vested on grant and the total value was expensed in the year of grant.

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

DIRECTORS' BENEFITS

Since 30 June 2007 no director of the Company has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of emoluments received or receivable by a Director shown in Note 15 to the Financial Statements), by reason of a contract that the Director, a firm of which he is a member, or an entity in which he has a substantial financial interest, has made (during the year ended 30 June, 2007 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

The directors had the following interests in shares in the Company at the date of this report:

DIRECTORS	Ordinary Shares Fully Paid	Ordinary Shares Partly Paid to 0.1 cents
JN Pitt	44,643,825	-
N Tomkinson	44,643,825	-
W S Forte	3,083,913	1,900,000

AUDIT COMMITTEE

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

Directors' Report continued

AUDITOR'S INDEPENDENCE DECLARATION AND NON-AUDIT SERVICES

A copy of the auditor's independence declaration as required by Section 307C of the Corporations Act 2001 is set out on page 20 of the Directors' Report.

BDO Kendalls Audit & Assurance (WA), the Company's auditor, did not perform any non-audit services for the Company for the year ended 30 June 2007.

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.

INSURANCE OF OFFICERS

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.

Signed in Perth in accordance with a resolution of Directors on 27 September 2007

N Tomkinson

Chairman

BDO Kendalls

BDO Kendalls Audit & Assurance (WA)
128 Hay Street
SUBIACO WA 6008
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WEST PERTH WA 6872
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ABN 90 360 101 594

27 September 2007

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

Dear Sirs

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

As lead auditor of Hampton Hill Mining NL for the year ended 30 June 2007, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

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

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

Yours faithfully
BDO Kendalls Audit & Assurance (WA) (formerly BDO)

BG McVeigh
Partner

Corporate Governance Statement

For the year ended 30 June 2007

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 profit and loss items in excess of $5,000 are material.

(b) Qualitative materiality

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

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

Corporate Governance Statement continued

For the year ended 30 June 2007

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

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

(c) Materiality in contracts

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

BOARD OF DIRECTORS

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

Independent Directors

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

The Chairman

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

The Managing Director

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

Nomination for board positions

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

Independent professional advice

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

ETHICAL AND RESPONSIBLE DECISION MAKING

Code of Conduct

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

Policy on share trading

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

Corporate Governance Statement continued

For the year ended 30 June 2007

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 auditor 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 auditor's report.

RISK MANAGEMENT

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

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

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

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

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

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

Corporate Governance Statement continued

For the year ended 30 June 2007

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 Statements

For the year ended 30 June 2007

	Note	Consolidated 2007 $	Consolidated 2006 $	Parent Entity 2007 $	Parent Entity 2006 $
Revenue from continuing operations	2	100,061	107,402	100,061	107,402
Exploration expenditure written off	7	(382,480)	(1,457,738)	(382,480)	(1,457,738)
Administration expenses	3	(323,031)	(394,334)	(323,031)	(394,334)
Depreciation expense	8	(4,019)	(3,050)	(4,019)	(3,050)
Loss before income tax		(609,469)	(1,747,720)	(609,469)	(1,747,720)
Income tax expense	4	-	-	-	-
Loss attributable to the ordinary equity holders of the Company		(609,469)	(1,747,720)	(609,469)	(1,747,720)
Loss per share from continuing operations attributable to the ordinary equity holders of the company					
Basic loss per share	23	0.54 cents	1.67 cents		
Diluted loss per share	23	0.54 cents	1.67 cents		

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

Balance Sheets

As at 30 June 2007

	Note	Consolidated 2007 $	Consolidated 2006 $	Parent Entity 2007 $	Parent Entity 2006 $
Assets					
Current Assets					
Cash and cash equivalents	5	743,270	1,810,989	743,270	1,810,989
Trade and other receivables	6	62,219	59,626	865,710	859,973
Total Current Assets		805,489	1,870,615	1,608,980	2,670,962
Non-Current Assets					
Exploration and evaluation assets	7	6,666,019	6,173,827	5,191,236	4,702,189
Plant and equipment	8	21,261	9,557	21,261	9,557
Other financial assets	9	-	-	673,601	673,601
Total Non Current Assets		6,687,280	6,183,384	5,886,098	5,385,347
Total Assets		7,492,769	8,053,999	7,495,078	8,056,309
Liabilities					
Current Liabilities					
Trade and other payables	10	84,048	86,873	84,048	86,873
Provisions	11	892	619	892	619
Total Current Liabilities		84,940	87,492	84,940	87,492
Total Liabilities		84,940	87,492	84,940	87,492
Net Assets		7,407,829	7,966,507	7,410,138	7,968,817
Equity					
Issued capital	12	15,311,051	15,310,301	15,311,051	15,310,301
Share based payments reserve	13	137,200	87,160	137,200	87,160
Accumulated losses		(8,040,422)	(7,430,954)	(8,038,113)	(7,428,644)
Total Equity		7,407,829	7,966,507	7,410,138	7,968,817

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

Statements Of Changes In Equity

For the year ended 30 June 2007

	Issued Capital	Accumulated Losses	Share Based Payments Reserve	Total Equity
	$	$	$	$
Consolidated				
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)
Total recognised income and expense for the year	-	(1,747,720)	-	(1,747,720)
Issue of fully paid shares	2,282,613	-	-	2,282,613
Issue of partly paid share	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
Balance at 1 July 2006	15,310,301	(7,430,954)	87,160	7,966,507
Net loss for the period	-	(609,469)	-	(609,469)
Total recognised income and expense for the year	-	(609,469)	-	(609,469)
Issue of partly paid shares	750	-	-	750
Share based payments	-	-	50,040	50,040
Balance at 30 June 2007	15,311,051	(8,040,422)	137,200	7,407,829
Parent Entity				
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)
Total recognised income and expense for the year	-	(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
Balance at 1 July 2006	15,310,301	(7,428,644)	87,160	7,968,817
Net loss for the period	-	(609,469)	-	(609,469)
Total recognised income and expense for the year	-	(609,469)	-	(609,469)
Issue of partly paid shares	750	-	-	750
Share based payments	-	-	50,040	50,040
Balance at 30 June 2007	15,311,051	(8,038,113)	137,200	7,410,138

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

Cash Flow Statements

For the year ended 30 June 2007

	Note	Consolidated 2007 $	Consolidated 2006 $	Parent Entity 2007 $	Parent Entity 2006 $
Cash flows from operating activities					
Payments to suppliers and employees		(237,706)	(369,781)	(237,706)	(369,781)
Payments for exploration expenditure		(927,214)	(943,393)	(924,070)	(883,286)
Interest received		83,739	83,636	83,739	83,636
Other revenue received		28,435	22,008	28,435	22,008
Net cash outflow from operating activities	22	(1,052,746)	(1,207,530)	(1,049,602)	(1,147,423)
Cash flows from investing activities					
Loan to controlled entity		-	-	(3,144)	(60,107)
Purchase of plant and equipment		(15,723)	-	(15,723)	-
Net cash outflow from investing activities		(15,723)	-	(18,867)	(60,107)
Cash flows from financing activities					
Proceeds from issue of shares		750	2,223,414	750	2,223,414
Net cash inflow from financing activities		750	2,223,414	750	2,223.414
Net increase/(decrease) in cash and cash equivalents		(1,067,719)	1,015,884	(1,067,719)	1,015,884
Cash and cash equivalents at the beginning of the financial year		1,810,989	795,105	1,810,989	795,105
Cash and cash equivalents at the end of the financial year	5	743,270	1,810,989	743,270	1,810,989

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

Notes To The Financial Statements

For the year ended 30 June 2007

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 consolidated 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, and the Corporations Act 2001.

Compliance with IFRS

Australian Accounting Standards include Australian equivalents to International Financial Accounting Standards (AIFRS). Compliance with AIFRS ensures that the consolidated financial statements and notes of Hampton Hill Mining NL comply with International Financial Reporting Standards (IFRS). The parent entity financial statements and notes also comply with IFRS.

Australian Accounting Standards 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.

Reference	Affected Standards	Nature of change to accounting policy and impact on accounts	Application date*
UIG Interpretation 10	AASB 134 Interim Financial Reporting and AASB 136 Impairment of Assets	Restricts the reversal of impairments between interim and final reporting periods. - no impact on initial application	1 Nov 2006
AASB 2005-10	Amendments to AASB 132, 101, 114, 117, 133, 139, 1, 4, 1023 and 1038	No change to accounting policy required and no impact on accounts	1 Jan 2007
New Standard	AASB 7 Financial Instruments: Disclosures	No change to accounting policy required and no impact on accounts	1 Jan 2007
New Standard	AASB 101(revised) Presentation of Financial Statements	No change to accounting policy required and no impact on accounts	1 Jan 2007
AASB Interpretation 11 (issued Feb 2007)	AASB 2 - Group and Treasury Share Transactions	No impact because at the reporting date the entity has not issued any equity instruments to employees of subsidiaries	1 Mar 2007
AASB 2007-4 (issued Apr 2007)	Amendments arising from ED 151 and Other Amendments to AASB 1, 2, 3, 4, 5, 6, 7, 102, 107, 108, 110, 112, 114, 116, 117, 118, 119, 120, 121, 127, 128, 129, 130, 131, 132, 133, 134, 136, 137, 138, 139, 141, 1023 & 1038	Most changes relate to certain Australian-specific disclosures not being required. The entity does not intend to adopt any reinstated options for accounting treatment when the standard is adopted. As such. there will be no future financial impacts.	1 Mar 2007

* Application date of the standard is for the annual reporting periods beginning on or after the date shown in the above table.

Notes To The Financial Statements continued

For the year ended 30 June 2007

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 the subsidiary of Hampton Hill Mining NL ("Company" or "Parent Entity") as at 30 June 2007 and the results of its subsidiary for the year then ended. Hampton Hill Mining NL and its subsidiary together are referred to in this Financial Report as the Group or consolidated entity.

Subsidiaries

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

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group.

The group applies a policy of treating transactions with minor interests as transactions with parties external to the group. Disposals to minority interests results in gains and losses for the Group that are recorded in the income statement. Purchases from minority interests result in goodwill, being the difference between any consideration paid and the relevant share acquired of the carrying value of identifiable net assets of the subsidiary.

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Investments in subsidiaries are accounted for at cost in the individual financial statements of Hampton Hill Mining NL.

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

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities

Notes To The Financial Statements continued

For the year ended 30 June 2007

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES continued

are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

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

Tax consolidation legislation

The Company and its wholly-owned Australian subsidiary, Apollo Mining Pty Ltd, have implemented the tax consolidation legislation.

The Company is responsible for recognising the current and deferred tax assets and liabilities for the tax consolidated group. The tax consolidated group has entered into 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 recognition

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

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.

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.

Notes To The Financial Statements continued

For the year ended 30 June 2007

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES continued

(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 evaluation expenditure

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

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

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.

(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 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.

Notes To The Financial Statements continued

For the year ended 30 June 2007

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES continued

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. Impairment losses are recognised in the income statement.

(j) Employee benefits

(i) Wages and salaries, annual leave and sick leave

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

(ii) Long service leave

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

(iii) Retirement benefits obligations

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

(iv) Share based payments

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

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.

(k) Joint ventures

The group's 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).

(l) Contributed equity

Ordinary shares are classified as equity

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

Notes To The Financial Statements continued

For the year ended 30 June 2007

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES continued

(m) Goods and Services Tax (GST)

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

(n) 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.

Capitalisation of exploration and evaluation expenditure

The group has capitalised exploration and evaluation expenditure of $6,666,019 (2006 $6,173,827) on the basis either that this is expected to be recouped through successful development (or alternatively sale) of the areas of interest concerned or that it is not yet possible to assess whether it would be recouped.

Going concern

The consolidated entity incurred a loss for the year of $609,469 (2006 $1,747,720) and a net cash outflow from operating activities of $1,052,746.

At 30 June 2007 the consolidated entity had cash assets of $743,270 (2006 $1,810,989) and working capital of $720,549 (2006 $1,783,123).

Whilst the consolidated entity has sufficient cash and assets to meet its ongoing exploration commitments and administration expenditure through to the end of the current financial year, the Directors recognise the need to raise additional funds to meet working capital requirements into the future. Based on known potential to raise the additional working capital, the Directors consider it appropriate that the finance report be prepared on a going concern basis.

Notes To The Financial Statements continued

For the year ended 30 June 2007

NOTE 2 - REVENUE

	Consolidated Entity		Parent Entity	
	2007	2006	2007	2006
	$	$	$	$
Revenue from continuing operations				
Rental income	17,593	17,799	17,593	17,799
Interest income	80,742	85,394	80,742	85,394
Other income	1,726	4,209	1,726	4,209
	100,061	107,402	100,061	107,402

NOTE 3 - ADMINISTRATION EXPENSES

Profit before income tax includes the following specific administration expenses:

Personnel expenses				
Wages and salaries, including superannuation	220,676	216,474	220,676	216,474
Other associated personnel expenses	9,141	9,626	9,141	9,626
Increase in liability for annual leave and long service leave	13,398	4,610	13,398	4,610
Equity - settled transactions	50,040	47,050	50,040	47,050
	293,255	277,760	293,255	277,760
Less: Capitalised to Exploration	(244,674)	(127,321)	(244,674)	(127,321)
	48,581	150,439	48,581	150,439
Other administration expenses				
Accounting	35,851	37,870	35,851	38.870
ASX fees	32,341	13,932	32,341	13,932
Audit	18,627	7,990	18,627	7,990
Insurance	8,477	12,308	8,477	12,308
Office rent	61,257	53,212	61,257	53,212
Secretarial and administration	51,856	40,456	51,856	40,456
Other	66,041	78,127	66,041	78,127
	274,450	243,895	274,450	243,895
Total administration expenses	323,031	394,334	323,031	394,334

Notes To The Financial Statements continued

For the year ended 30 June 2007

NOTE 4 - INCOME TAX

	Consolidated Entity		Parent Entity	
	2007	2006	2007	2006
	$	$	$	$
(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	(609,469)	(1,747,720)	(609,469)	(1,747,720)
Income tax calculated at 30% (2006 - 30%)	(182,841)	(524,316)	(182,841)	(524,316)
Add: Tax effect of temporary differences				
Non-allowable items	-	3,000	-	3,000
Share based payments expensed during the year	15,012	14,115	15,012	14,115
Deferred tax asset in relation to tax losses not recognised	167,829	507,201	167,829	507,201
Income tax attributable to entity	-	-	-	-
Effective weighted average tax rates	0%	0%	0%	0%
(c) Deferred tax assets not brought to account				
Temporary differences	23,174	13,090	23,174	13,090
Tax losses	3,146,670	2,770,665	3,146,670	2,753,369
	3,169,844	2,783,755	3,169,844	2,766,459

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

Notes To The Financial Statements continued

For the year ended 30 June 2007

NOTE 5 - CURRENT ASSETS - CASH AND CASH EQUIVALENTS

	Consolidated		Parent Entity	
	2007	2006	2007	2006
	$	$	$	$
Cash on hand	150	150	150	150
Cash at bank	123,203	93,263	123,203	93,263
Deposits at call	122,392	25,880	122,392	25,880
Bills receivable	497,525	1,691,696	497,525	1,691,696
	743,270	1,810,989	743,270	1,810,989

Reconciliation to cash at the end of the year

The above figures are reconciled to cash at the end of the financial year as shown in the statement of cash flows as follows:				
Balances as above	743,270	1,810,989	743,270	1,810,989
Bank overdrafts	-	-	-	-
Balance per statement of cash flows	743,270	1,810,989	743,270	1,810,989

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 6.40% and 5.87% (2006: 5.33% to 5.78%). They mature within 30 days of balance date and have a face value of $550,000 (2006: $1,700,000).

Cash at bank and deposits at call have been subject to floating interest rates during the year of between 0.05% and 3.00% (2006: 0.05% and 5.30%).

NOTE 6 - CURRENT ASSETS - TRADE & OTHER RECEIVABLES

	Consolidated		Parent Entity	
	2007	2006	2007	2006
	$	$	$	$
Security Deposits	6,000	6,000	6,000	6,000
Loan to controlled entity	-	-	803,491	800,347
Other	56,219	53,626	56,219	53,626
	62,219	59,626	865,710	859,973

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 continued

For the year ended 30 June 2007

NOTE 7 - NON CURRENT ASSETS - EXPLORATION AND EVALUATION ASSETS

	Consolidated		Parent Entity	
	2007	2006	2007	2006
	$	$	$	$
Costs brought forward in respect of areas of interest in exploration and evaluation phase	6,173,827	6,718,532	4,702,189	5,307,001
Expenditure incurred during the period on:				
Exploration of tenements	858,107	823,942	854,962	763,835
Acquisition of property	16,565	89,091	16,565	89,091
Expenditure recovered	-	-	-	-
Expenditure written off during the year	(382,480)	(1,457,738)	(382,480)	(1,457,738)
	6,666,019	6,173,827	5,191,236	4,702,189

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 8 - NON-CURRENT ASSETS - PLANT AND EQUIPMENT

	Consolidated		Parent Entity	
	2007	2006	2007	2006
	$	$	$	$
Office and field equipment - at cost	42,146	26,423	42,146	26,423
Accumulated depreciation	(20,886)	(16,867)	(20,886)	(16,867)
Total office and field equipment	21,260	9,556	21,260	9,556
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	21,261	9,557	21,261	9,557

A reconciliation of the parent and consolidated entity carrying amounts of each class of plant and equipment at the beginning and end of the current financial year is set out below: The consolidated carrying amounts are the same as the parent entity carrying amounts.

Notes To The Financial Statements continued

For the year ended 30 June 2007

NOTE 8 - NON-CURRENT ASSETS - PLANT AND EQUIPMENT continued

Consolidated and Parent Entity	Office & field equipment	Motor vehicle	Total
	$	$	$
Carrying amount at 1 July 2005	12,606	1	12,607
Depreciation expense	(3,050)	-	(3,050)
Carrying amount at 30 June 2006	9,556	1	9,557
Additions during the period	15,723	-	15,723
Depreciation expense	(4,019)	-	(4,019)
Carrying amount at 30 June 2007	21,260	1	21,261

NOTE 9 - NON-CURRENT ASSETS - OTHER FINANCIAL ASSETS

	Consolidated		Parent Entity	
	2007	2006	2007	2006
	$	$	$	$
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 10 - CURRENT LIABILITIES - TRADE AND OTHER PAYABLES

	Consolidated		Parent Entity	
	2007	2006	2007	2006
	$	$	$	$
Trade payables	48,318	59,173	48,318	59,173
Other payables	35,730	27,700	35,730	27,700
	84,048	86,873	84,048	86,873

Notes To The Financial Statements continued

For the year ended 30 June 2007

NOTE 11 - CURRENT LIABILITIES - PROVISIONS

	Consolidated		Parent Entity	
	2007	2006	2007	2006
	$	$	$	$
Employee entitlements				
Opening balance	619	387	619	387
Additional provisions	273	232	273	232
Closing balance	892	619	892	619

NOTE 12 - ISSUED CAPITAL

112,473,965 (2006: 112,473,965) ordinary fully paid shares	15,308,401	15,308,401	15,308,401	15,308,401
2,650,000 (2006: 1,900,000) ordinary shares paid to 0.1 cents	2,650	1,900	2,650	1,900
	15,311,051	15,310,301	15,311,051	15,310,301

With effect from 1 July 1998, the Corporations legislation in place abolished the concepts of authorised capital and par value shares. Accordingly the Company does not have authorised capital or par value in respect of its issued shares.

Rights attaching to ordinary shares

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

Rights attaching to partly paid ordinary shares

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

Notes To The Financial Statements continued

For the year ended 30 June 2007

NOTE 12 - ISSUED CAPITAL continued

Movements in ordinary share capital during the past two years

Fully Paid Shares

Date	Details	Number of shares	Issue price cents	Amount $
01/07/2005	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
30/06/2006	Balance	112,473,965		15,308,401
30/06/2007	No movement during the year	-		-
30/06/2007	Balance	112,473,965		15,308,401

Partly Paid Shares

Date	Details	Number of shares	Weighted average issue price cents	Issue price cents $	Paid up per share cents	Total paid up $
01/07/2005	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
30/06/2006	Balance	1,900,000		393,100		1,900
27/12/2006	Shares Issued	500,000	20	99,500	0.1	500
05/04/2007	Shares Issued	250,000	20	49,750	0.1	250
30/06/2007	Balance	2,650,000		542,350		2,650

NOTE 13 - SHARE BASED PAYMENTS RESERVE

	Consolidated		Parent Entity	
	2007 $	2006 $	2007 $	2006 $
Share based payments reserve	137,200	87,160	137,200	87,160

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

Notes To The Financial Statements continued

For the year ended 30 June 2007

NOTE 14 - FINANCIAL RISK MANAGEMENT

(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 is exposed to movements in market interest rates on short-term deposits. The policy is to monitor the interest rate yield curve out to 90 days to ensure a balance is maintained between the liquidity of cash assets and interest rate return.

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

(i) the floating interest rates applying to deposits at call as set out in Note 5.

(ii) the fixed interest rate applying to bills receivable as set out in Note 5.

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

(c) Net fair value of financial assets and liabilities

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

NOTE 15 - 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 and the consolidated entity 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

(b) Key management personnel compensation

	Consolidated		Parent Entity	
	2007	2006	2007	2006
	$	$	$	$
Short-term employee benefits	158,881	207,488	158,881	207,488
Post-employment benefits	74,995	15,000	74,995	15,000
Share-based payments	47,650	37,110	47,650	37,110
	281,526	259,598	281,526	259,598

The company has taken advantage of the relief provided by Corporations Regulation 2M.6.04 and has transferred the detailed remunerations disclosures to the Directors' Report. The relevant information can be found on pages 15 to 17.

Notes To The Financial Statements continued

For the year ended 30 June 2007

NOTE 15 - KEY MANAGEMENT PERSONNEL DISCLOSURES continued

(c) Shareholdings

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

2007

Fully paid shares

	Balance 1 July 2006	Received as remuneration	Shares paid up	Net changes other	Balance 30 June 2007
Directors					
J N Pitt	38,579,508	-	-	-	38,579,508
N Tomkinson	6,064,317	-	-	-	6,064,317
W S Forte	3,083,913	-	-	-	3,083,913
	47,727,738	-	-	-	47,727,738
Other key management personnel					
P C Ruttledge	60,000	-	-	120,000	180,000
	60,000	-	-	120,000	180,000

Partly paid shares

	Balance 1 July 2006	Received as remuneration	Shares paid up	Net changes other	Balance 30 June 2007
Directors					
W S Forte					
Issued for 10 cents paid to 0.1cents	200,000	-	-	-	200,000
Issued for 20 cents paid to 0.1cents	700,000	500,000	-	-	1,200,000
Issued for 25 cents paid to 0.1cents	500,000	-	-	-	500,000
	1,400,000	500,000	-	-	1,900,000
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	100,000	-	-	300,000
	300,000	100,000	-	-	400,000

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

Notes To The Financial Statements continued

For the year ended 30 June 2007

NOTE 15 - KEY MANAGEMENT PERSONNEL DISCLOSURES continued

(c) Shareholdings continued

2006

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

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	500,000	-	-	700,000
Issued for 25 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

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

Notes To The Financial Statements continued

For the year ended 30 June 2007

NOTE 16 - REMUNERATION OF AUDITORS

	Consolidated		Parent Entity	
	2007	2006	2007	2006
	$	$	$	$
During the year the following fees were paid or payable for services provided by the auditor of the parent entity, its related practices and non-related audit firms:				
Amounts received, or due and receivable, by auditors for:				
Auditing or reviewing the financial report	17,578	9,390	17,578	9,390

NOTE 17 - INTERESTS IN JOINT VENTURES

The consolidated entity has interests in the following mineral exploration joint ventures as at 30 June 2007:

Name of Project	Interest %	Activities	Other parties
Leinster (Yillaree)	18.73%	Nickel/Gold exploration	Breakaway Resources Limited
Capricorn	75%	Base metals	Metallica Pty Ltd
Wheatley	50%	Base metals	Teck Cominco Australia Pty Ltd
Ryansville } Weebacarry }	100%	Gold	Aurora Minerals Ltd (earning 51%)
Weld Range - Iron Ore	100%	Iron Ore	Midwest Corporation Ltd (earning 60%)
Weld Range - Non Ferrous	0%	Earning interest in base metals gold and PGM's	Midwest Corporation Ltd 100% (Hampton Hill can earn up to 100%)
Apollo Hill	100%	Gold	Apex Minerals NL (earning 51%)

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

Notes To The Financial Statements continued

For the year ended 30 June 2007

NOTE 18 - CAPITAL AND LEASE COMMITMENTS

(a) Mineral Tenements

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

	Consolidated		Parent Entity	
	2007	2006	2007	2006
	$	$	$	$
Minimum estimated expenditure requirements	278,685	667,874	278,685	552,879

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

(b) Operating Leases

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

Within one year	51,018	48,800	51,018	48,800
Longer than one year, not longer than five years	-	51,000	-	51,000
	51,018	99,800	51,018	99,800

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

NOTE 19 - RELATED PARTIES

(a) Subsidiary

The Company's interest in its wholly owned subsidiary is set out in note 9.

(b) Key management personnel

Disclosures relating to key management personnel are set out in note 15.

(c) Other transactions with director-related entities

The Company has a 75 % contributing interest in a joint venture with Metallica Pty Ltd, a company of which Mr Tomkinson and Mr Pitt are directors and which is controlled by entities associated with Mr Pitt.

During the financial year the Company received $1,726 (2006: $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 continued

For the year ended 30 June 2007

NOTE 20 - EVENTS OCCURRING AFTER BALANCE DATE

To the best of the Directors' knowledge and belief there have been no other material items, transactions or events subsequent to 30 June 2007 which, although they do not relate to conditions existing at that date, have not been dealt with in this report and which would cause reliance on the information shown in this report to be misleading.

NOTE 21 - SEGMENT INFORMATION

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

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

NOTE 22 - CASH FLOW INFORMATION

	Consolidated		Parent Entity	
	2007	2006	2007	2006
	$	$	$	$
(a) Reconciliation of loss after income tax to net cash flow from operating activities				
Loss from ordinary activities after income tax	(609,469)	(1,747,720)	(609,469)	(1,747,720)
Depreciation	4,019	3,050	4,019	3,050
Exploration expenditure written off	382,480	1,457,738	382,480	1,457,738
Exploration expenditure capitalised	(874,670)	(853,032)	(871,526)	(792,925)
Equity based payments	50,040	47,050	50,040	47,050
Change in operating assets and liabilities:				
Decrease/(Increase) in debtors	3,239	75	3,239	75
(Decrease)/Increase in creditors	(2,553)	(99,386)	(2,553)	(99,386)
(Increase)/Decrease in GST receivable	(5,832)	(15,305)	(5,832)	(15,305)
Net cash outflow from operating activities	(1,052,746)	(1,207,530)	(1,049,602)	(1,147,423)

Notes To The Financial Statements continued

For the year ended 30 June 2007

NOTE 22 - CASH FLOW INFORMATION continued

	Consolidated		Parent Entity	
	2007	2006	2007	2006
	$	$	$	$
(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 23 - EARNINGS PER SHARE

	2007 Cents	2006 Cents
Basic loss per share	0.54	1.67
Diluted loss per share	0.54	1.67
Reconciliation of loss	$	$
Loss used in calculating earnings per share - basic and diluted	609,469	1,747,720
Net loss for the reporting period	609,469	1,747,720
	2007 Number of Shares	2006 Number of Shares
Weighted average number of ordinary shares outstanding during the year used in the calculation of basic and diluted earnings per share	112,484,783	104,804,907

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.

NOTE 24 - CONTINGENT LIABILITIES

There were no contingent liabilities for termination benefits under service agreements with Directors or executives at 30 June 2007.

The Directors are not aware of any other contingent liabilities at 30 June 2007.

Notes To The Financial Statements continued

For the year ended 30 June 2007

NOTE 25 - 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 2,650,000 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 12.

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 the Directors' Report on page 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.

Total cost of share based payments made during the year was $53,500 (2006 $40,350).

NOTE 26 - NUMBER OF EMPLOYEES

The Company had 4 employees at year end. (2006: 4 employees)

NOTE 27 - COMPANY DETAILS

The registered office and principle 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 25 to 49 are in accordance with the Corporations Act 2001, including:

  (i) complying with Accounting Standards and the Corporations Regulations 2001 and other mandatory professional reporting requirements; and

  (ii) giving a true and fair view of the financial position as at 30 June 2007 and the performance for the year ended on that date of the Company and the consolidated entity;

(b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and

(c) the audited remuneration disclosures set out in the Directors' Report comply with Accounting Standards AASB 124 Related Party Disclosures and the Corporations Regulations 2001.

The directors have been given the declarations by the Chief Executive Officer and the Chief Financial Officer required by Section 295A of the Corporations Act 2001.

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

N Tomkinson

Chairman

Perth, 27 September 2007

Independent Auditor's Report

BDO Kendalls

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

We have audited the accompanying financial report of Hampton Hill Mining NL, which comprises the balance sheet as at 30 June 2007, and the income statement, statement of changes in equity and cash flow statement for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration.

We have also audited the remuneration disclosures contained in the directors' report. As permitted by the *Corporations Regulations 2001,* the consolidated entity has disclosed information about the remuneration of directors and executives ("remuneration disclosures"), required by Accounting Standard AASB 124 *Related Party Disclosures,* under the heading "Remuneration Report" in the directors' report and not in the financial report.

Directors' Responsibility for the Financial Report and the AASB 124 Remuneration Disclosures Contained in the Directors' Report

The directors of the company are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001*. This responsibility includes establishing and maintaining internal control relevant to the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. In Note 1 the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements,* that compliance with the Australian equivalents to International Financial Reporting Standards ensures that the financial report, comprising the consolidated financial statements and notes, complies with International Financial Reporting Standards.

The directors of the company are also responsible for the remuneration disclosures contained in the directors' report.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report and the remuneration disclosures contained in the directors' report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report and the remuneration disclosures contained in the directors' report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report and the remuneration disclosures contained in the directors' report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

Independent Auditor's Report

BDO Kendalls

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report and the remuneration disclosures contained in the directors' report.

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

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, provided to the directors of Hampton Hill Mining NL on 27 September 2007, would be in the same terms if provided to the directors as at the date of this auditor's report.

Auditor's Opinion on the Financial Report

In our opinion:

(a) the financial report of Hampton Hill Mining NL is in accordance with the *Corporations Act 2001*, including:

  (i) giving a true and fair view of the company's and consolidated entity's financial position as at 30 June 2007 and of its performance for the year ended on that date; and

  (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*; and

(b) the consolidated financial statements and notes also complies with International Financial Reporting Standards as disclosed in Note 1.

Auditor's Opinion on the AASB 124 Remuneration Disclosures Contained in the Directors' Report

In our opinion the remuneration disclosures that are contained in the directors' report comply with Accounting Standard AASB 124.

Inherent Uncertainty Regarding Continuation as a Going Concern

Without qualification to the opinion expressed above, attention is drawn to the following matter. As a result of the matters described in Note 1, there is significant uncertainty whether Hampton Hill Mining NL and controlled entities will be able to continue as a going concern.

BDO Kendalls Audit & Assurance (WA) (formerly BDO)

BG McVeigh
Partner

Perth, Western Australia
Dated this 27th day of September 2007

Shareholder Information

As at 3 October 2007

1. Ordinary shares on issue

			Ordinary shares fully paid Listed	Ordinary shares paid to 0.1 cents Not listed
Shares on issue			112,473,965	2,650,000
Distribution by holding				
1	-	1,000	11	-
1,001	-	5,000	70	-
5,001	-	10,000	97	-
10,001	-	100,000	419	5
100,001	+		132	3
			729	8

2. Marketable parcel:

There were 23 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, Warramboo Holdings Pty Ltd J N Pitt & 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 Securities Exchange Listing Rules or any escrow agreement entered into by the Company shall not be entitled to any votes for as long as the breach exists.

Shareholder Information continued

As at 3 October 2007

6. Twenty largest shareholders

	Shareholders	No. of Shares	%
1	J N Pitt	27,844,708	24.76
2	Wythenshawe Pty Ltd	10,734,800	9.55
3	Warramboo Holdings Pty Ltd	5,993,918	5.33
4	Elizabeth Explorations Pty Ltd <Counter A/c>	2,920,000	2.60
5	Trayburn Pty Ltd	2,491,451	2.22
6	Crescent Nominees Ltd	2,283,972	2.03
7	Wudina Pty Ltd <Forte Family Retirement Fund A/c>	1,734,400	1.54
8	Evergem Pty Ltd	1,699,000	1.51
9	K Haynes	1,530,000	1.36
10	Wudina Pty Ltd	1,328,000	1.18
11	Allarrow Pty Ltd	1,295,650	1.15
12	J + L Hughes <Inkese Super A/c>	1,275,000	1.13
13	E H Morgan	1,032,144	0.92
14	O + B Kelly <O & B Kelly Superfund A/c>	1,020,240	0.91
15	W B and S Whitfield <Whitfield Superfund A/c>	904,799	0.80
16	Bluejay Enterprises Pty Ltd <Rage Superfund A/c>	876,823	0.78
17	M & H Mansfield <Mansfield Family Superfund A/c>	835,302	0.74
18	A M Farran	800,000	0.71
19	G R Strong	775,000	0.69
20	Basin Beach Investments Pty Ltd	713,500	0.63
		68,088,707	60.54

Mineral Tenement Information

PROJECT	TENEMENT	PERCENT HOLDING	NOTES	TITLE HOLDER	JOINT VENTURER
Ryansville	E20/168	100%	(1)	Hampton Hill Mining NL	Aurora Minerals Limited
	ELA20/482	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	
Glenview/ Midwest Ferrous	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
	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
	E20/641		(7)	Midwest Corporation Ltd	Midwest Corporation Ltd
Glenview / Midwest Non-ferrous	E20/457 & 459	0%	(8)	Midwest Corporation Ltd	
	ELA20/492 & 595	0%	(8)	Midwest Corporation Ltd	
	E51/ 907	0%	(8)	Midwest Corporation Ltd	
	MLA20/419	0%	(8)	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%	(9)	Apollo Mining Pty Ltd	Apex Minerals NL
	E39/129 & 799	100%		Apollo Mining Pty Ltd	Apex Minerals NL
	E39/1051	100%		Apollo Mining Pty Ltd	Apex Minerals NL
	MLA39/340 & 341	100%	(10)	Apollo Mining Pty Ltd	Apex Minerals NL
	MLA39/850 & 852	100%	(11)	Apollo Mining Pty Ltd	Apex Minerals NL
	MLA39/915 & 916	100%	(12)	Apollo Mining Pty Ltd	Apex Minerals NL
	MLA39/949 & 950	100%	(13)	Apollo Mining Pty Ltd	Apex Minerals NL
	MLA39/997 & 1063	100%	(14)	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
	ELA39/800	100%		Apollo Mining Pty Ltd	Apex Minerals NL
	PLA31/1797	100%		Apollo Mining Pty Ltd	Apex Minerals NL
	PLA39/4586 - 4592	100%		Apollo Mining Pty Ltd	Apex Minerals NL
	PLA39/4677 - 4679	100%		Apollo Mining Pty Ltd	Apex Minerals NL
	PLA39/4789	100%		Apollo Mining Pty Ltd	Apex Minerals NL

Mineral Tenement Information continued

PROJECT	TENEMENT HOLDING	PERCENT	NOTES	TITLE HOLDER	JOINT VENTURER
Capricorn JV	E52/1830	75%		Hampton Hill Mining NL	Metallica Pty Ltd
	E52/1936	75%		Hampton Hill Mining NL	Metallica Pty Ltd
	MLA52/0922 - 0924	75%		Hampton Hill Mining NL	Metallica Pty Ltd
Mt Monger	MLA26/614	Royalty	(15)	Solomon (Australia) Pty Ltd	
Northlander JV	MLA15/1129	Royalty	(16)(24)	Cazaly Resources Ltd	
	MLA15/1130	Royalty	(16)(17)	Cazaly Resources Ltd	
	MLA16/348	Royalty	(16)(18)	Cazaly Resources Ltd	
	P15/3368	Royalty	(16)	Cazaly Resources Ltd	
	P15/3370 - 3373	Royalty	(16)	Cazaly Resources Ltd	
	P16/1615 - 1618	Royalty	(16)	Cazaly Resources Ltd	
	MLA16/361	Royalty	(16)(19)	Hampton Hill Mining NL	
	P15/3725 & 3728	Royalty	(16)	Hampton Hill Mining NL	
	MLA15/1314	Royalty	(16)(20)	Hampton Hill Mining NL	
	M15/696	Royalty	(16)	Cazaly Resources Ltd	
	MLA15/1063	Royalty	(16)	Hampton Hill Mining NL	
	MLA15/1300	Royalty	(16)(21)	Hampton Hill Mining NL	
	P15/3363	Royalty	(16)	Cazaly Resources Ltd	
	P15/3741 & 3742	Royalty	(16)	Hampton Hill Mining NL	
	P15/4076	Royalty	(16)	Cazaly Resources Ltd	
	MLA15/1421	Royalty	(16)(22)	Cazaly Resources Ltd	
	MLA15/818	Royalty	(16)(23)	Killoran NL	
	P15/2916	Royalty	(16)	Killoran NL	
	P15/3029	Royalty	(16)	Killoran NL	
Leinster	P36/1339 - 1341	18.73%		Altia Resources Pty Ltd	Breakaway Resources Limited
	E36/245	18.73%		Hampton Hill Mining NL	Breakaway Resources Limited
	E36/273	18.73%		Altia Resources Pty Ltd Hampton Hill Mining NL	Breakaway Resources Limited
	M36/507	18.73%	(25)	Hampton Hill Mining NL	Breakaway Resources Limited
	M36/511	18.73%	(26)	Altia Resources Pty Ltd Hampton Hill Mining NL	Breakaway Resources Limited
Wheatley	E70/2254	Earning 18.75%		Australian Tantalum Ltd	Australian Tantalum Ltd Teck Cominco Aust Pty Ltd
	E70/2258	Earning 100%	(27)	BHP Billiton Minerals Pty Ltd	Teck Cominco Aust Pty Ltd
	E70/2339	Earning 100%	(27)	BHP Billiton Minerals Pty Ltd	Teck Cominco Aust Pty Ltd

Mineral Tenement Information continued

PROJECT	TENEMENT HOLDING	PERCENT	NOTES	TITLE HOLDER	JOINT VENTURER
	MLA70/1233 & 1234	Earning 100%	(27)(28)	BHP Billiton Minerals Pty Ltd	Teck Cominco Aust Pty Ltd
	E70/2611	Earning 100%	(27)	Teck Cominco Aust Pty Ltd	Teck Cominco Aust Pty Ltd
	ELA70/3097	Earning 100%	(27)	Teck Cominco Aust Pty Ltd	Teck Cominco Aust Pty Ltd
	E70/2657	Earning 100%		Hampton Hill Mining NL	Teck Cominco Aust Pty Ltd
	ELA70/2658	Earning 100%		Hampton Hill Mining NL	Teck Cominco Aust Pty Ltd
	ELA70/2662 & 2663	Earning 100%		Hampton Hill Mining NL	Teck Cominco Aust Pty Ltd
Manyingee North	E08/1499 & 1500	0%	(29)	Skryne Hill Pty Ltd	
Remarkable Hill	E08/1652 & 1653	100%		Hampton Hill Mining NL	
Sylvania	E52/1908 & 1950	100%		Hampton Hill Mining NL	
	ELA52/2112 & 2119	100%		Hampton Hill Mining NL	
Maranoa Bore	E51/1138	100%		Hampton Hill Mining NL	
Mt Mulcahy	ELA20/640	100%		Hampton Hill Mining NL	

NOTES

(1) Aurora Minerals Limited earning 51%.

(2) MLA20/375 & 376 are mining lease applications over E20/168.

(3) Midwest Corporation Limited 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) E20/641 and PLA51/ 2581 are tenements held by Midwest Corporation Limited on behalf of the parties to the Weld Range Joint Venture with Hampton Hill; beneficial ownership of these tenements is determined by and subject to the terms of the Weld Range Joint Venture.

(8) 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.

(9) MLA31/398 & 437 are mining lease applications over part of E39/799.

(10) MLA39/340 - 341 are mining lease applications over E39/129.

Mineral Tenement Information continued

(11) MLA39/850 & 852 are mining lease application over E31/116.

(12) MLA39/915 - 916 are mining lease applications over part of E39/799.

(13) MLA39/949 - 950 are mining lease applications over part of E39/799.

(14) MLA39/997 & 1063 area mining lease applications over E39/1051.

(15) MLA26/614 is a mining lease application over P26/2324.

(16) Interests in tenements sold to Cazaly Resources Limited.

(17) MLA15/1130 is a mining lease application over P15/3371.

(18) MLA16/348 is a mining lease application over P15/3363 and P's 16/1615 to 1618 inclusive.

(19) MLA16/361 is a mining lease application over P16/1670 and 1671.

(20) MLA15/1314 is a mining lease application over P15/3725 and 3728.

(21) MLA15/1300 is a mining lease application over P15/3741 and 3742.

(22) MLA15/1421 is a mining lease application over P15/4706.

(23) MLA15/818 is a mining lease application over P15/2916 and 3029.

(24) MLA15/1129 is a mining lease application over P15/3368, 3370, 3372 and 3373.

(25) MLA36/505 - 507 are mining lease applications over E36/245.

(26) MLA36/511 is a mining lease application over E36/273.

(27) Subject to Hampton Hill and Teck Cominco Australia Pty Ltd paying a production royalty to BHP Billiton Minerals Pty Ltd.

(28) MLA70/1233 & 1234 are mining lease applications over part of E70/2339.

(29) Option to purchase E08/1499 & 1500 subject to production royalty.

NOTES

NOTES

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