

HAMPTON HILL MINING NL

ABN 60 060 628 524

NOTICE OF MEETING AND EXPLANATORY MEMORANDUM

FOR THE

ANNUAL GENERAL MEETING

TO BE HELD ON FRIDAY 30 NOVEMBER 2007

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Hampton Hill Mining NL will be held at the Company's offices, Level 2, 9 Havelock Street, West Perth on Friday 30 November 2007 commencing at 9.30 am to conduct the following business:

1. Financial Report

To receive the Financial Report and the reports of the Directors and Auditors for the year ended 30 June 2007.

2. Resolutions

Resolution 1: Re-election of a Director

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

"That Mr Neil Tomkinson, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director."

Resolution 2: Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2007 as disclosed in the 2007 Financial Report be adopted."

Resolution 3: Appointment of Auditor

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

"That, for the purposes of section 327B of the Corporations Act 2001 (Cth) and for all other purposes, BDO Kendalls Audit & Assurance (WA) Pty Ltd ABN 79 112 284 787, having been nominated by a shareholder and consented in writing to act in the capacity of auditor, be appointed as auditor of the Company"

The Explanatory Memorandum accompanies this Notice.

PROXIES

A form of proxy is enclosed herewith. A member entitled to attend and vote at a meeting is entitled to appoint not more than two other persons (whether members or not) to attend the meeting and, on a poll, to vote instead of him/her. Where a member appoints two proxies, the proportion of the member's voting rights given in favour of each proxy must be specified. Proxies must be lodged at the registered office of the Company not later than 48 hours before the meeting. Proxies may be lodged by fax.

ENTITLEMENT TO VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that members registered as holding ordinary shares at 9.30 am Perth time on 28 November 2007 will be entitled to attend and vote at the Annual General Meeting

BY ORDER OF THE BOARD



P C RUTLEDGE
Company Secretary

30 October 2007

Registered Office:
Second Floor 9 Havelock Street
West Perth WA 6005
Mailing Address:
PO Box 689 West Perth WA 6872

Telephone: 61 8 9481 8444
Facsimile: 61 8 9481 8445
Email: info@hamptonhill.com.au
Web: www.hamptonhill.com.au

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of shareholders of Hampton Hill Mining NL ("Hampton Hill" or "the Company") in connection with the business to be conducted at the Annual General Meeting of shareholders to be held on Friday 30 November 2007 ("the Meeting").

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Annual General Meeting ("the Notice").

The following matters should be noted in respect of Resolutions 1 to 3:

1. Resolution 1 – Re-election of Mr Neil Tomkinson as a Director

Pursuant to Clause 15.2 of the Company's Constitution Mr Neil Tomkinson will retire by rotation at the Annual General Meeting and, being eligible, offers himself for re-election.

Mr Tomkinson has been the non-executive Chairman of the Company since January 1997.

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

The directors, other than Mr Tomkinson recommend the re-election of Mr Tomkinson.

2. Resolution 2 – Adoption of the Remuneration Report

Pursuant to section 250R(2) of the Corporations Act, 2001 the Company is required to put to the vote of shareholders a resolution adopting the Remuneration Report.

The Remuneration Report setting out the remuneration policy of the Company and the remuneration arrangements for directors and key management personnel for the year ended 30 June 2007 is included in the Company's 2007 Financial Report.

The vote is advisory only and is not binding on the Company.

3. Resolution 3 – Appointment of BDO Kendalls as Auditors

BDO, Chartered Accountants & Advisers (Perth), (**BDO**) recently merged with Horwarth (WA) and the audit practice is now carried on through BDO Kendalls Audit & Assurance(WA) Pty Ltd ABN 79 112 284 787 (**BDO Kendalls**).

BDO have given notice of their intention to resign as auditor of the Company (under section 329 (5) of the Corporations Act); this is subject to receipt of the consent of the Australian Securities & Investments Commission (**ASIC**) and shareholder approval of this Resolution 3 for the appointment of BDO Kendalls as auditor.

Subject to ASIC consenting to the resignation of BDO and BDO submitting a resignation to the Company, it is proposed that the Company appoint BDO Kendalls as auditor of the Company.

In accordance with section 328B (1) of the Corporations Act, the Company has sought and obtained a nomination from a shareholder for BDO Kendalls to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Statement as Annexure A.

BDO Kendalls has given its written consent to act as the Company's auditor subject to shareholder approval of this Resolution 3.

If Resolution 3 is passed, the appointment of BDO Kendalls as the Company's auditor will take effect at the close of this AGM.

ANNEXURE A

WARRAMBOO HOLDINGS PTY LTD

ABN12 008 820 719

Second Floor, 9 Havelock Street
West Perth WA 6005
Postal Address
PO Box 689 West Perth WA 6872

Telephone: (618) 9481 8444
Facsimile: (618) 9322 3456

15 October 2007

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

Dear Sirs,

NOMINATION OF BDO KENDALLS AUDIT & ASSURANCE (WA) PTY LTD AS AUDITOR OF HAMPTON HILL MINING NL

We, Warramboos Holdings Pty Ltd, being a shareholder of Hampton Hill Mining NL, hereby nominate BDO Kendalls Audit & Assurance (WA) Pty Ltd of 128 Hay Street, Subiaco, Western Australia 6008 for appointment as auditor of Hampton Hill Mining NL at its 2007 Annual General Meeting.

We consent to the distribution of a copy of this notice of nomination as an annexure to the Notice of Meeting and Explanatory Statement for the 2007 Annual General Meeting of Hampton Hill Mining NL as required by section 328B (3) of the Corporations Act 2001.

Executed by Warramboos Holdings Pty Ltd in accordance with its constitution,



Director



Secretary

Second Floor 9 Havelock Street
 West Perth WA 6005
Mailing Address:
 PO Box 689 West Perth WA 6872

Telephone: +61 8 9481 8444
 Facsimile: +61 8 9481 8445
 Email: info@hamptonhill.com.au
 Web: www.hamptonhill.com.au

HAMPTON HILL MINING NL

Proxy Form

I/we.....(full name, block letters)

of.....
 being a member of **Hampton Hill Mining NL** hereby appoint

..... of
 or, failing him, the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the company to be held at **9.30 am on Friday 30 November 2007** and at any adjournment thereof.

My proxy is instructed to vote as indicated below:

ORDINARY BUSINESS	FOR	AGAINST	ABSTAIN
Resolution 1: To re-elect Mr Neil Tomkinson as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: To appoint BDO Kendalls Audit & Assurance (WA) Pty Ltd as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Unless the proxy is directed otherwise, he may vote as he thinks fit or abstain.

Where the Chairman is appointed as proxy, the Chairman's voting intention in relation to undirected proxies in respect of these resolutions is to vote **FOR** the resolutions.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and your Shares will not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy is appointed to represent is %

If the shareholder(s) is an individual(s), every shareholder is to sign:

If the shareholder is a company, sign in accordance with Section 127(1) of Corporations Act or affix common seal (if required by Constitution).

Signed: _____

 Director or Sole Director and Secretary

Signed: _____

 Director/Secretary

Dated: _____ 2007

Dated: _____ 2007

This form is to be used in accordance with the directions overleaf.

Instructions for completing and lodging this Proxy Form

1. In order to direct the proxy to cast all votes covered by this instrument in a particular manner, place a tick or a cross in one of the boxes headed For, Against or Abstain.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and, on a poll, to vote in their stead.
3. Where two proxies are appointed, neither proxy shall be entitled to vote on a show of hands and, on a poll, the appointment shall be of no effect unless each proxy is appointed to represent a specified proportion of the shareholder's voting rights in which case the shareholder should indicate the proportion of voting rights this proxy represents in the box provided.
4. A proxy need not himself be a shareholder of the Company.
5. The Proxy Form must be signed by the holder or his attorney duly authorised in writing (or, if the holder is a corporation, either under the common seal of that corporation or pursuant to Section 127(1) of the Corporations Act 2001).
6. The Proxy Form (and any power of attorney or other authority pursuant to which the Proxy Form has been signed) must:
 - either be deposited at the registered office of the Company, 2nd Floor, 9 Havelock Street, West Perth, WA 6005,
 - or be sent by post to Hampton Hill Mining NL, PO Box 689, West Perth, WA 6872,
 - or be sent by facsimile to Hampton Hill Mining NL at (08) 9481 8445in time to be received not later than 48 hours before the time fixed for the holding of the meeting.

Change of Address

Should your address have changed please use this section to advise the Company. Change of address notifications can only be accepted from Issuer Sponsored shareholders. CHESSE shareholders must notify their Stockbroker directly. Please ensure you sign where indicated and, **if faxing your proxy form, please fax this side of the proxy form as well.**

My new address is:

Signature(s) _____ / _____ /2007