

Hampton Hill Mining NL

ABN 60 606 628 524

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6 February 2008

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

Dear Sir / Madam,

Entitlement Issue – Prospectus dated 6 February 2008

We attach a copy of the company's prospectus, lodged with the Australian Securities and Investments Commission today, in respect of a non-renounceable pro-rata entitlement offer of shares.

Yours faithfully

Peter Rutledge
Company Secretary

Hampton Hill Mining NL

ABN 60 060 628 524

Prospectus

For an entitlement issue of shares dated 6 February 2008

For a non-renounceable pro rata issue of up to 22,497,370 fully paid ordinary shares in Hampton Hill Mining NL at a price of 18 cents each to all holders of ordinary shares in Hampton Hill Mining NL as at 21 February 2008, on the basis of 1 share for every 5 shares held, to raise up to \$4,049,500

IMPORTANT NOTICE TO ALL SUBSCRIBERS OF THE ISSUE

**THIS DOCUMENT IS IMPORTANT AND
REQUIRES YOUR IMMEDIATE ATTENTION
IF SHOULD BE READ IN ITS ENTIRETY**

If you are in doubt as to the course you should follow, or you need an informed opinion, you should consult your stockbroker, solicitor, accountant or other professional adviser immediately

THIS ISSUE IS NOT UNDERWRITTEN

CORPORATE DIRECTORY

Directors

Neil Tomkinson
Non-executive Chairman

Wilson Stanley Forte
Managing Director

Joshua Norman Pitt
Non-executive Director

Company Secretary

Peter Campbell Ruttledge

Registered and Business Office

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Home Exchange

Australian Securities Exchange
2 The Esplanade
Perth WA 6000

Auditor

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

Share Registry

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

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

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SECTION 1 - EXPLANATION OF THE PROSPECTUS

This Prospectus is dated the 6 February 2008. A copy of this Prospectus was lodged with the Australian Securities and Investments Commission ("ASIC") on that date. Neither the ASIC nor the Australian Securities Exchange ("ASX") is responsible for the contents of this Prospectus.

The shares offered under this Prospectus (the "New Shares") are in a class of shares that are listed for quotation on a stock market of the ASX.

No securities will be issued on the basis of this Prospectus after the Expiry Date which is 13 months after the date of this Prospectus.

All monetary amounts referred to in this Prospectus are expressed in Australian Dollars.

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. The distribution of this Prospectus in jurisdictions outside Australia (other than New Zealand) may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

SECTION 2 - INFORMATION AVAILABLE

2.1 Continuous Disclosure

Hampton Hill Mining NL ("Hampton Hill" or "the Company") is a "disclosing entity" for the purposes of Section 111AC of the Corporations Act 2001. As such, it is subject to regular reporting and disclosure obligations which require it to disclose to the ASX any information which it is, or becomes aware of concerning the Company and which a reasonable person would expect to have a material effect on the price or value of the securities of the Company.

Disclosing entities are, pursuant to the Corporations Act 2001, required to issue a prospectus satisfying the test set out in Section 713 of the Corporations Act 2001 where the securities offered by the prospectus are quoted securities and the securities are in a class of securities that were quoted securities at all times in the twelve months before the issue of the prospectus.

The Company believes that it has complied with the general and specific requirements of the ASX (as applicable from time to time throughout the twelve months before the issue of this Prospectus) which require the Company to notify the ASX of information about specified events or matters as they arise for the purpose of the ASX making that information available to a stock market conducted by the ASX, and thereby keep the market fully informed.

The shares offered by this Prospectus are considered to be in a class of securities that have been enhanced disclosure securities at all times during the twelve months prior to the issue of this Prospectus.

Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, an office of the ASIC.

Information that is already in the public domain has not been reported in this Prospectus other than that information which is considered necessary to make this Prospectus complete.

The Company will provide free of charge to any person who requests it prior to the Closing Date a copy of any continuous disclosure notices given during the period starting after the lodgement with the ASIC of the Financial Statements for the year ended 30 June 2007 and ending before the issue of this Prospectus.

2.2 Effect of this Prospectus

When this Prospectus is forwarded to members of the Company they shall have been served with a prospectus for the purpose of the application for the allotment of and the issue of New Shares.

2.3 Website – Electronic Prospectus

This Prospectus will not be issued as an electronic Prospectus but a copy of the Prospectus excluding the Entitlement and Acceptance Form and Shortfall Application Form may be accessed and downloaded for general information purposes only from the Company's website on the internet at www.hamptonhill.com.au.

SECTION 3 - TIMETABLE OF IMPORTANT DATES

Announcement of Entitlement Issue	6 February 2008
Date of Lodgement of Prospectus with the ASIC and ASX	6 February 2008
Despatch of preliminary Notice to Shareholders	7 February 2008
Ex date - shares trade ex entitlements	15 February 2008
Record Date for determining entitlements to new shares	21 February 2008
Prospectus and Entitlement and Acceptance Form despatched and Offer opens	25 February 2008
Offer closes - latest date for acceptances and payment in full	17 March 2008
Despatch Date - last day for shares to be entered into shareholders' holdings	27 March 2008

These dates are indicative only and may vary. The Company reserves the right to vary the opening and closing dates of the Entitlement Offer without prior notice. This may impact on subsequent dates. Applicants are encouraged to apply as soon as possible after the Entitlement Offer opens as it may close earlier than the date specified. The Company reserves the right not to continue with the Entitlement Offer at any time before the allotment of New Shares to successful applicants.

SECTION 4 - CHAIRMAN'S REVIEW

The fund raising in respect of which this Prospectus is issued will enable Hampton Hill to continue with and extend, where applicable, its exploration activities for at least the next two years at the Company's current budgeted rate of expenditure.

Although shareholders have been informed of the Company's exploration projects and progress in the Quarterly Report for the period ending 31 December 2007 (released to the ASX on 31 January 2008) I am taking the opportunity to remind shareholders of the contents of that report by way of the following review.

Hampton's activities can usefully be divided into those which involve joint venture partners who are earning interests in the Company's tenements and those where Hampton Hill is the sole explorer and pays for all costs.

Hampton Hill's free-carried interests are:-

Weld Range Iron Ore Project – Midwest Corporation Ltd earning 60%

Hampton Hill's Weld Range tenements are part of the ongoing rapidly developing iron ore story in the Murchison/Yalgoo region of Western Australia. The Company's Weld Range tenements are the subject of a joint venture between Hampton Hill and Midwest Corporation Ltd ("Midwest"). Together with Midwest's own tenements in the area they form the Weld Range Direct Shipping Ore Project. It is envisaged that a global minimum of 225 million tonnes of Mineral Resources will be required to justify project development as a rail operation to the coast near Geraldton.

Midwest has the right to earn a 60% interest by completing a pre feasibility study by February 2011 relating to the overall Weld Range resources which will include the evaluation of the iron ore potential of the Hampton Hill tenements where Midwest plans to commence drilling over 7,000 metres in April 2008. These tenements have potential for modest resources in the smaller western lenses where several broad intersections of plus 60% hematite/goethite ore were encountered in earlier drilling with the eastern lenses where mapping and rock chip sampling has indicated that there is potential for significant mineralization appearing to be more promising.

Yillaree Nickel Project – Breakaway earning 80%

The Yillaree nickel sulphide project is located in the North Eastern Goldfields of Western Australia near the Waterloo nickel mine of Norilsk Ltd. It is part of an ultramafic complex which extends southwards from the Perseverance nickel mine.

Breakaway Resources NL ("Breakaway") is earning an 80% interest in this project. RAB drilling during the last quarter, designed to evaluate a series of parallel linear magnetic features that lie south along strike from BHP Billiton's Weebo Nickel Deposit, intersected favourable lithologies and it is anticipated that follow-up drilling will be required. Hampton Hill is free carried for \$500,000 of expenditure by Breakaway.

Apollo Hill Gold Project – Apex earning 51%

This project is situated 40 kilometres southeast of the eastern goldfields township of Leonora. Apex Minerals Limited ("Apex") has the right to expend \$3 million to earn a 51% interest. In its first year as Hampton's joint venture partner Apex expended over \$1 million. Apex has recently completed a structural review which identified 10 targets; the next phase of exploration, planned to commence in April, will consist of about 50 aircore holes concentrating on at least 5 of these targets and totaling an estimated 3,000 metres.

Hampton Hill's own 2008 expenditure will focus on:-

Weebacarry Gold Project

This project is situated near Cue in the Murchison Goldfields. Twelve kilometres of a shear zone which is known locally as the Jungar Bore Shear Zone ("JBSZ") are covered by the project which Hampton Hill considers has the potential to host significant gold mineralisation; your Company is currently reviewing previous work and for 2008 is planning the next phase of drilling to follow up extensions of known mineralisation.

Ryansville Project

Recent exploration on this project has focused on defining gold and arsenic mineralisation over a strike length of four kilometres seeking Hill 50 style ore bodies. The Company is currently designing the next phase of drilling to follow up extensions of known gold mineralisation.

A recent interpretation of aeromagnetic data suggested that the northern portion of the project area, which is partly masked by colluvium, is prospective for iron ore. As detailed above, iron ore lenses of significant grade and size hosted in banded iron formation occur along strike in other parts of the Weld Range in tenements held by Hampton Hill and Midwest Corporation Ltd. Hampton Hill plans to initiate assessment of the potential of the project area to host iron ore lenses.

Wheatley Base Metal Project – Hampton 50% - Teck Cominco Ltd 50%

This project is owned on a 50:50 basis by Hampton Hill and Teck Cominco Ltd of Canada (Teck). Late in 2007 geochemical sampling was undertaken to follow up some second order airborne VTEM anomalies and to infill on some previous wide spaced sampling which returned anomalous base metal results.

Hampton Hill, which is carrying Teck for the foreseeable future, is planning to drill 25 close spaced RAB/aircore holes in four short lines over four VTEM anomalies which were previously each tested by a single diamond hole. It is planned to drill these holes in the first quarter of 2008 subject to gaining environmental clearances.

Other projects

Hampton Hill's Capricorn Nickel Sulphide, Manyingee North Uranium and Sylvania Uranium Projects will also be the subject of ongoing appraisal during the next year.

Your Company has a number of exciting projects some of which are free-carried and others which require adequate funding by the Company itself. The potential of our Weld Range iron ore lenses should become more apparent during the year as will the potential at Apollo Hill and Yillaree in particular.

As disclosed in this Prospectus, companies associated with myself and my fellow director Joshua Pitt have committed to taking up in full their entitlements; your Directors commend the Rights Issue to shareholders.



Neil Tomkinson
Chairman
6 February 2008

SECTION 5 - DETAILS OF THE ENTITLEMENT OFFER

5.1 The Entitlement Offer

This Prospectus invites all existing holders of ordinary shares in the Company to participate in a pro-rata non-renounceable Entitlement Offer of New Shares on the basis of one New Share for every five shares held on the Record Date at an issue price of 18 cents per New Share. Fractional entitlements will be disregarded through rounding down.

The Entitlement Offer will comprise 22,497,370 New Shares and will raise approximately \$4,049,500 (before deducting expenses of the Entitlement Offer estimated to be \$19,500) if all existing entitlements are taken up. There is no minimum subscription.

The holders of the existing 2,650,000 unlisted partly paid ordinary shares in the Company, comprising mainly current employees of the Company, are entitled to participate in the Entitlement Offer pro-rata to the proportion which the amount paid up on their shares bears to the total issue price of their shares.

The partly paid shares currently on issue are as follows:

Number of Shares	Issue Price	Paid to
200,000	10 cents	0.1 cents
1,750,000	20 cents	0.1 cents
700,000	25 cents	0.1 cents
<u>2,650,000</u>		

The total entitlement of holders of partly paid shares to New Shares on this basis is 2,577 New Shares and is included in the total number of New Shares making up the Entitlement Offer.

The holders of partly paid shares are also entitled to pay up the uncalled capital on their shares before the Record Date and thereby increase their entitlement to New Shares under the Entitlement Offer. It has been assumed however that existing holders of partly paid shares will not choose to pay up the uncalled capital on their shares before the Record Date. If all holders of partly paid shares were to fully pay up the uncalled capital on their partly paid shares prior to the Record Date and then take up their resulting entitlements to New Shares this would result in an additional 527,423 New Shares being issued and an additional \$637,286 being raised from the paying up of the capital on the partly paid shares and the subscription to the resulting entitlements to New Shares.

5.2 No Rights Trading

Entitlements to New Shares pursuant to the Entitlement Offer are non-renounceable and accordingly there will be no rights trading on the ASX.

5.3 Share Market Trading

The latest available market sale price of the Company's shares from the ASX on the day immediately before the announcement of the terms of the Entitlement Offer was 21.5 cents on 5 February 2008.

The highest and lowest recorded sale prices of the Company's shares during the **three months** immediately preceding the announcement of this issue and the respective dates of those sales were:

Highest price:	46 cents	Date:	11 December 2007
Lowest price:	16 cents	Date:	22 January 2008

The highest and lowest recorded sale prices of the Company's shares during the **twelve months** immediately preceding the announcement of this issue and the respective dates of those sales were:

Highest price:	46 cents	Date:	11 December 2007
Lowest price:	12.5 cents	Date:	19 March 2007

5.4 Opening and Closing Dates

The Entitlement Offer will open for receipt of acceptances at 10.00 am WST on **Monday 25 February 2008** and will close at 5.00 pm WST on **Monday 17 March 2008**, or such later date not exceeding 13 months from the date of this Prospectus as the Directors, in their absolute discretion and subject to compliance with the Listing Rules, may determine and provided that the Company gives the ASX notice of the change at least 6 Business Days prior to the Closing Date.

5.5 Directors' Support of the Issue

The Entitlement Offer is not underwritten, but the following substantial shareholders which are associated with the two non-executive Directors of the Company have committed to subscribe for their full entitlements:

	Current shareholding	%
Wythenshawe Pty Ltd, Warramboe Holdings Pty Ltd, JN Pitt, and associates	44,643,825	39.69

5.6 Entitlements and Acceptances

The Entitlement Offer is non-renounceable and accordingly, existing shareholders may not dispose of any part of their Entitlement.

Acceptance of Entitlement in Full

If you wish to take up all of your Entitlement under the Entitlement Offer, please complete the Entitlement and Acceptance Form in accordance with the instructions set out on the reverse of that form.

Acceptances may not exceed your Entitlement as shown on the Entitlement and Acceptance Form. However should you wish to apply for more New Shares than your Entitlement you may also complete a Shortfall Application Form as described in Section 5.7 below.

Please ensure that the completed Entitlement and Acceptance Form (and any Shortfall Application Form which you wish to lodge) together with your cheque in settlement is received by the Company's Share Registry at:

By hand delivery	By post
Security Transfer Registrars Pty Ltd	Security Transfer Registrars Pty Ltd
770 Canning Highway	PO Box 535
Applecross WA 6153	Applecross WA 6953

no later than 5.00pm WST on **17 March 2008** or such later date as the Directors advise. Cheques should be made payable to "Hampton Hill Mining NL – Rights Issue" and crossed "Not Negotiable". You may lodge one cheque in respect of an Entitlement Acceptance and a Shortfall Application.

Partial Acceptance of Entitlement

If you wish to take up part of your Entitlement pursuant to the Entitlement Offer, please complete the Entitlement and Acceptance Form in accordance with the instructions set out on the reverse of that form and insert the number of New Shares for which you wish to accept the Offer (being less than your Entitlement as specified on the Entitlement and Acceptance Form). Please ensure the completed Entitlement and Acceptance Form and your cheque in settlement is received by the Company's Share Registry at:

By hand delivery	By post
Security Transfer Registrars Pty Ltd	Security Transfer Registrars Pty Ltd
770 Canning Highway	PO Box 535
Applecross WA 6153	Applecross WA 6953

no later than 5.00pm WST on **17 March 2008** or such later date as the Directors advise. Cheques should be made payable to "Hampton Hill Mining NL – Rights Issue" and crossed "Not Negotiable".

Non-Acceptance of Entitlement

If you do not wish to take up any part of your Entitlement under the Entitlement Offer, you are not required to take any action. If you decide not to accept all or part of your Entitlement, the New Shares not accepted will form part of the Shortfall.

5.7 Application for Shortfall

If you wish to apply for more New Shares than your Entitlement you may complete the Shortfall Application Form attached to this Prospectus.

Please complete the Shortfall Application Form in accordance with the instructions set out on the reverse of that form and insert the number of Shortfall Shares for which you wish to apply.

Allocation of Shortfall Shares will be subject to availability and if the number of Shortfall Shares applied for exceeds the number available, allocations will be made on a pro-rata basis to applicants.

If the number of Shortfall Shares applied for is less than the number available the balance remaining after allocation of Shortfall Shares applied for may be allotted at the Directors' discretion within six months of the Closing Date of the Offer. The issue price at which any Shares the subject of the Shortfall are placed, shall not be less than 18 cents per share, being the price at which the Entitlement has been offered to shareholders pursuant to this Prospectus.

Please ensure that the completed Shortfall Application Form and your cheque is received by the Company's Share Registry at:

By hand delivery
Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross WA 615

By post
Security Transfer Registrars Pty Ltd
PO Box 535
Applecross WA 6953

no later than 5.00pm WST on **Monday 17 March 2008** or such later date as the Directors advise. Cheques should be made payable to "Hampton Hill Mining NL – Rights Issue" and crossed "Not Negotiable".

Enquiries

If you have any queries regarding your Entitlement, Acceptance of your Entitlement or Application for Shortfall Shares, please contact the Share Registry by telephone on (08) 9315 2333 or your stockbroker or professional adviser

5.8 Issue and Allotment of New Shares

The New Shares are expected to be issued and allotted by no later than 27 March 2008. Until the issue and allotment of the New Shares under this Prospectus, the acceptance money will be held in trust in a separate bank account opened and maintained for that purpose only as required by the Corporations Act. Any interest earned on the acceptance money will be for the benefit of the Company and will be retained by it irrespective of whether allotment of the New Shares takes place.

5.9 ASX Listing

The Company has made application to the ASX for the official quotation of the New Shares offered by this Prospectus. If approval is not granted by the ASX for the official quotation of the New Shares within three (3) months after the date of this Prospectus, the Company will not allot or issue any New Shares and will repay all application monies (where applicable) within the time prescribed under the Corporations Act 2001, without interest.

The fact that the ASX may grant official quotation of the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares now offered for subscription.

5.10 Chess System

The Company participates in the Clearing House Electronic Subregister System ("CHESS"). ASX Settlement and Transfer Corporation Pty Limited ACN 008 504 532 ("ASTC"), a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and Securities Clearing House Business Rules.

Under CHESS, Shareholders will not receive certificates for their New Shares but will receive a statement of their holdings indicating the allotment of their New Shares pursuant to their acceptance of the offer made under this Prospectus.

Shareholders who are broker-sponsored will receive a CHESS statement from ASTC.

Shareholders registered under the Issuer Sponsored subregister will receive a statement from Security Transfer Registrars Pty Ltd.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any month in which the balance of their shareholding changes. Shareholders may also request a statement at any other time, although a charge may be made for this additional service.

5.11 Overseas Investors

Shareholders resident outside Australia should consult their professional advisers as to whether any governmental or other consents are required, or other formalities need to be observed, to enable them to accept their entitlements.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

5.12 No issue of New Shares after the Expiry Date

No New Shares will be issued on the basis of this Prospectus later than the Expiry Date.

5.13 Ranking of New Shares

The New Shares will rank equally in all respects with the Company's existing issued fully paid ordinary shares. The Company has 112,473,965 fully paid ordinary shares on issue.

5.14 Dividend Policy

As the Company is an exploration company the Directors have not considered it necessary to formulate a dividend policy. A dividend policy will become appropriate in the event of the development of a cash flow which leads to trading profits.

5.15 Taxation Implications

The Directors do not consider that it is appropriate to give shareholders advice regarding the taxation implications of applying for New Shares under the Entitlement Offer. Neither the Company nor its advisers or Directors accept any responsibility or liability for any taxation consequences to shareholders. Shareholders should therefore consult their professional tax adviser in relation to any taxation implications of the Entitlement Offer which may be relevant to them.

SECTION 6 – PURPOSE AND EFFECT OF THE ENTITLEMENT OFFER

6.1 Purpose of the Entitlement Offer

The Entitlement Offer will raise funds for the following purposes:

- to meet the administration and running costs of the Company and the expenses of this Entitlement Offer; and
- for working capital purposes including providing for the costs of exploration of those of the Company's tenement areas which are not funded by third parties and provision of contributions to joint venture operations; and
- to maintain current rights of tenure to the Company's exploration and mining tenements;
- to fund the Company's search for new exploration opportunities.

6.2 Capital Structure

The capital structure before and after the Entitlement Offer is presented below based on the assumptions that

- holders of partly paid ordinary shares will not convert their holdings to fully paid shares before the Record Date;
- all entitlements to New Shares in the Entitlement Offer are taken up.

ORDINARY SHARES	No of shares	Amount \$
FULLY PAID		
On issue	112,473,965	15,308,401
New Shares (less costs of the issue)	<u>22,497,370</u>	<u>4,030,000</u>
After this Issue	<u>134,971,335</u>	<u>19,338,401</u>
PARTLY PAID		
On issue	<u>2,650,000</u>	<u>2,650</u>
After this Issue	<u>2,650,000</u>	<u>2,650</u>
TOTAL		<u>19,341,051</u>

6.3 Effect of this Entitlement Offer

The effect of the Entitlement Offer on the unaudited consolidated Balance Sheet of the Hampton Hill Mining NL group, comprising the Company and its wholly owned subsidiary, Apollo Mining Pty Ltd, ("the Group") as at 31 December 2007 is shown in the proforma post-issue consolidated Balance Sheet set out below based on the assumptions that:

- (a) the Entitlement Offer was effective as at 31 December 2007;
- (b) holders of partly-paid shares will not convert their holdings to fully paid shares prior to the Record Date; and
- (c) all existing entitlements to New Shares in the Entitlement Offer are taken up.

CONSOLIDATED BALANCE SHEET

	Audited 30 June 2007	Unaudited 31 December 2007	Unaudited Proforma Post issue
	\$	\$	\$
CURRENT ASSETS			
Cash and cash equivalents	743,270	253,062	4,283,062
Trade and other receivables	62,219	49,994	49,994
TOTAL CURRENT ASSETS	<u>805,489</u>	<u>303,056</u>	<u>4,333,056</u>
NON CURRENT ASSETS			
Exploration and evaluation assets	6,666,019	6,921,347	6,921,347
Plant and equipment	21,261	40,301	40,301
TOTAL NON CURRENT ASSETS	<u>6,687,280</u>	<u>6,961,648</u>	<u>6,961,648</u>
TOTAL ASSETS	<u>7,492,769</u>	<u>7,264,704</u>	<u>11,294,704</u>
CURRENT LIABILITIES			
Trade and other payables	84,048	69,800	69,800
Provisions	892	1,010	1,010
TOTAL CURRENT LIABILITIES	<u>84,940</u>	<u>70,810</u>	<u>70,810</u>
TOTAL LIABILITIES	<u>84,940</u>	<u>70,810</u>	<u>70,810</u>
NET ASSETS	<u>7,407,829</u>	<u>7,193,894</u>	<u>11,223,894</u>
EQUITY			
Issued capital	15,311,051	15,311,051	19,341,051
Share based payments reserve	137,200	137,200	137,200
Accumulated losses	(8,040,422)	(8,254,357)	(8,254,357)
TOTAL EQUITY	<u>7,407,829</u>	<u>7,193,894</u>	<u>11,223,894</u>

6.4 Consequences of a Shortfall

As detailed earlier, approximately 40% of the funds which are the subject of the Entitlement Offer have been committed by interests associated with the Company's two non-executive Directors, Mr N Tomkinson and Mr J N Pitt. If the total of all funds raised from entitlement and shortfall applications is less than \$4,030,000, after the expenses of the Offer, the Company has the ability and flexibility to amend its exploration programmes and budgets for the foreseeable future to match funds available at the time.

SECTION 7 – INVESTMENT CONSIDERATIONS

The shares offered pursuant to this Prospectus are speculative.

The value of the Company's shares can and does fluctuate depending on various factors including the general economic conditions in Australia, world-wide prices of metals and minerals, increases in operating costs in the Company's areas of operation and non-Australian factors which influence the Australian share market.

The ownership of the Company's shares involves certain risks and shareholders in doubt should consult their sharebroker or financial adviser for advice. Factors which in the opinion of the Directors should be taken into account include:

- Inflation, interest rates, general economic changes including global recessionary and funding pressure, industrial disputes and political factors in Australia and overseas likely to affect the Australian share market.
- Changes in the price of gold, silver, base metals and iron ore.
- Exploration by its nature contains elements of significant risk in that success depends on the discovery and delineation of recoverable and economic ore reserves, design of suitable processes for recovery of minerals and construction of an economically viable and efficient operation to recover and process the ore at a remote location. There is also the aspect of obtaining long-term markets for any mineral product.
- The market price of shares may be affected by varied, unpredictable and often indefinable influences for equities in general and mining and exploration stocks in particular.
- Some of the mining tenement interests held by the Company are within the area of claims lodged under the Native Title Act 1993 (Commonwealth).
- It is possible that there will exist on the Company's tenements areas containing sacred sites or sites of significance to Aboriginal people, subject to the provisions of the Aboriginal Heritage Act, or to the Native Title Act. As a result land within the mining tenements may be subject to exploration, mining or other restrictions as a result of claims of Aboriginal heritage sites or native title.
- Contractual risks – all agreements entered into by the Company are subject to interpretation. There is no guarantee that the Company will be able to enforce its rights under such agreements with third parties.
- Hampton Hill's tenements are subject to State and Federal laws governing environmental impact and protection. There is a risk that exploration and/or development of some of the Company's tenements may be delayed or prohibited.

SECTION 8 - ADDITIONAL INFORMATION

8.1 Interests of Directors

Except as disclosed in this Prospectus, no Director (whether individually or in consequence of a Director's association with any company or firm or in any material contract entered into by the Company) has now, or has had, in the two year period ending on the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or its promotion of the Entitlement Offer; or
- (c) the Entitlement Offer.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash or shares or otherwise) have been paid or agreed to be paid to any Director or to any company or firm with which a Director is associated to induce him or her to become, or to qualify as, a Director, or otherwise for services rendered by him or her or any company or firm with which the Director is associated in connection with the formation or promotion of the Company or offer of the securities.

Directors' Share and Option Holdings

Directors' interests in the share capital of the Company as at the date of this Prospectus are shown below:

Director	Ordinary Shares Fully Paid	Ordinary Shares Partly Paid to 0.1 cents
N Tomkinson	6,064,317	-
J N Pitt	38,579,508	-
W S Forte	3,083,913	1,900,000

Directors' Remuneration and Related Party Transactions

Details relating to the remuneration of Directors are set out in the Remuneration Report section of the 2007 Directors' Report and Note 15 of the Notes to the Financial Statements in the Company's 2007 Financial Report lodged with the ASX on 28 September 2007.

8.2 Interests of Named Persons

Except as disclosed in this Prospectus, no expert, or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of this Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the two year period ending on the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Entitlement Offer; or
- (c) the Entitlement Offer.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash or shares or otherwise) have been paid or agreed to be paid to any expert, or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of this Prospectus, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or offer of the securities.

BDO Kendalls Audit & Assurance (WA) Pty Ltd is the Auditor of the Company. The Company has expended \$27,568 for auditing services provided to the Group by the Auditor and its predecessor, BDO Kendalls Audit & Assurance (WA), during the past 2 years.

8.3 Consent

BDO Kendalls Audit & Assurance (WA) Pty Ltd has consented to being named in this Prospectus as Auditor of Hampton Hill Mining NL for information purposes only and has not withdrawn its consent. BDO Kendalls Audit & Assurance (WA) Pty Ltd has had no involvement in the preparation of this Prospectus other than in relation to this paragraph and the appearance of its name in the Corporate Directory, has not authorised or caused the issue of the whole or any part of this Prospectus and expressly disclaims and takes no responsibility for any statements in or omissions from this Prospectus.

8.4 Substantial Shareholders

As at the date of this Prospectus the following substantial shareholdings have been notified to the Company:

Name	Shares Held	% of Issued Capital
Wythenshawe Pty Ltd, Warramboe Holdings Pty Ltd, JN Pitt, and associates – shareholders associated with J N Pitt and N Tomkinson	44,643,825	39.69%

8.5 Rights Attaching To Shares

Details of the rights attaching to the Company's shares are set out in Note 12 - Issued Capital of the Notes to the Financial Statements in the 2007 Financial Report and in the Constitution of the Company, a copy of which can be inspected at the Company's registered office at 2nd Floor, 9 Havelock Street, West Perth during normal business hours.

8.6 Corporate Governance

The Company has adopted comprehensive corporate governance policies. These policies are enunciated at length in the Company's 2007 Financial Report.

SECTION 9 - DIRECTORS' RESPONSIBILITY STATEMENT AND CONSENTS

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that no statements made by the Directors in this Prospectus are misleading or deceptive and that, in respect of any other statements made in this Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that the persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with the ASIC, or, to the Directors knowledge, are not likely to withdraw such consent before any issue of New Shares pursuant to this Prospectus.

This Prospectus is prepared on the basis that certain matters may be reasonably expected to be known to likely investors or their professional advisers.

Each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

Dated 6 February 2008



N Tomkinson
Director