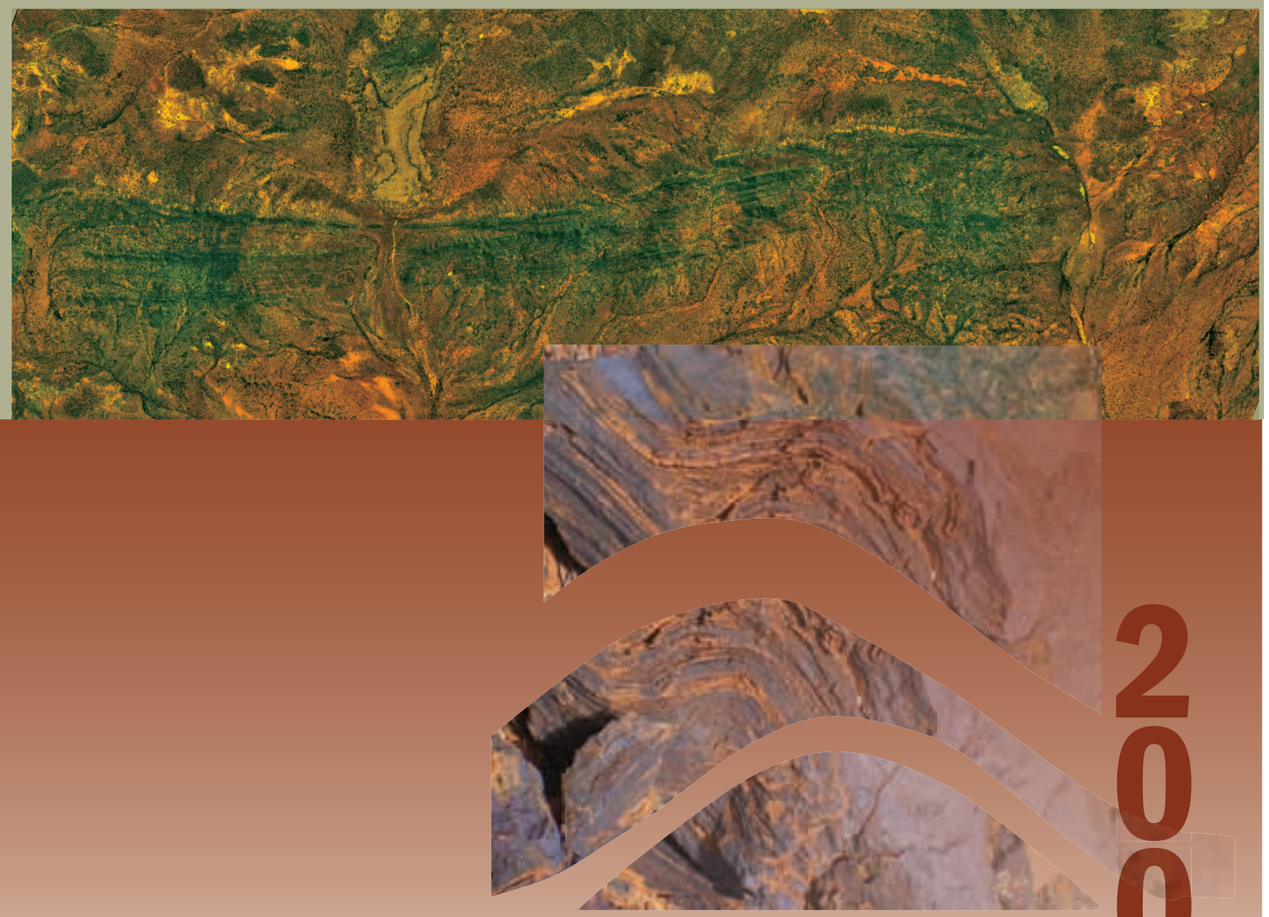
HAMPTON HILL
Mining NL

ABN 60 060 628 [illegible]

Annual Report



2009

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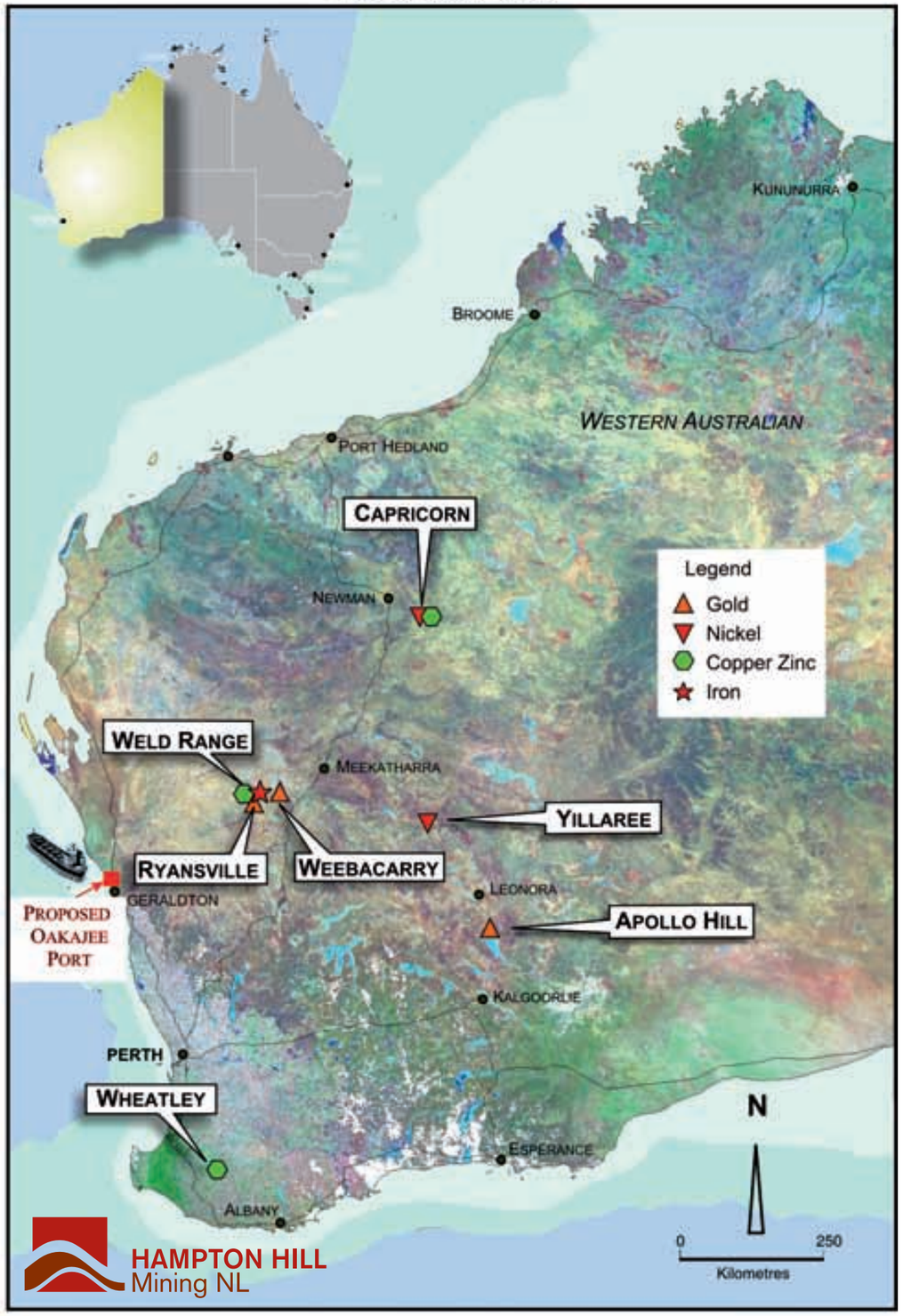
PROJECT LOCATIONS



HAMPTON HILL Mining NL

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Corporate Directory

Directors

Neil Tomkinson
Non-executive Chairman

Wilson Forte
Managing Director

Joshua Pitt
Non-executive Director

Company Secretary

Peter Ruttledge

Registered and Business Office

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Auditors

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128 Hay Street
Subiaco WA 6008

Share Registry

Security Transfer Registrars Pty Ltd
770 Canning Highway
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Operations Review

The iron ore tenement holdings of Hampton in the Weld Range are its major assets. Expansive drilling programs augmented by geophysical surveys and a detailed review of iron ore targeting throughout the Range are now underway.

In its own right Hampton has continued exploration of its gold and base metal projects which are all located in Western Australia. Drill programs were carried out at the Capricorn, Wheatley and Ryansville projects and an extensive electromagnetic geophysical program has recently been completed at the Ryansville project defining some exciting gold targets.

Exploration expenditure was $513,918 during the financial year and expenditure at a similar rate is planned for the coming year. At year's end Hampton had cash reserves of $2,387,068 with no debt and it is anticipated that there will be no near term requirement for fundraising. This healthy position is assisted by the continuing very low level of overheads incurred by the Company and the fact that Hampton is not required to contribute to Weld Range iron ore expenditure.

The Hampton Weld Range Iron Ore Assets, Murchison, Western Australia

The Company has a 40% free carried interest in the HHMJV which is managed by Sinosteel Midwest Corporation Limited (SinoMidwest) which is a subsidiary of the major Chinese steel manufacturer, Sinosteel Corporation. The joint venture is a potentially significant component of the Weld Range Direct Shipping Ore Project (WRDSOP) which forms an integral part of the Murchison Iron Ore Development Plan to establish an iron ore export industry based on a new port at Oakajee, north of Geraldton.

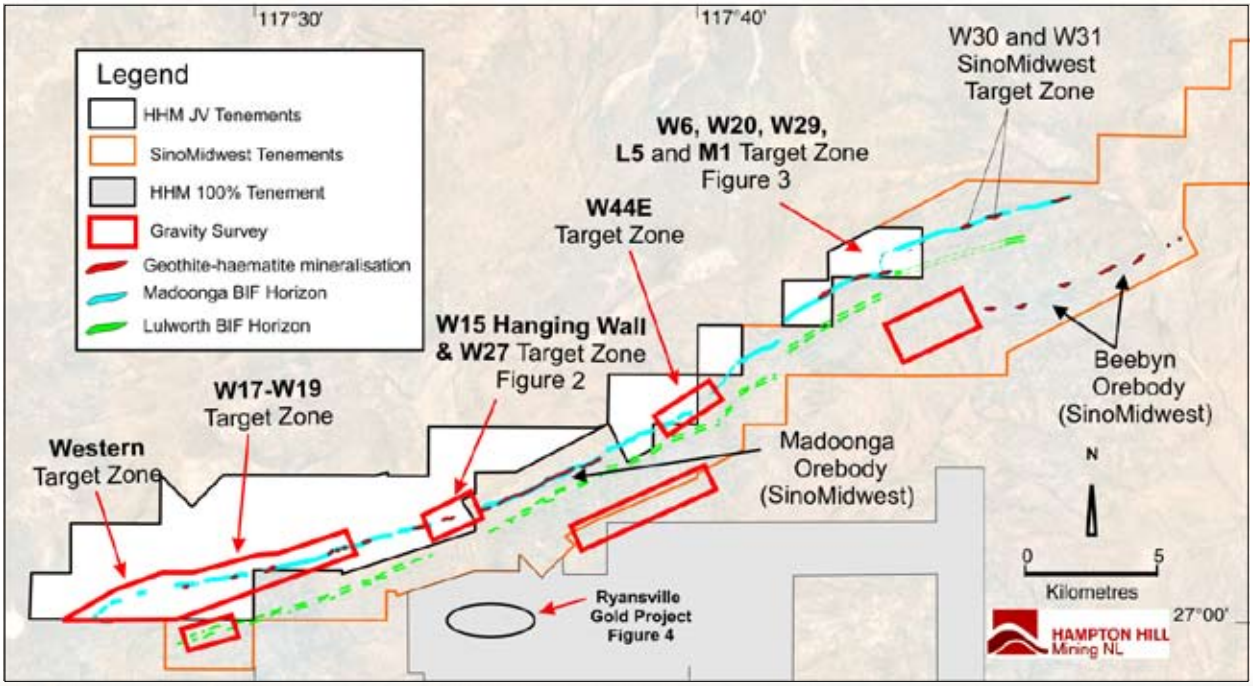
The HHMJV is now moving forward rapidly with target definition and drilling. The aim is to define any economically significant resources to the standard acceptable for a Preliminary Feasibility Study (PFS) by June 2010 so that a PFS can be completed by the end of September of that year. The completion of the PFS must take place no later than February 2011 (as a requirement of the HHMJV Agreement) following which Hampton and SinoMidwest will meet to negotiate an agreed market value for Hampton's 40% joint venture interest which Hampton is obligated to offer to SinoMidwest unless the Company elects to convert that interest to a 2% FOB royalty.

The Planned Exploration Program

The current Scope of Work for the HHMJV includes 120 reverse circulation and diamond holes testing at least six target zones in the initial phase. The program includes the complete reappraisal of the project based on extensive detailed mapping for which a full time post doctoral fellow from the University of Western Australia Centre for Exploration Targeting has been engaged. Ground based gravity surveys over several areas have commenced and the results will aid the appraisal process (refer Figure 1). Additional drilling would be required to test any new targets generated plus pattern drilling where warranted to advance the resource status of targets to PFS standard.

At the W15 target zone recent drilling has discovered buried iron mineralisation further into the hanging wall sequences than tested by previous drilling (refer Figure 2). Encouraging results included an intercept of 17.6 metres averaging over 59% iron.

Figure 1. Weld Range Direct Shipping Ore Project



Operations Review continued

This discovery not only augurs well for finding extensions along strike of this lens but also highlights the potential to define new lenses in non outcropping positions throughout the HHMJV tenements.

Drilling at the W6 East target zone was impeded by the presence of protected fauna and steep terrain; however, the drilling of 10 diamond and 5 reverse circulation holes has now commenced (refer Figure 3).The target zone is an eastern extension of a banded iron formation which exists within SinoMidwest owned tenements where substantial widths of high grade iron have been recorded. To date, best results from drilling on W6 East include 29 metres of hematite-goethite averaging 56.6% iron from 19 metres down hole and a 27 metre wide zone of magnetite averaging 59.6% from 116 metres down hole. This hematite-goethite is concealed footwall iron mineralisation and opens up the potential for more mineralisation to be discovered in this position in both W6 East and other target zones.

At the W29 target zone the results of drilling to date have included two intersections of more than 40 metres width assaying greater than 55% iron with continuity yet to be established. Mapping has identified the potential for eastern extensions with scattered outcrop of hematite mineralisation. A drill program is planned to test this target.

The M1 and L5 target zones located to the east and north of W29 were identified during recent mapping. In this area the potential for mineralisation is thought to have been structurally enhanced (refer Figure 3). Both the W29 and M1 target zones occur within the Madoonga horizon which hosts one of the main SinoMidwest iron ore reserves. The L5 target zone occurs within the poorly outcropping Lulworth horizon which has not been drill tested to date in the Weld Range even though there are reports of iron mineralisation in this horizon along strike in SinoMidwest owned tenements. A program of 62 holes will be drilled when regulatory approvals have been granted.

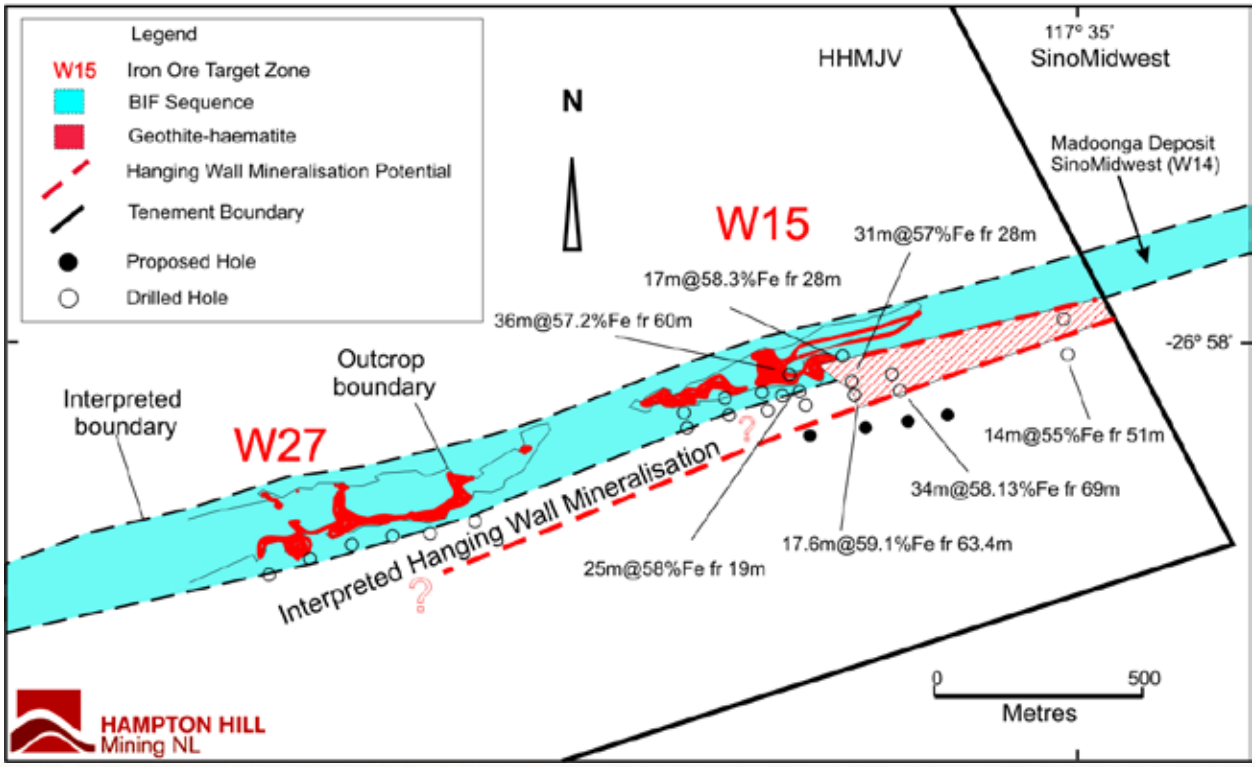
The W20 target zone is one of the most promising within the HHMJV tenements; surface sampling over some 700 metres of strike has indicated the presence of substantial widths of good grade haematite mineralisation. Drilling continues to be postponed at present due to heritage issues (refer Figure 1).

Recent outcrop mapping of the W17 and W19 target zones in the western portion of the project has highlighted their potential. A 40 hole program will commence after environmental and heritage approvals have been received. A gravity survey planned over these target zones may reveal additional targets for drill testing.

The Western target zone extends over 3.5 kilometres at the extreme western margin of the project. Aeromagnetic interpretation suggests that the zone may contain faulted extensions of the Madoonga horizon. A gravity survey will be carried out to aid exploration.

The W44 East target zone was delineated by recent interpretation of aeromagnetics. It comprises a portion of the Madoonga

Figure 2. W15 and W 27 Target Zone

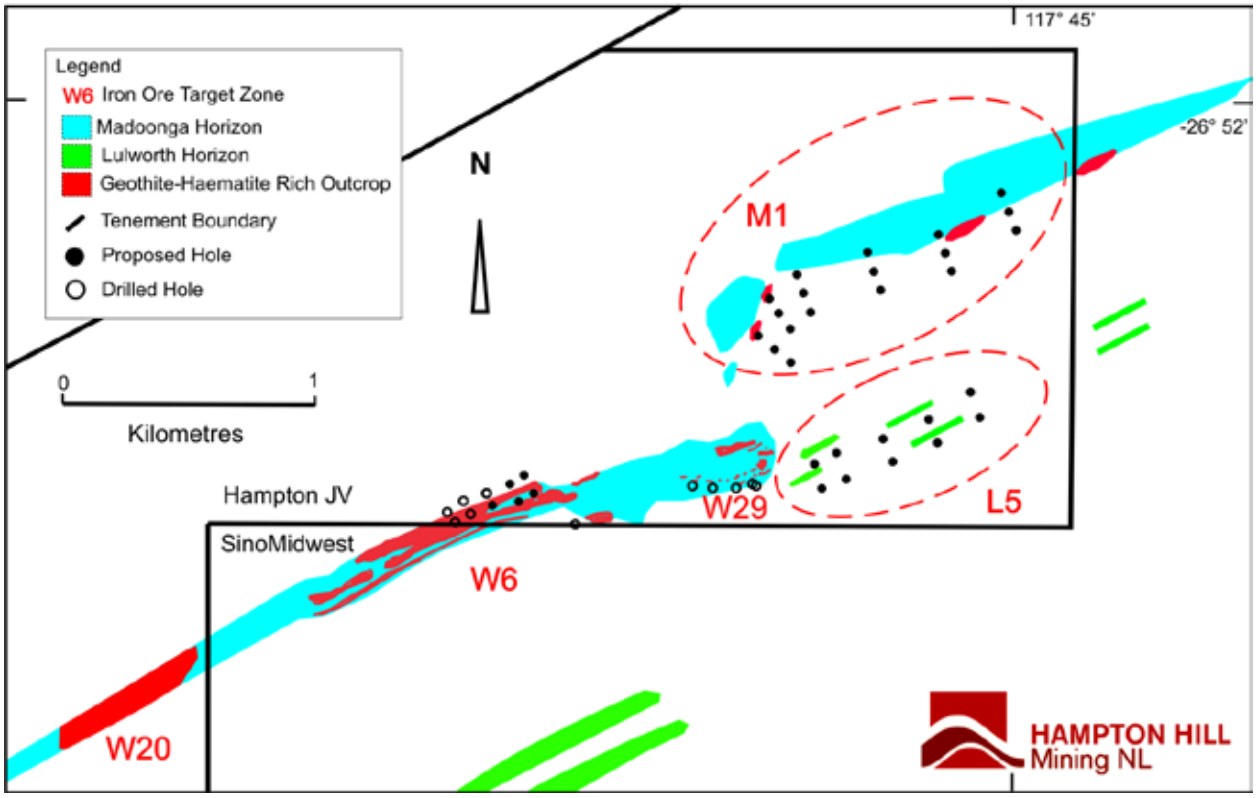


Operations Review continued

horizon where there is little outcrop and a decrease in magnetism. This is considered encouraging as these characteristics are compatible with ore enhancement as the result of hematite replacement of magnetite.

The testing of these target zones and the comprehensive review of the potential for further outcropping and buried targets will greatly assist in defining the potential for economic iron mineralisation on the HHMJV tenements in the coming year.

Figure 3. Eastern Iron Ore Targets



Weld Range Non Ferrous Ownership Agreement

In addition to the HHMJV, Hampton has a separate agreement with SinoMidwest relating to non-ferrous metals throughout the entire WRDSOP tenement area. Hampton has the right to 100% ownership of any non-ferrous ores mined on the WRDSOP tenements subject to paying a 1.5% net smelter royalty on ores from the SinoMidwest tenements but no royalty in relation to ores from the HHMJV tenements.

Hampton has reviewed the geological logs of all previous iron ore drilling carried out by SinoMidwest and regularly reviews the data from new holes to select intervals for assay which are thought to have potential for gold or base metals. No significant assays have been returned to date. However, with the shift in focus to more diversified targeting in the Weld Range, the potential for a discovery of gold or base metal mineralisation becomes more likely.

Ryansville Gold Project

Hampton's 100% owned Ryansville gold project is situated on the southern flank of the Weld Range.

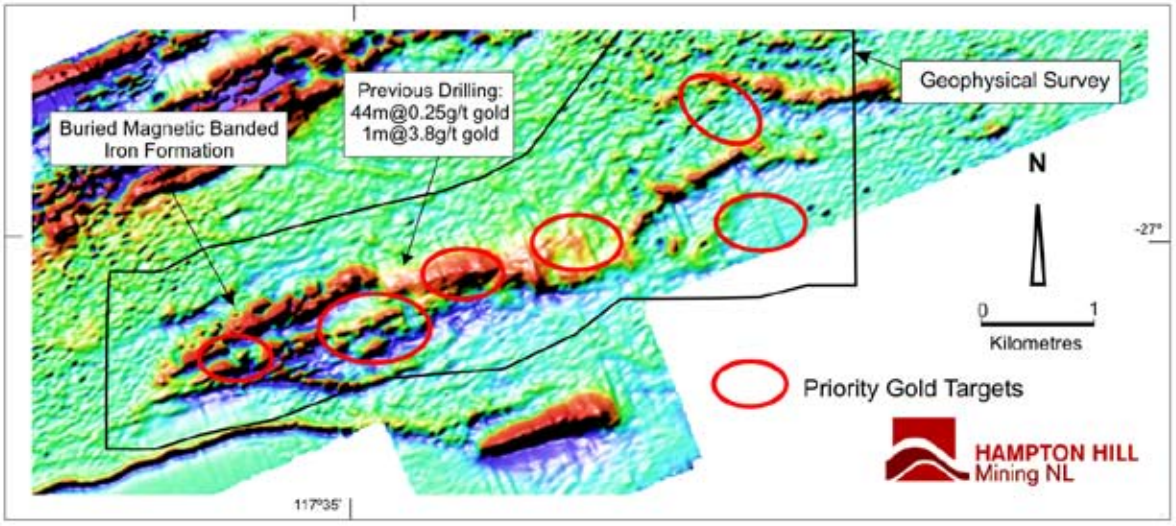
Hampton has carried out several drilling campaigns at Ryansville over recent years outlining gold mineralisation over a strike length of more than 4 kilometres associated with altered banded iron formation (BIF) in an area with sparse outcrop. Wide zones of strong alteration with anomalous gold mineralisation have been recorded such as 44 metres averaging 0.25 grams per tonne gold. The highest grade intercept was 1 metre at 3.8 grams per tonne gold.

An interpretation of detailed aeromagnetic data indicates this gold mineralisation to be associated with fold closures and faults which are considered to be a favourable setting for massive sulphide hosted gold mineralisation such as occurs at the Hill 50 goldmine to the south east.

Hampton recently completed a ground based moving loop electromagnetic (MLEM) survey together with some detailed fixed loop electromagnetic geophysical surveys over this BIF sequence to look for buried conductors (refer Figure 4). The rationale for the surveys was that any conductors found might relate to gold hosting massive sulphide replacement systems similar to the high grade gold deposits mined at Hill 50.

Operations Review continued

Figure 4. Ryansville Gold Project



The surveys defined three priority and two second order MLEM conductors associated with the favourable BIF horizon and one further priority target situated off horizon. These represent an exciting set of new gold targets for Hampton that will be drilled as soon as heritage surveys have been completed.

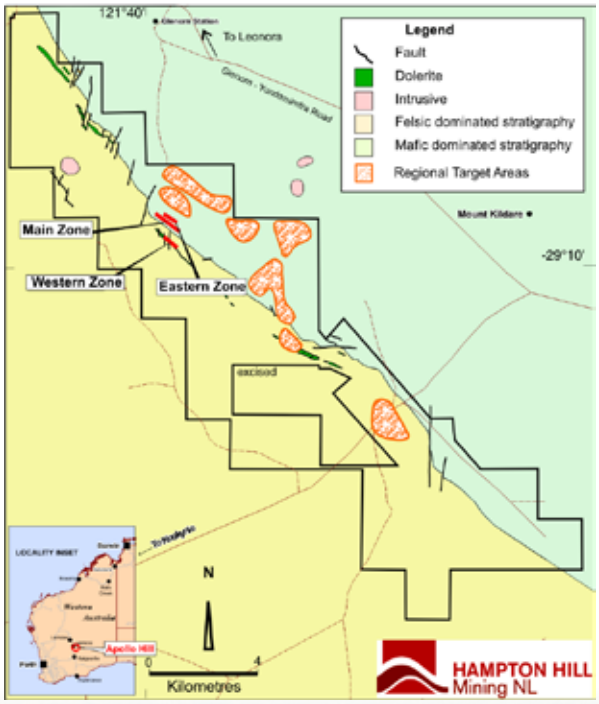
Apollo Hill Gold Project

The Apollo gold project is situated 40 kilometres south east of the township of Leonora which has recently witnessed the recommencement of underground gold mining in the Sons of Gwalia Deeps.

The large Apollo Hill gold project covers 27 kilometres of the Keith Kilkenny structural corridor which is thought to be a major locus for gold mineralisation in the eastern goldfields. Drilling on the original discovery location at Apollo Hill has shown there are three zones of gold mineralisation: the Main, Western and Eastern zones (refer Figure 5). Drilling in the Main zone has returned best results of 10 metres averaging 6.5 grams per tonne from 256 metres, 12 metres averaging 4.5 grams per tonne from 186 metres, and 6 metres averaging 4.4 grams per tonne from 124 metres.

Drill access to a large portion of the Apollo Hill project remains held up by heritage issues. Hampton plans to seek a joint venture to fund the next phase of exploration of this large project.

Figure 5. Apollo Hill Gold Project



Operations Review continued

Capricorn Nickel and Zinc-Silver Project

The project is situated in the East Pilbara region of Western Australia 50 kilometres east south east of the township of Newman near the northern margin of the Archean Sylvania dome. Hampton has a 75% interest in this project in joint venture with the unlisted company, Metallica Pty Ltd, with both companies contributing expenditure in direct proportion to their interests.

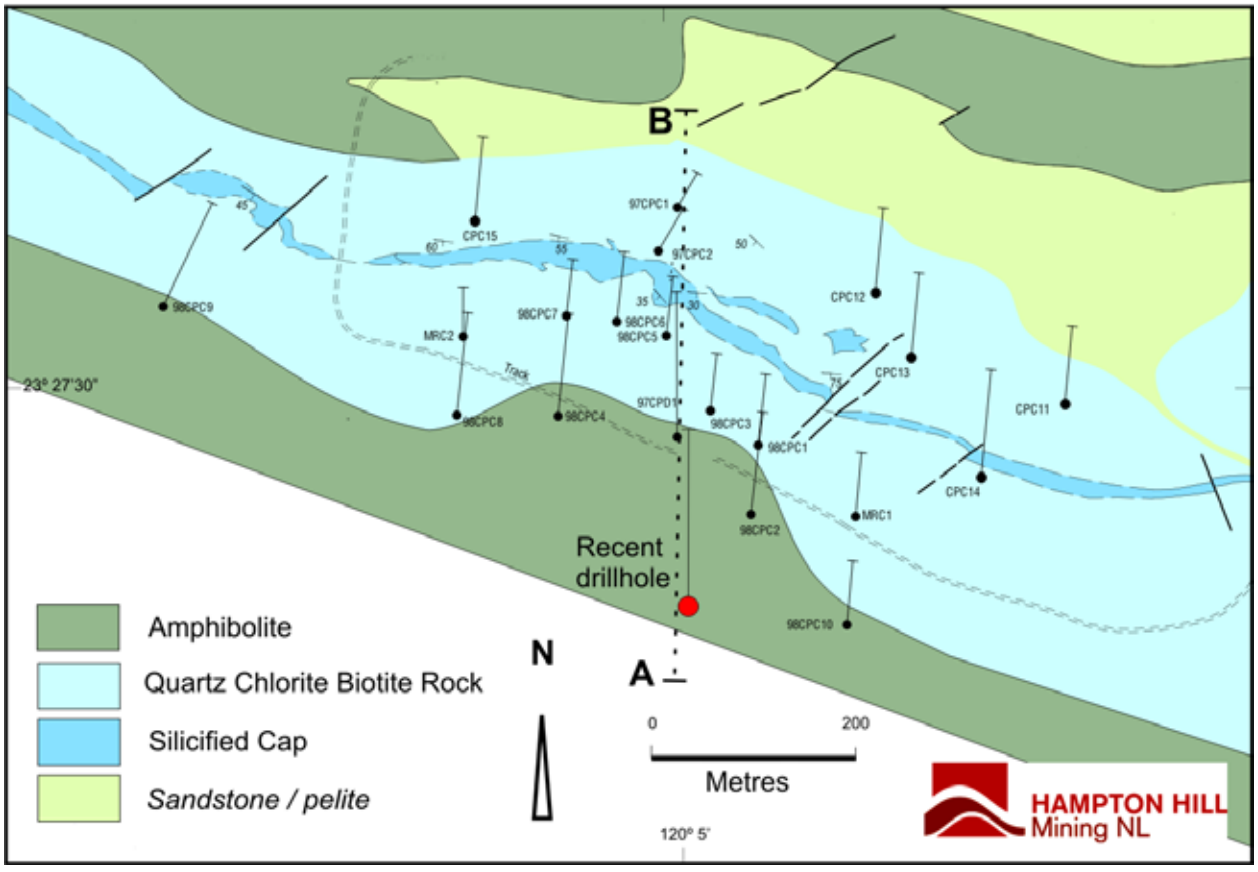
Previous drilling on the Millipede nickel sulphide prospect has returned up to 2 metres averaging 1.4% nickel and 0.6% copper in a gabbroic complex. Two reverse circulation holes totalling 455 metres were recently drilled to test for down dip and along strike extensions of this mineralisation. Both holes intersected only narrow zones of disseminated sulphides thus downgrading the potential to host economic nickel sulphides.

The Centipede prospect has the potential to host economic stratiform zinc-silver mineralisation with the target horizon extending over some four kilometres (refer Figure 6). The horizon is comprised of a thick sequence of barite rich quartz biotite schists. Previous drilling by Hampton returned broad widths of low grade zinc–silver mineralization within which several encouraging intervals occur. The best result from this drilling was 4 metres averaging 3.5% zinc and 0.7 ozs per tonne silver from 122 metres down hole.

The Company recently drilled a 298 metre reverse circulation hole to test for down dip extensions of this mineralisation and to better define the granite hanging wall contact. This hole intersected broad widths of low grade zinc-silver mineralisation as encountered in previous holes with narrow higher grade intervals including 5 metres averaging 1.7% zinc (refer Figure 7).

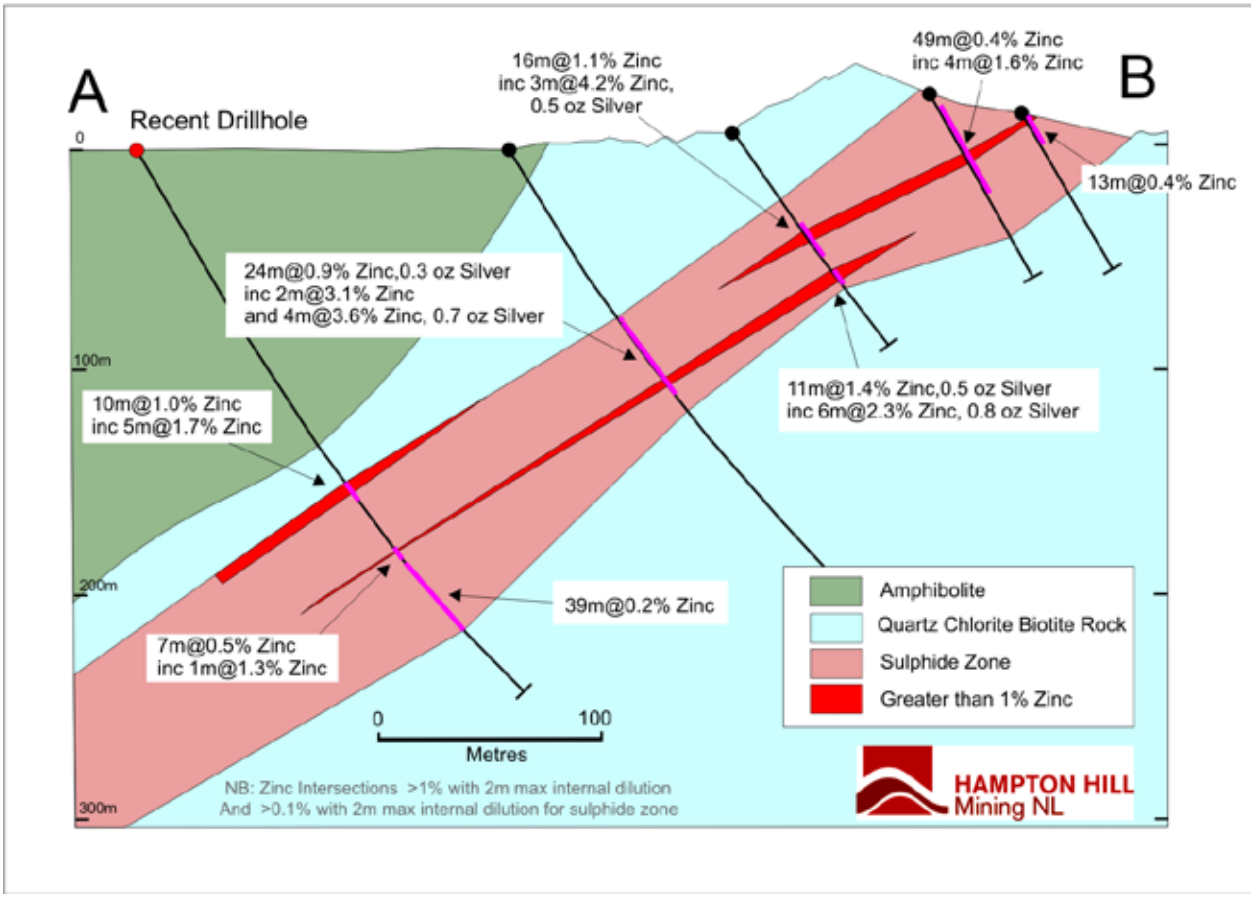
Hampton also carried out a minor bedrock drilling program to test several aeromagnetic anomalies near the northern boundary of the project for iron without success.

Figure 6. Capricorn Project - Centipede Prospect



Operations Review continued

Figure 7. Centipede Zinc Prospect Cross Section



Wheatley Base Metal Project

This prospect is near Manjimup in the south west of Western Australia and is a joint venture between Hampton and a wholly owned subsidiary of Teck Resources Limited of Canada (Teck). Earlier work was focused on the drill testing of several aeromagnetic anomalies which led to the outlining of minor semi-massive base metal sulphides at the Kingsley prospect. These sulphides are considered to have affinities with volcanic hosted massive sulphide (VMS) deposits.

Hampton is now the manager of the project and can gain total ownership by being the sole contributor of $1,500,000 of project expenditure prior to 30 June 2011, subject to Teck's right, at any time prior to Hampton giving notice of completing this expenditure, to revert ownership to a 50:50 basis by electing to replace Hampton as sole contributor and contributing three times Hampton's expenditure to that date. Teck can then elect to increase its interest to 70% by completing a feasibility study with Hampton then retaining a 30% free carry to a decision to mine. BHP Billiton retains a small royalty in the event of commercial production taking place from a selected number of the tenements.

During the year Hampton drilled 81 aircore holes totalling 2,230 metres over each of four VTEM anomalies that were considered to have been inadequately tested by earlier drilling. This new drilling generally downgraded the targets. However one zone anomalous in copper and one gold target were confirmed.

Hampton plans follow up drill testing of these targets subject to drill availability and restrictions on drilling imposed by the risk of spreading die back when the forest is wet.

Operations Review continued

Yillaree Nickel Sulphide Project

This project is located near the Leinster nickel sulphide operations of BHP Billiton Ltd. It hosts ultramafic units that extend southwards to the Horne and Sinclair nickel sulphide deposits and work to date has demonstrated the potential for both nickel and gold mineralization.

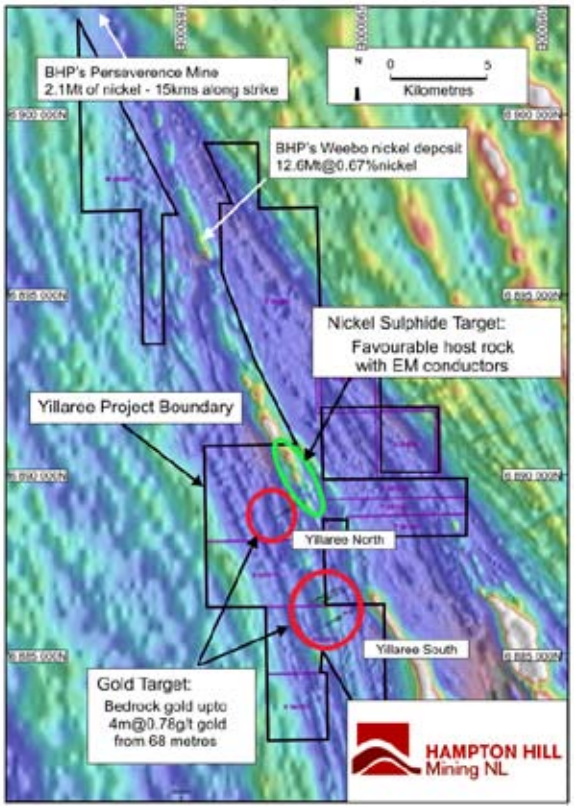
Breakaway Resources Limited (Breakaway) is manager and has an 81.27% interest in this project. Hampton has an 18.73% contributing interest.

Exploration during the year included a geophysical and geochemical review followed by field checking. The geophysical and geochemical review concluded that a number of nickel-copper anomalies ranked highly (refer Figure 8).

A review of the gold potential identified four coherent gold anomalies with a best result of 4 metres averaging 0.8 grams per tonne gold from 68 metres down hole. These four gold anomalies warrant follow up.

Breakaway has had some budget constraints during the year but has confirmed the intention to drill test these nickel and gold anomalies.

Figure 8. Yillaree Nickel and Gold Targets on Aeromagnetics Image



Weebacarry Gold Project

Drilling assessed the gold potential of the Weebacarry Bore project which covers 12 kilometres of the central portion of a regional north east trending shear zone between the abandoned Big Bell mine (3.9 million ounces production) to the south and the Meekatharra field (2.4 million ounces gold production) to the north in the Murchison district near Cue. This exploration program downgraded the potential for economic gold mineralisation.

In light of the recent promising discovery of VMS mineralisation detected under surficial cover sediments at the nearby Austin prospect, Hampton is reviewing the prospect's potential for this style of mineralisation. Past exploration at Weebacarry revealed some base metal anomalous outcrops and minor base metal intersections.

COMPLIANCE STATEMENT

The information in the above report that relates to exploration results has been, reviewed and confirmed as accurate by Mr Wilson Forte who is a member of the AusIMM. Mr Forte is a full-time employee of the Company and has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activities which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Forte consents to the inclusion in the report of the matters based on his information in the form and context in which they appear.

Directors' Report

Hampton Hill Mining NL ("the Company" or "Hampton") is listed on the Australian Securities Exchange. The registered office and principle place of business of the Company is located at Level 2, 9 Havelock Street, West Perth, Western Australia.

The directors of the Company present their report on the Company and the consolidated entity for the year ended 30 June 2009.

DIRECTORS

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

Neil Tomkinson

Wilson Forte

Joshua Pitt

PRINCIPAL ACTIVITIES

The principal activities of the Company and its subsidiary (the "Group" or "Consolidated entity") during the financial year consisted of gold and base metal exploration, including iron ore. There has been no significant change in these activities during the year.

DIVIDENDS

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

REVIEW OF OPERATIONS AND LIKELY DEVELOPMENTS

The consolidated entity's operating loss after tax for the financial year was $890,250 (2008: $785,370), of which $670,710 (2008: $512,609) related to exploration expenditure written off.

Hampton has continued to actively explore its gold, base metal and iron projects during the year.

Weld Range Iron Ore Project

Hampton's main exploration asset is its 40% interest in the Hampton Hill Mining Joint Venture (HHMJV). Sinosteel Midwest Corporation Limited (SinoMidwest), which is the manager of the HHMJV, is a subsidiary of the major Chinese steel manufacturer, Sinosteel Corporation. The HHMJV forms part of the Sinosteel Weld Range Direct Shipping Ore Project (WRDSOP). This project forms an integral part of the Murchison Iron Ore Development Plan which is aiming to establish an iron ore mining industry shipping ore for export through the proposed new port of Oakajee, just north of Geraldton which has received expressions of financial support from both the Commonwealth and Western Australian State governments

Progress in drilling the HHMJV tenements has been of a preliminary nature, somewhat delayed by environmental and Aboriginal Heritage issues. In addition, SinoMidwest has been concentrating on infill drilling iron resources on its 100% owned tenements in support of a proposed bankable feasibility study which is planned to be completed by the end of 2009. The rate of drilling on the HHMJV tenements is set to increase rapidly in the current year with 120 holes planned in the initial program.

As a requirement of the HHMJV Agreement, SinoMidwest has to complete a prefeasibility study on the HHMJV tenements no later than February 2011. This procedure is designed to allow Hampton and SinoMidwest to seek an agreed market value for Hampton's 40% share of the HHMJV which Hampton is obligated to offer to SinoMidwest unless Hampton elects to convert its interest to a 2% FOB royalty.

Other Projects

Drill programs were completed on three projects. Drilling on the Wheatley base metal and Ryansville iron projects was fully funded by Hampton. At the Capricorn joint venture, Hampton contributed 75% of costs for a drill program that tested several aeromagnetic anomalies for iron ore. At the Ryansville gold project, an electromagnetic geophysical survey commissioned by Hampton found buried conductors which may be associated with Hill 50 style gold mineralisation. At the Yillaree project, a review of previous exploration conducted by the project managers, Breakaway Resources Ltd, delineated targets for nickel sulphides and gold mineralisation but no drilling was carried out. Further drilling programs are anticipated on most of these projects in the coming year.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

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

Directors' Report

INFORMATION RELATING TO DIRECTORS

Non-Executive Chairman

Neil Tomkinson LLB Hons

Mr Tomkinson has had extensive experience over the last thirty 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), Red Hill Iron Limited (appointed April 2008) and of Pan Pacific Petroleum NL (appointed a director in June 2006 and chairman in December 2008). Mr Tomkinson is an investor in private mineral exploration and in resources in general in Australia.

Managing Director

Wilson Forte BSc Hons (UWA), MAusIMM, MAIG

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

Non-Executive Director

Joshua Norman Pitt BSc, MAusIMM, MAIG

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

INFORMATION RELATING TO COMPANY SECRETARY

Peter Ruttledge BSc, CA, FFin

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

DIRECTORS' INTERESTS IN SHARES IN THE COMPANY

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

Director	Ordinary Shares Fully Paid	Ordinary Shares Partly Paid to 0.1 cents
N Tomkinson	7,274,700	-
W S Forte	3,095,894	1,900,000
J N Pitt	46,311,409	-

The relevant interest of Mr Tomkinson and Mr Pitt in the shares of the Company is their combined holding of 53,586,109 shares. No options have been issued to the directors.

MEETINGS OF DIRECTORS

The following table sets out the number of meetings of directors held during the year ended 30 June 2009 and the number of meetings attended by each director:

Director	Meetings of Directors whilst a Director	Number of Meetings Attended
W S Forte	2	2
N Tomkinson	2	2
J N Pitt	2	2

Directors' Report

AUDITED REMUNERATION REPORT

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

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

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

The remuneration framework has regard to shareholders' interests by:

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

The remuneration framework has regard to executives' interests by:

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

The remuneration policy is not linked to the Company's performance.

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

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

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

Non-Executive Directors

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

Executive Director and other Executives

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

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

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

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 is by way of a retainer and fee for company secretarial, accounting and administration services provided to the Company, invoiced on an hourly basis, and from time to time the issue of partly paid shares, or options to take up fully paid shares in the Company. The directors' regularly review the services provided and the hourly rate charged.

Directors' Report

AUDITED REMUNERATION REPORT (continued)

(b) Details of remuneration

The key management personnel of the Company and the Group are the Directors.

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

	Short term benefits		Post-employment benefits	Share based payments	Total	Value of partly paid s hares as a proportion of remuneration
	Salary & fees	Non-cash benefits	Super-annuation	Partly paid shares		
2009	$	$	$	$	$	%
Directors						
Non-executive						
N Tomkinson	-	-	-	-	-	-
J N Pitt	-	-	-	-	-	-
Executive						
W S Forte	110,000	6,763	100,000	-	216,763	-
	110,000	6,763	100,000	-	216,763	-
Other specified executives						
P C Ruttledge	48,125	-	-	-	48,125	-
2008						
Directors						
Non-executive						
N Tomkinson	-	-	-	-	-	-
J N Pitt	-	-	-	-	-	-
Executive						
W S Forte	100,000	12,295	100,000	-	212,295	
	100,000	12,295	100,000	-	212,295	
Other specified executives						
P C Ruttledge	36,402	-	-	-	36,402	

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

(c) Service agreements

The salary and superannuation package for the Managing Director, Mr Wilson Forte, for the year ended 30 June 2009 was $216,763 including non-cash benefits. 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 2009 exclusive of GST were $48,125.

(d) Share based compensation

The Managing Director and other specified executives 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 generally provided in the form of partly paid shares vesting immediately. The issue of these partly paid shares is not linked to past company performance since their principal purpose is to promote continuity of performance and provide additional incentive to the key management personnel to increase shareholder wealth. There is no specific board policy

Directors' Report

AUDITED REMUNERATION REPORT (continued)

restricting employees from taking action to limit their exposure to risk in relation to share based payments. Nevertheless, in terms of the Company's corporate governance policies, all employees are prohibited from dealing in the Company's securities when they possess inside information and they are obliged to inform the board of any proposed transactions in securities.

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

(e) Additional information

Share-based compensation: Partly paid ordinary shares.

No partly paid shares were issued during the year.

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

The audited remuneration report ends here.

SHARES UNDER OPTION

There are no options to take up ordinary 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. The Directors have considered compliance with the National Greenhouse and Energy Reporting Act 2007 which requires entities to report annual greenhouse gas emissions and energy use. For the first measurement period 1 July 2008 to 30 June 2009 the directors have assessed that there are no current reporting requirements, but may be required to do so in the future.

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.

AUDIT COMMITTEE

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

AUDITOR'S INDEPENDENCE DECLARATION

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

NON-AUDIT SERVICES

BDO Kendalls Audit & Assurance (WA) Pty Ltd, the Company's auditor, did not perform any non-audit services for the Company for the year ended 30 June 2009.

Signed in Perth in accordance with a resolution of Directors on 11 September 2009.

N Tomkinson
Chairman

Auditor's Independence Declaration

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ABN 79 112 284 787

Board of Directors
Hampton Hill Mining NL
Level 2, 9 Havelock Street
WEST PERTH, WA, 6005

Dear Sirs

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

As lead auditor of Hampton Hill Mining NL for the year ended 30 June 2009, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

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

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

Brad McVeigh
Director

BDO Kendalls Audit & Assurance (WA) Pty Ltd
Perth, Western Australia.
Dated this 11th day of September, 2009.

BDO Kendalls is a national association of separate partnerships and entities. Liability limited by a scheme approved under Professional Standards Legislation.

Income Statements
for the year ended 30 June 2009

	Note	Consolidated		Parent Entity	
		2009	2008	2009	2008
		$	$	$	$
Revenue	4	171,192	78,056	171,192	78,056
Other income		48,903	23,605	48,903	23,605
Exploration expenditure written off	9	(670,710)	(512,609)	(670,710)	(512,609)
Expenses	5	(439,635)	(374,422)	(439,635)	(374,422)
Loss before income tax		(890,250)	(785,370)	(890,250)	(785,370)
Income tax expense	6	-	-	-	-
Loss attributable to the ordinary equity holders of the Company		(890,250)	(785,370)	(890,250)	(785,370)
Loss per share for loss attributable to the ordinary equity holders of the Company					
Basic loss and diluted loss per share	24	0.68 cents	0.67 cents		

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

Balance Sheets
as at 30 June 2009

	Note	Consolidated 2009 $	Consolidated 2008 $	Parent Entity 2009 $	Parent Entity 2008 $
Assets					
Current Assets					
Cash and cash equivalents	7	2,387,068	3,030,941	2,387,068	3,030,941
Trade and other receivables	8	38,923	97,562	841,136	901,053
Total Current Assets		2,425,991	3,128,503	3,228,204	3,931,994
Non-Current Assets					
Exploration assets	9	6,594,705	6,839,720	5,121,200	5,364,937
Plant and equipment	10	21,998	34,121	21,998	34,121
Other financial assets	11	-	-	673,601	673,601
Total Non Current Assets		6,616,703	6,873,841	5,816,799	6,072,659
Total Assets		9,042,694	10,002,344	9,045,003	10,004,653
Liabilities					
Current Liabilities					
Trade and other payables	12	132,932	202,596	132,932	202,596
Provisions	13	1,510	1,246	1,510	1,246
Total Current Liabilities		134,442	203,842	134,442	203,842
Total Liabilities		134,442	203,842	134,442	203,842
Net Assets		8,908,252	9,798,502	8,910,561	9,800,811
Equity					
Issued capital	14	18,487,094	18,487,094	18,487,094	18,487,094
Reserves	15	137,200	137,200	137,200	137,200
Accumulated losses		(9,716,042)	(8,825,792)	(9,713,733)	(8,823,483)
Total Equity		8,908,252	9,798,502	8,910,561	9,800,811

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

Statements of Changes in Equity

for the year ended 30 June 2009

Consolidated	Issued Capital $	Accumulated Losses $	Share Based Payments Reserve $	Total Equity $
2009				
Balance at 1 July 2008	18,487,094	(8,825,792)	137,200	9,798,502
Net loss for the period	-	(890,250)	-	(890,250)
Total recognised income and expense for the year	-	(890,250)	-	(890,250)
Balance at 30 June 2009	18,487,094	(9,716,042)	137,200	8,908,252
2008				
Balance at 1 July 2007	15,311,051	(8,040,422)	137,200	7,407,829
Net loss for the period	-	(785,370)	-	(785,370)
Total recognised income and expense for the year	-	(785,370)	-	(785,370)
Transactions with equity holders in their capacity as equity holders:				
Issue of fully paid shares	3,176,043	-	-	3,176,043
Balance at 30 June 2008	18,487,094	(8,825,792)	137,200	9,798,502
Parent Entity				
2009				
Balance at 1 July 2008	18,487,094	(8,823,483)	137,200	9,800,811
Net loss for the period	-	(890,250)	-	(890,250)
Total recognised income and expense for the year	-	(890,250)	-	(890,250)
Balance at 30 June 2009	18,487,094	(9,713,733)	137,200	8,910,561
2008				
Balance at 1 July 2007	15,311,051	(8,038,113)	137,200	7,410,138
Net loss for the period	-	(785,370)	-	(785,370)
Total recognised income and expense for the year	-	(785,370)	-	(785,370)
Transactions with equity holders in their capacity as equity holders:				
Issue of fully paid shares	3,176,043	-	-	3,176,043
Balance at 30 June 2008	18,487,094	(8,823,483)	137,200	9,800,811

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 2009

	Note	Consolidated 2009 $	Consolidated 2008 $	Parent Entity 2009 $	Parent Entity 2008 $
Cash flows from operating activities					
Payments to suppliers and employees		(404,488)	(360,306)	(404,488)	(360,306)
Payments for exploration expenditure		(504,941)	(546,634)	(506,216)	(546,634)
Interest received		216,820	27,106	216,820	27,106
Other revenue received		48,736	15,846	48,736	15,846
Net cash outflow from operating activities	23	(643,873)	(863,988)	(645,148)	(863,988)
Cash flows from investing activities					
Loan from controlled entity		-	-	1,275	-
Purchase of plant and equipment		-	(24,384)	-	(24,384)
Net cash inflow/(outflow) from investing activities		-	(24,384)	1,275	(24,384)
Cash flows from financing activities					
Proceeds from issue of shares net of transaction cost		-	3,176,043	-	3,176,043
Net cash inflow from financing activities		-	3,176,043	-	3,176,043
Net (decrease)/increase in cash and cash equivalents		(643,873)	2,287,671	(643,873)	2,287,671
Cash and cash equivalents at the beginning of the financial year		3,030,941	743,270	3,030,941	743,270
Cash and cash equivalents at the end of the financial year	7	2,387,068	3,030,941	2,387,068	3,030,941

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 2009

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.

(a) 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), Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board, and the Corporations Act 2001.

Compliance with IFRS

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

Reporting Basis and Conventions

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

Critical accounting estimates and judgements

The directors evaluate estimates and judgements incorporated into the financial 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.

(i) Key Estimates — Impairment

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

(ii) Capitalisation of exploration and evaluation expenditure

The group has capitalised exploration and evaluation expenditure of $6,839,720 (2008: $6,666,019) on the basis either that this is expected to be recouped through successful development (or alternatively sale) of the areas of interest concerned or that it is not yet possible to assess whether it would be recouped.

(b) Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of the subsidiary of Hampton Hill Mining NL ("Company" or "Parent Entity") as at 30 June 2009 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.

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.

Notes to the Financial Statements
for the year ended 30 June 2009

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Segment reporting

A business segment is identified for a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different to those of other business segments. A geographical segment is identified when products or services are provided within a particular economic environment subject to risks and returns that are different from those of segments operation in other economic environments.

(d) Revenue recognition

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

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

Other revenue is recognised as it accrues.

(e) Income tax

The charge for current income tax expenses is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using tax rates that have been enacted or are substantively enacted by the balance 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 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 the head entity in the tax controlled group and its subsidiary is the controlled entity and each accounts for its own current and deferred tax amounts. These tax amounts are measured as if each entity in the tax consolidated group continues to be a standalone taxpayer in its own right.

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

Notes to the Financial Statements
for the year ended 30 June 2009

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) 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 objective evidence that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to 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.

(g) Cash and cash equivalents

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

(h) Trade receivables

All trade receivables are recognised at the amounts receivable as they are due for settlement no more than 30 days from the date of recognition. Trade receivables are recognised initially at fair value and subsequently at amortised cost.

Collectability of trade receivables is reviewed on an ongoing basis. Debts, which are known to be uncollectable, are written off. An allowance for doubtful debts is raised where some doubt as to collection exists and is recorded in a separate account.

(i) Other financial assets and liabilities

Recognition

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

Financial liabilities

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

Impairment

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) 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.

Notes to the Financial Statements
for the year ended 30 June 2009

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Plant and equipment

Recognition and measurement

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

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

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the 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.

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

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

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

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

(l) Employee benefits

Wages and salaries, annual leave and sick leave

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

Long service leave

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

Retirement benefits obligations

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

Share based payments

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

The fair value of partly paid shares 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.

Notes to the Financial Statements
for the year ended 30 June 2009

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Issued capital

Ordinary shares are classified as equity.

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

(n) Loss per share

Basic loss per share

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

Diluted loss per share

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

(o) Joint venture agreements

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

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

(p) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian 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.

Notes to the Financial Statements
for the year ended 30 June 2009

(q) New accounting standards and interpretation

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

Reference	Affected Standards	Nature of change to accounting policy and impact on accounts	Application date
AASB 8 AASB 2007-3	AASB 8 replaces AASB 114 Segment Reporting	As this is a disclosure standard, there will be no impact on amounts recognised in the financial statements. The amendments may have an impact on the Company's segment disclosures.	1 January 2009
AASB 101 (revised) AASB 2007-8 AASB 2007-10	Amendments to AASB 101 Presentation of Financial Statements	As this is a disclosure standard only, there will be no impact on amounts recognised in the financial statements. However, there will be various changes to the way financial statements are presented and various changes to names of individual financial statements.	1 January 2009
AASB 2008-1	Amendments to AASB 2 – Share Based Payments : Vesting Conditions and Cancellations	No impact because the Company has not issued any options to employees that include non-vesting conditions.	1 January 2009
AASB 2009-2	Amendments to Australian Accounting Standards – Improving Disclosure about Financial Instruments (AASB 4, 7, 1023 and 1038)	The main amendment to AASB 7 requires fair value measurements to be disclosed by source of inputs using a set hierarchy. This is not expected to be applicable to the Company. The amendments to the other listed AASB's are editorial only.	1 January 2009
AASB 2009-7	Amendments to Australian Accounting Standards (AASB 5, 7, 107, 112, 136, 139 and Interpretation 17)	These comprise editorial amendments and are expected to have no major impact on the requirements of the amended pronouncements.	1 July 2009
Amendments to International Financial Reporting Standards (IFRS)	Improvements to IFRSs	The Company has not yet determined the extent of the impact of the amendments, if any.	1 January 2009 except amendments to IFRS 5, which are effective from 1 July 2009
AASB 2008-5 AASB 2008-6 AASB 2009-4 AASB 2009-5	Amendments to Australian Accounting Standards arising from the Annual Improvements Project (AASB 5, 7, 101, 102, 107, 108, 110, 116, 118, 119, 120, 123, 127, 128, 129, 131, 132, 134, 136, 138, 139, 140, 141, 1023 and 1038)	Only the amendments to AASB 136 are applicable and there will be no financial impact when these amendments are first adopted because these amendments relate to additional disclosure requirements only.	1 January 2009 1 July 2009 1 July 2009 1 January 2010
AASB 127	Consolidated and Separate Financial Statements	If the Group changes its ownership interest in the existing subsidiary in the future the change will be accounted for as an equity transaction. This will have no impact on goodwill, nor will it give rise to a gain or a loss in the Group's income statement.	1 July 2009

Notes to the Financial Statements
for the year ended 30 June 2009

NOTE 2 – FINANCIAL RISK MANAGEMENT

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

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

Market risk

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

Bank deposits at call, amounting to $2,346,494 (2008: 2,805,857), all mature within 97 days of balance date.

The weighted average rate of interest to which the Group was exposed on its cash assets as at the year end was 3.58% (2008: 7.70%).

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

Financial Assets	**Carrying amount of cash assets**	**Effect of decrease or increase of interest rate on profit and equity of the Group**			
Change of interest rate:		**-1%**		**+ 1%**	
		Profit	**Equity**	**Profit**	**Equity**
	$	**$**	**$**	**$**	**$**
2009					
Cash & cash equivalents	2,387,068				
Total increase/(decrease)		(23,871)	(23,871)	23,871	23,871
2008					
Cash & cash equivalents	3,030,941				
Total increase/(decrease)		(30,309)	(30,309)	30,309	30,309

Liquidity risk

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

Credit risk

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

Exposure to credit risk	**Closing carrying amount of cash assets Consolidated**		**Closing carrying amount of cash assets Parent Entity**	
	2009	**2008**	**2009**	**2008**
	$	**$**	**$**	**$**
Cash & cash equivalents	2,387,068	3,030,941	2,387,068	3,030,941
Trade and other receivables	38,923	97,562	841,136	901,053

Fair value estimates

The carrying amount of the Group's financial assets and liabilities approximates fair value due to their short term maturity.

Notes to the Financial Statements
for the year ended 30 June 2009

NOTE 2 – FINANCIAL RISK MANAGEMENT (continued)

Capital management risk

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

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

NOTE 3 – SEGMENT INFORMATION

The Group operates predominantly in one industry. The principal activities are iron ore, other base metal and gold exploration and prospecting.

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

NOTE 4 – REVENUE

	Consolidated		Parent Entity	
	2009	2008	2009	2008
	$	$	$	$
Revenue				
Interest income	171,192	78,056	171,192	78,056
	171,192	78,056	171,192	78,056

NOTE 5 – EXPENSES

Loss before income tax includes the following specific administration expenses:				
Personnel expenses				
Salaries and associated expenses	178,223	151,443	178,223	151,443
Superannuation	105,524	103,289	105,524	103,289
Increase in liability for annual leave and long service leave	2,676	12,566	2,676	12,566
Equity–settled transactions	-	-	-	-
	286,423	267,298	286,423	267,298
Less: Capitalised to exploration	(268,198)	(224,967)	(268,198)	(224,967)
	18,225	42,331	18,225	42,331
Depreciation	10,998	11,524	10,998	11,524
Other administration expenses				
Accounting	34,223	44,829	34,223	44,829
ASX fees	32,148	21,251	32,148	21,251
Audit	27,071	26,591	27,071	26,591
Insurance	7,111	7,939	7,111	7,939
Office operating lease	109,800	72,112	109,800	72,112
Secretarial and administration	109,105	52,724	109,105	52,724
Other	90,954	95,121	90,954	95,121
	439,635	374,422	439,635	374,422

Notes to the Financial Statements
for the year ended 30 June 2009

NOTE 6 – INCOME TAX

	Consolidated		Parent Entity	
	2009 $	2008 $	2009 $	2008 $
(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 income tax as follows:				
Operating loss before income tax	(890,250)	(785,370)	(890,250)	(785,370)
Income tax at the tax rate of 30% (2008: 30%)	(267,075)	(235,611)	(267,075)	(235,611)
Add: Tax effect of amounts which are not deductible (taxable) in calculating taxable income:				
Share issue costs	(1,422)	(8,027)	(1,422)	(8,027)
Tax loss and temporary differences not brought to account	268,497	243,638	268,497	243,638
Income tax attributable to entity	-	-	-	-
Effective weighted average tax rates	-	-	-	-
(c) Deferred tax assets and liabilities				
Deferred tax assets				
Tax losses	3,636,053	3,452,701	3,636,053	3,452,701
Temporary differences	20,209	22,256	20,209	22,256
Deferred tax liabilities				
Temporary differences	(1,980,239)	(2,067,433)	(1,537,805)	(1,624,998)
Net deferred tax assets not recognised	1,676,022	1,407,524	2,118,457	1,849,959

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

Notes to the Financial Statements
for the year ended 30 June 2009

NOTE 7 – CURRENT ASSETS - CASH AND CASH EQUIVALENTS

	Consolidated		Parent Entity	
	2009	2008	2009	2008
	$	$	$	$
Cash at bank	40,374	26,157	40,374	26,157
Cash on hand	200	200	200	200
Deposits at call	2,346,494	2,805,837	2,346,494	2,805,837
Bills receivable	-	198,747	-	198,747
	2,387,068	3,030,941	2,387,068	3,030,941

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	2,387,068	3,030,941	2,387,068	3,030,941
Balance per of cash flow statement	2,387,068	3,030,941	2,387,068	3,030,941

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

NOTE 8 – CURRENT ASSETS – TRADE & OTHER RECEIVABLES

Security Deposits	6,000	6,000	6,000	6,000
Loan to controlled entity	-	-	802,213	803,491
Other	32,923	91,562	32,923	91,562
	38,923	97,562	841,136	901,053

Other receivables include pro-rata interest receivable at balance date in respect of deposits at call and other receivables that are expected to be repaid within 97 days of balance date. Due to the short term nature of these receivables, their carrying value is assumed to approximate their fair value.

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. There were no past due loans that are impaired.

NOTE 9 – NON CURRENT ASSETS – EXPLORATION ASSETS

Costs brought forward in respect of areas of interest in exploration and evaluation phase	6,839,720	6,666,019	5,364,937	5,191,236
Expenditure incurred during the period on:				
Exploration of tenements	513,918	686,310	427,893	686,310
Acquisition of property	-	-	-	-
Expenditure recovered	(88,223)	-	(920)	-
Expenditure written off during the year	(670,710)	(512,609)	(670,710)	(512,609)
	6,594,705	6,839,720	5,121,200	5,364,937

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

Notes to the Financial Statements
for the year ended 30 June 2009

NOTE 10 – NON-CURRENT ASSETS - PLANT AND EQUIPMENT

	Consolidated		Parent Entity	
	2009 $	2008 $	2009 $	2008 $
Office and field equipment – at cost	64,030	66,530	64,030	66,530
Accumulated depreciation	(42,033)	(32,410)	(42,033)	(32,410)
Total office and field equipment	21,997	34,120	21,997	34,120
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	21,998	34,121	21,998	34,121

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.

	Office & field equipment $	Motor vehicle $	Total $
2009			
Carrying amount at 1 July 2008	34,120	1	34,121
Disposals during the period	(1,125)	-	(1,125)
Depreciation expense	(10,998)	-	(10,998)
Carrying amount at 30 June 2009	21,997	1	21,998
2008			
Carrying amount at 1 July 2007	21,260	1	21,261
Additions during the period	24,384	-	24,384
Depreciation expense	(11,524)	-	(11,524)
Carrying amount at 30 June 2008	34,120	1	34,121

NOTE 11 – NON-CURRENT ASSETS - OTHER FINANCIAL ASSETS

	Consolidated		Parent Entity	
	2009 $	2008 $	2009 $	2008 $
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% (2008:100%)
Date Acquired	March 2003

Notes to the Financial Statements
for the year ended 30 June 2009

NOTE 12 – CURRENT LIABILITIES - TRADE AND OTHER PAYABLES

	Consolidated		Parent Entity	
	2009 $	2008 $	2009 $	2008 $
Trade creditors and accruals	82,579	154,656	82,579	154,656
Employee entitlements	50,353	47,940	50,353	47,940
	132,932	202,596	132,932	202,596

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

NOTE 13 – CURRENT LIABILITIES - PROVISIONS

Employee entitlements				
Opening balance	1,246	892	1,246	892
Additional provisions	263	354	263	354
Closing balance	1,509	1,246	1,509	1,246

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

NOTE 14 – EQUITY - ISSUED CAPITAL

130,155,897 (2008: 130,155,897) ordinary fully paid shares	18,484,444	18,484,444	18,484,444	18,484,444
2,650,000 (2008: 2,650,000) ordinary shares paid to 0.1 cent	2,650	2,650	2,650	2,650
	18,487,094	18,487,094	18,487,094	18,487,094

Rights attaching to ordinary shares

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

Rights attaching to partly paid ordinary shares

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

Notes to the Financial Statements
for the year ended 30 June 2009

NOTE 14 – EQUITY - ISSUED CAPITAL (continued)

Movements in ordinary share capital during the past two years

Fully Paid Shares

Date	Details	Number of shares	Issue price cents	Amount $
2009				
1 July 2008	Balance	130,155,897		18,484,444
	No movement	-		-
30 June 2009	Balance	130,155,897		18,484,444
2008				
1 July 2007	Balance	112,473,965		15,308,401
27 March 2008	Pro rata rights issue	17,681,932	18	3,182,748
	Rights issue cost	-		(6,705)
30 June 2008	Balance	130,155,897		18,484,444

Partly Paid Shares

Date	Details	Number of shares	Weighted average issue price cents	Amount outstanding $	Paid up per share cents	Total paid up $
2009						
1 July 2008	Balance	2,650,000	20.6	542,350	0.01	2,650
	No movement	-		-		-
30 June 2009	Balance	2,650,000	20.6	542,350	0.01	2,650
2008						
1 July 2007	Balance	2,650,000	20.6	542,350	0.01	2,650
	No movement	-		-		-
30 June 2008	Balance	2,650,000	20.6	542,350	0.01	2,650

NOTE 15 – EQUITY - RESERVES

	Consolidated		Parent Entity	
	2009 $	2008 $	2009 $	2008 $
Share based payments reserve	137,200	137,200	137,200	137,200

Nature and purpose of reserves

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

Notes to the Financial Statements
for the year ended 30 June 2009

NOTE 16 – KEY MANAGEMENT PERSONNEL DISCLOSURES

(a) Key management personnel compensation

	Consolidated		Parent Entity	
	2009 $	2008 $	2009 $	2008 $
Short-term employee benefits	116,763	112,295	116,763	112,295
Post-employment benefits	100,000	100,000	100,000	100,000
Share-based payments	-	-	-	-
	216,763	212,295	216,763	212,295

Further information regarding the identity of key management personnel and their compensation can be found in the Audited Remuneration Report contained in the Directors' Report forming part of this Annual Report.

(b) Shareholdings

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

2009

Fully paid shares

	Balance 1 July 2008	Received as remuneration	Shares paid up	Net changes other	Balance 30 June 2009
Directors					
J N Pitt	46,311,409	-	-	-	46,311,409
N Tomkinson	7,274,700	-	-	-	7,274,700
W S Forte	3,095,894	-	-	-	3,095,894
	56,682,003	-	-	-	56,682,003

Partly paid shares

	Balance 1 July 2008	Received as remuneration	Shares paid up	Net changes other	Balance 30 June 2009
Directors					
W S Forte					
Issued for 10 cents paid to 0.1cent	200,000	-	-	-	200,000
Issued for 20 cents paid to 0.1cent	1,200,000	-	-	-	1,200,000
Issued for 25 cents paid to 0.1cent	500,000	-	-	-	500,000
	1,900,000	-	-	-	1,900,000

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

None of the shares are held nominally.

The relevant interest of Mr Tomkinson and Mr Pitt in the shares of the company is their combined holding of 53,586,109 shares (2008: 53,586,109 shares).

Notes to the Financial Statements
for the year ended 30 June 2009

NOTE 16 – KEY MANAGEMENT PERSONNEL DISCLOSURES (continued)

(b) Shareholdings (continued)

2008

Fully paid shares

	Balance 1 July 2008	Received as remuneration	Shares paid up	Net changes other	Balance 30 June 2009
Directors					
J N Pitt	38,579,508	-	-	7,731,901	46,311,409
N Tomkinson	6,064,317	-	-	1,210,383	7,274,700
W S Forte	3,083,913	-	-	11,981	3,095,894
	47,727,738	-	-	8,954,265	56,682,003

Partly paid shares

	Balance 1 July 2007	Received as remuneration	Shares paid up	Net changes other	Balance 30 June 2008
Directors					
W S Forte					
Issued for 10 cents paid to 0.1cent	200,000	-	-	-	200,000
Issued for 20 cents paid to 0.1cent	1,200,000	-	-	-	1,200,000
Issued for 25 cents paid to 0.1cent	500,000		-	-	500,000
	1,900,000	-	-	-	1,900,000

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

None of the shares are held nominally.

NOTE 17 – REMUNERATION OF AUDITORS

	Consolidated		Parent Entity	
	2009 $	2008 $	2009 $	2008 $
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	27,071	26,026	27,071	26,026
Other services	-	600	-	600
	27,071	26,626	27,071	26,626

NOTE 18 – CONTINGENCIES

Contingent Liabilities

There were no contingent liabilities for termination benefits under service agreements with Directors or executives at 30 June 2009.

The Directors are not aware of any other contingent liabilities at 30 June 2009.

Notes to the Financial Statements
for the year ended 30 June 2009

NOTE 19 – 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	
	2009	2008	2009	2008
	$	$	$	$
Minimum estimated expenditure requirements	532,494	833,587	369,506	494,160

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	100,643	95,850	100,643	95,850
Longer than one year, not longer than five years	-	95,850	-	95,850
	100,643	191,700	100,643	191,700

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

NOTE 20 – RELATED PARTY TRANSACTIONS

(a) Subsidiary

The Company's interest in its wholly owned subsidiary is set out in note 11.

(b) Key management personnel

Disclosures relating to key management personnel are set out in note 16.

(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 $5,174 (2008: $2,196) from Red Hill Iron Limited, a listed company of which Mr Pitt and Mr Tomkinson are directors and shareholders, for administration services supplied by the Company on normal commercial terms and conditions determined on an arms length basis between the companies.

Notes to the Financial Statements
for the year ended 30 June 2009

NOTE 21 – INTERESTS IN JOINT VENTURES

The consolidated entity has interests in the following mineral exploration joint ventures as at 30 June 2009:

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 Resources Limited
Weld Range - Iron Ore	100%	Iron Ore	Sinosteel Midwest Corporation Ltd (earning 60%)
Weld Range - Non Ferrous	0%	Earning interest in base metals gold and PGMs	Sinosteel Midwest Corporation Ltd 100% (Hampton can earn up to 100%)

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(p).

NOTE 22 – EVENTS OCCURRING AFTER BALANCE SHEET DATE

To the best of the Directors' knowledge and belief there have been no material items, transactions or events subsequent to 30 June 2009 which, although they do not relate to conditions existing at that date, have not been dealt with in this report and which would cause reliance on the information shown in this report to be misleading.

NOTE 23 – CASH FLOW INFORMATION

	Consolidated		Parent Entity	
	2009	2008	2009	2008
	$	$	$	$
Reconciliation of loss after income tax to net cash flow from operating activities				
Loss from ordinary activities after income tax	(890,250)	(785,370)	(890,250)	(785,370)
Depreciation	10,998	11,524	10,998	11,524
Exploration expenditure written off	670,710	512,609	670,710	512,609
Exploration expenditure capitalised	(425,698)	(685,935)	(426,973)	(685,935)
Net loss on disposal of assets	1,125	-	1,125	-
Change in operating assets and liabilities:				
Decrease/(Increase)/ in debtors	56,657	(48,990)	56,657	(48,990)
(Decrease)/Increase in creditors	(69,396)	118,526	(69,396)	118,526
Decrease/(Increase) in GST receivable	1,981	13,648	1,981	13,648
Net cash outflow from operating activities	(643,873)	(863,988)	(645,148)	(863,988)

Notes to the Financial Statements
for the year ended 30 June 2009

NOTE 24 – EARNINGS PER SHARE

	2009 Cents	2008 Cents
Basic and diluted loss per share	0.68	0.67
Reconciliation of loss	**$**	**$**
The loss used in calculating the basic and diluted loss is equal to the loss attributed to ordinary equity holders of the Company in the Income Statement	890,250	785,370
	No. of Shares	**No. of Shares**
Weighted average number of ordinary shares outstanding during the year used in the calculation of basic and diluted earnings per share	130,173,675	118,353,425

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

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

NOTE 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 14.

There was no cost associated with share based payments during the year as no share based payments were made.

Directors' Declaration

In the directors' opinion:

(a) the financial statements and notes set out in this financial report 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 Company's and consolidated entity's financial position as at 30 June 2009 and of their performance for the financial year ended on that date; and

(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.

The directors have been given the declarations required by Section 295A of the Corporations Act 2001.

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

N Tomkinson

Chairman

Perth, 11 September 2009

Independent Auditor's Report

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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 2009, 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 of the consolidated entity comprising the disclosing entity and the entities it controlled at the year's end or from time to time during the financial year.

Directors' Responsibility for the Financial Report

The directors of the disclosing entity 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 controls 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 Australian equivalents to International Financial Reporting Standards ensures that the financial report, comprising the financial statements and notes, complies with International Financial Reporting Standards.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. 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.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

BDO Kendalls is a national association of separate partnerships and entities. Liability limited by a scheme approved under Professional Standards Legislation.

Independent Auditor's Report

BDO Kendalls

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* would be in the same terms if it had been given to the directors at the time that this auditor's report was made.

Auditor's Opinion

In our opinion the financial report of Hampton Hill Mining NL is in accordance with the *Corporations Act 2001*, including:

(a) (i) giving a true and fair view of the company's and consolidated entity's financial position as at 30 June 2009 and of their 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.*

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

Report on the Remuneration Report

We have audited the Remuneration Report included in paragraphs (a) to (e) of the directors' report for the year ended 30 June 2009. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001.* Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's Opinion

In our opinion, the Remuneration Report of Hampton Hill Mining NL for the year ended 30 June 2009, complies with section 300A of the *Corporations Act 2001.*

BDO Kendalls Audit & Assurance (WA) Pty Ltd

BDO Kendalls

Brad McVeigh
Director

Signed in Perth, Western Australia
Dated this 11th day of September, 2009.

Corporate Governance Statement

for the year ended 30 June 2009

The Board of Directors of Hampton Hill Mining NL (the "Company") is responsible for monitoring the business affairs of the Company and protecting the rights and interests of shareholders. High standards of corporate governance are essential to give effect to its responsibilities. The Company's corporate governance arrangements are set and reviewed by the Board on an ad-hoc basis having regard to any changing circumstances of the Company and the best interests of shareholders. They comply with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (the 'Principles') as revised and reissued in August 2007.

This statement outlines the Company's approach to corporate governance policy for the financial year ended 30 June 2009. Any documents referenced in this statement as being available on the Company's website can be found on www.hamptonhill.com.au.

1 LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

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

The Board's key objective is the increase of shareholder value by successful exploration for and/or production of minerals. The Board focuses the Company's activities on pursuing exploration opportunities in the mineral resource business which are judged to have the potential for success without exposing the Company to undue risk. Hampton has one major area of interest namely its interest in the Weld Range Iron Ore Project a joint venture with a subsidiary of Sinosteel Corporation; in its own right the Company explores for gold and basemetals and its main thrust is to add shareholder value by the discovery of economic mineral deposits.

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

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

(b) determining the capital structure of the Company;

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

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

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

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

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

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

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

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

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

The Company has not prepared formal letters of appointment for the existing directors of the Board.

Senior executives

The role of the Managing Director during the year under review has been to manage the Company's exploration activities on a day to day basis pursuant to authority delegated by the Board and implementation of Board and corporate policy and planning in accordance with approved exploration programmes and budgets. The Managing Director reports to the Board regularly and is under an obligation to make sure that all reports which he presents give a true and fair view of the Company's exploration activities.

1.2 The process for evaluating the performance of senior executives

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

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

Corporate Governance Statement
for the year ended 30 June 2009

2 STRUCTURE THE BOARD TO ADD VALUE

2.1 Board members' independence

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

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

2.2 Chairman's independence

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

2.3 Roles of chairman and chief executive officer

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

Role of the Chairman

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

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

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

2.4 The Board should establish a nomination committee

No formal procedure governing the appointment of new Directors has been established. The Board considers that it is in the best interests of the Company to determine the criteria for the selection of new directors based on any perceived "gaps" in the skill set of the Board as and when a casual vacancy arises.

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

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

2.5 Board performance

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

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

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

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

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

Company Secretary

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

Corporate Governance Statement
for the year ended 30 June 2009

3. PROMOTE ETHICAL AND RESPONSIBLE DECISION MAKING

3.1 Code of conduct

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

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

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

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

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

Director Conflict of Interest

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

3.2 Trading in company securities

The Hampton 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 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.

4. SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

4.1 Audit committee

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

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

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

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

5. MAKE TIMELY AND BALANCED DISCLOSURE

5.1 Compliance with ASX disclosure requirements

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

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

Commentary on Financial Results

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

6. RESPECT THE RIGHTS OF SHAREHOLDERS

6.1 Communication with and participation of Shareholders

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

(a) continuous disclosure reporting to the ASX;

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

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

Corporate Governance Statement
for the year ended 30 June 2009

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

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

7. RECOGNISE AND MANAGE RISK

7.1 Oversight and management of material business risks

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

7.2 Design and implementation of systems to manage material business risks

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

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

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

7.3 Compliance with Corporations Act Section 295A

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

8. REMUNERATE FAIRLY AND RESPONSIBLY

8.1 Remuneration committee

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

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

8.2 Distinguishing remuneration structure

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

Managing Director

For information about the remuneration of the Managing Director, please refer to the audited remuneration report set out in the Directors' Report.

Shareholder Information

as at 10 September 2009

ORDINARY SHARES ON ISSUE

			Ordinary shares fully paid Listed	Ordinary shares paid to 0.1 cents Not listed
Shares on issue			130,155,897	2,650,000
Distribution by holding			No. of shareholders	No. of shareholders
1	-	1,000	15	-
1,001	-	5,000	100	-
5,001	-	10,000	107	-
10,001	-	100,000	396	5
100,001	+		147	3
			765	8

MARKETABLE PARCEL There were 24 holders of less than a marketable parcel of ordinary shares.

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

SUBSTANTIAL SHAREHOLDERS The following shareholders are substantial shareholders of the Company:

Name	No of Shares	%
Wythenshawe Pty Ltd, Warramboo Holdings Pty Ltd, J N Pitt & associates	53,586,109	41.17

VOTING RIGHTS

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

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

Shareholder Information

as at 10 September 2009

TWENTY LARGEST SHAREHOLDERS

	Shareholders	No of Shares	%
1	J N Pitt	33,413,649	25.67
2	Wythenshawe Pty Ltd	12,881,760	9.90
3	Warramboo Holdings Pty Ltd	7,192,701	5.53
4	K Haynes	3,085,000	2.37
5	Trayburn Pty Ltd	2,191,451	1.68
6	Crescent Nominees Ltd	2,115,011	1.62
7	Elizabeth Explorations Pty Ltd <Counter A/c>	1,895,005	1.46
8	Evergem Pty Ltd	1,873,972	1.44
9	Wudina Pty Ltd <Forte Family Retirement Fund A/c>	1,734,400	1.33
10	Rupert Clarke & Co Pty Ltd	1,550,000	1.19
11	J & L Hughes <Inkese Super A/c>	1,530,000	1.18
12	O & B Kelly <O & B Kelly Superfund A/c>	1,500,010	1.15
13	Wudina Pty Ltd	1,328,000	1.02
14	W B Whitfield & S Garlick <Whitfield Superfund A/c>	1,284,999	0.99
15	Bluejay Enterprises Pty Ltd <Rage Superfund A/c>	1,272,187	0.98
16	E H Morgan	1,250,000	0.96
17	M & H Mansfield <Mansfield Family Superfund A/c>	1,105,302	0.85
18	T E & C G McMahon Nominees Pty Ltd <McMahon Superfund No 2 A/c>	1,059,130	0.81
19	E Leahy	1,000,000	0.77
20	M C Lynch	1,000,000	0.77
		80,262,577	61.67

Mineral Tenement Information

PROJECT	TENEMENT	PERCENT HOLDING	NOTES	TITLE HOLDER	JOINT VENTURER
Ryansville	E20/168	100%		Hampton Hill Mining NL	
	MLA20/375 & 376	100%	(1)	Hampton Hill Mining NL	
	ELA20/0626	100%		Hampton Hill Mining NL	
	P20/1961& 1962	100%	(1)	Hampton Hill Mining NL	
Weebacarry	E51/1021	100%		Hampton Hill Mining NL	
	ELA51/1089	100%		Hampton Hill Mining NL	
Glenview/ Midwest Ferrous	M20/311	0%	(2)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
	MLA20/503	0%	(2)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
	E20/625	0%	(2)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
	E20/641	0%	(2)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
	P51/2581	0%	(2)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
	P20/2016	0%	(2)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
Glenview / Midwest Non-ferrous	E20/457 & 459	0%	(3)	SinoSteel Midwest Corp. Ltd	
	E20/492 & 595	0%	(3)	SinoSteel Midwest Corp. Ltd	
	E51/ 907	0%	(3)	SinoSteel Midwest Corp. Ltd	
	MLA20/419	0%	(3)	S MacDonald	
	PLA20/2082-2086	0%	(3)	SinoSteel Midwest Corp. Ltd	
	PLA51/2605-2613	0%	(3)	SinoSteel Midwest Corp. Ltd	
Apollo Hill	E31/685	100%		Hampton Hill Mining NL	
	MLA39/1063	100%		Apollo Mining Pty Ltd	
	E39/1198	100%		Apollo Mining Pty Ltd	
	E39/1236	100%		Apollo Mining Pty Ltd	
	E31/800	100%		Apollo Mining Pty Ltd	
	P31/1797	100%		Apollo Mining Pty Ltd	
	P39/4586 - 4592	100%		Apollo Mining Pty Ltd	
	P39/4677 - 4679	100%		Apollo Mining Pty Ltd	
	P39/4789	100%		Apollo Mining Pty Ltd	
Capricorn JV	E52/1830	75%		Hampton Hill Mining NL	Metallica Pty Ltd
	E52/1936	75%		Hampton Hill Mining NL	Metallica Pty Ltd
Mt Monger	P26/3426	Royalty		Integra Mining Limited	
Northlander JV	P15/4891-4895	Royalty	(4)	Cazaly Resources Ltd	
	P15/4896-4899	Royalty	(4)	Hampton Hill Mining NL	
	P15/4901	Royalty	(4)	Cazaly Resources Ltd	
	P15/5024 & 5025	Royalty	(4)	Hampton Hill Mining NL	
	P16/2415-2418	Royalty	(4)	Cazaly Resources Ltd	
	PLA15/4658 & 4659	Royalty	(4)	Cazaly Resources Ltd	
	M15/696	Royalty	(4)	Cazaly Resources Ltd	
	P15/4900	Royalty	(4)	Killoran NL	
	P15/5022 & 5023	Royalty	(4)	Killoran NL	
	PLA16/2238 & 2239	Royalty	(4)	Cazaly Resources Ltd	

Mineral Tenement Information

PROJECT	TENEMENT	PERCENT HOLDING	NOTES	TITLE HOLDER	JOINT VENTURER
Yillaree	E36/235	18.73%	(5)	Altia Resources Ltd	Breakaway Resources Limited
	E36/245	18.73%		Hampton Hill Mining NL	Breakaway Resources Limited
	E36/273	18.73%		Altia Resources Ltd & Hampton Hill Mining NL	Breakaway Resources Limited
	M36/507	18.73%		Hampton Hill Mining NL	Breakaway Resources Limited
	M36/511	18.73%		Altia Resources Ltd & Hampton Hill Mining NL	Breakaway Resources Limited
	P36/1655 & 1656	18.73%	(6)	Altia Resources Ltd & Hampton Hill Mining NL	Breakaway Resources Limited
Wheatley	E70/2258	Earning	(6)	BHP Billiton Minerals Pty Ltd	
	E70/2611	Earning 100%	(6)	Teck Cominco Aust Pty Ltd	Teck Cominco Aust Pty Ltd
	E70/3097	Earning 100%	(6)	Teck Cominco Aust Pty Ltd	Teck Cominco Aust Pty Ltd
	PLA70/1573	Earning 100%		Hampton Hill Mining NL	Teck Cominco Aust Pty Ltd
Sylvania	ELA52/2112 & 2119	100%		Hampton Hill Mining NL	
Mt Mulcahy	ELA20/640	100%		Hampton Hill Mining NL	

NOTES

(1) MLA20/375 & 376 are mining lease applications and P20/1961&1962 are prospecting license applications over E20/168.

(2) These are tenements held by SinoSteel 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. Hampton Hill retains 100% of base metal, gold and platinum group metal rights.

(3) 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 SinoSteel Midwest Corporation Limited.

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

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

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