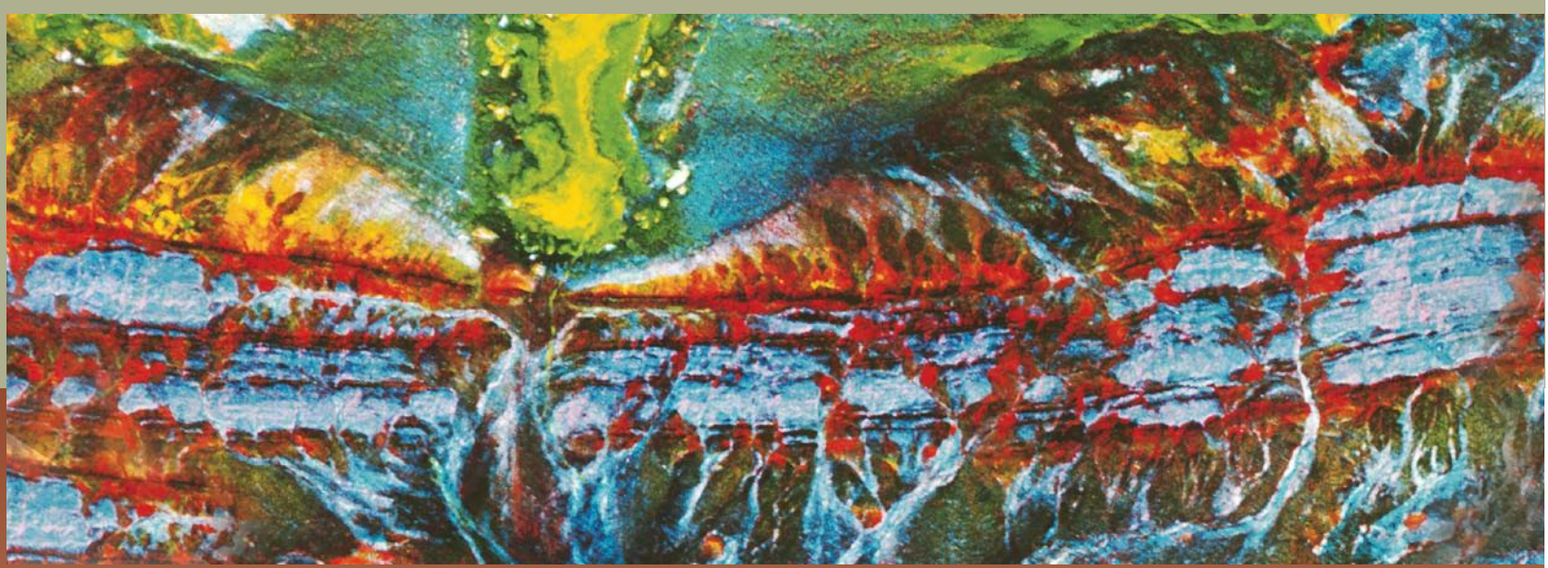
HAMPTON HILL
Mining NL

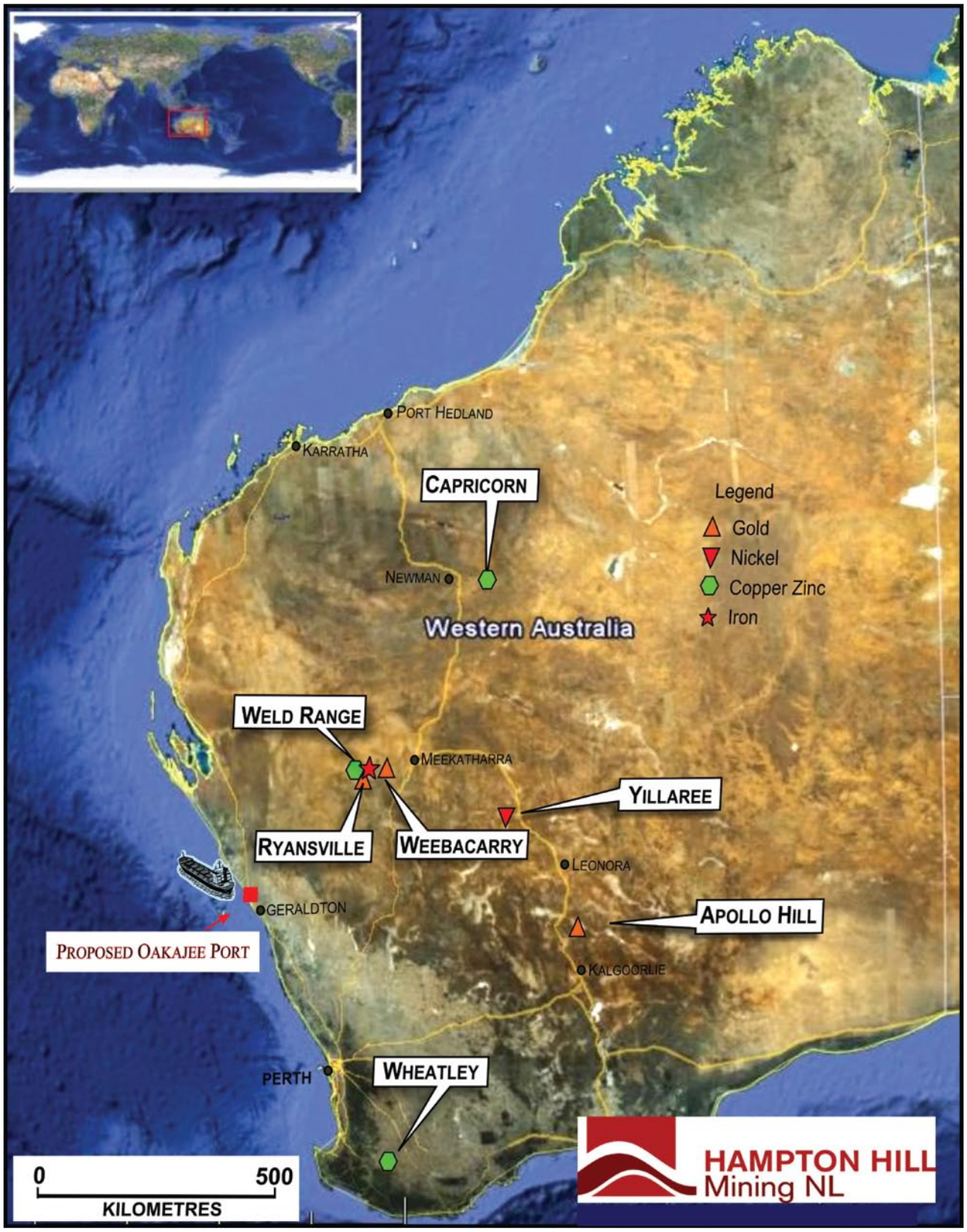
ABN 60 060 628 524

Annual Report



2010

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

2nd Floor
9 Havelock Street
West Perth WA 6005
Telephone: 08 9481 8444
Facsimile: 08 9481 8445
Email: info@hamptonhill.com.au
Web: www.hamptonhill.com.au

Home Exchange

Australian Securities Exchange
2 The Esplanade
Perth WA 6000

Auditors

BDO (WA) Pty Ltd
38 Station Street
Subiaco WA 6008

Share Registry

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

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

Operations Review

The Company's primary asset is its free carried interest in the Hampton Hill Mining Iron Ore Joint Venture (HHMJV) focused on the Weld Range of the Murchison, Western Australia. Sinosteel Midwest Corporation Limited (SinoMidwest), a subsidiary of the Sinosteel Corporation of China, is the manager of the joint venture and is earning a 60% interest. The joint venture tenements are contiguous with those held by SinoMidwest.

SinoMidwest has recently announced the positive completion of Bankable Feasibility studies for iron ore production from the Weld Range Direct Shipping Ore Project (WRDSOP) for which, at the time of compilation of the studies, the HHMJV contributed some modest Mineral Resources.

SinoMidwest manages and is responsible for all funding of the HHMJV. Recently it has initiated an intensive drilling program to expand the HHMJV resource base which would allow our joint venture to provide a greater proportion of WRDSOP planned future annual production.

Hampton also maintained a modest regional exploration for gold and base metals in Western Australia during the year. It contributed to a nickel sulphide exploration joint venture in the Yilgarn and made plans to drill exciting new targets on the Ryansville gold project. It also continued to monitor all SinoMidwest Weld Range drilling for anomalous gold and base metal mineralisation as it holds ownership rights to these commodities throughout the WRDSOP area.

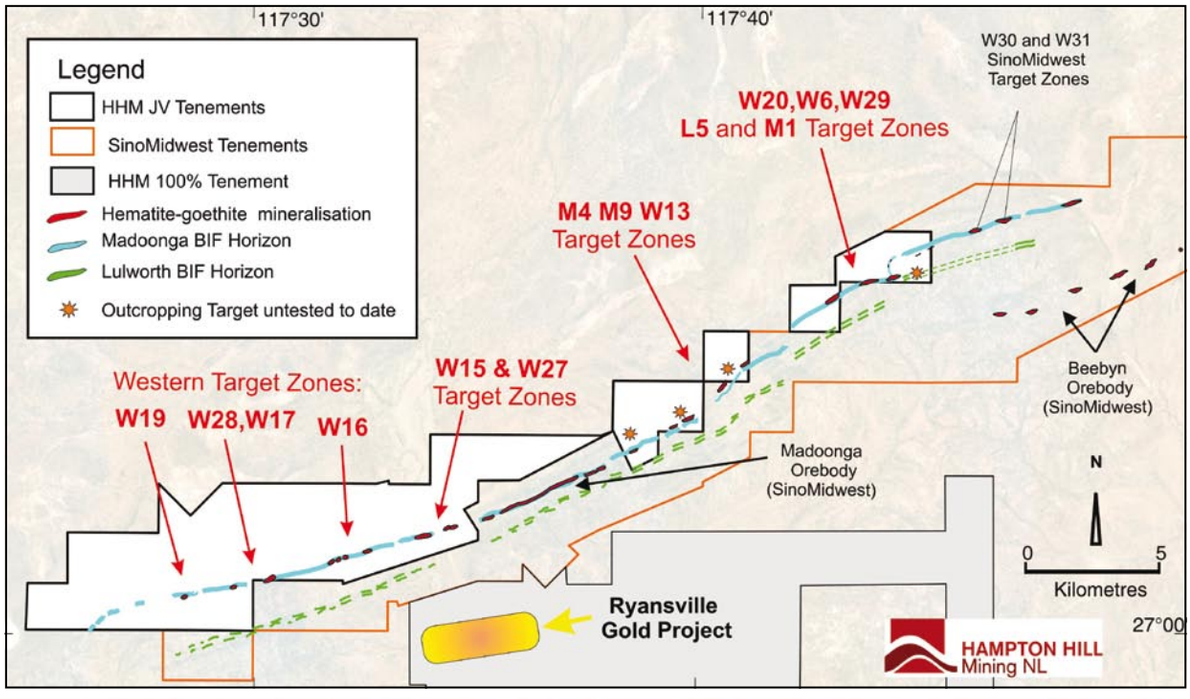
In June, Hampton entered into an Option Agreement with Peel Exploration Limited for the sale of the Company's Apollo Hill gold project situated near Leonora. If Peel exercises the option, which is subject to approval of its shareholders at a General Meeting of the company to be held before the end of November, Hampton will dispose of this non core asset and retain a significant indirect interest in the project through a holding of eleven million fully paid shares in Peel and a 5% overriding royalty on any production of more than one million ounces from the project.

Hampton is in a good financial position with cash reserves of nearly $1.5 million at the end of the financial year. It has no present plans to raise additional funds since its main project asset is fully free-carried and the Company has very low overheads with only limited exploration expenditures anticipated into the new year.

THE HAMPTON HILL IRON ORE ASSETS, MURCHISON, WESTERN AUSTRALIA

In accordance with the HHMJV Agreement, SinoMidwest is required to complete a Preliminary Feasibility Study no later than February 2011. The Agreement also provides that the parties negotiate an agreed sale value for Hampton's 40% share of the HHMJV assets and that Hampton offer those assets to SinoMidwest at the agreed value. Exploration throughout the joint venture tenements has been stepped up, particularly since financial year end, with a view to providing sufficient information to facilitate the sale process. Hampton also has the right at its sole discretion to convert its 40% share to a 2% FOB royalty on all iron ore production from the HHMJV tenements.

Figure1: The Weld Range Direct Shipping Ore Project



Operations Review continued

The HHMJV contributes a modest but growing proportion of WRDSOP total resources. The WRDSOP is advancing rapidly towards project commissioning with production anticipated to commence during 2013 and first shipment of iron ore planned for 2014 although this schedule is dependent on timely construction of rail and port infrastructure by Oakajee Port and Rail Pty Ltd, which aims to release a Feasibility Study defining its plans in late 2010.

In the past year there has been a shift in WRDSOP exploration focus to the HHMJV tenements with initial drilling now carried out on ten of the fourteen target zones outlined to date (see Figure 1). While preliminary Mineral Resources have been calculated for two of the target zones, all targets require additional drilling to fully determine their potential. Hampton anticipates a significant increase in outlined resources by calendar year end as a result of the increased drilling intensity.

Mineral Resources to date

SinoMidwest have supplied the following preliminary resource statement for two of the smaller outcropping target zones which have only been partially tested to date.

Table 1: Preliminary Resource Statement

Target Zone	Resource Classification	Million Tonnes	Fe %	SiO_2 %	Al_2O_3 %	LOI %	P %	S %	TiO_2 %
W15	Indicated	6.1	54	14	2	6	0.07	0.2	0.1
	Inferred	1.1	54	14	2	7	0.06	0.1	0.2
	Detrital Inferred	0.7	52	13	4	7	0.01	0.1	0.6
	All	**7.9**	**54**	**14**	**2**	**6**	**0.06**	**0.2**	**0.2**
W6 East	**Inferred**	**5.0**	**57**	**12**	**1**	**4**	**0.11**	**0.3**	**0.1**
Total Resources	Indicated	6.1	54	14	2	6	0.07	0	0.1
	Inferred	6.8	56	13	2	5	0.09	0.2	0.1
	Combined	**12.9**	**55**	**13**	**2**	**5**	**0.08**	**0.2**	**0.1**

The Resource Statement was prepared using a total iron cut-off of greater than 45% for the W15 Target Zone and a total iron cut-off of 46% for W6 East Target Zone.

Exploration Progress

Fourteen target zones have been outlined to date of which ten have strong outcrop expression of hematite-goethite mineralisation while four are poorly outcropping geophysical targets.

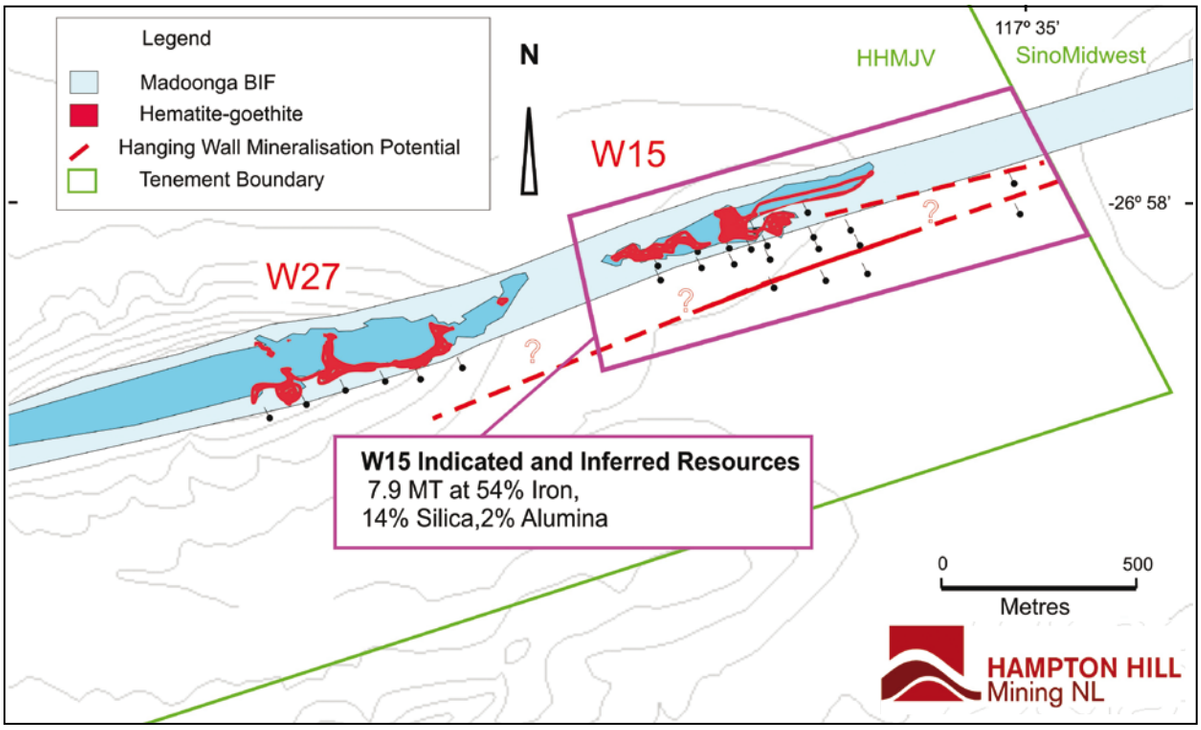
The W15 Target Zone

This zone is three kilometres along strike to the west of SinoMidwest's Madoonga ore body (see Figure1). Following the calculation of a preliminary Mineral Resource of 7.9 million tonnes grading 54% iron (see Table 1) two large diameter diamond holes were completed to provide core for metallurgical test work.

A target review has concluded that more drilling is warranted to close off mineralisation along strike (see Figure 2), although access to archaeological exclusion zones will be required before the western extensions, towards the W27 Target Zone, can be tested. The hematite-goethite mineralisation is in two stacked zones with the upper zone grading into unoxidised semi massive pyrite at a depth of approximately 110 metres which limits the down dip potential of this zone. There is potential for detrital iron deposits at the eastern end of the zone indicated by the presence of gravity highs associated with some encouraging intercepts.

Operations Review continued

Figure 2: The W15 and W27 Target Zones



The W27 Target Zone

Hematite-goethite mineralisation outcrops over 550 metres of strike with variations in width at surface from 20 to 80 metres (see Figure 2). Although encouraging intercepts have been recorded there appears to be a lack of continuity along strike with mineralisation largely confined along cross fractures.

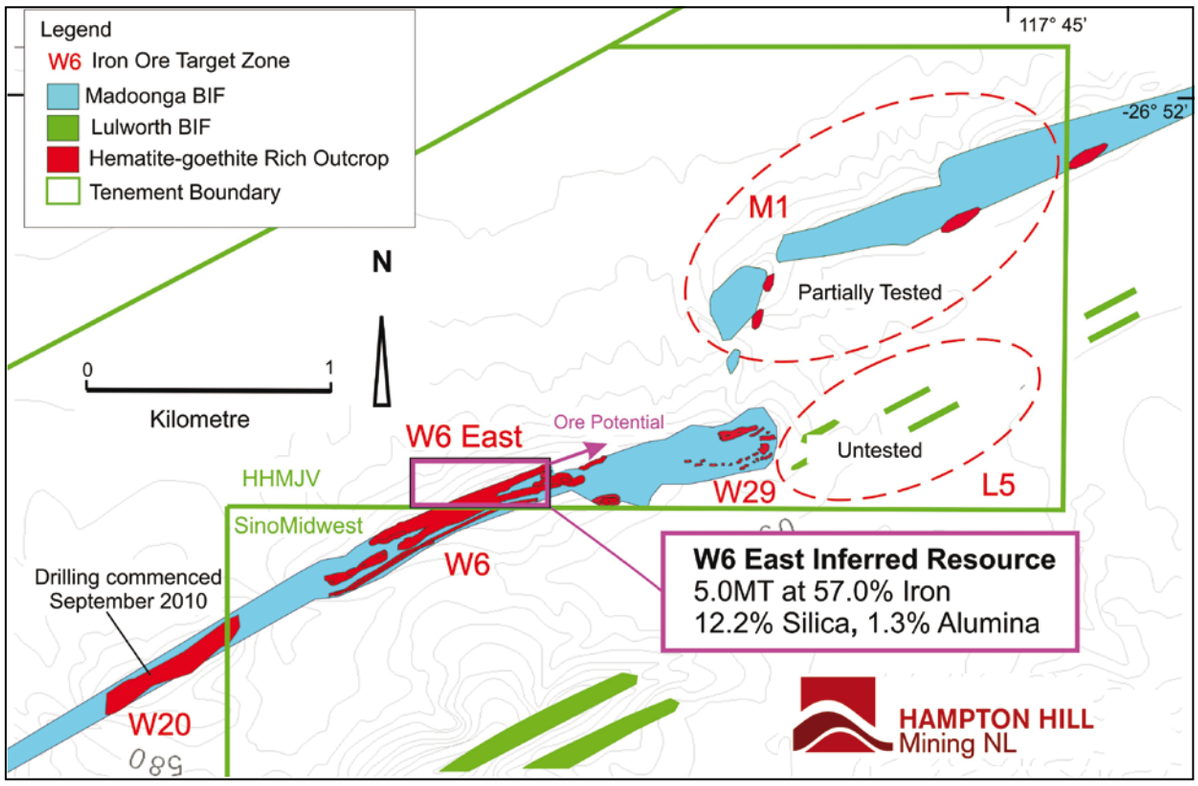
The W6 East Target Zone

The eastern portion of the W6 Target Zone lies within the HHMJV and is planned to be mined in conjunction with the larger portion that lies within SinoMidwest tenements (see Figure 3). Three metallurgical holes have been completed and, while not within the HHMJV portion, these will provide supporting data for the common mine plan.

The target zone involves multiple horizons that extend eastwards towards the W29 Target Zone and there are indications from incomplete testing that further resources may be defined as exploration advances.

Operations Review continued

Figure 3: The Target Zones in the vicinity of the W6 Target Zone

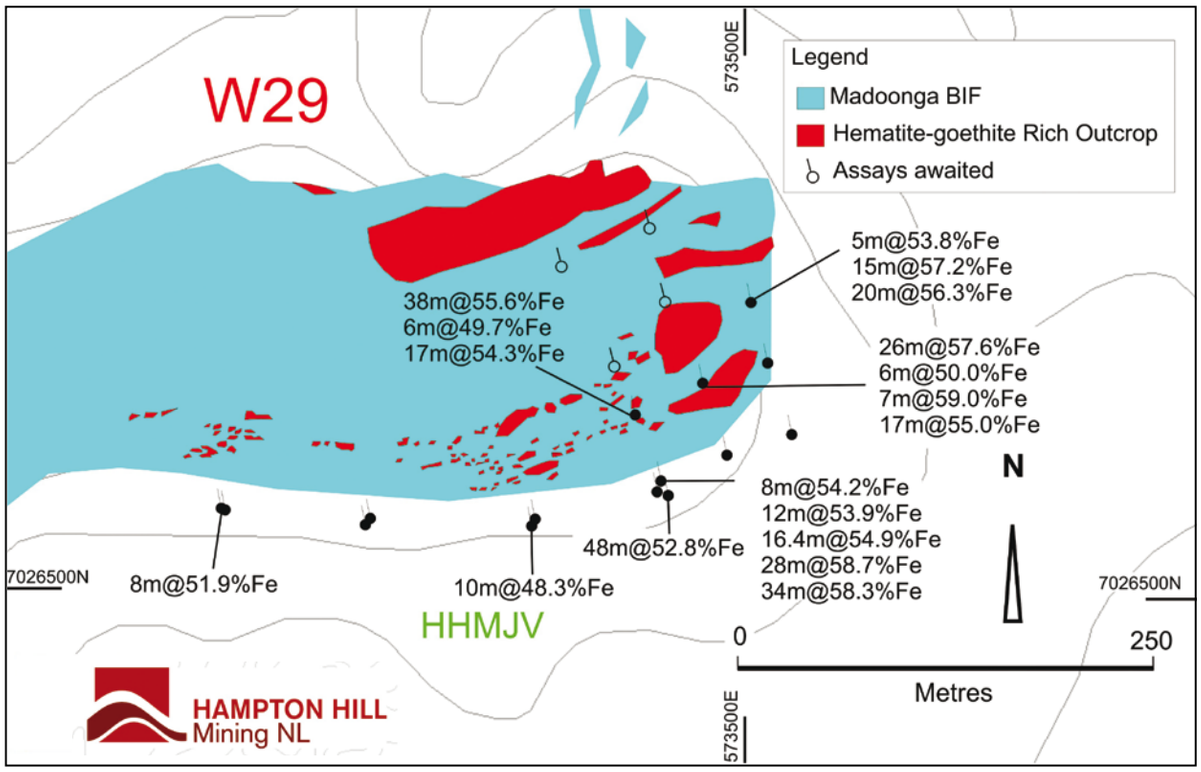


The W29 Target Zone

This zone lies several hundred metres east of the W6 Target Zone near the eastern margin of the HHMJV area (see Figure 3). The zone is quite complex consisting of two horizons each with good resource potential despite modest strike length. More drilling is required before the geological relationship between this zone and the nearby L5 and M1 zones can be interpreted. The assays which are available to date are shown in Figure 4.

Operations Review continued

Figure 4: The W29 Target Zone



The W20 Target Zone

This zone is located just one kilometre west of the W6 Target Zone and comprises a hematite rich ridge extending over 650 metres almost all of which lies within the HHMJV area (see Figure 3). Drilling has recently commenced on this target zone and assays are awaited.

The W19 Target Zone

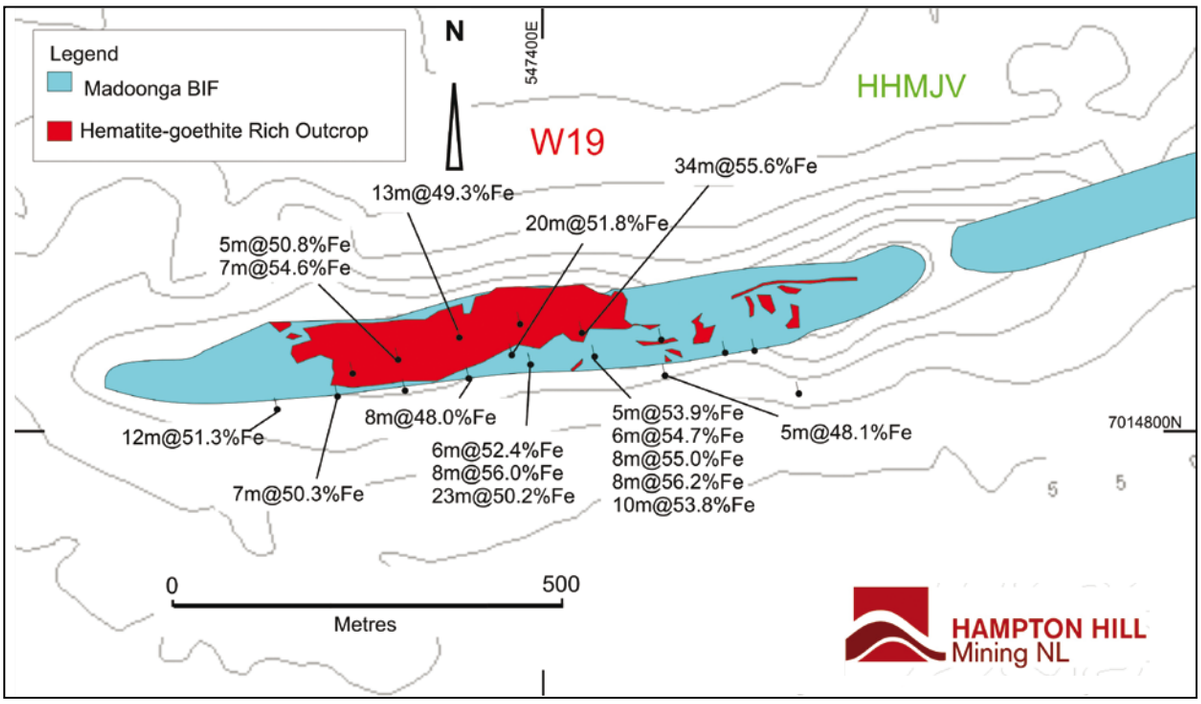
Hematite-goethite mineralisation outcrops discontinuously over 600 metres of strike at this zone. One of two earlier drill holes returned an intersection of 20 metres averaging 52% iron from 48 metres down hole which gives encouragement particularly since the hole was not optimally sited due to access problems.

Fifteen additional holes have now been completed of which the most westerly hole indicated continuity of mineralisation to the west. The best results from the drilling are shown on Figure 5.

Despite some evidence of discontinuity between cross sections, this zone appears to have substantial resource potential. Extensions to the west are inferred by the continuation of a demagnetised zone along strike.

Operations Review continued

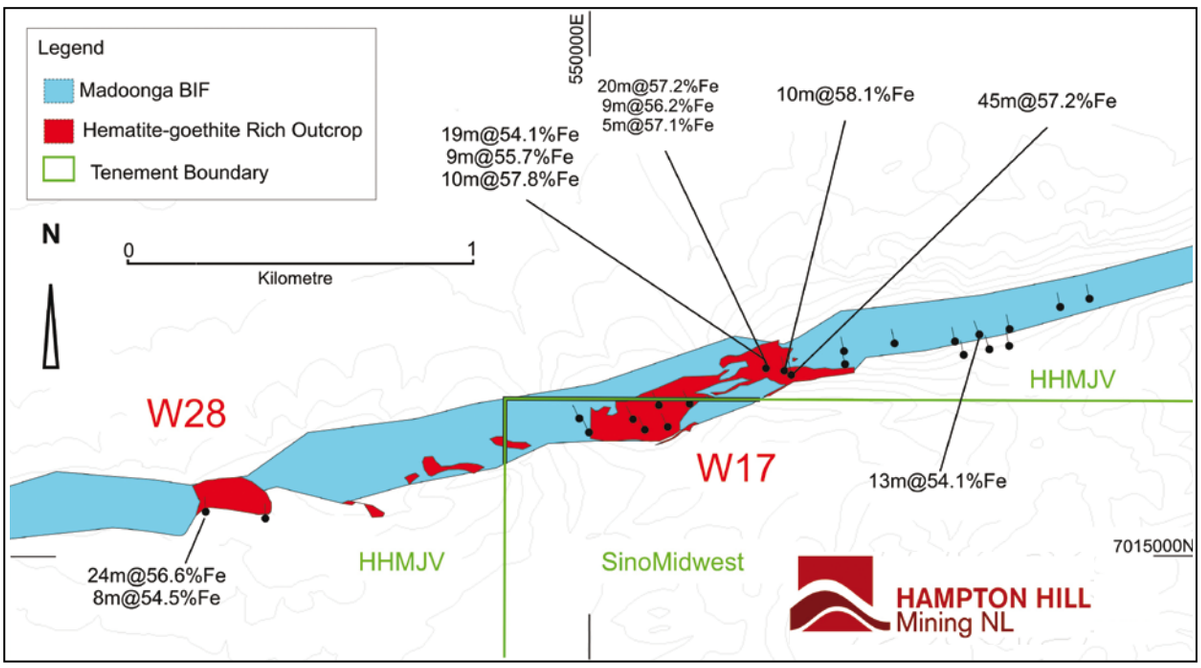
Figure 5: The W19 Target Zone



The W28 Target Zone

The hematite-goethite mineralisation of this zone outcrops over a strike length of over 200 metres (see Figure 6). Earlier drilling was limited to two holes of which one gave encouraging results with intersections of 24 metres averaging 56.6% iron from 6 metres down hole and 8 metres averaging 54.5% iron from 122 metres down hole. Complete drill testing of this zone will require access to archeological exclusion zones.

Figure 6: The W28 and W17 Target Zones



Operations Review continued

The W17 Target Zone

This zone straddles the boundary between tenements owned by SinoMidwest to the south west and by the HHMJV to the north east. Fifteen reverse circulation drill holes, spaced between 80 and 160 metres apart, have been drilled within the HHMJV tenements over a strike in excess of a kilometre. Assays are available for only eight of these holes to date. Logging suggests that the width and continuity of mineralisation tends to increase westwards with no mineralisation logged in the two most easterly holes. The locations of holes with significant results recorded to date are shown in Figure 6.

Infill drilling is planned to determine the continuity of these encouraging results.

The W16 Target Zone

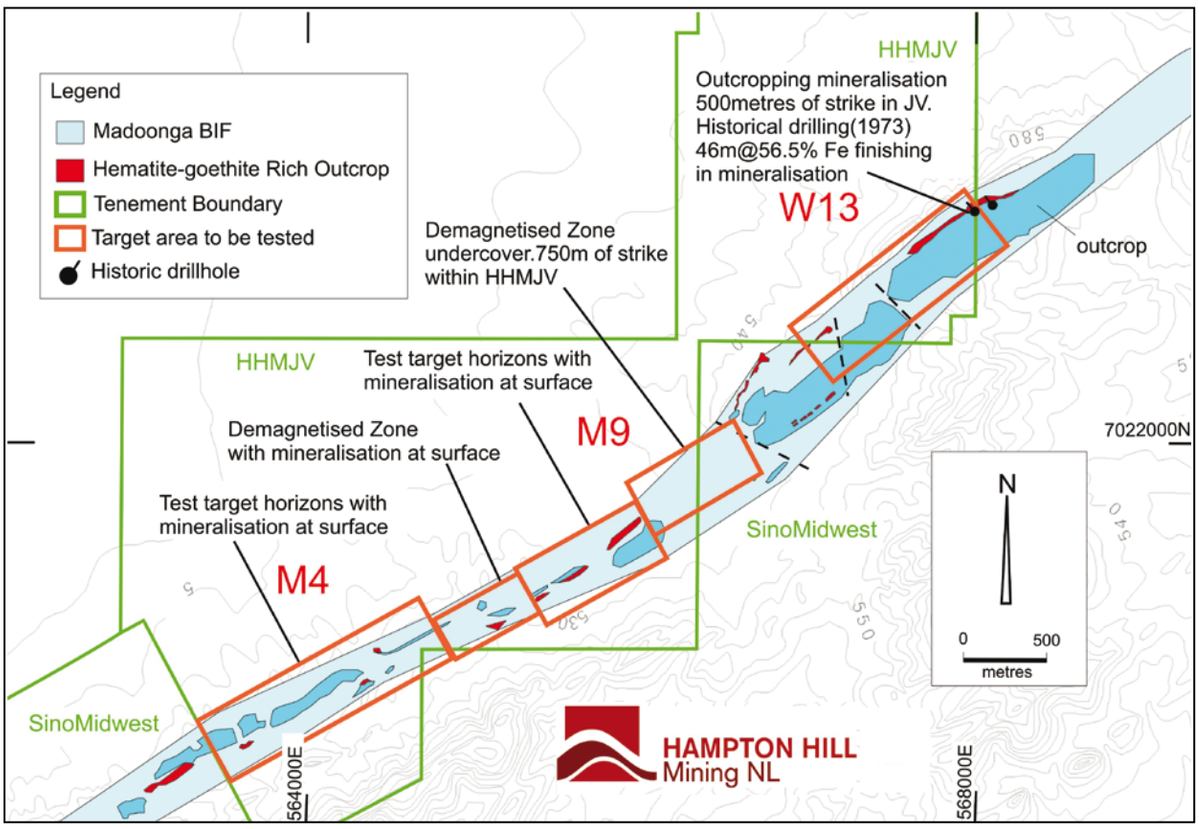
This zone outcrops over 750 metres (see Figure 1) coinciding with a strongly demagnetised portion of the Madoonga BIF. Previous testing was confined to three reverse circulation drill holes that were largely ineffective because of access restriction, although one hole intersected 16 metres averaging 59.6% iron from 30 metres down hole.

Eight holes to test this zone are planned to be drilled shortly.

The M4, M9 and W13 Target Zones

The W13 Target Zone outcrops over 750 metres of which two thirds lies within the HHMJV tenements (see Figure 7). Two holes were drilled into this target zone by previous tenement holders some thirty years ago, returning a 46 metre intersection averaging 56.5% iron and terminating in mineralisation. Drill testing of this target zone is planned to commence as soon as a heritage clearance and other regulatory approvals have been obtained.

Figure 7: The M4, M9 and W13 Target Zones



Operations Review continued

The M4 and M9 target zones that lie to the west of W13 (see Figure 7) relate to minor hematite-goethite rich outcrops adjacent to silica-rich banded iron formation. There are also extensive demagnetized zones along the 5.6 kilometres of strike along which these zones are located. The majority of the strike length lies within the area of the HHMJV. Outcrop expression is poor on the flanks of the dominant silica BIF ridges and there is good potential to define hematite rich resources in the footwall and hanging wall positions.

Some heritage buffer zones cover portions of the M4 to M9 target zones. Additional heritage surveys will be conducted to determine whether drilling can take place without disturbing these sites.

THE HAMPTON HILL NON FERROUS JOINT VENTURE

In addition to the iron ore potential of the HHMJV, Hampton has a separate arrangement 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 and will pay a 1.5% net smelter royalty on ores from the SinoMidwest tenements but no royalty in relation to ores on the HHMJV tenements.

Hampton frequently reviews the geological logs of new holes drilled by SinoMidwest looking for intervals which may have the potential to host gold or base metal mineralisation. Although no significant assays have been returned to date, as SinoMidwest steps out to drill targets under cover, there will be increased potential of discovering gold and base metal mineralisation. Hampton recently reviewed new holes drilled by SinoMidwest and identified 3,218 samples which will be assayed for gold and base metals.

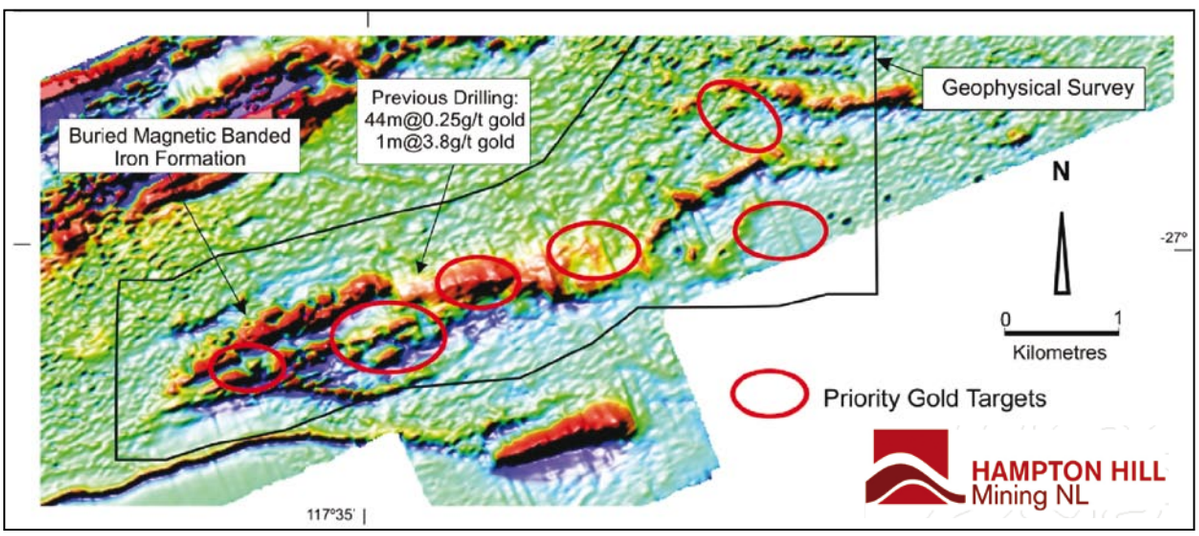
THE RYANSVILLE GOLD PROJECT

This project, which is wholly owned by Hampton, is located a few kilometres to the south of the Weld Range (see Figure 1). Wide zones of alteration with associated anomalous gold and arsenic mineralisation have been outlined by past drilling. Encouraging intersections include 44 metres of 0.25 grams per tonne gold. Aeromagnetic interpretation and mapping demonstrates that the alteration relates to fold closures and cross faults in banded iron formations and suggests the potential to host Hill 50 style gold deposits. The Hill 50 gold deposits are situated at Mt Magnet some 60 kilometres to the south east.

Hampton has conducted a moving loop electromagnetic geophysical survey and defined a set of high priority geophysical anomalies most of which are coincident with the gold and alteration zones outlined previously (see Figure 8). The anomalies may relate to gold bearing massive sulphide as seen at Hill 50 and make exciting drill targets.

Hampton has an approved Program of Works for the drill testing of these anomalies and now is seeking aboriginal heritage clearance before testing can begin. Hampton was recently awarded a co-funded drilling grant from the State Government under its Royalties for Regions Scheme which will cover half the direct costs of the planned drilling program.

Figure 8: The Ryansville Gold Project



Operations Review continued

THE YILLAREE NICKEL SULPHIDE PROJECT

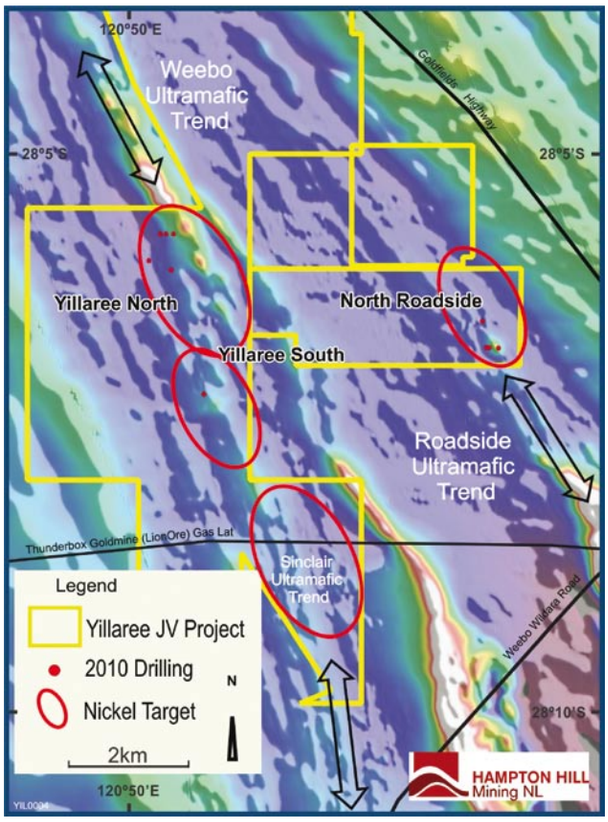
This project is located in the North Eastern Goldfields of Western Australia in a world class nickel sulphide province – the Weebo Ultramafic Belt to the south of Leinster nickel sulphide mine. The discoveries of the Sinclair and Horn deposits in different geological settings to the previous nickel sulphide discoveries in this Belt have lead to a reappraisal of the Belt's exploration potential. The Yillaree nickel sulphide project is a joint venture with Breakaway Resources Limited as managers. Hampton has an 18.73% contributing interest.

During the year exploration included twelve reverse circulation drill holes totalling 1,416 metres. Drilling tested coincident bedrock geochemical and ground based moving loop electromagnetic geophysical (EM) anomalies in the Belt along strike to the south of BHP-Billiton's Weebo Nickel deposit (see Figure 9). The drilling intersected barren sulphidic black shales near the ultramafic units.

Three dimensional inversion modelling of aeromagnetic data to be integrated with modelling of all geological information, drilling and known EM conductor plates from prospective areas within its Wildara Project Group has been commissioned by Breakaway to generate new exploration targets.

The initial focus of this modelling will be the Roadside Ultramafic Trend, a portion of which lies within the Yillaree Joint Venture tenements.

Figure 9: The Yillaree Nickel Sulphide Project



Wilson Forte

Managing Director

COMPLIANCE STATEMENTS

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.

The information in the above report that relates to resource modelling results in the HHMJV has been produced, reviewed and confirmed as a reliable representation of the mineralisation by Mr Kahan Cervoj who is a member of the AusIMM. Mr Cervoj is a full-time employee of the Sinosteel Midwest Corporation Limited 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 Cervoj 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 2010.

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 iron ore, gold and base metal exploration. 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

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

Weld Range Iron Ore Project

The Company's principle asset is its free carried interest in the Hampton Hill Mining Joint Venture (HHMJV). Sinosteel Midwest Corporation Limited (SinoMidwest), a subsidiary of the Sinosteel Corporation of China, is the manager of the joint venture and is earning a 60% interest. The HHMJV is part of SinoMidwest's Weld Range Direct Shipping Ore Project in respect of which a Bankable Feasibility Study has recently been completed. The study anticipates a 2013 production start and first shipment of iron ore in 2014. This timetable is dependent on timely commencement of development by Oakajee Port and Rail Pty Ltd (OPR), which has been selected by the Government of Western Australia to own and operate proposed port and rail facilities in the mid-west of the State. A development decision by OPR will follow the completion of a feasibility study which OPR expects will take place before the end of 2010.

Exploration drilling on the HHMJV tenements continued at an increased rate during the year with some initial drilling now having been carried out on ten of the sixteen target zones. Testing of some of the targets was inhibited by environmental and Aboriginal Heritage issues. Most targets require further drilling to determine their resource potential.

A very preliminary combined resource of 12.9 million tonnes averaging 55% iron, limited to the portions drilled to date on the W6 East and W15 target zones only, was outlined by financial year end.

In accordance with the Joint Venture Agreement, following the earning of a 60% interest in the HHMJV by SinoMidwest (which is dependent upon completion of the current prefeasibility studies by early 2011) and completion of the current drilling program on the various untested target zones, Hampton and SinoMidwest plan to seek agreement on the value of Hampton's 40% interest. SinoMidwest has the right to purchase the Hampton interest at that agreed value. Negotiations are anticipated to commence early 2011.

Other Projects

Hampton plans to drill test some exciting electromagnetic targets for gold mineralisation on its 100% owned Ryansville gold project once a Heritage survey is completed. This drilling is anticipated to take place in December and will be co-funded by a grant from the State Government.

Directors' Report

REVIEW OF OPERATIONS AND LIKELY DEVELOPMENTS (continued)

The Company holds the base metal and gold rights to the entire area of the HHMJV and the SinoMidwest project area of the Weld Range and continues to monitor all drilling programs selecting samples it considers of interest for geochemical analysis. SinoMidwest has a 1.5% net profits royalty restricted to any base metal or gold discovery made on the tenements in the SinoMidwest project area.

Hampton has entered into an option agreement for the sale of the Apollo Hill Gold project - a non core asset - to Peel Exploration Limited (Peel). Should the option be exercised, Hampton will retain a considerable indirect interest in the project as a result of the issue to it of eleven million fully paid Peel shares, which will be issued if Peel exercises the option; and in addition Hampton will retain a 5% gross overriding royalty on any project gold production in excess of one million ounces.

The Company continues to contribute its 18.73% share of exploration costs for the Yillaree nickel sulphide project managed by Breakaway Resources Limited. Twelve reverse circulation holes were drilled during the year without success. Three-dimensional modelling of all data from the project is planned to generate new targets for nickel sulphide mineralisation.

During the year the Company wrote off $1,872,030 (2009: $670,710) relating to past exploration expenditure contributing to the consolidated operating loss after tax of $2,200,253 (2009: $890,250).

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

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

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 period 1 July 2009 to 30 June 2010 the directors have assessed that there are no current reporting requirements, but that the Company may be required to report in the future.

Directors' Report

INFORMATION RELATING TO DIRECTORS

Non-Executive Chairman

Neil Tomkinson LLB Hons

Mr Tomkinson has extensive experience extending 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 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 NL (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 five 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:

Directors	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	46,965,072	-

The relevant interest of Mr Tomkinson and Mr Pitt in the shares of the Company is their combined holding of 54,239,772 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 2010 and the number of meetings attended by each director:

Director	Meetings of Directors whilst a Director	Number of Meetings Attended
W S Forte	3	3
N Tomkinson	3	3
J N Pitt	3	3

Directors' Report

AUDITED REMUNERATION REPORT

The information provided in the remuneration report has been audited as required by section 308(3C) of the Corporation Act 2001.

(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 persons 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 and is linked to shareholder wealth only in so far as partly paid shares are included in remuneration.

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.

The terms and conditions of the Managing Director's employment are set out in an Executive Service Agreement. 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 shares as a proportion of reumuneration	Performance Related
	Salary & fees $	Non-cash benefits $	Super-annuation $	Partly paid shares $	$	%	%
2010							
Directors							
Non-executive							
N Tomkinson (Chairman)	-	-	-	-	-	-	-
J N Pitt	-	-	-	-	-	-	-
Executive							
W S Forte (Managing Director)	160,000	6,763	50,000	-	216,763	-	-
	160,000	6,763	50,000	-	216,763	-	-
Other company executives							
P C Ruttledge (Company Secretary)	48,125	-	-	-	48,125	-	-
2009							
Directors							
Non-executive							
N Tomkinson (Chairman)	-	-	-	-	-	-	-
J N Pitt	-	-	-	-	-	-	-
Executive							
W S Forte (Managing Director)	110,000	6,763	100,000	-	216,763	-	-
	110,000	6,763	100,000	-	216,763	-	-
Other company executives							
P C Ruttledge (Company Secretary)	48,125	-	-	-	48,125	-	-

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 2010 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 6 months notice in the event of his services being terminated and the Company may elect to pay 6 months base salary and superannuation in lieu of notice.

The fees and retainer payable by the Company to Sable Management Pty Ltd for Mr Ruttledge's services for the year ended 30 June 2010 exclusive of GST were $48,125.

Directors' Report

AUDITED REMUNERATION REPORT (continued)

(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 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 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.

INSURANCE OF OFFICERS

During or since the end of the financial year the Company has not given an indemnity to, 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 Audit (WA) Pty Ltd, the Company's auditor, did not perform any non-audit services for the Company for the year ended 30 June 2010.

Signed in Perth in accordance with a resolution of Directors on 22 September 2010.

N Tomkinson

Chairman

Auditor's Independence Declaration

Tel: +8 6382 4600
Fax: +8 6382 4601
www.bdo.com.au

38 Station Street
Subiaco, WA 6008
PO Box 700 West Perth WA 6872
Australia

22 September 2010

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 2010, 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 entity it controlled during the period.

Brad McVeigh
Director

BDO Audit (WA) Pty Ltd

Perth, Western Australia

BDO Audit (WA) Pty Ltd ABN 79 112 284 787 is a member of a national association of independent entities which are all members of BDO (Australia) Ltd ABN 77 050 110 275, an Australian company limited by guarantee. BDO Audit (WA) Pty Ltd and BDO (Australia) Ltd are members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms. Liability limited by a scheme approved under Professional Standards Legislation (other than for the acts or omissions of financial services licensees) in each State or Territory other than Tasmania.

Statement of Comprehensive Income

For the year ended 30 June 2010

	Note	Consolidated 2010 $	Consolidated 2009 $
Revenue from continuing operations	4	66,965	171,192
Other income		43,802	48,903
Exploration expenditure written off	10	(1,872,030)	(670,710)
Administration expenses	5	(438,990)	(439,635)
Loss before income tax		(2,200,253)	(890,250)
Income tax expense	6	-	-
Loss for the year		(2,200,253)	(890,250)
Other comprehensive income for the year		-	-
Total comprehensive loss for the year attributable to the owners of the Company		(2,200,253)	(890,250)
Loss per share for loss attributable to the ordinary equity holders of the Company			
Basic loss and diluted loss per share	24	1.69 cents	0.68 cents

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

Statement of Financial Position

As at 30 June 2010

	Note	Consolidated 2010 $	Consolidated 2009 $
Assets			
Current Assets			
Cash and cash equivalents	7	1,447,602	2,387,068
Trade and other receivables	8	44,567	38,923
		1,492,169	2,425,991
Assets classified as held for sale	9	1,045,000	-
Total Current Assets		2,537,169	2,425,991
Non-Current Assets			
Exploration assets	10	4,279,708	6,594,705
Plant and equipment	11	13,993	21,998
Total Non-Current Assets		4,293,701	6,616,703
Total Assets		6,830,870	9,042,694
Liabilities			
Current Liabilities			
Trade and other payables	12	121,098	132,932
Provisions	13	1,773	1,510
Total Current Liabilities		122,871	134,442
Total Liabilities		122,871	134,442
Net Assets		6,707,999	8,908,252
Equity			
Issued capital	14	18,487,094	18,487,094
Reserves	15	137,200	137,200
Accumulated losses		(11,916,295)	(9,716,042)
Total Equity		6,707,999	8,908,252

The above Statement of Financial Position should be read in conjunction with the accompanying notes.

Statement of Changes in Equity

For the year ended 30 June 2010

Consolidated	Issued Capital $	Share Based Payments Reserve $	Accumulated Losses $	Total Equity $
2010				
Balance at 1 July 2009	18,487,094	137,200	(9,716,042)	8,908,252
Comprehensive Loss				
Net loss for the period	-	-	(2,200,253)	(2,200,253)
Total comprehensive loss for the year	-	-	(2,200,253)	(2,200,253)
Balance at 30 June 2010	18,487,094	137,200	(11,916,295)	(6,707,999)
2009				
Balance at 1 July 2008	18,487,094	137,200	(8,825,792)	9,798,502
Comprehensive Loss				
Net loss for the period	-	-	(890,250)	(890,250)
Total comprehensive loss for the year	-	-	(890,250)	(890,250)
Balance at 30 June 2009	18,487,094	137,200	(9,716,042)	8,908,252

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

Statement of Cash Flows

For the year ended 30 June 2010

	Note	Consolidated 2010 $	Consolidated 2009 $
Cash flows from operating activities			
Payments to suppliers and employees		(438,177)	(404,488)
Payments for exploration expenditure		(604,228)	(504,941)
Interest received		62,077	216,820
Other revenue received		43,684	48,736
Net cash outflow from operating activities	23	(936,644)	(643,873)
Cash flows from investing activities			
Payment for plant and equipment		(2,822)	-
Net cash outflow from investing activities		(2,822)	-
Cash flows from financing activities		-	-
Net increase/(decrease) in cash and cash equivalents		(939,466)	(643,873)
Cash and cash equivalents at the beginning of the financial year		2,387,068	3,030,941
Cash and cash equivalents at the end of the financial year	7	1,447,602	2,387,068

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

Notes to the Financial Statements

For the year ended 30 June 2010

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

The financial statements cover the consolidated entity of Hampton Hill Mining NL and its controlled entity, Apollo Mining Pty Ltd ("the Group"). Hampton Hill Mining NL ("the Company" or "the Parent Entity") is a listed public company, incorporated and domiciled in Australia.

(a) Basis of preparation

Separate financial statements for the Company, as an individual entity, are no longer presented as a consequence of a change to the Corporations Act 2001. Financial information for the Company as an individual entity is included at Note 27.

These financial statements are general purpose financial statements which have 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 the Group 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 statements 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 $4,279,708 (2009: $6,594,705) 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.

Financial Statement Presentation

The Group has applied the revised AASB 101 Presentation of Financial Statements which became effective on 1 January 2009. The revised standard requires the separate presentation of a statement of comprehensive income and a statement of changes in equity. All non-owner changes in equity must now be presented in the statement of comprehensive income. As a consequence, the company had to change the presentation of its financial statements. Comparative information has been re-presented so that it is also in conformity with the revised standard.

(b) Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of the subsidiary of Hampton Hill Mining NL as at 30 June 2010 and the results of its subsidiary for the year then ended. Hampton Hill Mining NL and its subsidiary together are referred to in these financial statements as the Group.

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.

Notes to the Financial Statements

For the year ended 30 June 2010

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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.

(c) Segment reporting

The Group has applied AASB 8 Operating Segments from 1 July 2009. AASB 8 replaces AASB 114 Segment Reporting and requires a management approach under which segment information is presented on the same basis as that used for internal reporting purposes. Operating segments are now reported in a manner that is consistent with the internal reporting to the chief operating decision maker, which has been identified by the company as the members of the board of Directors.

The change in accounting policy only impacts presentation aspects and there is no impact on the measurement of the company's assets and liabilities.

(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 date.

Deferred tax is accounted for using the 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 comprehensive income.

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 statement of comprehensive income except where it relates to items that may be credited directly to equity or comprehensive income, 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 stand-alone taxpayer in its own right.

Notes to the Financial Statements

For the year ended 30 June 2010

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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.

(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 profit or loss.

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) Non-current assets (or disposal groups) held for sale and discontinued operations

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and investment property that are carried at fair value and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of derecognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the statement of financial position. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

(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.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are recognised initially at fair value and subsequently at amortised cost using the effective interest rate method.

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 profit or loss.

Notes to the Financial Statements

For the year ended 30 June 2010

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(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 in the statement of comprehensive income.

Accumulated costs in relation to an abandoned area are written off in full in the statement of comprehensive income 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.

(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 statement of comprehensive income 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 Group 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 date.

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

(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.

Notes to the Financial Statements

For the year ended 30 June 2010

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Retirement benefits obligations

Contributions are made by the Group 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 Group.

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 comprehensive income. 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.

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

(q) Leases

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the group as lessee are classified as operating leases Note 19(b). Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

Lease income from operating leases where the group is a lessor is recognised in income on a straight-line basis over the lease term.

Notes to the Financial Statements

For the year ended 30 June 2010

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) 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 124	Related Party Disclosures	There will be no financial impact when these amendments are first adopted because these amendments related to additional disclosure requirements only.	1 January 2011
AASB 9	Financial Instruments	The company has not yet determined the extent of the impact of the amendments, if any.	30 June 2014
AASB 2009-5	Amendments to Australian Accounting Standards arising from the Annual Improvements Process:		1 January 2010
	AASB 5 – Non-current assets held for sale and discontinued operations	Initial adoption will have no impact as these requirements are only required to be applied prospectively.	
	AASB 101 – Presentation of financial statements	Initial adoption will have no impact as the company does not have any current liabilities where the counter party has the option to have the liabilities settled by the issue of equity instruments.	
	AASB 107 – Statement of cash flows	Initial adoption will have no impact as the company only recognises cash flows from investing activities for expenditures that result in a recognised asset in the statement of financial position.	
	AASB 136 – Impairment of assets	There will be no impact as these requirements are only required to be applied prospectively to goodwill impairment calculations.	
Amendments to International Financial Reporting Standards (IFRS)	Amendments to International Financial Reporting Standards		1 January 2011
	IFRS 7 Financial Instruments Disclosures	Initial adoption will have no impact on amounts recognised in financial statements as the amendments result in fewer disclosures only.	

Notes to the Financial Statements

For the year ended 30 June 2010

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 $1,000,000 (2009: 2,346,494), all mature within 30 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 5.2% (2009: 3.58%).

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 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**
	$	**$**	**$**	**$**	**$**
2010					
Cash & cash equivalents	1,447,402				
Total increase/(decrease)		(14,476)	(14,476)	14,476	14,476
2009					
Cash & cash equivalents	2,387,068				
Total increase/(decrease)		(23,871)	(23,871)	23,871	23,871

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**	
	2010	**2009**
	$	**$**
Cash & cash equivalents	1,447,602	2,387,068
Trade and other receivables	44,567	38,923

Fair value estimates

The carrying amount of the Group's financial assets and liabilities approximates fair value due to their short term maturity. The group has no financial instruments carried at fair trade.

Notes to the Financial Statements

For the year ended 30 June 2010

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

Management has determined that the Company has one reportable segment, being mineral exploration within Australia. The board of Directors monitors the company based on actual versus budgeted exploration expenditure. This reporting framework is the most relevant to assist the Board with making decisions regarding its ongoing exploration activities.

	2010 $	2009 $
Reportable segment assets	4,293,701	6,616,703
Reportable segment loss	(1,872,030)	(670,710)
Reconciliation of reportable segment loss:		
Reportable segment loss	(1,872,030)	(670,710)
Other profit	110,767	220,095
Unallocated corporate expenses	(438,990)	(439,635)
Loss before tax	(2,200,253)	(890,250)

Notes to the Financial Statements

For the year ended 30 June 2010

NOTE 4 – REVENUE

	Consolidated 2010 $	Consolidated 2009 $
Revenue		
Interest income	66,965	171,192
	66,965	171,192

NOTE 5 – ADMINISTRATION EXPENSES

Loss before income tax includes the following specific administration expenses:		
Personnel expenses		
Salaries and associated expenses	250,011	178,223
Superannuation	56,642	105,524
(Decrease)/Increase in liability for annual leave and long service leave	(3,760)	2,676
Equity–settled transactions	-	-
	302,893	286,423
Less: Capitalised to exploration	(274,948)	(268,198)
	27,945	18,225
Depreciation	10,827	10,998
Other administration expenses		
Accounting	52,943	34,223
ASX fees	26,350	32,148
Audit	23,721	27,071
Insurance	7,188	7,111
Office operating lease	121,481	109,800
Secretarial and administration	44,945	109,105
Other	123,590	90,954
	438,990	439,635

Notes to the Financial Statements

For the year ended 30 June 2010

NOTE 6 – INCOME TAX

	Consolidated 2010 $	Consolidated 2009 $
(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	(2,202,253)	(890,250)
Income tax at the tax rate of 30% (2009: 30%)	(660,769)	(267,075)
Add: Tax effect of amounts which are taxable/ (deductible) in calculating taxable income:		
Share issue costs	(1,422)	(1,422)
Tax loss and temporary differences not brought to account	662,191	268,497
Income tax attributable to entity	-	-
Effective weighted average tax rates	-	-
(c) Deferred tax assets and liabilities		
Deferred tax assets		
Tax losses	3,919,895	3,636,053
Temporary differences	20,131	20,209
Deferred tax liabilities		
Temporary differences	(1,288,623)	(1,980,239)
Net deferred tax assets not recognised	2,651,403	(1,676,022)

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

Notes to the Financial Statements

For the year ended 30 June 2010

NOTE 7 – CURRENT ASSETS - CASH AND CASH EQUIVALENTS

	Consolidated	
	2010	2009
	$	$
Cash at bank	447,402	40,374
Cash on hand	200	200
Deposits at call	1,000,000	2,346,494
	1,447,602	2,387,068

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	1,447,602	2,387,068
Balance per of statement of cash flows	1,447,602	2,387,068

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
Other	38,567	32,923
	44,567	38,923

Security deposits are held with the bank as security for the Department of Mines and Petroleum Bonds issued by the bank on behalf of the Group.

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 30 days of balance date. Due to the short term nature of these receivables, their carrying value is assumed to approximate their fair value.

No trade and other receivables are considered impaired, or are past due.

NOTE 9– CURRENT ASSETS – ASSETS CLASSIFIED AS HELD FOR SALE

Disposal group held for sale		
Exploration assets	1,045,000	-

In June 2010 the parent entity entered into an agreement with an ASX listed company whereby that company has an option to acquire the entire issued capital of controlled entity, Apollo Mining Pty Ltd, by executing a Sale Agreement on or before 30 November 2010. The Sale Agreement provides for the acquiring company to issue to Hampton, listed shares in the share capital of the acquiring company as consideration for the acquisition.

The sole assets of the controlled entity are its exploration assets, which are held at a value equal to the value of the consideration as at the date of the agreement.

There are no liabilities associated with this asset.

Notes to the Financial Statements

For the year ended 30 June 2010

NOTE 10 – NON CURRENT ASSETS – EXPLORATION ASSETS

	Consolidated	
	2010	2009
	$	$
Costs brought forward in respect of areas of interest in exploration and evaluation phase	6,594,705	6,839,720
Expenditure incurred during the period on:		
Exploration of tenements	642,716	513,918
Acquisition of property	-	-
Expenditure recovered	(40,683)	(88,223)
Expenditure written off during the year	(1,872,030)	(670,710)
Expenditure transferred to assets classified as held for sale	(1,045,000)	-
	4,279,708	6,594,705

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

NOTE 11 – NON-CURRENT ASSETS - PLANT AND EQUIPMENT

Office and field equipment – at cost	66,852	64,030
Accumulated depreciation	(52,860)	(42,033)
Total office and field equipment	13,992	21,997
Motor vehicle – at cost	49,883	49,883
Accumulated depreciation	(49,882)	(49,882)
Total motor vehicle	1	1
Total plant and equipment	13,993	21,998

A reconciliation of the 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:

Consolidated	Office & field equipment $	Motor vehicle $	Total $
2010			
Carrying amount at 1 July 2009	21,997	1	21,998
Additions during the period	2,822	-	2,822
Depreciation expense	(10,827)	-	(10,827)
Carrying amount at 30 June 2010	13,992	1	13,993
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

Notes to the Financial Statements

For the year ended 30 June 2010

NOTE 12 – CURRENT LIABILITIES - TRADE AND OTHER PAYABLES

	Consolidated	
	2010	2009
	$	$
Trade creditors and accruals	74,767	82,579
Employee entitlements	46,331	50,353
	121,098	132,932

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	1,510	1,246
Additional provisions	263	264
Closing balance	1,773	1,510

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 (2009: 130,155,897) ordinary fully paid shares	18,484,444	18,484,444
2,650,000 (2009: 2,650,000) ordinary shares paid to 0.1 cent	2,650	2,650
	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 2010

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 $
2010				
1 July 2009	Balance	130,155,897		18,484,444
	No movement	-		-
30 June 2010	Balance	130,155,897		18,484,444
2009				
1 July 2008	Balance	130,155,897		18,484,444
	No movement	-		-
30 June 2009	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 $
2010						
1 July 2009	Balance	2,650,000	20.6	542,350	0.1	2,650
	No movement	-		-		-
30 June 2010	Balance	2,650,000	20.6	542,350	0.1	2,650
2009						
1 July 2008	Balance	2,650,000	20.6	542,350	0.1	2,650
	No movement	-		-		-
30 June 2009	Balance	2,650,000	20.6	542,350	0.1	2,650

NOTE 15 – EQUITY - RESERVES

	Consolidated 2010 $	Consolidated 2009 $
Share based payments reserve	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 2010

NOTE 16 – KEY MANAGEMENT PERSONNEL DISCLOSURES

(a) Key management personnel compensation

	Consolidated	
	2010 $	2009 $
Short-term employee benefits	166,763	116,763
Post-employment benefits	50,000	100,000
Share-based payments	-	-
	216,763	216,763

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 accompanying these financial statements.

(b) Shareholdings

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

2010

Fully paid shares

	Balance 1 July 2009	Received as remuneration	Shares paid up	Net changes other	Balance 30 June 2010
Directors					
J N Pitt	46,311,409	-	-	653,663	46,965,072
N Tomkinson	7,274,700	-	-	-	7,274,700
W S Forte	3,095,894	-	-	-	3,095,894
	56,682,003	-	-	653,663	57,335,666

Partly paid shares

	Balance 1 July 2009	Received as remuneration	Shares paid up	Net changes other	Balance 30 June 2010
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 54,239,772 shares (2009: 53,586,109 shares).

Notes to the Financial Statements

For the year ended 30 June 2010

NOTE 16 – KEY MANAGEMENT PERSONNEL DISCLOSURES (continued)

(b) Shareholdings (continued)

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

NOTE 17 – REMUNERATION OF AUDITORS

	Consolidated 2010	Consolidated 2009
During the year the following fees were paid or payable for services provided by the auditor of the group, its related practices and non-related audit firms:	$	$
Amounts received, or due and receivable, by BDO Audit (WA) Pty Ltd for:		
Auditing or reviewing the financial report	23,721	27,071
Other services	-	-
	23,721	27,071

NOTE 18 – CONTINGENCIES

Contingent Liabilities

There were no contingent liabilities for termination benefits under service agreements with Directors or executives at 30 June 2010. The Directors are not aware of any other contingent liabilities at 30 June 2010.

Notes to the Financial Statements

For the year ended 30 June 2010

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	
	2010	2009
	$	$
Minimum estimated expenditure requirements	506,868	532,494

$164,580 of these commitments relate to the Company's controlled entity, the investment in which is an asset classified as held for sale. The sale agreement relating to this asset is expected to be executed by 30 November 2010, whereupon these commitments will cease to be commitments of the Group.

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	99,405	100,643
Longer than one year, not longer than five years	99,405	-
	198,810	100,643

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 entity is set out in note 26.

(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 $5,875 (2009: $5,174) 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 2010

NOTE 21 – INTERESTS IN JOINT VENTURES

The consolidated entity has interests in the following mineral exploration joint ventures as at 30 June 2010:

Name of Project	Interest %	Activities	Other parties
Leinster (Yillaree)	18.73%	Nickel/Gold exploration	Breakaway Resources Limited
Capricorn	75%	Base metals	Metallica Pty Ltd
Wheatley	50%	Base metals	Teck Cominco Australia Pty Ltd
Weld Range - Iron Ore	100%	Iron Ore	Sinosteel Midwest Corporation Ltd (earning 60%)
Weld Range - Non Ferrous	0%	Right to 100% interest in base metals gold and PGMs subject to royalty	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(o).

NOTE 22 – EVENTS OCCURRING AFTER BALANCE DATE

To the best of the Directors' knowledge and belief there have been no material items, transactions or events subsequent to 30 June 2010 which, although they do not relate to conditions existing at that date, have not been dealt with in these financial statements and which would cause reliance on the information shown in this report to be misleading.

NOTE 23 – CASH FLOW INFORMATION

	Consolidated	
	2010	2009
	$	$
Reconciliation of loss after income tax to net cash flow from operating activities		
Loss after income tax	(2,200,253)	(890,250)
Depreciation	10,827	10,998
Exploration expenditure written off	1,872,031	670,710
Exploration expenditure capitalised	(602,033)	(425,698)
Net loss on disposal of assets	-	1,125
Change in operating assets and liabilities:		
(Increase)/Decrease in debtors	(6,784)	56,657
(Decrease)/Increase in creditors	(11,572)	(69,396)
Decrease/(Increase) in GST receivable	1,140	1,981
Net cash outflow from operating activities	(936,644)	(643,873)

Notes to the Financial Statements

For the year ended 30 June 2010

NOTE 24 – EARNINGS PER SHARE

	Consolidated 2010 Cents	Consolidated 2009 Cents
Basic and diluted loss per share	1.69	0.68
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 Statement of Comprehensive income	2,200,253	890,250
	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	130,173,675

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.

NOTE 26 – CONTROLLED ENTITY

Details of the Company's controlled entity are as follows:

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% (2009:100%)
Date Acquired	March 2003

In June 2010 the parent entity entered into an agreement with an ASX Listed company whereby that company has an option to acquire the entire issued capital of Apollo Mining Pty Ltd, the 100% owner of the Apollo Hill Gold project, by executing a Sale Agreement on or before 30 November 2010.

The Sale Agreement provides for the acquiring company to issue to Hampton, listed shares in the share capital of the acquiring company, which at the date of the agreement were trading at 9.5 cents per share on the ASX, valuing the consideration at $1,045,000.

Notes to the Financial Statements

For the year ended 30 June 2010

NOTE 27 – PARENT ENTITY INFORMATION

The following information relates to the Parent Entity, Hampton Hill Mining NL, at balance date. The information presented here has been prepared using consistent accounting policies as presented in Note 1.

	Parent Entity	
	2010 $	2009 $
Current assets	2,537,169	3,228,204
Non-current assets	4,293,701	5,816,799
Total assets	6,830,870	9,045,003
Current liabilities	122,871	134,442
Total liabilities	122,871	134,442
Contributed equity	18,487,094	18,487,094
Share based payment reserve	137,200	137,200
Accumulated losses	(11,916,295)	(9,713,733)
Total equity	6,707,999	8,910,561
Loss for the year	(2,202,563)	(890,250)
Total comprehensive loss for the year	(2,202,563)	(890,250)

Included in current assets is an asset classified as held for sale of $1,045,000 comprised of the Parent Entity's investment of $673,601 in, and a $371,399 advance to, its wholly owned controlled entity, Apollo Mining Pty Ltd.

Included in the loss for the year is exploration expenditure written off	1,872,030	670,710
Included in the capital commitments in Note 19 are minimum estimated commitments incurred by the parent entity relating to expenditure requirements on mineral tenements.	342,287	369,506

Directors' Declaration

The directors of the Company declare that:

1. The financial statements, comprising the consolidated statement of comprehensive income, statement of financial position, statement of cash flows, statement of changes in equity, accompanying notes, are in accordance with the *Corporations Act 2001* and:
   (a) comply with Accounting Standards and the *Corporations Regulations 2001*; and
   (b) give a true and fair view of the financial position as at 30 June 2010 and of the performance for the year ended on that date of the consolidated entity.
2. In the directors' opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.
3. The remuneration disclosures included in the directors' report (as part of audited Remuneration Report), for the year ended 30 June 2010, comply with section 300A of the *Corporations Act 2001.*

   The directors have been given the declarations by the chief executive officer and chief financial officer required by section 295A of the *Corporations Act 2001.*
4. The group has included in the notes to the financial statements an explicit and unreserved statement of compliance with International Financial Reporting Standards.

This declaration is made in accordance with a resolution of the Board of Directors and is signed for and on behalf of the directors by:

Mr N Tomkinson

Chairman

Perth 22 September 2010

Independent Auditor's Report

Tel: +8 6382 4600
Fax: +8 6382 4601
www.bdo.com.au

38 Station Street
Subiaco, WA 6008
PO Box 700 West Perth WA 6872
Australia

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

Report on the Financial Report

We have audited the accompanying financial report of Hampton Hill Mining NL, which comprises the statement of financial position as at 30 June 2010, and the statement of comprehensive income, statement of changes in equity and statement of cash flows 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 company and the entity 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 company are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001*. This responsibility includes establishing and maintaining internal 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 the financial statements comply 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 opinions.

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.

BDO Audit (WA) Pty Ltd ABN 79 112 284 787 is a member of a national association of independent entities which are all members of BDO (Australia) Ltd ABN 77 050 110 275, an Australian company limited by guarantee. BDO Audit (WA) Pty Ltd and BDO (Australia) Ltd are members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms. Liability limited by a scheme approved under Professional Standards Legislation (other than for the acts or omissions of financial services licensees) in each State or Territory other than Tasmania.

Independent Auditor's Report

Auditor's Opinion

In our opinion:

(a) the financial report of Hampton Hill Mining NL is in accordance with the Corporations Act 2001, including:
   (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2010 and of its performance for the year ended on that date; and
   (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and

(a) 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 the directors' report for the year ended 30 June 2010. 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 2010, complies with section 300A of the *Corporations Act 2001*.

BDO Audit (WA) Pty Ltd

Brad McVeigh
Director

Perth, Western Australia
Dated this 22nd day of September 2010

Corporate Governance Statement

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 2010. 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.

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-

Corporate Governance Statement

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.

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;

Corporate Governance Statement

(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.

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

Corporate Governance Statement

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 24 September 2010

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	24	-
1,001	-	5,000	93	-
5,001	-	10,000	107	-
10,001	-	100,000	381	5
100,001	+		151	3
			756	8

MARKETABLE PARCEL

There were 35 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 and J N Pitt & associates	54,239,772	41.67

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 24 September 2010

TWENTY LARGEST SHAREHOLDERS

	Shareholders	No of Shares	%
1	J N Pitt	33,413,649	25.67
2	Wythenshawe Pty Ltd	13,535,423	10.40
3	Warramboo Holdings Pty Ltd	7,192,701	5.53
4	K Haynes	3,001,000	2.31
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>	1,834,400	1.41
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	Emorgo Foundation Pty Ltd	1,250,000	0.96
14	Wudina Pty Ltd	1,228,000	0.94
15	Bluejay Enterprises Pty Ltd <Rage Superfund A/c>	1,172,187	0.90
16	W B Whitfield & S Garlick <Whitfield Superfund A/c>	1,085,758	0.83
17	T E & C G McMahon Nominees Pty Ltd <McMahon Superfund No 2 A/c>	1,059,130	0.81
18	E Leahy	1,000,000	0.77
19	M & H Mansfield <Mansfield Family Superfund A/c>	985,302	0.76
20	M C Lynch	905,000	0.70
		80,317,999	61.71

Mineral Tenement Information

PROJECT	TENEMENT	PERCENT HOLDING	NOTES	TITLE HOLDER	JOINT VENTURER
Ryansville	E20/0626	100%		Hampton Hill Mining NL	
	P20/1961 & 1962	100%		Hampton Hill Mining NL	
Weebacarry	E51/1021	100%		Hampton Hill Mining NL	
Glenview/ Midwest Ferrous	M20/311	0%	(1)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
	MLA20/503	0%	(1)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
	MLA20/518	0%	(1)(2)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
	MLA51/869	0%	(1)(3)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
	E20/625	0%	(1)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
	E20/641	0%	(1)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
	P51/2581	0%	(1)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
	P20/2016	0%	(1)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
	P20/2077 & 2078	0%	(1)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
	P20/2080	0%	(1)	SinoSteel Midwest Corp. Ltd	SinoSteel Midwest Corp. Ltd
Glenview / Midwest Non-ferrous	E20/457 & 459	0%	(4)	SinoSteel Midwest Corp. Ltd	
	E20/492 & 595	0%	(4)(5)	SinoSteel Midwest Corp. Ltd	
	E51/ 907	0%	(4)	SinoSteel Midwest Corp. Ltd	
	MLA20/419	0%	(4)	S MacDonald	
	P20/2082-2086	0%	(4)	SinoSteel Midwest Corp. Ltd	
	P51/2605-2613	0%	(4)	SinoSteel Midwest Corp. Ltd	
Apollo Hill	E31/685	100%	(6)	Apollo MiningPty Ltd	
	E39/1198	100%	(6)	Apollo Mining Pty Ltd	
	E39/1236	100%	(6)	Apollo Mining Pty Ltd	
	E31/800	100%	(6)	Apollo Mining Pty Ltd	
	P31/1797	100%	(6)	Apollo Mining Pty Ltd	
	P39/4586 - 4592	100%	(6)	Apollo Mining Pty Ltd	
	P39/4677 - 4679	100%	(6)	Apollo Mining Pty Ltd	
	P39/4789	100%	(6)	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	(7)	Cazaly Resources Ltd	
	P15/4896-4899	Royalty	(7)	Cazaly Resources Ltd	
	P15/4901	Royalty	(7)	Cazaly Resources Ltd	
	P15/5024 & 5025	Royalty	(7)	Cazaly Resources Ltd	
	P16/2415-2418	Royalty	(7)	Cazaly Resources Ltd	
	P15/4658 & 4659	Royalty	(7)	Cazaly Resources Ltd	
	M15/696	Royalty	(7)	Cazaly Resources Ltd	
	P15/4900	Royalty	(7)	Killoran NL	
	P15/5022 & 5023	Royalty	(7)	Killoran NL	
	P16/2238 & 2239	Royalty	(7)	Cazaly Resources Ltd	

Mineral Tenement Information

PROJECT	TENEMENT	PERCENT HOLDING	NOTES	TITLE HOLDER	JOINT VENTURER
Yillaree	E36/235	18.73%	(8)	Altia Resources Ltd	Breakaway Resources Limited
	E36/245	18.73%		Altia Resources Ltd & Hampton Hill Mining NL	Breakaway Resources Limited
	E36/273	18.73%		Altia Resources Ltd & Hampton Hill Mining NL	Breakaway Resources Limited
	E36/631 & 632	18.73%		Altia Resources Ltd & Hampton Hill Mining NL	Breakaway Resources Limited
	M36/507	18.73%		Altia Resources Ltd & 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%		Altia Resources Ltd & Hampton Hill Mining NL	Breakaway Resources Limited
Wheatley	E70/2258	Earning 100%	(9)	Hampton Hill Mining NL& Teck Cominco Aust Pty Ltd	Teck Cominco Aust Pty Ltd
	E70/2611	Earning 100%	(9)	Hampton Hill Mining NL& Teck Cominco Aust Pty Ltd	Teck Cominco Aust Pty Ltd
	E70/3097	Earning 100%	(9)	Hampton Hill Mining NL& Teck Cominco Aust Pty Ltd	Teck Cominco Aust Pty Ltd
	PLA70/1573	Earning 100%	(9)	Hampton Hill Mining NL& Teck Cominco Aust Pty Ltd	Teck Cominco Aust Pty Ltd
Sylvania	ELA52/2112 & 2119	100%		Hampton Hill Mining NL	
Mt Mulcahy	E20/640	100%		Hampton Hill Mining NL	

NOTES

(1) 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.

(2) MLA20/518 is a mining lease application includes a portion of E20/625.

(3) MLA51/869 is a mining lease application which includes P51/2552 & 2581 and the eastern portion of E20/641.

(4) 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.

(5) Hampton Hill also has rights to ferrous materials on the western portion of E20/595 which was held under former MLA20/472.

(6) Hampton Hill has entered into an option agreement with Peel Exploration Limited (Peel) whereby Peel may acquire the entire issued capital of Hampton Hill's wholly owned subsidiary company, Apollo Mining Pty Ltd.

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

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

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

REGISTERED OFFICE:
LEVEL 2
9 HAVELOCK STREET
WEST PERTH WA 6005
PHONE: (08) 9481 8444
FAX: (08) 9481 8445
WEB: www.hamptonhill.com.au