

11 November 2011

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

Dear Sir / Madam,

### **Announcement of Entitlement Issue**

Hampton Hill Mining NL announces a non-renounceable pro-rata issue of up to 13,016,878 fully paid ordinary shares at a price of 8 cents each to all shareholders of the Company as at 28 November 2011, on the basis of 1 share for every 10 shares held, to raise up to \$1,025,850 after costs.

The purpose of the issue is to fund further exploration on the Company's projects, evaluation of additional prospects and ongoing overhead expenditure and repayment of short term working capital facility.

The proposed timetable for this issue is set out below

Announcement of Entitlement Issue & Lodgment of Prospectus	<b>11 November 2011</b>
Despatch of preliminary Notice to Shareholders	<b>14 November 2011</b>
Ex date – shares trade ex-entitlements	<b>22 November 2011</b>
Record Date for determining entitlements to new shares	<b>28 November 2011</b>
Prospectus and Entitlement and Acceptance Form despatched	<b>30 November 2011</b>
Issue closes - latest date for acceptances and payment in full	<b>14 December 2011</b>
Despatch Date - last day for shares to be entered into shareholders' holdings	<b>22 December 2011</b>

These dates are indicative only and may vary. The Company reserves the right to vary the opening and closing dates of the Entitlement Offer without prior notice. This may impact on subsequent dates.

An Appendix 3B announcement and application for quotation is attached.

Yours faithfully

Peter Rutledge  
Company Secretary

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

**HAMPTON HILL MINING NL**

ABN

**60 060 628 524**

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

1 +Class of +securities issued or to be issued

**ORDINARY SHARES – FULLY PAID**

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

**13,016,878**

3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)

**Issue price is 8 cents per share**

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p><b>Yes - rank equally with existing ordinary fully paid shares</b></p>		
<p>5 Issue price or consideration</p>	<p><b>8 cents per share</b></p>		
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p><b>Pro-rata non-renounceable entitlement issue to fund:</b></p> <ul style="list-style-type: none"> <li>(a) <b>working capital to provide for the costs of exploration of those of the Company's tenement areas which are not funded by third parties and to provide for contributions to joint venture operations;</b></li> <li>(b) <b>maintenance of current rights of tenure to the Company's exploration and mining tenements;</b></li> <li>(c) <b>the search for new exploration opportunities;</b></li> <li>(d) <b>repayment of short-term working capital facility; and</b></li> <li>(e) <b>ongoing administration and overhead expenditure including the costs of this Entitlement Offer.</b></li> </ul>		
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p><b>Estimated to be 22 December 2011</b></p>		
<table border="1"> <tr> <td data-bbox="716 1766 883 1795">Number</td> <td data-bbox="883 1766 1269 1795">+Class</td> </tr> </table>		Number	+Class
Number	+Class		

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+ See chapter 19 for defined terms.

8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the securities in clause 2 if applicable)	<b>143,172,775</b>	<b>Ordinary Shares fully paid</b>
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		Number	<sup>+</sup> Class
9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the securities in clause 2 if applicable)	<b>200,000</b>	<b>Ordinary shares fully paid at 10 cents part paid to 0.1 cent</b>
		<b>1,750,000</b>	<b>Ordinary shares fully paid at 20 cents part paid to 0.1 cent</b>
		<b>700,000</b>	<b>Ordinary shares fully paid at 25 cents part paid to 0.1 cent</b>
		<b>500,000</b>	<b>Options exercisable at 30 cents each by 10 Dec 13</b>

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	<b>No dividend policy is currently in place since the company is involved only in exploration</b>
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## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	<b>No</b>
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12	Is the issue renounceable or non-renounceable?	<b>Non-renounceable</b>
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13	Ratio in which the <sup>+</sup> securities will be offered	<b>1 new share for every 10 shares held</b>
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14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	<b>Ordinary shares</b>
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15	<sup>+</sup> Record date to determine entitlements	<b>28 November 2011</b>
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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	<b>Not applicable</b>
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17	Policy for deciding entitlements in relation to fractions	<b>Fractional entitlements will be disregarded through rounding down</b>
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18	Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents	<b>Not applicable</b>
	Note: Security holders must be told how their entitlements are to be dealt with.	
	Cross reference: rule 7.7.	

+ See chapter 19 for defined terms.

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19	Closing date for receipt of acceptances or renunciations	<b>14 December 2011</b>
20	Names of any underwriters	<b>Not applicable – the issue is not underwritten</b>
21	Amount of any underwriting fee or commission	<b>Not applicable</b>
22	Names of any brokers to the issue	<b>Not applicable</b>
23	Fee or commission payable to the broker to the issue	<b>Not applicable</b>
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	<b>Not applicable</b>
25	If the issue is contingent on +security holders' approval, the date of the meeting	<b>Not applicable</b>
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	<b>30 November 2011</b>
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	<b>Not applicable</b>
28	Date rights trading will begin (if applicable)	<b>Not applicable</b>
29	Date rights trading will end (if applicable)	<b>Not applicable</b>
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	<b>Not applicable</b>
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	<b>Not applicable</b>

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+ See chapter 19 for defined terms.

- 32 How do <sup>+</sup>security holders dispose of their entitlements (except by sale through a broker)? **Not applicable**
- 33 <sup>+</sup>Despatch date **22 December 2011**

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)
- (a)  Securities described in Part 1
- (b)  All other securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

**Additional securities forming a new class of securities NOT APPLICABLE**

*Tick to indicate you are providing the information or documents*

- 35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37  A copy of any trust deed for the additional <sup>+</sup>securities

<sup>+</sup> See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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**Entities that have ticked box 34(b)**

**NOT APPLICABLE**

38	Number of securities for which +quotation is sought					
39	Class of +securities for which quotation is sought					
40	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>					
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> </thead> <tbody> <tr> <td style="height: 60px;"></td> <td></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

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+ See chapter 19 for defined terms.

**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: **Peter Rutledge**  
(~~Director~~/Company secretary)

Date: **11 November 2011**

Print name: **PETER RUTLEDGE**

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+ See chapter 19 for defined terms.