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16 November 2011

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

Dear Sir / Madam,

**Non-renounceable Entitlement Issue – Prospectus**

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

Yours faithfully

Peter Rutledge  
Company Secretary

# Hampton Hill Mining NL

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ABN 60 060 628 524

## PROSPECTUS

### FOR AN ENTITLEMENT ISSUE OF SHARES

**DATED 11 November 2011**

For a non-renounceable pro rata issue of up to 13,016,878  
fully paid ordinary shares in Hampton Hill Mining NL  
at a price of 8 cents each  
to registered holders of ordinary shares in Hampton Hill Mining NL as at 28 November 2011,  
on the basis of 1 share for every 10 shares held, to raise up to \$1,041,350.

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### IMPORTANT NOTICE TO ALL SUBSCRIBERS TO THE ISSUE

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

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

THIS ISSUE IS NOT UNDERWRITTEN

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## CORPORATE DIRECTORY

### Directors

Neil Tomkinson  
Non-executive Chairman

Wilson Stanley Forte  
Managing Director

Joshua Norman Pitt  
Non-executive Director

### Company Secretary

Peter Campbell Ruttledge

### Registered and Business Office

Level 2  
9 Havelock Street  
West Perth WA 6005  
Tel: 08 9481 8444  
Fax: 08 9481 8445  
Email: [info@hamptonhill.com.au](mailto:info@hamptonhill.com.au)  
Web: [www.hamptonhill.com.au](http://www.hamptonhill.com.au)

### Home Exchange

Australian Securities Exchange  
2 The Esplanade  
Perth WA 6000

### Auditor

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](mailto:registrar@securitytransfer.com.au)

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

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## SECTION 1 - EXPLANATION OF THE PROSPECTUS

This Prospectus is dated 11 November 2011. A copy of this Prospectus was lodged with the Australian Securities and Investments Commission ("ASIC") on that date. Neither ASIC nor the Australian Securities Exchange ("ASX") is responsible for the contents of this Prospectus.

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

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

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

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

## SECTION 2 - INFORMATION AVAILABLE

### 2.1 Continuous Disclosure

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

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

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

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

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

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

The Company will provide free of charge to any person who requests it prior to the Closing Date a copy of any continuous disclosure notices given during the period starting after the lodgement with ASIC of the Financial Statements for the year ended 30 June 2011 and ending before the issue of this Prospectus.

### 2.2 Effect of this Prospectus

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

### 2.3 Website – Electronic Prospectus

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

## SECTION 3 - TIMETABLE OF IMPORTANT DATES

Announcement of Entitlement Issue	11 November 2011
Date of Lodgement of Prospectus with ASIC and ASX	11 November 2011
Despatch of preliminary Notice to Shareholders	14 November 2011
Ex date - shares trade ex entitlement	22 November 2011
Record Date for determining entitlement to New Shares	28 November 2011
Prospectus and Entitlement and Acceptance Form despatched and Offer opens	30 November 2011
Offer closes - latest date for acceptances and payment in full	14 December 2011
Notify ASX of undersubscription	19 December 2011
Despatch Date - last day for shares to be entered into shareholders' holdings	22 December 2011

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

## SECTION 4 - CHAIRMAN'S REVIEW

The fund raising in respect of which this Prospectus is issued will enable Hampton Hill to continue with and extend, where applicable, its exploration activities.

Although shareholders have been informed of the Company's exploration projects and progress in its Quarterly Report for the period ending 30 September 2011 (released to the ASX on 31 October 2011) and in the Hampton Hill 2011 Annual Report, I am taking the opportunity to remind shareholders of the contents of those reports by way of the following review.

### ***The Hampton Hill Iron Ore Joint Venture (HHMJV)***

Pursuant to the HHMJV Agreement, Hampton Hill entered into discussions for the sale of its share of this joint venture to the joint venture manager, Sino Steel Midwest Corporation Ltd (SMC), in February of this year. However SMC then suspended exploration activity on the project as a consequence of unfavourable transshipment terms being offered to it for the Weld Range product in the proposed Oakagee Rail and Port Supply Chain Agreement, and advised Hampton Hill that the sale process would inevitably be delayed. The sale process remains suspended until SMC can resolve the transshipment issues. It is understood that as a result of the initiatives of the Western Australian State Government the transshipment issues may be resolved before the end of 2011.

### ***The Hampton Hill Non-ferrous Joint Venture***

Hampton Hill retains the ownership of non-ferrous ores on its HHMJV tenements and, through a separate agreement with SMC, the Company holds the right to 100% ownership of any non-ferrous ores which it discovers on SMC's wholly owned Weld Range iron ore tenements, subject to it paying SMC a 1.5% net smelter royalty on ore mined from those tenements. Hampton Hill's review of previous drilling on the HHMJV tenements has identified a substantial area with potential to host economic gold mineralisation and the Company's immediate objective is to test four prospects with up to 1,250 metres of RC drilling as soon as practical.

### ***Peel Mining Investment and Apollo Hill Royalty***

Hampton Hill has a significant investment of 11,000,000 shares (12.5%) in Peel Mining Limited (Peel), acquired when Hampton Hill sold the Apollo Hill Gold project to Peel in November 2010. When combined with the associated shareholding of a Hampton Hill director the Company's relevant interest in Peel is 13.65%. The last traded price of Peel shares (PEX) on the ASX on the day prior to the date of this prospectus was 14 cents per share attributing a value of \$1.54 million to Hampton Hill's investment (30 June 2011 \$1.03 million).

Peel has recently announced a shallow inferred resource of 505,000 ounces of gold at Apollo Hill averaging 0.9 grams per tonne gold at a 0.5 g/t cutoff. Peel advises that the mineralisation at the Apollo Hill and Ra deposits remains open at depth and along strike to the south of the deposits.

Peel has also announced the discovery of Cobar-style polymetallic mineralisation at its 4-Mile prospect, 100km south of Cobar, NSW. Follow up drilling at 4-Mile is planned to commence this month and Peel is in the process of raising capital through an entitlement issue. Hampton has applied for its full entitlement of shares in the entitlement issue which is due to close on 11 November.

In addition to its investment in Peel, Hampton Hill has a gross overriding royalty interest of 5% on all Apollo Hill gold production exceeding 1 million ounces.

### ***Yillaree Nickel Sulphide Project***

Hampton Hill has an 18.75% contributing interest in the Yillaree Nickel Sulphide project with Breakaway Resources Limited as managers. The project is situated in the North Eastern Goldfields of Western Australia. As reported in the September quarterly report the joint venture is reviewing the project to decide on the best way to progress this asset following recent exploration results which encountered no significant base metal or gold intersections in a diamond hole drilled in the Jezebel prospect.

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

Neil Tomkinson  
Chairman  
11 November 2011

## 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.*

### *Peel Mining Limited (PEX) exploration results*

*The information in the above report that relates to Peel Mining Limited's exploration results has been reviewed and confirmed as accurate by Mr Robert Tyson who is a member of the AusIMM. Mr Tyson is a full-time employee of Peel Mining 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 Tyson consents to the inclusion in the report of the matters based on his information in the form and context in which they appear.*

## SECTION 5 - DETAILS OF THE ENTITLEMENT OFFER

### 5.1 The Entitlement Offer

This Prospectus invites all holders of ordinary shares in the Company on the Record Date ("Eligible Shareholders") to participate in a pro-rata non-renounceable Entitlement Offer of New Shares on the basis of one New Share for every ten shares held on the Record Date at an issue price of 8 cents per New Share. Fractional entitlements will be disregarded through rounding down.

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

The partly paid shares currently on issue are as follows:

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

The total entitlement of holders of partly paid shares to New Shares on this basis is 1,288 New Shares and is included in the total number of New Shares making up the Entitlement Offer.

The holders of the existing partly paid shares are entitled to pay up the uncalled capital on their shares before the Record Date and thereby increase their entitlement to New Shares under the Entitlement Offer. It is assumed however that existing holders of partly paid shares will not choose to pay up the uncalled capital on their shares before the Record Date.

The holders of the existing 500,000 unlisted options to acquire ordinary shares in the Company, comprising mainly current employees of the Company, will not be entitled to participate in the Entitlement Offer in respect of their options unless they exercise their options converting them to shares prior to the Record Date. It is assumed that existing option holders will not choose to exercise their options before the Record Date

Assuming existing partly paid shares are not paid up and existing options are not exercised the Entitlement Offer is for up to 13,016,878 New Shares and will raise approximately \$1,041,350 (before deducting expenses of the Entitlement Offer estimated to be \$15,500) if all existing entitlements are taken up.

There is no minimum subscription.

### 5.2 No Rights Trading

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

## 5.3 Share Market Trading

The latest available market sale price of the Company's shares from the ASX on the day immediately before the announcement of the terms of the Entitlement Offer was 10.5 cents on 10 November 2011.

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

Highest price:	12 cents	Date:	12 August 2011
Lowest price:	9 cents	Date:	28 September 2011

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

Highest price:	49 cents	Date:	21 February 2011
Lowest price:	9 cents	Date:	28 September 2011

## 5.4 Opening and Closing Dates

The Entitlement Offer will open for receipt of acceptances at 10.00 am WST on **Wednesday 30 November 2011** and will close at 5.00 pm WST on **Wednesday 14 December 2011**, or such later date not exceeding 13 months from the date of this Prospectus as the Directors, in their absolute discretion and subject to compliance with the Listing Rules, may determine and provided that the Company gives the ASX notice of the change at least 6 Business Days prior to the Closing Date.

## 5.5 Directors' Support of the Issue

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

	Current shareholding	%
Wythenshawe Pty Ltd, Warramboe Holdings Pty Ltd, JN Pitt and associates	54,239,772	41.67

## 5.6 Entitlements and Acceptances

Your entitlement to New Shares is set out in the accompanying Entitlement and Acceptance Form.

The Entitlement Offer is non-renounceable and accordingly you may not dispose of any part of your entitlement.

You may:

- Accept your entitlement in full; or
- Accept part of your entitlement and allow the balance to lapse; or
- Not accept any of your entitlement and allow it to lapse.

Instructions for following each option are set out below.

### ***Acceptance of Entitlement in Full***

If you wish to accept your entitlement in full, you should complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on the form and submit your acceptance either electronically by BPAY® or together with a cheque by mail or hand delivery to reach the Company's Share Registry prior to the Offer closing on 14 December 2011.

### ***Partial Acceptance of Entitlement***

If you wish to accept part of your entitlement, you should complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on the form for that part of your entitlement that you wish to accept and submit your acceptance either electronically by BPAY® or together with a cheque by mail or hand delivery to reach the Company's Share Registry prior to the Offer closing on 14 December 2011.

## ***Non-Acceptance of Entitlement***

If you do not wish to accept any part of your entitlement, you are not required to take any action.

## ***Payment for Acceptances by cheque or BPAY®***

Entitlements may be accepted by submitting the completed Entitlement and Acceptance Form together with your cheque or money order, made payable to "Hampton Hill Mining NL – Rights Issue" and crossed "Not Negotiable", to the Company's Share Registry

by hand delivery:  
Security Transfer Registrars Pty Ltd  
770 Canning Highway  
Applecross Western Australia 6153

by mail at:  
Security Transfer Registrars Pty Ltd  
PO Box 535  
Applecross Western Australia 6953

to be **received no later than 5pm WST on 14 December 2011.**

Alternatively, entitlements may be accepted electronically using BPAY®, in which case you are not required to return the Entitlement and Acceptance Form. You can simply make payment for the total number of shares accepted by using the Biller Code and the personalised Reference Number set out in your Entitlement and Acceptance Form. You must ensure that acceptance and payment by BPAY® is **received no later than 5pm WST on 14 December 2011.**

Instructions for making payment by BPAY® are set out in your Entitlement and Acceptance Form. You should be aware that your own financial institution may impose earlier cut-off times with regards to electronic payments and you should therefore take this into consideration when making payment. To ensure your acceptance and payment by BPAY® are received by this time it is recommended that it is processed by your financial institution no later than the day before the closing date.

## **5.7 Additional Shares**

Entitlements not accepted will constitute the Shortfall and these shares may be issued and allotted at the discretion of the Directors.

If you accept your entitlement in full you may apply for additional shares (Additional Shares) to be issued to you from the Shortfall.

This can be done by completing the Additional Shares section of the Entitlement and Acceptance Form, in accordance with the instructions on the form, and including the consideration for these Additional Shares with the payment for your entitlement. As set out in Section 5.6, payment can be by cheque / money order accompanying the Entitlement and Acceptance Form, or by BPAY®.

If the number of Additional Shares applied for exceeds the number of shares in the Shortfall, the Directors will consider allotting shares to the applicants on a pro-rata basis. Priority will be given to applicants with existing shareholdings less than 100,000 shares applying for up to 100,000 Additional Shares.

If the number of Additional Shares issued and allotted is less than the number of shares in the Shortfall the balance remaining may be allocated at the discretion of the Directors within six months of the Closing Date of the Offer. The issue price at which any shares the subject of the Shortfall are placed shall not be less than 8 cents per share, being the price at which this Entitlement Offer has been made to shareholders pursuant to this Prospectus.

## ***Enquiries***

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

## **5.8 Issue and Allotment of New Shares**

The New Shares are expected to be issued and allotted by no later than 22 December 2011. Until the issue and allotment of the New Shares under this Prospectus, the acceptance money will be held in trust in a separate bank account opened and maintained for that purpose only as required by the Corporations Act. Any interest earned on the acceptance money will be for the benefit of the Company and will be retained by it irrespective of whether allotment of the New Shares takes place.

## **5.9 ASX Listing**

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

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

## **5.10 Chess System**

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

Under CHESS, shareholders will receive a statement of their holdings indicating the allotment of their New Shares pursuant to their acceptance of the offer made under this Prospectus.

Shareholders who are broker-sponsored will receive a CHESS statement from ASTC and shareholders registered under the Issuer Sponsored subregister will receive a statement from Security Transfer Registrars Pty Ltd.

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

## **5.11 Overseas shareholders**

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

Given the small number of shareholders registered with overseas addresses other than New Zealand, the number and value of New Shares these shareholders would be offered and the cost of regulatory compliance in those overseas jurisdictions, it is not practicable to extend this offer to shareholders other than those with Australian and New Zealand registered addresses. Consequently no offer of entitlements will be made to shareholders with registered addresses outside Australia and New Zealand.

New Shares to which Eligible Shareholders who are not residents of Australia and New Zealand would otherwise be entitled will form part of the Shortfall, and may be placed at the discretion of the Directors in accordance with Section 5.7.

## **5.11 New Zealand shareholders**

The new Shares are only being offered to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand).

Shareholders resident in New Zealand should consult their professional advisers as to whether any government or other consents are required, or other formalities need to be observed, to enable them to accept their entitlements under this Offer.

## **5.12 No issue of New Shares after the Expiry Date**

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

## **5.13 Ranking of New Shares**

The New Shares will rank equally in all respects with the Company's existing issued fully paid ordinary shares. The Company has 130,155,897 fully paid ordinary shares on issue.

## **5.14 Dividend Policy**

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

## **5.15 Taxation Implications**

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

## SECTION 6 – PURPOSE AND EFFECT OF THE ENTITLEMENT OFFER

### 6.1 Purpose of the Entitlement Offer

The Entitlement Offer will raise funds for the following purposes:

- to meet the administration and running costs of the Company and the expenses of this Entitlement Offer; and
- for working capital purposes including providing for the costs of exploration of those of the Company's tenement areas which are not funded by third parties and provision of contributions to joint venture operations; and
- to maintain current rights of tenure to the Company's exploration and mining tenements;
- to fund the Company's search for new exploration opportunities;
- to repay funds drawn down by the Company under the short term working capital facility described in Section 8.1 to finance the Company's acceptance of its entitlement in the Peel Mining Limited pro-rata Entitlement Offer

### 6.2 Capital Structure

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

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

<b>ORDINARY SHARES</b>	<b>No of shares</b>	<b>Amount \$</b>
<b>FULLY PAID</b>		
On issue	130,155,897	18,484,444
New Shares (less costs of the issue)	<u>13,016,878</u>	<u>1,025,850</u>
After this Issue	<u>143,172,775</u>	<u>19,510,294</u>
<b>PARTLY PAID</b>		
On issue	<u>2,650,000</u>	<u>2,650</u>
After this Issue	<u>2,650,000</u>	<u>2,650</u>
<b>TOTAL</b>		<u>19,512,944</u>

## 6.3 Effect of the Entitlement Offer

The effect of the Entitlement Offer on the audited Statement of Financial Position of the Company as at 30 June 2011 is shown in the proforma post-issue Statement of Financial Position set out below based on the assumptions that:

- (a) the Entitlement Offer was effective as at 30 June 2011;
- (b) holders of options and partly-paid shares will not convert their holdings to fully paid shares prior to the Record Date
- (c) all existing entitlements to New Shares in the Entitlement Offer are taken up
- (d) the Company has, since 30 June 2011, accepted in full its entitlement to take up additional shares in Peel Mining Limited and this additional investment in Peel shares is reflected at cost;
- (e) the short term working capital loan drawn down since 30 June 2011 is repaid in full from the proceeds of the issue.

### Statement of Financial Position

	Audited 30 June 2011	Unaudited Proforma Post issue
	\$	\$
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	565,064	1,260,914
Trade and other receivables	21,660	21,660
Financial assets available for sale	1,034,000	1,364,000
<b>TOTAL CURRENT ASSETS</b>	<u>1,620,724</u>	<u>2,646,574</u>
<b>NON CURRENT ASSETS</b>		
Exploration and evaluation assets	4,331,376	4,331,376
Plant and equipment	4,893	4,893
<b>TOTAL NON CURRENT ASSETS</b>	<u>4,336,269</u>	<u>4,336,269</u>
<b>TOTAL ASSETS</b>	<u>5,956,993</u>	<u>6,982,843</u>
<b>CURRENT LIABILITIES</b>		
Trade and other payables	172,060	172,060
Provisions	2,180	2,180
<b>TOTAL CURRENT LIABILITIES</b>	<u>174,240</u>	<u>174,240</u>
<b>TOTAL LIABILITIES</b>	<u>174,240</u>	<u>174,240</u>
<b>NET ASSETS</b>	<u>5,782,753</u>	<u>6,808,603</u>
<b>EQUITY</b>		
Issued capital	18,487,094	19,512,944
Reserves	415,265	415,265
Accumulated losses	(13,119,606)	(13,119,606)
<b>TOTAL EQUITY</b>	<u>5,782,753</u>	<u>6,808,603</u>

## 6.4 Consequences of a Shortfall

As detailed earlier, approximately 40% of the funds which are the subject of the Entitlement Offer have been committed by interests associated with the Company's two non-executive Directors, Mr N Tomkinson and Mr J N Pitt. If the total of all funds raised from entitlement and shortfall applications is less than \$1,025,850, after the expenses of the Offer, the Company has the ability and flexibility to amend its exploration programmes and budgets for the foreseeable future to match funds available at the time.

## SECTION 7 – INVESTMENT CONSIDERATIONS

The shares offered pursuant to this Prospectus are speculative.

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

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

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

## SECTION 8 - ADDITIONAL INFORMATION

### 8.1 Interests of Directors

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

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

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

### Directors' Share and Option Holdings

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

Director	Ordinary Shares Fully Paid	Ordinary Shares Partly Paid to 0.1 cents
N Tomkinson	7,274,700	-
J N Pitt	46,965,072	-
W S Forte	3,095,894	1,900,000

### Directors' Remuneration

Details relating to the remuneration of Directors are set out in the Remuneration Report section of the 2011 Directors' Report and Note 17 of the Notes to the Financial Statements in the Company's 2011 full year statutory accounts lodged with the ASX on 19 September 2011.

### Related Party Transactions – Short-term working capital facility

In addition to the related party transactions set out in Note 21 of the Notes to the Financial Statements in the Company's 2011 Financial Report, on 3 November 2011 a company associated with a director of the Company, Mr J N Pitt, made a binding offer to provide a short term unsecured loan facility of \$330,000 to the Company for a period of up to six months from the date of the first drawdown of the facility to provide the Company with working capital pending the completion of this capital raising. The interest payable on funds drawn down on the loan facility is at a rate of 5% per annum. The full amount of \$330,000 was drawn down on 9 November 2011.

### 8.2 Interests of Named Persons

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

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

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

BDO (WA) Pty Ltd is the Auditor of the Company. The Company has expended \$27,568 for auditing services provided to the Company by the Auditor during the past 2 years.

### 8.3 Consents

BDO (WA) Pty Ltd ("BDO") has provided the following consent statement:

*"BDO (WA) Pty Ltd (BDO) consents to being named in the prospectus to be issued by Hampton Hill Mining NL (Company) and lodged with the Australian Securities and Investments Commission (ASIC) on or about 10 November 2011 (Prospectus) in relation to an offer of shares in the Company for subscription, and any electronic version of the Prospectus.*

*BDO consents to the inclusion of references to it in the Prospectus as auditors of the Company in the form and context in which those references are included."*

BDO has not made any statement in this Prospectus or any statement on which a statement made in this Prospectus is based other than that set out above.

BDO has not withdrawn this consent

Peel Mining Limited has consented in writing, and has not withdrawn that consent prior to lodgement of this prospectus, to the references to announcements made by Peel in relation to its exploration results in the form and context in which they are included in Section 4 of this Prospectus. Peel has had no involvement in the preparation of this Prospectus and, other than as set out in this consent, has not authorised or caused the issue of the whole or any part of this Prospectus and takes no responsibility for any statements in or omissions from this Prospectus.

### 8.4 Substantial Shareholders

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

Name	Shares Held	% of Issued Capital
Wythenshawe Pty Ltd, Warramboe Holdings Pty Ltd, JN Pitt, and associates – shareholders associated with J N Pitt and N Tomkinson	54,239,772	41.67%

### 8.5 Rights Attaching To Shares

Details of the rights attaching to the Company's shares are set out in Note 15 – Equity - Issued Capital of the Notes to the Financial Statements in the 2011 Financial Report and in the Constitution of the Company, a copy of which can be inspected at the Company's registered office at 2<sup>nd</sup> Floor, 9 Havelock Street, West Perth during normal business hours.

### 8.6 Corporate Governance

The Company has adopted comprehensive corporate governance policies. These policies are fully enunciated in the Company's 2011 Financial Report and on its website.

## SECTION 9 - DIRECTORS' RESPONSIBILITY STATEMENT AND CONSENTS

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

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

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

Dated 11 November 2011



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**N Tomkinson**  
**Director**