HAMPTON HILL Mining NL

ABN 60 060 628 524

ANNUAL REPORT 2021

DARWIN
PERTH
ADELAIDE
BRISBANE
SYDNEY
CANBERRA
MELBOURNE
HOBART
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KUNUNURRA
BROOME
PORT HEDLAND
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Western
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CARNARVON
MEEKATHARRA
GLENVIEW
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APOLLO HILL
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CORPORATE DIRECTORY

Directors	Joshua Pitt Executive Chairman Wilson Forte Non-executive Director Will Robinson Non-executive Director
Company Secretary	Peter Ruttledge
Registered and Business Office	Level 2 9 Havelock Street West Perth WA 6005 Telephone: 08 9481 8444 Email: info@hamptonhill.com.au
Auditor	HLB Mann Judd (WA Partnership) Level 4 130 Stirling Street Perth WA 6000
Home Exchange	Australian Securities Exchange (ASX)
ASX Code	HHM
Share Registry	Automic Group Level 5, 126 Phillip Street Sydney NSW 2000 Telephone: +61 2 9698 5414 Email: hello@automic.com.au
Webpage	www.hamptonhill.com.au
Corporate Governance Statement	http://www.hamptonhill.com.au/CorpGov.htm

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

CHAIRMAN'S LETTER

Hampton Hill Mining NL has maintained a carefully selected exploration effort during the year applying its available funds to field activity, first at the Glenview project then at the Millennium project.

A primary asset of Hampton Hill is the royalty it holds over the Central Leases of the Apollo Hill Gold Project. For this reason, your board applies a high quality hurdle when reviewing new resource opportunities. Several projects have been reviewed involving offers to fund gold and base metal exploration joint ventures in Western Australia but have not met this hurdle. The Company has moved to secure a new project in its own right at Tyson's, near Kookynie, WA, where it plans an initial air core drilling program for the next field season.

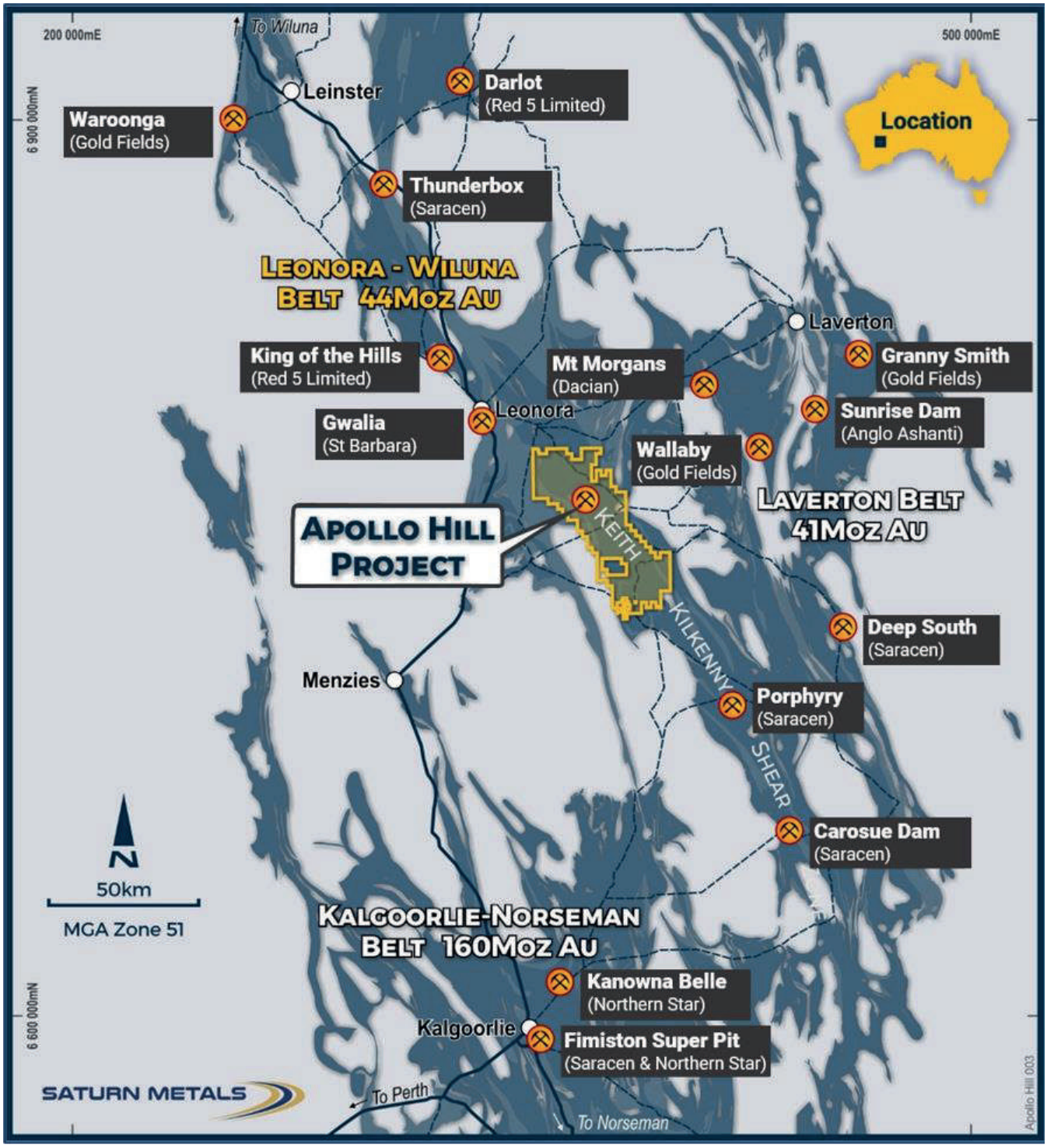
Your board regrets the continued suspension of your company from trading on the ASX. Clause 12.1 of the ASX Listing Rules gives the ASX the right to suspend a company if it deems the Company not to be sufficiently active. Board representations seeking the lifting of suspension, which have included expressing the opinion of the board that suspension is not in the best interest of our shareholders, have failed.

Shareholders should note that by February 2022 the ASX will have the right to delist Hampton Hill, and may choose to do so. Your board will continue with its efforts to avoid this occurring but cannot guarantee a positive outcome.

Early in 2022, a new Mineral Resource Statement for the Central Leases of the Apollo Hill Project is anticipated. This will form the basis for determining a value for our 5% gross gold royalty that relates to all gold production in excess of one million ounces. This valuation will provide the information the board will require as it plans how to move forward in the best interests of all shareholders.

Your board appreciates that shareholders may well feel frustrated by the suspension and the slower pace of progress at Apollo Hill than may have been expected. However, the slow pace has largely been determined by the ever-increasing size of the drilled-out footprint at Apollo Hill, which is a major positive for our Company. It is important that shareholders are provided with liquidity for their investment and we are determined to achieve that in the coming year.

Joshua Pitt
Chairman



Location of Apollo Hill Gold Project in the Western Australian goldfields

OPERATIONS REVIEW

Hampton Hill has restricted field work during the year to geophysical surveying at our Glenview project and diamond drilling at the Millennium base metal project. Appraisals were made of several joint venture opportunities and of the Tyson base metal project, the exploration licence for which is awaiting grant. The Company maintains an active search for new projects.

The primary activity of the Company has continued to be the managing of our royalty interest in the Apollo Hill Gold Project Central Leases.

The Apollo Hill Gold Project

Hampton Hill has a 5% gross royalty over all gold mined in excess of one million ounces from the Central Leases of the Apollo Hill Gold Project which is owned by Saturn Metals Limited (STN). STN has maintained an aggressive drilling program on the leases since the last Mineral Resource Statement was announced (944,000 ounces of gold in 36 million tonnes grading 0.8 grams per tonne – Refer: STN ASX announcement 28 January 2021) and this effort continues with a new Statement anticipated early 2022.

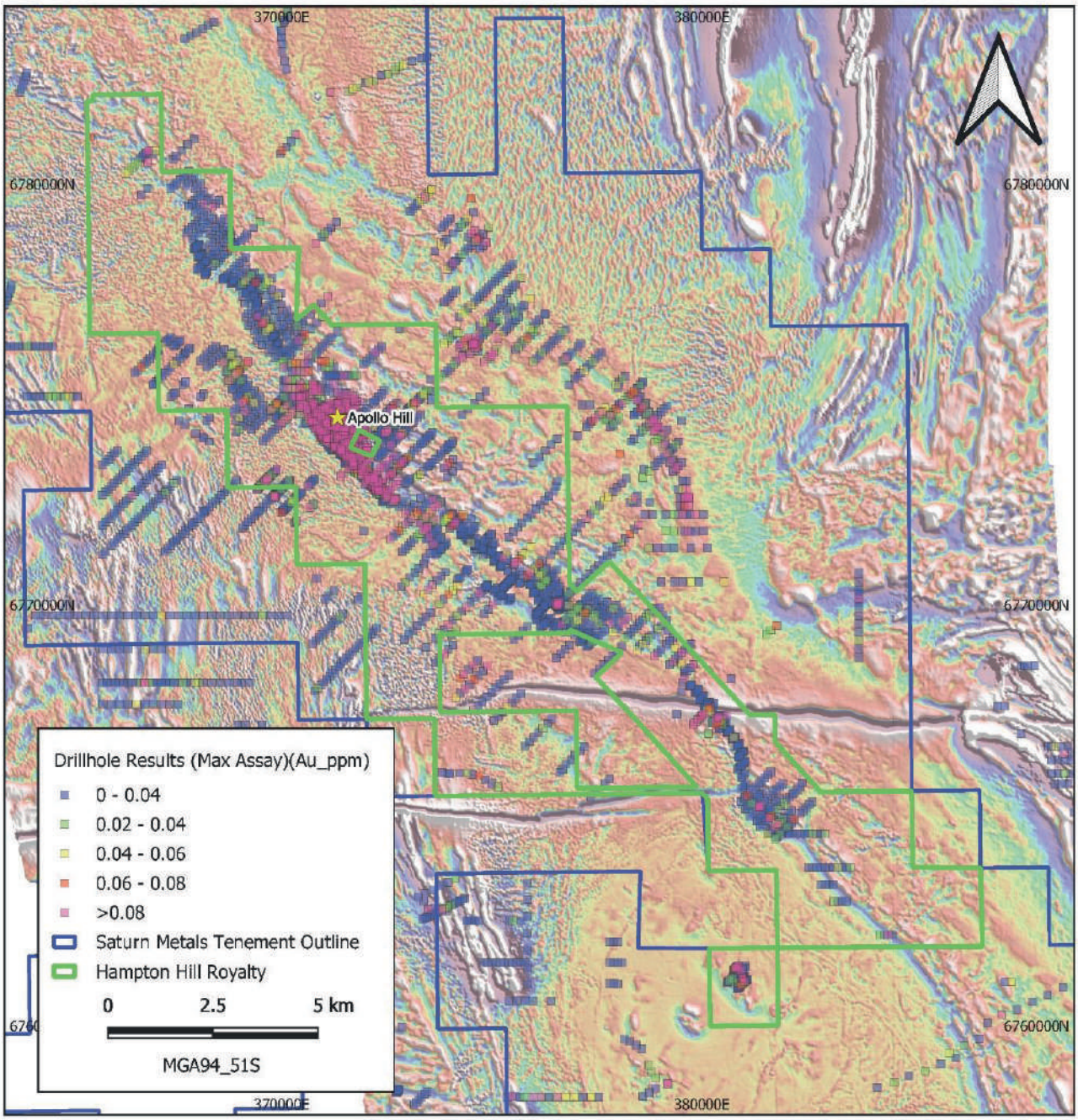
The current Mineral Resource Statement pertains to only approximately 1.5 kilometres of strike over a 500 metre width to a depth of no greater than 250 metres. A mineralized footprint surrounding this resource has been traced to date for over 3 kilometres of strike and for over 800 metres in width and to greater depth. Some excellent intersections have been recorded from recent drilling both within this resource envelope and in the extensions beyond. This bodes well for a potential increase to the resource base and an improved average grade for the deposit.

The Millennium Base Metal Project

Exploration resumed this year at the Millennium project following a review of previous drill results in light of recent discoveries in the Paterson region. The project is managed by Encounter Resources Limited (Encounter) with Hampton Hill holding a 25% contributing interest.

The initial focus of exploration was an extensive zinc anomaly trending along the entire eastern margin of the project. Diamond drilling revealed some broad intersections highly anomalous in zinc such as DDH EPT2203 with 91.8 metres assaying 1.6% zinc (Refer Hampton Hill ASX announcement of 9 July 2015). A recent review of previous aircore drilling has revealed the presence of a strong copper anomaly extending over a strike of 800 metres. This is referred to as the BM2 prospect. Past results from this prospect included AC EPT561 with 30 metres grading 0.14% copper and AC EPT588 with 20 metres grading 0.27% copper (Refer Encounter ASX Annual Report of 2010). A follow up reverse circulation drill hole RC EPT1140 targeted below the aircore drilling intersected copper sulphides grading 0.60% over 26 metres from 100 metres downhole and included an interval of 10 metres grading 0.92% copper (Refer Encounter ASX announcement of 19 July 2012).

During August this year a diamond drill tail extending to over 800 metres was added to RC EPT 2278 to further test this copper anomaly at depth. The joint venture awaits assay results from this hole before any decision is made on further drilling.



Apollo Hill Central Leases Royalty Area

OPERATIONS REVIEW

The Glenview Base Metal Project

Hampton Hill holds the gold and base metal rights to a large tenement package that covers a portion of the Weld Ranges, 60 kilometres north west of Cue township. Studies by the Geological Survey of WA support the belief that the regional geology has a close similarity to that associated with the Golden Grove volcanogenic copper-zinc mines that lie to the south of Yalgoo township.

The Company carried out a detailed ground geophysical survey covering 10 kilometres of strike of acid volcanics where anomalous base metal results had been reported in past drilling. Unfortunately, the results of this survey did not indicate any large accumulation of massive sulphides that would have justified follow up drilling.

The Company has carried out a full review of previous exploration data seeking further targets but has decided not to carry out more field work while it remains under ASX suspension from trading.

The Northlander Gold Project

The Company holds a 0.98% NSR royalty over this project, on tenements owned by Evolution Mining Limited (EVN) which form a major portion of their Kunanalling South prospect covering the EVN Rayjax resource.

EVN reported a 26,000 ounce gold resource had been outlined at Rayjax in their 17 February 2021 Annual Mineral Resource Statement contained within 21,000 tonnes of indicated category assaying 1.63 grams per tonne and 25,000 tonnes of inferred category assaying 1.90 grams per tonne.

The Tyson Base Metal Project

The Company awaits the granting of an exploration licence application at Tyson before seeking a Program of Works to commence field work. This greenfield project covers some 28 kilometres of underexplored felsic terrain constrained within granitic rocks. The project extends southwards from the Kookynie goldfield, near Leonora WA.

Hampton Hill was attracted to the area by historic silver values at depth in drilling, favourable geology for VMS hosted copper-zinc mineralization and untested aeromagnetic anomalies that the Company believes are good targets for initial drill testing.

Non-Active Interests

Hampton Hill holds a 2% FOB royalty on all future iron ore mined by a subsidiary of BaoWu Steel Group Corp Ltd (BaoWu) from our Glenview project tenements in the Murchison, and a $1 per tonne of iron ore mined by BHP Limited for the first 100,000 tonnes mined from Mining Lease M266SA which expands to $2 per tonne for additional production in the Pilbara. There are some modest grade iron ore targets outlined within the Glenview project tenements that may be a future focus for BaoWu who are currently buying ore from the nearby Fenix Resources Ltd iron ore mine (Ref: Fenix ASX announcement of 22 July 2021) which is trucked to Geraldton port.

DIRECTORS' REPORT
FOR THE YEAR ENDED 30 JUNE 2021

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

The Directors of the Company present their report on the Company for the year ended 30 June 2021.

DIRECTORS

The names of the Directors of the Company during the financial year and up to the date of this report are:
Joshua Pitt
Wilson Forte
Will Robinson (appointed 1 February 2021)
Neil Tomkinson (ceased 30 October 2020)

PRINCIPAL ACTIVITIES

The principal activities of the Company are the continued management of its royalty interest and exploration for base metals. There has been no significant change in the Company's activities during the financial 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 Hill remained suspended from trading on the ASX throughout the financial year. The ASX used their prerogative under Clause 12.1 of the Listing Rules in suspending the trading facility of the Company. Early representation by your board arguing that such a decision would be unfair to shareholders was unsuccessful and a further submission dated 19 May 2021, in which a program to increase the exploration activity of the Company was detailed, has to date been unsuccessful.

The primary assets of the Company remain a 5% gross overriding royalty over the Central Leases at the Apollo Hill Gold Project near Leonora WA, owned by Saturn Metals Limited (STN) and a holding of 10,800,000 shares in Peel Mining Limited (PEX), which is seeking to develop a base metal operation near Cobar, NSW.

The Company holds 100% of the non-ferrous rights on granted exploration licences at Glenview, north west of Cue township, WA, and has earned a 25% interest in granted exploration licences at Millennium in the Paterson province of the Pilbara, WA. The Company has applied for an exploration licence at Tyson's, south of Leonora, WA and has a 0.98% NSR over a group of Mining Leases at Northlander, north of Coolgardie WA.

DIRECTORS' REPORT
FOR THE YEAR ENDED 30 JUNE 2021

REVIEW OF OPERATIONS AND LIKELY DEVELOPMENTS (continued)

At the Apollo Hill Gold Project , the primary asset of STN, a major drilling campaign is well advanced. A JORC compliant Ore Reserve is anticipated to be determined by January 2022 which will form the basis for the feasibility studies to follow. Hampton Hill will reference this anticipated Ore Reserve Statement to form the Company's first meaningful opinion as to the value of this asset.

The Company's PEX shareholding is a significant portion of the substantial shareholding of over 17% of that company, held by Hampton Hill and its associates. This holding has therefore considerable strategic value and, through this association, it seeks to benefit from PEX's continuing successes at Cobar.

Given the constraints imposed by the ongoing suspension of the Company, Hampton Hill does not expect to carry out field work at Glenview whilst its shares remain suspended, other than the minimum expenditure required to maintain the tenements in good standing.

During the year, a diamond drill hole to a depth of over 800 metres was completed at Millennium to test a promising copper target with assay results anticipated during October. The exploration licence application at Tyson's awaits approval before exploration can commence, which is not anticipated before November. At Northlander, the project owner, Evolution Mining Limited (EVN), has confirmed that a portion of the Rayjax prospect that lies within the Northlander tenements has a 26,000 ounce Mineral Resource calculated as part of EVN's Mineral Resource and Ore Reserves Statement announced on 17 February 2021. This may be expanded upon and may provide Hampton Hill with a modest cash return in the future should this resource be mined.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Other than the operating results and the suspension of trading in the Company's shares, 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

Subsequent to the end of the financial year, the Company drew down a further $50,000 on the loan facility provided by a company associated with director Mr Pitt. This was to enable the Company to meet its ongoing working capital needs.

To the best of the Directors' knowledge and belief, there have been no other matters or circumstances that have arisen after balance date that have significantly affected, or may significantly affect, the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial periods.

DIRECTORS' REPORT
FOR THE YEAR ENDED 30 JUNE 2021

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 2020 to 30 June 2021 the Directors have assessed that there are no current reporting requirements, but that the Company may be required to report in the future.

INFORMATION RELATING TO THE DIRECTORS

Executive Chairman

Joshua Pitt BSc, MAusIMM, MAIG

Mr Pitt is a geologist with extensive exploration experience who has, for more than forty years, been a director of exploration and mining companies in Australia. Mr Pitt is involved in private mineral exploration and also in substantial resource investments. Mr Pitt was appointed director of Hampton Hill Mining NL in January 1997 and executive chairman in April 2012. He is also the executive chairman of Red Hill Iron Limited (appointed a director on its formation in June 2005 and executive chairman in December 2019) and the non-executive chairman of Traka Resources Limited (appointed a director in January 2003 and chairman in December 2019). He is a non-executive director at Red Metal Limited (appointed July 2003). Mr Pitt has held no other directorships of ASX listed companies during the last three financial years.

Non-executive Directors

Wilson Forte BSc Hons (UWA), MAusIMM, MAIG

Mr Forte is a Western Australian geologist with more than forty years' experience in mineral exploration in Australia, Southern Africa and Iran. For the past thirty years he has mainly worked on the evaluation of gold and base metal projects in Western Australia. Mr Forte has held no other directorships of ASX listed companies during the last three financial years.

Will Robinson B.Comm, MAusIMM

Mr Robinson was appointed a non-executive director of the Company on 1 February 2021. He has worked in the resource industry for over 20 years and has held a senior management role at a large international resource company as well as executive roles in junior mining and exploration companies. He is a member of the Strategic Advisory Board at the Centre for Exploration Targeting of Western Australia, and previously a member of the Australian Federal Government's 'Resources 2030' taskforce. Mr Robinson is the managing director of Encounter Resources Limited (appointed 30 June 2014), and has held no other directorships of ASX listed companies during the last three financial years.

INFORMATION RELATING TO THE COMPANY SECRETARY

Peter Ruttledge BSc, CA, FFin

Mr Ruttledge is a Chartered Accountant and a Fellow of the Financial Services Institute of Australasia and has over thirty 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 as at the date of this report is set out below:

Director	Ordinary shares fully paid	Ordinary shares partly paid to 0.1 cents
J N Pitt	97,831,822	-
W S Forte	3,867,241	1,900,000
W Robinson	900,000	-

The Directors do not hold any unlisted options.

MEETINGS OF DIRECTORS

The following table sets out the number of meetings of Directors held during the year ended 30 June 2021 and the number of meetings attended by each Director:

Director	Meetings of Directors whilst a Director	Number of meetings attended
J N Pitt	10	10
N Tomkinson	4	4
W S Forte	10	10
W Robinson	3	3

The Company does not have any committees.

AUDITED REMUNERATION REPORT

The information provided in this 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 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 executives on key non-financial drivers of value, and
- attracting and retaining high calibre executives.

DIRECTORS' REPORT
FOR THE YEAR ENDED 30 JUNE 2021

AUDITED REMUNERATION REPORT (continued)

The remuneration framework has regard to executives' interests by:

- rewarding capability and experience,
- providing a clear structure for earning rewards, and
- 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 or options have been 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 may include, by way of an incentive, the opportunity to take up partly paid shares or options 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 either capitalised as exploration and evaluation expenditure or expensed.
The Executives' remuneration is reviewed annually with regard to competitiveness and performance.
There are no guaranteed salary increases fixed in any senior executives' contracts.

Company performance and its consequences on shareholder wealth
It is not possible at this time to evaluate the Company's financial performance using generally accepted measures such as profitability and total shareholder return as the Company is an exploration company with no significant revenue stream. This assessment will be developed if and when the Company moves from explorer to producer.
The table below shows key company performance indicators for the last five years for the Company (2017 to 2021):

		2021	2020	2019	2018	2017
Revenue and other income	$	114,410	133,584	113,837	115,934	246,295
Net profit/(loss)	$	708,431	(1,731,937)	(1,656,026)	545,516	(90,962)
Earnings/(loss) per share	cents	0.24	(0.59)	(0.56)	0.20	(0.04)
Share price at year end	cents	2.5	2.5	1.6	3.1	1.4

The Company's ordinary shares have been suspended from quotation on the ASX since 18 February 2020. No dividends have been declared during these periods.

AUDITED REMUNERATION REPORT (continued)

(b) Details of remuneration

The key management personnel of the Company are the Directors.

The remuneration of key management personnel for the year is summarised below:

		Short-term benefits	Post-employment benefits	Total	Performance related
	Year	Salary & fees	Superannuation		
		$	$	$	%
Executive Director					
J N Pitt (Chairman)	**2021**	**-**	**-**	**-**	**-**
	2020	-	-	-	-
Non-executive Directors					
N Tomkinson	**2021**	**-**	**-**	**-**	**-**
	2020	-	-	-	-
W S Forte	**2021**	**20,000**	**1,900**	**21,900**	**-**
	2020	20,000	1,900	21,900	-
W Robinson	**2021**	**8,333**	**792**	**9,125**	**-**
	2020	n/a	n/a	n/a	n/a
Total	**2021**	**28,333**	**2,692**	**31,025**	**-**
	2020	20,000	1,900	21,900	-

With the exception of a non-executive director's fee paid to Mr W S Forte and Mr W Robinson, no other directors' fees are paid. Non-executive directors may be paid all travelling and other expenses properly incurred by them in the business of the Company. The executive chairman has elected not to receive a remuneration package. No part of the remuneration of Directors is contingent upon the performance of the Company.

(c) Service agreements

Non-executive Directors

Commencing 1 May 2012, Mr Forte, who was formerly the Company's Managing Director, was appointed a non-executive director. Mr Forte is paid a director's fee of $20,000 per annum plus statutory superannuation. No fixed terms or notice period applies and there is no provision for termination benefits.

Commencing 1 February 2021, Mr Robinson was appointed a non-executive director of the Company. Mr Robinson is paid a director's fee of $20,000 per annum plus statutory superannuation. No fixed terms or notice period applies and there is no provision for termination benefits. All other terms are included in a service agreement.

No other service agreements are in place for Directors.

DIRECTORS' REPORT
FOR THE YEAR ENDED 30 JUNE 2021

AUDITED REMUNERATION REPORT (continued)

(d) Share-based compensation

No options have been issued to, or exercised by, Directors or any other key management personnel during the year. No options are held by key management personnel and currently the Board does not anticipate that any share-based compensation will be issued to Directors.

(e) Shares held by key management personnel

The numbers of shares held directly and indirectly during the year by key management personnel and any movements in these holdings, are set out below:

	Balance at 1 July 2020	Acquired/ Disposed	Other	Balance at 30 June 2021
Fully paid shares				
Directors				
J N Pitt	97,831,822	-	-	97,831,822
N Tomkinson	14,955,942	-	(14,955,942)	-
W S Forte	3,867,241	-	-	3,867,241
W Robinson	-	-	900,000	900,000
	116,655,005	-	(14,055,942)	102,599,063

Encounter Resources Limited, of which Mr Robinson is also a director and shareholder, holds 30,748,903 shares in the Company.

	Balance at 1 July 2020	Acquired/ Disposed	Other	Balance at 30 June 2021
Partly paid shares				
Directors				
W S Forte				
Issued for 10 cents paid to 0.1 cent	200,000	-	-	200,000
Issued for 20 cents paid to 0.1 cent	1,200,000	-	-	1,200,000
Issued for 25 cents paid to 0.1 cent	500,000	-	-	500,000
	1,900,000	-	-	1,900,000

Other changes relate to Mr N Tomkinson ceasing to be a director of the Company, whilst Mr Robinson was appointed as a director during the year.

There were no shares, either fully or partly paid, granted as compensation to key management personnel during the reporting period.

There were no shares granted on the exercise of options by key management personnel during the reporting period.

No other key management personnel hold partly paid shares. No partly paid shares were paid up or forfeited during the year.

None of the shares are held nominally.

No key management personnel hold unlisted options.

AUDITED REMUNERATION REPORT (continued)

(f) Transactions with key management personnel

Income from related parties

During the financial year the Company received $77,826 (2020: $87,475) from Red Hill Iron Limited, a listed company of which Mr Pitt is a director and shareholder, for rental of shared office space and provision of administration services supplied by the Company on normal commercial terms and conditions determined on an arms-length basis between the companies.

Borrowings from director

Borrowings relate to the loan facility of $1,000,000 provided by a company associated with a director, Mr Pitt. It is unsecured and otherwise on normal commercial terms and conditions, bearing interest at a rate of 3.5% per annum, paid quarterly in arrears. A net amount of $275,000 was drawn down during the year and total interest of $3,210 (2020: $1,800) was paid.

Subsequent to the end of the financial year, the Company drew down a further $50,000 on this facility**.**

Loans to key management personnel

The Company has not made any loans to key management personnel during the year.

There were no other transactions with key management personnel and other related parties during the year.

(g) Additional information

Voting and comments at the Company's 2020 Annual General Meeting (AGM)

The Company received a majority of votes in favour of its remuneration report for the 2020 financial year. The Company did not receive any specific comments on its remuneration practices at the AGM or throughout the year.

Engagement of remuneration consultants

The Company has not engaged remuneration consultants to make a remuneration recommendation in respect of any of the key management personnel**.**

The audited remuneration report ends here.

DIRECTORS' REPORT
FOR THE YEAR ENDED 30 JUNE 2021

SHARES UNDER OPTION

There were no options on issue 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 to the court pursuant to section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the 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.

NON-AUDIT SERVICES

HLB Mann Judd (WA Partnership) (HLB), the company's auditor, did not perform any non-audit services for the Company for the year ended 30 June 2021.

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 Financial Report. HLB holds office in accordance with section 327C(2) of the Corporations Act 2001, until the Company's next annual general meeting.

Signed in Perth in accordance with a resolution of the Directors on 13 September 2021.

J N Pitt
Chairman

AUDITOR'S INDEPENDENCE DECLARATION

HLB MANN JUDD
ADVISORY AND ACCOUNTING

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Hampton Hill Mining NL for the year ended 30 June 2021, I declare that to the best of my knowledge and belief, there have been no contraventions of:

a) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

b) any applicable code of professional conduct in relation to the audit.

Perth, Western Australia
13 September 2021

D I Buckley
Partner

hlb.com.au

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HLB Mann Judd (WA Partnership) is a member of HLB International, the global advisory and accounting network.

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2021

	Note	2021	2020
		$	$
Revenue from continuing operations	2	38	1,025
Other income	2	114,372	132,559
Impairment of exploration expenditure	9	(2,935)	(76,949)
Fair value movement in financial assets	8	943,723	(1,391,561)
Administration expenses	3	(346,767)	(397,011)
Profit/(loss) before income tax		708,431	(1,731,937)
Income tax benefit	4	-	-
Profit/(loss) for the year		708,431	(1,731,937)
Other comprehensive income for the year		-	-
Total comprehensive income/(loss) for the year attributable to the ordinary equity holders of the Company		708,431	(1,731,937)
Earnings/(loss) per share from continuing operations attributable to the ordinary equity holders of the Company		**cents**	**cents**
Basic and diluted earnings/(loss) per share	5	0.24	(0.59)

The above Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2021

	Note	2021	2020
		$	$
Assets			
Current Assets			
Cash and cash equivalents	6	34,151	104,488
Trade and other receivables	7	61,365	20,949
Financial assets	8	2,700,000	1,759,500
Total Current Assets		2,795,516	1,884,937
Non-Current Assets			
Exploration assets	9	2,952,402	2,860,964
Plant and equipment	10	202	657
Right-of-use asset	11	63,724	127,452
Total Non-Current Assets		3,016,328	2,989,073
Total Assets		5,811,844	4,874,010
Liabilities			
Current Liabilities			
Trade and other payables	12	41,020	25,188
Lease liability	11	63,918	61,422
Total Current Liabilities		104,938	86,610
Non-Current Liabilities			
Lease liability	11	-	63,925
Borrowings	13	275,000	-
Total Non-Current Liabilities		275,000	63,925
Total Liabilities		379,938	150,535
Net Assets		5,431,906	4,723,475
Equity			
Issued capital	14	23,248,430	23,248,430
Reserves	15	209,493	209,493
Accumulated losses		(18,026,017)	(18,734,448)
Total Equity		5,431,906	4,723,475

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 2021

	Issued capital	Reserves	Accumulated losses	Total equity
	$	$	$	$
2021				
Balance at 1 July 2020	23,248,430	209,493	(18,734,448)	4,723,475
Comprehensive income				
Net profit for the year	-	-	708,431	708,431
Total comprehensive income for the year	-	-	708,431	708,431
Transaction with equity holders in their capacity as equity holders	-	-	-	-
Balance at 30 June 2021	23,248,430	209,493	(18,026,017)	5,431,906
2020				
Balance at 1 July 2019	23,248,430	209,493	(17,002,511)	6,455,412
Comprehensive loss				
Net loss for the year	-	-	(1,731,937)	(1,731,937)
Total comprehensive loss for the year	-	-	(1,731,937)	(1,731,937)
Transaction with equity holders in their capacity as equity holders	-	-	-	-
Balance at 30 June 2020	23,248,430	209,493	(18,734,448)	4,723,475

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 2021

	Note	2021	2020
		$	$
Cash flows from operating activities			
Payments to suppliers and employees		(263,242)	(333,868)
Interest received		99	1,314
Finance charges paid		(7,106)	(8,238)
Rent received		105,493	118,430
Government cash flow boost grants		10,000	10,000
Other receipts		1,500	-
Net cash outflows from operating activities	16	(153,256)	(212,362)
Cash flows from investing activities			
Payments for exploration expenditure		(133,875)	(82,022)
Payment for plant and equipment		-	(1,956)
Payments to acquire financial assets		(226,406)	-
Proceeds from sale of financial assets		229,629	535,939
Net cash (outflows)/inflows from investing activities		(130,652)	451,961
Cash flows from financing activities			
Proceeds from borrowings		475,000	-
Loans repaid	13	(200,000)	(250,000)
Lease repayment	11	(61,429)	(65,831)
Net cash inflows/(outflows) from financing activities		213,571	(315,831)
Net decrease in cash and cash equivalents		(70,337)	(76,232)
Cash and cash equivalents at the beginning of the financial year		104,488	180,720
Cash and cash equivalents at the end of the financial year	6	34,151	104,488

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 2021

NOTE 1 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.

	2021 $	2020 $
Reportable segment assets	2,952,402	2,860,964
Reconciliation of reportable segment assets:		
Reportable segment assets	2,952,402	2,860,964
Unallocated corporate assets	2,859,442	2,013,046
Total assets	5,811,844	4,874,010
Reportable segment liabilities	3,849	2,566
Reconciliation of reportable segment liabilities:		
Reportable segment liabilities	3,849	2,566
Unallocated corporate liabilities	376,089	147,969
Total liabilities	379,938	150,535
Reportable segment loss	(1,435)	(76,949)
Reconciliation of reportable segment loss:		
Reportable segment loss	(1,435)	(76,949)
Other profit	112,910	133,584
Fair value movement in financial assets	943,723	(1,391,561)
Unallocated corporate expenses	(346,767)	(397,011)
Profit/(loss) before income tax	708,431	(1,731,937)

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, consists of the members of the Board of Directors.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2021

NOTE 2 REVENUE AND OTHER INCOME

	Note	2021 $	2020 $
Revenue from continuing operations			
Interest income		38	1,025
Other income			
Rent		105,372	120,059
Miscellaneous income		1,500	-
Government cash flow boost grant		7,500	12,500
		114,372	132,559

Revenue

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 on an effective interest basis. All other income is recognised as it accrues.

Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions. Government grants are presented as other income in the Statement of Profit or Loss and Other Comprehensive Income.

NOTE 3 ADMINISTRATION EXPENSES

	Note	2021 $	2020 $
Profit/(loss) before income tax includes the following specific administration expenses:			
Personnel expenses			
Salaries, director fees and other employment		29,169	24,795
Superannuation		2,692	1,900
		31,861	26,695
Depreciation charge – plant and equipment	10	455	3,458
Depreciation charge – right-of-use asset	11	63,728	63,726
Finance charge – office lease	11	3,895	6,438
Finance charge – borrowings	13	3,210	1,800
Other administration expenses			
Accounting		63,248	58,286
Audit		23,424	22,653
Listing fees		24,382	18,051
Office rental oncosts		38,420	35,172
Secretarial services		37,587	34,655
Other		56,557	126,077
		346,767	397,011

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2021

NOTE 4 INCOME TAX

	2021	2020
(a) Income tax benefit	**$**	**$**
The components of income tax benefit comprise:		
Current tax	-	-
Deferred tax	-	-
	-	-

(b) Reconciliation of income tax benefit to prima facie tax (expense)/benefit on accounting profit/(loss)		
Operating profit/(loss) before income tax	708,431	(1,731,937)
Prima facie tax (expense)/benefit at Australian rate of 30% (2020: 30%)	(212,529)	519,581
Adjusted for tax effect of the following amounts:		
Non-taxable items	3,330	4,830
Under provision in prior year	-	(83,736)
Income tax expense/(benefit) not brought to account	209,199	(440,675)
Income tax benefit	-	-

The credit for current income tax expenses is based on the loss 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.

The Company does not satisfy all of the conditions to qualify as a base rate entity for the current year. Therefore, the full corporate tax rate of 30% applies to the Company.

(c) Deferred tax assets and liabilities not brought to account

The Directors estimate that the potential deferred tax assets and liabilities carried forward but not brought to account at year end, at the Australian corporate tax rate of 30% (2020: 30%) are made up as follows:

On income tax account:		
Carried forward tax losses	5,073,322	5,004,570
Deductible temporary differences	23,735	41,054
Taxable temporary differences	(1,226,360)	(965,728)
Unrecognised net deferred tax assets	3,870,697	4,079,896

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.

NOTE 4 INCOME TAX (continued)

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 Profit or Loss and Other 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 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 Company will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

NOTE 5 BASIC AND DILUTED EARNINGS/(LOSS) PER SHARE

	2021 cents	2020 cents
Basic and diluted earnings/(loss) per share from continuing operations attributable to the ordinary equity holders of the Company	0.24	(0.59)
Reconciliation of profit/(loss)	**$**	**$**
The profit/(loss) used in calculating the basic and diluted profit/(loss) is equal to the profit/(loss) attributed to ordinary equity holders of the Company in the Statement of Profit or Loss and Other Comprehensive Income	708,431	(1,731,937)
	No. of shares	**No. of shares**
Weighted average number of ordinary fully paid shares	294,805,379	294,805,379
Weighted average number of ordinary share equivalents – partly paid shares	12,885	12,885
Weighted average number of ordinary shares outstanding during the year used in the calculation of basic and diluted earnings/(loss) per share	294,818,264	294,818,264

Basic earnings/(loss) per share is determined by dividing the operating profit/(loss) after income tax by the weighted average number of ordinary shares outstanding during the financial year. The weighted average number of ordinary shares used in calculating basic and diluted earnings/(loss) per share is derived from the fully paid and partly paid ordinary shares on issue.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2021

NOTE 5 BASIC AND DILUTED EARNINGS/(LOSS) PER SHARE (continued)

Diluted earnings/(loss) per share adjusts the figures used in the determination of basic earnings/(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. The diluted earnings/(loss) per share is the same as the basic earnings/(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 earnings/(loss) per share.

NOTE 6 CASH AND CASH EQUIVALENTS

	2021 $	2020 $
Cash at bank and on hand	34,151	104,488

Cash includes deposits at call and short term deposits 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.

Information about the Company's exposure to interest rate risk and sensitivity analysis for financial assets and liabilities is disclosed in Note 25.

NOTE 7 TRADE AND OTHER RECEIVABLES

	2021 $	2020 $
Interest receivable	-	61
Prepayment of exploration expenditure	40,785	-
Other	20,580	20,888
	61,365	20,949

Other receivables are expected to be recovered within 30 days of balance date. Information about the Company's exposure to interest rate risk and sensitivity analysis for financial assets and liabilities is disclosed in Note 25.
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 past due.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2021

NOTE 8 FINANCIAL ASSETS

	2021 $	2020 $
Opening balance	1,759,500	3,687,000
Acquisitions during the year	226,406	-
Disposals during the year	(229,629)	(535,939)
Fair value movement in financial assets	943,723	(1,391,561)
Closing balance	2,700,000	1,759,500

The financial assets comprise shares in ASX listed company, Peel Mining Limited, and are stated at fair value.

AASB 9 requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Level 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability;
- Level 3 Inputs for the asset or liability that are not based on observable market data.

The securities are traded in an active market, being the ASX, and consequently they are measured as a Level 1 instrument on the fair value hierarchy. The quoted market price, used to determine the value of these securities is the bid price at balance date. There has been no transfer between measurement levels during the year.

NOTE 9 EXPLORATION ASSETS

	2021 $	2020 $
Costs brought forward in respect of areas of interest in exploration and evaluation phase	2,860,964	2,853,325
Expenditure incurred during the period on exploration of tenements	94,373	84,588
Impairment of exploration expenditure	(2,935)	(76,949)
	2,952,402	2,860,964

The Company has $2,952,402 (2020: $2,860,964) capitalised exploration and evaluation expenditure based on the Directors' opinion that there are no facts or circumstances suggesting that the carrying amount of the exploration and evaluation asset may exceed its recoverable amount.

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 profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2021

NOTE 9 EXPLORATION ASSETS (continued)

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. Accumulated costs in relation to an abandoned area are written off to profit or loss 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.

The recoupment of costs carried forward in relation to areas in the exploration and evaluation phase is dependent on the successful development and commercial exploitation or sale of the respective areas. 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.

NOTE 10 PLANT AND EQUIPMENT

	2021	2020
	$	$
Office and field equipment – at cost	15,939	15,939
Office and field equipment – accumulated depreciation	(15,737)	(15,282)
Total office and field equipment	202	657
Total plant and equipment	202	657
Office and field equipment		
Carrying amount at 1 July	657	2,159
Additions during the period	-	1,956
Depreciation charge	(455)	(3,458)
Carrying amount at 30 June	202	657

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in profit or loss.

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 of 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 Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are included in profit or loss.

NOTE 10 PLANT AND EQUIPMENT (continued)

Depreciation

The depreciable amount of all fixed assets is depreciated on a straight-line basis over their useful lives to the Company commencing from the time the asset is held ready for use.
The depreciation rates used for office and field equipment is 7.5% to 25% straight line.
The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance date.

NOTE 11 RIGHT-OF-USE ASSET AND LEASE LIABILITY

	2021	2020
	$	$
Right-of-use asset		
Right-of-use asset – at cost	191,178	191,178
Right-of-use asset – accumulated depreciation	(127,454)	(63,726)
Total right-of-use asset	63,724	127,452
Carrying amount at 1 July	127,452	-
Addition on initial application of AASB 16 Leases	-	191,178
Depreciation charge	(63,728)	(63,726)
Carrying amount at 30 June	63,724	127,452

During the prior year, the Company adopted the new accounting standard AASB 16 Leases.

The Company has recognised a right-of-use asset and corresponding lease liability in respect of an office lease.

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the Company expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of-use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2021

NOTE 11 RIGHT-OF-USE ASSET AND LEASE LIABILITY (continued)

	2021 $	2020 $
Lease liability		
Lease liability – current	63,918	61,422
Lease liability – non-current	-	63,925
Total lease liability	63,918	125,347
Carrying amount at 1 July	125,347	-
Addition on initial application of AASB 16	-	191,178
Lease repayment	(61,429)	(65,831)
Carrying amount at 30 June	63,918	125,347

The total finance charge, in the form of interest, incurred on the lease for the financial year was $3,895 (2020: $6,438)

A lease liability is recognised at the commencement date of a lease. It is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the Company's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

NOTE 12 TRADE AND OTHER PAYABLES

	2021 $	2020 $
Trade creditors and accruals	41,020	25,188

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year and which are unpaid. The amounts are unsecured and are usually paid within 30 days or recognition.

Non-derivative financial liabilities are recognised initially at fair value and subsequently at amortised cost, comprising original debts less principal payments and amortisation. Due to the short-term nature of these payables, their carrying value is assumed to approximate their fair value. Information about the Company’s exposure to interest rate risk and sensitivity analysis for financial assets and liabilities is disclosed in Note 25.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2021

NOTE 13 BORROWINGS

	2021 $	2020 $
Non-current and unsecured loans – related parties		
Balance as at 1 July	-	250,000
Loans received	475,000	-
Loans repaid	(200,000)	(250,000)
Balance at 30 June	275,000	-

Borrowings relate to the loan facility of $1,000,000 provided by a company associated with a director, Mr Pitt. It is unsecured and otherwise on normal commercial terms and conditions, bearing interest at a rate of 3.5% per annum, paid quarterly in arrears. A net amount of $275,000 was drawn down during the year and total interest of $3,210 (2020: $1,800) was paid.

Subsequent to the end of the financial year, the Company drew down a further $50,000 on the loan facility, to enable the Company to meet its ongoing working capital needs.

Borrowings are short term and initially recognised at fair value. There are no transaction costs associated with the borrowings. Interest on borrowings is accrued daily using the effective interest rate method and recognised in profit or loss over the period of the borrowings. Due to the short-term nature of these borrowings, their carrying value is assumed to approximate their fair value.

NOTE 14 ISSUED CAPITAL

	2021 $	2020 $
(a) Share capital		
294,805,379 (2020: 294,805,379) ordinary shares fully paid	23,245,780	23,245,780
2,650,000 (2020: 2,650,000) ordinary shares paid to 0.1 cents	2,650	2,650
	23,248,430	23,248,430

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.

(b) Rights attached to each class of shares

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 fully paid ordinary shares are listed on the ASX.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2021

NOTE 14 ISSUED CAPITAL (continued)

Suspension from Official Quotation

On 18 February 2020 the ASX suspended the Company's ordinary shares from quotation as, in the ASX's opinion, Hampton Hill's operations are not adequate to warrant the continued quotation of its securities in compliance with Listing Rule 12.1. The ASX have advised that the suspension will continue until the Company is able to demonstrate compliance with Listing Rule 12.1.

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 ASX. 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. The Company's capital risk management policy is set out in Note 25.

(c) Movements in ordinary share capital during the past two years

Fully paid shares Details	**2021 No of shares**	**2020 No of shares**	**2021 Amount $**	**2020 Amount $**
Balance at 1 July	294,805,379	294,805,379	23,245,780	23,245,780
No movement	-	-	-	-
Balance at 30 June	294,805,379	294,805,379	23,245,780	23,245,780

Partly paid shares Details	**2021 No of shares**	**2020 No of shares**	**2021 Amount outstanding $**	**2020 Amount outstanding $**
Balance at 1 July	2,650,000	2,650,000	542,350	542,350
No movement	-	-	-	-
Balance at 30 June	2,650,000	2,650,000	542,350	542,350

The weighted average issue price of partly paid shares is 20.6 cents. Partly paid shares are paid up to 0.1 cents, to a total value of $2,650.

NOTE 14 ISSUED CAPITAL (continued)

(d) Options to acquire ordinary shares

Set out below is a summary of the movement of options on issue during the current and prior years:

	2021 Number of options	2020 Number of options	Grant date	Expiry date	Exercise price per share cents
At 1 July	-	350,000	23 Jun 17	27 Dec 19	1.84
Options issued during the year	-	-			
Options expired during the year	-	(350,000)			
Balance at 30 June	-	-			
Vested and exercisable at 30 June	-	-			1.84

The Company's policy on share-based payments, partly paid shares and share options is set out in Note 22.

NOTE 15 RESERVES

	2021 $	2020 $
Share-based payments		
Balance at 1 July	208,776	208,776
No movement during the year	-	-
Balance at 30 June	208,776	208,776
Exercised options		
Balance at 1 July	717	717
No movement during the year	-	-
Balance at 30 June	717	717
Total Reserves	209,493	209,493

The share-based payments reserve records items recognised as expenses on valuation of partly paid shares and options issued to staff.

The exercised options reserve arises on the exercise of options when the share based payments reserve attributable to the options being exercised is transferred to this reserve.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2021

NOTE 16 CASH FLOW INFORMATION

	Note	2021 $	2020 $
Reconciliation of profit/(loss) after income tax to net cash flow from operating activities			
Profit/(loss) after income tax		708,431	(1,731,937)
Depreciation – plant and equipment	10	455	3,458
Depreciation – right-of-use asset	11	63,728	63,726
Exploration expenditure written off	9	2,935	76,949
Fair value (gain)/loss on financial assets	8	(943,723)	1,391,561
Change in operating assets and liabilities:			
Decrease/(increase) in debtors		2,682	(3,840)
Increase/(decrease) in creditors		14,549	(10,457)
Increase in GST receivable		(2,313)	(1,822)
Net cash outflows from operating activities		(153,256)	(212,362)
Changes in liabilities arising from financing activities			
Borrowings			
Opening balance		-	250,000
Proceeds from borrowings	13	475,000	-
Repayment of borrowings	13	(200,000)	(250,000)
Closing balance		275,000	-
Lease liability			
Opening balance		125,347	-
Non-cash flow movement on initial set up of lease liability under AASB 16	11	-	191,178
Net cash outflow of lease payments	11	(61,429)	(65,831)
Closing balance		63,918	125,347

There were no non-cash flows from investing activities.

NOTE 17 CONTINGENCIES

Contingent liabilities

There are no contingent liabilities for termination benefits under service agreements with Directors or executives at 30 June 2021.

The Directors are not aware of any other contingent liabilities at 30 June 2021.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2021

NOTE 18 COMMITMENTS

(a) Mineral tenements

In order to maintain the mineral tenements in which the Company and other parties are involved, the minimum annual expenditure conditions under which the tenements are granted, need to be fulfilled. This represents potential expenditure which may be avoided by relinquishment of tenure. Exploration expenditure commitments beyond twelve months cannot be reliably determined.

The current year minimum estimated expenditure in accordance with the requirements of the Western Australian Department of Mines, Industry Regulation and Safety for the next financial year is $39,600, being the Company's 25% share of expenditure commitments in respect of the Millennium project (2020: $39,260).

(b) Exploration

The Company has no exploration expenditure commitments other than those reported above in respect of mineral tenements.

NOTE 19 RELATED PARTY TRANSACTIONS

(a) Key management personnel

The key management personnel of the Company are the Directors:

J N Pitt

W S Forte

W Robinson

Compensation paid to key management personnel

	2021 $	2020 $
Short-term employee benefits	28,333	20,000
Post-employment benefits	2,692	1,900
	31,025	21,900

Further details regarding the Directors' remuneration are provided in the audited Remuneration Report contained in the Directors' Report accompanying these financial statements.

(b) Transaction with Director-related entities

Loans from Director-related entities

Refer to Note 13 for details of borrowings from related parties.

Other transactions

During the financial year the Company received $77,826 (2020: $87,475) from Red Hill Iron Limited, a listed company of which Mr Pitt is a director and shareholder, for rental of shared office space and provision of 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 2021

NOTE 20 INTERESTS IN JOINT ARRANGEMENTS

The Company had interests in the following mineral exploration joint arrangements as at 30 June 2021:

Name of project	Interest	Exploration activity	Other parties
Millennium	25%	Zinc	Encounter Resources Limited

The Company's joint arrangements with third parties 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 arrangements 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 parties to the agreement do not hold any assets other than their title to the mineral tenements and accordingly the Company's share of exploration expenditure is accounted for in accordance with the policy set out in Note 9.

NOTE 21 EVENTS OCCURRING AFTER BALANCE DATE

Subsequent to the end of the financial year, the Company drew down a further $50,000 on the loan facility provided by a company associated with director Mr Pitt. This was to enable the Company to meet its ongoing working capital needs.

To the best of the Directors' knowledge and belief, there have been no other matters or circumstances that have arisen after balance date that have significantly affected, or may significantly affect, the operations of the Company, the results of those operations or the state of affairs of the Company in future financial periods.

NOTE 22 SHARE-BASED PAYMENTS

The Company from time to time issues partly-paid ordinary shares and options to acquire fully paid shares in the Company to key management personnel and other staff as part of their remuneration. The granting of options and partly paid shares to members of staff other than the Directors is at the Directors' discretion and is designed to provide an incentive component in the remuneration package of personnel. The granting of share-based payments to Directors is subject to the prior approval of shareholders.

The fair value of partly paid shares and options granted to Directors and other personnel is recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the Directors and/or other personnel become unconditionally entitled to the partly paid shares or options.

NOTE 22 SHARE-BASED PAYMENTS (continued)

Partly paid ordinary shares

To date 2,650,000 partly-paid shares have been issued in terms of this remuneration practice. Details of these partly paid shares, including movements over the past two years, are set out in Note 14.

Options to acquire ordinary shares

Options granted carry no dividend or voting rights. Each option is exercisable to acquire a fully paid ordinary share of the Company. The exercise price of the options is set at the time of grant with reference to the weighted average price at which the Company's shares have been trading on the ASX prior to the decision to grant. The fair value at grant date is determined using a call option pricing model that takes into account the price, term, vesting and performance criteria, impact of dilution, non-tradeable nature of the unlisted options, share price at grant date, expected price volatility of the underlying share, expected dividend yield and the risk-free interest rate for the term.

No options have been issued to or are held by Directors. The weighted average remaining contractual life of options outstanding at the end of the year was nil (2020: nil). Details of these options, including movements over the past two years, are set out in Note 14.

No options were granted during the current or prior years.

NOTE 23 REMUNERATION OF AUDITORS

	2021	2020
	$	$
Amounts received, or due and receivable, by HLB Mann Judd (WA Partnership) for:		
Audit and review of the financial statements of the Company	23,424	22,653

NOTE 24 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 Company.

Key estimates - impairment

The Company assesses impairment at each reporting date by evaluating conditions specific to the Company 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.

Capitalisation of exploration and evaluation expenditure

The Company has $2,952,402 (2020: $2,860,964) capitalised exploration and evaluation expenditure on the basis that the Directors consider there to be no facts or circumstances suggesting that the carrying amount of the exploration and evaluation assets may exceed their recoverable amount.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2021

NOTE 25 FINANCIAL RISK MANAGEMENT

The Company, 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 Company'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 Company.

(a) Market risk

Interest rate risk

The Company is exposed 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. The weighted average rate of interest to which the Company was exposed on its cash assets as at the year end was 0% (2020: 0.38%).

At balance date, if interest rates had been 0.5% higher or lower and all other variables were held constant, the Company's profit or loss would increase/decrease by $171 (2020: $522), with no effect (2020: nil) on other components of equity.

Securities price risk

The Company is exposed to equity securities price risk. This arises from an investment held and classified in the Statement of Financial Position as financial assets.

The investments are in ordinary shares in an ASX listed exploration company. The shares are typically subject to relatively high price volatility, and, based on the recent historic share prices, the following table summarises the sensitivity of the value of the investments to an increase or decrease in the share price of the investment:

	Overall impact of change in price		Impact on post-tax profit		Impact on other components of equity	
	2021	2020	2021	2020	2021	2020
	$	$	$	$	$	$
Change in share price:						
- 50%	(1,350,000)	(879,750)	(1,350,000)	(879,750)	-	-
- 25%	(675,000)	(439,875)	(675,000)	(439,875)	-	-
- 10%	(270,000)	(175,950)	(270,000)	(175,950)	-	-
+ 10%	270,000	175,950	270,000	175,950	-	-
+ 25%	675,000	439,875	675,000	439,875	-	-
+ 50%	1,350,000	879,750	1,350,000	879,750	-	-

NOTE 25 FINANCIAL RISK MANAGEMENT (continued)

(b) Liquidity risk

The Company has no significant exposure to liquidity risk as the Company's only debt, other than a related party loan (Note 13) and a lease liability pursuant to AASB 16 (Note 11), is that associated with trade creditors in respect of which the Company's policy is to ensure payment within 30 days. The related party loan is not considered to be a significant liquidity risk as the magnitude and term of the loan is such that the Company has adequate time to manage their repayment funded by raising additional capital or realising financial assets. The Company manages its liquidity by monitoring forecast cash flows.

(c) Credit risk

The Company 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 Company manages this exposure by ensuring its funds are deposited only with a major bank with high security ratings.

(d) Capital risk management

The Company'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. The Company considers working capital to consist of cash, receivables, and financial assets less trade creditors and current borrowings.

NOTE 26 SUMMARY OF OTHER SIGNIFICANT ACCOUNTING POLICIES

Hampton Hill Mining NL is a public company, incorporated and domiciled in Australia and listed on the ASX.

The accounting policies adopted in the preparation of the financial report that relate specifically to matters dealt with in the preceding notes, are set out in the relevant notes. The more general accounting policies not already set out above, are listed below.

The accounting policies have been consistently applied to all the years presented unless otherwise stated.

(a) Statement of compliance and basis of preparation

The financial report has been authorised for issue by the Board of Directors.

The financial report complies with the Corporations Act 2001 and Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the financial report, comprising the financial statements and notes thereto, complies with International Financial Reporting Standards (IFRS). The Company is a for-profit entity for the purpose of applying these standards.

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2021

NOTE 26 SUMMARY OF OTHER SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Impairment of assets

At each reporting date, the Company 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.

Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

(c) Financial assets and liabilities

Financial instruments are initially recognised and 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 in the relevant notes. The carrying value of financial assets and liabilities approximates their fair value.

(d) Employee benefits

Wages, salaries and annual leave

Liabilities for wages and salaries, including non-monetary benefits and annual 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.

Retirement benefits obligations

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

(e) 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 Taxation 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. The net amount of GST recoverable from, or payable to, the Australian Taxation Office is included with other receivables or payable in the Statement of Financial Position.

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.

NOTE 26 SUMMARY OF OTHER SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Accounting standards and interpretation

New accounting standards and interpretations adopted

The Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Company and effective for the reporting periods beginning on or after 1 July 2020.

As a result of this review, the Directors have determined that there is no material impact on the Company for any new and revised Standards and Interpretations and therefore no material change is necessary to accounting policies.

New accounting standards and interpretations in issue, not yet adopted

The Directors have also reviewed all of the new and revised Standards and Interpretations issued, but not yet effective, that are relevant to the Company and effective for the reporting periods beginning on or after 1 July 2020.

As a result of this review, the Directors have determined that there is no material impact of any new and revised Standards and Interpretations issued, but not yet effective, on the Company and therefore no material change is necessary to accounting policies.

DIRECTORS' DECLARATION

1. In the opinion of the Directors of the Company

   a. the accompanying financial statements are in accordance with the Corporations Act 2001 and

      (i) give a true and fair view of the Company's financial position as at 30 June 2021 and of its performance for the year then ended; and

      (ii) comply with Australian Accounting Standards, the Corporations Regulations 2001, professional reporting requirements and other mandatory requirements;

   b. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;

   c. the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.

2. This declaration has been made after receiving the declarations required to be made to the Directors in accordance with Section 295A of the Corporations Act 2001 for the financial year ended 2021.

This declaration is signed in accordance with a resolution of the Directors on 13 September 2021 and is signed for and on behalf of the Directors by:

J N Pitt
Chairman

INDEPENDENT AUDITOR'S REPORT

HLB MANN JUDD
ADVISORY AND ACCOUNTING

INDEPENDENT AUDITOR'S REPORT

To the members of Hampton Hill Mining NL

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Hampton Hill Mining NL ("the Company") which comprises the statement of financial position as at 30 June 2021, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Company is in accordance with the *Corporations Act 2001*, including:

a) giving a true and fair view of the Company's financial position as at 30 June 2021 and of its financial performance for the year then ended; and

b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* ("the Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

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INDEPENDENT AUDITOR'S REPORT

HLB MANN JUDD
ADVISORY AND ACCOUNTING

Key Audit Matter	How our audit addressed the key audit matter
Carrying value of exploration assets Note 9	
In accordance with AASB 6 *Exploration for and Evaluation of Mineral Resources*, the Company capitalises all exploration and evaluation expenditure. Our audit focussed on the Company's assessment of the carrying amount of the capitalised exploration and evaluation asset, as this is one of the most significant assets of the Company. We planned our work to address the audit risk that the capitalised expenditure might no longer meets the recognition criteria of the standard. In addition, we considered it necessary to assess whether facts and circumstances existed to suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount.	Our procedures included but were not limited to the following: • We obtained an understanding of the key processes associated with management's review of the carrying values of each area of interest and any impairments recorded; • We considered the Directors' assessment of potential indicators of impairment; • We obtained evidence that the Company has current rights to tenure of its areas of interest; • We examined the exploration budget for the financial year ending 30 June 2022 and discussed with management the nature of planned ongoing activities; • We have vouched a sample of exploration expenditure incurred during the year; • We verified the impairment of capitalised exploration expenditure; • We enquired with management, reviewed ASX announcements and reviewed minutes of Directors' meetings to ensure that the Company had not resolved to discontinue exploration and evaluation at any of its areas of interest; and • We examined the disclosures made in the financial report.
Valuation of financial assets Note 8	
The Company classifies its investments in listed companies as fair value through profit or loss. The investments had a carrying value of $2,700,000 as at 30 June 2021 and the Company recorded a fair value gain of $943,722 for the financial year. We focused on this area as a key audit matter as these balances are material.	Our procedures included but were not limited to the following: • We assessed the value of investments acquired and sold during the year; • We ensured the fair value of the assets held at balance date were correctly based on quoted prices in an active market; and • We examined the disclosures made in the financial report.

INDEPENDENT AUDITOR'S REPORT

HLB MANN JUDD
ADVISORY AND ACCOUNTING

Information other than the financial report and auditor's report thereon

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report for the year ended 30 June 2021, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the financial report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

INDEPENDENT AUDITOR'S REPORT

HLB MANN JUDD
ADVISORY AND ACCOUNTING

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the remuneration report

We have audited the Remuneration Report included within the directors' report for the year ended 30 June 2021.

In our opinion, the Remuneration Report of Hampton Hill Mining NL for the year ended 30 June 2021 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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.

HLB Mann Judd

HLB Mann Judd
Chartered Accountants

Buckley

D I Buckley
Partner

Perth, Western Australia
13 September 2021

MINERAL TENEMENT INFORMATION

AS AT 21 SEPTEMBER 2021

MINING INTERESTS HELD AND THEIR LOCATION

Project	Tenement	Location	Registered holding	Note
Millennium				
	E45/2501	East Pilbara, WA	0%	1
	E45/2561	East Pilbara, WA	0%	1
	E45/2500 (part of)	East Pilbara, WA	0%	1
Apollo Hill				
	M31/486	Yilgarn, WA	0%	2
	MLA31/494	Yilgarn, WA	0%	2
	E31/1063 (part of)	Yilgarn, WA	0%	2
	E31/1116 (part of)	Yilgarn, WA	0%	2
	E31/1163 (part of)	Yilgarn, WA	0%	2
	E39/1198	Yilgarn, WA	0%	2
	E39/1887	Yilgarn, WA	0%	2
	E39/1984 (part of)	Yilgarn, WA	0%	2
Tyson				
	ELA31/1275	Yilgarn, WA	100%	
Weld Range				
Glenview	M20/311	Murchison, WA	0%	3
	M20/518 (northern part)	Murchison, WA	0%	3
	M51/869 (minor part)	Murchison, WA	0%	3
	E20/625	Murchison, WA	0%	3
	E20/641	Murchison, WA	0%	3
Northlander				
	P15/5920 & 5921	Yilgarn, WA	0%	4
	M15/1831	Yilgarn, WA	0%	4
	M15/1832	Yilgarn, WA	0%	4
	M15/1835	Yilgarn, WA	0%	4
Sylvania				
	M266SA	East Pilbara, WA	0%	5

Notes:

1) Millennium Base Metal Project JV - The Company has earned a 25% beneficial interest.
2) The Company retains a 5% gross overriding royalty on all gold production exceeding one million ounces.
3) The Company owns the non-ferrous rights and is entitled to a 2% FOB Royalty on iron ore mined. These tenements are registered in the name of Sinosteel Midwest Corporation Limited and are held in trust for Hampton Hill Mining NL.
4) The Company retains a 0.98% net smelter return royalty on all gold produced from these tenements.
5) The Company retains a royalty of $1 per tonne of iron ore mined up to 100,000 tonnes, and $2 per tonne thereafter.

Key:

E: Exploration licence ELA: Exploration licence application

P: Prospecting licence M: Mining lease MLA: Mining lease application

SHAREHOLDER INFORMATION

AS AT 21 SEPTEMBER 2021

NUMBER AND DISTRIBUTION OF SHARES AND OPTIONS

Shares	Listed	Not listed
Ordinary shares fully paid	294,805,379	-
Ordinary shares paid to 0.1 cents per share	-	2,650,000

Distribution of shares and options by size of holding			Shareholders Fully paid	Shareholders Partly paid
1	-	1,000	36	-
1,001	-	5,000	71	-
5,001	-	10,000	74	-
10,001	-	100,000	271	4
100,001	+		206	4
			658	8

UNMARKETABLE PARCEL

There were 240 holders of less than a marketable parcel of fully paid ordinary shares.

EMPLOYEE INCENTIVE SCHEME

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	%
Perth Capital Pty Ltd, Elohpool Pty Ltd, J N Pitt and associates	112,787,764	38.26
Encounter Resources Limited	30,748,903	10.43

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 21 SEPTEMBER 2021

TOP 20 SHAREHOLDERS

	Shareholders	No. of shares fully paid	%
1	Perth Capital Pty Ltd	70,783,146	24.01
2	Encounter Resources Limited	30,748,903	10.43
3	J N Pitt	26,848,676	9.11
4	Elohpool Pty Ltd	14,902,442	5.06
5	J & L Hughes <Inkese Super A/c>	9,000,000	3.05
6	K Haynes	8,197,651	2.78
7	Vermar Pty Ltd <P&T Superannuation Fund A/c>	6,691,451	2.27
8	CAP Holdings Pty Ltd <CAP A/c>	4,646,813	1.58
9	Wudina Pty Ltd <Forte Family Retirement Fund A/c>	3,829,712	1.30
10	O & B Kelly <O&B Kelly Superfund A/c>	3,351,740	1.14
11	G J Pitt	3,251,601	1.10
12	F A Pitt	3,251,600	1.10
13	A R Pitt	3,247,186	1.10
14	Nalmor Pty Ltd <John Chappell Super Fund A/c>	3,245,500	1.10
15	Dunhelen 2 Pty Ltd <Mansfield Family SF A/c>	2,796,929	0.95
16	Nalmor Pty Ltd <Basil Family A/c>	2,600,000	0.88
17	Evergem Pty Ltd	2,560,958	0.87
18	Fifty-First Y Pty Ltd <Clarkefarm Super Fund A/c>	2,500,000	0.85
19	Dimensional Holdings Pty Ltd	2,009,999	0.68
20	Bluejay Enterprises Pty Ltd <Rage Superfund A/c>	2,001,241	0.68
		206,465,548	70.04

NOTES

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