

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Hills Limited ('HIL')
ACN/ARSN ACN 007 573 417

1. Details of substantial holder (1)

Name Jennifer Helen Hill-Ling
ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 20/04/2023
The previous notice was given to the company on 30/03/2023
The previous notice was dated 29/03/2023

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	46,280,613	17.61%	46,280,613	8.65%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
20/04/2023	Jennifer Helen Hill-Ling	No change in the number of shares in which the person has a relevant interest. Change in voting power due to an issue of 271,938,344 new shares by HIL to entities not associated with the person.	N/A	N/A	No change in the number of voting shares. A change of -8.94% in voting power.

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
-----------------------------	---------------------------------	--	---------------------------------	--------------------------------	----------------

Jennifer Helen Hill-Ling	Hills Associates Pty Ltd (formerly Hills Associates Limited)	Hills Associates Pty Ltd	The substantial holder controls Argent Pty Ltd for the purposes of s 608(3)(b) of the Corporations Act. Argent Pty Ltd in turn controls the registered holder.	16,768,441 fully paid ordinary shares	16,768,441
Jennifer Helen Hill-Ling	Poplar Proprietary Limited	Poplar Proprietary Limited	The substantial holder has more than 20% voting power in Ling Nominees for the purposes of s 608(3)(a) of the Corporations Act. Ling Nominees Pty. Ltd. controls Pallarenda Pty Ltd which controls the registered holder.	16,550,845 fully paid ordinary shares	16,550,845
Jennifer Helen Hill-Ling	Poplar Proprietary Limited and Hills Associates Ltd (joint holding)	Poplar Proprietary Limited and Hills Associates Ltd (joint holding)	The substantial holder controls Argent Pty Ltd for the purpose of s 608(3)(b) of the Corporations Act. Argent Pty Ltd controls Hills Associates Ltd.	1,188,918 fully paid ordinary shares	1,188,918
Jennifer Helen Hill-Ling	Ling Nominees Pty. Ltd.	Ling Nominees Pty. Ltd.	The substantial holder has more than 20% voting power in the registered holder for the purposes of s 608(3)(a) of the Corporations Act and is therefore deemed to have the same relevant interest in the securities held by the registered holder.	105,961 fully paid ordinary shares	105,961
Jennifer Helen Hill-Ling	Greybox Holdings Pty Ltd	Greybox Holdings Pty Ltd	The substantial holder has more than 20% voting power in Silky Oak Nominees Pty Ltd for the purposes of s 608(3)(a) of the Corporations Act and Silky Oak Nominees Pty Ltd controls the registered holder for the purposes of s 608(3)(b) of the Corporations Act.	7,373,738 fully paid ordinary shares	7,373,738
Jennifer Helen Hill-Ling	Silky Oak Nominees Pty Ltd	Silky Oak Nominees Pty Ltd	The substantial holder has more than 20% voting power in the registered holder for the purposes of s 608(3)(a) of the Corporations Act and is therefore deemed to have the same relevant interest in the securities held by the registered holder.	1,202,550 fully paid ordinary shares	1,202,550
Jennifer Helen Hill-Ling	Jarra Group Pty Ltd	Jarra Group Pty Ltd	The substantial holder has more than 20% voting power in Jarrah (SA) Pty Ltd for the purposes of s 608(3)(a) of the Corporations Act. Jarrah (SA) Pty Ltd controls the registered holder for the purposes of s 608(3)(b) of the Corporations Act.	265,000, fully paid ordinary shares	265,000
Jennifer Helen Hill-Ling	Mulga (SA) Pty Ltd	Mulga (SA) Pty Ltd	The substantial holder has more than 20% voting power in the registered holder for the purposes of s 608(3)(a) of the Corporations Act and is therefore deemed to have the same relevant interest in the securities held by the registered holder.	100,000 fully paid ordinary shares	100,000
Jennifer Helen Hill-Ling	Jennifer Helen Hill-Ling	Jennifer Helen Hill-Ling	Registered holder	24,394 fully paid ordinary shares	24,394
Jennifer Helen Hill-Ling	Jennifer Helen Hill-Ling	Jennifer Helen Hill-Ling	Registered holder	102,009 fully paid ordinary shares	102,009
Jennifer Helen Hill-Ling	Jennifer Helen Hill-Ling	Jennifer Helen Hill-Ling	Registered holder	122,263 fully paid ordinary shares	122,263
Jennifer Helen Hill-Ling	JHL Superannuation Pty Ltd	JHL Superannuation Pty Ltd	The substantial holder controls the registered holder for the purposes of s 608(3)(b) of the Corporations Act and is therefore deemed to have the same relevant interest in the securities held by the registered holder.	160,000 fully paid ordinary shares	160,000

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

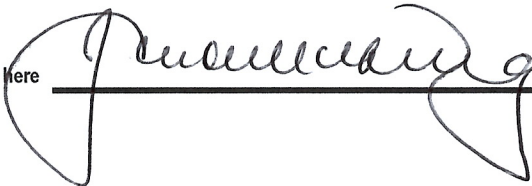
The addresses of persons named in this form are as follows:

Name	Address
------	---------

Hills Associates Pty Ltd (formerly Hills Associates Limited)	C/- EFC Group, 227 Hutt Street Adelaide SA 5000
Poplar Proprietary Limited	205/143 Halifax Street Adelaide SA 5000
Ling Nominees Pty. Ltd.	205/143 Halifax Street Adelaide SA 5000
Greybox Holdings Pty Ltd	205/143 Halifax Street Adelaide SA 5000
Silky Oak Nominees Pty Ltd	205/143 Halifax Street Adelaide SA 5000
Jarrah (SA) Pty Ltd	205/143 Halifax Street Adelaide SA 5000
Jarrah Group Pty Limited	205/143 Halifax Street Adelaide SA 5000
Mulga (SA) Pty Ltd	205/143 Halifax Street Adelaide SA 5000
Jennifer Helen Hill-Ling	18 Larkin Street Waverton NSW 2060
JHL Superannuation Pty Ltd (ACN 168 696 811)	18 Larkin Street Waverton NSW 2060

Signature

print name JENNIFER HILL-LING capacity

sign here  date 24/4/2023

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.