

30 October 2014

Company Announcements Office
ASX Limited
PO Box H224, Australia Square
Sydney NSW 2000

ACTIVITIES REPORT FOR THE QUARTER ENDED 30 SEPTEMBER 2014

During the quarter, Hampton Hill commenced the process of seeking a new project to provide a key focus for the Company.

THE PEEL MINING INVESTMENT

Hampton Hill is a substantial shareholder in Peel Mining Limited ("Peel"), owning 12.65 million shares in that company, representing approximately 9.5% of the issued capital.

Peel's primary asset is the Mallee Bull project, south of Cobar, New South Wales, in a 50% contributing joint venture with CBH Resources Limited. A Maiden Mineral Resource Estimate of 3 million tonnes grading 2.6% copper, 35 grams/tonne silver and 0.4 grams/tonne gold using a 1.8% copper equivalent cut off (Peel ASX announcement 27 May 2014) has been defined at Mallee Bull and exploration continues.

Peel also has a large tenement holding in the Cobar Super Basin in addition to the Mallee Bull tenements. During the quarter, it announced a joint venture with the Japan Oil Gas and Metal National Corporation (JOGMEC) dealing with its Cobar Super Basin interests whereby that company will advance the next \$4 million of exploration funds to earn a 40% interest and can elect to expend a further \$3 million to increase its project interest to 50%.

Peel was active during the quarter exploring for gold in Western Australia between the townships of Kookynie and Leonora. Peel is developing targets both at its wholly owned Apollo Hill gold project (in which Hampton holds a royalty interest) and elsewhere, where it has secured further tenement applications. Exploration activities included ground magnetic surveys and mapping. Aircore drilling of selected targets is planned for next quarter.

Shareholders are referred to the Peel website (ASX: PEX) for further information on this exciting investment.

THE HAMPTON-ALPHABRASS RYANSVILLE JOINT VENTURE

Following a review of the results of the various drilling programs carried out by this joint venture during the past year it was decided to terminate the joint venture and relinquish all the tenements involved.

WELD RANGE IRON ORE PROJECT - HHMJV

Hampton Hill reviewed its involvement in this project during the quarter and concluded it prudent to exercise its election to convert its joint venture project interest to a 2% FOB project royalty. The manager of the project, Sino-Midwest Corporation Limited (SinoMidwest), carried out a small drilling program of four holes for 600 metres during the quarter but has not reported any significant results. The project is dependent on the establishment of a railway to the proposed new port at Oakajee.

THE HAMPTON HILL NON-FERROUS JOINT VENTURE

Hampton Hill has the right to 100% ownership of any non-ferrous ores defined within the HHMJV tenements and the SinoMidwest wholly owned tenements in the Weld Ranges. Hampton Hill will pay a 1.5% net smelter royalty on any ore mined from the SinoMidwest tenements but is not required to pay any royalty to SinoMidwest on any non-ferrous ore found on the HHMJV tenements. No field work was carried out during the quarter.

ROYALTIES

The Company also has several Royalty entitlements which will provide cash flow if and when the projects to which they attach are put into production.

The primary royalty is a 5% gross production royalty on all gold recovered in excess of 1 million ounces from the Apollo Hill Project located near Leonora, Western Australia. The project is owned by Peel Mining Limited. Peel has previously announced an inferred near-surface resource at Apollo Hill of over 500,000 ounces grading 0.9 grams per tonne gold.

Joshua Pitt
Chairman

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10, 01/05/13

Name of entity

HAMPTON HILL MINING NL

ABN

60 060 628 524

Quarter ended ("current quarter")

30 September 2014

Consolidated statement of cash flows

		Current quarter \$A'000	Year to date (3 months) \$A'000
Cash flows related to operating activities			
1.1	Receipts from product sales and related debtors	-	-
1.2	Payments for (a) exploration & evaluation	(2)	(2)
	(b) development	-	-
	(c) production	-	-
	(d) administration	(110)	(110)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	-	-
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other (provide details if material)	29	29
Net Operating Cash Flows		(83)	(83)
Cash flows related to investing activities			
1.8	Payment for purchases of: (a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	-	-
1.9	Proceeds from sale of: (a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	-	-
1.10	Loans to other entities	-	-
1.11	Loans repaid by other entities	-	-
1.12	Other (provide details if material)	-	-
Net investing cash flows		-	-
1.13	Total operating and investing cash flows (carried forward)	(83)	(83)

+ See chapter 19 for defined terms.

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(83)	(83)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	-	-
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Other (provide details if material)	-	-
	Net financing cash flows	-	-
	Net increase (decrease) in cash held	(83)	(83)
1.20	Cash at beginning of quarter/year to date	96	96
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	13	13

Payments to directors of the entity, associates of the directors, related entities of the entity and associates of the related entities

		Current quarter \$A'ooo
1.23	Aggregate amount of payments to the parties included in item 1.2	5
1.24	Aggregate amount of loans to the parties included in item 1.10	-
1.25	Explanation necessary for an understanding of the transactions	
	1.7 Other cash inflows relate to recovery of rent on shared facilities 1.22 & 3.1 Estimated cash outflow requirements are expected to be met by drawing down on the existing loan facility from director related entities or realising financial assets. 4.4 Estimated administration cash flows are net of expected recovery of rent expenses.	

Non-cash financing and investing activities

2.1	Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows	N/A
2.2	Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest	N/A

+ See chapter 19 for defined terms.

Financing facilities available

Add notes as necessary for an understanding of the position.

	Amount available \$A'000	Amount used \$A'000
3.1 Loan facilities	200	100
3.2 Credit standby arrangements	Nil	Nil

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	1
4.2 Development	-
4.3 Production	-
4.4 Administration	70
Total	71

Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.

	Current quarter \$A'000	Previous quarter \$A'000
5.1 Cash on hand and at bank	3	46
5.2 Deposits at call	10	50
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	13	96

Changes in interests in mining tenements and petroleum tenements

	Tenement reference and location	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1 Interests in mining tenements and petroleum tenements relinquished, reduced or lapsed	E20/626	Relinquished	100%	0%
	E20/640	Relinquished	100%	0%
	P20/1961	Relinquished	100%	0%
	E20/715	Relinquished	0%	0%
	E20/817	Relinquished	0%	0%
	E20/819	Relinquished	0%	0%

+ See chapter 19 for defined terms.

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

	Tenement reference and location	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.2 Interests in mining tenements and petroleum tenements acquired or increased	None			

Issued and quoted securities at end of current quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

	Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1 Preference securities (description)				
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3 +Ordinary securities	140,670,887 200,000 1,750,000 700,000	140,670,887	10 cents 20 cents 25 cents	Fully Paid Part Paid to 0.1 cent Part Paid to 0.1 cent Part Paid to 0.1 cent
7.4 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs				
7.5 +Convertible debt securities (description)				
7.6 Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7 Options (description and conversion factor)			<i>Exercise price</i>	<i>Expiry date</i>
7.8 Issued during quarter				

+ See chapter 19 for defined terms.

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

		Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.9	Exercised during quarter				
7.10	Expired during quarter				
7.11	Debentures <i>(totals only)</i>				
7.12	Unsecured notes <i>(totals only)</i>				

+ See chapter 19 for defined terms.

Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 5).
- 2 This statement does give a true and fair view of the matters disclosed.

Sign here: **Peter Rutledge**
Company secretary

Date: **30 October 2014**

Print name: **Peter Rutledge**

Notes

- 1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements and petroleum tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement or petroleum tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Financial Reporting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

HAMPTON HILL MINING NL
MINERAL TENEMENT INFORMATION (ASX Listing Rule 5.3.3)
For the quarter ended 30 September 2014

Mining tenements and beneficial interests held at quarter end, and their location:

Tenement	Location	Registered Holding	Beneficial Interest
M20/311	Murchison, WA	0%	Note 1
MLA20/503	Murchison, WA	0%	Note 1
MLA20/518	Murchison, WA	0%	Note 1
MLA51/869	Murchison, WA	0%	Note 1
E20/625	Murchison, WA	0%	Note 1
E20/641	Murchison, WA	0%	Note 1
P51/2581	Murchison, WA	0%	Note 1
P20/2016	Murchison, WA	0%	Note 1
P20/2077	Murchison, WA	0%	Note 1
P20/2078	Murchison, WA	0%	Note 1
P20/2080	Murchison, WA	0%	Note 1
E20/457	Murchison, WA	0%	Note 2
E20/459	Murchison, WA	0%	Note 2
E20/492	Murchison, WA	0%	Note 2
E20/595	Murchison, WA	0%	Note 2
E51/ 907	Murchison, WA	0%	Note 2
M20/419	Murchison, WA	0%	Note 2
P20/2082-2086	Murchison, WA	0%	Note 2
P51/2605-2613	Murchison, WA	0%	Note 2
E39/1198	Yilgarn, WA	0%	5% Royalty
E39/1236	Yilgarn, WA	0%	5% Royalty
E31/0800	Yilgarn, WA	0%	5% Royalty
P31/1797	Yilgarn, WA	0%	5% Royalty
P39/4586-4592	Yilgarn, WA	0%	5% Royalty
P39/4677-4679	Yilgarn, WA	0%	5% Royalty
P39/4789	Yilgarn, WA	0%	5% Royalty
P26/3426	Yilgarn, WA	0%	Note 3
P15/4891-4901	Yilgarn, WA	0%	0.98% Royalty
P15/5022-5025	Yilgarn, WA	0%	0.98% Royalty
P16/2415-2418	Yilgarn, WA	0%	0.98% Royalty
P16/2815 & 2816	Yilgarn, WA	0%	0.98% Royalty
P15/4658 & 4659	Yilgarn, WA	0%	0.98% Royalty
M15/696	Yilgarn, WA	0%	0.98% Royalty

HAMPTON HILL MINING NL
MINERAL TENEMENT INFORMATION (ASX Listing Rule 5.3.3)
For the quarter ended 30 September 2014

Mining tenements and beneficial interests acquired during the quarter, and their location:

None

Mining tenements and beneficial interests disposed of during the quarter, and their location:

Tenement	Location	Registered Holding		Beneficial Interest	
		Before	After	Before	After
E20/626	Murchison, WA	100%	0%	100%	0%
E20/640	Murchison, WA	100%	0%	100%	0%
P20/1961	Murchison, WA	100%	0%	100%	0%
E20/715	Murchison, WA	0%	0%	Note 4	0%
E20/817	Murchison, WA	0%	0%	Note 4	0%
E20/819	Murchison, WA	0%	0%	Note 4	0%

Notes:

- 1) The company has elected to convert its interest to a 2% FOB Royalty on iron ore and retains a 100% interest in non-ferrous metals.
- 2) The company has the right to explore for and develop base metals, gold and platinum group metals on all these tenements subject to paying a net smelter return of 1.5% to the tenement holder.
- 3) The Company retains a royalty of \$1 per tonne of ore mined up to 100,000 tonnes, and \$2 per tonne thereafter.
- 4) The company has terminated the JV agreement in respect of which this beneficial interest was held.

Key:

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