

21 November 2017

Company Announcements Office
ASX Limited
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Announcement of Entitlement Offer

Hampton Hill Mining NL announces a non-renounceable pro-rata offer of up to 59,051,284 fully paid ordinary shares at a price of 2.5 cents each to all shareholders of the Company as at 28 November 2017, on the basis of 1 share (New Share) for every 4 shares held, to raise up to \$1,476,282 before expenses of this issue, which are estimated to be \$17,000.

The purpose of the issue is to meet ongoing administration and operating costs of the Company, including the cost of this issue, to meet the cost of participating in any share entitlement that may arise, to maintain the Company's exploration interests, and to part repay loans from director related entities.

The proposed timetable for this issue is set out below:

Announcement of Entitlement Offer and application for quotation (Appendix 3B)	21 November 2017
Lodgement of Prospectus with ASIC and ASX	21 November 2017
Despatch of notice to Shareholders containing Appendix 3B information	24 November 2017
Ex date - shares trade ex-entitlements	27 November 2017
Record Date for determining entitlements to New Shares	28 November 2017
Prospectus and Entitlement and Acceptance Form despatched and Offer opens	30 November 2017
Last day to extend the offer closing date	7 December 2017
Offer closes - latest date for acceptances and payment in full	12 December 2017
Shares quoted on a deferred settlement basis	13 December 2017
Notify ASX of undersubscriptions	15 December 2017
Issue date – New Shares entered in shareholders' holdings and deferred settlement ends	19 December 2017
Despatch of holding statements	20 December 2017

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

An Appendix 3B – New issue announcement and application for quotation is attached together with a copy of the Prospectus.

Yours faithfully

Joshua Pitt
Chairman

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

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

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

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

HAMPTON HILL MINING NL

ABN

60 060 628 524

We (the entity) give ASX the following information.

Part 1 - All issues

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

- | | | |
|---|---|------------------------|
| 1 | +Class of +securities issued or to be issued | Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 59,051,284 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes - rank equally with existing ordinary fully paid shares</p>
<p>5 Issue price or consideration</p>	<p>2.5 cents per share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The proceeds of the capital raising will be used:</p> <p>(a) to meet the ongoing administration and operating costs of the Company for the next 12 months, including the costs of this issue, and to meet the cost of participating in any share entitlement that may arise;</p> <p>(b) to fund exploration and evaluation expenditure on the Millennium Zinc Project and any new projects that may be identified;</p> <p>(c) to part repay loans from director related entities.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>Not applicable</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>Not applicable</p>

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable	
6f	Number of +securities issued under an exception in rule 7.2	Not applicable	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not applicable	
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	19 December 2017	
8	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	Number 295,242,879	+Class Ordinary shares fully paid

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		2,650,000	Ordinary shares paid to 0.1 cents
		450,000	Options exercisable at 1.84 cents by 27 Dec 2019
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No dividend policy is currently in place since the company is involved only in exploration.	

Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the ⁺ securities will be offered	1:4
14	⁺ Class of ⁺ securities to which the offer relates	Ordinary fully paid shares
15	⁺ Record date to determine entitlements	28 November 2017
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Fractional entitlements will be disregarded through rounding down.
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	Canada, United Kingdom, Liechtenstein, South Africa and USA On account of the small number of shareholders and relatively small number of shares held in these jurisdictions, New Shares to which these shareholders would normally be entitled to, will form part of the Shortfall.
19	Closing date for receipt of acceptances or renunciations	12 December 2017

+ See chapter 19 for defined terms.

20	Names of any underwriters	Not applicable – the offer is not underwritten
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	30 November 2017
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	22 November 2017
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- 32 How do security holders dispose of their entitlements (except by sale through a broker)? Not applicable
- 33 ⁺Issue date 19 December 2017

Part 3 - Quotation of securities

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

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

Entities that have ticked box 34(a)

Additional securities forming a new class of securities **Not applicable**

Tick to indicate you are providing the information or documents

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

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

Not applicable

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

Quotation agreement

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

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

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

Date: 21 November 2017

Print name: **Peter Rutledge**

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1 Not Applicable

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
<p>Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue</p>	
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
<p>Subtract the number of fully paid +ordinary securities cancelled during that 12 month period</p>	
<p>“A”</p>	

+ See chapter 19 for defined terms.

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Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“C”	
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.15] – “C”	 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“E”	

+ See chapter 19 for defined terms.

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Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.10] – “E”	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.



PROSPECTUS
FOR AN ENTITLEMENT OFFER OF SHARES

DATED

21 NOVEMBER 2017

For a non-renounceable pro rata issue
of up to 59,051,284 fully paid ordinary shares in Hampton Hill Mining NL
at a price of 2.5 cents each
to all holders of ordinary shares in Hampton Hill Mining NL as at 28 November 2017
on the basis of 1 share for every 4 shares held
to raise up to \$1,476,282 before costs.

IMPORTANT NOTICE TO ALL SUBSCRIBERS TO THE OFFER

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

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

THIS ISSUE IS NOT UNDERWRITTEN

CORPORATE DIRECTORY

Directors

Joshua Pitt
Executive Chairman

Neil Tomkinson
Non-executive Director

Wilson Forte
Non-executive Director

Company Secretary

Peter Rutledge

Registered and Business Office

Level 2, 9 Havelock Street
West Perth WA 6005
Telephone: (08) 9481 8444
Facsimile: (08) 9481 8445
Email: info@hamptonhill.com.au
Website: www.hamptonhill.com.au

Share Registry

Security Transfer Australia Pty Ltd
770 Canning Highway
Applecross WA 6153
Telephone: 1300 992 916
Facsimile: (08) 9315 2233
Email: registrar@securitytransfer.com.au

Auditor

HLB Mann Judd
Level 4, 130 Stirling Street
Perth WA 6000

Home Exchange

Australian Securities Exchange
Central Park, 152-158 St Georges Terrace
Perth WA 6000

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

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SECTION 1 – EXPLANATION OF THE PROSPECTUS

This Prospectus is dated 21 November 2017. A copy of this Prospectus was lodged with the Australian Securities & Investments Commission (ASIC) on that date. Neither ASIC nor the Australian Securities Exchange (ASX) is responsible for the contents of this Prospectus.

This Prospectus is a transaction specific prospectus issued in accordance with Section 713 of the Corporations Act 2001, which allows the issue of a more concise prospectus in relation to an offer of continuously quoted securities. This Prospectus is therefore intended to be read in conjunction with publicly available information in relation to the Company which has been notified to the ASX; it does not include all information that would be included in a prospectus for an initial offering of securities of a company that is not already listed on the ASX. Accordingly, shareholders should read this Prospectus in its entirety and should also have regard to other publicly available information in relation to the Company before deciding whether to apply for securities under this Prospectus. Refer to Section 2.1 for further information in this regard.

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

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

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

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

SECTION 2 – INFORMATION AVAILABLE

2.1 Continuous Disclosure

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

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

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

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

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

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

The Company will provide a copy of each of the following documents free of charge to any person who so requests during the application period under this Prospectus:

- (a) the Annual Financial Report for the Company for the year ended 30 June 2017; and
- (b) the following documents, being all the continuous disclosure notices used to notify the ASX of information relating to the Company during the period after lodgement on 13 September 2017 of the Annual Financial Report referred to in (a) and before the lodgement of this Prospectus with ASIC:

Lodgement Date	Headline/Description of Announcement
20 October 2017	Notice of 2017 Annual General Meeting/Proxy Form
20 October 2017	2017 Annual Report to Shareholders
20 October 2017	Corporate Governance Statement
20 October 2017	Appendix 4G – Key to Corporate Governance Disclosures
31 October 2017	Quarterly Activities, Cash Flow and Tenement Reports

2.2 Effect of this Prospectus

When this Prospectus is forwarded to members of the Company they shall have been served with a prospectus which is a transaction specific prospectus issued in accordance with Section 713 of the Corporations Act 2001 for the purpose of the application for the allotment of and the issue of New Shares.

2.3 Website – Electronic Prospectus

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

SECTION 3 – SUMMARY OF THE OFFER AND TIMETABLE OF IMPORTANT DATES

3.1 The Entitlement Offer

Up to 59,051,284 new fully paid ordinary shares in the share capital of Hampton Hill are being offered at a price of 2.5 cents each to holders of ordinary shares in the Company as at 28 November 2017 on the basis of 1 New Share for every 4 shares held, to raise up to \$1,476,282 before costs.

The issue is not underwritten.

3.2 Timetable of Important Dates

Announcement of Entitlement Offer and application for quotation (Appendix 3B)	21 November 2017
Lodgement of Prospectus with ASIC and ASX	21 November 2017
Despatch of notice to shareholders containing Appendix 3B information	24 November 2017
Ex date - shares trade ex-entitlements	27 November 2017
Record Date for determining entitlements to New Shares	28 November 2017
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Offer closes - latest date for acceptances and payment in full	12 December 2017
Shares quoted on a deferred settlement basis	13 December 2017
Notification to ASX of undersubscriptions	15 December 2017
Issue date – New Shares entered in shareholders' holdings and deferred settlement quotation ends	19 December 2017
Despatch of holding statements	20 December 2017

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

SECTION 4 – CHAIRMAN’S LETTER

Dear Shareholder

Your board commends this Entitlement Offer to you as it seeks to raise the necessary funds for Hampton Hill to continue to support its exploration and investment activities.

Your Company has contributed over \$2 million over the last three years to the exploration of the Millennium Zinc Project near the Telfer Gold mine in the Paterson province of Western Australia and work there continues. It has also retained and recently expanded its substantial holding in the successful base metal and gold explorer, Peel Mining Limited (Peel).

Peel has a significant tenement portfolio in the Cobar mineral field of western New South Wales. It has been actively evaluating projects there for some seven years and has reported a series of exciting discoveries on 100%-owned ground, as well as ground shared in joint venture. These discoveries include the Mallee Bull, Wirlong, and more recently, the wholly-owned Wagga Tank and Southern Nights base and precious metal deposits.

Peel also owns, through its subsidiary, Saturn Metals Limited, the Apollo Hill Gold Project located near Leonora township in the Yilgarn region of Western Australia. Peel has stated its intention to seek the public listing of Saturn Metals Limited on the ASX with an IPO presently in preparation. A successful listing would provide the funding necessary to substantially increase the exploration focus and effort at Apollo Hill. Hampton Hill holds a 5% gross royalty on all gold production in excess of one million ounces from the central leases at Apollo Hill and thus stands to benefit markedly from any success in this planned increase in activity.

Your Company now requires a capital raising so it can meet its ongoing commitments and opportunities. Success with this Entitlement Offer will ensure that Hampton Hill can retain its holding of 10.35 million shares in Peel, contribute to the mooted IPO of Saturn Metals Limited, if deemed warranted, and reduce its outstanding debts to some of its directors whilst maintaining and expanding its exploration activities, as deemed appropriate.

The last year has been exceptional for your Company with the rapid enhancement in the market value of our Peel shareholding and the expectation of expanded effort at Apollo Hill. Your board views both our investments and our exploration opportunities as particularly promising. We do hope that you will accept this opportunity to provide your financial support.

Joshua Pitt
Chairman

21 November 2017

SECTION 5 – PURPOSE AND EFFECT OF THE ENTITLEMENT OFFER

5.1 Purpose of the Entitlement Offer

The Entitlement Offer will raise funds for the following purposes:

- (a) to meet the ongoing administration and operating costs of the Company for the next 12 months, including the costs of this issue and to meet the cost of participating in any share entitlement that may arise;
- (b) to fund exploration and evaluation expenditure arising from the Company's 25% interest in the Millennium Zinc Project and any new projects that may be identified;
- (c) to repay in part the Director Related Loans that have been advanced to the Company.

The estimated allocation of funds to be raised is as follows:

	<u>\$000</u>
Ongoing administration and operating expenses including costs of this issue and to meet the cost of participating in any new share entitlement that may arise	476
Exploration expenditure on the Company's Millennium Zinc Project and possible new projects	500
Part repayment of Director Related Loans	500
Gross proceeds of the Entitlement Offer	<u>1,476</u>

5.2 Effect of this Entitlement Offer on the Company's Capital Structure

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

- (a) the holders of 450,000 unlisted staff options in the Company convert their options to fully paid ordinary shares at the exercise price of 1.84 cents per share prior to the Record Date and consequently receive an Entitlement Offer in respect of those shares;
- (b) the holders of partly paid ordinary shares in the Company do not convert their holdings to fully paid ordinary shares prior to the Record Date, as the amount required to pay up each share is significantly greater than the current market price of the Company's shares - consequently the total entitlement of holders of partly paid shares to New Shares is 3,386 New Shares, determined by the proportion which the amount paid up on their shares bears to the total issue price of their shares;
- (c) all Entitlements are taken up.

HAMPTON HILL CAPITAL STRUCTURE

ORDINARY SHARES	No of shares
FULLY PAID	
On issue	235,741,595
Conversion of unlisted staff options	450,000
New Shares	59,051,284
After this Issue	<u>295,242,879</u>
PARTLY PAID	
On issue	<u>2,650,000</u>
After this Issue	<u>2,650,000</u>

5.3 Effect of this Entitlement Offer on the Company's Statement of Financial Position

The Company's audited Statement of Financial Position as at 30 June 2017 (Audited Statement) has been used as the basis for preparing an unaudited Proforma Post-Issue Statement of Financial Position (Proforma Statement) that reflects the effect of the issue of the New Shares arising from this Entitlement Offer, as well as the effect of a number of significant cash, investment and borrowing transactions that have occurred since 30 June 2017. The Audited Statement and the Proforma Statement are set out alongside each other below. The assumptions and adjustments that have been made to arrive at the Proforma Statement are summarised below:

- (a) It is assumed that the 450,000 unlisted options are converted to fully paid ordinary shares prior to the Record Date raising \$8,280 in equity;
- (b) It is assumed that the partly paid ordinary shares are not converted to fully paid ordinary shares prior to the Record Date;
- (c) It is assumed that all Entitlements are taken up, raising \$1,459,282 after the expenses of the Issue;
- (d) The following cash flows subsequent to 30 June 2017 have been incorporated into the Proforma Statement to more accurately reflect the Company's current cash, investment and borrowings position:
 - (i) During the quarter ended 30 September 2017 (as reported in the Company's Appendix 5B report announced to the ASX on 31 October 2017):

cash outflows on capitalised exploration expenditure	- \$108,000
cash outflows on administration costs	- \$ 87,000
cash inflows from additional borrowings utilising the Director Related Loans facility	+ \$150,000
 - (ii) Subsequent to the quarter ended 30 September 2017:

cash inflows from additional borrowings utilising the Director Related Loans facility	+ \$250,000
cash outflow on taking up additional shares in Peel Mining Limited	- \$180,000
- (e) It is assumed that \$500,000 of the total \$1,000,000 borrowings drawn down from the Director Related Loans facility will be repaid from the proceeds of the Issue.

HAMPTON HILL STATEMENT OF FINANCIAL POSITION

	Notes	Audited 30 June 2017 \$	Unaudited Proforma Post-Issue \$
CURRENT ASSETS			
Cash and cash equivalents		75,242	1,059,524
Trade and other receivables		24,779	24,779
Financial assets available for sale	1	1,881,000	2,061,000
TOTAL CURRENT ASSETS		1,981,021	3,145,303
NON-CURRENT ASSETS			
Exploration and evaluation assets		2,744,844	2,852,844
Plant and equipment		4,221	4,221
TOTAL NON-CURRENT ASSETS		2,749,065	2,857,065
TOTAL ASSETS		4,730,086	6,002,368
CURRENT LIABILITIES			
Trade and other payables		55,911	55,911
Borrowings		600,000	500,000
TOTAL CURRENT LIABILITIES		655,911	555,911
TOTAL LIABILITIES		655,911	555,911
NET ASSETS		4,074,175	5,446,457
EQUITY			
Issued capital		21,790,489	23,249,771
Reserves		970,308	970,308
Accumulated losses		(18,686,622)	(18,773,622)
TOTAL EQUITY		4,074,175	5,446,457

Note 1: "Financial assets available for sale" consists of an investment in shares in ASX listed exploration company, Peel Mining Limited. In the Audited Statement at 30 June 2017 the investment was reported at market value, based on the ASX quoted bid price on that date. The Proforma Statement does not reflect any subsequent change in value in the holding as at 30 June 2017 but does reflect the subsequent acquisition of additional shares in the company at a cost of \$180,000.

The market value of this investment at the date of this Prospectus, based on the closing market price on the ASX on 20 November 2017, was \$6,003,000.

5.4 Consequences of a shortfall

As set out in Section 6.5 of this Prospectus, Director Linked Entities have committed to take up their full entitlement under this Offer provided that in doing so they do not to exceed the "3% creep" exception allowed by the takeover provisions of Section 611 of the Corporations Act. If the total of all funds raised from acceptances of Entitlements and applications for Additional Shares is less than the \$1.46 million (after expenses of the issue) being sought in this Offer, the Company has the ability to amend its expenditure budgets accordingly and with the express permission of Directors to retain as much of its current borrowing facilities as necessary while the Directors consider other options.

SECTION 6 – DETAILS OF THE ENTITLEMENT OFFER

6.1 The Offer

This Prospectus invites all existing holders of ordinary shares in the Company to participate in a pro-rata non-renounceable Entitlement Offer of New Shares on the basis of 1 New Share for every 4 shares held on the Record Date at an issue price of 2.5 cents per New Share. Fractional entitlements will be disregarded through rounding down.

Partly paid shares - unlisted

The holders of the existing 2,650,000 unlisted partly paid ordinary shares in the Company, comprising mainly current and past employees of the Company, are entitled to participate in the Offer pro rata to the proportion which the amount paid up on their shares bears to the total issue price of their shares.

The partly paid shares currently on issue are as follows:

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

The total entitlement of holders of partly paid shares to New Shares on this basis is 3,386 New Shares and is included in the total number of New Shares making up the Entitlement Offer.

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

Staff options - unlisted

The holders of 450,000 unlisted options to acquire ordinary shares in the Company comprise current staff members of the Company. They will not be entitled to participate in the Entitlement Offer in respect of their options unless they first exercise their options converting them to Shares at an exercise price of 1.84 cents per share before the Record Date.

It is assumed that existing option holders may well choose to exercise their options before the Record Date because the exercise price of the options is below the current market price of the Company's shares. Should all of the 450,000 outstanding options be exercised before the Record Date and the resulting entitlements to New Shares be taken up, this would result in an additional 112,500 New Shares being issued and an additional \$11,093 being raised, comprising \$8,280 of exercise monies from conversion of the options and \$2,813 subscription monies from acceptance of the resulting entitlements to New Shares.

Assuming that existing partly paid shares are not paid up but that the unlisted options are exercised before the Record Date, the Entitlement Offer is for 59,051,284 New Shares and will raise up to \$1,476,282 before costs (estimated to be approximately \$17,000) if all Entitlements are taken up.

There is no minimum subscription.

6.2 No Rights Trading

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

6.3 Opening and Closing Dates

The Entitlement Offer will open for receipt of acceptances at 10.00 am WST on **Thursday 30 November 2017** and will close at 5.00 pm WST on **Tuesday 12 December 2017**, or such later date not exceeding 13 months from the date of this Prospectus as the Directors, in their absolute discretion and subject to compliance with the Listing Rules, may determine and provided that the Company gives the ASX notice of the change at least 3 Business Days prior to the Closing Date.

6.4 Not underwritten

The Offer is not underwritten.

6.5 Directors' Support of the Offer and Effect of Control and Dilution

Entities associated with two of the Company's Directors, Mr Joshua Pitt and Mr Neil Tomkinson, (together the Director Linked Entities) currently hold 89,734,999 shares in the Company, representing a 38.06% relevant interest, and have committed to take up their full entitlement under this Offer subject to those entities not exceeding the "3% creep" exception allowed by the takeover provisions in Section 611 of the Corporations Act.

In the event that total subscriptions under the Offer (including subscriptions for Additional Shares under the Shortfall facility) are less than the total number of New Shares on offer, the Director Linked Entities will apply for that number of New Shares that will take their relevant interest in the shares of the Company up to a maximum of 41.06%.

A range of possible subscriptions by the Director Linked Entities, including minimum and maximum subscriptions, is set out in the table below and is based on the assumption that the Director Linked Entities will take up the maximum possible number of New Shares allowed under their Entitlement within the limits set by the "3% creep" exception of Section 611 of the Corporations Act. For the purposes of this demonstration, the assumption in Section 6.1 that the holders of the 450,000 unlisted options will convert their options to shares prior to the Record Date and then take up their resulting Entitlements is incorporated only into the last scenario in the table below – that is the one that assumes that the maximum possible 36,617,535 Entitlements are taken up by shareholders other than Director Linked Entities.

Level of subscription by Shareholders other than the Director Linked Entities		New Shares issued to Director Linked Entities	Total Shares on issue after Issue	Total Shares held by Director Linked Entities	Voting Power of Director Linked Entities	Total amount raised before costs \$
New Shares issued	% of New Shares available					
0	0%	12,000,078	247,741,673	101,735,077	41.06%	\$300,002
5,000,000	13.7%	15,483,998	256,225,593	105,218,997	41.06%	\$512,100
10,000,000	27.3%	18,967,919	264,709,514	108,702,918	41.06%	\$724,198
15,000,000	41.0%	22,433,749	273,175,344	112,168,748	41.06%	\$935,844
25,000,000	68.3%	22,433,749	283,175,344	112,168,748	39.61%	\$1,185,844
36,617,535	100%	22,433,749	295,242,879	112,168,748	37.99%	\$1,476,282

The columns in the table above depicting the Total Shares held by Director Linked Entities and the Voting Power of Director Linked Entities show the effect of other shareholders taking up New Shares in the Offer. The more New Shares taken up by Shareholders other than the Director Linked Entities, the more New Shares that the Director Linked Entities will be able to take up until Director Linked Entities take up their maximum Entitlement of 22,433,749 New Shares.

The minimum number of New Shares that Director Linked Entities will take up is 12,000,078 New Shares in the event that no other Shareholders take up their New Share Entitlements and Director Linked Entities are restricted to taking up that number of New Shares that will increase their voting power by 3%.

Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by up to 20.0% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus). Examples of how the dilution may impact Shareholders are set out in the table below:

Holder	Holding as at Record date	% at Record Date	Entitlements under the Offer	Holdings if Offer not taken up	% post Offer
Shareholder 1	2,500,000	1.06%	625,000	2,500,000	0.85%
Shareholder 2	1,000,000	0.42%	250,000	1,000,000	0.34%
Shareholder 3	500,000	0.21%	125,000	500,000	0.17%
Shareholder 4	100,000	0.04%	25,000	100,000	0.03%
Shareholder 5	50,000	0.02%	12,500	50,000	0.02%

Note: The dilutionary effect shown in the table represents the maximum percentage on the assumption that those Entitlements not accepted are placed under the Shortfall Facility.

6.6 Share Market Trading

The latest available market sale price of the Company's shares on the ASX on the day immediately before the announcement of the terms of the Entitlement Offer was 3.6 cents on 20 November 2017.

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

Highest price:	3.9 cents	Date:	14 November 2017
Lowest price:	1.0 cents	Date:	11 September 2017

6.7 Entitlements and Acceptances

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

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

You may:

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

Acceptance of Entitlement in Full

If you wish to accept your entitlement in full, you should complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on the Form and submit your acceptance either electronically by BPAY® no later than 3.00 pm WST on the Closing Date, or, together with a cheque, by mail so that it is received by the Company's Share Registry no later than 5.00 pm WST on the Closing Date, 12 December 2017. If you are using BPAY® please note, as set out below, that you will need to allow time for your acceptance and remittance to be processed by the banking system.

Partial Acceptance of Entitlement

If you wish to accept part of your entitlement, you should complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on the Form for that part of your entitlement that you wish to accept and submit your acceptance either electronically by BPAY® no later than 3.00 pm WST on the Closing Date, or, together with a cheque, by mail so that it is received by the Company's Share Registry no later than 5.00 pm WST on the Closing Date, 12 December 2017. If you are using BPAY® please note, as set out below, that you will need to allow time for your acceptance and remittance to be processed by the banking system.

Non-Acceptance of Entitlement

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

Payment for Acceptances by cheque or BPAY®

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

Security Transfer Australia Pty Ltd,
PO Box 52,
Collins Street West, VIC 8007, Australia

to be received no later than 5.00 pm WST on 12 December 2017.

Alternatively, entitlements may be taken up electronically using BPAY®, in which case you are not required to return the Entitlement and Acceptance Form. You can simply make payment for the total number of shares accepted by using the Biller Code and the personalised Reference Number set out in your Entitlement and Acceptance Form. You must ensure that acceptance and payment by BPAY® is received no later than 3.00 pm WST on 12 December 2017.

Instructions for payment using BPAY® are set out in your Entitlement and Acceptance Form. You should be aware that your own financial institution may impose earlier cut-off times with regard to electronic payments and you should therefore take this into consideration when making payment. It is the responsibility of the Eligible Shareholder to ensure that funds submitted through BPAY® are received by the Closing Date.

6.8 Additional Shares – Shortfall Facility

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

Neither the Director Linked Entities nor any other director will apply for shares under the Shortfall Facility.

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

This can be done by completing the Additional Shares section of the Entitlement and Acceptance Form, in accordance with the instructions on the Form, and including the consideration for these Additional Shares with the payment for your entitlement shares. As set out in Section 6.7, payment can be made by cheque or money order accompanying the Entitlement and Acceptance Form, or by BPAY®.

The Directors will retain discretion in assessing the number and basis of allocation of Additional Shares applied for from the Shortfall.

If the number of Additional Shares applied for exceeds the number of shares in the Shortfall, the Directors will determine the basis of the scale-back of applications to determine the number of Additional Shares to be allotted.

If the number of Additional Shares applied for and allotted is less than the number of shares in the Shortfall, all or part of the the balance remaining after allotment of the Additional Shares may be allotted at the Directors' discretion, within 3 months of the closing date of this Offer, at a price no less than the price of this Offer.

Enquiries

If you have any queries regarding your Entitlement, Acceptance of your Entitlement or Application for Additional Shares, please contact the Company by telephone on **08 9481 8444** (from New Zealand **+61 8 9481 8444**) or your stockbroker or professional adviser.

6.9 Issue and Allotment of New Shares

The New Shares are expected to be issued and allotted by no later than 19 December 2017 and holding statements will be despatched one business day after the issue. Until the issue and allotment of the New Shares under this Prospectus, the acceptance money will be held in trust in a separate bank account opened and maintained for that purpose only as required by the Corporations Act. Any interest earned on the acceptance money will be for the benefit of the Company and will be retained by it irrespective of whether allotment of the New Shares takes place or not.

6.10 ASX Listing

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

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

6.11 CHESS System

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

Under CHESS, Shareholders will not receive certificates for their New Shares but will receive a statement of their holdings indicating the allotment of their New Shares pursuant to their acceptance of the offer made under this Prospectus. Shareholders who are broker-sponsored will receive a CHESS statement from ASTC.

Shareholders registered under the Issuer Sponsored subregister will receive a statement from the Company's Share Registry.

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

6.12 Overseas Investors

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

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

New Shares to which Eligible Shareholders who are not residents of Australia and New Zealand would otherwise be entitled will form part of the Shortfall.

New Zealand shareholders

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

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

6.13 No issue of New Shares after the Expiry Date

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

6.14 Ranking of New Shares

The New Shares will rank equally in all respects with the Company's existing issued fully paid ordinary shares. The Company currently has 235,741,595 fully paid ordinary shares on issue.

6.15 Dividend Policy

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

6.16 Taxation Implications

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

SECTION 7 – INVESTMENT CONSIDERATIONS - RISKS

The shares offered pursuant to this Prospectus are speculative.

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

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

Equity Markets

The price of shares quoted for trading by the ASX is impacted by various international and domestic factors. As the Company is listed on the ASX, its share price is subject to these numerous influences that may reflect both the trends in the share market and the share prices of individual companies.

Government

In Australia, where the Company operates, Government policies are subject to review and change from time to time and the Company relies upon Government agencies promptly and favourably dealing with applications and consents. Such matters are likely to be beyond the control of the Company. Changes in community attitudes on matters such as taxation, environment and landholder issues may bring about reviews and possible changes in government policies and regulations. Any such government action or inaction may limit or prohibit operations or require increased capital or operating expenditure and could adversely impact the Company's business.

Taxation

The Company is subject to various forms of taxation in Australia. There is an ongoing risk that changes to taxation legislation or the interpretation or enforcement of taxation laws or regulations may adversely impact revenues, and therefore the financial performance of the Company.

Economic Conditions and Project Delays

Domestic and global economic conditions may affect Company performance. Factors such as inflation, interest rates, prices and availability of critical supplies, such as gas, oil, power and water may delay operations and impact operating costs and may adversely affect the prospects of the Company. The Company's future possible revenue and share price can be affected by these factors all of which are beyond the control of the Company and its Directors.

Contractual and Other Legal Risks

All permits and contracts entered into by the Company are subject to interpretation. There is no guarantee that the Company will be able to enforce all its presumed rights under its permits and contracts. The introduction of new legislation or amendments to existing legislation or changes in regulation or administrative practices by governments, developments in existing common law or civil law, or the interpretation of the legal requirements in any of the legal jurisdictions which govern the Company's operations or contractual obligations, could impact adversely on the assets and operations and therefore on the financial performance and share price of the Company.

Litigation Risk

Exposure to litigation brought by third parties such as joint venture participants, contractors, regulators, or employees could negatively impact on the Company and its operations and licences. Legal claims, if successful could adversely impact the profits or financial position of the Company.

Exploration and Appraisal Risk

Potential investors should understand that mineral projects are high-risk undertakings. There can be no assurance that exploration of the Company's tenements will result in economic mineral reserves. The estimated costs of the Company are based on certain assumptions. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

Title Risks

Interests in tenements are governed by the granting of licences or leases by the appropriate government authorities. The conduct of operations and the steps involved in acquiring all licences and permits involve compliance with numerous procedures and formalities. It is not always possible to correctly interpret, or comply with, or obtain waivers from, all such requirements and it is not always clear whether requirements have been properly complied with, or that it is possible or practical to obtain evidence of compliance. In some cases, failure to follow such requirements or obtain relevant evidence may call into question the validity of the titles.

Listed Investment

The Company has a substantial shareholding in Peel Mining Limited an ASX listed exploration company, owning some 5.7% of the ordinary listed shares of that company.

The value of the Company's investment is subject to the usual exploration risks associated with companies involved in both advanced and greenfields exploration and represents, for Hampton Hill, a copper dominant gold/base metals play in an area renowned for large underground mines of long life. The value of the investment is also subject to the risks associated with equity markets outlined above.

Speculative Nature of Investment

This list of risk factors is not exhaustive of the risks faced by the Company or by investors in the Company. Potential investors should also have regard to the Company's prior publications and announcements. The above factors, and others not referred to specifically above, may in the future materially affect the financial performance of the Company and the value of the shares offered under this document. Potential investors should treat an investment in the Company as speculative and should consult their stockbroker or professional advisers before deciding whether to apply for shares.

SECTION 8 – ADDITIONAL INFORMATION

8.1 Interests of Directors

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

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

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

Directors' Shareholdings

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

Director	Ordinary Shares Fully Paid	Ordinary Shares Partly Paid to 0.1 cents
J N Pitt	77,542,045	0
N Tomkinson	11,982,954	0
W S Forte	3,406,419	1,900,000

The relevant interest of Mr Pitt and Mr Tomkinson in the shares of the Company is their combined holding of 89,734,999 ordinary shares (38.06%).

The Directors do not hold any unlisted options to take up shares in the Company.

Directors' Remuneration

Details relating to the remuneration of Directors are set out in the Remuneration Report section of the Directors' Report and Note 18 of the Notes to the Financial Statements in the Company's 2017 Annual Financial Report lodged with the ASX on 13 September 2017. There have been no changes to the level of Directors' remuneration since that date.

Director Related Loans

The Company has entered into agreements with companies associated with Directors Mr Joshua Pitt and Mr Neil Tomkinson whereby those companies have advanced loans totalling \$1,000,000 to Hampton Hill. Details of the loans are as follows:

Two unsecured short term loans of \$500,000 each from companies associated with Mr Pitt and Mr Tomkinson to ensure that the Company has adequate working capital to enable it to fund its operating expenses. The loans bear interest at 3.5% per annum and are repayable by 30 April 2019 and otherwise are on normal commercial terms and conditions.

8.2 Interests of Named Persons

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

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

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

8.3 Consents

HLB Mann Judd

In accordance with the Corporations Act 2001 (Cth) HLB Mann Judd (HLB) consents to

- (a) being named in this Prospectus; and
- (b) the distribution of electronic and paper copies of the Prospectus.

HLB has not authorised or caused the issue of the Prospectus and, to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any other part of the Prospectus.

HLB has not withdrawn this consent prior to lodgement of the Prospectus with ASIC.

Peel Mining Limited and Saturn Metals Limited

Peel Mining Limited, and its subsidiary company, Saturn Metals Limited, have consented to being named in the Prospectus in the context in which they are mentioned and have not withdrawn that consent prior to lodgement of the Prospectus with ASIC.

Peel Mining Limited and Saturn Metals Limited have not authorised or caused the issue of the Prospectus and, to the maximum extent permitted by law, expressly disclaim and take no responsibility for any other part of the Prospectus.

8.4 Substantial Shareholders

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

Name	Shares Held	% of Issued Capital
Perth Capital Pty Ltd, Elohpool Pty Ltd and J N Pitt	89,734,999	38.06%
Encounter Resources Limited	30,748,903	13.04%

8.5 Rights Attaching To Shares

Details of the rights attaching to the Company's shares are set out in Note 13 of the Notes to the Financial Statements in the Company's 2017 Annual Financial Report lodged with the ASX on 13 September 2017, and in the Constitution of the Company, a copy of which can be inspected at the Company's registered office at Level 2, 9 Havelock Street, West Perth during normal business hours.

8.6 Corporate Governance

The Company has adopted comprehensive corporate governance policies. These policies and the Corporate Governance Statement are set out on the Company's website at www.hamptonhill.com.au.

SECTION 9 – DIRECTORS' RESPONSIBILITY STATEMENT AND CONSENTS

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

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

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

Signed in accordance with a resolution of the Directors.

J N Pitt
Chairman

Dated 21 November 2017

SECTION 10 - GLOSSARY OF DEFINED TERMS

“Additional Shares” means New Shares applied for under the Shortfall Facility;

“ASIC” means the Australian Securities & Investments Commission;

“ASTC” means ASX Settlement and Transfer Corporation Pty Ltd ACN 008 504 532;

“ASX” means ASX Limited as operator of the Australian Securities Exchange;

“Board” means the Board of Directors of the Company;

“Business Day” means Monday to Friday inclusive except New Year’s Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that the ASX declares is not a business day;

“CHESS” means the ASX’s Clearing House Electronic Sub Register System;

“Closing Date” means 5.00pm WST on 12 December 2017 or such other date as may apply under terms hereof;

“Company” or **“Hampton Hill”** means Hampton Hill Mining NL ABN 60 060 628 524;

“Corporations Act” means the Corporations Act 2001 (Cth) as amended from time to time;

“Directors” means the directors of the Company;

“Director Linked Entities” means entities associated with two of the Company’s Directors, Mr Joshua Pitt and Mr Neil Tomkinson, which constitute substantial shareholders of the Company;

“Director Related Loans” means loans advanced to the Company by entities associated with Directors Mr Joshua Pitt and Mr Neil Tomkinson;

“Entitlement” means the entitlement of an Existing Shareholder to apply for New Shares under the Entitlement Offer;

“Entitlement Offer” or **“Offer”** means the non-renounceable pro-rata issue pursuant to this Prospectus, of up to 59,051,284 New Shares on the basis of one New Share for every four Shares held on the Record Date, at an issue price of 2.5 cents per New Share, to raise up to \$1,476,282 before expenses of the Issue;

“Entitlement and Acceptance Form” or **“Form”** means the personalised Entitlement and Acceptance Form accompanying this Prospectus;

“Ex Date” means 27 November 2017 being the date from which Shares trade without the Entitlement;

“Existing Shareholder” or **“Eligible Shareholder”** means those shareholders of the Company whose details appear on the Company’s register of shareholders at the Record Date or who are entitled to participate in the Entitlement Offer under the Listing Rules or other ASX requirements;

“Expiry Date” is the date 13 months after the date of this Prospectus;

“Issue” means the issue of New Shares pursuant to this Prospectus;

“Issue Price” means the price per share at which the New Shares are being offered being 2.5 cents;

“Listing Rules” means the Listing Rules of ASX;

“Lodgement Date” means 21 November 2017 being the date of lodgement of the Prospectus with ASIC;

“New Shares” means the Shares to be issued pursuant to this Prospectus;

“Offer” means the offer of New Shares pursuant to this Prospectus;

“Official Quotation” means official quotation by ASX in accordance with the Listing Rules;

“Opening Date” means 10.00am WST on 30 November 2017 or such other date as may apply under the terms hereof;

“Peel” means Peel Mining Limited ACN 119 343 734

“Prospectus” means this prospectus dated 21 November 2017;

“Record Date” means 5.00pm WST on 28 November 2017;

“Share Registry” means Security Transfer Australia Pty Ltd;

“Section” means a section of this Prospectus;

“Share” means a fully paid ordinary share in the capital of the Company;

“Shareholder” means a registered holder of Shares as at the Record Date;

“Shortfall” means the New Shares forming Entitlements, or parts of Entitlements, not accepted by Existing Shareholders;

“Shortfall Facility” means the facility to apply for Additional Shares to be issued from the Shortfall;

“WST” means Australian Western Standard Time;

“\$” means Australian dollars unless otherwise stated.