

30 January 2015

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

ACTIVITIES REPORT FOR THE QUARTER ENDED 31 DECEMBER 2014

During the quarter, Hampton Hill continued 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's large tenement holdings in the Cobar Super Basin not included in the Mallee Bull joint venture have been joint ventured to the Japan Oil Gas and Metal National Corporation (JOGMEC) whereby that company will advance \$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%. A \$1 million initial exploration program was commenced during the quarter which included drilling at several base metal targets.

At Apollo Hill, in which Hampton holds a 5% gross royalty on all gold produced in excess of 1 million ounces, Peel carried out four traverses of aircore drilling to a maximum depth of 63 metres to test extensions of the Ra Zone and seven aircore holes to test the southern extensions of the Main Apollo Hill Resource.

The northern-most line of holes from the Ra Zone returned significant results potentially extending mineralisation further to the north-west. These holes are amongst the deepest from the program and mineralisation occurs towards the ends of holes, indicating that any significant mineralisation present at depth is likely to have been missed by the shallow drilling. Results include 5 metres @ 0.54 g/t Au from 30 metres in PAAC01, 11metres @ 0.20 g/t Au from 35metres to EOH (end of hole) in PAAC02, 9metres @ 0.25 g/t Au from 25metres to EOH in PAAC003, and 10metres @ 0.21 g/t Au from 20metres to EOH in PAAC04. All results reported are from 5 metres composite samples except for some shorter intervals at EOH. Resampling of anomalous results will be completed next quarter. (Peel ASX announcement 31 January 2015)

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

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. These include a 2% FOB royalty on any iron ore production from the tenements previously the subject of the Hampton Hill Mining Joint Venture with Sino-Midwest in the Weld Ranges of Western Australia.

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 reported on above. 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")

31 December 2014

Consolidated statement of cash flows

Cash flows related to operating activities		Current quarter \$A'000	Year to date (6 months) \$A'000
1.1	Receipts from product sales and related debtors	-	-
1.2	Payments for (a) exploration & evaluation	(1)	(3)
	(b) development	-	-
	(c) production	-	-
	(d) administration	(69)	(179)
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)	32	61
Net Operating Cash Flows		(38)	(121)
Cash flows related to investing activities			
1.8	Payment for purchases of: (a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	(1)	(1)
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)	(1)
1.13	Total operating and investing cash flows (carried forward)	(39)	(122)

+ 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)	(39)	(122)
	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	100	100
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Other (provide details if material)	-	-
	Net financing cash flows	100	100
	Net increase (decrease) in cash held	61	(22)
1.20	Cash at beginning of quarter/year to date	13	96
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	74	74

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	11
1.24	Aggregate amount of loans to the parties included in item 1.10	-
1.25	Explanation necessary for an understanding of the transactions	
	3.1 Loan facility is from director-related entities. 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	200
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	63	2
5.2 Deposits at call	11	10
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	74	13

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	None			
6.2 Interests in mining tenements and petroleum tenements acquired or increased	None			

+ See chapter 19 for defined terms.

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

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				
7.9 Exercised during quarter				
7.10 Expired during quarter				
7.11 Debentures (totals only)				
7.12 Unsecured notes (totals only)				

+ 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 January 2015**

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.

+ See chapter 19 for defined terms.

HAMPTON HILL MINING NL
MINERAL TENEMENT INFORMATION (ASX Listing Rule 5.3.3)
For the quarter ended 31 December 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 31 December 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:

None

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.

Key:

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