

29 April 2015

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

ACTIVITIES REPORT FOR THE QUARTER ENDED 31 MARCH 2015

During the quarter, Hampton Hill Mining NL commenced negotiations with fellow junior exploration company, Encounter Resources Limited (Encounter), with a view to securing earn in rights to their promising Millennium Zinc Project in order to provide a key focus for the Company – refer Figure 1.

THE MILLENNIUM ZINC PROJECT EARN IN

Your board had been actively seeking a key project interest capable of providing Hampton with new impetus following the disappointing results from our three year base metal exploration effort carried out in joint venture with Alphabrand Pty Ltd. The search was focused on greenfield targets held by junior mining companies within known, highly endowed mineral fields. The criteria applied were that the target project should have clearly apparent potential for large tonnage, high grade and tenor base metal or gold deposits.

The Millennium Zinc project's mineralization was identified as an exceptional opportunity and the Encounter board expressed a willingness to negotiate. Encounter drilling during late 2014 had returned broad widths of low grade but high tenor zinc mineralization, typical of halo mineralization to SEDEX (sedimentary exhalative) style zinc deposits. SEDEX zinc deposits can be of significant tonnage and this class of deposit provides a high proportion of world zinc production. The Century zinc orebody in Queensland, owned by MMG Corporation, which contained over 100 million tonnes of zinc ore grading plus 11% zinc with lead and silver credits is a good example. The Millennium greenfield target had the added benefit of presenting the opportunity for defining shallow resources as can be deduced from the project cross sections attached.

Hampton and Encounter have subsequently reached a farm-in and joint venture agreement (the Agreement) which was announced on 23 April.

The next phase of Millennium drilling will be carried out during the June Quarter, with diamond drilling commencing shortly. This program will involve one hole to test down dip of DDH EPT2198 that intersected 7 metres of 4.8% Zinc (Target 1), plus one drill hole to test the large gravity anomaly (Target 2) and one hole along strike of DDH EPT1854 that intersected 0.7 metres of 36.5% Zinc (Target 3) – refer to Figures 2 and 3.

TERMS OF ENTRY

The Agreement gives Hampton the right to earn a 10% interest in the Millennium tenements by committing to the first \$500,000 of expenditure, after which Hampton may either withdraw from the joint venture, continue as a 10% participant by contributing pro rata to onward expenditure, or maintain the right to earn a total of 25% by committing to contribute the next \$500,000. Should

Hampton have elected to maintain its right to earn a total of 25% and contributed \$1,000,000, it may then elect to earn that further 15% interest by committing to contribute 50% of the next \$2,000,000 of expenditure. The Millennium Tenements are defined as Exploration Licences 45/2501 and 45/2561 and the four most easterly blocks of Exploration Licence 45/2500 (Refer Figure 2)

Additionally, if Hampton wishes to remain in the joint venture upon the completion of the first \$500,000 expenditure it will be required to make an issue of shares at no cost to Encounter. The number of shares issued will be dependent upon which election it makes. Hampton will issue 5% of its then issued capital if it elects to continue as a 10% participant. Hampton will issue 15% of its then issued capital should it elect to retain its right to earn a 25% interest and, in this circumstance, Encounter will also have a right to appoint a member to the Hampton board.

THE PEEL MINING INVESTMENT

Hampton 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. Peel reported the completion of an "Orion 3D" geophysical survey covering about 5 square kilometres to aid the next phase of exploration at Mallee Bull, which will include drilling for extensions over the coming months.

Peel's large tenement holdings in the Cobar Super Basin not included in the Mallee Bull joint venture are being explored in joint venture with the Japan Oil Gas and Metal National Corporation (JOGMEC) whereby that company is required to provide \$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%. This joint venture recently reported strong base metal and precious metal results from drilling at the Wirlong, Red Shaft and Sandy Creek prospects.

At Apollo Hill, in which Hampton holds a 5% gross royalty on all gold produced in excess of 1 million ounces, Peel reports that it is developing targets and plans further drilling in the near term.

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

THE HAMPTON HILL NON-FERROUS JOINT VENTURE

Hampton 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 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.

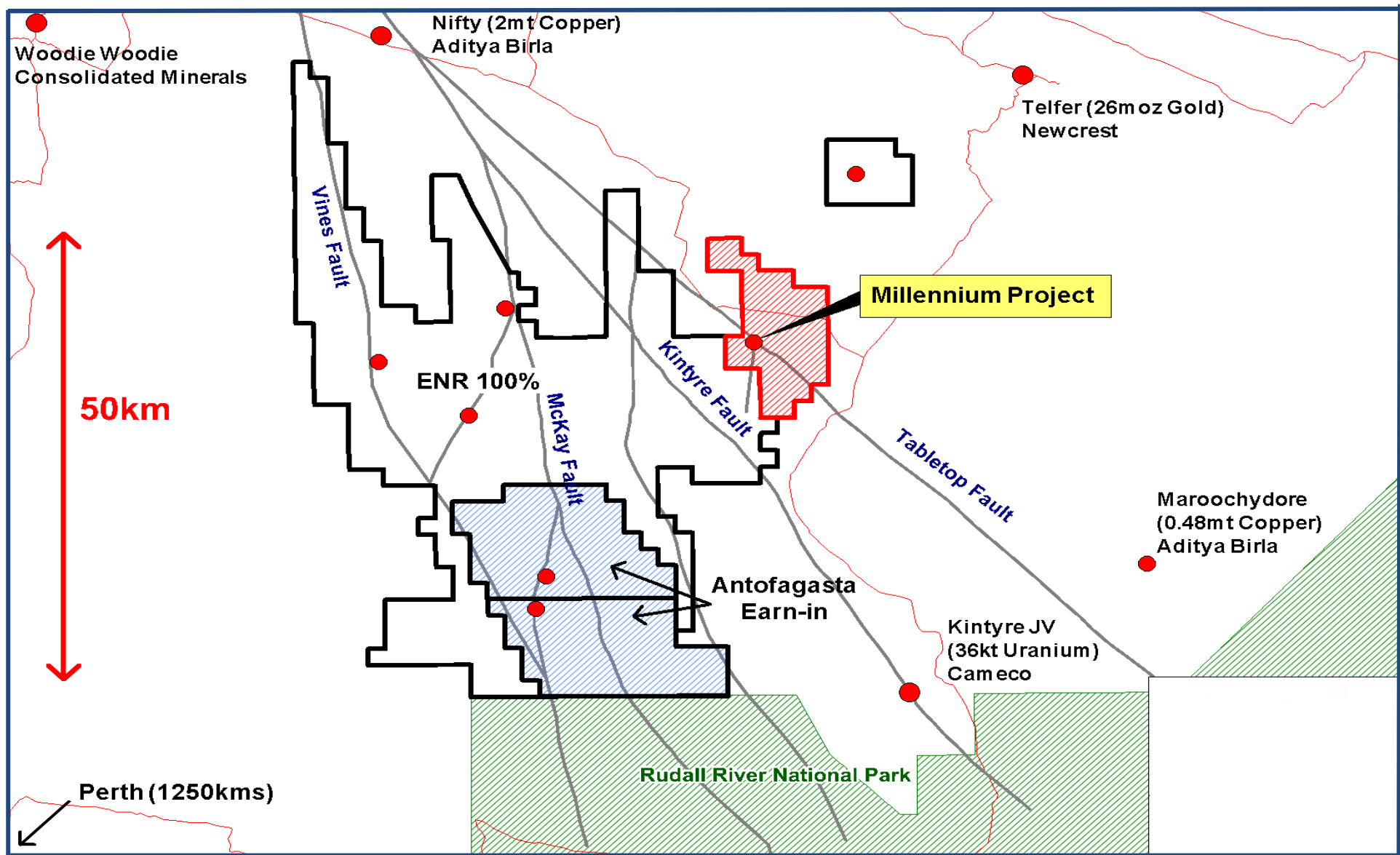
ROYALTIES

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.

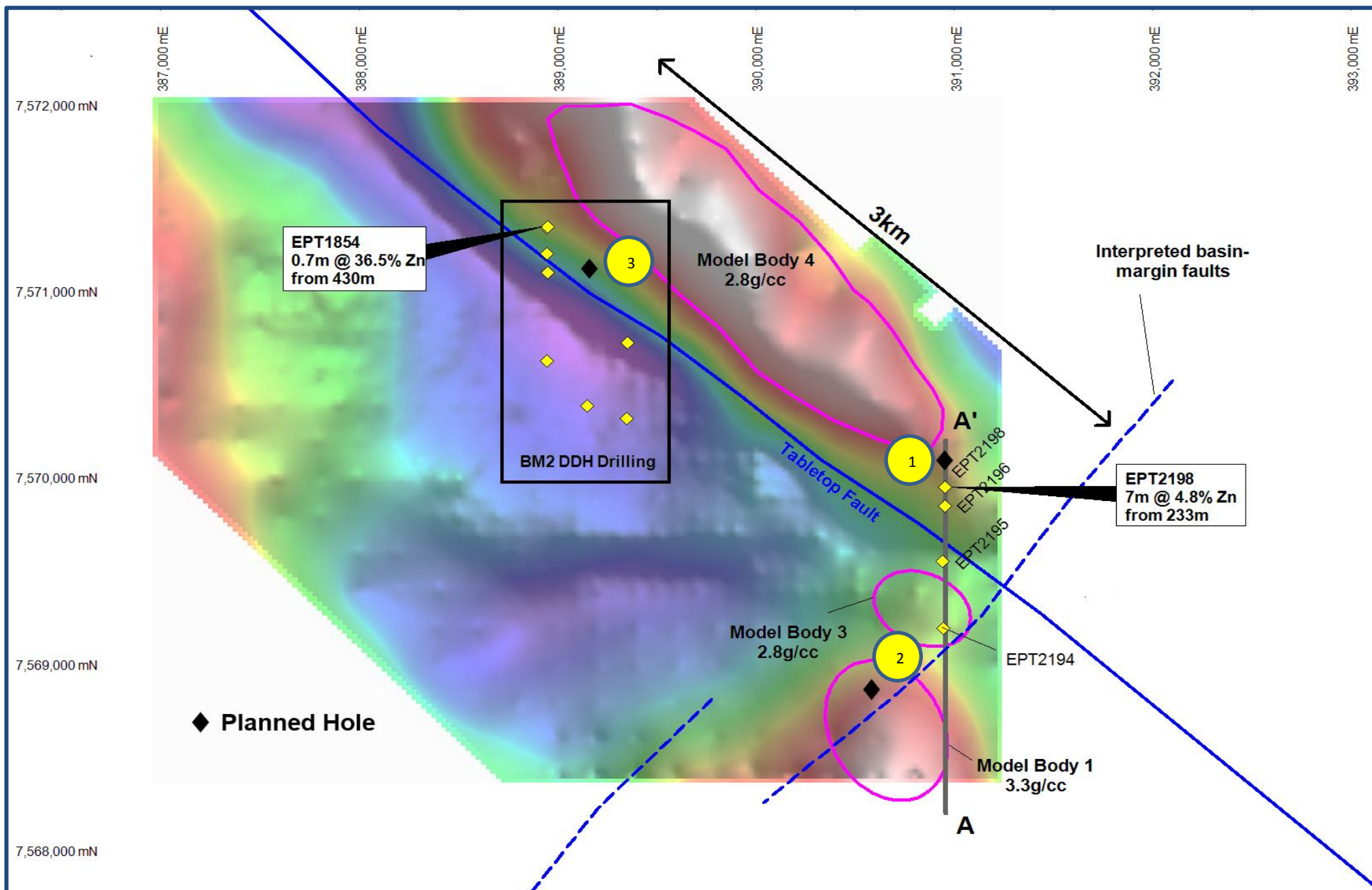
Joshua Pitt
Chairman

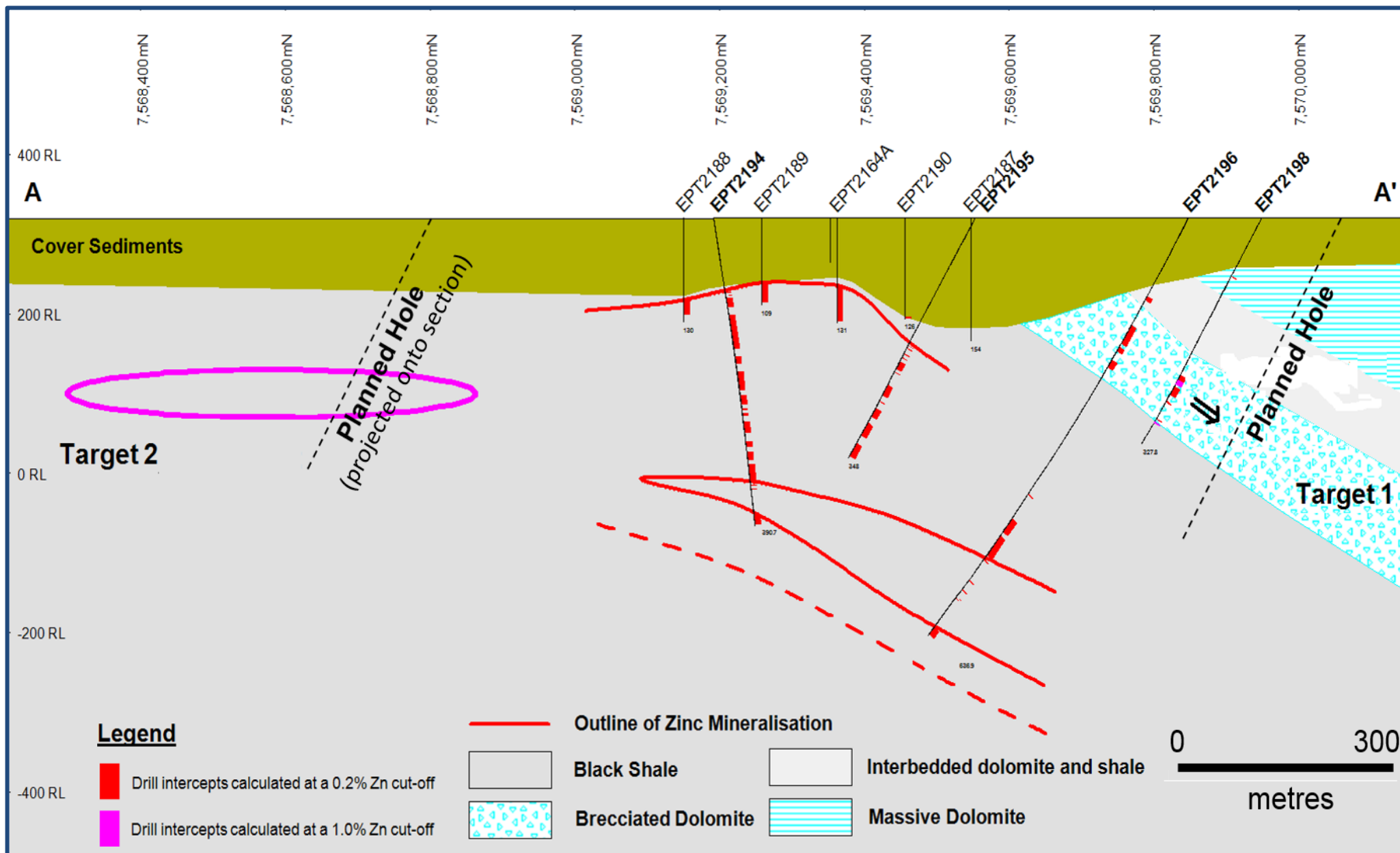


MILLENNIUM PROJECT

LOCATION MAP

Figure 1





MILLENNIUM PROJECT

CROSS SECTION

Figure 3

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 March 2015

Consolidated statement of cash flows

		Current quarter \$A'000	Year to date (9 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	(1)	(4)
	(b) development	-	-
	(c) production	-	-
	(d) administration	(74)	(253)
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	90
Net Operating Cash Flows		(46)	(167)
Cash flows related to investing activities			
1.8	Payment for purchases of: (a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	-	(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)
1.13	Total operating and investing cash flows (carried forward)	(46)	(168)

+ 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)	(46)	(168)
	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
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Other (provide details if material)	-	-
	Net financing cash flows	-	100
	Net increase (decrease) in cash held	(46)	(68)
1.20	Cash at beginning of quarter/year to date	74	96
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	28	28

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 3.1 & 4.1 Loan facility of \$200,000 from director-related entities. Subsequent to quarter end, on 22 April 2015, a further \$500,000 facility from director related entities has been put in place and drawn down to fund exploration. 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'ooo	Amount used \$A'ooo
3.1 Loan facilities	200	200
3.2 Credit standby arrangements	Nil	Nil

Estimated cash outflows for next quarter

	\$A'ooo
4.1 Exploration and evaluation	250
4.2 Development	-
4.3 Production	-
4.4 Administration	70
Total	320

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'ooo	Previous quarter \$A'ooo
5.1 Cash on hand and at bank	17	63
5.2 Deposits at call	11	11
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	28	74

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			

+ 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: **29 April 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.

HAMPTON HILL MINING NL
MINERAL TENEMENT INFORMATION (ASX Listing Rule 5.3.3)
For the quarter ended 31 March 2015

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
P15/5920 & 5921	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 March 2015

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