

31 July 2015

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

ACTIVITIES REPORT FOR THE QUARTER ENDED 30 JUNE 2015

Early in the quarter, Hampton Hill Mining NL secured a joint venture agreement with fellow junior exploration company, Encounter Resources Limited (ENR), whereby Hampton has the right to earn a 25% interest in the promising Millennium Zinc Project providing a key focus for the Company (Refer to ASX announcement of 23 April 2015).

Hampton then completed a 1:2 rights issue at 2 cents per share which was well supported with a 91.4% take up once shortfall applications were accounted for. The issue raised approximately \$1.3 million providing the funding required for the first phases of the Millennium earn-in.

Joint venture drilling was initiated and, by the end of the quarter, five diamond drill holes had been completed. During this program the first phase of the Millennium earn-in was completed and Hampton made its second phase election committing to a second project sole funding of \$500,000 and, in accordance with the joint venture terms, issuing ENR with 30,748,903 Hampton shares in consideration for the right to earn up to 25% in the project.

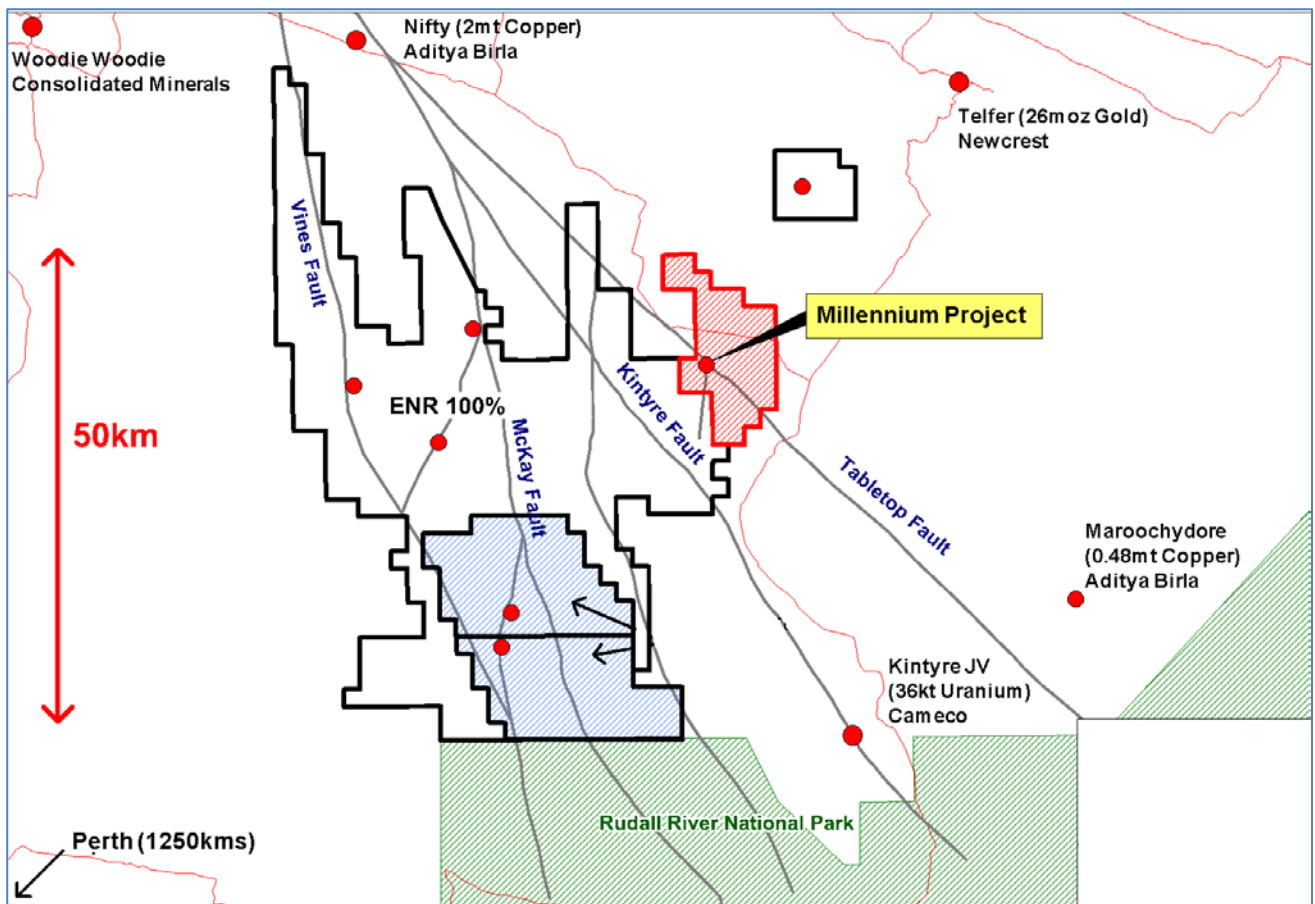
As a result of the rights issue and the issue of shares to ENR the share capital of Hampton is now approximately 235.8 million fully paid shares of which ENR owns 13%. Hampton also has 2.65 million unlisted partly paid shares issued as staff incentive.

The following is the June quarterly report relating to the Millennium Zinc Project which has been presented to Hampton by ENR, the project managers.

MILLENNIUM ZINC PROJECT QUARTERLY REPORT

Five diamond holes were completed (refer Table 1 and Figure 6) [Hampton ASX announcement 7 July 2015] Three diamond holes (EPT2201, EPT2203 and EPT2206) were drilled in the north of the project area and two holes in the south (EPT2200 and EPT 2202).

EPT2201 was designed to target the carbonate-shale contact approximately 250 metres south-east of the high grade sulphide intersection EPT1854. EPT2201 intersected a thick zone of zinc rich gossan (Photo 1) between 255 and 300 metres downhole before the hole failed at a depth of 334.2metres which was above the targeted shale-carbonate contact. Assays from this intersection included a section of 38.7metres grading 0.9% zinc from 255.8metres (including 8.6 metres assaying 2.2% zinc from 285.9 metres). The gossan in this hole shows strong similarities to the intersection in EPT1831 and confirmed the significant strike extension of the gossan zone.



Project location map

EPT2203 was drilled to test the mineralised contact position 150metres down dip of EPT2201 at a similar depth from surface as the high grade zinc sulphide intersection in EPT1854. It intersected a thicker and more competent zone of gossan material from 344 to 432 metres downhole again with highly elevated zinc anomalism (see Photo 2 and Table 2). Assays from EPT 2203 returned 91.8 metres assaying 1.6% zinc from 344.4 metres (including 26.3 metres assaying 2.1% zinc from 345.1metres).

The three gossan intersections in EPT 1831, EPT 2201 and EPT 2203 demonstrate that the targeted zone has a significant thickness with continuous and consistent geometry (see Figures 7 and 8). The highly anomalous zinc mineralisation contained within the gossan supports the interpretation that it is likely to have formed by the oxidation of primary zinc sulphide mineralisation and that the targeted zone may transition at depth into a significant body of zinc sulphide mineralisation.

The final hole on the northern section, EPT2206, was drilled 200metres directly down dip of EPT2203 (Figure 7) to target the sulphide zone on a possible steep plunge. This hole intersected a deformation zone / fluid conduit with alteration similar to that in EPT1854 but intersected only traces of disseminated zinc sulphides. As a result it is now interpreted that the mineralised shoot has a shallow south-east plunge, and that EPT2206 passed beneath the plunging shoot (see Figure 8 long section).

The gossan zone has been preferentially oxidised down to a depth of approximately 400 metres from surface. The sulphide intersection in EPT1854, located approximately 250 metres north-west and along strike of EPT2201 and EPT2203 intersected narrow zones of brecciated and laminated massive zinc sulphide mineralisation that may be representative of the primary precursor zone to

the gossan. Its occurrence at similar depths to that of the gossan in EPT2203 indicates the potential for accumulations of high-grade zinc sulphide within 500metres of the surface at Millennium.

This interpretation is supported by the occurrence of secondary sulphides near the base of the gossan intersected in EPT2203, which is interpreted to be close to the sulphide interface. The boundary between oxide and sulphide mineralisation is expected to vary along strike . This variation ranges from significant sulphide mineralisation intersected within 200 metres from surface in the south of the prospect in EPT2198, to preferential weathering up to 400 metres from surface in EPT2203 in the north.

The two diamond holes drilled in the south targeted a key structural intersection of the regionally significant Tabletop Fault and the southern margin of an interpreted sedimentary sub-basin.

The first, EPT2202, was collared 400metres to the west of EPT2198 that had previously intersected zinc mineralisation associated with the shale-carbonate contact that included a 7metre intersection assaying 4.76% zinc from 233 metres (including 1.4 metres assaying 10% zinc) (refer ASX release 12 January 2015). EPT2202 intersected a structurally disrupted carbonate – shale contact at the expected depth but no significant zinc sulphide mineralisation was intersected at the contact or within the brecciated carbonate hanging wall. It is interpreted that EPT 2202 was drilled below the plunge of the possible high grade shoot (see Figure 8)

The second hole, EPT2200, was designed to test a modelled gravity anomaly well to the south of the mineralised shale-carbonate contact. Modelling of the ground gravity data had highlighted an 800 by 550 metre 0.5mgal density anomaly along an interpreted NE trending transfer fault. The gravity feature had been modelled to be 80 metres thick with its top surface at 140 to 200 metres depth. EPT2200 intersected a thick package of fine grained sediments consisting mostly of sulphidic shales and argillite which appeared to coarsen with depth before EOH at 414.7metres. Minor traces of copper and zinc sulphide mineralisation were intersected. Selected samples have been taken for density measurements in order to help explain the source of the gravity anomaly and for use in refining the gravity model. Re-modelling of the gravity anomaly and the chemical analysis of these samples is in progress.

Hole_ID	Northing (m)	Easting (m)	RL (m)	EOH(m)	Dip	Azi
EPT2200	7568847	390550	315	414.7	-60	180
EPT2201	7571150	389150	315	334.2	-55	180
EPT2202	7570010	390549	315	308.5	-60	180
EPT2203	7571163	389154	315	515.3	-78	180
EPT2204*	7571315	389147	315	183.4	-80	180
EPT2205*	7571318	389147	315	65	-80	180
EPT2206	7571324	389147	315	669.6	-80	180

Table 1: Diamond drilling collar location – Millennium

Estimated drill hole coordinates GDA94 zone 51 datum. Collars positioned via handheld GPS (+/-5m),

*EOH = End of hole depth; m=metre; azi=azimuth. * Hole terminated following significant deflection of the RC pre-collar*

Hole ID	Prospect	From (m)	To (m)	Length (m)	Core Loss %	Cavities (m)	Zinc %
EPT2201	Millennium	255.8	294.5	38.7	54%	5.4	0.9%
Incl.		285.9	294.5	8.6	51%	-	2.2%
EPT2203	Millennium	344.4	436.2	91.8	38%	6.2	1.6%
Incl.		345.1	371.4	26.3	33%	-	2.1%
and		393.3	399.9	6.6	50%	-	1.2%
and		404.1	434.7	30.6	25%	1.1	1.7%
and		436.8	439	2.2	9%	-	0.1%

Table 2: Diamond drilling assay results – Millennium

Intervals are calculated at a 0.1% Zn lower cut-off, with internal higher grade intervals calculated at a 1% Zn lower cut-off.

Core loss definition – percentage of drill core unrecovered/destroyed during the drilling process (excluding cavities). Significant cavities and core loss were encountered in EPT2201 and EPT2203. Where present, core loss was attributed to the end of the drill run, and sampling intervals do not span across core loss. All quoted intersections in this announcement are length-weighted amalgamations of sampling intervals (thus include core loss and cavities) quoted as broad intersections.

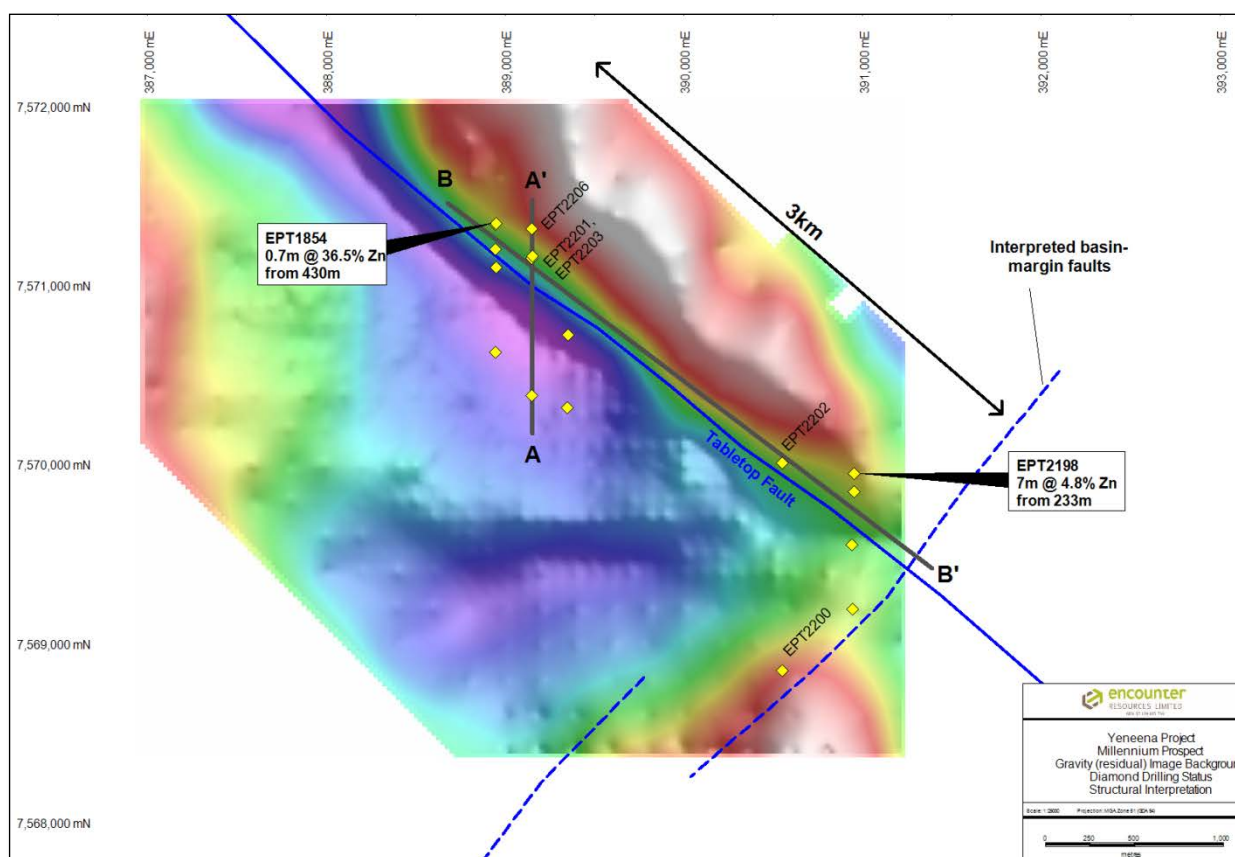


Figure 6: Diamond drilling collar location – Millennium

Future Plans

Reprocessing of the ground gravity data and inversions as well as a 2D forward model is currently being completed. This work is aimed at identifying structural shoots along the shale / carbonate contact at Millennium that may have acted as focused conduits for the mineralising fluids.

An RC drilling program is being designed to test the undrilled gap along the shale / carbonate contact between the mineralised sections in the north and south of the prospect. The RC holes will be designed to test for extensions to the gossanous zone and provide pre-collars for future diamond drilling.

Diamond drilling to test the interpreted south-east plunge to the zinc mineralisation will commence following the completion of the RC program.

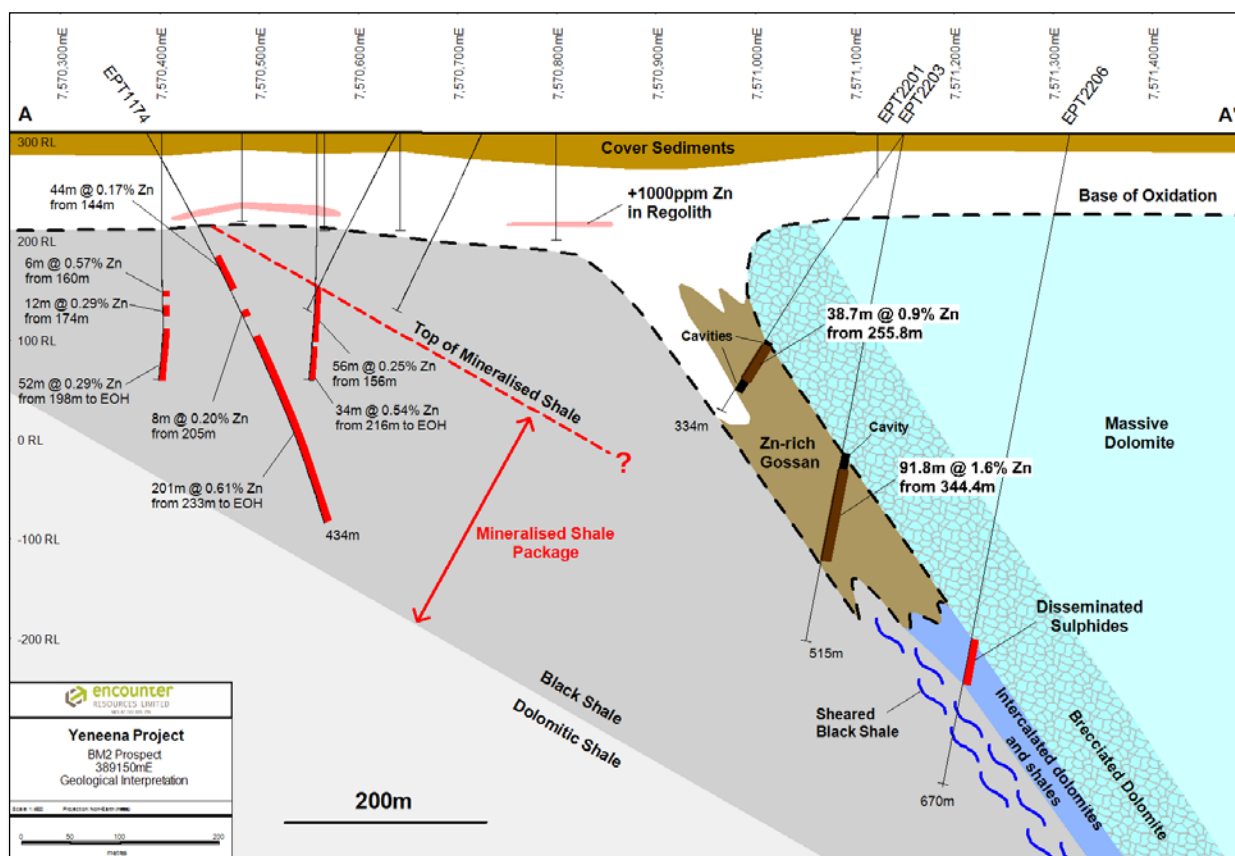


Figure 7: Cross Section 389150mE (A-A') – Millennium

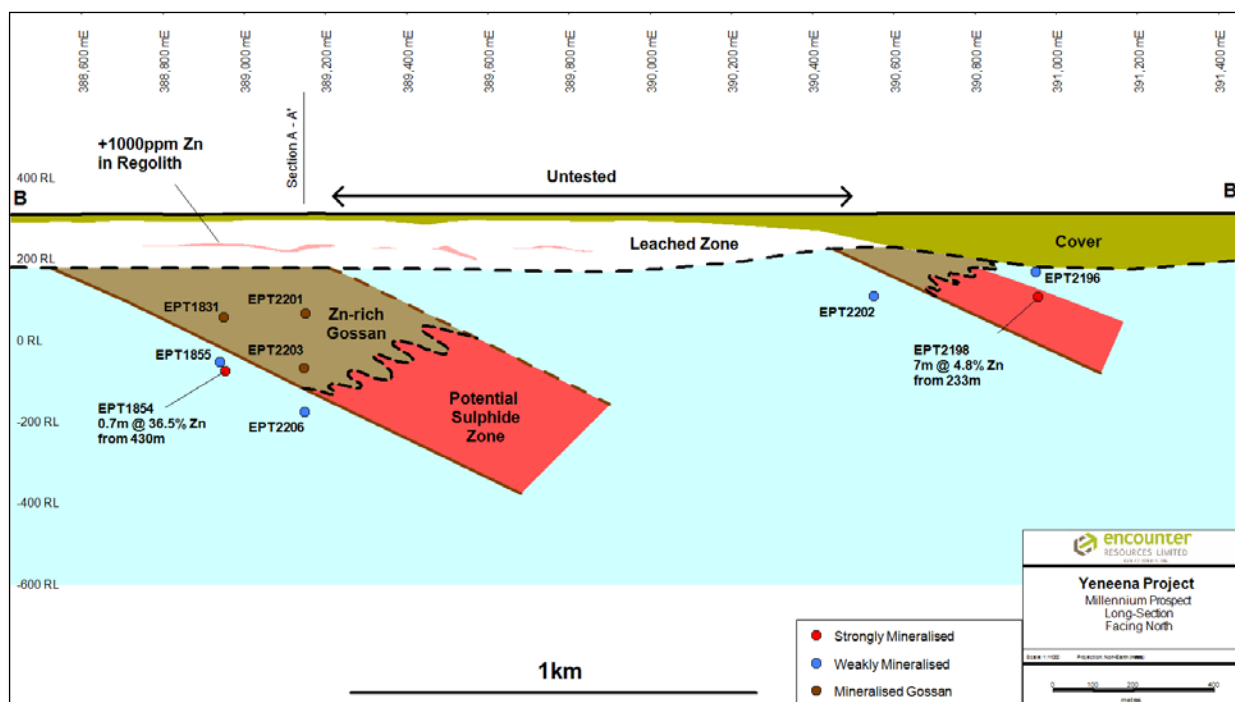


Figure 8: Diamond drilling long section (B – B') – Millennium



Photo 1: Gossan zone from ~ 281m in EPT 2201



Photo 2: Gossan zone from 408.9m to 419.2m in EPT2203

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

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

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

Name of entity

HAMPTON HILL MINING NL

ABN

60 060 628 524

Quarter ended ("current quarter")

30 June 2015

Consolidated statement of cash flows

		Current quarter \$A'000	Year to date (12 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	(501)	(505)
	(b) development	-	-
	(c) production	-	-
	(d) administration	(88)	(341)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	1	1
1.5	Interest and other costs of finance paid	(9)	(9)
1.6	Income taxes paid	-	-
1.7	Other (provide details if material)	28	118
Net Operating Cash Flows		(569)	(736)
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)	(569)	(737)

+ 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)	(569)	(737)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	1,266	1,266
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	500	600
1.17	Repayment of borrowings	(500)	(500)
1.18	Dividends paid	-	-
1.19	Other (provide details if material)	-	-
	Net financing cash flows	1,266	1,366
	Net increase (decrease) in cash held	697	629
1.20	Cash at beginning of quarter/year to date	28	96
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	725	725

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
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.
1.14	During the quarter, the Company issued 64.3 million ordinary fully paid shares in a 1 for 2 rights issue, raising \$1.27 million additional capital after costs
1.16 & 1.17	An additional loan facility of \$500,000 from director related entities was received, and repaid with interest, during the quarter
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

During the quarter, the Company issued 30,748,903 ordinary fully paid shares to its joint venture partner in consideration for the right to earn up to 25% in the Millennium Project.

+ See chapter 19 for defined terms.

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

- 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

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	-	-

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	500
4.2 Development	-
4.3 Production	-
4.4 Administration	63
Total	563

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	38	17
5.2 Deposits at call	237	11
5.3 Bank overdraft	-	-
5.4 Term Deposit	450	-
5.5 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	725	28

+ See chapter 19 for defined terms.

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	E45/2501 E45/2561 E45/2500 (part of)	Beneficial interest earned Beneficial interest earned Beneficial interest earned	0% 0% 0%
				10% 10% 10%

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	235,741,595	235,741,595	Fully Paid
		200,000	10 cents	Part Paid to 0.1 cent
		1,750,000	20 cents	Part Paid to 0.1 cent
		700,000	25 cents	Part Paid to 0.1 cent
7.4	Changes during quarter			
	(a) Increases through issues	64,321,805	64,321,805	Fully Paid
	(b) Decreases through returns of capital, buy-backs	30,748,903	30,748,903	Fully Paid
			2 cents	
			3.9 cents	
7.5	+Convertible debt securities			
	(description)			

+ 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)
7.6	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: **31 July 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 30 June 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
E45/2501	East Pilbara, WA	0%	Note 4
E45/2561	East Pilbara, WA	0%	Note 4
E45/2500 (part of)	East Pilbara, WA	0%	Note 4

HAMPTON HILL MINING NL
MINERAL TENEMENT INFORMATION (ASX Listing Rule 5.3.3)
For the quarter ended 30 June 2015

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

Tenement	Location	Registered Holding		Beneficial Interest	
		Before	After	Before	After
E45/2501	East Pilbara, WA	0%	0%	0%	Note 4
E45/2561	East Pilbara, WA	0%	0%	0%	Note 4
E45/2500 (part of)	East Pilbara, WA	0%	0%	0%	Note 4

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.
- 4) The Company holds a 10% beneficial interest and the right to earn a total of 25%.

Key:

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