HAMPTON HILL Mining NL

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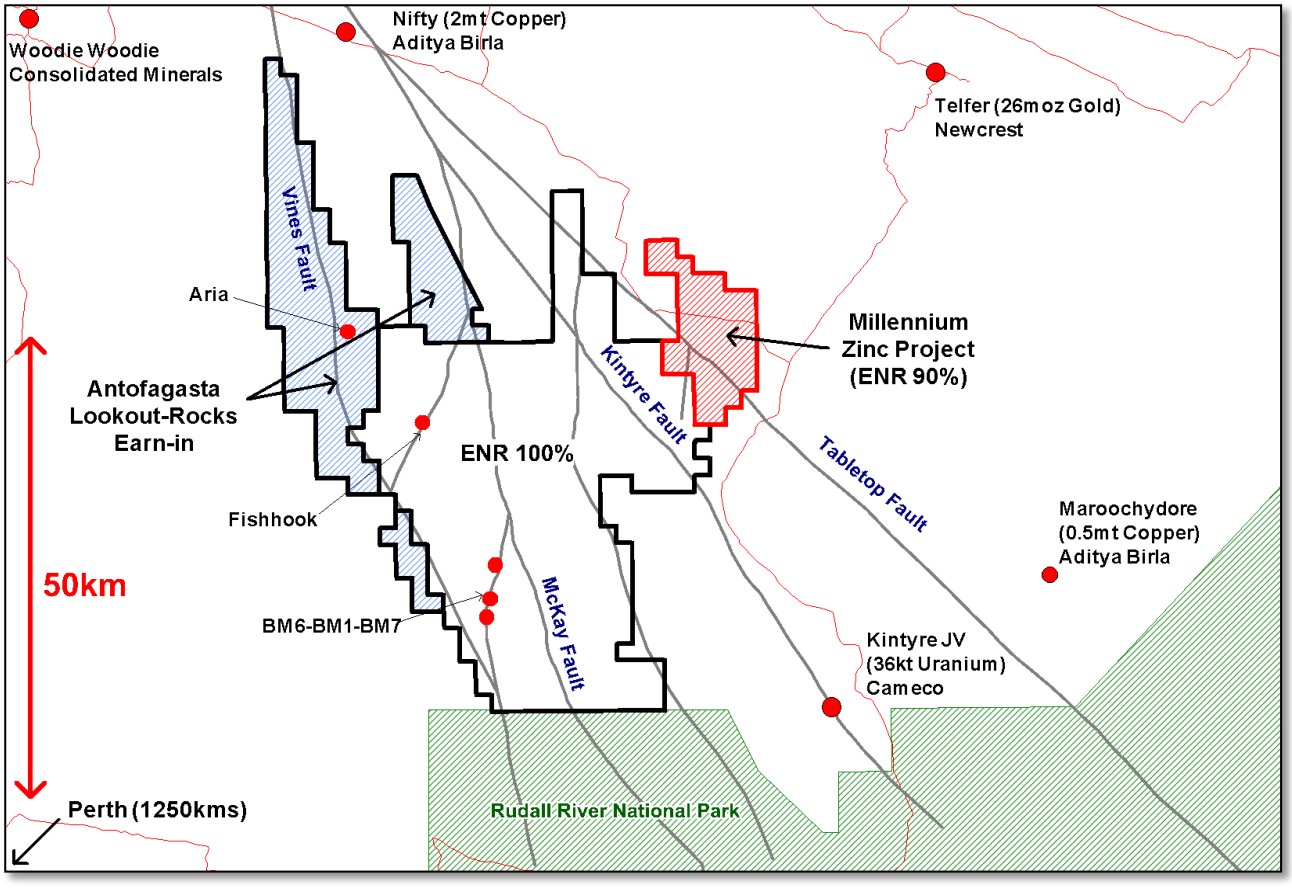
29 October 2015

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

ACTIVITIES REPORT FOR THE QUARTER ENDED 30 SEPTEMBER 2015

THE MILLENNIUM ZINC PROJECT

Hampton Hill Mining NL (Hampton) has earned a 10% interest to date and has sole funded $1 million dollars of project funding to maintain its right to earn a further 15% interest. As of October 2015, Hampton commenced phase three of its earning arrangements whereby it may secure a total ownership of 25% by contributing a further $1 million of the next $2 million of the initial joint venture expenditure.



Encounter Resources Limited project map identifying the location of the Millennium Zinc Project

Exploration during the quarter focussed on further drill testing of the contact between the shallow dipping shale sequences and the eastern massive dolomitic sequences. The drilling mapped out the zinc anomalous gossanous zone along the entire 2 kilometres of strike tested to date. It included two diamond drill holes designed to test for sulphides at depth but which did not intersect significant mineralization due to interpreted faulting.

A project quarterly report issued by the managers, Encounter Resources Limited is presented below:

First Assays from RC Program at Millennium Zinc

- ***Assays results from the first two drill holes (EPT2260, EPT2261) of the recently completed RC program at Millennium have been received.***
- ***EPT2260 contained a broad interval of weathered zinc mineralisation that has substantially extended the gossan zone at Millennium and included:***
    - ***70m @ 2.3% Zn from 182m to <u>end of hole</u>***
- ***The gossan unit at Millennium has now been intersected in seven drill holes and is interpreted to be over 2km in strike extent. EPT2260 is the most strongly mineralised gossan intersection to date, the top of the interval is within 160 metres of surface and the increasing sulphur and silver assays towards the bottom of the hole indicate that the hole may have terminated close to the sulphide interface.***
- ***Further diamond drilling is planned to be completed down dip of EPT2260 in November 2015***
- ***EPT2261 has established continuity of the zone of zinc sulphide in the south-east of the Millennium prospect. This hole contained a sulphide intersection of 14m @ 1.8% Zn from 223m. EPT2261 is located 100m north-west of the previous intersection of 7m at 4.8% from 233m in EPT 2198 (see ASX announcement 12 January 2015) in a similar stratigraphic position.***

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*The directors of Encounter Resources Ltd ("**Encounter**") are pleased to provide the first assay results from the recently completed RC drill program at Millennium (90% Encounter). Millennium is located in the north-east of the Yeneena project of Western Australia and is subject to an Earn In Agreement with Hampton Hill Mining ("**HHM**") (see ASX announcement 23 April 2015).*

A total of 6 RC drill holes were completed at Millennium in September/October 2015. Two of these RC holes were drilled as pre-collars for diamond drilling. The diamond drilled tails have also recently been completed. Assays results from the first two drill holes (EPT2260, EPT2261) of the RC program have been received.

EPT2260 contained a broad interval of weathered zinc mineralisation that has extended the gossan zone at Millennium. This interval returned an assay of 70m @ 2.3% Zn from 182m to end of hole. The gossan unit at Millennium has now been intersected in seven drill holes and is interpreted to be over 2km in strike extent. EPT2260 is the strongest mineralised gossan intersection to date and the top of the gossan is located within 160 metres of surface. The sulphur and silver assays from the gossan zone in EPT2260 increase towards to bottom of the hole indicating that the hole may have terminated close to the sulphide interface.

EPT2261 contained a sulphide intersection of 14m @ 1.8% Zn from 223m. EPT2261 is located 100m north-west of the previous intersection of 7m at 4.8% from 233m in EPT 2198 (see ASX announcement 12 January 2015). EPT2261 has established the continuity of an interpreted zone of coherent zinc sulphide mineralisation located in the south-east of the Millennium prospect that requires further drill testing. A ground gravity survey was also completed in October 2015 in this area to extend gravity coverage to the south-east of the mineralised trend at Millennium.

The two further RC holes in the program (EPT2264 and EPT2258) also intersected zones of mineralised zinc gossan. These gossanous intersections are interpreted to not be as strongly mineralised at EPT2260. These drill holes have been submitted for chemical analysis with results pending.

EPT2257 and EPT2262 were pre-collared with the RC rig and completed with diamond drilling. Initial visual inspection of the core indicates that the carbonate shale contact in these holes is not well mineralised and is heavily brecciated and altered. It is interpreted that these two diamond holes have intersected positions where faulting has offset the mineralised contact. The potential remains to define additional mineralisation down dip and up dip of these post-mineralisation aged faulted positions. These drill holes will now be systematically logged, cut and submitted for chemical analysis.

Next Steps

At the south-east of the Millennium prospect, the recently collected gravity data will be interpreted in conjunction with all chemical assays from the recent drilling to design a systematic drill test of the interpreted extension of the mineralised contact. This program is expected to be completed at the start of the 2016 drill season.

Given the strong, near surface zinc mineralisation intersected in EPT2260 which ended in mineralisation grading 2% zinc and that this intersection is interpreted to be close to the sulphide interface, an additional phase of diamond drilling is planned. RC hole EPT2260 will be extended with a diamond tail and a new diamond drill hole will be completed to target the mineralised position 150m down dip of the 70 m @ 2.3%Zn drilled in EPT2260. This diamond drilling will commence in mid-November 2015.

The Millennium RC drilling program was co-funded under the WA Government Exploration Incentive Scheme.

Hole_ID	Northing (m)	Easting (m)	RL (m)	EOH(m)	Dip	Azi
EPT2257	7570983	389549	315	216	-75	180
EPT2258	7570805	389550	315	284	-60	180
EPT2260	7570621	389748	315	252	-60	180
EPT2261	7569948	390845	315	310	-60	180
EPT2262	7570055	390952	315	316	-60	180
EPT2264	7570203	390154	315	166	-60	180

Table 1: Drill hole 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)	Zinc %
EPT2260	Millennium	94	128	34	0.1%
and		182	252*	70	2.30%
EPT2261	Millennium	116	158	42	0.26%
and		215	283	68	0.61%
incl.		223	237	14	1.79%
and		309	310*	1	0.12%

Table 2: RC drilling assay results – Millennium (EPT2260 and EPT2261 only)

*Intervals are calculated at a 0.1% Zn lower cut-off, with internal higher grade intervals calculated at a 1% Zn lower cut-off. * Denotes end of hole interval.*

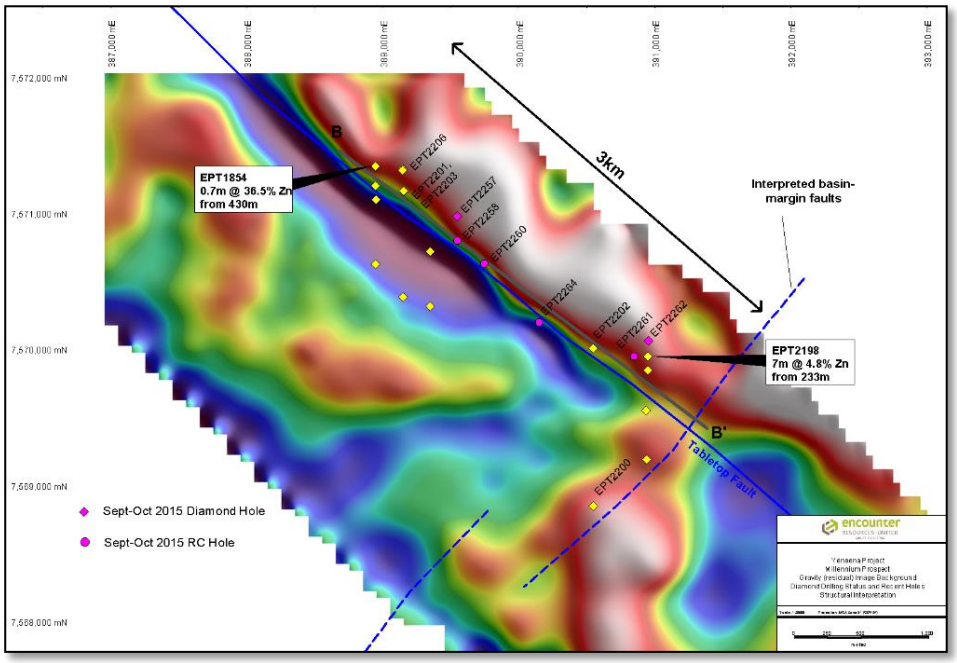

Figure 1: Drill hole collar location – Millennium

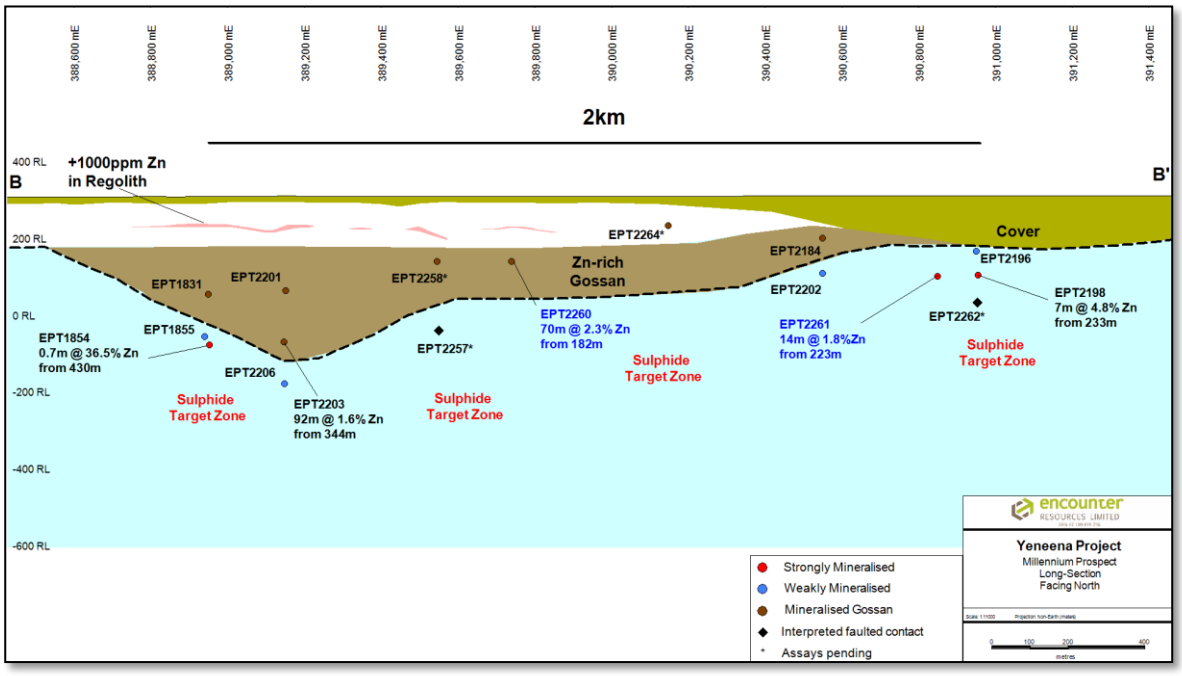

Figure 2: Drill hole long section (B – B') – Millennium showing diamond and recent RC holes only

The information in this report that relates to Exploration Results is based on information compiled by Mr. Peter Bewick who is a Member of the Australasian Institute of Mining and Metallurgy. Mr. Bewick holds shares and options in and is a full time employee of Encounter Resources Ltd and has sufficient experience which is relevant to the style of mineralisation under consideration to qualify as a Competent Person as defined in the 2012 Edition of the 'Australian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Bewick consents to the inclusion in the report of the matters based on the information compiled by him, in the form and context in which it appears.

The Company confirms that it is not aware of any new information or data that materially affects the information in the relevant ASX releases and the form and context of the announcement has not materially changed.

SECTION 1 SAMPLING TECHNIQUES AND DATA

Criteria	JORC Code explanation	Commentary
Sampling techniques	*Nature and quality of sampling (e.g. cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc). These examples should not be taken as limiting the broad meaning of sampling.*	Millennium was sampled by Encounter using RC and diamond drilling. Six holes were drilled for a total of 1544m. The six holes were drilled on five north-south sections. Onsite handheld Niton XRF instruments were used to systematically analyse RC samples, with a single reading taken for each 1m sample or 2m composite sample produced during drilling. These results are only used for onsite interpretation and the XRF results are not reported.
	Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used	Drill hole collar locations were recorded by handheld GPS, which has an estimated accuracy of +/- 5m.
	Aspects of the determination of mineralisation that are Material to the Public Report. In cases where 'industry standard' work has been done this would be relatively simple (e.g. 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay'). In other cases more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (e.g. submarine nodules) may warrant disclosure of detailed information	Reverse circulation drilling was used to obtain 3-4 kg samples every 1m downhole via the onboard splitter. These samples were sent to Bureau Veritas Minerals Pty Ltd Laboratories in Perth, where they were dried, crushed, pulverised and split to produce a sub – sample for ICP – OES and ICP – MS analysis.
Drilling techniques	*Drill type (e.g. core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc) and details (e.g. core diameter, triple or standard tube, depth of diamond tails, face-sampling bit or other type, whether core is oriented and if so, by what method, etc).*	RC drilling accounts for 100% of the results reported in this announcement. Holes were drilled using 4 1/2" diameter face sampling hammer.
Drill sample recovery	*Method of recording and assessing core and chip sample recoveries and results assessed*	RC sample recoveries were estimated as a percentage and recorded by ENRL field staff.

	Measures taken to maximise sample recovery and ensure representative nature of the samples	Driller's used appropriate measures to maximise RC sample recovery and minimise down-hole and/or cross – hole contamination.
	Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse material.	To date, no detailed analysis to determine the relationship between sample recovery and/or and grade has been undertaken for this RC drill program.
Logging	*Whether core and chip samples have been geologically and geotechnically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies.*	Geological logging is carried out on all drillholes, with lithology, alteration, mineralisation, structure and veining recorded. Where core was orientated, structural measurements are taken.
	Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc) photography.	Geological logging is qualitative in nature and records interpreted lithology, alteration, mineralisation, structure, veining and other features of the samples.
	The total length and percentage of the relevant intersections logged	All drill holes will be logged in full by Encounter geologists.
Sub-sampling techniques and sample preparation	*If core, whether cut or sawn and whether quarter, half or all core taken.*	No core samples reported in this announcement.
	If non-core, whether riffled, tube sampled, rotary split, etc and whether sampled wet or dry.	RC samples were collected on the rig using a splitter. Samples were recorded as being dry, moist or wet by Encounter field staff.
	For all sample types, the nature, quality and appropriateness of the sample preparation technique.	Sample preparation was completed at Bureau Veritas Minerals Pty Ltd Laboratories in Perth. Samples were dried, crushed, pulverised (90% passing at a ≤75µM size fraction) and split into a sub – sample that was analysed using a 4 acid digest with an ICP – OES and ICP – MS finish.
	Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.	Field QC procedures involve the use of commercial certified reference materials (CRMs) and in house blanks. The insertion rate of these will be at an average of 1:33.
	Measures taken to ensure that the sampling is representative of the in situ material collected, including for instance results for field duplicate/second-half sampling.	Field duplicates were taken during RC drilling and were collected on the rig via a splitter at a rate of 1:50. The results from these duplicates are assessed on a periodical basis.
	Whether sample sizes are appropriate to the grain size of the material being sampled.	The sample sizes are considered appropriate to give an accurate indication of base metal anomalism and mineralisation at Millennium.
Quality of assay data and laboratory tests	*The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.*	The samples will be digested and refluxed with hydrofluoric, nitric, hydrochloric and perchloric acids (four acid digest). This digest is considered to approach a total digest for many elements, although some refractory minerals are not completely attacked. Analytical methods used will be ICP – OES (Al, Ca, Cu, Fe, Mg, Mn, Ni, P, S and Zn) and ICP – MS (Ag, As, Bi, Cd, Co, In, Mo, Pb, U, Sr and Tl).

	For geophysical tools, spectrometers, handheld XRF instruments, etc, the parameters used in determining the analysis including instrument make and model, reading times, calibrations factors applied and their derivation, etc.	Two handheld XRF instruments were used to systematically analyse RC samples and drill core onsite. The principal instrument used was a Thermo Scientific XL3t 950 GOLDD+. A Thermo Scientific XL3t 500 was also used infrequently. Reading times ranged from 20 – 25 seconds. Standards are analysed frequently to ensure accuracy.
	Nature of quality control procedures adopted (e.g. standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (i.e. lack of bias) and precision have been established.	Laboratory QAQC involves the use of internal lab standards using certified reference material, blanks, splits and replicates as part of in house procedures. Encounter also submitted an independent suite of CRMs, blanks and field duplicates (see above). A formal review of this data is completed on an annual basis.
Verification of sampling and assaying	*The verification of significant intersections by either independent or alternative company personnel.*	The intersections included in this report have not been verified.
	The use of twinned holes.	No twinned holes have been drilled.
	Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.	Primary data is collected for Millennium on hand held printed forms and on toughbook computers using Excel templates and Maxwell Geoservice's LogChief software. Data collected was sent offsite to Encounter's Database (Datashed software), which is backed up daily.
	Discuss any adjustment to assay data.	No adjustments or calibrations are made to any assay data collected at Millennium.
Location of data points	*Accuracy and quality of surveys used to locate drill holes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral Resource estimation.*	Drill hole collar locations are determined using a handheld GPS. Down hole surveys used single shot readings during RC drilling. These were taken at approximately every 30m downhole
	Specification of the grid system used.	The grid system used is MGA_GDA94, zone 51.
	Quality and adequacy of topographic control.	Estimated RLs were assigned during drilling and are to be corrected at a later stage using a DTM created during the VTEM AEM survey.
Data spacing and distribution	*Data spacing for reporting of Exploration Results.*	The six holes in this program were drilled on five separate north-south section. The sections vary from 100m-600m apart.
	Whether the data spacing and distribution is sufficient to establish the degree of geological and grade continuity appropriate for the Mineral Resource and Ore Reserve estimation procedure(s) and classifications applied.	Mineralisation has not yet demonstrated to be sufficient in both geological and grade continuity appropriate for the Mineral Resource and Ore Reserve estimation procedure(s) and classifications to be applied.
	Whether sample compositing has been applied.	RC samples from this program were composited from 1m sample piles into 2m composite samples.

Orientation of data in relation to geological structure	*Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type.*	N/A – this is early stage drilling and the orientation of sampling to the mineralisation is not known.
	If the relationship between the drilling orientation and the orientation of key mineralised structures is considered to have introduced a sampling bias, this should be assessed and reported if material.	This is early stage drilling and the orientation of sampling to the mineralisation is not known.
Sample security	*The measures taken to ensure sample security.*	The chain of custody is managed by Encounter. Samples will be delivered by Encounter personnel to Newcrest's Telfer Mine site and transported to the assay laboratory via McMahon's Haulage. Tracking protocols have been emplaced to monitor the progress of all samples batches.
Audits or reviews	*The results of any audits or reviews of sampling techniques and data.*	Sampling techniques and procedures are regularly reviewed internally, as is data. To date, no external audits have been completed on the Millennium data.

SECTION 2 REPORTING OF EXPLORATION RESULTS

Criteria	JORC Code explanation	Commentary
Mineral tenement and land tenure status	*Type, reference name/number, location and ownership including agreements or material issues with third parties including joint ventures, partnerships, overriding royalties, native title interests, historical sites, wilderness or national park and environmental settings.*	The Millennium prospect is located within the tenement E45/2561, E45/2500 and E45/2501 which are 90% held by Encounter and 10% held by Hampton Hill Mining. The prospect area is subject to an Earn In Agreement with HHM, whereby HHM may up to a 25% interest in the prospect area. The tenements that host the Millennium prospect are subject to a 1.5% Net Smelter Royalty to Barrick Gold of Australia. This tenements are contained completely within land where the Martu People have been determined to hold native title rights. No historical or environmentally sensitive sites have been identified in the area of work.
Exploration done by other parties	*Acknowledgment and appraisal of exploration by other parties.*	Prior to activities undertaken by Encounter, no exploration of the Millennium area had been completed.
Geology	*Deposit type, geological setting and style of mineralisation*	Millennium is situated in the Proterozoic Paterson Province of Western Australia. A simplified regional stratigraphy of the area comprises the Palaeo-Proterozoic Rudall Complex, unconformably overlain by the Neo-Proterozoic Coolbro Sandstone. On top of this is the Broadhurst Formation, which hosts Millennium. Millennium is considered prospective for sediment – hosted zinc-lead mineralisation, with the McArthur River deposit in Queensland providing a basic conceptual model for exploration targeting.
Drill hole information	*A summary of all information material to the understanding of the exploration results including tabulation of the following information for all Material drill holes:* • *Easting and northing of the drill hole collar* • *Elevation or RL (Reduced Level – elevation above sea level in meters) of the drill hole collar* • *Dip and azimuth of the hole* • *Down hole length and interception depth* • *Hole length*	Refer to tabulations in the body of this announcement.
Data aggregation methods	*In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (e.g. cutting of high grades) and cut-off grades are usually Material and should be stated.*	All reported assays have been length weighted, with a nominal 0.1% Zn lower cut-off reported as significant in the context of the geological setting. No upper cuts-offs have been applied.

	Where aggregated intercepts incorporate short lengths of high grade results and longer lengths of low grade results, the procedure used for such aggregation should be stated and some typical examples of such aggregations should be shown in detail.	Higher grade intervals that are internal to broader zones of zinc mineralisation are reported as included intervals, using a lower cut-off of 1% Zn
	The assumptions used for any reporting of metal equivalent values should be clearly stated.	No metal equivalents have been reported in this announcement.
Relationship between mineralisation widths and intercept lengths	*These relationships are particularly important in the reporting of exploration results.* *If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported. If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (e.g. 'down hole length, true width not known').*	The geometry of the mineralisation is not yet known due to insufficient drilling in the targeted area.
Diagrams	*Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported. These should include, but not be limited to a plane view of drill hole collar locations and appropriate sectional views.*	Refer to body of this announcement.
Balanced Reporting	*Where comprehensive reporting of all Exploration Results is not practical, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Exploration Results.*	All significant intervals are reported with a 0.1% Zn lower cut-off (with internal higher grade intervals quoted at a 1% Zn lower cut-off).
Other substantive exploration data	*Other exploration data, if meaningful and material, should be reported including (but not limited to): geological observation; geophysical survey results; geochemical survey results; bulk samples – size and method of treatment; metallurgical test results; bulk density, groundwater, geotechnical and rock characteristics; potential deleterious or contaminating substances.*	All meaningful and material information has been included in the body of the text. No metallurgical or mineralogical assessments have been completed.
Further Work	*The nature and scale of planned further work (e.g. tests for lateral extensions or depth extensions or large – scale step – out drilling).* *Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive.*	Further drilling at Millennium is required to test the lateral and vertical extensions of the mineralised carbonate - shale contact. Diamond drilling is continue in November 2015.

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. 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).

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

Rule 5.3

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	Quarter ended ("current quarter")
60 060 628 524	**30 September 2015**

Consolidated statement of cash flows

		Current quarter $A'000	Year to date (3 months) $A'000
Cash flows related to operating activities			
1.1	Receipts from product sales and related debtors	-	-
1.2	Payments for (a) exploration & evaluation	**(502)**	**(502)**
	(b) development	-	-
	(c) production	-	-
	(d) administration	**(85)**	**(85)**
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	**2**	**2**
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other (provide details if material)	**30**	**30**
	Net Operating Cash Flows	**(555)**	**(555)**
	Cash flows related to investing activities		
1.8	Payment for purchases of: (a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	-	-
1.9	Proceeds from sale of: (a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	-	-
1.10	Loans to other entities	-	-
1.11	Loans repaid by other entities	-	-
1.12	Other (provide details if material)	-	-
	Net investing cash flows	-	-
1.13	Total operating and investing cash flows (carried forward)	**(555)**	**(555)**

+ See chapter 19 for defined terms.

1.13	Total operating and investing cash flows (brought forward)	**(555)**	**(555)**
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	-	-
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Other (provide details if material)	-	-
	Net financing cash flows	-	-
	Net increase (decrease) in cash held	**(555)**	**(555)**
1.20	Cash at beginning of quarter/year to date	**725**	**725**
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	**Cash at end of quarter**	**170**	**170**

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

		Current quarter $A'000
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

4.4	**Estimated administration cash flows are net of expected recovery of rent expenses.**
4 and 5	**The Company expects to be able to supplement working capital if necessary through the realisation of financial assets**

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	**-**	**-**

Estimated cash outflows for next quarter

		$A'000
4.1	Exploration and evaluation	**100**
4.2	Development	**-**
4.3	Production	**-**
4.4	Administration	**46**
	Total	**146**

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	**31**	**38**
5.2	Deposits at call	**139**	**237**
5.3	Bank overdraft	**-**	**-**
5.4	Term Deposit	**-**	**450**
5.5	Other (provide details)	**-**	**-**
	Total: cash at end of quarter (item 1.22)	**170**	**725**

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**	**235,741,595** **200,000** **1,750,000** **700,000**	**235,741,595**	 **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)*			*Exercise price*	*Expiry date*
7.8	Issued during quarter				
7.9	Exercised during quarter				
7.10	Expired during quarter				

+ See chapter 19 for defined terms.

		Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
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 Ruttledge** Date: **29 October 2015**
Company secretary

Print name: **Peter Ruttledge**

Notes

1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.

2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements and petroleum tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement or petroleum tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.

3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.

4 The definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report.

5 **Accounting Standards** ASX will accept, for example, the use of International Financial Reporting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

HAMPTON HILL MINING NL

MINERAL TENEMENT INFORMATION (ASX Listing Rule 5.3.3)

For the quarter ended 30 September 2015

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

Tenement	Location	Registered holding	Beneficial interest – refer Notes
E45/2501	East Pilbara, WA	0%	1
E45/2561	East Pilbara, WA	0%	1
E45/2500 (part of)	East Pilbara, WA	0%	1
M20/311	Murchison, WA	0%	2
MLA20/503	Murchison, WA	0%	2
MLA20/518	Murchison, WA	0%	2
MLA51/869	Murchison, WA	0%	2
E20/625	Murchison, WA	0%	2
E20/641	Murchison, WA	0%	2
P51/2581	Murchison, WA	0%	2
P20/2016	Murchison, WA	0%	2
P20/2077	Murchison, WA	0%	2
P20/2078	Murchison, WA	0%	2
P20/2080	Murchison, WA	0%	2
E20/457	Murchison, WA	0%	3
E20/459	Murchison, WA	0%	3
E20/492	Murchison, WA	0%	3
E20/595	Murchison, WA	0%	3
E51/907	Murchison, WA	0%	3
M20/419	Murchison, WA	0%	3
P20/2082-2086	Murchison, WA	0%	3
P51/2605-2613	Murchison, WA	0%	3
E39/1198	Yilgarn, WA	0%	4
E39/1236	Yilgarn, WA	0%	4
E31/0800	Yilgarn, WA	0%	4
P31/1797	Yilgarn, WA	0%	4
P39/4586-4592	Yilgarn, WA	0%	4
P39/4677-4679	Yilgarn, WA	0%	4
P39/4789	Yilgarn, WA	0%	4
P26/3426	Yilgarn, WA	0%	5
P15/4891-4901	Yilgarn, WA	0%	6
P15/5022-5025	Yilgarn, WA	0%	6
P16/2415-2418	Yilgarn, WA	0%	6
P16/2815 & 2816	Yilgarn, WA	0%	6
P15/5920 & 5921	Yilgarn, WA	0%	6
M15/696	Yilgarn, WA	0%	6

HAMPTON HILL MINING NL

MINERAL TENEMENT INFORMATION (ASX Listing Rule 5.3.3)

For the quarter ended 30 September 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) Millennium Zinc Project JV - The Company has earned a 10% beneficial interest and holds the right to earn a total of 25%.
2) 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.
3) 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.
4) The Company retains a 5% gross overriding royalty on all gold production exceeding one million ounces.
5) The Company retains a royalty of $1 per tonne of ore mined up to 100,000 tonnes, and $2 per tonne thereafter.
6) The Company retains a 0.98% net smelter return royalty on all ore produced from these tenements.

Key:

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