

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**

To Company Name/Scheme

HILL END GOLD LTD.

ACN/ARSN

072 692 365

1. Details of substantial holder (1)

Name

KEITH KNOWLES

ACN/ARSN (if applicable)

The holder became a substantial holder on

6/6/2014

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
See Annexure B			
See Annexure A			

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
See Annexure B		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
K KNOWLES	Spouse
PARKS 'Aunt'	Principle Share Holder

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
KETH KNOWLES	70 Roy Inc CHRISTIES BEACH
EDNA KNOWLES	SA 5163

Signature

print name KETH KNOWLES capacity

sign here R Knowles date / /

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

10 June 2014

Att: 603

E Knowles

annexure A

date purchase		ident		qty	cost
			SPLIT	200,244	3,805
10-Aug-12	67550489	HEG	BUY	157,120	2,691
20-Nov-12	69398022	HEG	BUY	580,866	10,476
21-Nov-12	69417530	HEG	BUY	405,983	7,308
7-Dec-12	69690689	HEG	BUY	480,000	8,180
12-Dec-12	69773251	HEG	BUY	642,669	10,945
17-Oct-13	76120968	HEG	BUY	949,749	5,718
18-Oct-13	76152676	HEG	BUY	600,000	4,200
25-Oct-13	76325277	HEG	BUY	684,550	4,812
1-Nov-13	76488414	HEG	BUY	599,950	4,210
17-Dec-13	77396036	HEG	BUY	2,168,000	13,038
23-Dec-13	77494555	HEG	BUY	880,000	5,300
30-Dec-13	77586665	HEG	BUY	150,300	922
3-Jan-14	77655756	HEG	BUY	2,200,000	13,210
Held E Knowles			HELD	10,699,431	94,815
9-Aug-13	74677589	HEG	SPLIT	325,715	2,606
12-Aug-13	74709620	HEG	BUY	310,000	2,480
14-Aug-13	74769494	HEG	BUY	1,294,977	10,360
27-Dec-13	77558790	HEG	BUY	4,540,000	27,361
14-Apr-14	79713585	HEG	BUY	274,491	1,392
15-Apr-14	79738462	HEG	BUY	4,066,698	20,337
23-Apr-14	79847162	HEG	BUY	305,100	1,545
9-May-14	80118818	HEG	BUY	4,400,000	22,024
			held	15,516,981	88,106

HELD PARKS

10 JUNE 2014
ATT 603

K Knowles

annexure B

date				qty	cost
		held	anz	12,810,263	161,369
8-Nov-13	76611516	HEG	BUY	570,000	3,440
24-Dec-13	77523068	HEG	BUY	2,350,800	14,125
20-Jan-14	77956175	HEG	BUY	15,000	95
20-Jan-14	77939523	HEG	BUY	111,111	687
28-Jan-14	78097955	HEG	BUY	226,167	1,131
6-Feb-14	78276828	HEG	BUY	810,000	4,880
22-Apr-14	79816476	HEG	BUY	1,598,700	8,013
23-Apr-14	79825497	HEG	BUY	2,691,300	13,460
8-May-14	80110686	HEG	BUY	1,815,207	9,101
9-May-14	80114899	HEG	BUY	184,793	924
allocation		HEG	allot	50,000,000	200,000
total	k knowles		held	73,183,341	417,225

Summary

holdings	K.Knowles	73183341	6.87%
	E.Knowles	10699431	1.00%
	Parks(aust)P/L	15516981	1.45%
		99399753	9.33%

ASSUMING 1064704835 ON ISSUE