

ACN 072 692 365

23 June 2015

Dear Shareholder

#### Share Purchase Plan

Hill End Gold Limited (Hill End or the Company) is pleased to offer existing shareholders the opportunity to participate in a A\$1,500,000 Share Purchase Plan (SPP) to acquire additional shares at an Issue Price of \$0.0035 per share.

The SPP will enable eligible shareholders who are registered as detailed below, irrespective of the size of their shareholding, to purchase up to A\$15,000 worth of shares in the Company, free of all brokerage and other charges. The SPP will open on 25 June 2015 and will remain open for subscription until 5pm (Sydney time) on 16 July 2015.

The purchase price of the New Shares offered under the SPP will be \$0.0035 each, which is a 12.5% discount to the previous day's traded price of the Company's shares and an 18.2% discount to the VWAP price for the previous fifteen trading days. The enclosed documents, "Share Purchase Plan" and "Application Form", set out the terms and conditions of the offer to shareholders (Offer) and how to apply for shares should you wish to participate. By making an application to purchase shares under the SPP, you agree to be bound by those terms and conditions. We encourage you to read and consider carefully the SPP terms and conditions.

The terms and conditions of the SPP will also be available on our website – www.hillendgold.com.au.

#### **Company Update**

The Company is an active explorer and developer of its New South Wales tenements and has acquired direct and indirect interests in resource projects. The Company currently holds 67 million shares in ASX-listed Bassari Resources Limited with approximately \$700,000 market value. The 100%-owned predevelopment Hargraves Gold Project is advancing through the pre-permitting stages for an open pit operation. Additionally, the 100%-owned Mares Nest Gold Prospect near the Company's Hill End Gold Project is considered to be a compelling open pit drilling target.

Website: www.hillendgold.com.au

admin@hillendgold.com.au

Both the Hargraves Gold Project and Mares Nest Gold Prospect have approved drill programs, which the Company wishes to progress. The programs are expected to extend the Company's substantial current gold resources.

At the Mares Nest Gold Prospect historic gold workings occur over a 4 km by 0.5 km area. Mapping, geochemical surveys and channel sampling by the Company have outlined a well-mineralised, 1.2 km long zone in the northern portion of Mares Nest that warrants drill testing, as it has never previously been drilled.

Further information regarding the Company's activities is contained in the Company's 2014 annual report and various announcements, which are available on the Company's website – <a href="www.hillendgold.com.au">www.hillendgold.com.au</a> and on the ASX website - <a href="http://www.asx.com.au/asx/statistics/announcements.do">http://www.asx.com.au/asx/statistics/announcements.do</a>.

# Key Features of the SPP

- Shares are offered at \$0.0035 per share.
- The New Shares are offered at a 12.5% discount to the closing price on the previous day of trading and an 18.2% discount to the VWAP price for the previous fifteen trading days.
- There are no transaction costs to participants.

The right to participate in the SPP is optional and is available exclusively to shareholders who were registered as holders of fully paid ordinary shares in the Company as at 7.00pm Sydney time on 22 June 2015 and whose address in the Company's share register was in Australia or New Zealand (Eligible Shareholders).

Eligible Shareholders can purchase as little as A\$1,000 of shares up to a maximum of A\$15,000. All shares issued under the SPP will rank equally with existing Hill End shares. The SPP will also enable shareholders who do not hold a marketable parcel of at least A\$500 worth of shares in the Company to increase their shareholding to greater than a marketable parcel, again without brokerage and other charges.

The Company reserves the right to scale back applications (in its absolute discretion) in the event that the total value of the acceptances to the SPP exceeds A\$1,500,000.

For all enquiries regarding the SPP, your holding of shares, or other registry enquires please contact Boardroom Pty Ltd, GPO Box 3993, Sydney NSW 2001. Telephone (within Australia) 1300 737 760, (outside Australia) +61 2 9290 9600, or Facsimile +61 2 9279 0664.

Yours Sincerely

Denis Clarke Chairman

# Hill End Gold Limited

ABN 74 072 692 365

# SHARE PURCHASE PLAN (SPP) June 2015 TERMS AND CONDITIONS

#### Introduction

This is an offer to Eligible Shareholders of Hill End Gold Limited (Hill End or the Company), to purchase up to A\$15,000 worth of additional fully paid ordinary shares in the Company (New Shares) at the Issue Price of A\$0.0035 per New Share (Issue Price) without being required to pay brokerage fees or incurring additional transaction costs.

The New Shares offered under the SPP are personal to Eligible Shareholders and are non-renounceable, which means that Eligible Shareholders cannot transfer their rights to the New Shares to another person.

Please read these Terms and Conditions in full as you will be bound by them by participating in the SPP. The SPP made under this offer does not take into account the individual investment needs, objectives or financial situation of individuals. Before making a decision on whether or not to participate in the SPP, Eligible Shareholders should consult their financial or other professional advisor. This document is not a prospectus or other disclosure document under the Corporations Act.

The SPP is established pursuant to the Corporations Act 2001 (Act) as amended by Australian Securities and Investments Commission (ASIC) Class Order 09/425 (CO 09/425) and the ASX Listing Rules (Listing Rules) (collectively the Regulatory Requirements).

Hill End and its board of directors (**Board**) do not offer any recommendation or advice regarding participation in the SPP.

# 1. Key Dates

The key dates of the SPP are as follows:

Record Date (7.00pm Sydney time)	22 June 2015
SPP opens (9.00am Sydney time)	25 June 2015
SPP closes (5.00pm Sydney time)	16 July 2015
Allotment Date	Within 10 business days of the closing of the SPP
Dispatch date for holding statements	Within 10 business days of the closing of the SPP

The timetable is indicative only and may be subject to change, even if the SPP has opened, or BPAY® or Application Forms have been received.

## 2. Eligibility to Participate

- 2.1 Subject to this section 2, all persons:
  - (a) registered as holders of fully paid ordinary shares in the Company (Shares); and

- (b) whose address in the share register of the Company is situated in Australia or New Zealand, at 7.00pm Sydney time on 22 June 2015, may participate in the SPP (Eligible Shareholders).
- 2.2 The Company reserves the right in its absolute discretion to reject any application for New Shares where it believes the applicant under the SPP is not an Eligible Shareholder.
- 2.3 Hill End has determined that it is not practical for holders of Hill End Shares with addresses on the share register in other jurisdictions to participate in the SPP. Shares to be allotted under the SPP have not been and will not be registered under the U.S. Securities Act and may not be offered, sold or delivered, directly or indirectly, in or to persons in, the United States.
- 2.4 Eligible Shareholders can only apply for a maximum of A\$15,000 worth of New Shares in aggregate under the SPP (unless you are applying as a Custodian). This limitation applies even if Eligible Shareholders receive more than one Application Form due to multiple holdings, or if they hold Hill End Shares in more than one capacity such as if they are a sole Eligible Shareholder and a joint Eligible Shareholder and/or an Eligible Shareholder with more than one holding under a separate account or designation.
- 2.5 Eligible Shareholders who hold Hill End Shares as a custodian, trustee or nominee (Custodian) (defined below) may participate on behalf of each Beneficiary (defined below) on whose behalf the Custodian is holding Hill End Shares. An Eligible Shareholder is deemed to be a Custodian under ASIC Class Order (CO 09/425) if:
  - (a) it holds an Australian financial services licence that:
    - i. covers the provision of a custodial or depositary service; or
    - ii. includes a condition requiring the holder to comply with the requirements of ASIC Class Order (CO 02/294); or
  - (b) it is exempt under:
    - (i). paragraph 7.6.01(1)(k) of the Corporations Regulations 2001; or
    - (ii). ASIC Class Order (CO 05/1270) to the extent that it relates to ASIC Class Order (CO 03/184), from the requirement to hold an Australian financial services licence for the provision of a custodial or depositary service; or
  - (c) it is a trustee of a self-managed superannuation fund or a superannuation master trust; or
  - (d) it is the responsible entity of an IDPS-like scheme (as defined by ASIC Class Order (CO 02/296)); or
  - (e) it is the registered holder of Hill End Shares and is noted on the Hill End register of members as holding Hill End Shares on account of another person.

A 'Beneficiary' is a client of a Custodian or Downstream Custodian (defined below) on whose behalf the Custodian or Downstream Custodian held Hill End Shares on the Record Date.

To the extent that a Custodian holds Hill End Shares on behalf of a Beneficiary resident outside Australia and New Zealand, it is the responsibility of the Custodian to ensure that any acceptance complies with all relevant foreign laws.

Custodians wishing to participate on behalf of one Beneficiary should pay by BPAY® or complete the Application Form and return it to Hill End's share registry with payment. Custodians wishing to participate on behalf of more than one Beneficiary should contact Hill End's share registry and request a Custodian Certificate and Schedule.

- 2.6 If you hold Hill End Shares as a custodian, trustee or nominee for another person, but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.
- 2.7 If you choose not to participate in the SPP, your right to participate lapses on the Closing Date.

# 3 Joint holders/joint beneficiaries

If two or more persons are registered on the Hill End share register as jointly holding Hill End Shares, they are taken to be a single registered holder of Hill End Shares and a certification given by any of them is taken to be a certification given by all of them.

# 4 Application procedure for New Shares

- 4.1 The SPP opens on 25 June 2015.
- 4.2 Eligible Shareholders may apply for a maximum of A\$15,000 worth of New Shares under the SPP, not as number of shares and only in the amount A\$1,000, A\$2,500, A\$5,000, A\$10,000 or A\$15,000.
- 4.3 The number of New Shares is rounded up to the nearest whole number after dividing the dollar amount by the Issue Price.
- 4.4 If you do not wish to accept the SPP, you do not need to take any action and the SPP will lapse on the Closing Date.
- 4.5 If you wish to apply for New Shares under the SPP, Eligible Shareholders must either:
  - (a) pay by BPAY®, using an Australian bank account, in accordance with the instructions on the Application Form to ensure cleared funds are received by the Closing Date. If paying by BPAY® you do not need to return the Application Slip and you are taken to have made the certifications and representations described in this booklet; or
  - (b) complete the enclosed Application Slip and forward it with a cheque, bank draft or money order to Boardroom Pty Ltd, GPO Box 3993, Sydney NSW 2001 drawn on an Australian bank account and in Australian dollars for the correct amount so that it is received prior to the close of the SPP on the Closing Date. Do not forward cash. Cheques, bank drafts and money orders should be made payable to "Hill End Gold Limited Share Offer Account". Receipts for payment will not be issued.
- 4.6 Any application money received in excess of the amount required for the number of New Shares you successfully apply for will be refunded to you without interest. If the amount received is less than A\$1,000, Hill End will not allot any New Shares to you and the money received from you will be refunded without interest.
- 4.7 Hill End reserves the right to reject any application for New Shares under the SPP that it believes does not comply with these Terms and Conditions.

#### 5 Issue Price

- 5.1 The Issue Price for New Shares is A\$0.0035. You should note that Hill End's share price may rise or fall between the date of this SPP and the date when New Shares are allotted and issued to you under the SPP. This means that the price you pay per New Share pursuant to this SPP may be either higher or lower than Hill End's share price at the time of the SPP or at the time the New Shares are issued and allotted to you under the SPP.
- 5.2 The number of New Shares issued to an applicant will be determined by dividing the value of the New Shares applied for by the Issue Price. If this calculation produces a fractional number, the number of New Shares issued will be rounded up to the nearest whole New Share.

# 6 Participation is optional

Participation in the SPP is entirely optional (subject to the eligibility criteria set out in these Terms and Conditions). The SPP to acquire New Shares is not a recommendation. If you are in any doubt about the SPP, whether you should participate in the SPP or how participation will affect you, you should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept this SPP.

# 7 Underwriting

The SPP is not underwritten.

#### 8 Allotment date

- 8.1 The New Shares will be allotted on or around 10 business days after the Closing Date.
- 8.2 Allotment confirmations will be despatched on or around 10 business days after the Closing Date. You should confirm your holding before trading in any New Shares you believe have been allotted to you under the SPP.

#### 9 No transfer

The SPP is non-renounceable and non-transferable and, therefore, Eligible Shareholders cannot transfer their right to purchase New Shares under the SPP to a third party.

# 10 Brokerage and transaction costs

No brokerage or other transaction costs will apply to the acquisition of New Shares under the SPP. The only cost to you is the Issue Price of the New Shares.

#### 11 Quotation

Hill End will apply for New Shares issued under the SPP to be quoted on the ASX. 12 Class Order compliance The SPP of New Shares is made in accordance with ASIC Class Order (CO 09/425), which grants relief from the requirement to prepare a prospectus for the offer of New Shares.

# 13 Dispute resolution

- 13.1 Hill End may settle, in any manner it deems, any difficulties, anomalies, or disputes which may arise in connection with the operation of this SPP whether generally or in relation to any participant or any application for New Shares, and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.
- 13.2 Hill End reserves the right to waive strict compliance with any provision of these Terms and Conditions.
- 13.3 The powers of Hill End under these Terms and Conditions may be exercised by its Directors or any delegate or representative of the Directors.

#### 14 Scale Back of SPP

- 14.1 If applications for New Shares under the SPP exceed A\$1,500,000, Hill End may in its absolute discretion allocate to you less than the number of New Shares you have applied for (**Scale Back**). If there is a Scale Back, Hill End may in its absolute discretion determine to apply the Scale Back to the extent and in the manner that it sees fit.
- 14.2 If the Scale Back produces a fractional number of New Shares when applied to your issue of New Shares, the number of New Shares issued will be rounded up to the nearest whole New Share.
- 14.3 If there is a Scale Back, your application money may be greater than the value of the New Shares you will be issued. In that event, the excess application money will be refunded to you without interest on or around 10 business days after the Closing Date. Any application monies refunded by Hill End will be paid by cheque or direct credit (the payment method will be determined by Hill End in its absolute discretion) in Australian currency. By applying for New Shares, each shareholder authorises Hill End to pay any monies to be refunded by using the payment instructions of the shareholder recorded in Hill End's share registry if Hill End should elect to pay in this manner.

#### 15 Variation and termination

- 15.1 Hill End reserves the right to amend or vary these Terms and Conditions and to suspend or terminate the SPP at any time.
- 15.2 Failure to notify shareholders of a change to or termination of the SPP or the non-receipt of notice will not invalidate the change or termination.
- 15.3 Hill End reserves the right not to issue New Shares or to issue fewer New Shares than that applied for under the SPP by an Eligible Shareholder (including a Custodian applying on behalf of its Beneficiaries) if Hill End believes that the issue of those New Shares would contravene any law or the ASX Listing Rules.

15.4 In the event that the SPP is terminated prior to the issue of New Shares, all application monies will be refunded. No interest will be paid on any monies returned to you.

# 16 Acknowledgements

By making payment (including through BPAY®) or returning an Application Form or Custodian Certificate and Schedule, you certify, acknowledge, warrant and represent as true, correct and not misleading to Hill End that:

- (a) you have read and accepted the Terms and Conditions in full;
- (b) you declare that all details and statements in your application are true and complete and not misleading;
- (c) your application, under the Terms and Conditions of the SPP set out in this booklet (including the Application Form and Custodian Certificate and Schedule), will be irrevocable and unconditional (i.e. it cannot be withdrawn);
- (d) as at the Record Date, you were recorded on Hill End's share register as being a registered holder of Hill End shares and having an address in Australia or New Zealand;
- (e) if you have a registered address in New Zealand, you continued to hold Hill End Shares as at the opening of the SPP on the Record Date;
- (f) you and each person for whose account or benefit you are acting is not in the United States and is not a U.S. Person, or acting for the account or benefit of a U.S. Person;
- (g) you acknowledge that the New Shares have not, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and the New Shares may not be offered, sold or otherwise transferred unless an exemption from the registration requirements of the U.S. Securities Act is available;
- (h) you represent that you have not, and you agree that you will not, send any materials relating to the SPP to any person in the United States or to any person who is, or is acting for the account or benefit of, a U.S. Person;
- (i) if you are applying on your own behalf (and not as a Custodian) you are not applying for New Shares with an aggregate application value, when aggregated with the application value of any Hill End Shares issued to you or a Custodian on your behalf under the SPP or similar arrangement in the previous 12 months, of more than A\$15,000 under the SPP (including by instructing a Custodian to acquire New Shares on your behalf under the SPP), and you are complying with the limitations detailed in clause 3.3 of the SPP Terms and Conditions;
- (j) if you are a Custodian and are applying on behalf of a Beneficiary on whose behalf you hold Hill End Shares:
  - (i) you are a Custodian (as that term is defined in ASIC Class Order (CO 09/425);
  - (ii) either or both of the following apply (as applicable):
    - A. that on the Record Date you held Hill End Shares on behalf of one or more other persons (each a Beneficiary) that are not Custodians;
    - B. that on the Record Date another Custodian (Downstream Custodian) held beneficial interests in Hill End Shares on behalf of one or more other persons

(each a Beneficiary), and you hold the shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian;

- (iii) each Beneficiary has subsequently instructed either you or the Downstream Custodian (as applicable) to apply for shares on their behalf under the SPP;
- (iv) details of the number of Beneficiaries instructing you to participate, the name and address of each Beneficiary and in respect of each such Beneficiary:
  - A. the number of Hill End Shares that you hold on behalf of that Beneficiary; and
  - B. the dollar amount of New Shares that the Beneficiary, or its agent, has instructed you to accept on behalf of the Beneficiary; as set out in the Application Form or the Custodian Certificate and Schedule, is true and correct;
- (v) there are no Beneficiaries in respect of whom the total of the application value for (a) the New Shares applied for by you under the SPP on their behalf; and (b) any Hill End Shares issued to you in the previous 12 months as a result of an instruction given by the Beneficiary to you or a Downstream Custodian to apply for Hill End Shares on their behalf under an arrangement similar to the SPP, exceeds A\$15,000; and
- (vi) a copy of this SPP document was given to each Beneficiary;
- (k) you may be offered New Shares pursuant to the SPP in accordance with all applicable laws, and any acceptance by you on your own behalf or in respect of any person for which you are acting complies with all applicable laws;
- (I) you accept the risk associated with any refund that may be despatched to you by direct credit or cheque to your address shown on Hill End's share register;
- (m) you are responsible for any dishonour fees or other costs Hill End may incur in presenting a cheque for payment which is dishonoured;
- (n) you agree to be bound by the provisions of the Constitution of Hill End (as amended and as it may be amended from time to time in the future);
- (o) you authorise Hill End and its affiliates, officers and representatives to do anything on your behalf necessary for New Shares to be issued to you in accordance with these Terms and Conditions;
- (p) you authorise Hill End (and its officers and agents) to correct minor or easily rectified errors in, or omissions from, your application and to complete the application by the insertion of any missing minor detail; and
- (q) Hill End may at any time irrevocably determine that your application is valid in accordance with these Terms and Conditions, even if the application is incomplete, contains errors or is otherwise defective.

#### 17 Governing law

These Terms and Conditions are governed by the laws in force in New South Wales.

# HILL END GOLD LIMITED

ACN 072 692 365

# Share Purchase Plan – Application Form

**Record Date:** 7.00 pm (Sydney time) 22 June 2015

Opening Date 25 June 2015

Closing Date: 5.00pm (Sydney time) 16 July 2015

Issue Price: A\$0.0035 / New Share

### A Offer Details

This is an important document which requires your immediate attention. If you are in doubt as to how to deal with this document please contact your professional adviser.

Before applying for shares in Hill End Gold Limited (HEG) (**New Shares**) under the Share Purchase Plan (**SPP**) you should read the SPP Terms and Conditions and the Declarations and Acknowledgments on the back of this Application Form. Terms not defined in this Application Form have the same meaning as in the SPP Terms and Conditions. By making a BPAY payment or completing and returning this Application Form with a cheque or money order, you agree to be bound by the constitution of HEG and the SPP Terms and Conditions (including the eligibility requirements) and you make all of the acknowledgments, representations, declarations and certifications contained in the SPP Terms and Conditions.

This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.

Custodians cannot use this form to apply for multiple parcels of shares on behalf of distinct beneficiaries. Please see over.

If you do not wish to purchase New Shares under the SPP, there is no need to take any action.

#### **B** Offer Choice

calcula	nominate the value of the shares for which you are applying ted by dividing your application amount by the Issue Prnares as per the SPP Terms and Conditions.	
	Offer for A\$1,000 of 285,715 New Shares	Offer for A\$2,500 of 714,286 New Shares
	Offer for A\$5,000 of 1,428,572 New Shares	Offer for A\$10,000 of 2,857,143 New Shares
	Offer for A\$15,000 of 4,285,715 New Shares	

IMPORTANT NOTE: The total allowable application is A\$15,000 per shareholder. By making an application for New Shares under the SPP, you certify that your application amount under the SPP does not exceed A\$15,000. Any amounts over the A\$15,000 total risk a delay in processing and missing this offer.

#### C Payment Details

Payment may only be made by BPAY, cheque or money order. Cash will not be accepted via the mail or at the HEG Share Registry. Payments cannot be made at any bank.

The amount of your payment received by BPAY, cheque or money order prior to the close, divided by the Issue Price, will be deemed to be the total number of New Shares you are applying for.

#### Payment Option 1 - BPAY



Biller Code: Ref:

#### Telephone & Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account. More info: <a href="www.bpay.com.au">www.bpay.com.au</a>
® Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY please contact your participating financial institution;
- If paying by BPAY you do not need to return the Application Form, but will be deemed to have submitted an Application Form.

#### Payment Option 2 - Cheque

Record cheque details below:

Drawer	Cheque No.	BSB No.	Account No.	Amount A\$

- Only cheques or money orders in Australian dollars and drawn on a bank or financial institution in Australia will be accepted;
- Your cheque or money order must be made payable to "Hill End Gold Limited Share Offer Account" and crossed "Not Negotiable";
- Please ensure you submit the correct amount. Incorrect payments may result in your application being rejected;
- Payments must be made via cheque or money order accompanying the Application Form.

#### D Contact Details

Please provide a telephone number and contact name in case we need to contact you regarding your application.

Home telephone number	Work telephone number	Contact name

# **E** Custodians

Custodians cannot use this form to apply for multiple parcels of shares on behalf of distinct beneficiaries. To do so please contact Boardroom Pty Limited as below. To apply for New Shares on behalf of distinct beneficiaries, custodians must obtain a separate custodian certificate from Boardroom Pty Limited. Custodians must comply with the requirements of ASIC Class Order CO 09/425 and provide evidence satisfactory to HEG of the distinct holdings when accepting the offer. Each beneficial holder on whose behalf a custodian submits an application must be named in the custodian certificate and must have a registered address in either Australia or New Zealand at 7.00pm (Sydney time) on the Record Date.

# F Enquiries

If unsure how to complete this form please contact the HEG Shareholder Information Line on 1300 737 760 or +61 2 9290 9600.

#### **G** Declarations and Acknowledgments

By lodging this form with your cheque, money order or BPAY payment you acknowledge and confirm that you have read, understood and agree to and make all representations contained in the SPP Terms and Conditions. That is, by lodging this form with your cheque, money order or BPAY payment you represent that the total application price for the following does not exceed \$15,000:

- (a) the New Shares you are applying for;
- (b) any other New Shares or interests you are applying for under this SPP,
- (c) any other New Shares or interests in the class which you have instructed a custodian to acquire on your behalf under this

Any personal information collected by HEG on this application form will be dealt with in accordance with applicable privacy requirements.

#### NO SIGNATURE IS REQUIRED ON THIS FORM

THIS OFFER IS NON-RENOUNCEABLE

Application Forms and cheques, money orders or payment via BPAY must be received no later than 5pm (Sydney time) on 16 July 2015.

You should allow sufficient time for this to occur. The postal acceptance rule does not apply to the SPP.

**MAILING ADDRESS** 

Boardroom Pty Limited GPO Box 3993 SYDNEY NSW 2001 **DELIVERY ADDRESS** 

Boardroom Pty Limited Level 12, 225 George Street SYDNEY NSW 2000