



HILL END GOLD LIMITED

ACN 072 692 365

Darren Tay
Senior Officer, Quotations
Australian Stock Exchange
20 Bridge Street
SYDNEY NSW 2000

29 February 2016

Dear Sir,

The Directors of Hill End Gold Limited ('the Company') wish to make application for the quotation of 33,555,550 Ordinary Shares per Renounceable Rights Issue dated 30 November 2015 (extended 6 January 2016).

1. Completion of Allotment and Issue.

We confirm that the allotment of 33,555,550 Ordinary Shares have been issued.

2. We provide the following information:

2.1 The date of issue and number of securities for which quotation is sought:

The shares were allotted 29 February 2016 and quotation is sought for 33,555,330 Ordinary Shares.

2.2 The issued capital following allotment is as follows:

- 1,254,260,447 ordinary fully paid shares
- 37,500,000 unlisted 29 November 2017, options exercisable at 5 cents per share

2.3 Statement of names of 20 largest holders and percentage held.

Attached

2.4 Distribution Schedule.

Attached.

2.5 Appendix 3B

Attached

Yours sincerely,



Kevin Lynn
Company Secretary

Top 20 Holdings as at 29-02-2016

Hill End Gold Limited

ABN: 74072692365

Security classes selected for this report:

Fully Paid Ordinary Shares

Holder Name	29-02-2016	%
J P MORGAN NOMINEES AUSTRALIA LIMITED	159,327,454	12.703
MR KEITH KNOWLES	148,931,793	11.874
BNP PARIBAS NOMS PTY LTD <DRP>	133,658,250	10.656
CITICORP NOMINEES PTY LIMITED	113,640,737	9.060
A X F RESOURCES PTY LTD	50,000,000	3.986
LIM FONG CHUNG	34,929,099	2.785
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	32,627,749	2.601
CAROL ANAK BILLY	28,571,429	2.278
MR SOH HAN CHUEN	25,714,285	2.050
LINK TRADERS (AUST) PTY LTD	24,210,000	1.930
MR MALCOLM THOMAS PRICE & MRS MAYUMI PRICE <M & M SUPERFUND A/C>	18,285,715	1.458
MR KEITH KNOWLES	13,010,000	1.037
MRS EDNA KNOWLES	11,796,259	0.940
LEEJAMES NOMINEES PTY LTD <THE HEPBURN SUPER FUND A/C>	11,136,674	0.888
MR LOH KUWEI LAM	10,000,000	0.797

Top 20 Holdings as at 29-02-2016

Hill End Gold Limited

ABN: 74072692365

Holder Name	29-02-2016	%
MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	8,109,768	0.647
MR CHRISTOPHER LEVEY	6,522,180	0.520
MR DAMIAN MACINANTE	6,455,573	0.515
PARKS AUSTRALIA PTY LTD	5,965,178	0.476
DIAZILL PTY LIMITED <P B SUPERANNUATION FUND A/C>	5,526,056	0.441
Totals for Top 20	848,418,199	67.643
Total IC	1,254,260,447	

Analysis of Holdings as at 29-02-2016

Hill End Gold Limited

Security Classes:

Fully Paid Ordinary Shares

Holdings Ranges	Holders	Total Units	%
1-1,000	84	27,824	0.002
1,001-5,000	358	1,229,593	0.098
5,001-10,000	398	3,365,954	0.268
10,001-100,000	1,157	45,472,224	3.625
100,001-99,999,999,999	611	1,204,164,852	96.006
Totals	2,608	1,254,260,447	100.000

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Hill End Gold Limited

ACN

072 692 365

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | ⁺ Class of ⁺ securities issued or to be issued | Ordinary Shares |
| 2 | Number of ⁺ securities issued or to be issued (if known) or maximum number which may be issued | 33,555,550

(27,146,045 shares under the rights issue and 6,409,505 short fall shares) |
| 3 | Principal terms of the ⁺ securities (e.g. if options, exercise price and expiry date; if partly paid ⁺ securities, the amount outstanding and due dates for payment; if ⁺ convertible securities, the conversion price and dates for conversion) | Ordinary fully paid shares |

4	<p>Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	Yes
5	Issue price or consideration	\$0.003 per share
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	Funds were raised under a rights issue dated 30 November 2015 and will be primarily used for exploration, administration, costs of the issue and working capital
6a	<p>Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	30 November 2015
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	Nil
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	Nil

⁺ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil				
6f	Number of +securities issued under an exception in rule 7.2	N/A				
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A				
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements					
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Rule 7.1 – 180,768,136 Rule 7.1A – 124,785,094				
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	29 February 2016				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>1,254,260,447</td><td>ORD</td></tr></table>	Number	+Class	1,254,260,447	ORD
Number	+Class					
1,254,260,447	ORD					
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>37,500,000</td><td>Unlisted Options at 5 cents per share expiring 29 Nov 2017</td></tr></table>	Number	+Class	37,500,000	Unlisted Options at 5 cents per share expiring 29 Nov 2017
Number	+Class					
37,500,000	Unlisted Options at 5 cents per share expiring 29 Nov 2017					
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A				

Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non- renounceable
13	Ratio in which the +securities will be offered	1:2
14	+Class of +securities to which the offer relates	Ordinary Shares
15	+Record date to determine entitlements	4 December 2015
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not Applicable
17	Policy for deciding entitlements in relation to fractions	Rounding Up
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	Canada, Great Britain, Hong Kong, Indonesia, Japan, Malaysia, Panama, Singapore, Thailand, USA
19	Closing date for receipt of acceptances or renunciations	22 February 2016 (5 pm Sydney Time)
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A

+ See chapter 19 for defined terms.

25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	8 December 2015
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	8 December 2015
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Issue date	29 February 2016

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☒ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 ☒ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
☐ 1 - 1,000
☐ 1,001 - 5,000
☐ 5,001 - 10,000
☐ 10,001 - 100,000
☐ 100,001 and over

37 ☐ A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

38 Number of ⁺securities for which ⁺quotation is sought

39 ⁺Class of ⁺securities for which quotation is sought

⁺ See chapter 19 for defined terms.

40	<p>Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	N/A	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another ⁺security, clearly identify that other ⁺security)</p>	N/A	
42	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in clause 38)	Number	⁺ Class
		N/A	

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: Date: . 29 February 2016...
(Director/Company secretary)

Print name: Kevin Lynn.....
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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	1,061,704,835
Add the following: <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	1) 99,000,062 2) 27,146,045 60,000,000 Nil
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	1,247,850,942

+ See chapter 19 for defined terms.

128,328,905

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	187,177,641
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> Under an exception in rule 7.2 Under rule 7.1A With security holder approval under rule 7.1 or rule 7.4 Note: <ul style="list-style-type: none"> <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	 Nil Nil 6,409,505
“C”	6,409,505
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	187,177,641
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	6,409,505
Total [“A” x 0.15] – “C”	180,768,136 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,247,850,942
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	124,785,094
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	-
“E”	-

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	124,785,094
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	-
Total [“A” x 0.10] – “E”	124,785,094 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.