

**Form 604
Corporations Act 2001
Section 671B**

Notice of change of interests of substantial holder

To: Hillgrove Resources Limited
ACN: 004 297 116
ASX Code: HGO

1. Details of substantial holder

Name: IOOF Holdings Limited
ACN: 100 103 722

This notice is given by IOOF Holdings Limited on behalf of itself and its subsidiaries.

There was a change in the interest of the substantial holder on: 26/07/2013

The previous notice was given to the company on: 23/05/2013

The previous notice was dated: 21/05/2013

2. Previous and present 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 had a relevant interest in when last required and when now required to give a substantial holding notice to the company or scheme, are as follows:

Class of securities	Previous notice		Present notice	
	Person's votes	Voting Power	Person's votes	Voting Power
Ordinary	99,802,246	9.758%	111,772,517	10.918%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date	Person	Nature	Consideration	Class & number (ord)	Person's votes
22/05/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 8,518.71	125,000	125,000

23/05/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 10,777.37	158,143	158,143
24/05/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 8,003.09	117,434	117,434
27/05/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 34,238.04	519,983	519,983
28/05/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 440,888.86	7,200,017	7,200,017
5/06/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 173,051.75	- 2,520,833	- 2,520,833
6/06/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 768.23	- 10,999	- 10,999
24/06/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 28,466.00	498,307	498,307
25/06/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 125,897.35	2,203,877	2,203,877
26/06/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 9,329.90	179,027	179,027
27/06/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,279.40	24,550	24,550
9/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 13,364.63	- 206,063	- 206,063
10/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 16,614.86	- 255,000	- 255,000
11/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 65,911.70	- 957,348	- 957,348
12/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 5,698.67	- 81,589	- 81,589
22/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 92,970.33	1,327,128	1,327,128
23/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 12,504.30	171,621	171,621
26/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 240,441.91	3,477,016	3,477,016

4. Present Relevant Interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder	Registered holder of securities	Person Entitled to be holder	Nature of relevant interest	Class & Number (Ord)	Person's votes
Perennial Investment Partners Limited (ACN 087 901 620)	State Street		Investment Manager	21,399,249	21,399,249
Perennial Investment Partners Limited (ACN 087 901 620)	NAB Asset Servicing		Investment Manager	41,875,723	41,875,723

Perennial Investment Partners Limited (ACN 087 901 620)	JP Morgan		Investment Manager	5,307,789	5,307,789
Perennial Investment Partners Limited (ACN 087 901 620)	Citigroup		Investment Manager	4,975,765	4,975,765
Perennial Investment Partners Limited (ACN 087 901 620)	BNP		Investment Manager	38,213,991	38,213,991

5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name & ACN	Nature of association
Not applicable	

6. Addresses

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

Name	Address
IOOF Holdings Limited	Level 6, 161 Collins Street Melbourne Victoria 3000
Perennial Investment Partners Limited	Level 24, 303 Collins Street Melbourne Victoria 3000
Hillgrove Resources Limited	Suite 1709, Level 17 Australia Square Tower 264 -278 George St, Sydney NSW 2000