Rule 3.19A.2

Appendix 3Y

Change of Director's Interest Notice

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 30/9/2001.

Name of entity	**Hillcrest Resources Limited**
ABN	**63 060 094 742**

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Alan Van Noort
Date of last notice	14 May 2003

Part 1 - Change of director's relevant interests in securities
In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Alan Van Noort is a Director of Lomp Pty Ltd and Avanoor Pty Ltd.
Date of change	15 & 21 May 2003
No. of securities held prior to change	(a) 18,398,772 Ordinary shares (b) 10,721,669 Listed options
Class	(a) Ordinary shares (b) Listed options
Number acquired	(a) 66,666 Ordinary Shares – On Market
Number disposed	
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(a) $1,051 to acquire Ordinary Shares- On Market
No. of securities held after change	(a) 18,465,438 Ordinary shares (b) 10,721,669 Listed options
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On Market purchases.

+ See chapter 19 for defined terms.

Part 2 – Change of director's interests in contracts

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

+ See chapter 19 for defined terms.