Hillgrove Gold Limited

ABN 73 004 297 116

All correspondence to:
Computershare Investor Services Pty Limited
GPO Box 7045 Sydney
New South Wales 1115 Australia
Enquiries (within Australia) 1300 855 080
(outside Australia) 61 3 9615 5970
Facsimile 61 2 8235 8220
www.computershare.com

Dear Securityholder

I am pleased to invite you to attend our Annual General Meeting and have enclosed the Notice of Meeting which sets out the items of business. The meeting will be held at the ANA Harbour Grand Hotel Sydney, Cambridge Room,176 Cumberland Street, The Rocks, Sydney NSW on Thursday 19 June 2003 at 2.30pm (Sydney Time).

Enclosed with this letter is a Notice of Meeting detailing the business to be dealt with at the meeting.

If you decide to attend the meeting, please bring this letter with you to facilitate registration into the meeting.

If you are unable to attend the meeting, you are encouraged to complete the proxy form. The proxy form should be returned to the address provided or faxed to the Company on 02 9906 4654 so that it is received by the Company by 2.30pm on 17 June 2003.

Corporate securityholders will be required to complete a "Certificate of Appointment of Corporate Representative" to enable a person to attend on their behalf. A form of this certificate may be obtained from the Company's share registry.

I look forward to your attendance at the meeting.

Yours sincerely

Ron Belz
Company Secretary

Encl: Notice of Meeting
Proxy
Annual Report (if requested)

Notice of Annual General Meeting

Hillgrove Gold Limited ABN 73 004 297 116

Notice is hereby given that the Annual General Meeting of the shareholders of Hillgrove Gold Limited will be held at the ANA Harbour Grand Hotel Sydney, Cambridge Room,176 Cumberland Street, The Rocks, Sydney NSW on Thursday 19 June 2003 at 2.30pm (Sydney Time).

Ordinary Business:

To receive and consider financial statements:

1. To receive and consider the Financial Statements for the 12 months ended 31 January 2003, and the related reports of the directors and auditors.

To re-elect director:

2. Mr David Archer, retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

By order of the Board

Ron Belz
Company Secretary

Voting Entitlements

For the purpose of the Corporations Act, the Company has determined that all securities of the Company that are quoted securities at 2.30pm Australian Eastern Standard Time on Tuesday 17 June 2003 will be taken, for the purpose of the Meeting, to be held by the persons who held them at the time.

Proxies

A shareholder has the right to appoint a proxy, who need not be a shareholder of the Company. If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. The Proxy Form must be deposited at the Company's Registered Office, PO Box 891, Crows Nest NSW 1585, or by facsimile to the Company on 02 9906 4654.

Hillgrove Gold Limited

ABN 73 004 297 116

Proxy Form

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New South Wales 1115 Australia
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(outside Australia) 61 3 9615 5970
Facsimile 61 2 8235 8220
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Mark this box with an 'X' if you have made any changes to your address details (see reverse) ☐

HGO

Appointment of Proxy

I/We being a member/s of Hillgrove Gold Limited and entitled to attend and vote hereby appoint

☐ the Chairman of the Meeting (mark with an 'X') **OR** ________ Write here the name of the person you are appointing if this person **is someone other than** the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Hillgrove Gold Limited to be held at the ANA Harbour Grand Hotel Sydney, Cambridge Room, 176 Cumberland Street, The Rocks, Sydney NSW 2000 on Thursday 19 June 2003 at 2:30pm (Sydney Time) and at any adjournment of that meeting.

Voting directions to your proxy - please mark X to indicate your directions

		For	Against	Abstain*
1.	To receive and consider the Financial Statements for the 12 months ended 31 January 2003, and the related reports of the directors and auditors	☐	☐	☐
2.	To re-elect Mr David Archer as a director	☐	☐	☐

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll, or if your votes entitlement cannot be voted by the Chairman of the Meeting, your votes will not be counted in computing the required majority on a poll.

Appointing a second Proxy

I/We wish to appoint a second proxy

☐ Mark with an 'X' if you wish to appoint a second proxy. **AND** ____ % **OR** ____ State the percentage of your voting rights or the number of securities for this Proxy Form.

PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Individual/Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ________ Contact Daytime Telephone ________ Date ___ / ___ / ___

HGO 1PR

How to complete the Proxy Form

1 Your Address

This is your address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

(a) indicate that you wish to appoint a second proxy by marking the box.

(b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(c) return both forms together in the same envelope.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual:	where the holding is in one name, the holder must sign.
Joint Holding:	where the holding is in more than one name, all of the securityholders should sign.
Power of Attorney:	to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies:	where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 2:30pm (Sydney Time) on Thursday 19 June 2003. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged :

- by delivery to the Registered Office of Hillgrove Gold Limited being
  PO Box 891
  Crows Nest NSW 1585
  Facsimile: 61 2 9906 4654

Hillgrove Gold Limited share registry
Computershare Investor Services Pty Limited
GPO Box 4195
Sydney New South Wales 2001
Australia
Facsimile 61 2 8235 8220