

Hillgrove Gold Limited

ABN 73 004 297 116

Proxy Form



All correspondence to:

Computershare Investor Services Pty Limited
GPO Box 7045 Sydney
New South Wales 2001 Australia
Enquiries (within Australia) 1300 855 080
(outside Australia) 61 3 9415 4000
Facsimile 61 2 8234 5050
www.computershare.com

Mark this box with an 'X' if you have made any changes to your address details (see reverse)



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 Extraordinary General Meeting of Hillgrove Gold Limited to be held at the Macquarie Graduate School of Management, Level 6, 51-57 Pitt Street, Sydney NSW 2000 on Tuesday 27 April 2004 at 2.30pm and at any adjournment of that meeting.



IMPORTANT: FOR ITEMS 1 AND 2 BELOW

If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on Items 1 and 2 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of those items and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Items 1 and 2 and your votes will not be counted in computing the required majority if a poll is called on these items. The Chairman of the Meeting intends to vote undirected proxies in favour of each of these items.

Voting directions to your proxy - please mark



to indicate your directions

	For	Against	Abstain*
SPECIAL BUSINESS			
Item 1. Ratification of issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2. Change of Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the other items of business.

* 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 and your votes will not be counted in computing the required majority on a poll.

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

Sole Director and
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/ /

HGO

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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) 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.
- (b) 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 on Tuesday 27 April 2004. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged using the reply paid envelope or:

- by posting, delivery or facsimile to Hillgrove Gold Limited share registry at the address opposite:

Hillgrove Gold Limited share registry
Computershare Investor Services Pty Limited
GPO Box 4195
Sydney New South Wales 2001
Delivery: Level 2, 60 Carrington Street, Sydney
Facsimile 61 2 8235 8220

HILLGROVE GOLD LIMITED

ACN 004 297 116

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Hillgrove Gold Limited (the "Company") will be held at the Macquarie Graduate School of Management, Level 6, 51-57 Pitt Street, Sydney, NSW 2000 at 2.30 pm on 27 April 2004.

SPECIAL BUSINESS

1. RATIFICATION OF SHARE ISSUE

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

Resolution 1 –Ratification of issue of shares

"That for the purpose of ASX Listing Rule 7.4 and all other purposes, the members ratify the issue by the Company of 11,533,333 fully paid, ordinary shares in the capital of the Company at a price of \$0.15 per share pursuant to a prospectus dated 30 January 2004."

2. CHANGE OF NAME

To consider and, if thought fit, pass the following resolution as a special resolution:

Resolution 2 – Change of Name

"That pursuant to section 157 of the Corporations Act 2001, the name of the Company be changed to Hillgrove Resources Limited."

Determination of Membership and Voting Entitlement for the Purpose of the Meeting

For the purpose of determining a person's entitlement to vote at the meeting, a person will be recognised as a member and the holder of Shares if that person is registered as a holder of Shares at the close of business (Sydney time) on 23 April, 2004.

Voting Exclusion Statement

In accordance with the Corporations Act and Listing Rules, the following persons must not cast any votes on the following Resolutions, and the Company will disregard any votes cast on that Resolution by:

Resolution	Excluded Voters
1	A person that participated in, or obtained a benefit from (except a benefit solely in the capacity as a shareholder) the issue or an associate of those persons.

However, the Company need not disregard a vote if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

Proxies

A member, entitled to attend and vote at this meeting pursuant to the Constitution, is entitled to appoint not more than two proxies. Where more than one proxy is appointed each proxy must be appointed to represent a specific proportion of the member's voting rights. A proxy need not be a member of the Company. Any instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filled in shall be deemed to be given in the favour of the chairman of the meeting to which it relates.

The instrument appointing a proxy must be lodged, and any power of attorney or an office copy of a notarially certified copy there of under which an attorney for a member appoints a proxy must be lodged, at the offices of Computershare Investor Services Pty Limited, Level 3, 60 Carrington Street, Sydney, NSW, 2000, Australia or received by fax on (02) 8235 8220 not less than forty eight hours before the time appointed for the meeting or adjourned meeting.

The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney or if such appointor is a corporation under the hand of its attorney or the hand of a person duly authorised by the corporation. The form of proxy which accompanies this Notice of Meeting may be used.

Dated Friday 26 March 2004

By order of the Board

A handwritten signature in black ink, appearing to read 'R. Belz', written over a horizontal line.

Ronald David Belz
Company Secretary

HILLGROVE GOLD LIMITED

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EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of shareholders of Hillgrove Gold Limited (the “**Company**”) in connection with the business to be conducted at the Extraordinary General Meeting to be held at the Macquarie Graduate School of Management, Level 6, 51-57 Pitt Street, Sydney, NSW, 2000 at 2.30pm on 27 April 2004.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

2. RESOLUTION 1 – RATIFICATION OF SHARE ISSUE

On 12 February, 2004, pursuant to a prospectus dated 30 January, 2004, (the “**Prospectus**”) the Company issued 28,200,000 fully paid, ordinary shares (“**Shares**”) at an issue price of \$0.15 per share to raise approximately \$4,230,000 (before expenses of the offer). These funds will be used to:

- (a) fund the second instalment payment due under the terms of the CBM Project farmin agreement in February 2004. Further details on the CBM Project are set out in the Prospectus and in the announcement made to ASX on 27 January, 2004;
- (b) fund the Company’s commitments to the initial exploration programme of the CBM Project;
- (c) pay certain costs associated with the issue of the Prospectus;
- (d) provide for general working capital expenses.

Out of the total issue of 28,200,000 Shares pursuant to the Prospectus, 16,666,667 Shares were authorised for issue by shareholders at a general meeting held on Thursday 13 November 2003. The balance of the Shares issued pursuant to the Prospectus, being 11,533,333 Shares, were issued pursuant to the authority under ASX Listing Rule 7.1 that vests in the directors of the Company to issue up to 15% of the issued capital of the Company in any 12 month period.

The effect of shareholders passing Resolution 1 will be to “refresh” the number of shares which the Company can issue within any 12 month period in accordance with ASX Listing Rule 7.1. The purpose of seeking approval of this resolution is that it will allow the directors of the Company to raise working capital in the future with a higher degree of flexibility and, in accordance with ASX Listing Rules, without the need to hold a members meeting to obtain members approval.

The placement of the 11,533,333 Shares pursuant to the Prospectus for which ratification is being sought under ASX Listing Rule 7.4, was made to clients of Bell Potter Securities Limited.

All shares issued by the Company pursuant to the Prospectus issue rank equally with the Company’s other issued fully paid, ordinary shares.

RESOLUTION 2 – CHANGE OF NAME

It is proposed to change the Company’s name to Hillgrove Resources Limited to better reflect the Company’s expanded field of operations following the Company’s acquisition of an interest in the CBM Project. Subject to Resolution 2 being passed, the Company will make an application to ASIC for the change of name to take effect.