



HILL END GOLD LIMITED
ACN 072 692 365

Concise Annual Report
2003

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CHAIRMAN'S STATEMENT

I am pleased to welcome you as shareholders of Hill End Gold Limited and to the exciting development of the Hill End gold field. Hill End Gold Limited listed on 17 July 2003 having raised \$2.72 million and has made good progress in site establishment since that time.

During the past financial year your directors have focussed on fundraising and the preparations for the commencement of development at Hill End. We also extended our tenement holdings in the Hill End area over mineralised structures adjacent to the Hill End Anticline, which are known to host significant historical gold deposits. Our exploration over EL 5868 during the year indicated the prospectivity of the Old Company and Red Hill areas which are five kilometres to the north of the Reward-Hawkins Hill development area. We recently announced that the Red Hill area hosts a wide zone of oxidised near surface gold mineralisation which is to be followed up with further surface exploration and drilling.

Our team has strong experience in project development, exploration and corporate management with a track record in bringing low cost projects into profitable operation. The Board and management believe that the Reward-Hawkins Hill development will lead to the development of other deposits on the Hill End gold field.

I am pleased to be a part of this exciting new gold development and I wish to thank the Directors for their support and our employees for their commitment and hard work during the past year.



Alf Paton
Chairman

HILL END
IN
SUMMARY

Issued shares	36.086 million
Issued options (25c/30.6.05)	9.498 million
Share price history	18-24c
Option price history	2-5c
Market Capitalisation	~\$7.5m
Major shareholders	Top 20 hold 48%
Cash	\$2.3m
Project	Reward Gold Project

MANAGING DIRECTOR'S REVIEW

The Hill End Project

Hill End is an historical gold mining area located approximately 60 kilometres north-west of Bathurst, New South Wales. About 1,500,000 ounces of gold were produced in the area now under Hill End Gold lease including 400,000 ounces mined from a number of high grade operations in the Hawkins Hill area, known as the 'Richest Quarter Mile' during the 1870s. The company owns 85% of the central area encompassing Hawkins Hill and 100% of the remaining area.

The original Hawkins Hill operations mined a multiple-lode high grade gold deposit of about 400 metres in strike and 200 metres in dip length. The original middle lodes of the Hawkins Hill deposit would have been some 3 million tonnes at 10 g/t containing over 1 million ounces. The lodes are very continuous with strong wall rock and no water problems. The Hawkins Hill deposit was partially mined historically with additional high grade gold zones likely to be found.

A new high grade gold zone has been drilled in the Reward area, which is located 400 metres north of the Hawkins Hill deposit. Four diamond drill holes have intersected the high grade quartz veins with drill intersections of up to 17.6 ounces/tonne over 0.33 metre. The new Reward zone is interpreted to be a geological repeat of the Hawkins Hill deposit.

Cash flow from gold production is planned to commence early in 2004. Production will commence with the re-opening of the Hawkins Hill deposit then from development along the line of lode towards the Reward area. Delineation of the Reward deposit will indicate whether mining the 15–20 metre wide middle lodes in the Reward area will be feasible as a large, high productivity operation.

Hill End Development Proposal

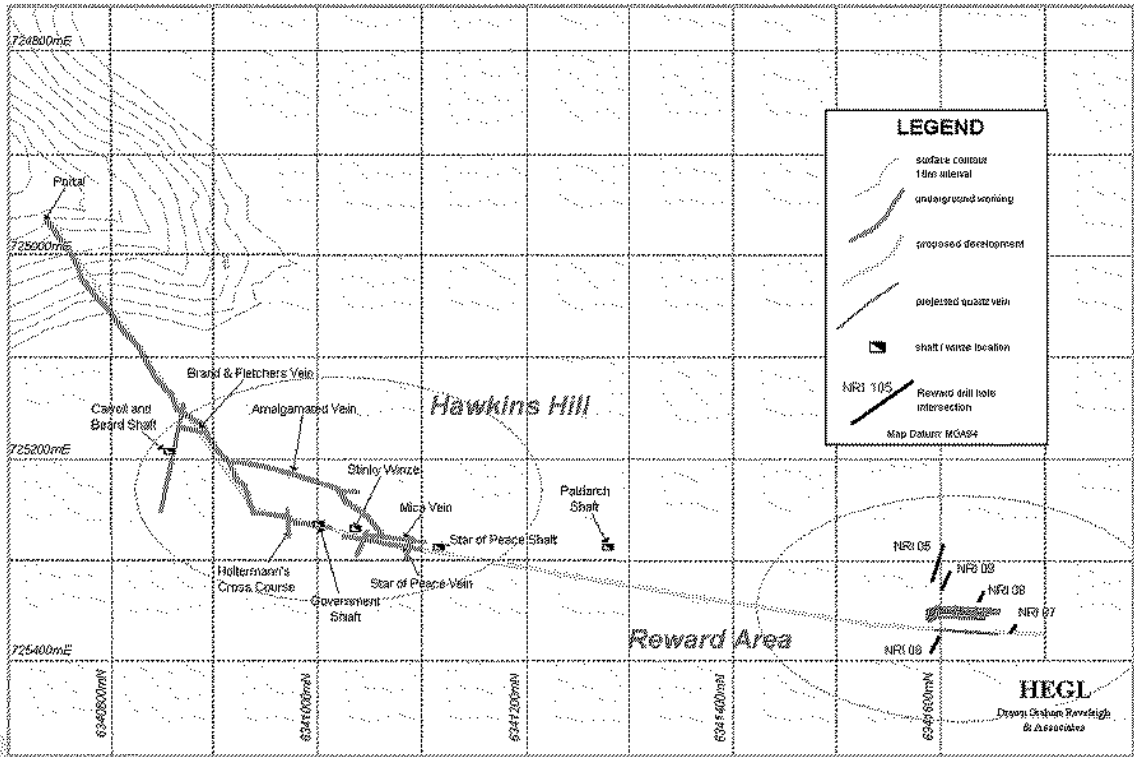
The Hill End project will utilise existing development to access the historical Hawkins Hill deposit and to develop the new Reward area to the north, shown by the drill hole traces. The tunnels and underground workings re-opened to date are in excellent condition after nearly a century of very little activity. The wall rocks are very strong and water is free draining to the Amalgamated level, which will be the main haulage level to the process plant at the portal.

The development plan on the following page shows the re-opened Amalgamated level development from the Amalgamated portal to the Star of Peace shaft. The proposed development to the new Reward area is a further 500 metres to the north. The Amalgamated level is approximately 250 metres below surface at the Reward area. Access along the line of lode has also been opened on the Consolidated level some 90 metres vertically above the Amalgamated level.

Development and delineation of the Reward zone will be with a combination of tracked and trackless equipment and shrinkage stoping methods. There are four main quartz lodes in the middle lodes zone of the Hawkins Hill deposit. These contained some 75% of the historical gold produced in a zone about 20 metres thick. These main lodes may be individually mined at Reward or, if the delineation development outlines a larger deposit similar to Hawkins Hill, then further work will determine whether a larger resource may be mined as a single unit for higher productivity.

Metallurgical test work indicates that the gold mineralisation is clean and free milling at a liberation size of 0.5 mm with recoveries of over 90% expected with a conventional gravity circuit. The treatment plant will not use a cyanide-based process.

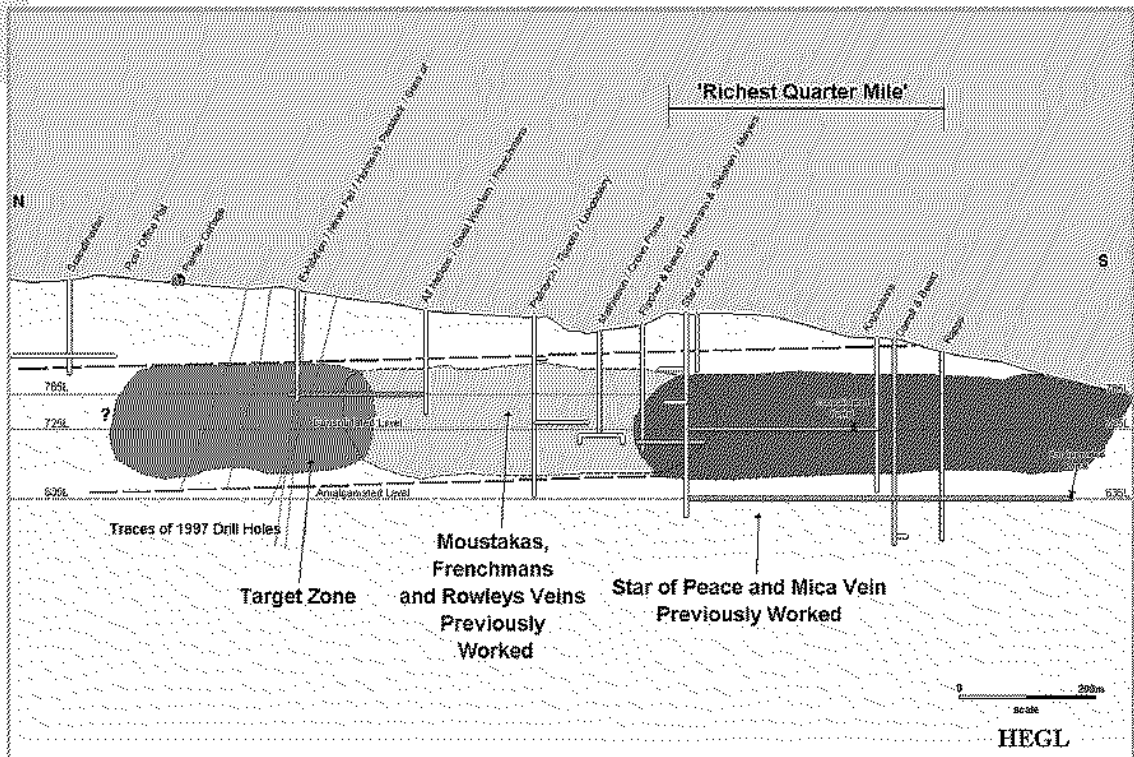
MANAGING DIRECTOR'S REVIEW



Amalgamated Level Development Plan of Hawkins Hill-Reward Area

Mined material will be screen upgraded through a static grizzly. Some underground waste will be discarded as blocky material with approximately 50% of mined waste material expected to be rejected from plant feed. The process facility has been designed to treat approximately 10 tonnes per hour of screen upgraded feed material.

Hawkins Hill Long Section



MANAGING DIRECTOR'S REVIEW

Hill End Geology

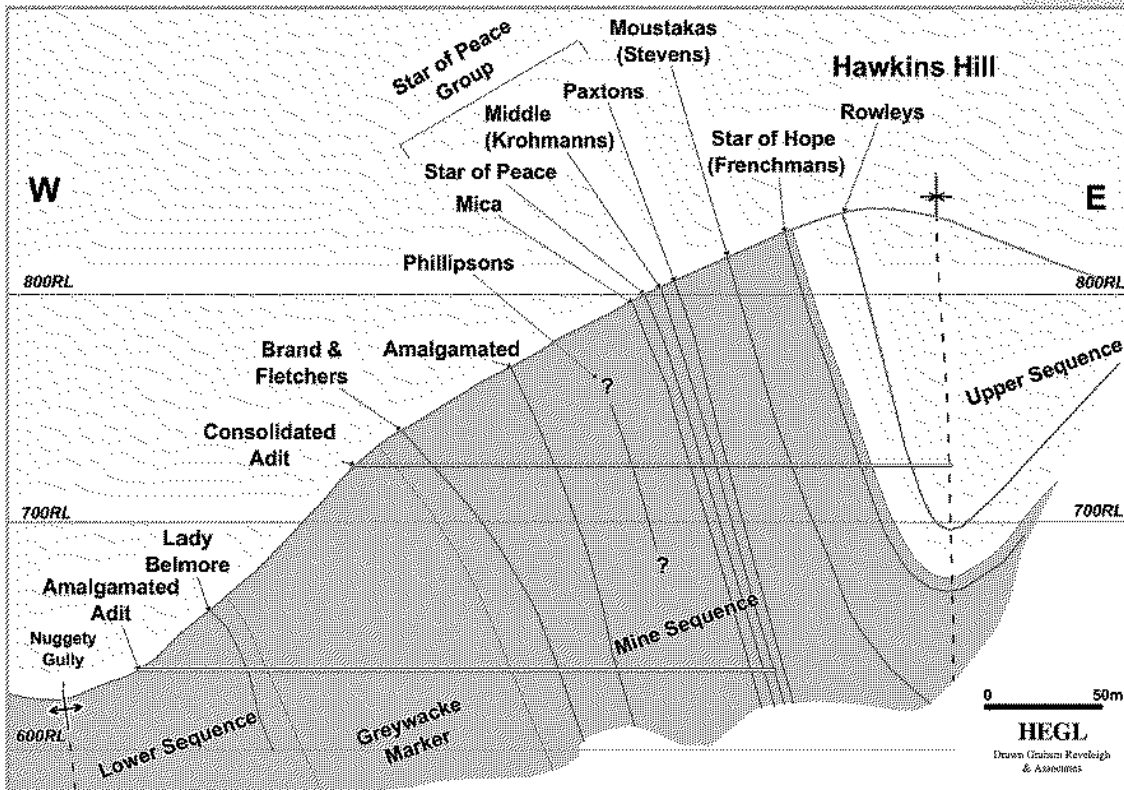
The long section of the Hawkins Hill-Reward area shows the Hawkins Hill high grade workings which contained the very rich Star of Peace to Paxtons group of veins (middle lodes). Between the Exhibition-Crown Prince shafts the lodes mined were progressively higher veins, stratigraphically above the Main veins. The new Reward area to the north was discovered by diamond drilling in 1997. The Reward area is interpreted to be a strike repeat of the historic Hawkins Hill deposit; however, the northern extent of the Hawkins Hill deposit and the extent of the Reward area has not yet been determined.

The Hill End Goldfield lies within turbidite sequences in the North Hill End Trough. Rocks in the Hill End area have undergone biotite grade, greenschist-facies metamorphism with the main north striking structural unit intruded to the south of the goldfield by the Bruinbun Granite which is of Lower Carboniferous age. The major fold in the area is the Hill End Anticline, which regionally plunges at approximately 20° to the north. In the Hawkins Hill area an east-dipping internal fold of the Hill End Anticline contains the majority of the gold-bearing quartz veins.

Gold production has been predominantly adjacent to the axis of the Hill End Anticline. Highest gold values occur in the bedding parallel quartz veins and intersecting north-east trending extension veins close to the hinge of the anticline.

The cross-section shows the Amalgamated and Consolidated levels and local stratigraphy containing the mineralised quartz veins in the Hawkins Hill deposit. These are continuous through to the Reward area, where the upper-most veins have been worked through the Exhibition Shaft. The multiple bedding-parallel veins occur within a 50 metre wide zone.

Hawkins Hill Schematic Cross Section



MANAGING DIRECTOR'S REVIEW

Regional Exploration Targets

The Exploration Licence EL 5868 extends over 35 kilometres along the axis of the Hill End Anticline. The Department of Mineral Resources has offered, and the Company will accept, renewal of EL 5868 for a further term till 17 June 2005.

Exploration has been undertaken in close proximity to the high grade gold workings at Hill End, Golden Gully, Red Hill, South Star and Chambers Creek; however, there has been very little exploration along the anticline for larger deposits.

There is significant potential for such deposits of similar genesis to the black shale metamorphic hosted deposits such as Telfer in Western Australia and the Muruntau in Uzbekistan. These deposits are characterised by extensive hydrothermally altered breccias, infilled with quartz, and enveloped in sedimentary rocks which display significant iron carbonate alteration.

Targets carrying these signatures have already been identified within EL 5868 along the axis of the anticline.

Red Hill

Recent surface exploration by the Company and compilation of previous data has identified a wide zone of stockwork style gold mineralisation at the Red Hill South Prospect located on EL5868 approximately five kilometres to the north of Hawkins Hill/Reward.

Shallow reverse circulation drilling by BHP during the late 1980s intersected oxidised gold mineralisation between surface and a depth of 50 metres in the southern Red Hill area. Recent interpretation of the drill results indicates potential for significant near-surface low-grade gold mineralisation.

One zone striking north-south which was outlined by the BHP drilling is interpreted to be of the order of 20 metres wide and grading up to 2g/t. The gold mineralisation is associated with multiple high grade quartz veins which were mined in shallow workings over an area of 150 metres strike and 100 metres across. The Red Hill line of workings extends to the north of the Red Hill South Prospect for approximately one kilometre.

During the 1980s, diamond drilling on 100 metre spacing to the north of the Red Hill South Prospect intersected down dip projections of surface workings at depths generally in excess of 100 metres. Some high grade assays were intersected in quartz calcite-chlorite veins with the maximum grade intersected being 117.75 g/t over 0.11 metre. Near surface mineralisation was not tested.

Further surface exploration will be undertaken on the Red Hill South Prospect and the Red Hill line of workings to target a drill program to commence in the near future.

Outlook for exploration

Exploration is focussed on additional discoveries of deposits in the Hill End area which may be mined by underground or open pit methods. Prospectivity of the Company's tenements is considered high by Australian standards given the sparse exploration undertaken to date on such a prolific gold field. The exploration programme for the coming year will be the drilling of targets at high potential areas such as Red Hill and the further evaluation of the tenements.

Additions to the Company's tenements will be in areas of similar potential to the Hill End tenements.

MINING TENEMENTS

TENEMENT	GRANT/ APPLICATION DATE	EXPIRY DATE	STATUS	AREA	SURFACE EXCEPTION RESTRICTION	DEPTH RESTRICTION	NOTES
Exploration Licence No 5888	18 Jun 01	17 Jun 03	Renewal Pending	113 units	Part (Hill End Historic Site)	Nil	1. Hill End Historic Site excluded, Exploration Licence applies below Historic Site. 2. Deed of Transfer from Nugget Resources Inc to Nugget Resources Australia Pty Ltd dated 26 June 2001. 3. The Company will renew till: 17 June 2005
Exploration Licence No 6119	25 Aug 03	24 Aug 05	Current	104 units	Nil	Nil	Nil
Exploration Licence No 6125	12 Sep 03	11 Sep 05	Current	88 units	Nil	Nil	Nil
Gold Lease No 5846	15 Feb 88	7 Dec 19	Current	2,044 hectares	Nil	Nil	1. Agreement between Big Nugget Partnership and Silver Orchid Pty Ltd dated 25 June 1993 2. Deed of Transfer from Nugget Resources Inc to Nugget Resources Australia Pty Ltd dated 26 June 2001
Mining Lease No 49	30 Jul 75	7 Dec 19	Current	1,618 hectares	Nil	Nil	1. Agreement between Big Nugget Partnership and Silver Orchid Pty Ltd dated 25 June 1993 2. Deed of Transfer from Nugget Resources Inc to Nugget Resources Australia Pty Ltd dated 26 June 2001
Mining Lease No 50	30 Jul 75	7 Dec 19	Current	3,02 hectares	Nil	Nil	1. Agreement between Big Nugget Partnership and Silver Orchid Pty Ltd dated 25 June 1993 2. Deed of Transfer from Nugget Resources Inc to Nugget Resources Australia Pty Ltd dated 26 June 2001
Mining Lease No 315	8 Dec 76	7 Dec 19	Current	6,671 hectares	Nil	Nil	1. Agreement between Big Nugget Partnership and Silver Orchid Pty Ltd dated 25 June 1993 2. Deed of Transfer from Nugget Resources Inc to Nugget Resources Australia Pty Ltd dated 26 June 2001
Mining Lease No 316	8 Dec 76	7 Dec 19	Current	8,846 hectares	Nil	Nil	1. Agreement between Big Nugget Partnership and Silver Orchid Pty Ltd dated 25 June 1993 2. Deed of Transfer from Nugget Resources Inc to Nugget Resources Australia Pty Ltd dated 26 June 2001
Mining Lease No 317	8 Dec 76	7 Dec 19	Current	7 hectares	Nil	Nil	1. Agreement between Big Nugget Partnership and Silver Orchid Pty Ltd dated 25 June 1993 2. Deed of Transfer from Nugget Resources Inc to Nugget Resources Australia Pty Ltd dated 26 June 2001
Mining Lease No 913	20 Jan 81	19 Jan 23	Current	22 hectares	Nil	Nil	1. Agreement between Big Nugget Partnership and Silver Orchid Pty Ltd dated 25 June 1993 2. Deed of Transfer from Nugget Resources Inc to Nugget Resources Australia Pty Ltd dated 26 June 2001
Mining Lease No 914	20 Jan 81	19 Jan 23	Current	21,69 hectares	Nil	Nil	1. Agreement between Big Nugget Partnership and Silver Orchid Pty Ltd dated 25 June 1993 2. Deed of Transfer from Nugget Resources Inc to Nugget Resources Australia Pty Ltd dated 26 June 2001
Mining Lease No 915	4 Feb 81	3 Feb 23	Current	13,27 hectares	Nil	Nil	1. Agreement between Big Nugget Partnership and Silver Orchid Pty Ltd dated 25 June 1993 2. Deed of Transfer from Nugget Resources Inc to Nugget Resources Australia Pty Ltd dated 26 June 2001
Mining Lease No 1116	28 Mar 84	27 Mar 05	Current	15,71 hectares	Nil	Nil	1. Agreement between Big Nugget Partnership and Silver Orchid Pty Ltd dated 25 June 1993 2. Deed of Transfer from Nugget Resources Inc to Nugget Resources Australia Pty Ltd dated 26 June 2001
Mining Lease Application 137	29 Nov 99	Term of 21 years applied for	Application Pending	158 hectares	Nil	Nil	Hill End historic site excluded
Mining Lease Application 148	17 Feb 00	Term of 21 years applied for	Application Pending	120 hectares	Nil	Nil	N/A

NOTE: Nugget Resources Australia Pty Limited and Nugget Resources Australia Limited are former names of Hill End Gold Limited

DIRECTORS' REPORT

This concise report has been derived from the full financial report for the year ended 30 June 2003. The full financial report and auditor's report will be sent to members on request, free of charge.

Please call +61 7 4033 1805 and a copy will be forwarded to you.

The concise financial report cannot be expected to provide as full an understanding of the financial performance, financial position and financial and investing activities of Hill End Gold Limited as the full financial report.

The Directors present their report on the economic entity for the year ended 30 June 2003.

Directors

The Directors of Hill End Gold Limited during the financial year and until the date of this report are:

- * Alfred Lampard Paton (Chairman)
- * Graham Charles Reveleigh (Managing Director)
- * Philip Francis Bruce (Non-Executive Director)
- * Ian Noel Stuart Sloan (Non-Executive Director)

Principal Activities

The principal activities of the economic entity during the financial year were:

- * Raising Capital for the development of the Hill End Project Area; and
- * Exploring for minerals on the Hill End Project area.

Results

The economic entity incurred a pre-tax operating loss of \$287,225 (2002: loss \$586,167).

Dividends

No dividend has been paid since the end of the previous financial year and no dividend is recommended for the current year, (2002 - nil).

Review of Operations

The major activity during the financial year was the drafting of a prospectus and ongoing fundraising effort to progress exploration and development of the Hill End Project area. Some exploration was undertaken at Hill End.

Significant Changes in the State of Affairs

There were no significant changes in the state of affairs in the Company during the year other than:

- * The Company in September 2002 changed its name from Nugget Resources Australia Limited to Hill End Gold Limited,
- * The Company raised \$539,411 in seed capital to extinguish existing debts, undertake exploration and fund the listing of the Company on the Australian Stock Exchange Limited ('ASX').

Subsequent Events

The Company was admitted to the official list of the Australian Stock Exchange on Monday, 14 July 2003 and listed on the exchange on Thursday, 17 July 2003.

Likely Developments and Results

Information on likely developments is included in the Managing Director's Report accompanying this Financial Report.

DIRECTORS' REPORT

Environmental Issues

The Hill End Project Area is located on Mining Leases and Exploration Licences issued by the Department of Mineral Resources.

One of the conditions of the mining leases requires the preparation of an annual Environmental Management Report and a Mining Operations Plan.

The economic entity has statutory obligations to protect the environment in which it was exploring. During the reporting period the economic entity met its obligations pursuant to any environmental legislation.

Information on Directors

(a) Qualifications and Experience

Alfred Lampard PATON, *B.Eng, FAIM, MIE, MAusIMM, FAICD*

Chairman (non executive)

Mr Paton is currently the Chairman of AustPac Resources NL and a Director of CARE Australia. Mr Paton has an engineering background and has over 50 years' experience in business including the mining industry. From 1987 to 1990 he was Managing Director of Placer Pacific Limited and Kidston Gold Mines Limited, and was Chairman of these Companies from 1990 to 1994, when he also retired as a Director of Placer Dome Inc. Canada. Mr Paton, with his long and distinguished career as a Company Director, brings a wealth of experience to the Board.

Graham Charles REVELEIGH, *M.Sc., MAusIMM, CPMar, MCIMM*

Managing Director

Mr Reveleigh has wide experience in the mining industry, covering exploration, development, construction and mine operations. Graduating from University of Queensland in 1966 with a BSc majoring in geology, Mr Reveleigh spent 10 years in active exploration for gold, uranium, copper, and other minerals before becoming Mine Manager at Noble's Nob, where he ran the operations for seven years. During his exploration years Mr Reveleigh completed an MSc at James Cook University of North Queensland in 1977. Subsequently, he has worked on numerous projects both in Australia and overseas as a consultant. Mr Reveleigh worked for Northern Gold NL at Hill End NSW; Elders Resources at Red Dome, Qld as Mine Superintendent/Mine Manager; Cyprus Gold Australia Corp as Project Manager for the feasibility study, construction, and operation of Moline Gold Mine in the Northern Territory, as Project Manager for Arimco at Gold Ridge, Solomon Islands; as part of the Pacific Delta team for Kennecott at Lihir; as well as smaller jobs in Philippines, New Caledonia, Siberia and most States in Australia. Mr Reveleigh has been the Site Manager for Nugget Resources Inc at Hill End NSW since the commencement of the project, and for the last three years has been President of that Company.

Philip Francis BRUCE, *B.E. (Mining) (Hons) FAusIMM*

Director (non executive)

Mr Bruce has over twenty-five years mining industry experience in Australia, South Africa and Indonesia in gold, platinum and base metals operations and senior corporate management. He has developed and managed profitable underground and open pit operations from small to large scale. He was the CEO of PT BHP Indonesia and has been a director of Buka Minerals Limited, Ausmelt Limited and Managing Director of Triako Resources Limited. As the General Manager - Development for Plutonic Resources Limited (PRL), he was responsible for the technical aspects of the acquisition and development of the PRL gold mining projects during the growth of the company from \$35 million to over \$1 billion market capitalisation.

DIRECTORS' REPORT

Ian Noel Stuart SLOAN, B. Tech (Mech.), J.P. MAICD

Director (non executive)

Mr Sloan is a Mechanical Engineer with experience in engineering, mining and business management. Mr Sloan graduated from QUT with a degree in mechanical engineering. He has variously been Production Engineer for Nauru Phosphate Corporation on Nauru Island, Central Pacific and National Manufacturing Manager for Harbison ACI Pty Limited where he managed manufacturing plants in Unanderra, New South Wales and Dandenong, Victoria and a magnesite mine in Fifield, NSW. In 1981, Mr Sloan acquired a steel fabrication business, which he operated for 3 years after which he established the computer company, Magnasoft Pty Ltd. Today, Mr Sloan owns and operates Executive Offices Australia Pty Ltd in Martin Place, Sydney.

(b) Relevant Interests in Ordinary Shares and Options at the Date of this Report

As at the date of this report, the interests of the directors in the shares of the Company and related bodies corporate were:

Director	Fully Paid Ordinary Shares	Employee Options
A. Paton	200,000	250,000
G. Reveleigh	10,000	200,000
P. Bruce	113,333	200,000
I. Sloan	-	200,000

In addition to the above direct shareholding:

Mr P.F. Bruce may have an entitlement to 527,403 shares and 263,702 options beneficially held by a discretionary family trust, Philip Francis Bruce through the trustee, Diazill Pty Ltd, of which he is a director that has an interest in 1,850,000 shares and 875,000 options.

Mr G. C. Reveleigh may have an entitlement to shares and options beneficially held by a discretionary family trust, The Arfamo Trust, 2,605,000 shares and 877,500 options and The Reveleigh Superannuation Fund, 1,253,722 shares and 250,000 options, through the trustee, G.E Reveleigh & Co Pty Ltd, of which he is a director.

Mr I. N. S. Sloan may have an entitlement to shares beneficially held by a discretionary family trust, The Pitt Street Trust, 513,167 shares and The Sloan Superannuation Fund, 287,788 shares and 230,000 options, through the trustee, Daletech Pty Ltd, of which he is a director.

	Hill End Gold Limited Ordinary Shares					
	Direct	Indirect	Employee Options	Exercise Price	Options	Exercise Price
A. L. Paton	200,000	-	250,000	20 cents	100,000	25 cents
P. F. Bruce	113,333	2,377,403	200,000	20 cents	1,138,702	25 cents
G. C. Reveleigh	10,000	3,848,722	200,000	20 cents	1,132,500	25 cents
I. N. S. Sloan	-	800,955	200,000	20 cents	230,000	25 cents

(c) Directors and Senior Officers Emoluments

The Remuneration Committee is responsible for making recommendations to the Board on remuneration policies applicable to Board members and senior officers of the Company. The Board's remuneration policy is to ensure the remuneration level properly reflects the person's duties and responsibilities and that remuneration is competitive in attracting, retaining and motivating people of the highest quality.

The economic entity has not employed any executive officers, other than Directors, who were involved in, concerned in, or who took part in the management of the economic entity's affairs. Details of the nature and amount of the remuneration of each Director of the company are set out below:

DIRECTORS' REPORT

(d) Emolument Of Directors

	Annual Emoluments			Long-term Emoluments		
	Base Fee	Bonus	Other & Similar Payments	Termination Grants	Options	Other
	\$	\$	\$	\$	No.	\$
A. L. Paton	-	-	-	-	250,000	-
P.F. Bruce	-	-	-	-	200,000	-
I. N. S. Sloan	-	-	-	-	200,000	-
G.C. Reveleigh	-	-	-	-	200,000	-

(e) Emoluments of the Five Most Highly Paid Officers

	Annual Emoluments			Long-term Emoluments		
	Base Fee	Bonus	Other & Similar Payments	Termination Grants	Options	Other
	\$	\$	\$	\$	No.	\$
G. C. Reveleigh	-	-	-	-	200,000	-
K. M. Lynn	-	-	-	-	100,000	-

(f) Share Options

At the date of this report, the Company had the following outstanding employee options over ordinary shares.

	Date Granted	Expiry Date	Number Granted	Exercise Price per Share	Value 2003 \$
G. C. Reveleigh	10/10/01	31/08/06	200,000	20 cents	0
K.M. Lynn	10/10/01	31/08/06	100,000	20 cents	0
A. L. Paton	10/10/01	31/08/06	250,000	20 cents	0
I. N. S. Sloan	10/10/01	31/08/06	200,000	20 cents	0
P. F. Bruce	10/10/01	31/08/06	200,000	20 cents	0

Upon the expiration of the non-exercise period and the payment in cash of the exercise price, the Option Holder shall be entitled to be issued one fully paid Share, or one partly paid Share paid to 1 cent in accordance with the terms of issue. The exercise price for an Option will either be the full issue price of the Share subject to the Option or if in accordance with clause 5(c) of the option plan, where the options were issued on the basis that 1 cent of the issue price is payable upon exercise.

(g) Meetings of Directors

The following table sets out the number of meetings of the Company's Directors during the year ended 30 June 2003 and the number of meetings attended by each Director.

Name	Board Meetings		Committee Meetings			
	Directors Meetings		Due Diligence		Audit	
	Eligible	Attended	Eligible	Attended	Eligible	Attended
G. C. Reveleigh	9	9	4	4	-	-
A. L. Paton	9	9	-	-	1	1
I. N. S. Sloan	9	9	4	4	1	1
P. F. Bruce	9	9	4	4	1	1

No Nomination and Remuneration Committee Meetings were held during the year, with all relevant matters being considered by the full Board of Directors.

DIRECTORS' REPORT

Share Options

Options issued in the current financial year

During the financial year the Company issued a total of 5,394,105 shares and 2,697,053 options at 10 cents per share as seed capital to pay creditors, undertake limited exploration and fund the preparation of a prospectus.

Total outstanding options at the date of this report

The following options are outstanding at the date of this report:

Listed options	Exercisable at 25 cents on or before 30 June 2005	7,414,100
Restricted – 28 October 2003	Exercisable at 25 cents on or before 30 June 2005	612,926
Restricted – 17 July 2005	Exercisable at 25 cents on or before 30 June 2005	1,471,202
Employee	Exercisable at 20 cents on or before 30 August 2006	950,000
	Total options on issue	<u>10,448,228</u>

Corporate Governance

In recognising the need for the highest standards of corporate behaviour and accountability, the Directors support and have adhered to the principles of corporate governance.

Directors and Officers Indemnification

During or since the financial year, the Company has paid no premiums in respect of a contract insuring all the directors and officers of Hill End Gold Limited against costs incurred in defending proceedings for conduct involving:

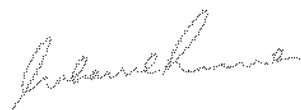
- (a) a wilful breach of duty; or
- (b) a contravention of Sections 182 or 183 of the Corporations Law, as permitted by Section 199B of the Corporations Law.

The total amount of insurance contract premiums paid during the year was: Nil (2002 – \$Nil).

This report is made in accordance with a resolution of the directors.



ALFRED PATON
Chairman
29 September 2003



GRAHAM REVELEIGH
Managing Director
29 September 2003

STATEMENT OF FINANCIAL PERFORMANCE

FOR THE YEAR ENDED 30 JUNE 2003

	Notes	2003 \$	2002 \$
Revenues from ordinary activities	2	21,193	8,577
Expenses from ordinary activities		-	-
- Administration		(55,763)	(43,576)
- Capital raising expenses		(205,365)	(382,548)
- Other expenses from ordinary activities		(47,290)	(168,620)
Loss from ordinary activities before income tax expense		(287,225)	(586,167)
Income tax expense		-	-
Loss from ordinary activities after income tax expense		(287,225)	(586,167)
Total changes in equity other than those resulting from transactions with owners as owners		(287,225)	(586,167)
		Cents	Cents
Basic earnings per share		(0.01)	(0.04)
Diluted earnings per share		(0.01)	(0.04)

The above statement of financial performance should be read in conjunction with the accompanying notes and discussion & analysis.

STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2003

	2003	2002
	\$	\$
Current Assets		
Cash assets	16,726	15,524
Other current assets	25,724	9,975
Total Current Assets	42,450	25,499
Non-Current Assets		
Other financial assets	41,000	41,000
Other	1,523,899	1,523,899
Total Non-Current Assets	1,564,899	1,564,899
Total Assets	1,607,349	1,590,398
Current Liabilities		
Payables	243,334	478,569
Total Current Liabilities	243,334	478,569
Total Liabilities	243,334	478,569
Net Assets	1,364,015	1,111,829
Equity		
Parent entity interest		
Contributed equity	2,237,410	1,697,999
Accumulated losses	(873,395)	(586,170)
Total Equity	1,364,015	1,111,829

The above statement of financial position should be read in conjunction with the accompanying notes and discussion & analysis.

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2003

	2003	2002
	\$	\$
Cash Flows From Operating Activities		
Interest received	21,193	8,577
Payments to suppliers and employees	(512,112)	(116,058)
Net cash outflows from operating activities	(490,919)	(107,481)
Cash Flows From Investing Activities		
Exploration expenditure	(47,290)	(11,393)
Net cash outflows from investing activities	(47,290)	(11,393)
Cash Flows From Financing Activities		
Proceeds from the issue of shares	539,411	1,697,999
Repayments of borrowings	-	(1,697,999)
Net cash inflows from financing activities	539,411	-
Net Increase (Decrease) in Cash Held	1,202	(118,874)
Cash at the Beginning of the Financial Year	15,524	134,398
Cash at the End of the Financial Year	16,726	15,524

The above statement of cash flows should be read in conjunction with the accompanying notes and discussion & analysis.

DISCUSSION AND ANALYSIS

STATEMENT OF FINANCIAL PERFORMANCE

The year under review was primarily focused on listing the Company on the ASX. The Company was admitted to the official list of the Australian Stock Exchange on Monday, 14 July 2003 and listed on the exchange on Thursday, 17 July 2003.

STATEMENT OF FINANCIAL POSITION

In October 2002, the Company raised \$539,411 in seed capital to extinguish existing debts, undertake exploration and fund the listing of the Company on the Australian Stock Exchange Limited ('ASX').

STATEMENT OF CASH FLOWS

Cashflows from operating activities increased reflecting the higher level of cash on deposit from the fund raising in October 2002.

Cashflows from investing activities comprise funds spent on exploration activities.

Cashflows from financing activities reflect the share issue in October 2002 to extinguish existing debts, undertake exploration and fund the listing of the Company on the Australian Stock Exchange Limited ('ASX').

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2003

This concise financial report relates to Hill End Gold Limited at the end of, or during, the year ended 30 June 2003. The accounting policies adopted are consistent with those of the previous year.

	2003	2002
	\$	\$
1. REVENUE		
Revenue from outside the operating activities		
Interest received	21,193	8,577
2. OPERATING LOSS FROM ORDINARY ACTIVITIES		
The operating loss from ordinary activities before income tax is arrived at after charging:		
Administration expenses	(55,363)	(43,576)
Capital raising expenses	(205,365)	(382,548)
Exploration Expenditure	(47,690)	(168,620)

3. SEGMENT INFORMATION**Business Segments**

The Company operates in the mining industry in Australia only. Operations comprise the exploration, development and mining of precious minerals.

4. FULL FINANCIAL REPORT

Further financial information can be obtained from the full financial report, which is available from the Company, free of charge, on request. A copy may be requested by calling +61 7 4033 1805.

DIRECTORS' DECLARATION

The directors declare that in their opinion, the concise financial report of the economic entity for the year ended 30 June 2003 as set out on pages 13 to 17 complies with Accounting Standard AASB 1039: Concise Financial Reports.

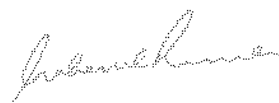
The financial statements and specific disclosures included in this concise financial report have been derived from the full financial report for the year ended 30 June 2003.

The concise financial report cannot be expected to provide as full an understanding of the financial performance, financial position and financial and investing activities of the entity as the full financial report, which as indicated in Note 3 is available on request.

This declaration is made in accordance with a resolution of the directors.



A Paton
Chairman
Sydney
29 September 2003



G Reveleigh
Managing Director
Sydney
29 September 2003

INDEPENDENT AUDIT REPORT

To the members of Hill End Gold Limited:

Scope

We have audited the concise financial report of Hill End Gold Limited (the Company) for the financial year ended 30 June 2003 as set out on pages 13 to 18, in order to express an opinion on it to the members of the Company. The Company's directors are responsible for the concise financial report.

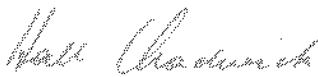
Our audit has been conducted in accordance with Australian Auditing Standards to provide reasonable assurance as to whether the concise financial report is free of material misstatement. We have also performed an independent audit of the full financial report of the Company for the financial year ended 30 June 2003. Our audit report on the full financial report was signed on 29 September 2003, and was not subject to any qualification.

Our procedures in respect of the audit of the concise financial report included testing that the information included in it is consistent with the full financial report, and examination, on a test basis, of evidence supporting the amounts, discussion and analysis and other disclosures which were not directly derived from the full financial report. These procedures have been undertaken to form an opinion as to whether the concise financial report complies with Australian Accounting Standard AASB 1039: Concise Financial Reports in that, in all material respects, it is presented fairly in accordance with that standard.

The audit opinion expressed in this report has been formed on the above basis.

Audit Opinion

In our opinion, the concise financial report of the Company complies with Accounting Standard AASB 1039: Concise Financial Reports.



HALL CHADWICK

Chartered Accountants



D. W. LANGDON

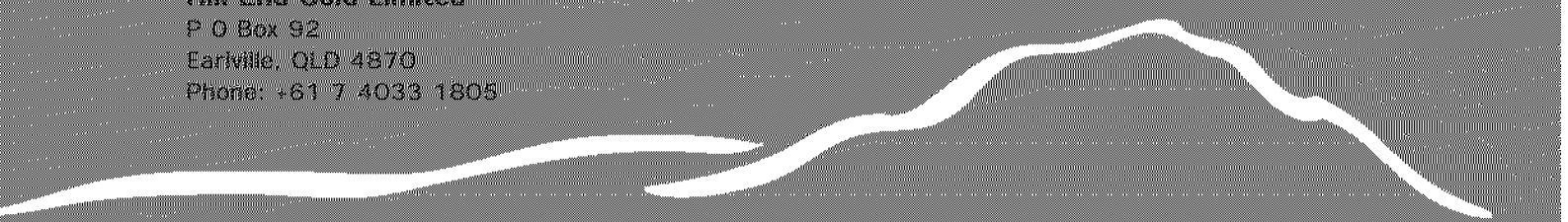
Partner

Brisbane

29 September 2003

CORPORATE DIRECTORY

DIRECTORS	Alfred Lampard Paton <i>Non Executive Chairman</i> Graham Charles Reveleigh <i>Managing Director</i> Philip Francis Bruce <i>Non Executive Director</i> Ian Noel Stuart Sloan <i>Non Executive Director</i>
COMPANY SECRETARY	Kevin Martin Lynn
AUSTRALIAN COMPANY NUMBER	072 692 365
SYDNEY OFFICE	Level 7, 14 Martin Place Sydney, NSW 2000
POSTAL ADDRESS	GPO Box 4853 Sydney, NSW 1044
REGISTERED AND TECHNICAL OFFICE	C/- GR&A Pty Ltd 41 Cavendish Street P O Box 92 Earlville, QLD 4870 Telephone: +61 7 4033 1805 Facsimile: +61 7 4033 6415 www.hillendgold.com.au
FIELD OFFICE	Bowen Street Hill End, NSW 2850
SHARE REGISTRY	Registries Limited Level 2, 28 Margaret Street Sydney, NSW 2000 Ph +61 2 9279 0677 Fax +61 2 9279 0864 www.registriesltd.com.au
AUDITOR	Hall Chadwick Level 1, 74 Abbott Street Cairns, QLD 4870
LEGAL ADVISER	Ian Congdon Solicitor Level 7, 37 Bligh Street Sydney, NSW 2000



Hill End Gold Limited
P O Box 92
Earlville, QLD 4870
Phone: +61 7 4033 1805