

PROXY FORM

The Secretary
Hill End Gold Limited
41 Cavendish Street
P O Box 92
Earlville, QLD 4870
Telephone: + 61 7 4033 1805
Facsimile: + 61 7 4033 6415
www.hillendgold.com.au

I/We

being a member(s) of Hill End Gold Limited ("Company") and entitled to Shares in the Company hereby appoint

or failing him/her, the Chairman of the meeting as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 11am on 27 November 2003 and at any adjournment thereof.

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is%. (The Company on request will supply an additional proxy form if required.)

If you wish to indicate how your proxy is to vote, please tick the appropriate places below. If no indication is given on a resolution, the proxy may abstain or vote at his/her discretion.

I/We direct my/our proxy to vote as indicated below:

RESOLUTION	FOR	AGAINST	ABSTAIN
1. Re-election of Mr I N S Sloan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Mr P F Bruce	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Mr A L Paton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

As witnessed by my/our hands, this day of2003.

If a natural person:
.....
(Signature)

If a company:
EXECUTED by:
in accordance with the
Corporations Law

.....
Director

.....
Director/Secretary

<p>PROXY INSTRUCTIONS</p> <p>Members are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights.</p> <p>The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be deposited at or sent by facsimile transmission to the Company at 41 Cavendish Street, P O Box 92, Earlville, QLD, 4870, facsimile (07) 4033 6415 not less than 48 hours prior to the meeting or adjourned meeting, as the case may be, at which the individual named in the proxy form proposes to vote.</p>	<p>A proxy must be signed by the member or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Law. In the case of Shares jointly held by two or more persons, all joint holders must sign the proxy form.</p> <p>VOTING ENTITLEMENT</p> <p>For the purposes of determining voting entitlements at the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 11am on 13 November 2003. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.</p>
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