

## Appendix 3B

### New issue announcement, application for quotation of additional securities and agreement

*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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Hill End Gold Limited

ABN

072 692 365

We (the entity) give ASX the following information.

#### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |                                                                                                                                                                                                                                              |                            |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|
| 1 | +Class of +securities issued or to be issued                                                                                                                                                                                                 | Ordinary Fully Paid Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                | 9,813,517 - OFPS           |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Ordinary Fully Paid Shares |

+ See chapter 19 for defined terms.

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| <p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | <p>Yes</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |        |        |             |                            |            |                                                                   |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|--------|-------------|----------------------------|------------|-------------------------------------------------------------------|
| <p>5 Issue price or consideration</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <p>\$1,472,035</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                            |        |        |             |                            |            |                                                                   |
| <p>6 Purpose of the issue<br/>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                        | <p>Conversion of Options.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                 |        |        |             |                            |            |                                                                   |
| <p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <p>18 April 2007</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                          |        |        |             |                            |            |                                                                   |
| <p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <table border="1"> <thead> <tr> <th data-bbox="706 1312 987 1346">Number</th> <th data-bbox="987 1312 1253 1346">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="706 1346 987 1423">158,511,118</td> <td data-bbox="987 1346 1253 1423">Fully Paid Ordinary Shares</td> </tr> <tr> <td data-bbox="706 1423 987 1610">79,388,148</td> <td data-bbox="987 1423 1253 1610">Listed options with exercise price 15 cents, expiring 31 May 2007</td> </tr> </tbody> </table> | Number | +Class | 158,511,118 | Fully Paid Ordinary Shares | 79,388,148 | Listed options with exercise price 15 cents, expiring 31 May 2007 |
| Number                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | +Class                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |        |        |             |                            |            |                                                                   |
| 158,511,118                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Fully Paid Ordinary Shares                                                                                                                                                                                                                                                                                                                                                                                                                                                    |        |        |             |                            |            |                                                                   |
| 79,388,148                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Listed options with exercise price 15 cents, expiring 31 May 2007                                                                                                                                                                                                                                                                                                                                                                                                             |        |        |             |                            |            |                                                                   |

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+ See chapter 19 for defined terms.

|    | Number                                                                                             | *Class                                             |
|----|----------------------------------------------------------------------------------------------------|----------------------------------------------------|
| 9  | 5,000,000                                                                                          | Unlisted employee options expiring 30 June 2009    |
|    | 1,000,000                                                                                          | Unlisted employee options expiring 1 December 2010 |
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) |                                                    |
|    | N/A                                                                                                |                                                    |

## Part 2 - Bonus issue or pro rata issue

|    |                                                                                                                                                                                                                                             |     |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| 11 | Is security holder approval required?                                                                                                                                                                                                       | N/A |
| 12 | Is the issue renounceable or non-renounceable?                                                                                                                                                                                              | N/A |
| 13 | Ratio in which the *securities will be offered                                                                                                                                                                                              | N/A |
| 14 | *Class of *securities to which the offer relates                                                                                                                                                                                            | N/A |
| 15 | *Record date to determine entitlements                                                                                                                                                                                                      | N/A |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?                                                                                                                                          | N/A |
| 17 | Policy for deciding entitlements in relation to fractions                                                                                                                                                                                   | N/A |
| 18 | Names of countries in which the entity has *security holders who will not be sent new issue documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> | N/A |
| 19 | Closing date for receipt of acceptances or renunciations                                                                                                                                                                                    | N/A |

+ See chapter 19 for defined terms.

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|    |                                                                                                                                                             |     |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| 20 | Names of any underwriters                                                                                                                                   | N/A |
| 21 | Amount of any underwriting fee or commission                                                                                                                | N/A |
| 22 | Names of any brokers to the issue                                                                                                                           | N/A |
| 23 | Fee or commission payable to the broker to the issue                                                                                                        | N/A |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders                                         | N/A |
| 25 | If the issue is contingent on +security holders' approval, the date of the meeting                                                                          | N/A |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled                                        | N/A |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | N/A |
| 28 | Date rights trading will begin (if applicable)                                                                                                              | N/A |
| 29 | Date rights trading will end (if applicable)                                                                                                                | N/A |
| 30 | How do +security holders sell their entitlements <i>in full</i> through a broker?                                                                           | N/A |
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?                                                | N/A |

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+ See chapter 19 for defined terms.

- 32 How do \*security holders dispose of their entitlements (except by sale through a broker)? N/A
- 33 \*Despatch date N/A

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)

(a) ☒ Securities described in Part I

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35 ☐ If the \*securities are \*equity securities, the names of the 20 largest holders of the additional \*securities, and the number and percentage of additional \*securities held by those holders
- 36 ☐ If the \*securities are \*equity securities, a distribution schedule of the additional \*securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37 ☐ A copy of any trust deed for the additional \*securities

\* See chapter 19 for defined terms.

**Entities that have ticked box 34(b)**

|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |               |        |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|--------|
| 38 | Number of securities for which<br>+quotation is sought                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | N/A           |        |
| 39 | Class of +securities for which<br>quotation is sought                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | N/A           |        |
| 40 | Do the +securities rank equally in all<br>respects from the date of allotment<br>with an existing +class of quoted<br>+securities?<br><br>If the additional securities do not<br>rank equally, please state:<br><ul style="list-style-type: none"> <li>the date from which they do</li> <li>the extent to which they<br/>participate for the next dividend,<br/>(in the case of a trust,<br/>distribution) or interest payment</li> <li>the extent to which they do not<br/>rank equally, other than in<br/>relation to the next dividend,<br/>distribution or interest payment</li> </ul> | N/A           |        |
| 41 | Reason for request for quotation<br>now<br><br>Example: In the case of restricted securities, end of<br>restriction period<br><br>(if issued upon conversion of<br>another security, clearly identify that<br>other security)                                                                                                                                                                                                                                                                                                                                                              | N/A           |        |
| 42 | Number and +class of all +securities<br>quoted on ASX (including the<br>securities in clause 38)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Number<br>N/A | +Class |

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+ See chapter 19 for defined terms.

- Print name: Kevin Martin Lynn

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