HAMPTON HILL Mining NL

ABN 60 060 628 524

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20 October 2017

Company Announcements Office
ASX Limited
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Annual Report

Attached is the 2017 Annual Report for Hampton Hill Mining NL.

Peter Ruttledge
Company Secretary

HAMPTON HILL
Mining NL

ABN 60 060 628 524

Annual Report 2017

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CORPORATE DIRECTORY

Directors	Joshua Pitt Executive Chairman Neil Tomkinson Non-executive Director Wilson Forte Non-executive Director
Company Secretary	Peter Ruttledge
Registered and Business Office	Level 2 9 Havelock Street West Perth WA 6005 Telephone: 08 9481 8444 Facsimile: 08 9481 8445 Email: info@hamptonhill.com.au
Auditor	HLB Mann Judd (WA Partnership) Level 4 130 Stirling Street Perth WA 6000
Home Exchange	Australian Securities Exchange (ASX)
ASX Code	HHM
Share Registry	Security Transfer Australia Pty Ltd 770 Canning Highway Applecross WA 6153 Telephone: 08 9315 2333 Facsimile: 08 9315 2233 Email: registrar@securitytransfer.com.au
Webpage	www.hamptonhill.com.au
Corporate Governance Statement	http://www.hamptonhill.com.au/CorpGov.htm

Hampton Hill Mining NL (ABN 60 060 628 524) is a public listed company incorporated and domiciled in Australia

CHAIRMAN'S LETTER

Dear Shareholders,

During the year Hampton's underlying asset value has been enhanced by ASX listed Peel Mining Limited's (Peel) rising share price. Your Company holds just less than 10 million fully paid shares in Peel and currently this shareholding has a market value approaching $2.5 million. Hampton's management has recently carried out a site inspection of the Peel base metal and gold projects at Cobar, NSW and has concluded that there is a high likelihood of further significant share price improvement based on the rapid progress being made by Peel and the extraordinary mineral endowment unfolding there.

Hampton can also anticipate asset appreciation from its overriding royalty interest in the central leases of the Apollo Hill Gold Project near Leonora WA should Peel succeed with its recently announced plans to spin off this project into a well-funded IPO. Peel aims to list the new company, named Saturn Metals Limited, prior to December, raising between $4 million and $7 million, and to gather a dedicated exploration team to reinvigorate the exploration effort at Apollo Hill. These central leases have significant scope for the discovery of Tier One gold deposits and Hampton stands to receive a 5% gross overriding royalty on any gold production in excess of one million ounces.

The Millennium Zinc Project joint venture, in which Hampton has just recently earned a 25% interest, continued as the major exploration focus for your Company during the year. It is situated within the richly endowed Paterson Province of the Eastern Pilbara of Western Australia.

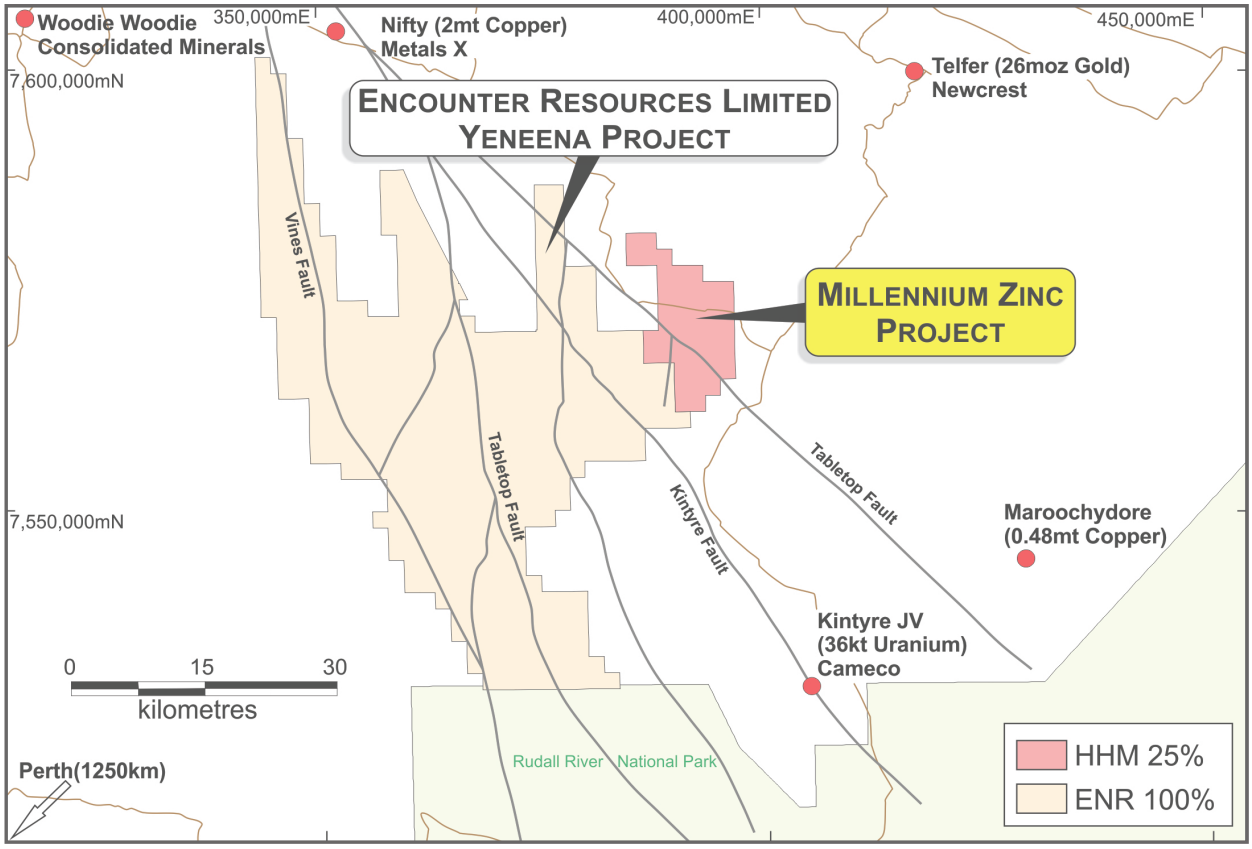
Hampton was attracted to the project after reviewing the initial shallow drilling results that outlined a target horizon that extends for three kilometres along the major Tabletop Fault. Broad intervals of highly anomalous zinc mineralisation had been intersected and, while of no direct economic value, these presented an exciting indication that significant primary zinc sulphide mineralisation may be discovered at depth.

A three year joint venture exploration effort has failed as yet to discover a zinc sulphide ore resource at depth. This work has included a reasonably complete testing of most of the extensive target strike length. The joint venture manager, Encounter Resources Limited, will now focus on a zone of structural complexity at the southern end of the target horizon drilling a set of Reverse Circulation holes that may be extended with diamond drill tails.

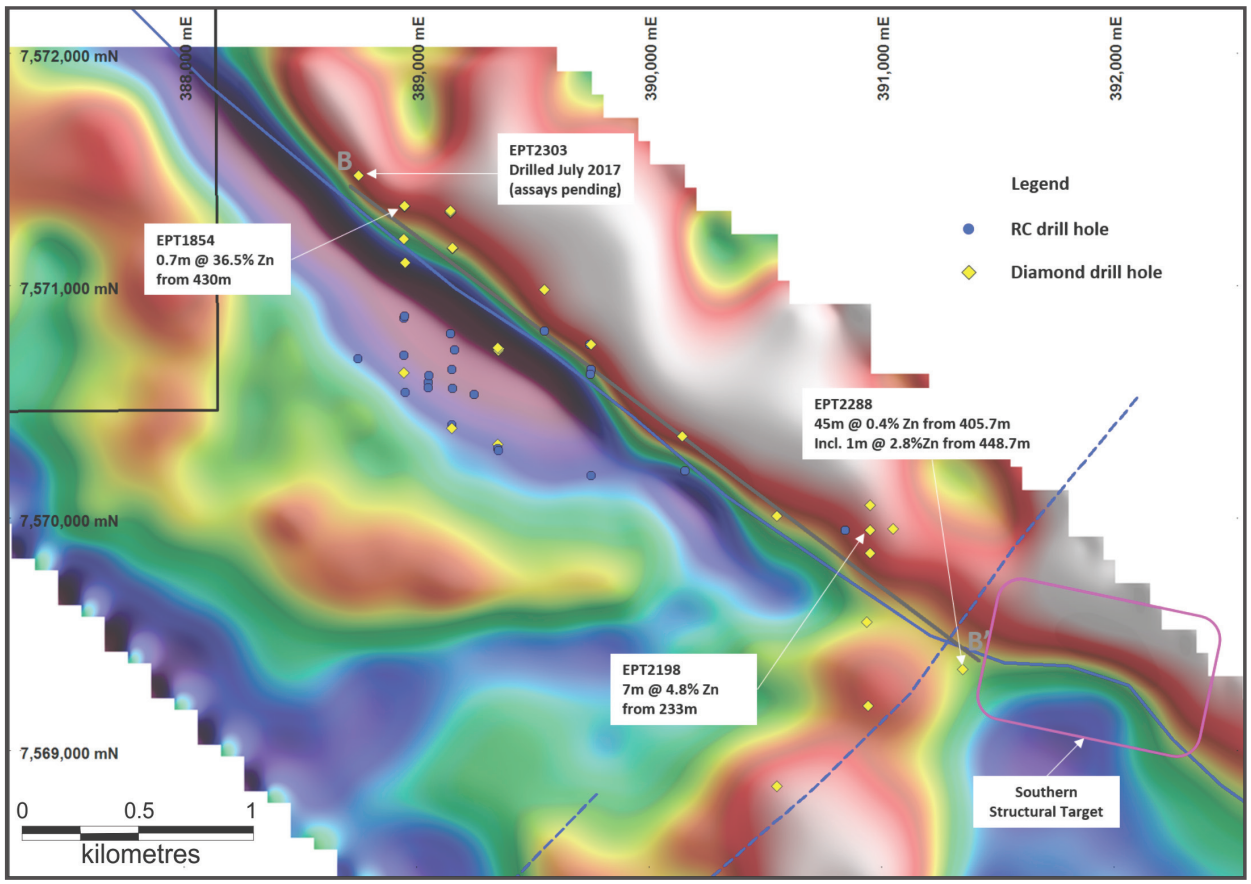
In conclusion, may I say that your board appreciates that the Hampton share price performance has indeed been unsatisfactory for some considerable time. The coming year should bring a greater market awareness of the value inherent in our Apollo Hill royalty asset and the Peel shareholding. We will also seek success at the Millennium Zinc Project that to date has proved elusive. Your board will look to leveraging off the impetus these assets provide to grow the value base of the Company.

Joshua Pitt
Chairman
October 2017

THE MILLENNIUM ZINC PROJECT



Location Map of Millennium Zinc Project



Drill hole collar location

DIRECTORS' REPORT

Hampton Hill Mining NL (the Company or Hampton Hill) is an Australian company listed on the Australian Securities Exchange. The registered office and principal place of business of the Company is Level 2, 9 Havelock Street, West Perth, Western Australia.
The directors of the Company present their report on the Company for the year ended 30 June 2017.

DIRECTORS

The names of the directors of the Company during the whole of the financial year and up to the date of this report are:
Joshua Pitt
Neil Tomkinson
Wilson Forte

PRINCIPAL ACTIVITIES

The principal activity of the Company consisted of base metal exploration. There has been no significant change in the company's activities during the financial year.

DIVIDENDS

No dividends were paid during the year and the directors do not recommend the payment of a dividend.

REVIEW OF OPERATIONS AND LIKELY DEVELOPMENTS

Exploration activity during the year continued at the Millennium Zinc Project where Hampton Hill has focussed its exploration efforts since April 2015. By the date of this report, the Company had completed its earn-in requirement in the project by contributing $2 million of a $3 million exploration budget and consequently has become entitled to a 25% interest in the project. The other 75% is owned by the project manager, Encounter Resources Limited.

Two deep diamond drill holes were drilled during the year and a further hole was completed post balance date. The three kilometre long gossanous zinc target at Millennium has now had a first pass in-depth diamond drill testing over its entire length with disappointing results. The joint venture is currently planning the next phase of exploration activity.

Hampton Hill holds a 5% gross overriding royalty on all gold mined in excess of one million ounces from the Apollo Hill central leases located some 60 kilometres southeast of Leonora township and held by Apollo Mining Pty Ltd (Apollo), a wholly owned subsidiary of Peel Mining Ltd (Peel). On 8 September 2017 Peel announced plans to vend the Apollo Hill Gold Project into a newly established 100%-owned subsidiary, Saturn Metals Limited (Saturn), and list Saturn on the ASX via an initial public offering. The disposal of the Apollo Hill assets to Saturn is subject to Peel shareholder approval in a general meeting to be held on 10 October 2017.

DIRECTORS' REPORT

REVIEW OF OPERATIONS AND LIKELY DEVELOPMENTS (continued)

Past exploration on the Apollo Hill project has yielded extensive evidence of gold mineralisation and has outlined low grade, but near surface, Mineral Resources estimated to contain some 500,000 ounces of gold *(Peel ASX announcement 9 September 2011).* A successful listing of Saturn would provide substantial new impetus for the exploration effort at Apollo Hill and would be a welcome boost to the chances of Hampton Hill deriving royalty income from the leases.

Hampton Hill also holds 9.9 million fully paid shares in Peel. Peel is actively exploring a very large package of tenements within the Cobar Mineral Field of New South Wales and has announced a series of exciting base metal and gold discoveries in recent years. The board considers that these shares are presently undervalued by the market and that they could appreciate in value as the Peel Cobar tenement appraisal work advances.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Other than the operating results for the year, there were no significant changes in the state of affairs of the Company during the financial year.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

Subsequent to the end of the financial year, the Company has completed its earn-in requirement in the Millennium Zinc Project to become entitled to a 25% interest in the project.

To the best of the directors' knowledge and belief, other than noted above, there had been no additional matter or circumstance that has arisen after balance date that has significantly affected, or may significantly affect, the operations of the Company, the results of those operations or the state of affairs of the Company in future financial periods.

ENVIRONMENTAL REGULATIONS

The mining leases, exploration licences and prospecting licences granted to the Company pursuant to the Mining Act (1978) (WA) are granted subject to various conditions which include standard environmental requirements. The Company adheres to these conditions and the directors are not aware of any contraventions of these requirements. The directors have considered compliance with the National Greenhouse and Energy Reporting Act 2007 which requires entities to report annual greenhouse gas emissions and energy use. For the period 1 July 2016 to 30 June 2017 the directors have assessed that there are no current reporting requirements, but that the Company may be required to report in the future.

DIRECTORS' REPORT

INFORMATION RELATING TO THE DIRECTORS

Executive Chairman

Joshua Pitt BSc, MAusIMM, MAIG

Mr Pitt is a geologist with extensive exploration experience who has, for more than thirty five years, been a director of exploration and mining companies in Australia. Mr Pitt is involved in private mineral exploration and also in substantial resource investments. He is a non-executive director of Red Hill Iron Limited (appointed June 2005), Traka Resources Limited (appointed July 2003) and Red Metal Limited (appointed July 2003). He was a non-executive director of Pan Pacific Petroleum NL until his resignation in August 2014. Mr Pitt held no other directorships of ASX listed companies during the last three years.

Non-executive Directors

Neil Tomkinson LLB Hons

Mr Tomkinson has extensive experience extending over the last thirty five years in the administration of and investment in exploration and mining companies, and is an investor in private mineral exploration and in resources in general in Australia. He is the executive chairman of Red Hill Iron Limited (appointed chairman April 2008) and non-executive chairman of Traka Resources Limited (appointed September 2003). He was a non-executive director of Pan Pacific Petroleum NL until his resignation in August 2014. Mr Tomkinson held no other directorships of ASX listed companies during the last three years.

Wilson Forte BSc Hons (UWA), MAusIMM, MAIG

Mr Forte is a Western Australian geologist with more than thirty years' experience in mineral exploration in Australia, Southern Africa and Iran. For the past thirty years he has mainly worked on the evaluation of gold and base metal projects in Western Australia. Mr Forte has held no other directorships of ASX listed companies during the last three years.

INFORMATION RELATING TO THE COMPANY SECRETARY

Peter Ruttledge BSc, CA, FFin

Mr Ruttledge is a Chartered Accountant and a Fellow of the Financial Services Institute of Australasia and has over thirty years' experience as company secretary of a number of listed mining and exploration companies.

DIRECTORS' INTERESTS IN SHARES IN THE COMPANY

The number of shares in the Company held directly and indirectly by the directors as at the date of this report is set out below:

Director	Ordinary shares fully paid	Ordinary shares partly paid to 0.1 cents
J N Pitt	77,752,045	-
N Tomkinson	11,982,954	-
W S Forte	3,406,419	1,900,000

The relevant interest of Mr Tomkinson and Mr Pitt in the shares of the Company is their combined holding of 89,734,999 shares.

The directors do not hold any unlisted options.

DIRECTORS' REPORT

MEETINGS OF DIRECTORS

The following table sets out the number of meetings of directors held during the year ended 30 June 2017 and the number of meetings attended by each director:

Director	Meetings of directors whilst a director	Number of meetings attended
J N Pitt	8	8
N Tomkinson	8	8
W S Forte	8	8

The Company does not have any committees.

AUDITED REMUNERATION REPORT

The information provided in this remuneration report has been audited as required by section 308(3C) of the Corporation Act 2001.

(a) Principles used to determine the nature and amount of remuneration

The objective of the Company's remuneration policy for directors and other key management personnel is to ensure that:

- remuneration packages properly reflect the duties and responsibilities of the persons concerned, and
- remuneration is competitive in attracting, retaining and motivating people of the highest quality.

The remuneration framework has regard to shareholders' interests by:

- focusing on sustained growth in share price, as well as focusing the executives on key non-financial drivers of value, and
- attracting and retaining high calibre executives.

The remuneration framework has regard to executives' interests by:

- rewarding capability and experience,
- providing a clear structure for earning rewards, and
- providing recognition for contribution.

The remuneration policy is not linked to the Company's performance and is linked to shareholder wealth only in so far as partly paid shares or options have been included in remuneration.

Remuneration is reviewed by the board on an annual basis having regard to performance and market competitiveness.

The remuneration of executive personnel is determined by the non-executive directors and comprises a base salary or fee and, by way of an incentive, the opportunity to take up partly paid shares or options in the Company and thereby participate in the future success of the Company.

All remuneration paid to key management personnel is valued at the cost to the Company and either capitalised as exploration and evaluation expenditure or expensed.

The Executives' remuneration is reviewed annually with regard to competitiveness and performance.

There are no guaranteed salary increases fixed in any senior executives' contracts.

DIRECTORS' REPORT

AUDITED REMUNERATION REPORT (continued)

Company performance and its consequences on shareholder wealth

It is not possible at this time to evaluate the Company's financial performance using generally accepted measures such as profitability and total shareholder return as the Company is an exploration company with no significant revenue stream. This assessment will be developed if and when the Company moves from explorer to producer.

The table below shows key company performance indicators for the last five years for the Company (2013 to 2017):

		2017	2016	2015	2014	2013
Revenue and other income	$	246,295	240,987	118,848	245,779	286,462
Net profit/(loss)	$	(90,962)	(483,489)	284,056	(1,019,936)	(2,719,554)
Profit/(Loss) per share	cents	(0.04)	(0.2)	0.2	(0.7)	(1.9)
Share price at year end	cents	1.4	2.5	5.1	2.3	3.0

No dividends have been declared during these periods.

The information provided in this remuneration report has been audited as required by section 308(3C) of the Corporation Act 2001.

(b) Details of remuneration

The key management personnel of the Company are the directors.

The remuneration of key management personnel and other specified executives for the year is summarised below:

	Year	Short term benefits Salary & fees	Post-employment benefits Superannuation	Total	Performance related
		$	$	$	%
Executive Director					
J N Pitt (Chairman)	**2017**	**-**	**-**	**-**	**-**
	2016	-	**-**	-	-
Non-executive Directors					
N Tomkinson	**2017**	**-**	**-**	**-**	**-**
	2016	-	**-**	-	-
W S Forte	**2017**	**20,000**	**1,900**	**21,900**	**-**
	2016	20,000	**1,900**	21,900	-

With the exception of a non-executive director's fee paid to Mr W S Forte, no other directors' fees are paid. Non-executive directors may be paid all travelling and other expenses properly incurred by them in the business of the Company. The executive chairman has elected not to receive a remuneration package.

No part of the remuneration of directors and other specified executives is contingent upon the performance of the Company.

DIRECTORS' REPORT

AUDITED REMUNERATION REPORT (continued)

(c) Service agreements

Non-executive director

Commencing 1 May 2012, Mr Forte took on a non-executive director role in the Company. As from 1 July 2012 Mr Forte has been paid a director's fee of $20,000 per annum plus statutory superannuation. No fixed terms or notice period applies and there is no provision for termination benefits.

No other service agreements are in place for directors.

(d) Share-based compensation

No options have been issued to, or exercised by, directors or any other key management personnel during the year. No options are held by key management personnel and currently the Board does not anticipate that any share-based compensation will be issued to directors.

(e) Equity held by key management personnel

The numbers of shares held during the year by key management personnel, including those held by their personally related entities are set out below:

	Balance at 1 July 2016	Net changes	Balance at 30 June 2017
Fully paid shares			
Directors			
J N Pitt	77,752,045	-	77,752,045
N Tomkinson	11,982,954	-	11,982,954
W S Forte	3,406,419	-	3,406,419
	93,141,418	-	93,141,418
Partly paid shares			
Directors			
W S Forte			
Issued for 10 cents paid to 0.1 cent	200,000	-	200,000
Issued for 20 cents paid to 0.1 cent	1,200,000	-	1,200,000
Issued for 25 cents paid to 0.1 cent	500,000	-	500,000
	1,900,000	-	1,900,000

Net changes relate to shares purchased or sold during the financial year.

There were no shares, either fully or partly paid, granted as compensation to key management personnel during the reporting period.

There were no shares granted on the exercise of options by key management personnel during the reporting period.

No other key management personnel hold partly paid shares. No partly paid shares were paid up or forfeited during the year.

None of the shares are held nominally.

No key management personnel hold unlisted options.

AUDITED REMUNERATION REPORT (continued)

(f) Transactions with key management personnel

Income from related parties

During the financial year the Company received $82,111 (2016: $89,493) from Red Hill Iron Limited, a listed company of which Mr Pitt and Mr Tomkinson are directors and shareholders, for rental of office space and administration services supplied by the Company on normal commercial terms and conditions determined on an arms-length basis between the companies.

During the financial year the Company received a reimbursement of $1,205 (2016: $1,170) from Traka Resources Limited, a listed company of which Mr Pitt and Mr Tomkinson are directors and shareholders, for expenditure incurred by the Company on Traka Resources Limited's behalf.

Borrowings from directors

During the financial year, the Company had no further draw-downs on the loan facility provided by companies associated with directors Mr Pitt and Mr Tomkinson. The facility of $650,000 was increased to $750,000 during the year, comprising two loans of up to $375,000 each, and remained drawn down to $600,000; $300,000 on each loan. The loans are unsecured and otherwise on normal commercial terms and conditions, bearing interest at a rate of 3.5% per annum, paid quarterly in arrears. The total interest paid on the loans for the financial year was $21,000 (2016: $11,968).

Loans to key management personnel

The Company has not made any loans to key management personnel during the year.

There were no other transactions with key management personnel and other related parties during the year.

(g) Additional information

Voting and comments at the Company's 2016 Annual General Meeting (AGM)

The Company received a majority of votes in favour of its remuneration report for the 2016 financial year. The Company did not receive any specific comments on its remuneration practices at the AGM or throughout that year.

Engagement of remuneration consultants

The Company has not engaged remuneration consultants to make a remuneration recommendation in respect of any of the key management personnel.

The audited remuneration report ends here.

DIRECTORS' REPORT

SHARES UNDER OPTION

The number of options on issue at the date of this report is as follows:

Grant date	Expiry date	Issue price of shares	Number under option	Percent vested
23 June 2017	27 Dec 2019	1.84 cents per share	450,000	100%

The unlisted options were issued to staff of the Company.

INSURANCE OF OFFICERS

During or since the end of the financial year the Company has not given an indemnity to, nor has it entered into any agreement to indemnify, nor has it paid or agreed to pay insurance premiums to insure any director or other officer of the Company against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity of director of the Company.

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied to the court pursuant to section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for a purpose of taking responsibility on behalf of the Company for all or any part of those proceedings. The Company was not party to any such proceedings during the year.

AUDIT COMMITTEE

The Company is not of a size nor are its financial affairs of such complexity to justify a separate audit committee of the board of directors. All matters that might properly be dealt with by such a committee are the subject of scrutiny at full board meetings.

NON-AUDIT SERVICES

HLB Mann Judd (WA Partnership) (HLB), the company's auditor, did not perform any non-audit services for the Company for the year ended 30 June 2017.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required by Section 307C of the Corporations Act 2001 is included in this Annual Report. HLB holds office in accordance with section 327C(2) of the Corporations Act 2001, until the company's next annual general meeting

Signed in Perth in accordance with a resolution of directors on 13 September 2017.

J N Pitt
Chairman

AUDITOR'S INDEPENDENCE DECLARATION

HLB Mann Judd

Accountants | Business and Financial Advisers

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Hampton Hill Mining NL for the year ended 30 June 2017, I declare that to the best of my knowledge and belief, there have been no contraventions of:

a) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

b) any applicable code of professional conduct in relation to the audit.

HLB Mann Judd

B M Veigh

HLB Mann Judd
Chartered Accountants

B G McVeigh
Partner

Perth, Western Australia
13 September 2017

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STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2017

	Note	2017	2016
		$	$
Revenue from continuing operations	2	979	8,779
Other income	2	245,316	232,208
Impairment of exploration expenditure	9	(4,766)	(11,894)
Administration expenses	3	(344,113)	(378,308)
Loss before income tax		(102,584)	(149,215)
Income tax benefit/(expense)	4	11,622	(334,274)
Loss for the year		(90,962)	(483,489)
Other comprehensive income			
Items that may be realised through profit or loss			
Change in the fair value of available-for-sale financial assets	8	77,600	(1,065,655)
Income tax (expense)/benefit on other comprehensive income	4	(11,622)	334,274
Other comprehensive income/(loss) for the year net of tax		65,978	(731,381)
Total comprehensive loss for the year attributable to the ordinary equity holders of the Company		(24,984)	(1,214,870)
Loss per share from continuing operations attributable to the ordinary equity holders of the Company		cents	cents
Basic and diluted loss per share	5	(0.04)	(0.21)

The above Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2017

	Note	2017	2016
		$	$
Assets			
Current Assets			
Cash and cash equivalents	6	75,242	126,471
Trade and other receivables	7	24,779	413,914
Financial assets available for sale	8	1,881,000	1,921,000
Total Current Assets		1,981,021	2,461,385
Non-Current Assets			
Exploration assets	9	2,744,844	2,343,317
Plant and equipment	10	4,221	991
Total Non-Current Assets		2,749,065	2,344,308
Total Assets		4,730,086	4,805,693
Liabilities			
Current Liabilities			
Trade and other payables	11	55,911	109,762
Borrowings	12	600,000	600,000
Total Current Liabilities		655,911	709,762
Total Liabilities		655,911	709,762
Net Assets		4,074,175	4,095,931
Equity			
Issued capital	13	21,790,489	21,790,489
Reserves	14	970,308	901,102
Accumulated losses		(18,686,622)	(18,595,660)
Total Equity		4,074,175	4,095,931

The above Statement of Financial Position should be read in conjunction with the accompanying notes.

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2017

	Issued capital	Reserve – share-based payment	Reserve – asset available for sale	Accumulated losses	Total equity
	$	$	$	$	$
2017					
Balance at 1 July 2016	21,790,489	206,265	694,837	(18,595,660)	4,095,931
Comprehensive loss					
Net loss for the year	-	-	-	(90,962)	(90,962)
Other comprehensive income net of tax	-	-	65,978	-	65,978
Total comprehensive loss for the year	-	-	65,978	(90,962)	(24,984)
Transaction with equity holders in their capacity as equity holders:					
Share-based payments	-	3,228	-	-	3,228
Balance at 30 June 2017	21,790,489	209,493	760,815	(18,686,622)	4,074,175
2016					
Balance at 1 July 2015	21,790,489	206,265	1,426,218	(18,112,171)	5,310,801
Comprehensive loss					
Net loss for the year	-	-	-	(483,489)	(483,489)
Other comprehensive loss net of tax	-	-	(731,381)	-	(731,381)
Total comprehensive loss for the year	-	-	(731,381)	(483,489)	(1,214,870)
Transaction with equity holders in their capacity as equity holders:	-	-	-	-	-
Balance at 30 June 2016	21,790,489	206,265	694,837	(18,595,660)	4,095,931

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes.

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2017

	Note	2017	2016
		$	$
Cash flows from operating activities			
Payments to suppliers and employees		(342,768)	(344,076)
Interest received		7,476	2,802
Interest paid		(29,372)	(3,596)
Rent received		110,688	120,478
Other receipts		6,709	-
Net cash outflows from operating activities	15	(247,267)	(224,392)
Cash flows from investing activities			
Payments for exploration expenditure		(412,713)	(998,838)
Receipt of Research and Development incentive		368,033	-
Payment for plant and equipment		(5,192)	(1,090)
Proceeds from disposal of plant and equipment		390	-
Proceeds from sale of equity investments		245,520	225,550
Net cash inflows/(outflows) from investing activities		196,038	(774,378)
Cash flows from financing activities			
Loans received		-	400,000
Net cash inflows from financing activities		-	400,000
Net decrease in cash and cash equivalents		(51,229)	(598,770)
Cash and cash equivalents at the beginning of the financial year		126,471	725,241
Cash and cash equivalents at the end of the financial year	6	75,242	126,471

The above Statement of Cash Flows should be read in conjunction with accompanying notes.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2017

NOTE 1 SEGMENT INFORMATION

Management has determined that the Company has one reportable segment, being mineral exploration within Australia. The Board of Directors monitors the Company based on actual versus budgeted exploration expenditure. This reporting framework is the most relevant to assist the Board with making decisions regarding its ongoing exploration activities.

	2017 $	2016 $
Reportable segment assets	2,744,844	2,343,317
Reconciliation of reportable segment assets:		
Reportable segment assets	2,744,844	2,343,317
Unallocated corporate assets	1,985,242	2,462,376
Total assets	4,730,086	4,805,693
Reportable segment liabilities	18,253	24,672
Reconciliation of reportable segment liabilities:		
Reportable segment liabilities	18,253	24,672
Unallocated corporate liabilities	637,658	685,090
Total liabilities	655,911	709,762
Reportable segment profit/(loss)	1,942	(11,894)
Reconciliation of reportable segment profit/(loss):		
Reportable segment profit/(loss)	1,942	(11,894)
Other profit	239,587	240,987
Unallocated corporate expenses	(344,113)	(378,308)
Loss before tax	(102,584)	(149,215)

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, consists of the members of the board of directors.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2017

NOTE 2 REVENUE AND OTHER INCOME	Note	2017 $	2016 $
Revenue from continuing operations			
Interest income		979	8,779
Other income			
Rent		110,688	120,478
Gain on disposal of available for sale financial assets		127,920	111,730
Other		6,708	-
		245,316	232,208

Revenue is measured at the fair value of the consideration received or receivable. Interest income is brought to account as income over the term of each financial instrument using the effective interest rate basis. All other revenue is recognised as it accrues.

NOTE 3 ADMINISTRATION EXPENSES

Loss before income tax includes the following specific administration expenses:			
Personnel expenses			
Salaries, director fees and other employment		21,423	21,940
Superannuation		1,900	1,900
Equity-settled share-based payment		3,228	-
		26,551	23,840
Depreciation	10	1,061	451
Finance costs	12	21,000	11,968
Other administration expenses			
Accounting		62,850	64,328
Audit		21,143	23,632
Consulting		-	30,669
Listing fees		18,289	14,954
Office operating lease		114,887	132,684
Secretarial services		37,148	38,455
Loss on disposal of assets		511	-
Other		40,673	37,327
		344,113	378,308

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2017

NOTE 4 INCOME TAX	2017	2016
	$	$
(a) Income tax benefit/(expense)		
The components of income tax benefit/(expense) comprise:		
Current tax	-	-
Deferred tax	11,622	(334,274)
	11,622	(334,274)
(b) Reconciliation of income tax benefit to prima facie tax payable on accounting loss		
Operating loss before income tax	(102,584)	(149,215)
Tax at the Australian tax rate of 27.5% (2016: 28.5%)	28,211	42,526
Adjusted for tax effect of the following amounts:		
Non-deductible items	(888)	-
Non-taxable items	(1,557)	14,823
Over/(under) provision in prior year	401	-
Adjustment for change in tax rate	(151,508)	(230,980)
Distribution of carried forward tax losses	(204,217)	-
Recognition/(derecognition) of deferred tax assets as a result of movement in deferred tax liability	11,622	(334,274)
Tax benefits not brought to account	329,558	173,631
Income tax benefit/ (expense)	11,622	(334,274)

The charge for current income tax expenses is based on the loss for the year adjusted for any non-assessable or disallowed items. It is calculated using tax rates that have been enacted or are substantively enacted by the balance date.

The income tax rate for small business entities was reduced from 30% to 28.5% effective 1 July 2015 and from 28.5% to 27.5% effective from 1 July 2016.

Hampton Hill currently satisfies the conditions to be a small business entity.

(c) Income tax relating to other comprehensive income		
Change in fair value of available for sale assets	(11,622)	334,274
	(11,622)	334,274

NOTE 4 INCOME TAX (continued)

	2017	2016
	$	$
(d) Deferred tax assets and liabilities not brought to account		
The directors estimate that the potential deferred tax assets and liabilities carried forward but not brought to account at year end, at the Australian corporate tax rate of 27.5% (2016: 28.5%) are made up as follows:		
On income tax account:		
Carried forward losses	4,454,928	4,665,569
Deductible temporary differences	3,355	3,990
Taxable temporary differences	(469,864)	(351,582)
Taxable temporary difference (equity)	(288,585)	(276,963)
Unrecognised net deferred tax assets	3,699,834	4,041,014

During the 2017 financial year, the Company distributed carried forward tax losses of $742,608 relating to the 2016 financial year to shareholders by issuing them with Exploration Development Incentive credits of $211,643 using the Company's 2016 corporate tax rate.

In the 30 June 2016 year, an income tax expense of $334,274 was recognised in relation to derecognition of carried forward tax losses in respect of the movement in the balance of the Available-for-Sale Asset Reserve. In the 30 June 2017 year, an income tax benefit of $11,622 has been recognised from previously unrecognised carried forward tax losses in respect of the net credit balance of the balance of the Available-for-Sale Asset Reserve. The deferred tax asset arising from this recognition has been offset against the deferred tax liability in respect of the net credit balance of the Available-for-Sale Asset Reserve.

Deferred tax is accounted for using the liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable comprehensive income.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the Statement of Profit or Loss and Other Comprehensive Income except where it relates to items that may be credited directly to equity or comprehensive income, in which case the deferred tax is adjusted directly against equity.

Deferred tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2017

NOTE 4 INCOME TAX (continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the economic entity will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

NOTE 5 BASIC AND DILUTED LOSS PER SHARE	**2017**	**2016**
	cents	**cents**
Loss per share from continuing operations attributable to the ordinary equity holders of the Company	(0.04)	(0.21)
Reconciliation of loss	**$**	**$**
The loss used in calculating the basic and diluted loss is equal to the loss attributed to ordinary equity holders of the Company in the Statement of Profit or Loss and Other Comprehensive Income	(90,962)	(483,489)
	No. of shares	**No. of shares**
Weighted average number of ordinary fully paid shares	235,741,595	235,741,595
Weighted average number of ordinary share equivalents – partly paid shares	12,885	12,885
Weighted average number of ordinary shares outstanding during the year used in the calculation of basic and diluted (loss)/profit per share	235,754,480	235,754,480

Basic (loss)/profit per share is determined by dividing the operating (loss)/profit after income tax by the weighted average number of ordinary shares outstanding during the financial year. The weighted average number of ordinary shares used in calculating basic and diluted profit/(loss) per share is derived from the fully paid and partly paid ordinary shares on issue.

Diluted (loss)/profit per share adjusts the figures used in the determination of basic (loss)/profit per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares. The diluted (loss)/profit per share is the same as the basic (loss)/profit per share on account of the Company's potential ordinary shares (in the form of partly paid shares to the extent that they are not entitled to participate in dividends) not being dilutive because their conversion to fully paid ordinary shares would not increase the profit/(loss) per share.

NOTE 6 CASH AND CASH EQUIVALENTS

	2017 $	2016 $
Cash at bank and on hand	75,242	126,471

Cash includes deposits at call and short term deposits which are readily convertible to cash on hand and which are used in the cash management function on a day-to-day basis, net of outstanding bank overdrafts.

Information about the Company's exposure to interest rate risk and sensitivity analysis for financial assets and liabilities is disclosed in Note 24.

NOTE 7 TRADE AND OTHER RECEIVABLES

Other	24,779	45,881
Research and development incentive	-	368,033
	24,779	413,914

Other receivables are expected to be recovered within 30 days of balance date. Information about the Company's exposure to interest rate risk and sensitivity analysis for financial assets and liabilities is disclosed in Note 24.
Due to the short term nature of these receivables, their carrying value is assumed to approximate their fair value.
No trade and other receivables are considered impaired, or are past due.

NOTE 8 FINANCIAL ASSETS AVAILABLE FOR SALE

Opening balance	1,921,000	3,100,475
Disposals during the year	(117,600)	(113,820)
Change in fair value through other comprehensive income	77,600	(1,065,655)
Closing balance	1,881,000	1,921,000

Available-for-sale financial assets, comprising marketable equity securities, are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of the investment within 12 months of the end of the reporting period. Investments are designated as available for sale if they do not have fixed maturities and fixed or determinable payments and management intends to hold them for the medium to long term. They are recognised at fair value with movements in fair value recognised in other comprehensive income.

The securities are traded in an active market, being the ASX, and consequently they are measured as a Level 1 instrument on the fair value hierarchy. The quoted market price, used to determine the value of these securities is the bid price at balance date. There has been no transfer between measurement levels during the year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2017

NOTE 8 FINANCIAL ASSETS AVAILABLE FOR SALE (continued)

If there is objective evidence of impairment of available-for-sale financial assets, the cumulative loss, measured as the difference between the acquisition cost and the current fair value less any impairment loss on that financial asset previously recognised in profit or loss, is removed from equity and recognised in profit or loss. Impairment losses on equity instruments that were recognised in profit or loss are not reversed through profit or loss in a subsequent period. The maximum exposure to securities price risk at the end of the reporting period is the value of shares noted above. Refer to Note 24 for further details.

NOTE 9 EXPLORATION ASSETS	2017	2016
	$	$
Costs brought forward in respect of areas of interest in exploration and evaluation phase	2,343,317	1,952,301
Expenditure incurred during the period on exploration of tenements	406,293	770,943
Research and development incentive	-	(368,033)
Impairment of exploration expenditure	(4,766)	(11,894)
	2,744,844	2,343,317

The Company has $2,744,844 (2016: $2,343,317) capitalised exploration and evaluation expenditure based on the directors' opinion that there are no facts or circumstances suggesting that the carrying amount of the exploration and evaluation asset may exceed its recoverable amount.

Exploration and evaluation expenditure for each area of interest is carried forward where rights to the tenure of the area of interest are current and costs are expected to be recouped through revenue derived from the area of interest or sale of that area of interest, or exploration and evaluation activities have not reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves and active or significant operations in, or in relation to, the area of interest are continuing. Exploration and evaluation expenditure for an area of interest which does not satisfy the above policy is not carried forward as an asset and is written off in profit or loss.

Exploration and evaluation expenditure incurred is accumulated separately for each identifiable area of interest. Such expenditure comprises net direct costs, and an appropriate portion of related overhead expenditure, but does not include general overheads or administration expenditure not having a specific nexus with a particular area of interest. Accumulated costs in relation to an abandoned area are written off in full in the Statement of Profit or Loss and Other Comprehensive Income in the year in which the decision to abandon the area is made. When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

Research and Development Incentives

Any incentive receipts for eligible research and development (R & D) activities are offset against ongoing expenditure incurred on that area of activities. Where the activities relate to exploration expenditure that has been capitalised, the incentive receipt is offset against Exploration Assets in the Statement of Financial Position.

NOTE 10 PLANT AND EQUIPMENT	2017	2016
	$	$
Office and field equipment – at cost	13,175	8,923
Office and field equipment – Accumulated depreciation	(8,954)	(7,932)
Total office and field equipment	4,221	991
Total plant and equipment	4,221	991
Office and field equipment		
Carrying amount at 1 July	991	352
Additions during the period	5,192	1,090
Disposals during the period	(901)	-
Depreciation charge	(1,061)	(451)
Carrying amount at 30 June	4,221	991

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the statement of profit or loss and other comprehensive income.

Recognition and measurement

Plant and equipment items are measured on the cost basis less accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the items.

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of comprehensive income during the financial period in which they are incurred.

Depreciation

The depreciable amount of all fixed assets is depreciated on a straight line basis over their useful lives to the Company commencing from the time the asset is held ready for use.

The depreciation rates used for office and field equipment is 7.5% to 25% straight line.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance date.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2017

NOTE 11 TRADE AND OTHER PAYABLES	2017 $	2016 $
Trade creditors and accruals	55,911	109,762

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year and which are unpaid. The amounts are unsecured and are usually paid within 30 days or recognition.

Non-derivative financial liabilities are recognised initially at fair value and subsequently at amortised cost, comprising original debts less principal payments and amortisation. Due to the short term nature of these payables, their carrying value is assumed to approximate their fair value. Information about the Company's exposure to interest rate risk and sensitivity analysis for financial assets and liabilities is disclosed in Note 24.

NOTE 12 BORROWINGS

Current and unsecured loans – related parties	600,000	600,000
Finance costs – related party loans	21,000	11,968

During the financial year, the Company had no further draw-downs on the loan facility provided by companies associated with directors Mr Pitt and Mr Tomkinson. The facility of $650,000 was increased to $750,000 during the year, comprising two loans of up to $375,000 each, and remained drawn down to $600,000; $300,000 on each loan. The loans are unsecured and otherwise on normal commercial terms and conditions, bearing interest at a rate of 3.5% per annum, paid quarterly in arrears. The total interest paid on the loans for the financial year was $21,000 (2016: $11,968).

The purpose of the loans is to provide the Company with the flexibility not to have to depend solely on the sale of tranches of its significant listed investment to meet short term working capital requirements including cash calls in respect of its exploration joint venture.

Borrowings are short term and initially recognised at fair value. There are no transaction costs associated with the borrowings. Interest on borrowings is accrued daily using the effective interest rate method and recognised in profit or loss over the period of the borrowings. Due to the short term nature of these borrowings, their carrying value is assumed to approximate their fair value.

NOTE 13 ISSUED CAPITAL

(a) Share capital

235,741,595 (2016: 235,741,595) ordinary shares fully paid	21,787,839	21,787,839
2,650,000 (2016: 2,650,000) ordinary shares paid to 0.1 cent	2,650	2,650
	21,790,489	21,790,489

NOTE 13 ISSUED CAPITAL (continued)

Ordinary shares are classified as equity. Incremental costs directly attributed to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributed to the issue of new shares or options for the acquisition of a business are not included in the cost of the acquisition as part of the purchase consideration

(b) Rights attached to each class of shares

Ordinary shares

The ordinary shares have no par value. Ordinary shares entitle the holder to participate in dividends and in the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy is entitled to one vote and upon a poll each share is entitled to one vote. The fully paid ordinary shares are listed on the ASX and carry no trade restrictions.

Partly paid ordinary shares

The partly paid ordinary shares are not transferable and may participate in pro-rata entitlements only to the extent of the capital paid up. They may be converted to fully paid shares at any time on payment of the amount unpaid upon which application will be made for listing of the shares on the ASX. The resulting fully paid ordinary shares have the same rights as other ordinary shares. The shares are subject to calls on uncalled capital at the discretion of the directors.

The Company's capital risk management policy is set out in Note 24.

(c) Movements in ordinary share capital during the past two years

Fully paid shares		**2017**	**2016**	**2017**	**2016**
Date	**Details**	**Number of shares**	**Number of shares**	**Amount $**	**Amount $**
1 July	Balance	235,741,595	235,741,595	21,787,839	21,787,839
	No movement	-	-	-	-
30 June	Balance	235,741,595	235,741,595	21,787,839	21,787,839

Partly paid shares		**2017**	**2016**	**2017**	**2016**
Date	**Details**	**Number of shares**	**Number of shares**	**Amount outstanding**	**Amount outstanding**
1 July	Balance	2,650,000	2,650,000	542,350	542,350
	No movement	-	-	-	-
30 June	Balance	2,650,000	2,650,000	542,350	542,350

The weighted average issue price of partly paid shares is 20.6 cents. Partly paid shares are paid up to 0.1 cents, to a total value of $2,650.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2017

NOTE 13 ISSUED CAPITAL (continued)

(d) Options to acquire ordinary shares

Set out below is a summary of the movement of options on issue during the current and prior years:

	2017 Number of options	2016 Number of options	Grant date	Expiry date	Exercise price per share $
At 1 July	-	-			
Options issued during the year	450,000	-	23 Jun 17	27 Dec 19	0.0184
Options expired during the year	-	-			
Options exercised during the year	-	-			
Options forfeited during the year	-	-			
At 30 June	450,000	-			
Vested and exercisable at 30 June	450,000	-			0.0184

The Company's policy on share-based payments, partly paid shares and share options is set out in Note 21.

NOTE 14 RESERVES

	2017 $	2016 $
Available for sale financial assets	760,815	694,837
Share-based payments	209,493	206,265
	970,308	901,102

The share-based payments reserve records items recognised as expenses on valuation of partly paid shares and options issued to staff.

The available for sale financial asset reserve arises from changes in the fair value of equities classified as available-for-sale financial assets net of tax. The changes in value are recognised in other comprehensive income as described in Note 8 and accumulated in a separate reserve within equity. Amounts are reclassified to profit or loss when the associated assets are sold or impaired.

NOTE 15 CASH FLOW INFORMATION	Note	2017	2016
		$	$
Reconciliation of loss after income tax to net cash flow from operating activities			
Loss after income tax		(90,962)	(483,489)
Depreciation	10	1,061	451
Exploration expenditure written off	9	4,766	11,894
Tax on fair value gain on available-for-sale asset	4(b)	(11,622)	334,274
Net gain on disposal of available-for-sale asset		(127,920)	(111,730)
Net loss on disposal of assets		511	-
Non-cash employee benefit expense		3,228	-
Change in operating assets and liabilities:			
Decrease/(increase) in debtors		11,089	(8,445)
(Decrease)/increase in creditors		(47,431)	52,902
Decrease/(increase) in GST receivable		10,013	(20,249)
Net cash outflows from operating activities		(247,267)	(224,392)

There were no non-cash flows from financing and investing activities.

NOTE 16 CONTINGENCIES

Contingent liabilities

There are no contingent liabilities for termination benefits under service agreements with directors or executives at 30 June 2017.

The directors are not aware of any other contingent liabilities at 30 June 2017.

NOTE 17 COMMITMENTS

(a) Mineral tenements

In order to maintain the mineral tenements in which the Company and other parties are involved, the minimum annual expenditure conditions under which the tenements are granted, need to be fulfilled. This represents potential expenditure which may be avoided by relinquishment of tenure. Exploration expenditure commitments beyond twelve months cannot be reliably determined.

The current year minimum estimated expenditure in accordance with the requirements of the Western Australian Department of Mines and Petroleum for the next financial year is nil (2016: nil).

(b) Exploration

The Company has expended $910,203 of the $1 million required to increase its interest in the Millennium Project from 10% to 25%.

As at year end, expenditure committed, but not yet expended, amounted to $89,797 (2016: $512,100).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2017

NOTE 17 COMMITMENTS (continued)

(c) Operating Leases

Commitment for minimum lease payments in relation to a non-cancellable operating lease of the Company's premises are payable as follows:

	2017	2016
	$	$
Within one year	109,548	109,450
Later than one year, but not longer than five years	-	109,450
	109,548	218,900

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

NOTE 18 RELATED PARTY TRANSACTIONS

(a) Key management personnel

The key management personnel of the Company are the directors:

J N Pitt

N Tomkinson

W S Forte

The compensation paid to key management personnel is set out below:

Short-term employee benefits	20,000	20,000
Post-employment benefits	1,900	1,900
	21,900	21,900

Further details regarding the directors' remuneration are provided in the Audited Remuneration Report contained in the Directors' Report accompanying these financial statements.

(b) Director-related entities

Loans from director-related entities

Refer to Note 12 for details of borrowings from related parties.

Other transactions

During the financial year the Company received $82,111 (2016: $89,493) from Red Hill Iron Limited, a listed company of which Mr Pitt and Mr Tomkinson are directors and shareholders, for rental of office space and administration services supplied by the Company on normal commercial terms and conditions determined on an arms-length basis between the companies.

NOTE 18 RELATED PARTY TRANSACTIONS (continued)

During the financial year the Company received a reimbursement of $1,205 (2016: $1,170) from Traka Resources Limited, a listed company of which Mr Pitt and Mr Tomkinson are directors and shareholders, for expenditure incurred by the Company on Traka Resources Limited's behalf.

NOTE 19 INTERESTS IN JOINT ARRANGEMENTS

The Company had interests in the following mineral exploration joint arrangements as at 30 June 2017:

Name of project	Interest	Exploration activity	Other parties
Weld Range - Non Ferrous	0% [1]	Gold and base metals	Sinosteel Midwest Corporation Ltd
Millennium	10% [2]	Zinc	Encounter Resources Limited

[1] Hampton has the right to explore for these metals subject to royalty
[2] Hampton has the right to increase its interest to 25%

The Company's joint arrangements with third parties do not constitute separate legal entities. They are contractual agreements between the participants for the sharing of costs and output and do not in themselves generate revenue and profit. The joint arrangements are of the type where initially one party contributes tenements with the other party earning a specified percentage by funding exploration activities; thereafter the parties often share exploration and development costs in proportion to their ownership of joint venture assets. The parties to the agreement do not hold any assets other than their title to the mineral tenements and accordingly the Company's share of exploration expenditure is accounted for in accordance with the policy set out in Note 9.

NOTE 20 EVENTS OCCURRING AFTER BALANCE DATE

Subsequent to the end of the financial year, the Company has completed its earn-in requirement in the Millennium Zinc Project to become entitled to a 25% interest in the project.

To the best of the directors' knowledge and belief, other than noted above, there had been no additional matter or circumstance that has arisen after balance date that has significantly affected, or may significantly affect, the operations of the Company, the results of those operations or the state of affairs of the Company in future financial periods.

NOTE 21 SHARE-BASED PAYMENTS

The Company from time to time issues partly-paid ordinary shares and options to acquire fully paid shares in the Company to key management personnel and other staff as part of their remuneration. The granting of options and partly paid shares to members of staff other than the directors is at the directors' discretion and is designed to provide an incentive component in the remuneration package of personnel. The granting of share-based payments to directors is subject to the prior approval of shareholders.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2017

NOTE 21 SHARE-BASED PAYMENTS (continued)

The fair value of partly paid shares and options granted to directors and other personnel is recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the directors and/or other personnel become unconditionally entitled to the partly paid shares or options.

Partly paid ordinary shares

To date 2,650,000 partly-paid shares have been issued in terms of this remuneration practice. Details of these partly paid shares, including movements over the past two years, are set out in Note 13.

Options to acquire ordinary shares

Options granted carry no dividend or voting rights. Each option is exercisable to acquire a fully paid ordinary share of the Company. The exercise price of the options is set at the time of grant with reference to the weighted average price at which the Company's shares have been trading on the ASX prior to the decision to grant. The fair value at grant date is determined using a call option pricing model that takes into account the price, term, vesting and performance criteria, impact of dilution, non-tradeable nature of the unlisted options, share price at grant date, expected price volatility of the underlying share, expected dividend yield and the risk-free interest rate for the term.

No options have been issued to or are held by directors. The weighted average remaining contractual life of options outstanding at the end of the year was 2.49 years (2016: n/a). Details of these options, including movements over the past two years, are set out in Note 13.

The assessed fair value of the options issued during the year was $3,228 (2016: n/a) as calculated at the date of grant using the Black-Scholes model for the valuation of call options. The expense of $3,228 is recognised in the statement of comprehensive income and disclosed in Note 3. The model inputs for the options granted during 2017 included:

Grant date:	23 June 2017
Exercise by:	27 December 2019
Exercise price per share:	1.84 cents
Share price at grant date:	1.50 cents
Expected volatility of the Company’s shares:	99%
Risk-free interest rate:	1.85%
Weighted average fair value	$3,228

Historical volatility has been the basis for estimating likely future share price volatility. Actual future volatility may differ from the estimate used. The expected average life of the options has been estimated as 3 years. The actual life could differ from this estimate if the holder of the options chooses to exercise his options prior to their expiry date.

NOTE 22 REMUNERATION OF AUDITORS

	2017	2016
	$	$
Amounts received, or due and receivable, by HLB Mann Judd (WA Partnership) for:		
Auditing and review of the financial statements of the Company	21,143	14,000
Other services	-	-
Amounts received, or due and receivable, by BDO Audit (WA) Pty Ltd for:		
Auditing and review of the financial statements of the Company	-	9,632
Other services	-	-
	21,143	23,632

NOTE 23 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The directors evaluate estimates and judgements incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Company.

Key estimates - impairment

The Company assesses impairment at each reporting date by evaluating conditions specific to the Company that may lead to impairment of exploration and evaluation assets, and plant and equipment. Where an impairment trigger exists, the recoverable amount of the asset is determined. Value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates.

Capitalisation of exploration and evaluation expenditure

The Company has $2,744,844 (2016: $2,343,317) capitalised exploration and evaluation expenditure on the basis that the directors consider there to be no facts or circumstances suggesting that the carrying amount of the exploration and evaluation assets may exceed their recoverable amount.

NOTE 24 FINANCIAL RISK MANAGEMENT

The Company, in its normal course of business, is exposed to financial risks comprising market risk (essentially interest rate risk), credit risk and liquidity risk.

The directors have overall responsibility for the Company's management of these risks and seek to minimise these risks through ongoing monitoring and review of the adequacy of the risk management framework in relation to the risks encountered by the Company.

(a) Market risk

Interest rate risk

The Company is exposed to Australian money market interest rates in respect of its cash assets. The risk is managed by monitoring the interest rate yield curve out to 120 days to ensure a balance is maintained between the liquidity of its cash assets and interest rate return. The weighted average rate of interest to which the Company was exposed on its cash assets as at the year end was 0.52% (2016: 0.01%).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2017

NOTE 24 FINANCIAL RISK MANAGEMENT (continued)

The table below summarises the sensitivity of the Company's cash assets to interest rate risk. The Company has no interest rate risk associated with any of its other financial assets or liabilities. This analysis reflects the effect of a 0.5% decline and 0.5% increase in interest rates as recent Australian Treasury announcements and press reports would indicate that movements in interest rates of this magnitude are possible over the next 12 months.

	Carrying amount of cash assets		Effect of decrease or increase of interest rate on Post tax profit		Other components of equity	
	2017	2016	2017	2016	2017	2016
	$	$	$	$	$	$
Cash and cash equivalents	75,242	126,471				
Change in interest rate:						
- 0.5%			(376)	(632)	-	-
+ 0.5%			376	632	-	-

Securities price risk

The Company is exposed to equity securities price risk. This arises from an investment held and classified in the statement of financial position as available for sale.

The investment is in ordinary shares in an ASX listed exploration company. The shares are typically subject to relatively high price volatility, and, based on the recent historic share price, the table below summarises the sensitivity of the value of the investment to an increase or decrease in the share price of the investment:

	Overall impact of change in price		Impact on post-tax profit		Impact on other components of equity	
	2017	2016	2017	2016	2017	2016
	$	$	$	$	$	$
Change in share price:						
- 50%	(940,500)	(960,500)	(258,638)	(273,743)	(681,863)	(686,758)
- 25%	(470,250)	(480,250)	(129,319)	(136,871)	(340,931)	(343,379)
- 10%	(188,100)	(192,100)	(51,728)	(54,749)	(136,373)	(137,352)
+ 10%	188,100	192,100	51,728	54,749	136,373	137,352
+ 25%	470,250	480,250	129,319	136,871	340,931	343,379
+ 50%	940,500	960,500	258,638	273,743	681,863	686,758

The impact of a downward change in price below cost on other components of equity is based on the assumption that the change in price is not both significant and sustained.

(b) Liquidity risk

The Company has no significant exposure to liquidity risk as the Company's only debt, other than related party loans (Note 12), is that associated with trade creditors in respect of which the Company's policy is to ensure payment within 30 days. The related party loans are not considered to be a significant liquidity risk as the magnitude and term of the loans are such that the Company has adequate time to manage their repayment funded by raising additional capital or realising financial assets available for sale. The Company manages its liquidity by monitoring forecast cash flows.

NOTE 24 FINANCIAL RISK MANAGEMENT (continued)

(c) Credit risk

The Company does not have any significant exposure to credit risk. The minimal exposure to credit risk that could arise is from having its cash assets all deposited at one bank. Whilst the risk of the bank failing is considered minimal, the Company manages this exposure by ensuring its funds are deposited only with a major bank with high security ratings.

(d) Capital risk management

The Company's objective in managing capital which consists primarily of equity capital is to safeguard its ability to continue as a going concern, so that it can continue to explore for minerals with the ultimate objective of providing returns for shareholders whilst maintaining an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may issue new shares, sell assets, or joint venture its projects. The Company considers working capital to consist of cash, receivables, and available-for-sale financial assets less trade creditors and current borrowings.

(e) Fair value of financial instruments

AASB 7 (Financial Instruments: Disclosures) requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table accordingly presents the Company's assets and liabilities measured and recognised at fair value at 30 June 2017 and 30 June 2016:

	Year	Level 1	Level 2	Level 3	Total
Assets					
Financial assets available for sale	2017	1,881,000	-	-	1,881,000
	2016	1,921,000	-	-	1,921,000

Hampton Hill Mining NL is a public company, incorporated and domiciled in Australia and listed on the ASX.

The accounting policies adopted in the preparation of the financial report that relate specifically to matters dealt with in the preceding notes, are set out in the relevant notes. The more general accounting policies not already set out above, are listed below.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2017

NOTE 25 SUMMARY OF OTHER SIGNIFICANT ACCOUNTING POLICIES

The accounting policies have been consistently applied to all the years presented unless otherwise stated.

(a) Statement of compliance and basis of preparation

The financial report has been authorised for issue by the board of directors.

The financial report complies with the Corporations Act 2001 and Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the financial report, comprising the financial statements and notes thereto, complies with International Financial Reporting Standards (IFRS). The Company is a for-profit entity for the purpose of applying these standards.

The financial statements have been prepared on an accruals basis and are based on historical costs.

(b) Impairment of assets

At each reporting date, the Company reviews the carrying values of its tangible and intangible assets to determine whether there is any objective evidence that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to profit or loss.

Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

(c) Financial assets and liabilities

Financial instruments are initially recognised and measured at cost on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition, these instruments are measured as set out in the relevant notes.

(d) Employee benefits

Wages and salaries, annual leave and sick leave

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave expected to be settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.

Retirement benefits obligations

Contributions are made by the Company to employee superannuation funds and are charged as expenses when incurred.

NOTE 25 SUMMARY OF OTHER SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the balance sheet are shown inclusive of GST. The net amount of GST recoverable from, or payable to, the Australian Taxation Office is included with other receivables or payable in the Statement of Financial Position.

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

(f) Accounting standards and interpretation

New accounting standards and interpretations adopted

There were no new and revised Standards and Interpretations issued by the AASB that are relevant to the Company and effective for the current annual reporting period.

New accounting standards and interpretations in issue, not yet adopted

The following Standards and Interpretations have been issued and/or amended by the AASB and are applicable to the Company but are not yet effective. They have not been adopted in the preparation of the financial statements at reporting date.

The application date of the standard is for the annual reporting periods beginning on or after the date shown in the table below.

Reference and title	Nature of change to accounting policy and impact on initial application	Application date
AASB 9 Financial Instruments	Amends the requirement for classification and measurement of financial assets. The available-for-sale and held-to-maturity categories of financial assets in AASB 139 have been eliminated. Upon adoption, the Company's financial assets classified as available-for-sale will be reclassified into the fair value through profit and loss category. The cumulative fair value changes in the available-for-sale reserve (amounting to $760,815 at balance date) will be reclassified into retained earnings and subsequent fair value changes recognised in profit and loss. Had the Company early adopted this standard, the current financial year fair value change of $65,978 recognised in the available for sale reserve, would have been recognised through profit or loss. The Company does not have any financial liabilities measured at fair value through profit or loss.	1 Jan 2018

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2017

NOTE 25 SUMMARY OF OTHER SIGNIFICANT ACCOUNTING POLICIES (continued)

AASB 15 Revenue from contracts with customers	Revenue will be recognised when control of goods or services is transferred, rather than on transfer of risks and rewards as is currently the case under IAS 18 Revenue. Had the Company early adopted this standard, there would have been no material impact on the current year profit or loss.	1 Jan 2018
AASB 16 Leases	Removes the classification of leases as either operating or finance leases for the lessee. Leases which are less than 12 months and leases on low-value assets are exempt. The Company has elected not to early adopt this standard and have not quantified the material effect of application on future periods.	1 Jan 2019
AASB 2016-5 Classification and measurement of share-based payment transactions	Clarifies the accounting for various aspects of share-based payment transactions under AASB 2, being: - Impact of vesting and non-vesting conditions when measuring cash-settled share-based payment transactions; - Net settlement feature for withholding tax obligations; and - Changing classification from cash-settled to equity-settled. The Company has elected not to early adopt this standard and is in the process of quantifying the effect of application on future periods.	1 Jan 2018

DIRECTORS' DECLARATION

1. In the opinion of the Directors of the Company

   a. the accompanying financial statements are in accordance with the Corporations Act 2001 and

      (i) give a true and fair view of the Company's financial position as at 30 June 2017 and of its performance for the year then ended; and

      (ii) comply with Australian Accounting Standards, the Corporations Regulations 2001, professional reporting requirements and other mandatory requirements.

   b. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

   c. The financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.

2. This declaration has been made after receiving the declarations required be made to the Directors in accordance with Section 295A of the Corporations Act 2001 for the financial year ended 2017.

This declaration is signed in accordance with a resolution of the Board of Directors on 13 September 2017 and is signed for and on behalf of the directors by:

J N Pitt
Chairman

INDEPENDENT AUDITOR'S REPORT

HLB Mann Judd

Accountants | Business and Financial Advisers

INDEPENDENT AUDITOR'S REPORT

To the Members of Hampton Hill Mining NL

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Hampton Hill Mining NL ("the Company") which comprises the statement of financial position as at 30 June 2017, the statement of profit or loss and other comprehensive income, the statement of changes in equity, the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Company is in accordance with the *Corporations Act 2001*, including:

a) giving a true and fair view of the Company's financial position as at 30 June 2017 and of its financial performance for the year then ended; and

b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* ("the Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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INDEPENDENT AUDITOR'S REPORT

HLB Mann Judd

Key Audit Matter	How our audit addressed the key audit matter
Exploration assets Refer to note 9 in the financial statements	
In accordance with AASB 6 Exploration for and Evaluation of Mineral Resources, the Company capitalises all exploration and evaluation expenditure, including acquisition costs and subsequently applies the cost model after recognition. Our audit focussed on the Company's assessment of the carrying amount of the capitalised exploration and evaluation asset, as this is one of the most significant assets of the Company. We planned our work to address the audit risk that the capitalised expenditure might no longer meets the recognition criteria of the standard. In addition, we considered it necessary to assess whether facts and circumstances existed to suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount.	Our procedures included but were not limited to the following: • We obtained an understanding of the key processes associated with management's review of the carrying values of each area of interest; • We considered the Directors' assessment of potential indicators of impairment; • We obtained evidence that the Company has current rights to tenure of its areas of interest; • We examined the exploration budget for the year ending 30 June 2018 and discussed with management the nature of planned ongoing activities; • We enquired with management, reviewed ASX announcements and reviewed minutes of Directors' meetings to ensure that the Company had not resolved to discontinue exploration and evaluation at any of its areas of interest; and • We examined the disclosures made in the financial report.

Information other than the financial report and auditor's report thereon

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report for the year ended 30 June 2017, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITOR'S REPORT

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the remuneration report

We have audited the remuneration report included in the directors' report for the year ended 30 June 2017.

In our opinion, the remuneration report of Hampton Hill Mining NL for the year ended 30 June 2017 complies with section 300A of the *Corporations Act 2001*.

INDEPENDENT AUDITOR'S REPORT

HLB Mann Judd

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

HLB Mann Judd

B M Veigh

HLB Mann Judd
Chartered Accountants

B G McVeigh
Partner

Perth, Western Australia
13 September 2017

MINERAL TENEMENT INFORMATION

AS AT 30 SEPTEMBER 2017

MINING TENEMENTS AND BENEFICIAL INTERESTS HELD, AND THEIR LOCATION

Millennium:

Tenement	Location	Registered holding	Beneficial interest – refer Notes
E45/2501	East Pilbara, WA	0%	1
E45/2561	East Pilbara, WA	0%	1
E45/2500 (part of)	East Pilbara, WA	0%	1

Apollo Hill:

Tenement	Location	Registered holding	Beneficial interest – refer Notes
M31/486	Yilgarn, WA	0%	2
E31/1063 (part of)	Yilgarn, WA	0%	2
E31/1116	Yilgarn, WA	0%	2
E31/1163 (part of)	Yilgarn, WA	0%	2
E39/1198	Yilgarn, WA	0%	2
E39/1887	Yilgarn, WA	0%	2
E39/1984 (part of)	Yilgarn, WA	0%	2
E40/370 (part of)	Yilgarn, WA	0%	2

Weld Range:

Tenement	Location	Registered holding	Beneficial interest – refer Notes
M20/311	Murchison, WA	0%	3
M20/503	Murchison, WA	0%	3
M20/518	Murchison, WA	0%	3
M51/869	Murchison, WA	0%	3
E20/625	Murchison, WA	0%	3
E20/641	Murchison, WA	0%	3
E20/457	Murchison, WA	0%	3
E20/492	Murchison, WA	0%	3

Kalgoorlie:

Tenement	Location	Registered holding	Beneficial interest – refer Notes
P15/4896-4898	Yilgarn, WA	0%	4
P15/4900	Yilgarn, WA	0%	4
P15/5022-5024	Yilgarn, WA	0%	4
P16/2815 & 2816	Yilgarn, WA	0%	4
P15/5920 & 5921	Yilgarn, WA	0%	4
M15/1831	Yilgarn, WA	0%	4
M15/1832	Yilgarn, WA	0%	4

MINERAL TENEMENT INFORMATION

AS AT 30 SEPTEMBER 2017

MINING TENEMENTS AND BENEFICIAL INTERESTS HELD, AND THEIR LOCATION (continued)

Sylvania: **Tenement**	**Location**	**Registered holding**	**Beneficial interest – refer Notes**
M70/266SA	East Pilbara, WA	0%	5

Notes:

1) Millennium Zinc Project JV - The Company has earned a 25% beneficial interest.
2) The Company retains a 5% gross overriding royalty on all gold production exceeding one million ounces.
3) The Company has elected to convert its interest to a 2% FOB Royalty on iron ore and retains a 100% interest in non-ferrous metals.
4) The Company retains a 0.98% net smelter return royalty on all ore produced from these tenements.
5) The Company retains a royalty of $1 per tonne of ore mined up to 100,000 tonnes, and $2 per tonne thereafter.

Key:

E: Exploration licence

P: Prospecting licence

M: Mining lease

SHAREHOLDER INFORMATION

AS AT 8 SEPTEMBER 2017

NUMBER AND DISTRIBUTION OF SHARES

Shares	Listed	Not listed
Ordinary shares fully paid	235,741,595	-
Ordinary shares paid to 0.1 cents per share	-	2,650,000
Options over unissued shares		
Exercisable at 1.84 cents expiring 27 December 2019	-	450,000

Distribution of shares and options by holding			Shareholders Fully paid	Shareholders Partly paid	Option holders
1	-	1,000	31	-	-
1,001	-	5,000	75	-	-
5,001	-	10,000	82	-	-
10,001	-	100,000	289	4	2
100,001	+		182	4	1
			659	8	3

MARKETABLE PARCEL

There were 375 holders of less than a marketable parcel of fully paid ordinary shares.

EMPLOYEE INCENTIVE SCHEME

The partly paid shares and unlisted options were issued under an employee incentive scheme.

SUBSTANTIAL SHAREHOLDERS

The following shareholders are substantial shareholders of the Company:

Name	No. of shares	%
Perth Capital Pty Ltd, Elohpool Pty Ltd, J N Pitt and associates	89,734,999	38.06
Encounter Resources Limited	30,748,903	13.04

VOTING RIGHTS

Subject to any rights or restrictions for the time being attached to any class or classes of shares (at present there are none), at a general meeting every shareholder or class of shareholder present in person or by proxy, attorney or representative has one vote on a show of hands and, on a poll, one vote for each fully paid share which that member holds or represents and, in respect of partly paid shares, voting rights pro-rata to the amount paid up or credited as paid up on each such share.

Any vendor securities which are or might be in breach of the Australian Securities Exchange Listing Rules or any escrow agreement entered into by the Company shall not be entitled to any votes for as long as the breach exists.

SHAREHOLDER INFORMATION

AS AT 8 SEPTEMBER 2017

TOP 20 SHAREHOLDERS

	Shareholders	No. of shares	%
1	Perth Capital Pty Ltd	56,273,104	23.87
2	Encounter Resources Limited	30,748,903	13.04
3	Pitt, J N	21,478,941	9.11
4	Elohpool Pty Ltd	11,891,954	5.06
5	Hughes, J & L <Inkese Super A/c>	8,600,000	3.65
6	Haynes, K	8,000,001	3.39
7	Trayburn Pty Limited	4,691,451	1.99
8	Nalmor Pty Ltd <John Chappell Super Fund A/c>	3,600,900	1.53
9	Rupert Clarke & Co Pty Ltd	3,557,500	1.51
10	Wudina Pty Ltd <Forte Family Retirement Fund A/c>	3,368,890	1.43
11	Evergem Pty Ltd	2,810,958	1.19
12	Vermar Pty Ltd <CAP A/c>	2,646,813	1.12
13	Nalmor Pty Ltd <Basil Family A/c>	2,476,520	1.05
14	Kelly, O & B <O&B Kelly Superfund A/c>	2,475,016	1.05
15	Bluejay Enterprises Pty Ltd <Rage Superfund A/c>	1,801,241	0.76
16	Mansfield, M & H <Mansfield Family SF A/c>	1,797,953	0.76
17	TE & CG McMahon Nominees Pty Ltd <McMahon SF No 2 A/c>	1,521,712	0.65
18	Basin Beach Investments Pty Ltd	1,720,000	0.73
19	Enders, K L	1,279,098	0.54
20	Polarity B Pty Ltd	1,209,999	0.51
		171,950,954	72.94

NOTES

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