Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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.

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

ABN		
	3 004 297 116	
/3	5 004 297 116	
We	(the entity) give ASX the following information.	
	art 1 - All issues must complete the relevant sections (attach sheets if there is a	not enough space).
1	⁺ Class of ⁺ securities issued or to be issued	Employee Performance Rights
2	Number of *securities issued or to be issued (if known) or maximum number which may be issued	6,000,000
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)	Exercise Price \$0.00 Expiry Date 31 January 2015
4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?	N/A
	 If the additional securities do not rank equally, please state: the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend 	

distribution or interest payment

Name of entity

Hillgrove Resources Limited (HGO)

⁺ See chapter 19 for defined terms.

6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets) Issue of Performance Rights under the Hillgrove Resources Option & Performance Rights Plan subject to service and performance conditions. 7 Dates of entering *securities into uncertificated holdings or despatch of certificates 8 Number and *class of all *securities in clause 2 if applicable) Number and *class of all *securities in clause 2 if applicable) Number and *class of all *securities in clause 2 if applicable) Number *Class* 1,022,760,221 Fully Paid Ordinary Shares **Proposition of the increased capital (interests) Number *Class* 27,777,777 HGOAI Unlisted ESOP & ExSOP Options 1,790,000 HGOAQ Employee Performance Rights 1,500,000 HGOAJ Unlisted ESOP & ExSOP Options 4,215,000 HGOAK Employee Performance Rights 6,000,000 New Code Employee Performance Rights 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	5	Issue price or consideration	Nil		
Number and *class of all *securities quoted on ASX (including the securities in clause 2 if applicable) Number and *class of all *securities in clause 2 if applicable) Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable) Number *Class	6	(If issued as consideration for the acquisition of	Hillgrove Resources Option & Performance Rights Plan subject to service and		
Number and *class of all *securities in clause 2 if applicable) Number and *class of all *securities in clause 2 if applicable) Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable) Number	7		19 December 2012		
Number and *class of all *securities in clause 2 if applicable) Number and *class of all *securities in clause 2 if applicable) Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable) Number		r			
quoted on ASX (including the securities in clause 2 if applicable) Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable) Number			Number	+Class	
Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable) 1,790,000 1,790,000 HGOAQ Employee Performance Rights 1,800,000 HGOAJ Unlisted ESOP & ExSOP Options 1,500,000 HGOAJ Unlisted ESOP & ExSOP Options 4,215,000 HGOAK Employee Performance Rights 4,215,000 HGOAK Employee Performance Rights 6,000,000 New Code Employee Performance Rights N/A	8	quoted on ASX (including the securities in	1,022,760,221	Fully Paid Ordinary Shares	
Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable) 1,790,000 1,790,000 HGOAQ Employee Performance Rights 1,800,000 HGOAJ Unlisted ESOP & ExSOP Options 1,500,000 HGOAJ Unlisted ESOP & ExSOP Options 4,215,000 HGOAK Employee Performance Rights 4,215,000 HGOAK Employee Performance Rights 6,000,000 New Code Employee Performance Rights N/A					
Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable) 1,790,000 1,790,000 HGOAQ Employee Performance Rights 1,800,000 HGOAJ Unlisted ESOP & ExSOP Options 1,500,000 HGOAJ Unlisted ESOP & ExSOP Options 4,215,000 HGOAK Employee Performance Rights 4,215,000 HGOAK Employee Performance Rights 6,000,000 New Code Employee Performance Rights N/A			Number	+Class	
1,790,000 HGOAQ Employee Performance Rights 1,800,000 HGOAM Employee Performance Rights 1,500,000 HGOAJ Unlisted ESOP & ExSOP Options 4,215,000 HGOAK Employee Performance Rights 6,000,000 New Code Employee Performance Rights 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital	9	quoted on ASX (including the securities in	27,777,777	HGOAI Unlisted ESOP &	
Performance Rights 1,500,000 HGOAJ Unlisted ESOP & ExSOP Options 4,215,000 HGOAK Employee Performance Rights 6,000,000 New Code Employee Performance Rights 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital		Gladde 2 ii applicable)	1,790,000		
4,215,000 HGOAK Employee Performance Rights 6,000,000 New Code Employee Performance Rights 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital			1,800,000		
6,000,000 Performance Rights New Code Employee Performance Rights 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital			1,500,000		
Performance Rights 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital			4,215,000		
distribution policy) on the increased capital			6,000,000		
distribution policy) on the increased capital					
	10	distribution policy) on the increased capital	N/A		

⁺ See chapter 19 for defined terms.

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 Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
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

⁺ See chapter 19 for defined terms.

29	Date rights trading will end (if applicable)	N/A	
30	How do *security holders sell their entitlements in full 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	
32	How do *security holders dispose of their entitlements (except by sale through a broker)?	N/A	
33	⁺ Despatch date		
	23 - Quotation of securities d only complete this section if you are applying for quotation of securi Type of securities (tick one) Securities described in Part 1	ities	
(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		
	ies that have ticked box 34(a)		
Additi	onal securities forming a new class of securities		
Tick to docume	indicate you are providing the information or nts		
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 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	n schedule of the additional *securities	
37	A copy of any trust deed for the additional *securities		
Entit	ies that have ticked box 34(b)		

⁺ See chapter 19 for defined terms.

38	Number of securities for which ⁺ quotation is sought	N/A		
39	Class of *securities for which quotation is sought	N/A		
40	Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	N/A		
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)	N/A		
42	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in clause 38)	Number	+Class	

⁺ See chapter 19 for defined terms.

Quotation agreement

- ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.
- We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those *securities should not be granted *quotation.
 - An offer of the *securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any *securities to be quoted and that no-one has any right to return any *securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the *securities be quoted.
- If we are a trust, we warrant that no person has the right to return the *securities to be quoted under section 1019B of the Corporations Act at the time that we request that the *securities be quoted.
- We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before *quotation of the *securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here

Print name: Shanthi Smith

Date: 19 December 2012

⁺ See chapter 19 for defined terms.