Hill End Gold Limited • ACN 072 692 365

Proxy Form

The Secretary, Hill End Gold Limited, 3 Spring Street, Sydney NSW 2000

SHAKEHULDER DETAILS			
Name of Shareholder:			
Address of Shareholder:			
I/We being a member(s) of Hill End Gold Limited, hereby appoint to Chairman of the Meeting as my/our Proxy to vote for me/us and company to be held at 10.00 am (AEDT) on Thursday, 22 November Room, Ground Floor, 56 Berry Street, North Sydney, NSW, , Sydney, the manner indicated below or as he/she thinks fit.	on my/our behalf a r 2007, at the Chris	t the General <i>N</i> tie Corporate, C	leeting of the cambridge
PROXY'S DETAILS:			
Name of Proxy:(Surname) (Gi	ven Names)		
Address of Proxy:	veir ivarries)		
INSTRUCTIONS AS TO VOTING – Refer attached Notes to the	e Proxy Form		
If you wish to direct your proxy how to vote with respect to the print which your proxy is to vote by placing a "X" in the appropriate abstain from voting as he/she thinks fit.			
If the Chairman of the meeting is appointed as your proxy, or may to direct your proxy, how to vote as your proxy in respect of a reso			
By marking this box, you acknowledge that the Chairman of the n an interest in the outcome of the resolution and votes cast by the other than as proxy holder will be disregarded of that interest.			
If you do not mark this box, and you have not directed your proxy votes on the resolution and your votes will not be counted in calcuon the resolution.			
PROXY'S VOTING INSTRUCTIONS (OPTIONAL)			
Ordinary Resolutions	FOR	AGAINST	ABSTAIN
1. Remuneration Report			
2. Re- election of Bruce Thomas			
3. Re- election of Ian Sloan			
4. Approval of an Issue of Securities			
5. Grant of Options to Alfred Paton			
6. Grant of Options to Philip Bruce			
7. Grant of Options to Graham Reveleigh			
8. Grant of Options to Ian Sloan			
9. Grant of Options to Bruce Thomas			
10. Approval of PLAN			
11. Approve Increase in Directors Fees Cap			
12. Section 195 Approval			

It is the Chairman's intention to vote in favour of all resolutions in relation to undirected proxies. REFER OVERLEAF

FOR	INDI'	VIDUAL	S OR	JOINT	HOL	DERS

Signature of Shareholder	Name (Please Print)	Date	
	Name (Please Print)	Date	
IF THE MEMBER IS A COMPANY	,		
The COMMON SEAL of the compan	y was herewith affixed in accordance	with the Constitution in	the presence of:
Director	Director/Secretary	Date	
	VING ONE PERSON AS ITS SOLE DIREGY was herewith affixed in accordance		
Sole Director/Company Secretary		 Date	

NOTES TO THE PROXY FORM

Pursuant to the Company's Constitution and the Corporations Act 2001, any person registered in the Register of Shareholders as a holder of one or more shares 48 hours prior to the time of commencement of the Meeting is entitled to attend and vote at the Meeting.

Shareholders are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights.

The Proxy Form and the Power of Attorney (if any) or the instrument appointing the proxy and power of attorney (if any) under which it is signed (or an office copy or notarially certified copy thereof) must be deposited at the Registered Office of the Company (4 Bowen Street, Hill End Fax: +61 2 66378345) at least 48 hours prior to the time of holding of the Meeting (and at any adjournment thereof), at which the individual named in the Proxy Form proposes to vote.

A proxy must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, under its common seal or under the hand of an authorised officer or attorney.

A person authorised (pursuant to the provisions of the Corporations Act 2001) by a corporation which is a Shareholder of the Company to act as its representative at the Meeting is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual Shareholder of the Company.

A legible facsimile transmission copy of the instrument and the power of attorney or other authority is acceptable. The facsimile number to which a Proxy Form may be sent is +612 82494919.

The proxy may, but need not be, a Shareholder of the Company.

Corporate Representation

A company may only vote by proxy, power of attorney or by appointment of a corporate representative. The instrument appointing a proxy is not valid unless the original instrument and the power of attorney or other authority (if any) under which the instrument is signed (duly stamped where necessary) or a copy or facsimile which appears on its face to be an authentic copy of that proxy, or power of attorney is submitted to the Registered Office within the time set out herein. A company must sign a proxy under common seal in accordance with its Constitution or under power of attorney, which must be produced, with the Proxy Form.

If the shares are registered in the name of more than one person, all such holders must sign the Proxy Form. To be valid a Proxy Form and the Power of Attorney under which it is signed or proof thereof must be to the satisfaction of the Directors.