Friday, 24 April 2015

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING

Hillgrove Resources Limited (ASX:HGO) is pleased to advise its next Annual General Meeting will be held at the Crowne Plaza Hotel, Adelaide at 10:00am on Thursday, 28 May 2015. Please find all details outlined in the attached Notice of Meeting.


We hope you can join us at the Annual General Meeting on Thursday, 28 May 2015 in Adelaide. If you are unable to attend the meeting, we encourage you to complete and return the personalised Proxy Form that has been mailed to you, or should it not have arrived please contact Boardroom Limited on 1300 737 760 regarding a replacement.

Yours faithfully

Shanthi Smith
Company Secretary
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

THE MATTERS RAISED IN THIS DOCUMENT WILL AFFECT YOUR SHAREHOLDING IN THE COMPANY. YOU ARE ADVISED TO READ THIS DOCUMENT IN ITS ENTIRETY BEFORE THE GENERAL MEETING REFERRED TO BELOW IS CONVENEED.

IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE, PLEASE CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

NOTICE OF ANNUAL GENERAL MEETING TO BE HELD AT 10:00AM (ACST) ON THURSDAY 28 MAY 2015 IS INCLUDED WITH THESE DOCUMENTS.

TO BE VALID, FORMS OF PROXY FOR USE AT THIS MEETING MUST BE COMPLETED AND RETURNED TO THE COMPANY NO LATER THAN 10:00AM (ACST) ON TUESDAY 26 MAY 2015.
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Shareholders in Hillgrove Resources Limited ABN 73 004 297 116 (Company) are requested to consider and vote upon each of the Resolutions set out in the Notice.

You can vote by:

- attending and voting at the Meeting; or
- appointing someone as your proxy to attend and vote at the Meeting on your behalf, by completing and returning the Proxy Form to the Company or its share registry in the manner set out on the Proxy Form. The Company or its share registry must receive your duly completed Proxy Form by no later than 10:00am (ACST) on Tuesday 26 May 2015.

A glossary of the key terms used throughout this document (including the Proxy Form) is contained in Part E of this Document.

Please read the whole of this Document carefully, determine how you wish to vote and then cast your vote accordingly, either in person or by proxy.
23 April 2015

Dear Shareholder

I am pleased to invite you to attend our Annual General Meeting, being held in Room 4, Level 15, Crowne Plaza Hotel, 16 Hindmarsh Square, Adelaide on Thursday 28 May 2015 at 10:00am (ACST). Enclosed with this letter is the Notice of Meeting which details the items of business to be dealt with.

If you are unable to join us you are encouraged to complete the enclosed Proxy Form. The signed Proxy Form should be returned as instructed in the Notice of Meeting by no later than 10:00am (ACST), Tuesday 26 May 2015. For details regarding voting by proxy please refer to the Notice of Meeting and instructions on the back of the Proxy Form. If you plan to attend the Meeting, please bring your Proxy Form with you to facilitate registration.

Shareholders who did not elect to receive a copy of the Company’s annual report by mail are able to access it via our website, at www.hillgroveresources.com.au, by clicking on the link on the home page or via the Investor section. Please remember you can update your communications preferences and holding details by contacting our registry, Boardroom Limited, at enquiries@boardroomlimited.com.au or on 1300 737 760.

Your vote is important and we encourage you to either attend the Meeting in person or complete the Proxy Form and return it in accordance with the directions provided.

Yours faithfully

Shanthi Smith
Company Secretary
NOTICE OF ANNUAL GENERAL MEETING AND RELATED DOCUMENTATION

HILLGROVE RESOURCES LIMITED (ACN 004 297 116)

Notice is hereby given that the annual general meeting of the members of Hillgrove Resources Limited (ACN 004 297 116) (Company) will be held at the place, date and time set out in Section 1 below and for the purpose of considering and voting upon the Resolutions set out in Section 2.

SECTION 1: TIME AND PLACE OF MEETING

VENUE
The annual general meeting of members of the Company will be held at:

Room 4, Level 15
Crowne Plaza Hotel
16 Hindmarsh Square
ADELAIDE SA 5000

TIME AND DATE
The meeting will commence at 10:00am (ACST) on Thursday 28 May 2015.

HOW TO VOTE
You may vote by attending the Meeting in person, by proxy or authorised representative.

VOTING IN PERSON
To vote in person, please attend the Meeting on the date, time and place set out above.

VOTING BY PROXY
To vote by proxy, please complete and sign the Proxy Form enclosed with this Document as soon as possible and either send, deliver, courier or mail the duly completed Proxy Form:

- by facsimile to Boardroom Limited on facsimile number +61 (02) 9290 9655;
- deliver to Boardroom Limited at Level 7, 207 Kent Street, Sydney NSW 2000, Australia;
- mail to Boardroom Limited at GPO Box 3993, Sydney NSW 2001, Australia; or
- directly to the Company, attention Company Secretary at Suite 1709, Level 17 Australia Square Tower, 264 George Street, Sydney NSW 2000, Australia;

so that it is received no later than 10:00am (ACST) on Tuesday 26 May 2015.

Complete details on how to vote by proxy are set out on the back of your Proxy Form.

Please read this Document carefully and in its entirety, determine how you wish to vote in relation to each of the Resolutions and then cast your vote accordingly, either in person or by proxy. If you do not understand any part of this Document, or are in any doubt as to the course of action you should follow, you should contact your financial or other professional adviser immediately.

DETERMINATION OF MEMBERSHIP AND VOTING ENTITLEMENT FOR THE PURPOSE OF THE MEETING
For the purpose of determining a person’s entitlement to vote at the Meeting and in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), a person will be recognised as a member and the holder of Shares if that person is registered as a holder of Shares at 7:00pm (ACST) on Tuesday 26 May 2015.
VOTING EXCLUSION STATEMENT

In accordance with the Corporations Act and the Listing Rules, the following persons must not cast any votes on the following Resolutions, and the Company will disregard any votes cast on that Resolution by:

<table>
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<tr>
<th>RESOLUTION</th>
<th>EXCLUDED VOTERS</th>
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<tbody>
<tr>
<td>1</td>
<td>All Directors, other Key Management Personnel and their respective associates or any other closely related party (other than by means of a directed proxy)</td>
</tr>
<tr>
<td>2 and 3</td>
<td>None</td>
</tr>
</tbody>
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However, the Company need not disregard a vote if it is cast by:

(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or

(b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form to vote as the proxy decides.

PROXIES

A Shareholder, entitled to attend and vote at this Meeting pursuant to the Constitution, is entitled to appoint no more than two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion of the member’s voting rights. A proxy need not be a Shareholder. Any instrument of proxy deposited or received by the Company in which the name of the appointee is not filled in shall be deemed to be given in the favour of the Chair of the Meeting.

The instrument appointing a proxy must be lodged, and any power of attorney or an office copy of a notarially certified copy thereof under which an attorney for a member appoints a proxy, must be lodged by no later than 10:00am (ACST) on Tuesday 26 May 2015 in accordance with the instructions provided in the Proxy Form.

The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney or if such appointor is a corporation, under the hand of its attorney or the hand of a person duly authorised by the corporation. The Proxy Form which accompanies this Notice may be used.

SECTION 2: RESOLUTIONS OF ANNUAL GENERAL MEETING

BUSINESS

A. ACCOUNTS

To receive and consider the Company’s financial statements for the 11 months ended 31 December 2014 (CY14) and the related reports of the Directors and auditor.

B. REMUNERATION REPORT

The Remuneration Report is in the Directors’ Report section of the Company’s Annual Report to 31 December 2014 (pages 36-54). Listed companies are required to submit the Remuneration Report to a vote for adoption at the Company’s Annual General Meeting. The resolution will be determined as an ordinary resolution but is advisory only and does not bind the Directors or the Company.

To consider and, if thought fit, to pass, with or without amendment, the following motion in accordance with section 250R(2) of the Corporations Act:

Resolution 1 – Remuneration Report

C. ELECTION OF DIRECTOR

In accordance with Article 6.3 of the Constitution, Philip Baker who has been casually appointed as a Director after the Company’s last annual general meeting, retires effective at the conclusion of this Meeting, and being eligible, offers himself for election.

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

Resolution 2 – Election of Director

“That Philip Baker is elected as a director of the Company.”

For a supporting statement on the merits of Resolution 2, please refer to Paragraph 3 of the Explanatory Statement that accompanies this Notice.

D. RE-ELECTION OF DIRECTOR

In accordance with Article 6.3 of the Constitution, Douglas Norman Snedden retires by rotation, effective at the conclusion of the Meeting, and being eligible, offers himself for re-election.

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

Resolution 3 – Re-election of Director Retiring By Rotation

“That Douglas Norman Snedden is re-elected as a director of the Company.”

For a supporting statement on the merits of Resolution 3, please refer to Paragraph 4 of the Explanatory Statement that accompanies this Notice.

E. OTHER BUSINESS

To transact any other business as may be brought before the Meeting.

By order of the Board

Shanthi Smith
Company Secretary

Dated: 23 April 2015
PART D: EXPLANATORY STATEMENT

This Explanatory Statement is included in and forms part of the Notice of Meeting. It contains an explanation of, and information about, the Resolutions to be considered at the Meeting. It is given to Shareholders to help them determine how to vote on the Resolutions set out in the accompanying Notice of Meeting.

Shareholders should read this Explanatory Statement in full as individual sections do not necessarily give a comprehensive review of the Resolutions contemplated in this Explanatory Statement.

If you are in doubt about what to do in relation to a Resolution, you should consult your financial or other professional advisor.

1. ITEM A – ACCOUNTS

The Company’s Financial Report for the 11 month period ended 31 December 2014 (CY14) is set out in the Annual Report. In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the Financial Report and on the business and management of the Company.

During the discussion of this item, the Company’s auditor will be present and will answer qualifying questions.

Written questions for the auditor

If you would like to submit a written question to the Company’s auditor, please post your question to the Company Secretary or send it by facsimile to +61 2 8247 9399. Written questions must relate to the content of the auditor’s report or the conduct of the audit to be considered at the Meeting. A list of qualifying questions will be made available at the Meeting.

Please note that all questions must be received at least four business days before the date of the Meeting, that is, by no later than 10.00am (ACST) on 22 May 2015.

2. ITEM B – REMUNERATION REPORT

The Remuneration Report is in the Directors’ Report section of the Company’s Annual Report (pages 36-54). Listed companies are required to submit the Remuneration Report to a vote for adoption at the Meeting. The resolution will be determined as an ordinary resolution but is advisory only and does not bind the Directors or the Company.

“Two Strikes” Rule

Under the Corporations Act, if:

- at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Meeting; and
- at the Company’s 2016 annual general meeting (2016 AGM), shareholders with at least 25% of the votes at the 2016 AGM, vote against the adoption of the remuneration report put to the 2016 AGM (2016 Remuneration Report Resolution), the Company will be further required to put to Shareholders at the 2016 AGM an ordinary resolution proposing the calling of a further general meeting (Spill Meeting) to consider the appointment of alternate directors of the Company (Spill Resolution).

If more than 50% of the votes by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) at the 2016 AGM on the 2016 Remuneration Report Resolution, are cast in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2016 AGM. All of the Directors who were in office when the Company’s 2016 Directors’ Report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting, but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as a Director is approved will be the Directors of the Company.
At the Company’s 2013 and 2014 Annual General Meetings, the adoption of resolutions to approve the Remuneration Report was carried by votes that were in excess of 75% of the proxies received by the Company that voted in favour of those resolutions.


A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

**Proxy Restrictions on Key Management Personnel**

The Corporations Act restricts members of the key management personnel (KMP) of the Company and their closely related parties (which includes a KMP’s spouse, dependent and any company controlled by the KMP) (each a Closely Related Party) from voting in relation to remuneration related items in certain circumstances.

This restriction does not limit Shareholders from appointing the Chairman as their proxy with a direction to cast the votes on a resolution (which may be contrary to the Chairman’s stated voting intention) or from abstaining from voting on a resolution.

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of KMP whose remuneration details are included in the Remuneration Report, or any Closely Related Party of that KMP member, as your proxy to vote on Resolution 1, please ensure that you direct them how to vote on Resolution 1. If you intend to appoint the Chairman as your proxy, you may also direct him or her how to vote by marking the first Chairman’s box on the proxy form and then completing Step 2 with your Voting Directions (in which case the Chairman will vote your proxy vote as directed in relation to Resolution 1). By marking that Chairman’s box, you acknowledge that the Chairman may exercise your proxy vote even though the Chairman has an interest in the outcome of Resolution 1 and that votes cast by the Chairman in relation to Resolution 1, other than as a proxyholder, would be disregarded because of that interest. If you appoint a member of the KMP other than the Chairman as your proxy and it is otherwise undirected, your vote will be disregarded by the Company for determining whether Resolution 1 has been duly approved.

**3. ITEM C – ELECTION OF PHILIP BAKER AS DIRECTOR**

Mr Baker is a CPA with over 30 years in the mining industry. He started with MIM Holdings Limited in 1980 undertaking various roles before leading the development and construction of the Ernest Henry copper/gold mine from 1995-97, and then became responsible for the copper refinery and other operations of MIM Holdings in north Queensland. He became Group Treasurer and later EGM - Strategy, Planning and Development, before leaving MIM in 2003. Mr Baker then became CFO and Company Secretary at Peplin Limited and later QMAG Limited before joining Lihir Gold Limited in 2007 as CFO, serving as CEO for three months in 2010 before the takeover by Newcrest Ltd. After a period consulting to the resources industry, Mr Baker joined Rio Tinto in 2012 as CFO of Pacific Aluminium to help prepare it for divestment, leaving in late 2013 when it was reintegrated into Rio Tinto Alcan.

The Board (other than Mr Baker) unanimously recommends that Shareholders vote in favour of Resolution 2.

**4. ITEM D – RE-ELECTION OF DOUGLAS NORMAN SNEDDEN AS DIRECTOR**

Mr Snedden has more than 30 years’ experience in finance, strategic management and outsourcing, largely gained through a distinguished career at Accenture (formerly Andersen Consulting). Mr Snedden has experience working in Australia, as well as the United Kingdom, South Africa and the Asia Pacific region and provided management and financial advice to some of Australia’s biggest companies before retiring from the position of Managing Director of Accenture’s Australian business in June 2008. Mr Snedden has and currently holds a number of directorships in other companies.

The Board (other than Mr Snedden) unanimously recommends that Shareholders vote in favour of Resolution 3.
PART E: GLOSSARY

For the purposes of this Document, including Annexure A, the following terms have the meanings prescribed below:

**ACST**
Australian Central Standard Time

**ASIC**
Australian Securities & Investments Commission.

**ASX**
ASX Limited ACN 008 624 691 or the securities exchange market operated by it, as the context requires.

**Board**
the board of Directors.

**Company**
Hillgrove Resources Limited ACN 004 297 116.

**Constitution**
the constitution of the Company.

**Corporations Act**
Corporations Act 2001 (Commonwealth).

**CY14**
11 month period from 1 February to 31 December 2014.

**Annual Report**
the Company’s Annual Report for the 11 month period ended 31 December 2014.

**Director**
a director of the Company.

**Document**
this document entitled “Notice of Annual General Meeting and Related Documentation” and any annexures or schedules to or of the foregoing.

**Key Management Personnel**
those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

**Listing Rule**
the listing rules of the ASX as amended from time to time.

**Meeting**
the Annual General Meeting referred to in the Notice.

**Notice or Notice of Meeting**
the Notice of Annual General Meeting, forming part of this Document.

**Proxy Form**
the proxy form attached to this Document.

**Resolution**
a resolution set out in the Notice.

**Share**
a fully paid ordinary share in the Company.

**Shareholder or member**
a registered holder of Shares.
YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before 10:00am (ACST) on Tuesday, 26 May 2015.

TO VOTE ONLINE


STEP 2: Enter your holding/investment type:

STEP 3: Enter your Reference Number:

STEP 4: Enter your Voting Access Code:

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company’s securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an “Appointment of Corporate Representative” prior to admission. An Appointment of Corporate Representative form can be obtained from the company’s securities registry.

STEP 3 SIGN THE FORM

The form must be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. Please indicate the office held by signing in the appropriate place.

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by 10:00am (ACST) on Tuesday, 26 May 2015. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged as follows:


By Fax + 61 2 9290 9655

By Mail Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001, Australia

In Person Level 7, 207 Kent Street
Sydney NSW 2000, Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.
Your Address
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an “X” and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of Hillgrove Resources Limited and entitled to attend and vote hereby appoint

☐ Appoint the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy here

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting as your proxy at the Annual General Meeting of Hillgrove Resources Limited to be held at Room 4, Level 15, Crowne Plaza Hotel, 16 Hindmarsh Square, Adelaide, South Australia on Thursday, 28 May 2015 at 10.00am (ACST) and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of Resolution 1, please mark this box. By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman of the Meeting for the resolution, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on this resolution and your votes will not be counted in calculating the required majority if a poll is called. The Chair intends to vote all undirected proxies in favour of the resolution.

In addition to the intentions advised above, the Chairman of the Meeting intends to vote 100% of all undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

Resolution 1 Adoption of the Remuneration Report in the 11 Month Annual Report to 31 December 2014

Resolution 2 Election of Philip Baker as Director of the Company

Resolution 3 Re-election of Douglas Norman Snedden as Director of the Company

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name................................................................................ Contact Daytime Telephone................................................... Date / / 2015