

Tuesday, 9 November 2010

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

SHARE PURCHASE PLAN OPENS

Following the successful completion of the unconditional placement which forms part of the A\$65 million equity capital raising announced on Friday, 29 October 2010 ("**Equity Raising**"), Hillgrove Resources Limited (ABN 73 004 297 116) (ASX: HGO) ("**Hillgrove**" or the "**Company**") is pleased to offer eligible shareholders in Australia and New Zealand who held shares in the Company at 7.00pm on 28 October 2010 the opportunity to subscribe for ordinary shares in the Company through the Share Purchase Plan ("**SPP**") announced on Friday, 29 October 2010.

The proceeds of the SPP will be used to support exploration expenditure and general corporate expenses.

Under the SPP eligible shareholders can buy up to A\$15,000 worth of shares. Shareholders that participated in the SPP conducted by Hillgrove earlier this year will only be eligible to participate up to an aggregate of A\$15,000 across the two SPPs. The minimum application under the SPP is A\$2,500. All applications must be in increments of A\$2,500. Applications under the SPP can only be made for the following amounts:

- A\$2,500;
- A\$5,000;
- A\$7,500;
- A\$10,000;
- A\$12,500; and
- A\$15,000.

Under the terms and conditions of the SPP, Hillgrove has the right to scale back or withdraw the SPP. If the proposed placement to institutional investors of 201.8 million ordinary Hillgrove shares is not approved by shareholders at the Extraordinary General Meeting to be held on 3 December 2010, Hillgrove intends to withdraw the SPP.

The maximum number of shares to be issued under the SPP will not exceed 30% of Hillgrove Shares on issue.

The offer price for the SPP is the lower of:

- (i) A\$0.25, being the price per share set for the Equity Raising announced on Friday, 29 October 2010 (Institutional Placement); and



- (ii) a discount of 5% to the volume weighted average price of Hillgrove shares traded in the ordinary course on ASX during the 5 trading days up to, and including, the closing date of the SPP, being 14 December 2010, rounded down to two decimal points for each cent.

Important Dates

Thursday, 28 October 2010	Record Date
Tuesday, 9 November 2010	Offer opens
Wednesday, 10 November 2010	Personalised documents mailed to eligible shareholders
Tuesday, 14 December 2010	Offer closes
Wednesday, 22 December 2010	Trading of new shares and expected despatch of holding statements and confirmation advices.

Important Information

Not Investment Advice

The documents contained in this SPP Booklet and the accompanying Application Form do not constitute financial product advice and do not take into account the investment objectives, financial situation, tax position or particular needs of individuals. If you are in doubt as to the course of action you should follow, you should consult your stockbroker, accountant, taxation advisor, solicitor or other professional advisor before participating in the SPP.

Price Movements

You should be aware that the market price of Hillgrove shares may rise or fall between the dates of the SPP offer and the date that shares are allotted to you under the SPP. This means that the price you pay for shares under the SPP may be either higher or lower than the Hillgrove share price at the time the shares under the SPP are allotted and issued to you under the SPP.

Foreign Jurisdictions

The documents contained in this SPP Booklet do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to any US person (as defined in Regulation S under the US Securities Act of 1933, as amended (US Securities Act)). Shares referred to in this document may not be offered or sold in the United States absent registration or an exemption from registration. This document has been prepared for publication in Australia and New Zealand only and may not be released elsewhere.

About Hillgrove

Hillgrove is an Australian mining company listed on the Australian Securities Exchange (ASX: HGO) focused on developing its Indonesian and Australian base and precious metals projects. The Company is targeting the discovery of significant epithermal gold and porphyry copper/gold deposits in Eastern Indonesia.

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HILLGROVE RESOURCES LIMITED

Hillgrove's flagship development is the Kanmantoo Copper Mines, located less than 55km from Adelaide in South Australia. Kanmantoo currently hosts a Mineral Resource of 32.2Mt (2.3Mt Measured, 22.5Mt Indicated and 7.4Mt Inferred) grading 0.9% copper, 0.2g/t gold and 3.2g/t silver, containing 292,200 tonnes of copper, 191,100 ounces of gold and 3,313,600 ounces of silver. With completion of construction targeted for 2011, Kanmantoo will be a 2.4MT per annum open-cut mine producing approximately 20,000 tonnes of copper in concentrate and 10,000 ounces of gold per annum.

The information in this presentation that relates to Mineral Resource estimates for the Kanmantoo Project is based on information compiled by Mr Paul Payne, who is a Member of The Australasian Institute of Mining and Metallurgy. Mr Payne is Executive Consultant with Runge Limited and has sufficient relevant experience to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Payne consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

For more information contact:

Drew Simonsen
Managing Director
Tel: 02 8221 0404

Russell Middleton
Company Secretary
Tel: 02 8221 0404

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SHARE PURCHASE PLAN

TERMS AND CONDITIONS

IMPORTANT NOTICE: The offer to purchase Shares under this Share Purchase Plan (SPP) is not a recommendation to purchase Shares. If you are in any doubt about whether or not, or the extent that, you should participate in this SPP, you should obtain professional financial and/or taxation advice to assist you (taking into account your own financial situation, needs and objectives). Nothing in these Terms and Conditions, the Application Form or any other accompanying documentation constitutes investment or financial product advice or is intended to influence your decision whether or not to participate in the SPP.

If you apply to participate in the SPP by making a BPAY[®] payment or completing and returning the Application Form with a cheque or money order, you are accepting the risk that the market price of Shares may change between the Record Date, the date on which you send in an Application Form or make a BPAY[®] payment and the Allotment Date. This means it is possible that, up to or after the Allotment Date, you may be able to buy Shares at a lower price than the Issue Price.

Set out below are the terms and conditions of the Hillgrove Resources Limited (ABN 73 004 297 116) (**Hillgrove**, or **Company**) Share Purchase Plan and are binding on any Shareholder completing a Share Purchase Plan Application Form or applying via BPAY. The Application Form forms part of this document.

Capitalised terms used in these Terms and Conditions are both defined in the body of these Terms and Conditions as well as in Section 18.

1. The SPP

- (a) The SPP is an invitation to subscribe for fully paid ordinary shares in Hillgrove (**New Shares**) at the Issue Price (see Section 5 below) per New Share.
- (b) The minimum application amount under the SPP is A\$2,500. All applications must be in increments of A\$2,500.
- (c) The amount an Eligible Shareholder can apply for will be restricted to a cumulative total of A\$15,000 (including any shares subscribed for under Hillgrove's February 2010 SPP (**Previous SPP**)).

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- (d) The SPP is conducted under ASIC Class Order 09/425.
 - (e) You are not obliged to accept or otherwise participate in the SPP. **Participation in the SPP is optional.**
 - (f) The SPP is made to each Eligible Shareholder on the same terms and conditions.
 - (g) The offer under the SPP is non-renounceable, which means you may not transfer your right to apply for New Shares under the SPP to anyone else.

2. Opening and Closing Date of the SPP

The SPP opens at 9.00am AEDST on Tuesday, 9 November 2010 and is scheduled to close at 5.00pm AEDST on Tuesday, 14 December 2010. The Directors of Hillgrove reserve the right to change the closing date of the SPP. No late applications will be accepted.

3. Eligible Shareholders

- (a) You are eligible to participate in the SPP (**Eligible Shareholder**) if you were a registered holder of fully paid ordinary shares in Hillgrove at 7.00pm AEDST on Thursday 28 October 2010 (**Record Date**) whose address in the share register of Hillgrove is in Australia or New Zealand unless:
 - (i) you hold Shares on behalf of another person who resides outside Australia or New Zealand and do not hold Shares in any other capacity;
 - (ii) you are in the United States or you are a "U.S. person" (as defined in Regulation S under the United States Securities Act of 1933) (**US Person**), or acting for the account or benefit of a US Person; or
 - (iii) you are ineligible to participate in the SPP because of the aggregate limit explained in Section 4 below.
- (b) (**Single Holders**) If you are the only registered holder of Shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply for one maximum parcel of New Shares up to the value of A\$15,000 (less Shares purchased under the Previous SPP, as explained in Section 4 below).
- (c) (**Joint Holders**) If you are recorded with one or more other persons as the joint holder of Shares, that joint holding is considered to be a single registered holding for the purposes of the SPP, and, subject to the conditions of eligibility set out in this Section 3, the joint holders are entitled to participate in the SPP in respect of that single holding only. The certification under clause 9(a)(iv) in Section 9 by one joint holder will be effective in respect of the other joint holder(s). If the same joint holders receive more than one offer under the SPP due to multiple registered holdings, the joint holders may only apply for New Shares up to a maximum of A\$15,000 (less Shares purchased under the Previous SPP, as explained in Section 4 below).
- (d) (**Custodians, Trustees and Nominees**) If you are a custodian within the definition of 'custodian' in ASIC Class Order Co 09/425 and you are a registered holder of Shares on behalf of a person (**beneficiary**) and you apply to acquire New Shares on behalf of the beneficiary, you must certify in writing to Hillgrove a number of matters relating to such beneficiaries (**Custodian Certificate**).

If you are a custodian please contact the Share Registry to obtain the form of Custodian Certificate that you are required to submit.

If you hold Shares as a trustee or nominee for another person, but are not a 'custodian' as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.
- (e) If you are an Eligible Shareholder, your rights under this offer are personal to you and are non-renounceable, which means you cannot transfer your rights to another person.

4. How much can you invest?

The minimum application amount under the SPP is A\$2,500. All applications must be in increments of A\$2,500. Applications under the SPP may only be made for the following amounts:

- A\$2,500;
- A\$5,000;
- A\$7,500;
- A\$10,000;
- A\$12,500; and
- A\$15,000.

The offer under the SPP needs to comply with the limit in ASIC Class Order CO 09/425. Under that class order, Eligible Shareholders may only acquire a maximum of A\$15,000 worth of Shares under a share purchase plan in any 12 month period. Hillgrove completed the Previous SPP in February 2010. This means that Eligible Shareholders are not permitted to acquire more than A\$15,000 worth of Shares in aggregate, after combining the aggregate issue price of the Shares that they paid pursuant to their participation in the Previous SPP (if any), with an application under this SPP (**Aggregate SPP Participation**).

Hence, if you are an Eligible Shareholder and you:

- **did** participate in the previous SPP, you may only apply for up to such amount of New Shares that is equal to A\$15,000 less the aggregate issue price of the Shares that you acquired under the Previous SPP; or
- **did not** participate in the Previous SPP, you may apply for up to A\$15,000 worth of new Shares under this SPP.

For example, if you paid A\$10,000 for Shares offered in the Previous SPP, you may only apply for a that number of New Shares under this SPP that, when multiplied by the Issue Price, equals A\$5,000. This adds up to an Aggregate SPP Participation of A\$15,000.

These limitations apply even if you receive more than one Application Form or hold Shares in more than one capacity, e.g. if you are both a sole and joint holder of Shares.

5. Issue Price of New Shares under the SPP

- (a) The price per New Share on offer under the SPP (**Issue Price**) will be the lower of:
 - (i) A\$0.25, being the price per share set for the institutional placement of Shares announced on Friday, 29 October 2010 (**Institutional Placement**); and
 - (ii) a discount of 5% to the volume weighted average price of Shares traded in the ordinary course on ASX during the 5 trading days up to, and including, Tuesday, 14 December 2010 (**Closing Date**), rounded down two decimal points for each cent, as determined at the Closing Date.
- (b) The current Share price can be obtained from the Company's website at **hillgroveresources.com.au** or from the ASX website at **asx.com.au** (ASX code: HGO) and is listed in the financial and business section of major daily newspapers circulated in Australia.
- (c) A\$0.25 per Share was the price paid by institutional investors under the Institutional Placement, which represented a discount of 16.7% to the closing price of Shares on Thursday, 28 October 2010.
- (d) You agree to pay the Issue Price for each New Share calculated under clause 6(b) or, if there is a Scaleback (as defined below), the number of Shares calculated under Section 12.
- (e) You acknowledge that the market price of New Shares may rise or fall between the date of this SPP and the date that New Shares are allotted to you under the SPP (**Allotment Date**) and that the effect of this is that the Issue Price you pay for the New Shares may exceed the market price of Shares on the Allotment Date.

6. Applying for New Shares

- (a) Eligible Shareholders may apply to purchase a parcel of New Shares for a minimum of A\$2,500 and only in increments of A\$2,500, up to a maximum of A\$15,000 (less Shares purchased under the Previous SPP, as explained in Section 4 above). If you are an Eligible Shareholder and wish to participate in the SPP, you must follow the instructions on the SPP Application Form (**Application Form**) and:
- (i) make payment by BPAY® equivalent to the value of the parcel of New Shares you wish to apply for; **or**
 - (ii) complete the Application Form and provide a cheque or money order made payable to "Hillgrove Resources Limited Share Purchase Plan",
- so that it is received by the Share Registry by 5.00pm AEDST on the Closing Date. Payments must be denominated in Australian dollars.
- (b) If you apply for New Shares under the SPP, you will apply for a certain value, rather than a certain number, of New Shares. Subject to clauses 6(c) the Company will divide the parcel value you select by the Issue Price in order to determine the number of New Shares for which you have applied (rounded down to the nearest whole number of New Shares). Any balance of moneys sent by you that is remaining as a result of rounding will be retained by the Company and not refunded to you.
- (c) Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity) may apply on different Application Forms for New Shares but may not apply for New Shares with an aggregate value of more than A\$15,000 (less Shares purchased under the Previous SPP, as explained in Section 4 above).
- (d) The Company may accept or reject your application for New Shares, either in whole or in part, at its absolute discretion. For example, the Company may reject your application in any of the following circumstances (among others):
- (i) it appears that you are applying to purchase a number of New Shares that will mean that your Aggregate SPP Participation will exceed A\$15,000;
 - (ii) your Application Form is incorrectly completed, incomplete or otherwise determined by the Company to be invalid;
 - (iii) your cheque is dishonoured or the cheque or money order that you enclose with your Application Form is not made out for the amount corresponding to the value of the parcel of New Shares for which you have applied;
 - (iv) your Application Form or BPAY® payment is received after the Closing Date. Late or otherwise incomplete or invalid payments will be refunded to you; or
 - (v) the Company believes you are not an Eligible Shareholder (subject to compliance with any applicable Australian Securities and Investments Commission or Australian Securities Exchange (**ASX**) requirements).

7. Risk

Subscription for New Shares under the SPP is a speculative investment and the market price may change between the date you apply for New Shares and the issue of New Shares to you. Accordingly, the value of New Shares applied for is likely to rise or fall. Importantly, there is a risk that during the period between when you apply for New Shares and when the New Shares are issued to you, the price at which Shares issued by the Company are traded on the ASX may be less than the Issue Price payable under this SPP.

You should consider the information Hillgrove has previously announced to the ASX about risks of making an investment in Hillgrove.

This document is not a prospectus, and has not been lodged with the Australian Securities and Investments Commission. The issue of a prospectus is not required for the purposes of the SPP. This document does not contain the types of disclosure required to be contained in a prospectus.

You must rely on your own knowledge of the Company, previous disclosures made by the Company to the ASX and, if necessary, consult your professional advisor when deciding whether or not to participate in the SPP.

8. Timetable

- (a) Subject to clause 8(b):
 - (i) **(Record Date)** the record date for the offer is 7.00pm AEDST on Thursday, 28 October 2010;
 - (ii) **(Opening Date)** the offer opens at 9.00am AEDST on Tuesday, 9 November 2010;
 - (iii) **(Closing Date)** the offer closes at 5.00pm AEDST on Tuesday, 14 December 2010;
 - (iv) **(SPP Results Announcement)** the number of New Shares to be issued, the Issue Price and, if applicable, any Scaleback will be announced to the ASX on Friday, 17 December 2010;
 - (v) **(Allotment Date)** the Company proposes to allot the New Shares on Tuesday, 21 December 2010;
 - (vi) **(Trading Date)** the New Shares are expected to commence trading on Wednesday, 22 December 2010; and
 - (vii) **(Despatch Date)** the date on which transaction confirmations are sent to shareholders and, if applicable, a direct credit deposit to your nominated account is made or refund cheque is dispatched, is expected to be Wednesday, 22 December 2010.
- (b) The Company may vary any of the above dates in clause 8(a) at its discretion (even if the offer has opened, or BPAY® or Application Forms have been received) by lodging a revised timetable with the ASX.

9. Effect of Making an Application

- (a) If you submit a BPAY® payment or complete and return an Application Form together with a cheque or money order:
 - (i) you acknowledge that you are an Eligible Shareholder;
 - (ii) you irrevocably and unconditionally agree to these Terms and Conditions and the terms of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP or these Terms and Conditions;
 - (iii) you acknowledge your application is irrevocable and unconditional;
 - (iv) you certify that the total of the application price for the following does not exceed A\$15,000:
 - (A) New Shares under the SPP the subject to this application;
 - (B) Any other New Shares under the SPP or any Shares that you acquired under the Previous SPP or any similar arrangement in the 12 months before the date of your application;
 - (C) any other New Shares which you have instructed a custodian to acquire on your behalf under the SPP; and
 - (D) any other Shares issued to a custodian in the 12 months before the date of your application as a result of an instruction to apply for Shares on your behalf under the Previous SPP or an arrangement similar to the SPP given by you to the custodian or a downstream custodian,
even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;
 - (v) if you are a custodian, you make additional representations that you either:
 - (A) hold an Australian financial services licence that :

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- (1) covers the provision of a custodial or depository service (as defined by section 766E of the Corporations Act); or
 - (2) includes a condition requiring you to comply with the requirements of ASIC Class Order CO 02/294; or
 - (B) are exempt from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service under:
 - (1) paragraph 7.6.01(1)(k) of the Corporations Regulations 2001;
 - (2) ASIC Class Order CO 05/1270 to the extent that it relates to ASIC Class Order CO 03/184;
 - (3) ASIC Class Orders CO 03/1099, CO 03/1100, CO 03/1101, CO 03/1102, CO 04/829 or CO 04/1313;
 - (4) an individual instrument of relief granted by ASIC in terms similar to one of the Class Orders referred to in (3) above; or
 - (5) paragraph 911A(2)(h) of the *Corporations Act 2001* (Cth),and that you have provided a Custodian Certificate to Hillgrove;
 - (vi) you authorise the Company to correct minor errors in your Application Form and to complete the Application Form by inserting any missing minor detail;
 - (vii) you acknowledge that the Company may determine that your Application Form is valid, in accordance with these Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
 - (viii) you accept the risk associated with any refund that may be sent to your address or to your nominated bank account as shown on the Company's share register;
 - (ix) you are responsible for any dishonour fees or other costs the Company may incur in presenting a cheque for payment that is dishonoured;
 - (x) you acknowledge that no interest will be paid on any application monies paid in connection with this SPP and that are held pending the allotment of the New Shares or subsequently refunded to you for any reason;
 - (xi) you acknowledge that you have not been provided with investment advice or financial product advice by the Company or the Share Registry and that neither of them has any obligation to provide this advice in relation to your consideration as to whether or not to participate in, or the extent of such participation in, the SPP;
 - (xii) you acknowledge that the Company is not liable for any exercise of its discretions referred to in these Terms and Conditions;
 - (xiii) you acknowledge that the New Shares have not, and will not be, registered under the United States Securities Act of 1933 or the securities law of any other jurisdiction outside Australia or New Zealand and, accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the United States Securities Act of 1933 and any other applicable securities laws. You may sell your New Shares in standard brokered transactions on the ASX where neither you nor any person acting on your behalf has reason to know that the sale has been pre-arranged with a person in the United States; and
 - (xiv) you agree not to send any materials relating to the SPP to any person in the United States or to any person who is acting for the account or benefit of a US Person.

10. Waiver, Amendment, Suspension and Withdrawal

The Company may, at its discretion, waive compliance with any provision of these Terms and Conditions, amend or vary these Terms and Conditions or suspend or withdraw the offer made under this SPP at any time and in its absolute discretion. Any such waiver, amendment, variation, suspension or withdrawal will be binding on all Eligible Shareholders even where the Company has not given notice of such waiver, amendment, variation, suspension or withdrawal. However, the rights of any Eligible Shareholder in connection with any New Shares that have been duly issued and

allotted to that person prior to the occurrence of any such waiver, amendment, variation, suspension or withdrawal will not be effected as a result of any such occurrence.

If you have any questions in respect of the SPP, please contact the Share Registry, on: +61 2 9290 9600.

11. Rights Attaching

The rights and obligations of the New Shares are contained in the Constitution of the Company. The New Shares will be issued on the same terms as all other Shares in the Company and the Company will apply for the New Shares proposed to be issued under the SPP to be quoted on the ASX. If the New Shares are not quoted on the ASX, the New Shares will not be issued and all application monies will be refunded.

12. Scaleback

- (a) The Company may, in its absolute discretion, reduce the number of New Shares allotted to each applicant to the extent and in the manner that it sees fit (**Scaleback**). If undertaken, the Scaleback will apply to all applications received on a pro-rata basis, based on each application size.
- (b) If there is a Scaleback, the difference between the application monies received from you, and the number of New Shares allocated to you multiplied by the Issue Price, will be refunded by the Company, without interest, following allotment.

13. Costs of Participation

No brokerage costs will be payable by Eligible Shareholders in respect of the application for, and allotment of, New Shares under the SPP.

14. Privacy

By receiving completed Application Forms, the Company collects personal information about Shareholders. The Company will use this information for the purposes of processing the Application Form and updating the records of the Company. To the extent restricted by law, the Company will not disclose personal information about a Shareholder to a third party. To the extent permitted by law, Shareholders are able to access, upon request, personal information about them held by the Company. A copy of our Privacy Policy can be obtained from the Company's website at <http://www.hillgroveresources.com.au>.

15. Dispute Resolution

The Company may settle in any manner it thinks fit, any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the SPP. The decision of the Company will be conclusive and binding on all participants and other persons to whom the determination relates. The Company's rights may be exercised by the Board or any delegate of the Board.

16. Governing Law

These Terms and Conditions are governed by the laws in force in New South Wales. Any dispute arising out of or in connection with these Terms and Conditions, or the offer of New Shares, will be determined by the courts of New South Wales. By accepting this offer, you agree to submit to the exclusive jurisdiction of the courts in New South Wales.

17. No Underwriting

The SPP will not be underwritten.

18. Definitions

Aggregate SPP Participation means the aggregate Issue Price of Shares applied for under the SPP and the total application amount paid for Shares under the Previous SPP (if any).

Allotment Date means the date upon which New Shares will be allotted under the SPP.

Application Form means the SPP Application Form.

ASX means the Australian Securities Exchange.

Beneficiary means a person on whose behalf a custodian within the meaning of ASIC Class Order Co 09/425 holds registered Shares.

Board means the board of directors of the Company.

Closing Date means 5.00pm AEDST on Tuesday, 14 December 2010.

Company means Hillgrove Resources Limited (ACN 004 297 116).

Custodian Certificate means the certificate to be provided by custodians within the meaning of ASIC Class Order Co 09/425 containing the information in Annexure A.

Eligible Shareholder means a Shareholder eligible to participate in the SPP in accordance with clause 3.

Institutional Placement means the placement of Shares to institutional investors as announced to the ASX on Friday, 29 October 2010 and Monday, 1 November 2010.

Issue Price means the price per New Share calculated in accordance with Section 5.

New Share means a fully paid ordinary Share in the Company issued in accordance with this SPP.

Opening Date means 9.00am AEDST on Tuesday, 9 November 2010.

Previous SPP means the share purchase plan conducted by Hillgrove in February 2010.

Record Date means 7.00pm AEDST on Thursday, 28 October 2010.

Scaleback means the right of the Company, in its absolute discretion, to reduce the number of New Shares allotted to each applicant under Section 12.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means the registered holder a Share in the Company.

Share Registry means Registries Limited of Level 7, 207 Kent Street, Sydney NSW 2000.

SPP means this Share Purchase Plan.

US Person has the meaning given in Regulation S under the United States Securities Act of 1933.