

**HAMPTON MINING LIMITED**  
**ACN 103 712 385**

**Supplementary Target's Statement**

**A MAJORITY OF DIRECTORS RECOMMEND YOU  
ACCEPT THE INCREASED METMINCO OFFER**

**Increased Metminco Limited Offer**

to acquire all the issued capital of Hampton Mining Limited for:

4 fully paid Metminco Limited shares for each fully paid Hampton Mining Limited Share;

1.875 fully paid Metminco Limited shares for each Hampton Mining Limited Option on issue exercisable at \$0.125 per Share on or before 30 March 2009; and

0.9 fully paid Metminco Limited shares for each Hampton Mining Limited Option on issue exercisable at \$0.32 per Share on or before 28 April 2009.

## IMPORTANT INFORMATION

This is a Supplementary Target's Statement (**Supplementary Target's Statement**) issued under section 644(1) of the Corporations Act dated 13 February 2009.

This document supplements the Target's Statement issued by Hampton Mining Limited ACN 103 712 385 dated 22 January 2009, issued in connection with a takeover bid by Metminco Limited to acquire all the issued capital of Hampton.

This Supplementary Target's Statement supplements, and must be read together with, the Target's Statement.

### **Defined terms**

Unless the contrary intention appears or the context otherwise requires, terms defined in the Target's Statement have the same meaning in this Supplementary Target's Statement. This Supplementary Target's Statement will prevail to the extent of any inconsistency with the Target's Statement.

### **No account of personal circumstances**

This Supplementary Target's Statement contains various forward looking statements. Statements other than statements of historical fact may be forward looking statements. Hampton believes that it has reasonable grounds for making all statements relating to future matters attributed to it in this Supplementary Target's Statement. Hampton Shareholders should note that such statements are subject to inherent risks and uncertainties in that they may be affected by a variety of known and unknown risks, variables and other factors, many of which are beyond the control of Hampton. Actual results, values, performance or achievements may differ materially from results, values, performance or achievements expressed or implied in any forward looking statement. None of Hampton, its officers or any person named in this Supplementary Target's Statement with their consent or any person involved in the preparation of this Supplementary Target's Statement makes any representation or warranty (express or implied) as to the accuracy or likelihood or fulfilment of any forward looking statement, or any results, values, performance or achievements expressed or implied in any forward looking statement, except to the extent required by law. Shareholders should not place undue reliance on any such statement. The forward looking statements in this Supplementary Target's Statement only reflect views held as at the date of this Supplementary Target's Statement. Any forward looking statement in this Supplementary Target's Statement is qualified by this cautionary statement.

The purpose of this Supplementary Target's Statement is to:

- update you on the developments that have occurred since the Target's Statement was sent to you;
- respond to the Revised Offer set out in Metminco Limited's Supplementary Bidder's Statement No 3.

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## 1. Chairman's Letter

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The Chairman's Letter of the Target's Statement is replaced by the following:

### CHAIRMAN'S LETTER

13 February 2009

Dear Shareholders and Optionholders,

Metminco Limited lodged its Supplementary Bidder's Statement No 3 on 2 February 2009 announcing a revised Offer, increasing the Offer from 2.5 to 4 fully paid Metminco shares for each fully paid Hampton Share. The Offer in respect to Hampton Options has not been revised and remains as follows:

- 1.875 fully paid Metminco shares for each Hampton Option on issue exercisable at \$0.125 per Share on or before 30 March 2009; and
- 0.9 fully paid Metminco shares for each Hampton Option on issue exercisable at \$0.32 per Share on or before 28 April 2009,

**(Revised Offer).**

The Directors of Hampton have prepared this Supplementary Target's Statement dated 13 February 2009, and Target's Statement dated 22 January 2009, in response to the Bidder's Statement and Supplementary Bidder's Statements to assist Hampton Shareholders and Optionholders to make an informed decision on whether or not to accept the Revised Offer from Metminco.

As you would be aware, there are certain pre-emptive rights provisions applicable to Hampton Shares. Hampton Shareholders wishing to accept the Revised Offer must first offer their Shares for consideration equivalent to the Revised Offer to Hampton Shareholders who do not wish to accept the Revised Offer (Non Transferring Shareholders). In the event that one or more Non Transferring Shareholder exercises their pre-emptive rights, then the Shareholder will receive cash consideration of \$0.662 per Share (based on the Volume Weighted Average Price (VWAP) of Metminco shares subsequent to the trading halt being lifted on Metminco shares on 15 December 2008) for those Shares subject to the exercise of pre-emptive rights. Shareholders are able to accept the Revised Offer in respect to any remaining Shares not subject to the exercise of Non Transferring Shareholders pre-emptive rights.

In assessing the Revised Offer, Shareholders are encouraged to consider the Revised Offer in light of their particular circumstances and also the overall commercial outcome for Hampton Shareholders and Optionholders. Making a decision on the Revised Offer is not necessarily a straightforward exercise and will require judgement which weighs the advantages and the disadvantages of Metminco's Revised Offer.

Shareholders and Optionholders are encouraged to closely read the Bidder's Statement and Supplementary Bidder's Statements No 2 and No 3 prepared by Metminco together with the Target's Statement and this Supplementary Target's Statement before making any decision in relation to their securities.

The Directors recommendations to Shareholders and Optionholders are as follows:

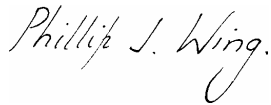
Phillip Wing, William Howe and William Etheridge recommend that you ACCEPT the Revised Offer, in the absence of a superior proposal or a material adverse change in Metminco Limited's prospects;

Hector Alegria-Olate recommends that you REJECT the Revised Offer; and

In his opinion, Rodney Hudspeth does not make a recommendation in relation to the Revised Offer as he has a conflict of interest. The conflict arises because Mr Hudspeth, in addition to being a director of Hampton, is a director of Takoradi Limited (and its subsidiary companies), a 27.5% Shareholder in Hampton. Takoradi Limited has not yet determined whether the transaction is in the interests of Takoradi Limited as a whole. In his view, this conflict prevents Mr Hudspeth from making a recommendation.

If you have any questions please contact Philip Killen, Company Secretary, Hampton Mining Limited: 0408 609 916, (email [pwk@hamptonmining.com.au](mailto:pwk@hamptonmining.com.au)) or Phillip Wing, Chairman, Hampton Mining Limited: 0412 254 704.

Yours sincerely

A handwritten signature in cursive script that reads "Phillip J. Wing." The signature is written in black ink and is positioned above the printed name and title.

Phillip J Wing  
**Chairman**

## 2. Key Dates

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### 2.1 Key Dates

The Key Dates section of the Target's Statement is replaced by the following:

To provide Hampton Shareholders and Optionholders further time to consider the Revised Offer, and as a result of the extension of the Offer period until 24 March 2009 (unless extended by Metminco), Hampton has revised its Key Dates, which remain indicative only.

<b>Date of Metminco Offer</b>	<b>10 December 2008</b>
<b>Date of this Supplementary Target's Statement</b>	<b>13 February 2009</b>
<b>Suggested date for issuing the Hampton Board with your Transfer Notice and Waiver, advising of:</b> <ul style="list-style-type: none"> <li>• intention to accept Metminco Revised Offer</li> <li>• intention to waive pre-emptive rights</li> </ul>	<b>If you have made a decision, please send your Transfer Notice and Waiver to Hampton by 5pm on 20 February 2009</b>
<b>Despatch of Pre-Emption Notices to Non Transferring Shareholders</b>	<b>6pm 20 February 2009</b>
<b>Last day to notify Board of Exercise of Pre-Emption Rights – (1<sup>st</sup> round)</b>	<b>6pm 13 March 2009</b>
<b>Repeat offer date (2<sup>nd</sup> round) – if applicable</b>	<b>6pm 14 March 2009</b>
<b>Last day to notify Board of Exercise of Pre-Emption Rights – 2<sup>nd</sup> round – if applicable</b>	<b>6pm 4 April 2009</b>
<b>Notification to Shareholders able to accept Metminco Revised Offer</b>	<b>5 April 2009</b>
<b>Revised Offer closes (unless extended or withdrawn)</b>	<b>7pm 24 March 2009</b>

**These dates are indicative only and are subject to change without notice. All times indicated above refer to AEDT.**

The timetable presumes that all Shareholders who intend to accept the Revised Offer (or otherwise transfer their Shares) issue a Transfer Notice and Waiver by 5pm on 20 February 2009. However, Shareholders are not obliged to issue a Transfer Notice and Waiver by the suggested date, and a valid Transfer Notice and Waiver may be issued before or after that date.

Shareholders should be aware that if the Offer period is not extended by Metminco, there is a risk that they may be unable to accept the Revised Offer if other Shareholders decide to exercise their pre-emptive rights and there is not sufficient time for the pre-emptive rights process to occur.

The repeat offer (2<sup>nd</sup> round) will only apply where Shareholders exercise their pre-emptive rights in full. In the event that no Shareholders exercise their pre-emptive rights in full, the 2<sup>nd</sup> round offer will not

occur. In this instance, Hampton will be able to notify Shareholders of their ability to accept the Metminco Offer at the conclusion of the 1<sup>st</sup> round offer.

## **2.2 Information for Optionholders**

Optionholders who wish to accept the Revised Offer in respect of their Options should be aware that there is a risk that the transaction may not be able to successfully complete due to the lapse of the Options. If an Optionholder has accepted the Revised Offer in respect of their Options and Metminco does not successfully complete the bid, or Metminco has not closed the Offer prior to the lapse of the Options, then their Options will lapse unexercised.

Optionholders should be aware that Metminco will not know the level of acceptance of the Revised Offer until Shareholders wishing to accept the Revised Offer for their Shares are in a position to advise Metminco of their acceptance. Prior to advising Metminco of their acceptance, these Shareholders must comply with the pre-emptive rights process set out in the Constitution which may take in excess of 42 days (refer to section 2.4 of the Target's Statement).

It is strongly recommended that Optionholders, particularly holders of March 09 Options, exercise their Options prior to accepting the Revised Offer.

References to dates set out in the Target's Statement are amended in accordance with the Key Dates Table set out above.

### **3. Metminco's Revised Offer**

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#### **3.1 Revised Offer**

On 29 January 2009 Metminco Limited announced an increase in its Offer from 2.5 Metminco shares per Hampton Share to 4 Metminco shares per Hampton Share. Metminco has not increased the Offer consideration for March 09 Options (1.875 Metminco shares per March 09 Option) and April 09 Options (0.9 Metminco shares per April 09 Option).

Metminco's share Offer has been revised, as set out in Supplementary Bidder's Statement No 2 and No 3, following Metminco's consideration of the Target's Statement, in particular, the information provided in relation to the upgrade of Hampton's Los Calatos project, as documented in the Mineral Resource Statement by SRK Consulting dated 20 January 2009 (set out in Shareholder Update number 19 contained in the Target's Statement).

#### **3.2 Effect if Revised Offer accepted**

As noted in the Supplementary Bidder's Statement No 3, based on the Revised Offer consideration, if the Revised Offer is accepted by all Shareholders and Optionholders, existing Hampton security holders will hold 94.2% of shares in the Merged Entity, and will hold 91.6% of shares in the Merged Entity on a fully diluted basis assuming all Metminco's outstanding options are exercised.

#### **3.3 Conditions of the Revised Offer**

Metminco noted in its Supplementary Bidder's Statements No 2 and 3 that the cash holding position for Hampton had been satisfied.

The following changes are made to the Target's Statement as a consequence of Metminco's acknowledgement that this condition has been satisfied.

Section 2.3 of the Target's Statement is replaced by the following:

As at the date of this Supplementary Target's Statement, with the exception that Metminco has acknowledged that the cash holding position of Hampton has been satisfied, Hampton is not in a position to state whether the defeating conditions will be satisfied.



## 4. Directors of Hampton and their interests

### 4.1 Interests

The Directors of Hampton and their interests as set out in section 1.2 of the Target's Statement is replaced by the following:

As at the date of this Supplementary Target's Statement, the Directors of Hampton held relevant interests, beneficially and non-beneficially, in Shares and Options as summarised below:

NAME OF DIRECTOR	SHARES	MARCH 09 OPTIONS (\$0.125)	APRIL 09 OPTIONS (\$0.32)	TOTAL
Phillip Wing	3,133,334			3,133,334
William Howe	12,466,667			12,466,667
Hector Alegría-Olate	66,393,750		20,000,000	86,393,750
Rodney Hudspeth	59,110,954	9,500,000		68,610,954
William Etheridge	15,600,000	2,000,000		17,600,000

Mr Alegría-Olate was nominated as Director of Hampton by Junior Investment Company which holds 66,393,750 Shares and 20,000,000 April 09 Options. Mr Alegría-Olate does not hold a beneficial interest in these Shares or Options.

Mr Rodney Hudspeth is Executive Chairman of Takoradi Limited which holds 56,511,906 Shares and 9,500,000 March 09 Options. Mr Hudspeth is a Director of Notesan Pty Ltd which holds 2,599,048 Shares in trust for beneficiaries.

### 4.2 Directors' dealings in Hampton securities

The Directors' dealings in Hampton securities, set out in section 1.3 of the Target's Statement, are replaced by the following:

There have been no dealings by Hampton Directors in Hampton securities for a **4 month period** ending on the date immediately before the date of this Supplementary Target's Statement other than those set out below.

Chile Copper Mine Pty Ltd (in which Phillip Wing has a relevant interest), transferred 10,266,666 Hampton Shares to Tangarry Pty Ltd on 30 September 2008. In addition, Chile Copper Mine Pty Ltd transferred Hampton Shares to the following related companies:

- PJ Wing Pty Ltd 5,000 Shares on 23 October 2008;
- Bellafont Investments Pty Ltd 5,000 Shares on 23 October 2008; and

- Kirin Corporation Pty Ltd 5,000 Shares on 23 October 2008.

NJ and WJ Howe as Trustee for The Howe Superannuation Fund (in which William Howe has a relevant interest), exercised 200,000 March 09 Options to acquire 200,000 Shares on 10 February 2009.

**Directors' Recommendations, as set out in section 1.5 of the Target's Statement are replaced by the following sections 5, 6 and 7.**

## **5. Directors' Recommendation to ACCEPT**

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### **5.1 Recommendation of Dr Wing, Mr Howe and Mr Etheridge**

#### **ACCEPT THE REVISED OFFER**

After taking into account the Revised Offer set out in the Supplementary Bidder's Statement No 3, Dr Wing, Mr Howe and Mr Etheridge recommend that you **ACCEPT** the Revised Offer in the absence of a superior proposal or a material adverse change in the prospects of Metminco. Dr Wing, Mr Howe and Mr Etheridge believe that on balance, the potential advantages of accepting the Revised Offer outweigh the potential disadvantages. The potential disadvantages as outlined in the body of the Target's Statement, are legitimate concerns of Directors in relation to the Offer.

In order for these net benefits to be fully realised it is essential that at least 50.1% of Hampton Shareholders accept the Revised Offer. As outlined in the Target's Statement (section 3.6), our advice is that resident Shareholders are unlikely to receive capital gains rollover relief unless 80% of Shareholders accept the Revised Offer. Each Shareholder will need to assess their own tax position and form a judgment on the impact of being assessed for capital gains if they accept the Revised Offer and less than 80% of all Hampton Shareholders accept the Revised Offer.

The major advantages accruing to Shareholders by accepting the Revised Offer follow:

#### ***Hampton's portfolio requires funding***

Hampton has a strong exploration portfolio, led especially now by the Los Calatos copper-molybdenum project, which Hampton does not currently own. Substantial funding will be required over the next three years in order for Hampton to, inter alia, exercise its right to purchase the Los Calatos project, and to develop the full potential of Los Calatos, together with Hampton's other significant projects.

In the opinion of Dr Wing, Mr Howe and Mr Etheridge a publicly listed vehicle is the best structure to achieve the funding flexibility needed in order to maximise the value of Hampton's assets.

#### ***Stronger position to raise capital***

The Merged Entity will be in a stronger position to raise equity capital or debt funding to accelerate the exploration and development of Hampton's exploration projects, especially the Los Calatos project. As a listed company the Merged Entity is more likely to have access to a wider potential investor base, both locally and internationally, compared to Hampton, and will have the added benefit of being able to issue ASX listed scrip to satisfy payment obligations and otherwise pursue opportunities using listed shares as consideration.

The Merged Entity will also have an ASX compliant corporate and legal structure without Hampton's complex agreements with substantial Shareholders, pre-emptive rights provisions (refer to section 2.4 of the Target's Statement) and restrictions with regard to raising capital from outside the existing Shareholder base.

Subscription agreements with certain substantial Shareholders provide rights to those Shareholders. Junior Investment Company's rights include: appointment of one director, effective the date of the Junior Investment Company's subscription agreement, and an additional director to the Board upon exercise of all Junior Investment Company's April 09 Options; and, veto power of further issues of Shares or other securities other than those issued pursuant to the exercise of Options on issue as at 28 April 2008 until 28 April 2009 or the date of Official Quotation, whichever is the earlier. Takoradi Limited's rights include the right to appoint two directors to the Board.

***No guarantee the March 09 Options and April 09 Options will be exercised in part or in full***

If the March 09 Options and the April 09 Options were exercised in full Hampton would raise a total of \$7.9 million by the end of April 2009.

Hampton has sought advice from its substantial Optionholders, Junior Investment Company (holder of 20,000,000 Options exercisable at \$0.32 per Share on or before 28 April 2009 to potentially raise \$6.4 million) and Takoradi Limited (holder of 9.5 million options exercisable at \$0.125 per Share before 30 March 2009 to potentially raise \$1.2 million) on their intentions regarding their respective options.

Junior Investment Company has not replied to Hampton on its intentions regarding its April 09 Options. Takoradi Limited has advised Hampton that it has not made a decision on its March 09 Options.

***The terms of the Revised Offer represent good value for Shareholders***

Shareholders and Optionholders, subject to 100% acceptance, would hold approximately 94.2% of the issued capital of the Merged Entity on an undiluted basis and would control the Merged Entity. Shareholders would have ASX Listed Shares relatively quickly, and cheaply, in terms of additional fees, particularly compared to listing via an IPO on Australian or overseas exchanges.

Metminco would contribute cash reserves of approximately \$1.5 million, and based on the recent relative stability of Metminco's share price, it would appear to bring a supportive shareholder base to the Merged Entity.

In the opinion of Dr Wing, Mr Howe and Mr Etheridge the value of the Revised Offer consideration for Hampton Shares, March 09 Options and April 09 Options is greater than the present value of the current Shareholders' and Optionholders' interests in Hampton based on the value of the underlying business and assets.

The terms of the Revised Offer as applying to Hampton Shares imply a value of \$0.662 per Share based on the VWAP of Metminco shares subsequent to the trading halt being lifted on Metminco shares on 15 December 2008.

Metminco also has a number of early stage exploration projects the possible value of which Dr Wing, Mr Howe and Mr Etheridge have not taken into account in determining their recommendation.

***Liquidity of Merged Entity shares***

By accepting the Revised Offer, Shareholders will benefit from greater liquidity in the trading of Metminco Shares on the ASX, relative to the liquidity in the trading of Hampton Shares.

***Increased profile in the mining sector***

The Merged Entity's assets would be more visible to other mining companies, which may bring opportunities, whether it is interest in helping to advance existing projects (particularly given some of these projects are potentially large developments), or introduction to possible new projects which may fit the Merged Entity's portfolio.

***Disadvantages of Accepting the Revised Offer***

The disadvantages set out in section 1.7 of the Target's Statement are supported by Dr Wing, Mr Howe and Mr Etheridge.

As stated in our recommendation, we believe the advantages discussed above outweigh the disadvantages as outlined in the Target's Statement.

## 5.2 Additional Comments on the Revised Offer

### March 09 Options and April 09 Options

Dr Wing and Mr Howe have considered the Revised Offer in respect of the March 09 Options and April 09 Options and note that while the Revised Offer for the Hampton Options remains conditional on Metminco effectively receiving a controlling interest (defined as 50.1% on a diluted basis) it has not been correspondingly increased, unlike the Offer for the Shares.

Dr Wing and Mr Howe's view is that the consequence of the differential Revised Offer value between the Shares and the March 09 Options and April 09 Options is a more equitable Offer to Shareholders than the original Offer and also provides an incentive for Optionholders to exercise their Options into Shares thereby putting them in the same position as Shareholders and obtaining the benefit of the Revised Offer for Shares.

Assuming that the Revised Offer for the March 09 Options and April 09 Options becomes unconditional, Optionholders are likely to be more inclined to exercise their respective Options knowing that the Revised Offer is unconditional and that they will therefore be able to accept the Revised Offer in respect of the Shares issued pursuant to the exercise of the Options.

If the Revised Offer becomes unconditional in respect of March 09 and April 09 Options then an Optionholder who elects to accept the Offer for their Options (rather than convert and get the higher offer for the Shares) would effectively be giving up value to the benefit of Shareholders.

Accordingly Dr Wing and Mr Howe consider that the differential value of the Revised Offer for Shares and March 09 and April 09 Options (and the conditions attaching thereto) is such that Shareholders who do not hold March 09 and April 09 Options are not prejudiced or disadvantaged.

Mr Etheridge declined to comment on the Revised Offer in respect of the March 09 and April 09 Options, as an entity in which he holds a relevant interest (as disclosed in 4.1 above), holds 2,000,000 March 09 Options.

### Current equity market

Dr Wing, Mr Howe and Mr Etheridge recognise that the current equity market conditions are depressed and unsettled. The share price of the Merged Entity may rise or fall depending upon the success or otherwise of the Merged Entity. Shareholders are not compelled to sell their Shares and a public listing in itself does not destroy shareholder value. Further, some listed resource companies have been successful in raising equity funds in the current market and their success would appear to be related to the quality of their project(s) and their track record in adding shareholder value.

### Hampton's strong project portfolio base

Since late 2005 Hampton has established a strong exploration project portfolio in South America, mainly in Chile and also Peru. Significant projects include the following:

The **Los Calatos** project in Peru now carries significant JORC status mineral resources and is emerging as a large world class copper-molybdenum porphyry deposit.

Initial resource estimation by SRK Consulting, Chile (using a cutoff grade of 0.2% Cu);

- Indicated Resources 74 million tonnes at 0.44% Cu & 504 ppm Mo;
- Inferred Resources 224 million tonnes at 0.39% Cu & 332 ppm Mo.

The **Mollacas** copper leach project in Chile carries an encouraging independent scoping study. Resource estimation by SRK Consulting (using a cutoff grade 0.2%Cu):

- Indicated Resources 7.2 million tonnes at 0.56% Cu;
- Inferred Resources 9.8 million tonnes at 0.52% Cu.

The **Vallecillo** gold-zinc porphyry related project carries significant JORC status mineral resources. SRK Consulting is currently revising a 2006 JORC resources estimate following a drilling program completed in late 2008. In 2006 SRK Consulting estimated Inferred Resources of 8.5 million tonnes at 1.42% Zn, 0.76 g/t Au, 8.1 Ag and 0.25% Pb (using a cutoff grade of 0.5% Zn).

Other projects include the **Loica-Victoria** project, potentially a significant copper-molybdenum porphyry exploration project and the **Camaron** project, potentially a significant gold exploration project.

### **Hampton's portfolio funding requirements**

Hampton as at the date of this Supplementary Target's Statement owns 50% of the Mollacas, Vallecillo and Loica projects, 50% of San Lorenzo (part of the Isidro Project) and 100% of tenements forming part of the Camaron and Isidro projects.

Hampton does not own either the Los Calatos or Victoria projects. Both these projects have been subject to recent exploration work by Hampton, the results of which have been very encouraging, especially at Los Calatos.

To maintain Hampton's right to purchase Los Calatos Hampton needs to pay annual option payments totalling US\$1 million through to August 2010 and to fund and complete ongoing exploration work, specifically an independent scoping study before 1 August 2010 in accordance with the Los Calatos Agreement.

To exercise the option to purchase Los Calatos, Hampton has to make a one off payment of US\$0.005 per lb copper equivalent in Proven and Probable reserves as determined by an independent scoping study. Based on the initial mineral resources as disclosed above and on the conversion ratio of these resources in a scoping study, the acquisition price of Los Calatos may be in the order of US\$10 to US\$20 million.

To purchase the Victoria project Hampton and its 50% partner need to make option payments of US\$1 million by September 2009 and a further US\$4 million by September 2010.

The management and Board have approved a portfolio development plan and a base case budget. The final capital requirement for Hampton is dependent on further drilling results, however it is clear that to optimise the value of the portfolio and to have flexibility to acquire and develop assets, Hampton will need significantly more capital than it currently has at its disposal.

Dr Wing, Mr Howe and Mr Etheridge are of the opinion that a publicly listed vehicle is the best structure in order to raise capital on competitive terms and to source capital from a wider pool of investors than the current Shareholders.

### **The terms of the Revised Offer**

Hampton Shareholders and Optionholders, subject to 100% acceptance would hold between 94.2% and 94.7% of the Merged Entity on an undiluted basis depending on the extent to which Optionholders exercise their Options prior to accepting the Metminco Offer (refer Table below). The dilution effect from the Revised Offer is potentially in the range of 5.3% to 5.8% before allowing for estimated \$1.5 million cash held in Metminco and placing no value on Metminco's early exploration project portfolio.

If Metminco optionholders exercise their options (which are exercisable at \$0.25 per share in the Merged Entity, translating to an equivalent of \$1.00 per Hampton Share and a cash contribution of approximately \$6.6 million) Hampton Shareholders and Optionholders, subject to 100% acceptance would hold between 91.6% and 92.3% of the Merged Entity on an undiluted basis depending on the extent to which Optionholders exercise their options prior to accepting the Revised Offer (refer Table below).

The dilution effect from the Revised Offer under these circumstances is potentially in the range of 8.4% to 7.7% before allowing for an estimated \$1.5 million cash held in Metminco, approximately \$6.6 million in cash received from exercise of the Metminco options and placing no value on Metminco's early exploration project portfolio.

Capital Structure of the Merged Entity	Hampton Options NOT exercised before accepting Revised Offer		Hampton Options exercised before accepting Revised Offer	
<b>Revised Offer</b>				
Metminco shares per Hampton Share			4.00	
MNC shares per March 09 Option (exercisable at 12.5c per Share)			1.875	
MNC shares per April 09 Option (exercisable at 12.5c per Share)			0.90	
<b>Shareholder Interest</b>	<b>Diluted</b>	<b>Undiluted</b>	<b>Diluted</b>	<b>Undiluted</b>
Hampton Shareholder and Optionholders interest in Merged Entity	91.6%	94.2%	92.3%	94.7%
Metminco Shareholder interest in Merged Entity	5.6%	5.8%	5.1%	5.3%
Total		100.0%		100.0%
Metminco Optionholder interest in Merged Entity	2.8%		2.5%	
Total Metminco interest in Merged Entity	8.4%		7.7%	
Total	100.0%		100.0%	

### 5.3 Intentions in respect of the Revised Offer

The respective entities in which Dr Wing, Mr Howe and Mr Etheridge hold a relevant interest (as disclosed in 4.1 above), intend to accept the Revised Offer in respect of Shares, subject to compliance with the pre-emptive rights of other Shareholders.

An entity in which Mr Etheridge holds a relevant interest (as disclosed in 4.1 above), intends to accept the Revised Offer in respect of March 09 Options, subject to the Revised Offer being successfully completed prior to expiry of these Options.

### 5.4 Assessment of value of the Revised Offer

In the opinion of Dr Wing, Mr Howe and Mr Etheridge, the Revised Offer is fair and reasonable having regard to the value of Hampton Shares and the inferred value by VWAP of the Revised Offer based on the value of Metminco Shares as at the date of this Supplementary Target's Statement. While it is not possible to place a definitive value on Hampton Shares as they are not quoted securities, Dr Wing, Mr Howe and Mr Etheridge have taken into account the previous prices at which Shares in Hampton were issued, the effect of the Los Calatos exploration project drilling results since the withdrawal of Hampton's IPO in October 2008, the existing asset base and business of Hampton and the likelihood of a successful alternative recapitalisation of Hampton.

In the opinion of Dr Wing, Mr Howe and Mr Etheridge the value of one Hampton Share, as at the date of this Supplementary Target's Statement is approximately in the range of \$0.30 to \$0.60 per Share. This range has been determined after taking into account the issue price of Hampton securities over the last two years, the recent fall in commodity prices and the share prices of mining companies, the lack of liquidity, the successful drilling programs by Hampton in the second half of calendar year 2008, particularly at the Los Calatos copper-molybdenum project, and finally the potential of certain un-drilled projects, especially the Camaron gold exploration project.

Though at an early stage of exploration, the Los Calatos project appears to be emerging as a significant world class base metals discovery, based not only on exploration results to date but also the regional geological and infrastructure context of the project. In addition, some of the Company's other projects are promising but also at an early stage of exploration, including Vallecillo and Camaron.



Further, the wide range of estimated values reflects the current prevailing uncertainty in global financial markets and the early stage of exploration at the Company's main projects, particularly at Los Calatos but also Camaron which has the potential to emerge as a major gold project. An additional consideration is the world gold price which has significantly outperformed base metal prices over the past 12 months, which is reflected in superior relative investment performance by many gold exploration & production companies.

**Recent transactions in Hampton Shares and values attributed to Hampton Shares pursuant to those transactions**

<b>Date of Issue</b>	<b>Issue Price per Share</b>	<b>Amount Raised</b>
18 November 2007	\$0.35	\$1.5 million
28 April 2008	\$0.32 plus 0.3 Options exercisable at \$0.32 on or before 28 April 2008	\$21.3 million

Hampton lodged a Prospectus to raise \$1.75 million at \$0.35 per Share through an initial public offering (IPO) on 28 July 2008. The IPO was withdrawn on 23 October 2008 due to poor capital market conditions. Further, there is no ready market for Hampton Shares as Hampton is not listed on any exchange. There has not been any arm's length trading in Hampton Shares since the Company was formed in February 2003, although there have been transfers of Shares at an undisclosed transfer price between related bodies corporate, which are not subject to the pre-emptive rights of other Shareholders.

**Likelihood of successful capital raising from outside investors**

In the opinion of Dr Wing, Mr Howe and Mr Etheridge, given Hampton's complex agreements with substantial Shareholders, pre-emptive rights provisions and restrictions with regard to raising capital from outside the existing Shareholder base, combined with poor debt and equity market conditions, a successful alternative capital raising from outside investors in the near future is unlikely.

**Inferred value by VWAP**

The Volume Weighted Average Price (VWAP) of Metminco shares for the month preceding Metminco's obtaining a trading halt on 20 October 2008 due to its impending announcement in respect to its Offer for Hampton was \$0.167 per share. Subsequent to the trading halt being lifted on 15 December 2008, up to the date of this Supplementary Target's Statement, the VWAP was \$0.1654 per share.

Based on the terms of the Revised Offer as applying to Hampton fully paid ordinary shares this implies a value for Hampton shares of \$0.662 per Share.

**Conclusion**

The \$0.662 implied value of the Revised Offer per Share is more than twice that of the last issue price per Share of A\$0.32 in Hampton. While the Los Calatos exploration project now appears to be an important base metals discovery and does increase the value of Hampton Shares, without significant additional capital resources Hampton will not be in a position to capitalise on this significant opportunity.

The Revised Offer represents an effective and commercially sound means to achieve the necessary re-capitalisation of Hampton without relinquishing control of Hampton's assets or diluting Shareholder value to any great extent.

Dr Wing, Mr Howe and Mr Etheridge's view is that, given Hampton's current corporate structure and prevailing unsettled market conditions it is unlikely that Hampton in its current form will be able to raise external debt or equity capital. In the opinion of Dr Wing, Mr Howe and Mr Etheridge, seeking a public listing through the Revised Offer, in the absence of a better offer is both fair and reasonable to Hampton

Shareholders and Optionholders and, acceptance of the Revised Offer represents the most effective means available for Shareholders to realise the value of their Shares.

## **6. Director's Recommendation to REJECT**

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### **Recommendation of Mr Hector Alegría-Olate**

#### **REJECT THE REVISED OFFER**

After taking into account the Revised Offer detailed in the Supplementary Bidder's Statement No 3, Mr Hector Aquiles Alegría-Olate recommends that you REJECT the Revised Offer.

In making this recommendation on the Revised Offer, Mr Alegría-Olate took the following into account:

#### **Value of Offer**

Based on the VWAP of Metminco shares subsequent to the trading halt being lifted on Metminco shares on 15 December 2008, the implied value of the Revised Offer is as follows:

- \$0.662 for each Hampton Share;
- \$0.310 for each March 09 Option; and
- \$0.149 for each April 09 Option.

Mr Alegría-Olate has determined that the implied value of the Revised Offer for Hampton Shares and Options is too low and undervalues Hampton's asset portfolio, particularly having regard to:

- the positive recent results of the initial resources estimate for Hampton's Los Calatos project, which identified a sizeable copper and molybdenum resource; and
- the drilling conducted by Hampton at the Victoria prospect revealing significant copper and molybdenum grades, suggesting mineralisation at Victoria may be a higher grade than that discovered to date at Loica. If Hampton can demonstrate the continuity between the Victoria and Loica deposits, that deposit could be world class, and consequently the value of Hampton's net assets would increase.

Mr Alegría-Olate also considers that there is a risk that the implied value of the Revised Offer may be less than the present value of the current Shareholders' and Optionholders' interests in Hampton based on the value of Hampton's assets for the following reasons:

- the current uncertainty in the Metminco share price and in equity markets in general;
- the current volatility in the gold price potentially influencing the value of Metminco's net assets (having regard to the fact that most of Metminco's assets are gold prospects); and
- the current relatively low liquidity in Metminco shares which is reflected by the low volume of daily trading in Metminco shares.

#### **Other Alternatives**

Mr Alegría-Olate believes that there are better alternatives to accepting the Revised Offer to achieve a public listing.

These alternatives include:

- Hampton considering the potential for a listing in Canada, which would provide Hampton with access to the significant spread and depth of the North American market; and
- Hampton renewing the IPO process to become publicly listed in Australia.

Mr Alegría-Olate considers that these alternatives may be more financially attractive to Hampton Shareholders and Optionholders.

Mr Alegría-Olate also considers that the Board should be encouraged by the recent results at the Los Calatos and Victoria prospects to focus its attention towards using Hampton's existing cash reserves to advance its own portfolio of projects through exploration and development, rather than acquiring and

assuming funding commitments in relation to Metminco's grass root, early stage exploration assets (which would occur if the Revised Offer was to succeed).

Mr Alegría-Olate noted there is no allowance in the 2009 – 2010 Hampton budget for expenditure on Metminco assets and there are no funding commitments in respect of these assets as the Directors have attributed no value to these assets. However, cash would be required if Metminco assets were developed.

## **7. Director NOT making a Recommendation**

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### **Recommendation of Mr Rodney Hudspeth**

#### **NO RECOMMENDATION**

In his opinion, Rodney Hudspeth does not make a recommendation in relation to the Revised Offer as he has a conflict of interest. The conflict arises because Mr Hudspeth, in addition to being a director of Hampton, is a director of Takoradi Limited (and its subsidiary companies), a 27.5% Shareholder in Hampton. Takoradi Limited has not yet determined whether the transaction is in the interests of Takoradi Limited as a whole. In his view, this conflict prevents Mr Hudspeth from making a recommendation.

## **8. Substantial Shareholders**

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### **8.1 Junior Investment Company**

Junior Investment Company, holder of 66,393,750 Shares (32.3%) and 20,000,000 Options exercisable at \$0.32 per Share on or before 28 April 2009, has written to all Shareholders (letter dated 2 February 2009) and advised that it does not intend to accept the Revised Offer. Junior Investment Company has advised that in its view the value of \$0.662 per Share implied by the Revised Offer is too low and undervalues Hampton's asset portfolio, particularly having regard to the recent results of the initial resource estimate for the Los Calatos project. Further, Junior Investment Company expressed the view that given the current uncertainty in the Metminco share price and equity markets in general, and the potential illiquid trading of Metminco's shares, there is a risk that the value attributed to the Revised Offer may be lower than the value implied of \$0.70 based on Metminco share price.

Hampton has requested Junior Investment Company to advise Shareholders on Junior Investment Company's intentions in respect to Junior Investment Company's April 09 Options exercisable at \$0.32. Junior Investment Company has advised Hampton that it has not made a decision on whether or not Junior Investment Company will exercise its April 09 Options.

### **8.2 Takoradi Limited**

Hampton has sought advice from Takoradi Limited on its position in respect of the Revised Offer and its intentions in respect of Takoradi Limited's 9,500,000 March 09 Options.

Takoradi Limited has not made a decision in respect of the Revised Offer or whether it intends to exercise its March 09 Options.

### **8.3 Rights of Substantial Shareholders**

#### *Junior Investment Company*

Junior Investment Company's rights under their subscription agreement with Hampton include:

- appointment of one director, effective as at the date of the Junior Investment Company subscription agreement, and an additional director appointed to the Board upon exercise of all Junior Investment Company's April 09 Options; and
- veto power of further issues of Shares or other Securities other than those issued pursuant to the exercise of Options on issue as at 28 April 2008 until 28 April 2009 or the date of official quotation on the ASX, whichever is the earlier.

#### *Takoradi Limited*

Takoradi Limited's rights under their subscription agreement with Hampton include the right to appoint two directors to the Board.

#### *Pre-emptive Rights of all Shareholders*

The subscription agreement between Takoradi Limited and Hampton also introduced various amendments to the Constitution relating to Shareholder pre-emptive rights, as set out in section 2.4 of the Target's Statement, which have to be complied with prior to the issue of new Shares and/or the transfer of existing Shares.

## 9. Summary of Exploration Results

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Subsequent to issuing a Prospectus in respect of an Initial Public Offering on 28 July 2008, Hampton has kept Shareholders informed with Shareholder Updates 17 to 19. A summary of reported exploration activities and results since mid 2008 for the more advanced projects follows:

### **Mollacas**

In November 2008 Hampton completed 3,970 metres of in-fill drilling to improve confidence in the existing resources estimates, and to provide samples of mineralisation for further metallurgical testing as part of an intended feasibility study for development of a copper leach SXEW (solvent extraction-electrowinning) project.

The recent drilling is important as input to a planned feasibility study. Assay results are unlikely to have a significant impact on the value of the project.

### **Vallecillo**

The Company completed a 17 hole/5,780 metres core drilling program in August 2008, following up initial drilling in calendar year 2006. On the basis of the 2006 drilling Inferred Resources were estimated as 8.5mt @ 1.42% Zn, 0.76g/t Au, 8.1g/t Ag and 0.25% Pb (using a cutoff grade of 0.5% Zn). In Shareholder Update No.17 of 4 November 2008 the Company commented on the recent drilling at Vallecillo: "Drilling showed extensions to known mineralisation, especially to the north and at depth and results suggest resources will increase significantly from the previously reported estimate." This estimate is still awaited. Shareholder Update No.17 continued: "Results suggest a scoping study might look at an open pit / flotation operation treating approximately 2 million tonnes pa, recovering Au, Zn, Ag and Pb in sulphide concentrates."

Although a revised resources estimate is yet to be completed for Vallecillo, indications are that there is likely to be a significant increase in resources, which would materially advance the Vallecillo project towards commerciality, given also that the drilling shows resources to be open in some directions.

### **Victoria**

The Company is completing a six core hole drill program at Victoria, within the Loica-Victoria project, totalling approximately 2,400 metres.

For the 5 holes reported to date, each drilled to a depth of approximately 400 metres, a weighted average intercept is 99 metres at 0.30% Cu and 218 ppm, or 0.46% CuEq (copper equivalent, assuming a ratio of Mo to Cu prices of 7.5). These average grades are significantly below the average grades reported for the recent drilling program at Los Calatos, and the average intercept per hole is less. The drilling at Victoria demonstrates the presence of significant Cu-Mo mineralization, but generally at grades below those required to justify commercial operations, at current commodity prices.

### **Los Calatos**

In October 2008 the Company completed a 13 hole/6,387 metre core drilling program, and based on this drilling, together with some results of earlier drilling by other parties in the mid 1990s, on 21 January 2009 in Shareholder Update No.19, announced an initial resources estimate for Los Calatos. Refer to section 5.2 above. Recent Shareholder Updates have reported that recent geological mapping by the Company shows that the alteration system associated with the Cu-Mo porphyry system at Los Calatos is up to approximately 6 kilometres long and up to a kilometre wide. The area drilled to date is only approximately 500 metres by 700 metres.

In the Company's view the recent exploration results from Los Calatos are very significant for Hampton. Los Calatos appears to be emerging as a significant base metals discovery, particularly given its regional geological context in far south Peru and also its location with respect to infrastructure and access. The total resources announced to date of approximately 300 million tonnes represent a significant tonnage, and, at a cut off grade of 0.2%, the average Cu, Mo and CuEq (copper equivalent) grades seem broadly in

line with those for existing commercial large scale open pit copper-molybdenum projects near Los Calatos.



## 10. Hampton Shareholders Pre-Emptive Rights

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If Shareholders accept the Revised Offer they will receive 4 Metminco Shares for each Hampton Share, or the implied value of \$0.662 as calculated, based on the VWAP of Metminco shares subsequent to the trading halt being lifted on Metminco shares on 15 December 2008 where Shares are transferred to existing Shareholders in accordance with their pre-emptive rights (refer to section 2.4 of the Target's Statement).

Shareholders should be aware that if they choose to accept the Revised Offer, and therefore issue a Transfer Notice and Waiver, there is the possibility of being cashed out at \$0.662 per Share pursuant to the exercise of pre-emptive rights. If other Shareholders exercise their pre-emptive rights in respect of all of your Shares you will lose your ability to accept the Revised Offer and will no longer hold Shares in Hampton or have the opportunity of holding shares in the Merged Entity.

The taxation consequences for Shareholders in the event that other Shareholders exercise their pre-emptive rights depend on a number of factors and will vary according to a Shareholder's particular circumstances. A capital gain will arise to the extent that the cash received exceeds the cost base of Hampton Shares. A capital loss will be realised to the extent that the cash received is less than the reduced cost base of the Hampton Shares. Shareholders should be aware that capital gains tax 'scrip for scrip' CGT rollover relief does not apply where the Shareholder receives cash for their scrip.

Shareholders should also be aware that while they may have limited rights to withdraw their acceptance of the Offer (refer to section 3.7 of the Target's Statement) they will not have the right to withdraw under the pre-emptive rights process.

The following changes are made to the Target's Statement as a consequence of the change in the implied value for the purposes of the pre-emptive rights.

### **Change to the Transfer Notice and Waiver form**

Shareholders and Optionholders should note that due to the Revised Offer and the increase in the bid consideration for Shares, the inferred value of the Revised Offer for Shares has changed. Hampton Shareholders should note that if they intend to accept the Revised Offer they must first issue the revised Transfer Notice and Waiver form to Hampton.

**Any Transfer Notice and Waiver form received by the Company prior to the issue of this Supplementary Target's Statement will be disregarded.**

## **11. FIRB approval**

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Section 2.7 of the Target's Statement is amended as follows:

A Hampton Shareholder or Optionholder who is a foreign resident and who, as a result of accepting the Revised Offer, will hold a 15% or greater interest in the Merged Entity may need to notify the Treasurer and seek approval for the investment through FIRB, prior to accepting the Revised Offer.

The Merged Entity may have total assets in excess of \$100 million, subject to 90% or more of Shareholders accepting the Revised Offer. Under the Foreign Acquisitions and Takeovers Act 1975 any Shareholder or Optionholder wishing to accept the Revised Offer who is a foreign resident and who, as a result of accepting the Revised Offer will hold a 15% or greater interest in the Merged Entity, must notify the Treasurer and seek approval for the investment, through FIRB.

## 12. Additional Information

### 12.1 Capital Structure

Section 3.9 of the Target's Statement is replaced as follows:

As at 13 February 2009, Hampton has:

- 205,807,051 Shares on issue;
- 11,900,000 March 09 Options exercisable at \$0.125 per fully paid Share on or before 30 March 2009; and
- 20,000,000 April 09 Options exercisable at \$0.32 per fully paid Share on or before 28 April 2008.

Shareholders' and Optionholders' holdings as at the date of this Supplementary Target's Statement were as follows:

SHAREHOLDER NAME	Number of Shares Held	% Held	Number of March 09 Options Held	Number of April 09 Options Held
Junior Investment Company (Limited Liability)	66,393,750	32.3%	-	20,000,000
Takoradi Limited	56,511,906	27.5%	9,500,000	-
Mining Investment Services Pty Ltd (ATF for WSE Superannuation Fund)	12,400,000	6.0%	2,000,000	-
Tangarry Pty Ltd (transferred from Chile Copper Mine Pty Ltd)	10,266,666	5.0%	-	-
Ms NJ and Mr WJ Howe ATF The Howe Superannuation Fund	7,700,000	3.7%	-	-
Wilnic Pty Ltd (As trustee for the Wilnic Family Trust)	4,766,667	2.3%	-	-
Maxwell James Green	4,313,333	2.1%	330,000	-
Eureka Investors Inc.	3,960,715	1.9%	-	-
Rahn & Bodmer	3,300,595	1.6%	-	-
Mining Investment Services Pty Ltd	3,200,000	1.6%	-	-
Beatinvest Limited	3,183,929	1.5%	-	-
Monetti Pty Ltd	2,640,477	1.3%	-	-
Notesan Pty Ltd	2,599,048	1.3%	-	-
Mr MJ Green and Ms RL Green (ATF The Green Superannuation Fund)	2,566,667	1.3%	-	-
Chile Copper Mine Pty Ltd	2,566,667	1.3%	-	-
Villaret Holdings Pty Ltd (ATF The Philipsohn Unit Trust)	1,848,334	0.9%	-	-
AJ Holdings Corporation	1,600,000	0.8%	-	-
JBN Holdings Pty Limited	1,516,667	0.7%	-	-
Neville Joel Katz	1,320,238	0.6%	-	-
Mr Michael H J Cowie & Ms Mary Cowie (ATF Michael Howard John Cowie Private Superannuation Fund )	1,155,000	0.6%	-	-
GDEH Investments Pty Ltd	1,048,926	0.5%	-	-
Mary Cowie	1,026,667	0.5%	-	-
Vito Ignazzi	962,500	0.5%	-	-

Sanarra Pty Ltd (ATF Keating Family Trust)	898,333	0.4%	-	-
Maria Edith Jaureguiberry	800,000	0.4%	-	-
JBN Holdings Pty Limited as nominee for Beatinvest	750,000	0.4%	-	-
Locope Pty Ltd	690,867	0.3%	-	-
Sanperez Pty Ltd	660,120	0.3%	-	-
Pluteus (No.164) Pty Ltd	641,667	0.3%	-	-
Stuart Grimshaw	641,667	0.3%	-	-
Hollycroft Investments Pty Ltd (ATF Winton Family Trust)	564,667	0.3%	-	-
Hammerfest Investments Pty Ltd	551,667	0.3%	-	-
Wood Park Australia Pty Ltd ATF Wood Park Superannuation Fund	525,000	0.3%	-	-
Mr Colin Sinclair and Ms Maria Jaureguiberry (ATF Sinclair Family Super Fund)	513,333	0.2%	-	-
Peter Gome	373,333	0.2%	-	-
Dijon Nominees Pty Ltd ATF Magowan Family Superannuation Fund C/- J Quaine & Associate	285,714	0.1%	-	-
RG Pearson ATF The Pearson Family Trust	266,667	0.1%	-	-
Transcontinental Air Links Pty <E&N TAL Family A/C>	212,263	0.1%	-	-
Warman Investments Pty Ltd	142,857	0.1%	-	-
Pottercorp P/L atf The Potter Family Trust No 2	142,857	0.1%	-	-
Ian Fullerton	71,429	0.0%	-	-
Gina Pty Limited	71,429	0.0%	-	-
Blayney Engineering Services Pty Ltd	51,429	0.0%	-	-
Gordon Vernon Lewis	37,143	0.0%	-	-
Lacapelle Pty Ltd	28,571	0.0%	-	-
Barkly Super Pty Ltd For Gerrard Family S/F	14,286	0.0%	-	-
Bellafont Investments Pty Ltd	5,000	0.0%	-	-
P J Wing Pty Ltd	5,000	0.0%	-	-
Kirin Corporation Pty Ltd	5,000	0.0%	-	-
Seniorita Pty Ltd	4,000	0.0%	-	-
Dostill Pty Ltd	4,000	0.0%	-	-
Tanic Pty Ltd	-	0.0%	70,000	-
	<b>205,807,051</b>	<b>100%</b>	<b>11,900,000</b>	<b>20,000,000</b>

## 12.2 Hampton 2009 Budget and 2010 Forecast

The following information is intended to supplement the information provided in section 3.11 of the Target's Statement.

Hampton's 2009 budget was developed by the Board and management over several months, giving careful consideration to Hampton's cash position, its existing projects, and alternative scenarios in light of the current unsettled economic and investment climate. In determining a strategy for its portfolio, the Board considered in detail each project in the portfolio including the option payments and capital required to maintain and advance each project for the next 2 years.

Hampton's potential option exercise payments in respect of Hampton's existing projects are as set out in section 3.11 of the Target's Statement with the exception that Hampton has subsequently terminated its option to acquire the Cerro Plata property. A payment based on resources identified in a scoping study to be completed by August 2010 is also payable prior to the option expiry in respect of the Los Calatos project, Genesis (part of Camaron project), Santa Berta (part of the Isidro project) and Kamikaze project.

The budget approved by the Board was a base budget assuming an opening free cash position (i.e. net of payables as at 31 December 2008) of US\$8.5 million and no additional funding (including the assumption that March 09 Options and April 09 Options are not exercised) with a number of discretionary items subject to availability of funding and specific Board approval. These discretionary items primarily relate to the Los Calatos and Victoria projects.

Under the base budget, Hampton would not need to raise additional funds for the next 2 years. However, Hampton would have a 50% interest in the Mollacas, Vallecillo, Loica, San Lorenzo (part of the Isidro Project) and various 100% owned tenements forming part of the Isidro and Camaron projects. If Hampton is not in a position to raise additional funds (potentially in the range of US\$10 to US\$20 million) required to undertake an independent scoping study, make option payments and exercise its right to acquire Los Calatos on or before 1 August 2010, then Hampton will need to relinquish its interest in Los Calatos.

Additional funding in the order of US\$5 to \$6 million, allowing for further drilling which Hampton will need to undertake on various projects including the Los Calatos project, will be required during this period.

### 13. Consents

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The following persons have given and have not, before the date of this Supplementary Target's Statement, withdrawn their consent:

- to be named in this Supplementary Target's Statement in the form and context in which they are named;
- for the inclusion of their respective statements (if any) and the references to those statements in the form and context in which they are included in this Supplementary Target's Statement; and
- the inclusion of other statements in this Supplementary Target's Statement which are based on or referable to statements made by those persons in the form and context in which they are included.

Name of person	Named as	Reports or statements	Reference
Gadens Lawyers	Legal Adviser	N/A	N/A
Philip Killen	Company Secretary	N/A	N/A
Takoradi Limited	Substantial Shareholder	Yes	7
SRK Consulting (Chile) S.A.	Independent Consultants	Yes	3.1 and 5.2
Chapman Eastway	Accountants	N/A	N/A

Each of the above persons:

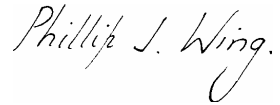
- does not make, or purport to make, any statement in this Supplementary Target's Statement other than those statements referred to above and as consented to by that person; and
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Supplementary Target's Statement other than as described in this section with the person's consent.

As permitted by ASIC Class Order 01/1543 (Class Order), this Supplementary Target's Statement may include or be accompanied by certain statements which are made, or based on statements made, in documents lodged with ASIC or the ASX. Pursuant to this Class Order, the consent of persons such statements are attributed to is not required for the inclusion of such statements in this Supplementary Target's Statement.

Any Shareholders who would like to receive a copy of any of the documents (or parts of documents) that contain statements which have been included pursuant to the Class Order may obtain a copy free of charge by contacting the Company Secretary, Philip Killen, on 0408 609 916 Monday to Friday between 9am and 5pm.

This Supplementary Target's Statement has been approved by a resolution passed by the Board. No Director voted against the resolution authorising this Supplementary Target's Statement.

**SIGNED** for and on behalf of **Hampton Mining Limited**.

A handwritten signature in cursive script that reads "Phillip J. Wing." The signature is written in black ink and is positioned above the printed name and title.

Phillip J Wing  
**Chairman/Director**

Dated: 13 February 2009