HAVILAH RESOURCES NL

63 Conyngham Street
Glenside 5065 South Australia
phone 61 8 8338 9292
fax 61 8 8338 9293
email info@havilah-resources.com.au
ABN 39 077 435 520

The Manager
Companies Announcements Office
Australian Stock Exchange Ltd
10th Floor, 20 Bond Street
SYDNEY NSW 2000

8 June 2004

Dear Sir / Madam,

RE: NOTICE OF MEETING, EXPLANATORY MEMORANDUM AND PROXY FORM

Please find attached the above documents sent to shareholders in relation to a meeting to be held on the 16 July 2004.

Yours faithfully
HAVILAH RESOURCES NL

Bob Johnson, Ph.D, FAusIMM
Chairman

HAVILAH RESOURCES NL

ABN 39 077 435 520

NOTICE OF GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting
Friday 16 July 2004

Time of Meeting
4.30 pm (CST)

Place of Meeting
AMF Centre
63 Conyngham Street
Glenside SA 5065

NOTICE OF GENERAL MEETING

HAVILAH RESOURCES NL
ABN 39 077 435 520

Notice is hereby given that a General Meeting of members of Havilah Resources NL ("Havilah") will be held at AMF Centre, 63 Conyngham Street, Glenside, South Australia 5065 at 4.30pm (CST) on Friday 16 July 2004 for the purpose of transacting the following business.

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass the following resolutions :

Resolution 1 : Issue of shares to Mr Kenneth G Williams

> *"That for the purposes of listing rule 10.11, the Company may issue to Mr Kenneth G Williams or his nominated associate, 148,000 Shortfall Shares, further details of which are contained in the Explanatory Memorandum which is attached to and forms part of this Notice."*

Havilah will disregard any votes cast on this resolution by Mr Williams or any associate of Mr Williams. However, Havilah need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 2 : Issue of shares to Dr Keith R Johnson

> *"That for the purposes of listing rule 10.11, the Company may issue to Dr Keith R Johnson or his nominated associate, an unspecified number of Shortfall Shares, further details of which are contained in the Explanatory Memorandum which is attached to and forms part of this Notice."*

Havilah will disregard any votes cast on this resolution by Dr Johnson or any associate of Dr Johnson. However, Havilah need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 3 : Issue of shares to Dr Chris W Giles

> *"That for the purposes of listing rule 10.11, the Company may issue to Dr Chris W Giles or his nominated associate, an unspecified number of Shortfall Shares, further details of which are contained in the Explanatory Memorandum which is attached to and forms part of this Notice."*

Havilah will disregard any votes cast on this resolution by Dr Giles or any associate of Dr Giles. However, Havilah need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

DATED this 8th day of June 2004

BY ORDER OF THE BOARD

James Grose
Company Secretary

NOTES:

The details of the resolution contained in the Explanatory Memorandum accompanying this Notice should be read together with and form part of this Notice.

Terms used in this Notice which are defined in the Explanatory Memorandum have the meanings ascribed to them therein.

Proxies:

A member entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote for the member at the Meeting. A proxy need not be a member. If the member is entitled to cast 2 or more votes at the Meeting the member may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes. A form of proxy accompanies this Notice.

In accordance with section 250BA of the Corporations Act, the Company specifies the following information for the purposes of receipt of proxy appointments:

Havilah Resources NL
63 Conyngham Street
Glenside SA 5065
Facsimile Number: +618 8338 9293

Voting Entitlement:

For the purpose of determining your entitlement to vote at this Meeting, you will be taken to be a shareholder if you are registered as the holder of shares in the Company at close of business on Wednesday, 14 July 2004.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of a Notice convening the General Meeting of Shareholders of the Company to be held on 16 July 2004. This Explanatory Memorandum is to assist Shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the resolution proposed. Both documents should be read in their entirety and in conjunction with each other.

Certain terms used herein are defined in the Glossary at the end of this document.

RESOLUTION 1

Mr Kenneth G Williams, a director of the Company, has agreed to subscribe for 148,000 Shortfall Shares arising from the recent Entitlements Issue. Pursuant to section 5.9 of the Entitlements Issue, and in accordance with ASX Listing Rules, the directors have reserved the right to issue the Shortfall Shares within a period of three months after the Application Closing Date at their discretion at an issue price not less than the price at which the Shares were offered under the Entitlements Issue Prospectus. Accordingly, the Company proposes to issue to Mr Williams the relevant Shortfall Shares for 27 cents each, the same price as offered under the Entitlements Issue. Since Mr Williams is a director of the Company, shareholder approval is required pursuant to Listing Rule 10.11, before the Shares can be issued to him. Directors propose to issue the relevant Shortfall Shares to Mr Williams on or before 10 August 2004.

RESOLUTION 2

Pursuant to section 5.9 of the recent Entitlements Issue, and in accordance with ASX Listing Rules, the directors have reserved the right to issue Shortfall Shares within a period of three months after the Application Closing Date at their discretion at an issue price not less than the price at which the Shares were offered under the Entitlements Issue Prospectus. If not all Shortfall Shares offered by directors to other investors are taken up, Dr Johnson is willing to support the Company by subscribing for outstanding Shortfall Shares on the same terms as in the Entitlements Issue. Since Dr Johnson is a director of the Company, shareholder approval is required pursuant to Listing Rule 10.11, before the Shares can be issued to him. Any Shortfall Shares taken up by Dr Johnson will be issued on or before 10 August 2004.

RESOLUTION 3

Pursuant to section 5.9 of the recent Entitlements Issue, and in accordance with ASX Listing Rules, the directors have reserved the right to issue Shortfall Shares within a period of three months after the Application Closing Date at their discretion at an issue price not less than the price at which the Shares were offered under the Entitlements Issue Prospectus. If not all Shortfall Shares offered by directors to other investors are taken up, Dr Giles is willing to support the Company by subscribing for outstanding Shortfall Shares on the same terms as in the Entitlements Issue. Since Dr Giles is a director of the Company, shareholder approval is required pursuant to Listing Rule 10.11, before the Shares can be issued to him. Any Shortfall Shares taken up by Dr Giles will be issued on or before 10 August 2004.

The funds raised by the issue of any Shares under Resolutions 1, 2 and 3 will be used for the purposes outlined in the Entitlements Issue Prospectus, namely to fund additional drilling and geophysical programmes on Havilah's advanced prospects, and to provide additional working capital for the acquisition of new tenements as opportunities arise.

GLOSSARY

"**ASX**" means Australian Stock Exchange Limited (ACN 008 624 691).

"**Business Day**" has the meaning ascribed to that term by the Listing Rules.

"**Company**" or "**Havilah**" means Havilah Resources NL.

"**Entitlements Issue**" means the offer of Shares pursuant to the Prospectus dated 7 April 2004.

"**Listing Rules**" means the official listing rules of ASX.

"**Meeting**" means the meeting of Shareholders convened by the Notice.

"**Notice**" means the notice of meeting to which this Explanatory Memorandum is attached.

"Prospectus" means the document dated 7 April 2004 and lodged with ASX on 8 April 2004 that outlines the terms of the Entitlements Issue.

"Shares" means fully paid ordinary Shares in the capital of the Company.

"**Shortfall Shares**" means Shares for which valid applications under the Prospectus were not received prior to the Applications Closing Date, being the 10 May 2004.

HR

HAVILAH RESOURCES NL
ABN 39 077 435 520

Proxy Form

All correspondence to:
Havilah Resources NL
ABN 39 077 435 520
63 Conyngham Street
Glenside South Australia 5065
Australia
Telephone 61 8 8338 9292
Facsimile 61 8 8338 9293
www.havilah-resources.com.au

Mark this box with an 'X' if you have made any changes to your address details (see reverse) ☐

Appointment of Proxy

I/We (name of shareholder) ____________________

Of (address) ____________________

Being a member/s of Havilah Resources NL and entitled to attend and vote hereby appoint

☐ the Chairman of the Meeting (mark with an 'X') **OR** ☐ Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting as my/our proxy to act generally at the meeting 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) at the General Meeting of Havilah Resources NL to be held at AMF Centre, 63 Conyngham Street, Glenside, SA 5065 on 16 July 2004 at 4.30 pm and at any adjournment of that meeting.

☐ **IMPORTANT: FOR ITEMS 1, 2 & 3 BELOW**
If the Chairman of the meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on items 1, 2 & 3 below, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of those items, and that votes cast by him, other than as proxy holder, would 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 Items 1, 2 & 3 and your votes will not be counted in computing the required majority if a poll is called on these items. The Chairman intends to vote undirected proxies in favour of each of these items.

Voting directions to your proxy - please mark X to indicate your directions

	For	Against	Abstain*
1. Issue of shares to Mr Kenneth G Williams	☐	☐	☐
2. Issue of shares to Dr Keith R Johnson	☐	☐	☐
3. Issue of shares to Dr Chris W Giles	☐	☐	☐

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the other items of business.
* 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 votes will not be counted in computing the required majority on a poll.

Appointing a second proxy

I/We wish to appoint a second proxy

☐ Mark with an 'X' if you wish to appoint a second proxy **AND** ☐ % **OR** ☐ State the percentage of your voting rights or the number of securities for this Proxy Form.

PLEASE SIGN HERE **This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.**

Individual or Securityholder 1	**Securityholder2**	**Securityholder3**
Individual/Sole Director and Sole Company Secretary	**Director**	**Director/Company Secretary**

____________________ **Contact Name**

____________________ **Contact Daytime Telephone**

/ / **Date**

How to complete the Proxy Form

1 Your Address

This form has been sent to your address as it appears on the company's share register. If this address is incorrect, please mark the box and write the correct address on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. 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 securityholder of the company.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three 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 voting rights are to be voted on any item by inserting the percentage or number of securities 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 your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's registered office or you may copy this form.

To appoint a second proxy you must:

a) indicate that you wish to appoint a second proxy by marking the box;
b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or 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;
c) return both forms together in the same envelope.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

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

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 4.30 pm on 16 July 2004. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

by posting, delivery or facsimile to the Registered Office of Havilah Resources NL being
63 Conyngham Street
Glenside SA 5065
Australia
Facsimile 61 8 8338 9293