HAVILAH RESOURCES NL

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

25 November 2004

Dear Sir / Madam,

APPENDIX 5B – FIRST QUARTER ACTIVITIES AND CASH FLOW REPORT

HIGHLIGHTS

BEST INTERSECTION AT KALKAROO - MAJOR COPPER DISCOVERY CONFIRMED

* Drilling at the southwestern end of the **Kalkaroo prospect** has returned the best intersection so far of **36 metres of 3.13% Cu and 0.98 g/t Au (7.5 g/t gold equivalent) continuing to extend ore-grade mineralisation in this direction.**

* Consistently strong copper, gold and molybdenum mineralisation has now been demonstrated on 14 drill section lines over a total length of 1400 metres, **confirming a major polymetallic discovery.** Mineralisation remains open and untested along strike in both directions and down dip.

* Formation of **Curnamona Energy Pty Ltd**, to hold 100% of Havilah's world class Tertiary uranium exploration interests in its Curnamona Craton tenements, as the first step in an IPO and priority entitlements issue to Havilah shareholders.

* Approval by PIRSA of a collaborative drilling programme in which **PIRSA will fund $170,000 of drilling on a dollar for dollar basis** to advance Havilah's promising lead-zinc exploration initiative on its Mulyungarie tenement.

REVIEW OF OPERATIONS

KALKAROO DOME PROJECT (Copper - gold - molybdenum)

Exploration activities during the quarter were focussed almost exclusively on ongoing drilling at Kalkaroo within the potential copper resource envelope defined by Havilah's 3D modelling of earlier Placer, MIM and Newcrest drilling data. Thusfar, of the 39 drillholes completed by Havilah at Kalkaroo, 34 have achieved ore grade intersections, with the remainder returning strong sub-economic mineralisation. Results of note from the current round of drilling include:

Hole ID	From	To	Metres	Cu %	Au (gms/t)
KKRC025	81	105	24		1.18
	108	138	30	0.73	
KKRC026	108	165	57	0.71	
including	111	126	15	1.38	1.08

KKRC027	111	153	42	1.17	0.98
and	96	153	57		1.48
KKRC029	87	111	24	0.54	0.50
and	126	156	30	0.64	
KKRC032	108	117	9	1.18	0.62
KKRC033	159	177	18	0.72	0.56
KKRC035	126	183	57	0.56	0.53
KKRC037	135	165	30	0.74	0.80
KKRC038	123	156	33	1.22	0.67
KKRC039	**114**	**150**	**36**	**3.13**	**0.98**

Significantly, **the best results were returned from drillhole KKRC039, which was the most southwesterly hole drilled in the current programme,** indicating that mineralisation is continuing strongly in this direction (see diagram). At the eastern end the copper mineralised horizon is transected by a fault with local strong over-printing magnetite alteration. This appears to have had the effect of smearing the copper mineralisation, resulting in locally lower copper grades, but **significantly up-grading the gold to economic levels in its own right**, as shown by the following two holes that passed through the fault zone.

Hole ID	From	To	Metres	Au (gms/t)
KKRC031	96	117	21	2.66
KKRC034	72	111	39	1.62

Ore-grade mineralisation has now been intersected on 14 section lines over a total strike length of approximately 1400 metres. Mineralisation remains open in both directions along strike and down dip on every section. **Sufficient drilling has now been completed to indicate that Kalkaroo represents a potentially large polymetallic mineral deposit**. Havilah plans to continue drilling the strike and down-dip extensions at Kalkaroo until the Christmas-New Year break. Resource estimates will be carried out concurrently using VULCAN 3D mining software.

CURNAMONA ENERGY (Uranium)

During the quarter Havilah formed **Curnamona Energy Pty Ltd** specifically to hold its palaeochannel uranium exploration interests in its Curnamona Craton tenements. The palaeochannels are buried Tertiary age sandy river courses cut into the bedrock and are highly prospective for the discovery of secondary uranium deposits. The prime target is a 60 kilometre section of virtually unexplored Yarramba palaeochannel that meanders through Havilah's tenements immediately downstream from the Honeymoon uranium deposit.

The main objective is to maximise the benefit to Havilah shareholders of a uranium discovery in this world class setting, without detracting from Havilah's successful basemetals and gold exploration programmes. It is proposed that Havilah will sponsor the public listing of Curnamona Energy by way of an entitlements issue to Havilah shareholders with Havilah retaining a majority interest in the listed vehicle.

MULYUNGARIE (Lead - zinc)

Havilah has been advised by Primary Industries and Resources SA (PIRSA) that its Mulyungarie lead-zinc exploration proposal was successful in attracting $170,000 funding under PIRSA's "programme for accelerated exploration" initiative. The key aspect of this initiative is collaborative drilling in which PIRSA will match private company exploration dollar for dollar on direct drilling costs. Havilah welcomes this positive initiative and looks forward to exploring for South Australia's "Broken Hill" in collaboration with PIRSA.

PERNATTY JOINT VENTURE (Copper)

A farm-in agreement has been signed with Red Metal Ltd over the Pernatty project (EL 2979) on the Gawler Craton, under which Red Metal Ltd and its associate, Phelps Dodge, may earn a 70% interest in the project by spending $1 million over five years. This includes a commitment to drill at least one hole on a deep, possible ironstone hosted target that lies within the Olympic Dam structural corridor.

FINANCE

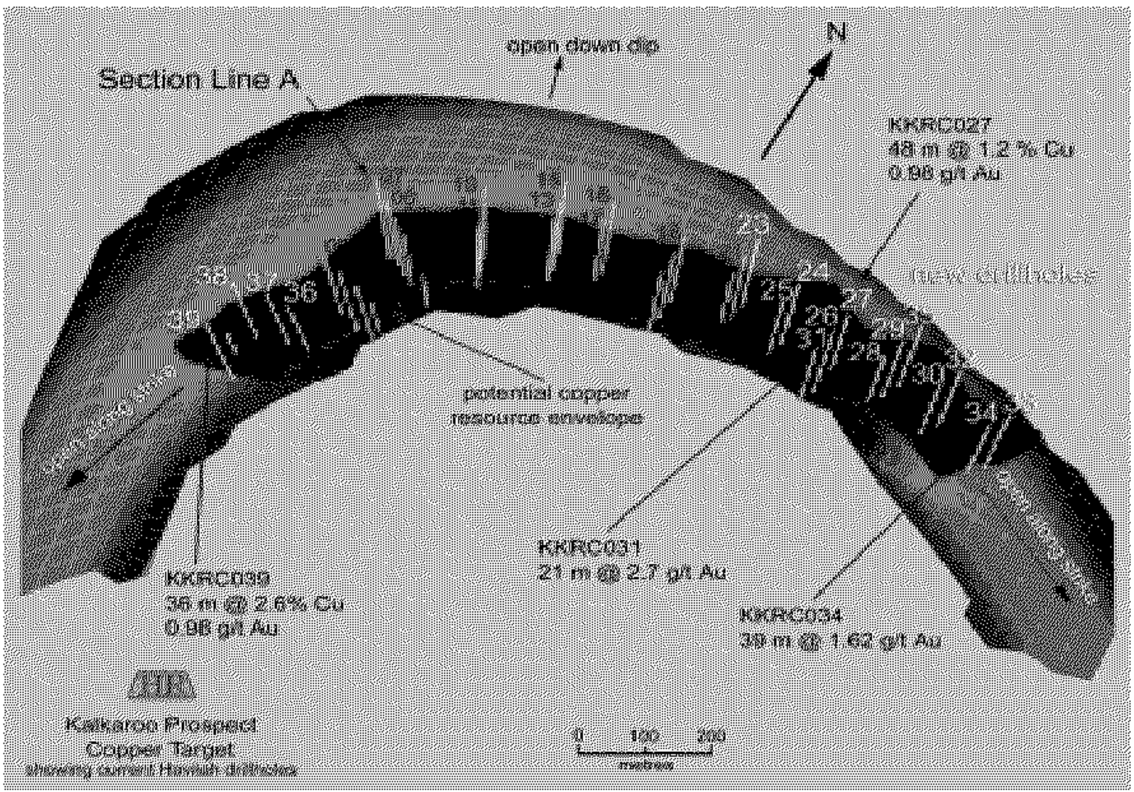
As at 31 October the company had available funds of $4.69 million, of which the majority is held in a term deposit. Net expenditure by the company during the quarter was $555,000 of which drilling and related expenses amounted to approximately $450,000, reflecting the continuous drilling programme. The additional funds of $912,816 arising from the placement of the Entitlements Issue shortfall shares at 27 cents per share are reflected in the cash flow report.

With continuation of the current drilling programme at the Kalkaroo prospect over a shortened period ahead of the New Year it is expected that net exploration expenditure in the next quarter will be roughly 20-25% lower than the current quarter at around $400,000.

Dr K R Johnson
CHAIRMAN

The information in this report has been prepared by Dr. Chris Giles, who is a member of The Australian Institute of Geoscientists, and an adherent to the Institute's codes and recommended practices. He has a minimum of five years experience in the types of activities being reported.

Enquiries should be directed to Dr. Bob Johnson, Chairman, on (08) 83389292



Kalkaroo Prospect
Copper Target
showing current Havilah drillholes

Appendix 5B

Mining exploration entity quarterly report
Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001.

Name of entity

HAVILAH RESOURCES NL

ABN

077 435 520

Quarter ended ("current quarter")

31/10/04

Consolidated statement of cash flows

		Current quarter $A'000	Year to date (. 3 months) $A'000
	Cash flows related to operating activities		
1.1	Receipts from product sales and related debtors		
1.2	Payments for (a)exploration and evaluation	-512	-512
	(b) development		
	(c) production		
	(d) administration	-107	-107
	Dividends received		
1.4	Interest and other items of a similar nature received	64	64
1.5	Interest and other costs of finance paid		
1.6	Income taxes paid		
1.7	Other (provide details if material)		
	Net Operating Cash Flows	-555	-555
	Cash flows related to investing activities		
1.8	Payment for purchases of: (a)prospects		
	(b)equity investments		
	(c) other fixed assets	-1	-1
1.9	Proceeds from sale of:(a)prospects		
	(b)equity investments		
	(c)other fixed assets		
1.10	Loans to other entities		
1.11	Loans repaid by other entities		
1.12	Other (provide details if material)		
	Net investing cash flows	-1	- 1
1.13	Total operating and investing cash flows (carried forward)	-556	-556

1.13	Total operating and investing cash flows (brought forward)	-556	-556
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	913	913
1.15	Proceeds from sale of forfeited shares		
1.16	Proceeds from borrowings		
1.17	Repayment of borrowings		
1.18	Dividends paid		
1.19	Other (provide details if material)		
	Net financing cash flows	913	913
	Net increase (decrease) in cash held	357	357
1.20	Cash at beginning of quarter/year to date	4334	4334
1.21	Exchange rate adjustments to item 1.20		
1.22	**Cash at end of quarter**	4691	4691

Payments to directors of the entity and associates of the directors
Payments to related entities of the entity and associates of the related entities

		Current quarter $A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	407
1.24	Aggregate amount of loans to the parties included in item 1.10	

1.25 Explanation necessary for an understanding of the transactions

Of this amount, approximately $285,000 comprises payment for contract drilling to Talager Drilling Pty Ltd, a company associated with one of the directors. Drilling charges are at standard commercial rates as determined by public quotes for comparable equipment, and approved by non-associated directors. Other payments are to companies associated with the directors for management and consulting services in accordance with service agreements previously entered into, and for reimbursement of expenses incurred by directors on behalf of the Company.

Non-cash financing and investing activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

Financing facilities available

Add notes as necessary for an understanding of the position.

		Amount available $A'000	Amount used $A'000
3.1	Loan facilities		
3.2	Credit standby arrangements		

Estimated cash outflows for next quarter

		$A'000
4.1	Exploration and evaluation	400,000
4.2	Development	
	Total	400,000

Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.		Current quarter $A'000	Previous quarter $A'000
5.1	Cash on hand and at bank	158	158
5.2	Deposits at call	4533	4207
5.3	Bank overdraft		
5.4	Other (provide details)		
	Total: cash at end of quarter (item 1.22)	4691	4334

Changes in interests in mining tenements

Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter

6.1	Interests in mining tenements relinquished, reduced or lapsed				
6.2	Interests in mining tenements acquired or increased				

Issued and quoted securities at end of current quarter
Description includes rate of interest and any redemption or conversion rights together with prices and dates.

		Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1	**Preference +securities** *(description)*				
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3	**+Ordinary securities**	63,506,273	63,506,273		
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	3,380,800	3,380,800	27	
7.5	**+Convertible debt securities** *(description)*				

7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7	**Options** *(description and conversion factor)*	6,000,000 1,500,000 300,000 50,000		*Exercise price* 0.25 0.20 0.25 0.40	*Expiry date* 24/01/07 08/10/08 08/10/08 31/03/09
7.8	Issued during quarter				
7.9	Exercised during quarter				
7.10	Expired during quarter				
7.11	**Debentures** *(totals only)*				
7.12	**Unsecured notes** *(totals only)*				

Compliance statement

1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 4).

2 This statement does /~~does not*~~ *(delete one)* give a true and fair view of the matters disclosed.

Sign here: .... Date: 25 November 2004
(Director/Company secretary)

Print name: Dr KR Johnson..

Notes

1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.

2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.

3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.

4 The definitions in, and provisions of, *AASB 1022: Accounting for Extractive Industries* and *AASB 1026: Statement of Cash Flows* apply to this report.

5 **Accounting Standards** ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with

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