



HAVILAH RESOURCES NL
 ABN 45 115 281 144



Quarterly Activities Report - period ending April 2011

Havilah Resources (ASX: HAV)

Havilah Resources NL aims to become a significant producer of copper, gold, cobalt and molybdenum from its 100% owned Kalkaroo, Mutooroo and Benagerie projects, which are at advanced feasibility stage. It holds more than 6,500 km² of surrounding tenements in the highly mineralized Curnamona Province of South Australia, where it maintains an active drilling program. Deposits of iron ore, tin and hard rock uranium have been drilled, with good exploration upside. Havilah owns strategic interests in uranium explorer, Curnamona Energy (45.4%) and hot rock geothermal explorer, Geothermal Resources (58%.)

Issued Capital

82 million ordinary shares
 20.495 million listed options
 2.425 million unlisted options

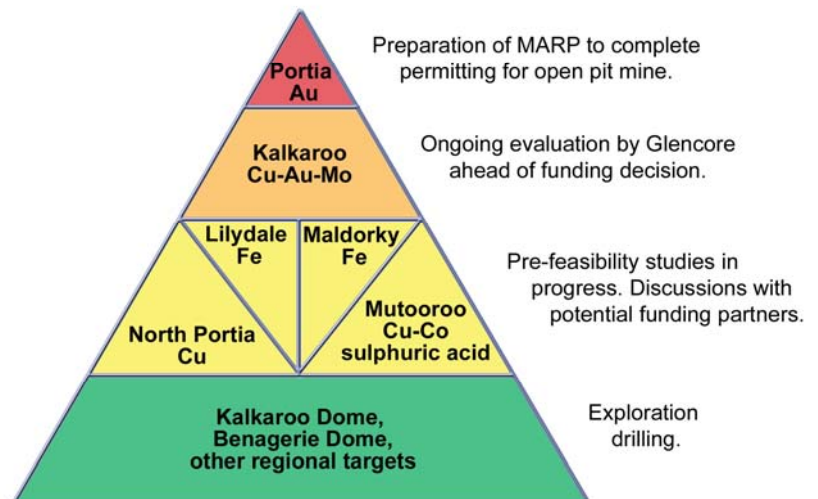
Contact

Dr Bob Johnson – Chairman
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Highlights for quarter

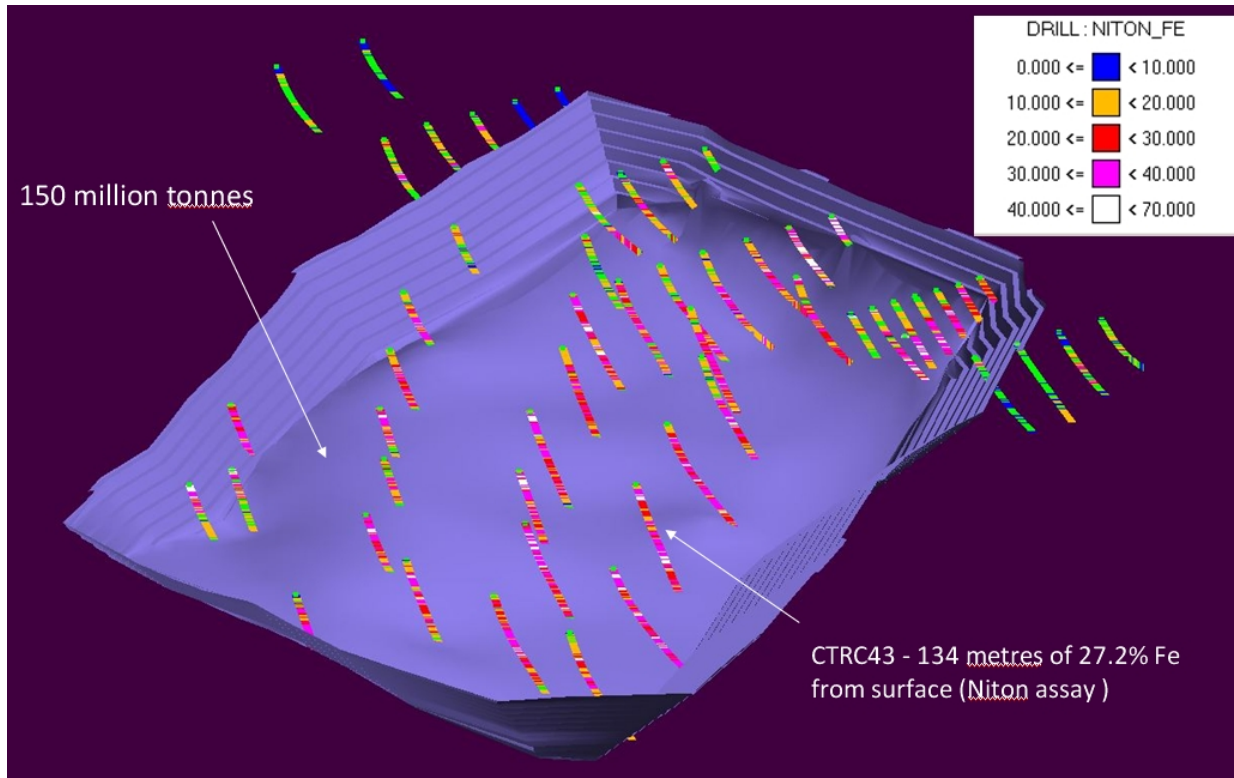
- Significant iron ore deposit confirmed by drilling at Maldorky. Resource and mine planning work currently in progress and a consultant process mining engineer mandated to source suitable equipment.
- Priority effort on finalizing MARP document and securing final approvals for Portia open pit gold mine
- New copper-gold drilling results at North Kalkaroo confirm a new copper –gold discovery in a major fault with good potential for delineation of a large deposit.

Havilah Project Status



Maldorky Iron Ore Deposit

Consistent with the strategy outlined in the previous quarterly report, Havilah focused its drilling effort during the current quarter on establishing a JORC resource for its 100% owned Maldorky iron ore deposit. Almost the entire initial target area, represented by the blue cut away in the picture below, has now been systematically drilled and shown to be well mineralised. Drill intersections within this area are typically 80-120m in thickness with average iron grades, based on Niton assays, of around 25%-30% Fe. Overburden above the deposit is generally thin to absent. It is believed that this deposit has been enhanced by localized thickening of the magnetic iron formation due to the combined influences of extreme shearing and drag folding at this particular locality.



3D cut away through Maldorky iron ore deposit showing persistent, thick iron mineralisation as indicated by the Niton assay results. The entire void illustrated here could contain over 150mt of mineable material with negligible overburden (NB This target is conceptual in nature and there is no guarantee or certainty that future exploration drilling will be successful in delineating it)

Drilling ceased at Maldorky just prior to Easter and all samples were dispatched to the assay lab at that time. Final assays have been received in the last few days, and pleasingly, preliminary inspection suggests that average iron assays for the deposit are likely to be at least 30% Fe, a little above the Niton field results. A JORC resource estimate will be released for Maldorky once the resource block model incorporating these assays, is completed in the next few weeks. The resource block model will be the basis for future mine planning and economic evaluation studies.

In other activities, a consultant mining process engineer has been mandated to source suitable mining and processing equipment (such as continuous miner, crusher, grinding mills, magnetic separator, conveyors) for the future project development. Infrastructure and transportation studies have commenced in order to assist in selection of the best future logistical options. In a related

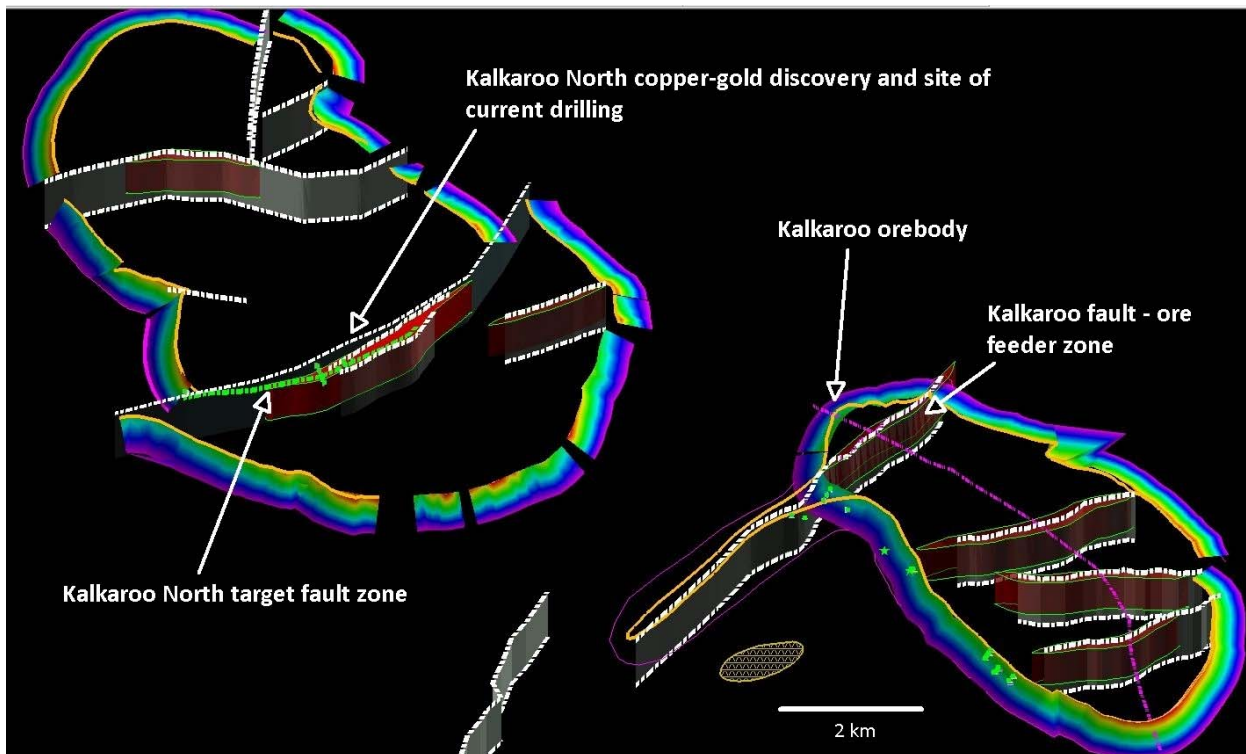
positive development, Havilah, along with several fellow junior explorers, became an inaugural member of the Braemar Iron Alliance, whose objective is to promote common infrastructure development for mining and to advance the common interests of all iron ore explorers and developers in the region.

Kalkaroo Copper-Gold Project

In accordance with the feasibility study funding agreement with Glencore, Havilah approached two major Australian banks during the quarter in order to gauge the bankability of the Kalkaroo project. Based on the information provided to them, both banks have provided written preliminary opinions that the project is bankable and could potentially be financed under suitable terms. Both banks have expressed the desire to continue with their respective detailed due diligence and risk assessment processes in order to confirm the definitive terms of a financing facility.

Glencore has acknowledged that this started the 4 month period for Glencore's decision to arrange development finance for the Kalkaroo project. Havilah maintains cordial dialogue with Glencore on how to achieve the best mutually satisfactory outcome for the Kalkaroo project.

In the meantime, with the country sufficiently dry for heavy vehicle access, all drilling equipment and personnel were mobilized to North Kalkaroo late in the quarter. The objective was to follow up a new copper-gold discovery made late last year (with intersections of **29m @ 0.44% Cu and 42 m @ 0.42 g/t Au**) that is located approximately 5 km north of the Kalkaroo copper-gold deposit.



Oblique diagrammatic view across the Kalkaroo north and south domes (multi-colour outline) showing the main cross structures (dashed white lines). Note the close spatial relationship between the Kalkaroo fault zone and the Kalkaroo orebody. Havilah is presently undertaking follow up drill testing of the large Kalkaroo north fault structure in the Kalkaroo north dome where a new copper-gold discovery was made late last year.

Drilling has progressed well, with encouraging new mineralized intersections in the quartz vein breccia material in the main fault system as follows :

KKRC0374 18m at 0.78g/t Au
KKRC0375 27m @ 0.45% Cu
KKRC0377 21m @ 0.73g/t Au



Drill intersections reported to date within the intensely quartz veined Kalkaroo north fault zone

These results continue to confirm strong copper-gold mineralisation in the target 5 km long quartz-veined fault zone (see picture above). Given the scale and strength of the target fault structure, there is excellent potential for discovery of a large copper-gold deposit along its considerable strike length.

It is notable that this is one of six major east-west fault structures in the region, two cutting across the north dome and four transecting the south dome. All are marked by strong magnetic anomalies, reflecting the associated pervasive magnetite alteration. Thus far only two of these structures have been drilled, and both have returned ore-grade intersections. The structure that cuts through the



Kalkaroo deposit is best seen in the very well mineralized copper-gold bearing quartz vein breccia at West Kalkaroo, which complements the replacement style of the main Kalkaroo mineralisation and which is believed to have been fed from this structure. Based on the intensity of the magnetic anomaly and the width of quartz fracture veining, the North Kalkaroo structure currently being drilled looks to be at least as well developed as the one at Kalkaroo, giving cause for optimism for an economic discovery.

Portia Gold Project

As previously announced, Havilah proposes to commence an open pit gold mining operation on granted ML 6346 at Portia as early as possible in 2011. High priority has been assigned to compiling and lodging the Mining and Rehabilitation Program report (MARP), which is the final mining operating approval required by PIRSA. Comments on the draft MARP have been provided by PIRSA, and Havilah management and consultants are presently working to provide the additional information requested. Havilah is in ongoing discussions with potential financiers for the project as well as contractors for construction and mining.

Mutooroo Copper-Cobalt Project

Havilah continues to discuss development proposals for this project with several interested parties and remains optimistic that a satisfactory investment arrangement will be successfully concluded during the course of 2011. Havilah's preferred outcome is that all valuable components can be extracted via a roasting process so that full value can be obtained for the sulphide ore.

In the meantime, other lower capital alternatives are being considered, including magnetic separation of the magnetic pyrrhotite component, followed by flotation to produce a high grade copper concentrate and a pyrite concentrate that contains a major proportion of the cobalt. Further metallurgical studies indicate that a 500,000 tpa mining operation could produce 8,500 tpa of copper concentrate per annum, valued at over \$70 million at current copper prices (see flow sheet below).

With the assistance of a consultant, Havilah is also currently preparing a mining lease proposal for Mutooroo, which is the first step towards grant of a mining lease and subsequent mining approval by PIRSA.

Prospect Hill

Havilah has earned a 65% interest in the Prospect Hill EL following completion of two earlier drilling programs. This year it is planned to carry out a drilling program to increase the hard rock primary tin resource and to explore for secondary alluvial tin deposits in water courses draining the bedrock.

Our joint venture partners advise that the planned exploration program is now likely to commence in the second half of the year due to unexpected delays in exploration permitting.

Curnamona Energy Limited (Havilah 45.4% ownership)

Exploration recommenced during the quarter, with encouraging results received from drillholes in the Yarramba palaeochannel several kilometers downstream from the Honeymoon uranium deposit. Leach testing results from Oban continue to be inconclusive.

Geothermal Resources Limited (Havilah 58% ownership)

Activities were maintained at a minimum level in order to minimize expenditures, until the outlook for the geothermal energy sector improves.



Finance

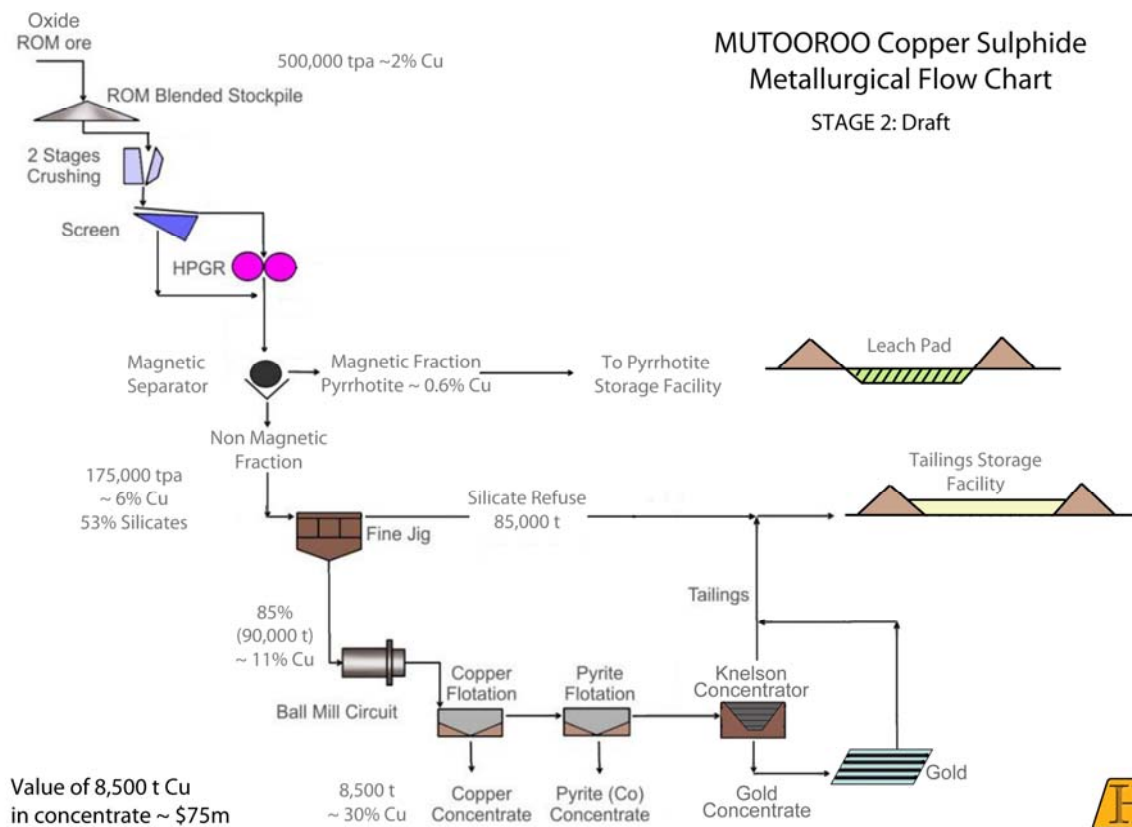
As at 30 April 2011 the Company had available funds of approximately \$3.74 million. Expenditure during the quarter was spread over a number of projects, with the major expenditure outlayed on drilling at Maldorky, and various activities related to permitting work.

For further information visit the Company website www.havilah-resources.com.au or contact :

Dr Bob Johnson, Chairman, on (08) 83389292 or email : info@havilah-resources.com.au

Competent Persons Statement

The information in this report has been prepared by geologists Dr Bob Johnson, who is a member of the Australasian Institute of Mining and Metallurgy, and Dr Chris Giles who is a member of The Australian Institute of Geoscientists. Drs Johnson and Giles are employed by the Company on consulting contracts. They have sufficient experience which is relevant to the style of mineralization and type of deposit under consideration to qualify as Competent Persons as defined in the JORC Code 2004. Drs Johnson and Giles consent to the release of the information compiled in this report in the form and context in which it appears.



April 2011

Mutooroo project – alternative processing flow sheet that can produce an early copper concentrate saleable product ahead of processing the remaining sulphide ore.



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

39 077 435 520

Quarter ended (current quarter)

30/4/11

Consolidated statement of cash flows

	Current quarter \$A'000	Year to date (9 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 (b) development (c) production (d) administration	-776	-2,114
Dividends received		
1.4 Interest and other items of a similar nature received	47	169
1.5 Interest and other costs of finance paid		
1.6 Income taxes paid		
1.7 Other (provide details if material)		
	-825	-2,330
Net Operating Cash Flows		
Cash flows related to investing activities		
1.8 Payment for purchases of: (a)prospects (b)equity investments (c) other fixed assets	-33	-132
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 (PACE)		
1.12 Other (cash from Kalkaroo JV partner)		
	-33	-132
Net investing cash flows		



1.13	Total operating and investing cash flows (brought forward)	-858	-2,462
Cash flows related to financing activities			
1.14	Proceeds from issues of shares, options, etc.	142	222
1.15	Proceeds from sale of forfeited shares		
1.16	Proceeds from borrowings		
1.17	Repayment of borrowings	-37	-107
1.18	Dividends paid		
1.19	Other – Listed option issue costs	-	-39
	Net financing cash flows	105	76
Net increase (decrease) in cash held			
		-753	-2,386
1.20	Cash at beginning of quarter/year to date	4,493	6,126
1.21	Exchange rate adjustments to item 1.20		
1.22	Cash at end of quarter	3,740	3,740

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	269
1.24	Aggregate amount of loans to the parties included in item 1.10	

1.25 Explanation necessary for an understanding of the transactions

Much of this amount comprises payment for contract drilling to Talager Drilling Pty Ltd, a company associated with Dr Bob Johnson. Drilling charges are at standard commercial rates as determined by public quotes for comparable equipment, and approved by non-associated directors. Some is also payment to Maptek, a company associated with Dr Bob Johnson for geological resource modelling work at standard charge out rates. 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

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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

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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	750
4.2 Development	
4.3 Production	
4.4 Administration	100
Total	850

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	97	91
5.2 Deposits at call	3,643	4,402
5.3 Bank overdraft		
5.4 Other (provide details)		
Total: cash at end of quarter (item 1.22)	3,740	4,493



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			
	<i>(description)</i>			
7.2	Changes during quarter			
	(a) Increases through issues			
	(b) Decreases through returns of capital, buy-backs, redemptions			
7.3	+Ordinary securities	82,823,499	82,423,499	



7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs				
7.5	+Convertible debt securities <i>(description)</i>				
7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7	Options <i>(description and conversion factor)</i>	20,149,864 50,000 25,000 50,000 100,000 1,800,000 6,000,000 500,000 1,000,000 150,000 1,100,000	Listed Employee Employee Employee Employee Directors Directors Unlisted Unlisted Employee Employee	<i>Exercise price</i> 50 cents 75 cents 178 cents 231 cents 150 cents 199 cents 96 cents 225 cents 180 cents 46 cents 96 cents	<i>Expiry date</i> 30/10/13 19/10/11 12/02/12 08/06/12 04/04/13 10/01/13 20/11/14 06/03/13 06/03/13 23/03/14 20/11/14
-7.8	Issued during quarter	100,000	Listed	50 cents	30/10/13
7.9	Exercised during quarter	185,773	Listed	<i>Exercise price</i> 50 cents	<i>Expiry date</i> 30/10/13
7.10	Expired during quarter	200,000 50,000 350,000	Employee Employee Employee	96 cents 231 cents 96 cents	17/2/11 8/6/12 20/11/14
7.11	Debentures <i>(totals only)</i>				
7.12	Unsecured notes <i>(totals only)</i>				



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:
(Director/Company secretary)

Date: 30 May 2011

Print name: Dr KR Johnson..... Director / Chairman.....

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.