



HAVILAH RESOURCES NL

63 Conyngham Street
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ABN 39 077 435 520

27th June 2012

ASX Release

Off Market Takeover Offers Closed

Havilah Resources NL has now closed its recommended takeover offers for all the outstanding shares and Listed Options in Curnamona Energy Limited ("**Curnamona**").

It received acceptances of 92.77% of the Curnamona shares and 92.44% of the Curnamona Listed Options and is now entitled to seek to compulsorily acquire the outstanding shares and Listed Options in Curnamona that it does not own pursuant to Section 661A of the Corporations Act 2001 (Cwth) ("**Corporations Act**").

Accordingly in accordance with Section 661B(1)(d) of the Corporations Act, we enclose Form 6021 ("**Compulsory Acquisition Notice**") and the cover letter ("**Letter**") to be sent to the remaining Listed Optionholders in **Curnamona**.

The Compulsory Acquisition Notice was lodged with the Australian Securities and Investments Commission today in accordance with Section 661B(1)(b) of the Corporations Act. The Compulsory Acquisition Notice and the Letter will be dispatched to the remaining **Curnamona** Listed Optionholders no later than 29th June 2012.

Yours faithfully

KR Johnson, PhD
Chairman
Havilah Resources NL

27th June 2012

Dear Curnamona Energy Listed Optionholder,

**Havilah Resources NL takeover bid for Curnamona Energy Limited
Compulsory Acquisition of your Curnamona Listed Options**

As you are aware, on 9 March 2012 Havilah Resources NL (**Havilah**) and Curnamona Energy Limited (**Curnamona**) announced a recommended off-market takeover offer by Havilah for all the outstanding Listed Options in Curnamona (**Listed Option Offer**). Havilah also made an offer to acquire all of the Curnamona issued shares. The terms of the Offers are contained in the bidder's statement dated 30 April 2012 (**Bidder's Statement**). The Offers closed on 25 June 2012.

Havilah now holds a relevant interest in more than 90% of the Curnamona Listed Options on issue. Accordingly, Havilah will now acquire the remaining Curnamona Listed Options under the compulsory acquisition provisions of the Corporations Act. The compulsory acquisition will be on the same terms as the Listed Option Offer, being one new Havilah option for every five Curnamona Listed Options you hold.

According to our records, we have not received a valid acceptance of the Listed Option Offer from you. Therefore, unless you have already posted your acceptance, your Curnamona Listed Options will be subject to the compulsory acquisition procedure.

We enclose an ASIC Form 6021 (Notice of compulsory acquisition following takeover bid) which Havilah is required to give you under section 661B(1)(c)(ii) of the Corporations Act to exercise its right to compulsorily acquire the outstanding Curnamona Listed Options. This form, which has been filed with the Australian Securities and Investments Commission, sets out the compulsory acquisition procedure and your rights. **Please read this form carefully.**

At the conclusion of the compulsory acquisition procedure in about six weeks time, Havilah will, in accordance with the requirements of that statutory procedure, issue the new Havilah options to which you are entitled to Curnamona, which will hold those Havilah options for you. Those Havilah options will not be transferred to you automatically – you will need to claim them from Curnamona.

If you have any questions or require further information please call our offer information line on (08) 8338 9292 (normal charges apply).

Yours faithfully



KR Johnson, PhD
Chairman

Notice of compulsory acquisition following takeover bid

If there is insufficient space in any section of the form, you may attach an annexure and submit as part of this lodgement

Lodgement details

Who should ASIC contact if there is a query about this form?

Name

KR Johnson

ASIC registered agent number (if applicable)

N/A

Company/entity name

Havilah Resources NL

ACN/ABN/ARBN/ARSN

ACN 007 435 520

Telephone number

(08) 8338 9292

Postal address

63 Conyngham Street

Glenside South Australia 5065

Email address (optional)

Bob.Johnson@havilah-resources.com.au

Notice

Name and address of holder:

To:

Name

ACN (if applicable)

At the office of, C/- (if applicable)

Office, unit, level.

Street number and Street name

Suburb/City

State/Territory

Postcode

Country (if not Australia)

Name of target company or body

Securities of:

Name ("the Company")

Curnamona Energy Limited

ACN/ARBN/ARSN

ACN 112 712 115

Continued... Notice

Tick one box

1. Under an

☒ Off Market Bid

☐ Market Bid

offers were made by

Name of bidder.

Havilah Resources NL (ACN 077 435 520)

In respect of the acquisition of

Insert description of class of securities to which the bid related

All of the Listed Options

in the Company.

The offers

Tick one box

☒ closed

☐ are scheduled to close

on

Insert date offers closed or are scheduled to close

Date

2 5 / 0 6 / 20 12
[D] [D] [M] [M] [Y] [Y]

2. You are, or are entitled to be, registered as the holder of securities in respect of which an offer was made, but have not accepted the takeover offer.

3. The bidder hereby gives you notice under subsection 661B(1) of the Corporations Act 2001 ("the Act") that the bidder has become entitled pursuant to subsection *661A(1)/661A(3) of the Act to compulsorily acquire your securities and desires to acquire those securities

4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

5. Under section 661E of the Act, you have the right, within one month after being given this notice or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, to apply to the Court for an order that the securities not be compulsorily acquired.

6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

Tick one box

☐ This notice was given.

☒ The end of the offer period.

7. Unless on application made by you under section 661E within one month after being given this notice (as referred to in paragraph 5 of the notice) or within 14 days after being given a statement under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, the Court otherwise orders, the bidder must comply with paragraph 6 of this notice.

Signature

Name of person signing

Keith Robert Johnson

Capacity

Director

Signature



Date signed

2 7 / 0 6 / 20 12
[D] [D] [M] [M] [Y] [Y]