Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Havilah Resources NL

ABN

39 077 435 520

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	Fully paid ordinary shares
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	Up to 10,856,227 fully paid ordinary shares (final number to be advised)
3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Fully paid ordinary shares ranking equally with currently quoted ordinary shares from the date of allotment

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Fully paid ordinary shares will rank equally with currently quoted ordinary shares.
5	Issue price or consideration	Sixty Five cents ($0.65) per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Pursuant to a 1 for 10 pro-rata non-renounceable right issue, as advised to the ASX on 31 July 2012
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	10 September 2012

8 Number and +class of all +securities quoted on ASX (*including* the securities in clause 2 if applicable)

Number	+Class
Up to 108,562,273	Fully paid ordinary Shares.
20,118,625	Listed options having an exercise price of 50 cents and expiring 30/10/13.
1,553,878	Listed options having an exercise price of 75 cents and expiring 23/3/14.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the securities in clause 2 if applicable)	1,800,000	Directors Options expiring 10 Jan 2013 (exercise 199 cents)
		6,000,000	Directors Options expiring 20 Nov 2014 (exercise 96 cents)
		1,000,000	Unlisted Options expiring 6 Mar 2013 (exercise 180 cents)
		500,000	Unlisted Options expiring 6 Mar 2013 (exercise 225 cents)
		100,000	Unlisted Options expiring 4 Apr 2013 (exercise 150 cents)
		150,000	Expiring 23 Mar 2014 (exercise 46 cents)
		1,100,000	Employee Options expiring 20 Nov2014 (exercise 96 cents)
		560,000	Employee Options expiring 27 May2014 (exercise 76 cents)
		200,000	Employee Options expiring 27 May2015 (exercise 76 cents)
		400,000	Employee Options expiring 23 Feb 2016 (exercise 98 cents)
		602,000	Employee Options expiring 25 June 2016 (exercise 109 cents

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No specific policy

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Issue is non-renounceable
13	Ratio in which the +securities will be offered	One new share for every ten existing shares held at Record Date

+ See chapter 19 for defined terms.

14	+Class of +securities to which the offer relates	Fully paid ordinary shares and attached options
15	+Record date to determine entitlements	10 August 2012
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Yes
17	Policy for deciding entitlements in relation to fractions	Rounded to nearest whole dollar
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	31 August 2012
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	Canaccord Genuity (Australia) Limited (Lead Manager)
23	Fee or commission payable to the broker to the issue	1% of total funds raised and 5% of funds raised for any shortfall placement
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	15 August 2012

+ See chapter 19 for defined terms.

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	26 July 2012
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements *in full* through a broker?	N/A
31	How do +security holders sell *part* of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	10 September 2012

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(*tick one*)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35	☐	If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
36	☐	If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over
37	☐	A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought	
39	Class of +securities for which quotation is sought	
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	

+ See chapter 19 for defined terms.

41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)	Issue of Shares relating to pro-rata one for ten non-renounceable rights issue to Havilah shareholders registered on the record date.

		Number	+Class
42	Number and +class of all +securities quoted on ASX (*including* the securities in clause 38)	Up to 108,562,273	Ordinary shares
		20,118,625	Options to acquire ordinary shares on or before 30 Oct 2013 at an exercise price of $0.50.
		1,553,878	Options to acquire ordinary shares on or before 23 March 2014 at an exercise price of $0.75.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

- There is no reason why those +securities should not be granted +quotation.

- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

  Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.

- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: .... Date:.31 July 2012
(Director/Company secretary)

Print name: .Bob Johnson..- Director / Chairman...

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+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Havilah Resources NL

ABN

39 077 435 520

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	Bonus options
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	Up to approx 10,856,227 Havilah listed options (final number to be advised)
3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Approx 10,856,227 Havilah listed options having an exercise price of $1.00 to be issued in terms of Non-Renounceable Rights Issue Prospectus dated 31 July 2012.

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes
5	Issue price or consideration	Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Pursuant to a 1 for 10 non-renounceable rights issue prospectus dated 31 July 2012 Havilah is making a pro-rata issue of approximately 10,856,227 new shares with an issue price of 65 cents. Each new share will have an attaching new option with an exercise price of $1.00 and an expiry date of 30 August 2013.
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	10 September 2012

8 Number and +class of all +securities quoted on ASX (*including* the securities in clause 2 if applicable)

Number	+Class
Up to 108,562,273	Fully paid ordinary Shares
Up to 10,856,227	Listed options having an exercise price of $1.00 and expiring 30/8/13
20,118,625	Listed options having an exercise price of 50 cents and expiring 30/10/13
1,553,878	Listed options having an exercise price of 75 cents and expiring 23/13/14

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the securities in clause 2 if applicable)	1,800,000	Directors Options expiring 10 Jan 2013 (exercise 199 cents)
		6,000,000	Directors Options expiring 20 Nov 2014 (exercise 96 cents)
		1,000,000	Unlisted Options expiring 6 Mar 2013 (exercise 180 cents)
		500,000	Unlisted Options expiring 6 Mar 2013 (exercise 225 cents)
		100,000	Unlisted Options expiring 4 Apr 2013 (exercise 150 cents)
		150,000	Expiring 23 Mar 2014 (exercise 46 cents)
		1,100,000	Employee Options expiring 20 Nov2014 (exercise 96 cents)
		560,000	Employee Options expiring 27 May2014 (exercise 76 cents)
		200,000	Employee Options expiring 27 May2015 (exercise 76 cents)
		400,000	Employee Options expiring 23 Feb 2016 (exercise 98 cents)
		602,000	Employee Options expiring 25 Jun 2016 (exercise 109 cents)

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No specific policy

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable

+ See chapter 19 for defined terms.

13	Ratio in which the +securities will be offered	One new option for every new share subscribed for under the Rights Issue
14	+Class of +securities to which the offer relates	Listed options
15	+Record date to determine entitlements	10 August 2012
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	31 August 2012
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	Canaccord Genuity (Australia) Limited (Lead Manager)
23	Fee or commission payable to the broker to the issue	1% of total funds raised and 5% of funds raised for any shortfall placement
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	15 August 2012

+ See chapter 19 for defined terms.

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	26 July 2012
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements *in full* through a broker?	N/A
31	How do +security holders sell *part* of their entitlements through a broker and accept for the balance?	N/A
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33	+Despatch date	10 September 2012

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Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

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36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought	Up to approx 10,856,227 listed options
39	Class of +securities for which quotation is sought	Listed Options
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes

+ See chapter 19 for defined terms.

41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)	Issue of listed options relating to pro-rata one for ten non-renounceable rights issue to Havilah shareholders registered on the record date. Each new share issued will have an attaching free listed option.

		Number	+Class
42	Number and +class of all +securities quoted on ASX (*including* the securities in clause 38)	Up to 108,562,273	Ordinary shares
		Up to 10,856,227	Options to acquire ordinary shares on or before 30 Aug 2013 at an exercise price of $1.00
		20,118,625	Listed options having an exercise price of 50 cents and expiring 30/10/13
		1,553,878	Listed options having an exercise price of 75 cents and expiring 23/13/14

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

- There is no reason why those +securities should not be granted +quotation.

- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

  Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.

- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: .... Date:.31 July 2012
(Director/Company secretary)

Print name: .Bob Johnson..- Director / Chairman...

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+ See chapter 19 for defined terms.