

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Havilah Resources Limited

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 | Unlisted employee options. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 100,000 Unlisted options. |
| 3 | Principal terms of the +securities (e.g. 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) | 100,000 Unlisted options with an exercise price of \$0.38 to be issued in accordance with the company's employee share scheme. |

+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	<p>No.</p> <p>From the date that the unlisted options are exercised and converted to quoted shares. No participation until the unlisted options are exercised and converted to quoted shares.</p> <p>The unlisted options cannot be traded.</p>
5	Issue price or consideration	Nil.
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	Incentive to employees and a retention benefit to key employees.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	No.
6b	The date the security holder resolution under rule 7.1A was passed	Not Applicable.
6c	Number of +securities issued without security holder approval under rule 7.1	Not Applicable.
6d	Number of +securities issued with security holder approval under rule 7.1A	Not Applicable.
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not Applicable.
6f	Number of +securities issued under an exception in rule 7.2	Not Applicable.

6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not Applicable.							
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not Applicable.							
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not Applicable.							
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	26 June 2015.							
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="837 1041 1141 1075">Number</th> <th data-bbox="1141 1041 1441 1075">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="837 1075 1141 1153">164,388,557</td> <td data-bbox="1141 1075 1441 1153">Fully paid ordinary shares</td> </tr> <tr> <td data-bbox="837 1153 1141 1240">36,028,167</td> <td data-bbox="1141 1153 1441 1240">Listed options</td> </tr> </tbody> </table>		Number	+Class	164,388,557	Fully paid ordinary shares	36,028,167	Listed options
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164,388,557	Fully paid ordinary shares								
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+ See chapter 19 for defined terms.

	Number	+Class
9	200,000	Employee options expiring 23 February 2016 (Exercise price \$0.98).
	602,000	Employee options expiring 25 June 2016 (Exercise price \$1.09).
	250,000	Contractor options expiring 30 June 2017 (Exercise price of \$0.21).
	250,000	Contractor options expiring 30 June 2017 (Exercise price of \$0.28).
	100,000	Employee options expiring 18 August 2017 (Exercise price of \$0.22).
	1,200,000	Employee options expiring 1 April 2018 (Exercise price of \$0.36).
	2,150,000	Employee options expiring 26 June 2018 (Exercise price of \$0.25).
	100,000	Employee options expiring 1 May 2019 (Exercise price of \$0.38).
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	
	No specific policy.	

Part 2 - Pro rata issue

11	Is security holder approval required?	Not Applicable.
12	Is the issue renounceable or non-renounceable?	Not Applicable.
13	Ratio in which the +securities will be offered	Not Applicable.
14	+Class of +securities to which the offer relates	Not Applicable.
15	+Record date to determine entitlements	Not Applicable.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not Applicable.

17	Policy for deciding entitlements in relation to fractions	Not Applicable.
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Not Applicable.
19	Closing date for receipt of acceptances or renunciations	Not Applicable.
20	Names of any underwriters	Not Applicable.
21	Amount of any underwriting fee or commission	Not Applicable.
22	Names of any brokers to the issue	Not Applicable.
23	Fee or commission payable to the broker to the issue	Not Applicable.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not Applicable.
25	If the issue is contingent on security holders' approval, the date of the meeting	Not Applicable.
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not Applicable.
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	Not Applicable.
28	Date rights trading will begin (if applicable)	Not Applicable.
29	Date rights trading will end (if applicable)	Not Applicable.

+ See chapter 19 for defined terms.

- applicable)
- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Issue date

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

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	Not Applicable.					
39	+Class of +securities for which quotation is sought	Not Applicable.					
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	Not Applicable.					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	Not Applicable.					
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1"> <thead> <tr> <th data-bbox="786 1563 1088 1608">Number</th> <th data-bbox="1088 1563 1375 1608">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="786 1608 1088 1733">Not Applicable.</td> <td data-bbox="1088 1608 1375 1733"></td> </tr> </tbody> </table>	Number	+Class	Not Applicable.		
Number	+Class						
Not Applicable.							

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.

+ See chapter 19 for defined terms.

- 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.

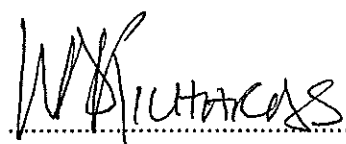
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- 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.
- 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 is not available now, we 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:



 (CFO & Company Secretary)

Date: 29 June 2015

Print name: Walter D. Richards

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