

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).

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|---|---|--|
| 1 | +Class of +securities issued or to be issued | <p>A.) Fully paid ordinary shares.</p> <p>B.) Listed options exercisable at \$0.40 on or before 30 November 2019.</p> |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>A.) 27,143,583 Fully paid ordinary shares (Based on entitlement calculation as of the Record Date).</p> <p>B.) 13,571,791 Listed options (Based on entitlement calculation as of the Record Date).</p> |
| 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) | <p>A.) Fully paid ordinary shares ranking equally with existing listed fully paid ordinary shares from the date of allotment.</p> <p>B.) Listed options exercisable at \$0.40 on or before 30 November 2019.</p> |

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the +issue date 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	A.) Fully paid ordinary shares rank equally with existing listed fully paid ordinary shares from the date of allotment. B.) There are no listed options currently. Once the listed options are exercised the resulting shares will rank equally with existing listed fully paid ordinary shares.
5	Issue price or consideration	A.) \$0.20 per fully paid ordinary share. B.) Nil. Listed options are free on the basis of one option for every fully paid ordinary share subscribed for.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	1:7 pro rata renounceable rights issue to provide funds for project development activities such as the completion of permitting and pre-feasibility studies related to the Company's three copper projects (Kalkaroo, Mutooroo and North Portia) in accordance with the Company's announced Copper Growth Strategy. The funds will also be used to execute strategic exploration programs on the Company's tenements in the Curnamona Craton. A portion of the funds will also be used to pay for corporate and general administration and also to meet Rights Issue expenses. Further details will be provided in the Prospectus to be lodged with ASX and ASIC.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	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	+Issue dates 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. Cross reference: item 33 of Appendix 3B.	7 November 2017. <i>Note that this date is indicative only. The Board of Directors reserves the right and may vary key dates, subject to compliance with ASX Listing Rules. As such, the date may vary.</i>
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+ See chapter 19 for defined terms.

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

Number	Class
A.) 217,140,172 (Based on entitlement calculation as of the Record Date).	Fully paid ordinary shares
B.) Up to 13,571,791 (Based on entitlement calculation as of the Record Date).	Listed options
<i>Note that this assumes the offer made under the Prospectus is fully subscribed.</i>	

9 Number and class of all securities not quoted on ASX (including the securities in section 2 if applicable)

Number	Class
1,200,000	Employee options expiring 1 April 2018 (Exercise price of \$0.36).
1,675,000	Employee options expiring 26 June 2018 (Exercise price of \$0.25).
500,000	Contractor options expiring 30 June 2018 (Exercise price of \$0.54).
3,600,000	Director options expiring 15 December 2018 (Exercise price of \$0.36).
50,000	Employee options expiring 1 May 2019 (Exercise price of \$0.38).
800,000	Bergen options expiring 6 October 2019 (Exercise price of \$0.41).

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?

No.

12 Is the issue renounceable or non-renounceable?

Renounceable.

13	Ratio in which the securities will be offered	One new share for every seven existing shares held at Record Date and one free listed option for every two new shares subscribed for.
14	Class of securities to which the offer relates	A.) Fully paid ordinary shares. B.) Listed options exercisable at \$0.40 on or before 30 November 2019.
15	Record date to determine entitlements	10 October 2017.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.
17	Policy for deciding entitlements in relation to fractions	Any fractional entitlements will be rounded up to the nearest whole number.
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	31 October 2017. Shortfall Offer, if any, will be open for three months after the Closing Date of the Offer. <i>Note that this date is indicative only. The Board of Directors reserves the right and may vary key dates, subject to compliance with ASX Listing Rules. As such, the date may vary.</i>
20	Names of any underwriters	None for the Offer.
21	Amount of any underwriting fee or commission	Not Applicable.

+ See chapter 19 for defined terms.

22	Names of any brokers to the issue	None for the Offer.
23	Fee or commission payable to the broker to the issue	None for the Offer.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	None for the Offer.
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	18 October 2017. <i>Note that this date is indicative only. The Board of Directors reserves the right and may vary key dates, subject to compliance with ASX Listing Rules. As such, the date may vary.</i>
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)	9 October 2017.
29	Date rights trading will end (if applicable)	24 October 2017.
30	How do security holders sell their entitlements <i>in full</i> through a broker?	By completing the appropriate section in the Entitlement and Acceptance form accompanying the Prospectus and by lodging the Entitlement and Acceptance form with their broker or by providing instructions to their broker regarding the number of Rights they wish to sell on the ASX.

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|----|---|--|
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | By completing the appropriate section in the Entitlement and Acceptance form accompanying the Prospectus with the number of New Shares and New Options they wish to take up and by providing instructions to their broker regarding the number of Rights they wish to sell on the ASX. |
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? | By completing a standard renunciation and acceptance form (obtainable from the Company's Share Registry). |
| 33 | Issue date | <p>7 November 2017.</p> <p><i>Note that this date is indicative only. The Board of Directors reserves the right and may vary key dates, subject to compliance with ASX Listing Rules. As such, the date may vary.</i></p> |

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

+ See chapter 19 for defined terms.

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 Do the securities rank equally in all respects from the issue date 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

Not Applicable.

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)

Not Applicable.

42 Number and class of all securities quoted on ASX (including the securities in clause 38)

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.

- 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:Date: 16 October 2017
(CFO & Company secretary)

Print name: Walter D. Richards

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+ See chapter 19 for defined terms.