

7 December 2018

Directors' & Remuneration Report Clarifying Announcement

Havilah Resources Limited (Havilah) provides clarification on the following matters contained in its Directors' and Remuneration Report included in the 2018 Annual Report.

Clarification of the granting of options to Mr Mark Stewart (as referenced on page 52 of the Director's Report in the 2018 Annual Report)

The unlisted options issued to Mr Stewart were issued to him under his letter of appointment prior to him becoming a Non-executive Director. The options were granted on 11 December 2017 (under Listing Rule 10.12 Exception 6), whereas Mr Stewart was appointed as a director on 12 December 2017 (after the 2017 Annual General Meeting). There was a misstatement in the Annual Report concerning the options being granted to Mr Stewart as part of the Employee Share Option Plan.

The announcement by Havilah on 11 December 2017 regarding the award of the unlisted options to Mr Stewart, the Appendix 3B released on 21 February 2018, and the Directors' Report in the 2018 Annual Report made it clear that the options have been granted and have vested as per the conditions of his letter of appointment. The unlisted options would therefore not be cancelled and the 2018 Notice of Meeting clearly states that ratification is requested to refresh the Company's 15% placement capacity under ASX Listing Rule 7.1. Note that the unlisted options were not required to be ratified in order to be granted and could have been omitted from the 2018 Notice of Meeting.

Clarification of matters concerning the Employee Share Option Plan (ESOP) (as referenced on page 65 of the 2018 Annual Report).

The expiry referred to in the 2018 Remuneration Report was a reference to the expiration of the approval under Listing Rule 7.2 Exception 9 rather than the expiry of the ESOP itself. The current ESOP will terminate once all unlisted options issued under the plan have expired or have been exercised (whichever occurs first).

For further information visit www.havilah-resources.com.au

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