

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Havilah Resources Limited (the 'Company')

ACN/ARSN 077 435 520

1. Details of substantial holder (1)

Name See Annexure A

ACN/ARSN (if applicable) See Annexure A

The holder became a substantial holder on 4 / 12 / 2018

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares	17,693,350	17,693,350	8.11%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
See Annexure A		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number
See Annexure A			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
N/A – no relevant interest acquired in the four months prior to 4 / 12 / 2018				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
See Annexure A	

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See Annexure A	

Signature

print name

Paul George Clark

capacity

Authorised Representative

sign here

P. Clark

date

17 / 12 / 2018

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."

- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
-

Annexure A

1. Details of substantial holder (1)

Name	Statsmin Nominees Pty Ltd
ACN/ARSN (if applicable)	001 652 900
Name	Statsmin Nominees Pty Ltd in its capacity as trustee for the Statsmin Nominees Superannuation Fund
ACN/ARSN (if applicable)	001 652 900
Name	Keith Robert Johnson
ACN/ARSN (if applicable)	N/A
Name	Talager Pty Ltd
ACN/ARSN (if applicable)	073 771 294
Name	Paul Clark
ACN/ARSN (if applicable)	N/A
Name	Melissa Kate Johnson
ACN/ARSN (if applicable)	N/A
Name	Peter Andrew Johnson and Melissa Kate Johnson, in their capacity as trustees for the Peter and Melissa Johnson Superannuation Fund
ACN/ARSN (if applicable)	N/A
Name	HNC Holdings Pty Ltd
ACN/ARSN (if applicable)	622 890 911

3. Details of relevant interests

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Statsmin Nominees Pty Ltd	Deemed relevant interest as the holder of securities pursuant to section 608(1)(a)	2,579,705 ORD
Statsmin Nominees Pty Ltd in its capacity as trustee for the Statsmin Nominees Superannuation Fund	Deemed relevant interest as the holder of securities pursuant to section 608(1)(a)	1,976,641 ORD
Keith Robert Johnson	Deemed relevant interest as the holder of securities pursuant to section 608(1)(a)	1,650,000 ORD
Talager Pty Ltd	Deemed relevant interest as the holder of securities pursuant to section 608(1)(a)	1,597,147 ORD
Paul Clark	Deemed relevant interest as the holder of securities pursuant to section 608(1)(a)	6,360,000 ORD
Melissa Kate Johnson	Deemed relevant interest as the holder of securities pursuant to section 608(1)(a)	551,002 ORD
Peter Andrew Johnson and Melissa Kate Johnson, in their capacity as trustees for the Peter and Melissa Johnson Superannuation Fund	Deemed relevant interest as the holder of securities pursuant to section 608(1)(a)	353,855 ORD
HNC Holdings Pty Ltd	Deemed relevant interest as the holder of securities pursuant to section 608(1)(a)	2,625,000 ORD

4. Details of present registered holders

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number
Statsmin Nominees Pty Ltd	Statsmin Nominees Pty Ltd	Statsmin Nominees Pty Ltd	2,579,705 ORD
Statsmin Nominees Pty Ltd in its capacity as trustee for the Statsmin Nominees Superannuation Fund	Statsmin Nominees Pty Ltd	Statsmin Nominees Pty Ltd	1,976,641 ORD
Keith Robert Johnson	Keith Robert Johnson	Keith Robert Johnson	1,650,000 ORD
Talager Pty Ltd	Talager Pty Ltd	Talager Pty Ltd	1,597,147 ORD
Paul Clark	Paul Clark	Paul Clark	6,360,000 ORD
Melissa Kate Johnson	Melissa Kate Johnson	Melissa Kate Johnson	551,002 ORD
Peter Andrew Johnson and Melissa Kate Johnson, in their capacity as trustees for the Peter and Melissa Johnson Superannuation Fund	Peter Andrew Johnson and Melissa Kate Johnson	Peter Andrew Johnson and Melissa Kate Johnson	353,855 ORD
HNC Holdings Pty Ltd	HNC Holdings Pty Ltd	HNC Holdings Pty Ltd	2,625,000 ORD

6. Associates

Name and ACN/ARSN (if applicable)	Nature of association
Statsmin Nominees Pty Ltd ACN 001 652 900	By virtue of section 12(2)(b) of the <i>Corporations Act 2001 (Cth)</i> being associated with the persons who have issued a notice of intention to move a resolution to remove the directors of the Company pursuant to the Company's Constitution
Statsmin Nominees Pty Ltd ACN 001 652 900 in its capacity as trustee for the Statsmin Nominees Superannuation Fund	As above
Keith Robert Johnson	As above
Talager Pty Ltd ACN 073 771 294	As above
Paul Clark	As above
Melissa Kate Johnson	As above
Peter Andrew Johnson and Melissa Kate Johnson, in their capacity as trustees for the Peter and Melissa Johnson Superannuation Fund	As above
HNC Holdings Pty Ltd ACN 622 890 911	As above

7. Addresses

Name	Address
Statsmin Nominees Pty Ltd	31 Flemington Street Glenside SA 5065
Statsmin Nominees Pty Ltd in its capacity as trustee for the Statsmin Nominees Superannuation Fund	31 Flemington Street Glenside SA 5065
Keith Robert Johnson	31 Flemington Street Glenside SA 5065

Talager Pty Ltd	31 Flemington Street Glenside SA 5065
Paul Clark	PO Box 285 Dulwich Hill NSW 2203
Melissa Kate Johnson	70 Algernon Street Oatley NSW 2223
Peter Andrew Johnson and Melissa Kate Johnson, in their capacity as trustees for the Peter and Melissa Johnson Superannuation Fund	70 Algernon Street Oatley NSW 2223
HNC Holdings Pty Ltd	70 Algernon Street Oatley NSW 2223