



8 May 2019

Ms Lauren Osbich
Compliance Adviser, Listings Compliance
ASX
20 Bridge Street, Sydney NSW 2000

By email: ListingsComplianceSydney@asx.com.au

Attention: Lauren Osbich

Dear Lauren

Havilah Resources Limited ('HAV'): Non-Compliance with Listing Rules 3.1 and 15.7

We refer to your letter of 6 May 2019 alleging non compliance with Listing Rules 3.1 and 15.7 with respect to a post appearing on HotCopper on or around 8 April 2019.

We detail below our responses to your questions asked under the heading in your letter "Request for Information".

1." Does HAV consider the information in the Post attributed to Dr Giles to be information that a reasonable person would expect to have a material effect on the price or value of its securities?"

No

2. If the answer to question 1 is "no", please advise the basis for that view.

This information with respect to 65 percent Fe content and around 40 percent yield with respect to the Maldorky project has been announced to the market previously. Initially in a Quarterly report dated 29 November 2013 and most recently in the Company's 2018 Annual Report (refer pages 30 and 31) lodged with the ASX on 31 October 2018 and many times between those dates (eg Quarterly report dated 1 September 2014 and Annual Reports for 2014, 2015 and 2016).

The post covers public information on Havilah's Iron Ore projects generally, but the percent Fe and yield numbers refer specifically to the Maldorky project as referred to in the above prior releases and in the subsequent release of 24 April 2019.

3. Please explain how the information in the Announcement appeared in the Post.

The information is a quote from a shareholder who asked the question referred to in the post. Dr Giles responded based on current information that had been released to the market previously.

Dr Giles frequently receives questions from shareholders to which he endeavours to provide a constructive response while keeping within the requirements of the listing rules and the Company's policies.

4. What arrangements does HAV have in place to ensure compliance with Listing Rule 15.7?

Havilah has a Continuous Disclosure policy which is available on the Company's website.

It is currently reviewing its policies with a view to adopting best practice processes in dealing with disclosure and communication to the market and our shareholders.

The Company provides regular technical updates to the Board and Senior Executives These updates include such matters as directors' duties, ASX listing rules and company policies.

5. If the current arrangements are inadequate or not being enforced, what additional steps does HAV intend to take to ensure compliance with Listing Rule 15.7?

Havilah believes that its policies are adequate and are being adhered to. The Directors have however entered a process to review the Company's Governance processes which includes its policies with respect to disclosure and communication.

6. Please confirm that HAV's responses to the above have been authorised and approved under its published continuous disclosure policy or otherwise by its board or an officer of HAV with delegated authority from the board to respond to ASX on disclosure matters

The Company confirms that these responses have been approved by the Havilah Board.



Mr Simon Gray
Company Secretary

6 May 2019

Ms Claire Redman
Company Secretary
Havilah Resources Limited
164 Fullarton Rd
Glenside, SA, 5065

By email: claire.redman@havilah-resources.com.au

Dear Ms Redman

Havilah Resources Limited ('HAV'): Non-Compliance with Listing Rules 3.1 and 15.7

ASX refers to the following:

- A. HAV's announcement entitled "Iron Ore Scoping Study Update" lodged with ASX on 24 April 2019 (the "Announcement") in which HAV states on page 2:
- "An extensive metallurgical testing program was undertaken on Maldorky iron ore drillcore samples using a conventional processing circuit that included crushing and grinding followed by gravity and magnetic separation. Results to date have demonstrated the targeted product grade of 65% Fe and mass recovery level of 40% can be achieved, as well as a high total iron recovery of 85%. While the initial program was focused on the Maldorky deposit, diamond drillcore from Grants Basin is currently being tested to validate replication for both deposits."
- B. A post appearing on HotCopper on or around 8 April 2019, which attributes the following comment to Dr Chris Giles in relation to the Grants Basin iron ore: "...[o]ur previous work (which SIMEC is appearing to confirm) showed we could readily beneficiate to 65% Fe for around a 40% yield..." (the "Post").
- C. Listing Rule 3.1 which states:
- "Once an entity is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities, the entity must immediately tell ASX that information"*
- D. Listing Rule 15.7 which states:
- "An entity must not release information that is for release to the market to any person until it has given the information to ASX and has received an acknowledgment that ASX has released information to the market."*

Listing Rule 15.7 requires that a listed entity not release information which is for release to the market to any person (even on an embargoed basis) until it has given the information to ASX and received an acknowledgement that ASX has released it to the market.

As the Post contains information attributed to Dr Giles prior to the Announcement being released to ASX, it appears that HAV may have breached Listing Rules 3.1 and/or 15.7.

Request for Information

Having regard to the above, ASX asks HAV to respond separately to each of the following questions and requests for information:

1. Does HAV consider the information in the Post attributed to Dr Giles to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

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2. If the answer to question 1 is “no”, please advise the basis for that view.
 3. Please explain how the information in the Announcement appeared in the Post.
 4. What arrangements does HAV have in place to ensure compliance with Listing Rule 15.7?
 5. If the current arrangements are inadequate or not being enforced, what additional steps does HAV intend to take to ensure compliance with Listing Rule 15.7?
 6. Please confirm that HAV’s responses to the above have been authorised and approved under its published continuous disclosure policy or otherwise by its board or an officer of HAV with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **10 AM AEST Thursday, 9 May 2019**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, HAV’s obligation is to disclose the information “immediately”. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require HAV to request a trading halt immediately.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail at ListingsComplianceSydney@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to HAV’s obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. It should be noted that HAV’s obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Suspension

If you are unable to respond to this letter by the time specified above ASX will likely suspend trading in HAV’s securities under Listing Rule 17.3.

Regards

Lauren Osbich
Compliance Adviser, Listings Compliance (Sydney)