



Havilah Resources Limited

Share Purchase Plan

Share Purchase Plan – Offer

Eligible Shareholders have the opportunity to participate in the Offer by applying for up to \$30,000 worth of Shares without incurring brokerage, commissions, stamp duty or other transaction costs. Details of the Offer and how to participate are set out in these Terms and Conditions. Shares issued under the Offer will rank equally in all respects with all other Shares on issue as at the Issue Date and will carry the same voting rights, dividend rights and other entitlements as those Shares.

Share Purchase Plan – Key Dates

Event	Date
Record Date (being the business day prior to Havilah's announcement of the Plan)	13 November 2020
Opening Date	20 November 2020
Closing Date	4 December 2020
Announcement of results of the Plan	9 December 2020
Issue Date (ie. the date of issue of Shares under the Offer)	15 December 2020
Date on which Shares issued under the Offer are expected to commence trading on ASX	15 December 2020
Despatch of holding statements in respect of Shares issued under the Offer	End of December

Note: The Company reserves the right to vary the dates and times set out above subject to the Corporations Act and other applicable laws.

Registered Office: 107 Rundle Street, Kent Town, South Australia 5067

Chairman's letter

20 November 2020

Dear Shareholder

Havilah Resources Limited Share Purchase Plan

I am pleased to invite you to participate in the offer of fully paid ordinary shares (**Shares**) in Havilah Resources Limited ACN 077 435 520 (**Havilah** or the **Company**) under the share purchase plan (**Plan**) established by Havilah (**Offer**).

The Company is seeking to raise \$2,000,000 under the Offer. The Offer is not underwritten.

Overview of the Offer

The Offer provides you, as an 'Eligible Shareholder' of Havilah (subject to certain conditions), with an opportunity to acquire up to, in aggregate, \$30,000 of Shares in Havilah at an issue price of \$0.17 per Share (**Issue Price**).

The Issue Price represents a 14.1% discount to the volume-weighted average price of Shares traded on the ASX over the 15 trading days up to, and including, 11 November 2020, which was the last day of trading of Shares on the ASX prior to Havilah's announcement of the Plan. The Issue Price is the same as the issue price applicable to the placement to institutional and sophisticated investors (**Placement**), which was completed by Havilah on 13 November 2020 (refer to ASX announcement of 16 November 2020).

Havilah is seeking to raise \$2,000,000 under the Offer, however, the Company may, at its absolute discretion, scale back the number of Shares that will be allotted to individual Shareholders under the Plan and/or increase the size of the Plan. If applications are scaled back, excess funds will be returned to applicants without interest.

Participation in the Offer is optional and is open to 'Eligible Shareholders' who, as at the Record Date (7.00pm AEDT on 13 November 2020), were registered as holders of ordinary shares in Havilah and whose address on the share register is in Australia.

If an 'Eligible Shareholder' holds shares as a 'Custodian' (as that term is defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*) the Offer is also being made to the 'Custodian' and, subject to a number of conditions, the 'Custodian' has the discretion to extend the Offer to the relevant beneficiaries.

The Offer is being undertaken in conjunction with, and supplemental to, the Placement. In addition to funding the costs of the Offer and Placement, the proceeds of the Offer (along with the Placement) will be applied to fund:

- Ongoing feasibility study and permitting work to advance the West Kalkaroo gold starter open pit to the mine development stage.
- Resource delineation drilling at Grants Basin iron ore as part of a mining scoping study.
- Drilling additional open pit resources for pre-feasibility studies at Mutooroo.
- Drill testing of regional exploration targets.
- Tenement maintenance costs, including rentals and renewals.
- Working capital and funding the costs of the Placement and Plan.

Timing considerations

The Offer will be undertaken in accordance with the below timetable. However, Havilah reserves the right to vary the dates and times set out below subject to the Corporations Act and other applicable laws.

Event	Date
Record Date (the business day prior to Havilah's announcement of the Plan)	13 November 2020
Opening Date	20 November 2020
Closing Date	4 December 2020
Announcement of results of the Plan	9 December 2020
Issue Date (ie. the date of issue of Shares under the Offer)	15 December 2020
Date on which Shares issued under the Offer are expected to commence trading on ASX	15 December 2020
Despatch of holding statements in respect of Shares issued under the Offer	End of December

To participate in the Offer, you must pay via BPAY® either online or by telephone from your eligible Australian bank account.

Due to caution concerning public health and safety connected with the COVID-19 pandemic and widely reported delays in the postal system, Havilah will not be accepting cheque payments.

Further information

In accordance with the enclosed terms and conditions (**Terms and Conditions**), the Offer is non-renounceable and Shares in Havilah may be issued under the Offer only to the 'Eligible Shareholder' to whom they are offered.

Further details in relation to the Offer are set out in the accompanying documentation, including the Terms and Conditions.

In deciding whether to participate in the Offer, you should seek your own independent financial, legal and taxation advice in respect of the Offer. No cooling off regime applies to the acquisition of ordinary shares in Havilah under the Offer.

On behalf of the Board, I thank you for your continued support of Havilah and I invite you to consider participating in the Offer.

Yours faithfully



Simon Gray
Chairman
Havilah Resources Limited

Questions and answers

Question	Answer
What is the Share Purchase Plan?	<p>The Plan is an opportunity for Eligible Shareholders to purchase additional Shares without brokerage, commissions or other transaction costs.</p> <p>All Shares issued to you under the Plan will rank equally with your existing fully paid Shares and will carry the same voting rights and other entitlements.</p>
Am I eligible to participate?	<p>You are eligible to participate if you fulfil the criteria set out in section 2 of the Terms and Conditions.</p> <p>For you to be eligible to participate in the Offer, you must have been a holder of Havilah shares at 7.00pm (AEDT) 13 November 2020 (Record Date) with a registered address in Australia or New Zealand.</p> <p>Certain Eligible Shareholders who are custodians holding Shares on behalf of certain beneficiaries are also able to participate in the Plan in accordance with the Terms and Conditions.</p>
Do I have to participate?	<p>No. Participation in the Plan is entirely voluntary.</p> <p>If you do not wish to participate in the Plan, no action is required on your part.</p> <p>Before you apply for Shares, Havilah recommends you seek independent financial advice from your stockbroker, accountant or other professional adviser, and you monitor the price of the Shares (which are quoted on the financial pages of major metropolitan newspapers and on the ASX website).</p> <p>This booklet does not purport to contain all of the information that you need to make an investment decision.</p>
Are there any risks in participating in the Plan?	<p>There are risks associated with holding Shares and participating in the Plan.</p> <p>These risks are summarised in section 10 of these Terms and Conditions. Eligible Shareholders are encouraged to read these risks carefully before deciding to apply for Shares under the Plan.</p> <p>In addition, there is a risk that the Issue Price may differ from the market price of Shares on the day Shares are issued or allotted to you under the Plan. The market price or value of Shares is subject to market volatility. It may be higher or lower, at any time, than the Issue Price of the Shares you receive.</p>
Can I transfer my entitlement to participate?	<p>If you are eligible to participate in the Offer, you cannot transfer your right to purchase Shares under the Offer to anyone else.</p>
What is the Issue Price of the Shares under the Plan?	<p>The Issue Price of each Share issued under the Offer will be \$0.17 per Share, being the same price as Shares issued under the Placement, the completion of which was announced by Havilah on 16 November 2020.</p> <p>The Issue Price represents a 14.1% discount to the volume-weighted average price of Shares traded on ASX over the 15 trading days up to, and including, 11 November 2020, which was the last day of trading of Shares on ASX prior to Havilah's announcement of the Plan on 16 November 2020.</p>
How many Shares can I apply for under the Plan?	<p>If you are an Eligible Shareholder, you are entitled to contribute a set amount of \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000 in applying for Shares under the Offer, regardless of the number of Shares you currently hold. These amounts may be subject to scale back.</p> <p>If you receive more than one copy of this booklet, or you hold Shares in more than one capacity (e.g. because you are both a sole and joint holder of Shares), the maximum amount you may apply to invest under the Plan in all capacities, and in aggregate, is \$30,000. By applying to purchase Shares under the Plan, you certify you have not exceeded this \$30,000 limit.</p> <p>If the Issue Price cannot be divided into \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000, to give a whole number of Shares, there will be rounding down of the number of Shares. By applying to purchase Shares under the Plan, you acknowledge that any remaining balance of your payment arising from any rounding down will be deemed to form part of the aggregate Issue Price for the Shares. You will not receive a refund for this amount which will always be less than the Issue Price of one Share.</p>
What will happen if the Plan is oversubscribed?	<p>The Plan aims to raise \$2,000,000. Havilah may, at its absolute discretion, scale back the number of Shares that will be allotted to individual Shareholders under the Plan and/or increase the size of the plan. If this happens you may be allocated Shares to a value which is less than the value of Shares that you applied for and the difference will be refunded to you.</p>

Question	Answer
How do I apply?	<p>To apply for Shares under the Offer:</p> <p>Pay by BPAY®</p> <p>Apply for Shares by making a payment of \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000, using the BPAY® facility provided by your bank as per the instructions on the Application Form. If you make a payment by BPAY®, you will be deemed to have completed an Application Form accepting Shares to the value of \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000. You do not need to return the Application Form.</p> <p>You will not be able to withdraw or revoke your Application once you have made a payment by BPAY®.</p> <p>Due to caution concerning public health and safety connected with the COVID-19 pandemic and widely reported delays in the postal system, Havilah <u>will not be accepting cheque payments</u>.</p>
Can I apply for Shares under the Plan if my Shares are held by a custodian, trustee or nominee?	<p>If you are beneficiary of Shares held by a custodian, trustee or nominee, and you reside in Australia or New Zealand, you may be eligible to participate in the Plan through your Custodian, subject to the requirements set out in section 3.2 of the Terms and Conditions.</p>
How long is the Plan open for?	<p>The Plan opens at 9.00am (AEDT) on 20 November 2020 and closes at 5.00pm (AEDT) on 4 December 2020.</p> <p>If you want to participate you should ensure that Computershare receives payment in cleared funds by no later than 5.00pm (AEDT) on 4 December 2020 (the Closing Date for the Plan).</p>
Do I have a guaranteed allocation of Shares under the Plan?	<p>No.</p> <p>Havilah reserves the right (at its absolute discretion) to scale back applications under the Plan. If this happens, you may be allocated fewer Shares than the Parcel of Shares for which you applied, and you will be refunded the difference in the application amount (without interest payable on funds prior to your refund).</p>
What is the market price of Shares?	<p>The market price of Havilah Shares can be found on the ASX website using the stock code 'HAV'. Information is also available in the financial pages of major metropolitan newspapers.</p>
What will funds raised under the Plan be used for?	<p>Proceeds of the Offer will be applied to fund:</p> <ul style="list-style-type: none"> • Ongoing feasibility study and permitting work to advance the West Kalkaroo gold starter open pit to the mine development stage. • Resource delineation drilling at Grants Basin iron ore as part of a mining scoping study. • Drilling additional open pit resources for pre-feasibility studies at Mutooroo. • Drill testing of regional exploration targets. • Tenement maintenance costs, including rentals and renewals. • Working capital and funding the costs of the Placement and Plan.
Further assistance:	<p>If you have any questions in relation to the Plan please call your stockbroker, accountant or other professional advisor. If you require further information please contact the Company on +61 8 7111 3627.</p>

Terms and conditions

1. Establishment

The Plan is established pursuant to *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* and in accordance with ASIC Regulatory Guide 125 and the ASX Listing Rules. *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* grants relief from the requirement to prepare a prospectus for the offer of Shares under the Plan, subject to the satisfaction of certain conditions.

2. Participation

The Board may make offers under the Plan to all persons who, as at the Record Date, are Eligible Shareholders.

You are eligible to participate in the Offer (an **Eligible Shareholder**) if you were a registered holder of Shares at the Record Date (7.00pm AEDT on 13 November 2020) with a registered address in Australia or New Zealand (as shown on Havilah's share register) unless:

- (a) you hold Shares on behalf of another person who resides outside Australia or New Zealand in which case you will not be eligible to participate in respect of the Shares of that person unless participation complies with all applicable foreign laws; or
- (b) you are, or are acting for the account or benefit of, a U.S. Person as defined in Regulation S under the US Securities Act of 1933, as amended (**U.S. Person**).

Havilah has determined that it is not practical for a holder of Shares with a registered address (as shown on Havilah's share register) in any jurisdiction other than Australia or New Zealand to participate in the Offer. No Offer is made to persons who are not Eligible Shareholders.

Participation in the Offer by Eligible Shareholders is optional and is subject to these Terms and Conditions.

3. Offer

3.1 Nature of offer

The Offer is non-renounceable and Shares may be issued under the Plan only to the Eligible Shareholder to whom they are offered.

The Offer will be made on the same terms and conditions to each Eligible Shareholder. For the avoidance of doubt, all Eligible Shareholders will receive the same offer, irrespective of the number of Shares which they hold on the Record Date.

3.2 Plan participation rules

The following rules apply to participation by Eligible Shareholders.

Single holders

Unless a holder is a Custodian, each Eligible Shareholder is entitled to apply under the Offer to purchase a Parcel of Shares valued at \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000 (irrespective of whether the holder receives multiple offer documents under the Plan, for example, due to multiple registered sole or joint holdings), subject to the holder certifying that the total of the application price for the following does not exceed \$30,000:

- (a) the Shares the subject of the application;
- (b) any other Shares applied for by the holder under the Plan or any similar arrangement in the 12 months before the application;
- (c) any other Shares which the holder has instructed a Custodian to acquire on their behalf under the Plan; and
- (d) any other Shares issued to a Custodian under an arrangement similar to the Plan in the 12 months before the application as a result of an instruction given by the holder to the Custodian or another Custodian which resulted in the holder holding beneficial interests in the Shares.

By completing and submitting an application for Shares under the Offer, a holder certifies the above.

Joint holders

Unless a holder is a Custodian, if an Eligible Shareholder is recorded with one or more other persons as a joint holder of Shares, that joint holding is considered to be a single registered holding for the purpose of the Plan and

certifications or representations given by a joint holder are taken to have been given by all joint holders. Joint holders are only entitled to participate in the Offer in respect of that single holding. If the same joint holders receive more than one offer document under the Plan due to multiple identical holdings, the joint holders may only apply for one maximum amount of \$30,000 worth of Shares.

Custodians

If an Eligible Shareholder holds Shares as a Custodian, the Offer is made to the Custodian and, subject to a number of conditions, the Custodian has the discretion to extend the Offer to the Beneficiaries. The Custodian may apply for up to a maximum amount of \$30,000 worth of Shares in respect of each Beneficiary, however, Havilah will not allocate Shares under the Offer to the Custodian unless the Custodian certifies the matters set out in paragraph 8 of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* in a Custodian Certificate, which it will need to provide to Computershare in conjunction with its application.

Custodians wishing to participate in the Offer on behalf of one or more Beneficiaries should contact Computershare to obtain further information on how to apply and how to obtain a Custodian Certificate. If a Custodian holds Shares jointly on behalf of two or more Beneficiaries, the \$30,000 limit applies jointly in relation to those Beneficiaries as if the Custodian held the Shares on behalf of a single person.

To the extent that a Custodian holds Shares on behalf of a Beneficiary resident outside of Australia and New Zealand and which is not a U.S. Person, it is the responsibility of the Custodian to ensure that any acceptance complies with all applicable foreign laws.

A Custodian must not participate in the Plan if their participation in the Plan would breach *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.

3.3 Other terms

The Offer opens at 9.00am (AEDT) on 20 November 2020. Under the Offer you may apply for shares up to a maximum of \$30,000 (subject to scale back described further below). The Offer will be made subject to any other terms and conditions that the Board thinks fit.

4. Issue Price

Shares will be issued under the Offer at an issue price of \$0.17 per Share (**Issue Price**), being the same price as Shares issued under the Placement, which was announced by Havilah on 16 November 2020. The Issue Price represents:

- A 19% discount to the closing price of Shares traded on ASX on 11 November 2020, which was the last day of trading of Shares on ASX prior to Havilah's announcement of the Plan on 16 November 2020.
- An 18.6% discount to the volume-weighted average price of Shares traded on ASX over the 5 trading days up to, and including, 11 November 2020.
- A 14.1% discount to the volume-weighted average price of Shares traded on ASX over the 15 trading days up to, and including, 11 November 2020.

Important Note: Shareholders should note that there is a risk that the market price of Shares may change between the date of the Offer and the date on which Shares are issued pursuant to the Plan. This means it is possible that, between the time you make your application and the date on which Shares are issued pursuant to the Plan, you may be able to buy Shares at a lower price than the Issue Price. No cooling-off regime applies in relation to the application for or acquisition of Shares under the Plan.

The Board recommends that you monitor the Share price and any Havilah announcements on ASX's website at www.asx.com.au.

5. Costs of participation

No brokerage, commissions, stamp duty or other transaction costs will be payable by Eligible Shareholders in respect of the application for, and issue of, Shares under the Plan.

6. Acceptance of Offer

6.1 Payment method

If you wish to participate in the Offer, you must make payment by BPAY®.

Payment by BPAY®

For Eligible Shareholders with an Australian bank account, you may apply for Shares under the Offer by making a BPAY® payment on the internet or by telephone by using the personalised customer reference number shown on your Application Form which is required to identify your holding.

By paying for Shares via BPAY® you do not need to return your Application Form, but are taken to make the certifications and representations described in these Terms and Conditions and the Application Form. However, Custodians applying for Beneficiaries must still complete and return a Custodian Certificate.

Payment must be received by no later than 5.00pm (AEDT) on the Closing Date. You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY® are received by the Closing Date.

6.2 Further information

Due to caution concerning public health and safety connected with the COVID-19 pandemic and widely reported delays in the postal system, Havilah will not be accepting cheque payments.

For the avoidance of doubt, applications must be received by the Closing Date. Applications received after that time will not be accepted.

If you have more than one holding of Shares and consequently receive more than one Application Form, when applying for Shares in respect of one of those shareholdings you must only use the customer reference number specific to that shareholding as set out in the relevant Application Form. Do not use the same customer reference number for more than one of your shareholdings. This can result in your application monies being applied to your application in respect of only one of your shareholdings (with the result that any application in respect of your remaining shareholdings will not be recognised as valid).

If one or more Applications are received under the Plan from an Eligible Shareholder in relation to Shares with a value greater than \$30,000 in any 12 month period, the Shareholder will be issued with the maximum number of Shares permitted by the Plan and the terms of the Offer. Any excess subscription monies will be refunded to the Eligible Shareholder (without interest) as soon as reasonably practicable following allocation.

If an Eligible Shareholder subscribes for an amount which is not exactly divisible by the Issue Price, in calculating the number of Shares to be issued, all fractional entitlements will be rounded down to the nearest whole number of Shares. Havilah will not refund any resulting small excess in subscription monies (ie. \$0.17 or less) which will be deemed to form part of the aggregate Issue Price for the Shares.

6.3 Board discretion

Notwithstanding any other provision of these Terms and Conditions, the Board may, at its absolute discretion, accept, reject, correct or amend your application for Shares under the Offer, including, without limitation, if:

- (a) the BPAY® payment received in respect of your application is for less than the full, requisite amount; or
- (b) the Board is not reasonably satisfied that you are an Eligible Shareholder.

7. Amount to be raised and scale back

The Company seeks to raise \$2,000,000 through the Plan. The Company, however, reserves its absolute discretion regarding the final amount raised under the Plan subject to the ASX Listing Rules. Subject to complying with applicable laws and *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*, Havilah reserves the right to close the Offer early or to scale back applications in its sole and absolute discretion.

If applications from Eligible Shareholders for participation in the Plan in aggregate exceed \$2,000,000 or such other limit as determined by the Board, the Board will scale back applications to the extent and in the manner that the Board sees fit, including by taking into account the size of an Eligible Shareholder's holding as at the Record Date.

If there is a scale back, Eligible Shareholders may receive less Shares than the number of Shares for which they applied. If a scale back produces a fractional number of Shares when applied to a particular parcel, the number of Shares allocated to an Eligible Shareholder will be rounded down to the nearest whole number of Shares.

In the event of a scale back, the difference between the application monies received, and the number of Shares allocated to you under the Offer multiplied by the Issue Price, will be refunded to you, without interest, as soon as reasonably practicable following allocation.

8. Issue of Shares

Havilah intends to issue Shares pursuant to the Offer on the Issue Date (15 December 2020).

All Shares issued under the Plan will rank equally in all respects with all other Shares on issue as at the date of issue and will carry the same voting rights, dividend rights and other entitlements as those Shares.

Havilah will apply for Shares issued under the Plan to be quoted on ASX. It is expected that they will be quoted on ASX shortly after the Issue Date.

Havilah will, within the period required by the ASX Listing Rules, send Eligible Shareholders, whose application has been accepted by the Board, a holding statement in respect of any Shares issued to them under the Plan.

9. Shortfall

The Plan is not underwritten.

Havilah reserves its right to place any Shortfall under the Plan at a price not less than the Issue Price in accordance with its share issue capacity under the ASX Listing Rules and provided that the Company makes the issue within 3 months after the close of the Offer.

10. Risk factors

Prior to deciding whether to apply for Shares under the Plan, Eligible Shareholders should read this document in its entirety and review all announcements made by the Company to the ASX in order to gain an understanding of the Company, its activities, operations, financial position and prospects.

The risks included in this Section are general and specific risks identified by the Board as being relevant to the Company and its operations as at the date of this document and reasonably anticipated by the Board. It is important to note that the risks listed in this Section are not an exhaustive list of the risks relevant to the Company.

Shareholders are strongly encouraged to:

- (a) rely on their own knowledge of the Company;
- (b) refer to disclosures made by the Company to ASX; and
- (c) consult their independent professional advisers,

before deciding whether to apply for Shares.

Announcements made by the Company to ASX are available from the ASX website www.asx.com.au.

The risks described in this Section may impact upon the Company's future performance, so the Company and its Board has endeavoured (and will continue to do so) to take steps to safeguard the Company from, and to mitigate the Company's exposure to, these risks.

There are a number of risk factors which may affect the future operating and financial performance and financial position of Havilah along with the trading price of the Shares and dividends (if any) paid on them in the future. These risks are identified below. Eligible Shareholders are encouraged to read these risks carefully before deciding to apply for Shares under the Plan.

Specific risk factors

Exploration risk

Key to Havilah's financial performance is to have success in exploring for and locating commercial mineral deposits. Exploration is subject to technical risks and uncertainty of outcome.

Havilah may not find any or sufficient reserves and resources to commercialise which would adversely impact the financial performance of Havilah.

Development risk

In the event that Havilah is successful in locating mineral deposits through exploration, or purchases a development project, then that development could be delayed or unsuccessful for a number of reasons including extreme weather, unanticipated operational occurrences, failure to obtain necessary approvals, insufficient funds, a drop in commodity prices, supply chain failure, unavailability of appropriate labour, or an increase in costs. If one or more of these occurrences has a material impact, then Havilah's operational and financial performance may be negatively affected.

COVID-19 risk

Havilah has observed that in response to COVID-19 (the coronavirus disease 2019) a growing number of governments globally are imposing restrictions on the movement of its citizens and limiting non-essential services and activities. Governments around the world are also recommending or enforcing restrictions on domestic and international travel in order to slow the spread of COVID-19. Given the high degree of uncertainty surrounding the extent and duration of COVID-19, it is not currently possible to assess the full impact of COVID-19 on Havilah's business. However, a prolonged reduction in activity across key markets may impact on the demand and price for commodities (including gold) and Havilah's performance. A number of aspects of Havilah's business may also be directly or indirectly impacted by government, regulatory or health authority actions, work stoppages, lockdowns, quarantines and travel restrictions associated with COVID-19, including disruption to availability of equipment, materials and workforce required for exploration and production activities.

Completion of Offer risk

There is no guarantee that all the Shares under this Offer will be taken up by Eligible Shareholders. In addition, the Board may also not be able to place some or all of any Shortfall under this Offer. Accordingly, the Company may not raise all of the funds proposed to be raised under the Offer. This may have an adverse effect on the Company's ability to achieve its strategic goals.

Dilution risk

The Offer will result in the issue of new ordinary shares. If you do not participate in the Offer, your percentage holding in the Company (held at the Record Date) may be reduced by the take up of Shares by other Shareholders. The extent of dilution will depend upon the extent to which the Offer is taken up, resulting in an increase in the Company's issued share capital.

Speculative investment risk

There are risks associated with an investment in Shares and the risks identified here are not an exhaustive list. As a Shareholder, you will continue to be exposed to such risks. There may also be additional risks and uncertainties not currently known which may have an adverse effect on Havilah's business and the value of the Shares. Where possible, Havilah will seek to minimise its exposure to, and mitigate the effects of, these risks. However, certain risks relate to matters that are outside the control of Havilah, and there can be no assurance that any steps that Havilah takes will successfully protect it from any particular risk.

The risks identified do not take into account the investment objectives, financial situation, tax position or other circumstances of any particular Shareholder. Any investment in Havilah should be considered speculative. Shareholders should have regard to their own investment objectives and financial circumstances and seek professional advice from their legal, financial or other independent professional adviser before determining whether or not to participate in the Plan.

Operational risk

Adverse weather condition events, unforeseen increases in establishment costs, mechanical failures, human errors, industrial disputes or encountering unusual or unexpected geological formations and other unforeseen events, could lead to increased costs or delay to Havilah's activities and exploration programs, or restrictions on its ability to carry out its present exploration programs. Havilah will mitigate this risk by, amongst other things, taking out appropriate insurance in line with industry practice.

Reserves and resources risk

Estimating reserves and resources are subject to significant uncertainties associated with technical data and the interpretation of that data, future commodity prices, and development and operating costs. There can be no guarantee that Havilah will successfully produce the tonnage of minerals that it estimates as reserves, or that resources will be successfully converted to reserves. Estimates may alter significantly or become more uncertain when new information becomes available, for example additional drilling results. As estimates change, potential development and production plans may also vary. Downward revision of reserves and resources estimates may adversely affect Havilah's operational or financial performance.

Commodity price risk

The price at which Havilah can sell its product will have a material influence on the financial performance of the Company. It is impossible to predict future commodity prices with confidence and the factors which impact it include, but are not limited to, global political situations, military conflicts, technological changes, output controls and global commodity consumption, which are all outside the control of Havilah. A material and extended fall in realised commodity prices may have an adverse impact on the Company's financial performance, including potentially a reduction in the quantity of stated reserves.

Access to funding for operations risk

Exploration and development require significant capital and operational expenditure. To deliver future growth, Havilah may require funding for future commitments. There can be no assurance that the Company will be able to obtain funding as and when required on commercially acceptable terms, or at all. Failure to obtain funding on a timely basis and on reasonably acceptable terms may also cause Havilah to miss out on new opportunities, delay or cancel projects, or to relinquish or forfeit rights in relation to the Company's assets, adversely impacting its operational and financial performance.

Regulatory risk

Havilah's assets are in Australia. The enactment of new legislation or adoption of new requirements of a governmental authority may restrict or affect Havilah's right to conduct exploration and development or the manner in which such activities can be conducted. The Australian political situation may also adversely affect the country's investment environment.

Counterparty exposure and joint ventures risk

The financial performance of the Company is subject to its various counterparties or joint venture partners continuing to perform their respective obligations under various contracts. If one of its counterparties or joint venture partners fails to adequately perform their contractual obligations, this may result in loss of earnings, termination of particular contracts, disputes and/or litigation of which could impact on the Company's financial performance.

Key person dependence risk

The future success of the Company depends, to a significant extent, upon the continued services of the members of the management team of the Company. There can be no assurance that the Company will be able to retain or hire all personnel necessary for the development and operation of its business. The loss of senior managers could harm the Company's business and its future prospects.

General risk factors

Prospective investors should also consider the following general risks associated with investments in equity capital such as Shares:

- Investment risks, such as changes in the Company's own assessment of the economics of developing its assets or the market perception of the value of the Company's assets and shares;
- Share market and liquidity risks involved in the listing and trading of shares on the ASX;
- Economic, political and social factors, including activism and pandemics, and the effect on the market price of shares of movements in equities markets, commodity prices, currency fluctuations and interest rates, and local and global political and economic conditions;
- Epidemics and pandemics such as COVID-19;
- Geopolitical instability, including international hostilities and acts of terrorism, the response to COVID-19 and travel restrictions;
- Circumstances requiring Havilah to change its strategy;
- Detailed negotiations with Native Title holders being unfavourable or unsuccessful;
- The Australian economy deteriorating (including, the adverse impacts of, and the responses to, COVID-19); and
- Stock market sentiment fluctuations impacting on the Havilah share price.

11. Acknowledgements

If you participate in the Offer by submitting a BPAY® payment, you will be deemed to have represented on behalf of each person on whose account you are acting that:

- (a) you acknowledge that you are, and each person on whose account you are acting is, an Eligible Shareholder;
- (b) you agree that your application is made on, and you agree to be bound by, these Terms and Conditions and the terms and conditions set out in the Application Form and Havilah's constitution;
- (c) your application is irrevocable and unconditional;
- (d) the Company may in its sole and absolute discretion scale back any application and/or participation in the Plan to the extent and in the manner it sees fit;
- (e) if there is a scale back (at the Company's sole and absolute discretion) you may receive less than the number of Shares for which you have applied;
- (f) if your application results in a fractional number of Shares, the number of Shares you will be allotted (subject to the other terms of the Offer, including in relation to any scale back) will be rounded down to the nearest whole number of Shares;
- (g) the Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (**US Securities Act**) or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand and accordingly, the Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
- (h) you have not and will not send any materials relating to the Offer to any person in the United States or that is, or is acting for the account or benefit of a U.S. Person;
- (i) that the total of the application price for the following does not exceed \$30,000:
 - (i) the Shares the subject of the application;
 - (ii) any other Shares applied for by the holder under the Plan or any similar arrangement in the 12 months before the application;
 - (iii) any other Shares which the holder has instructed a Custodian to acquire on their behalf under the Plan; and
 - (iv) any other Shares issued to a Custodian under an arrangement similar to the Plan in the 12 months before the application as a result of an instruction given by the holder to the Custodian or another Custodian which resulted in the holder holding beneficial interests in the Shares;
- (j) you are in compliance with all relevant laws and regulations (including, without limitation, section 1043A of the *Corporations Act 2001* (Cth) (insider trading) and laws and regulations designed to restrict terrorism financing and/or money laundering);
- (k) you are not a 'designated person' or 'designated entity' (or other like term) for the purpose of any domestic or international law or regulation implementing United Nations sanctions; and
- (l) you acknowledge that the market price of Shares may change between the date of the Offer and the date on which Shares are issued pursuant to the Plan; and that the price you pay per Share pursuant to the Offer may exceed the market price of the Shares at the time the Shares are issued, or otherwise allocated, to you under the Offer.

12. Miscellaneous

12.1 Amendment, suspension and termination of the Plan

The Board may, in its discretion, amend, suspend or terminate the Plan at any time and adopt any administrative procedures it thinks appropriate in relation to the Plan. Havilah will notify ASX of any amendment, suspension or termination of the Plan, but failure to do so will not invalidate the amendment, suspension or termination.

Without limiting any other provision of these Terms and Conditions, the Board may vary the timetable for the Offer, including the Closing Date.

Havilah may issue to any person fewer Shares than subscribed for under the Plan (or none at all), including, if Havilah believes that the issue of those Shares would contravene any law (in any jurisdiction) or the rules of any financial market on which Shares are quoted.

12.2 Administration and dispute resolution

Havilah's principal objective in administering the Plan is to facilitate participation consistent with compliance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* and all applicable laws and efficient administrative practices. The Board may adopt any administrative procedures it thinks appropriate (from time to time) in relation to the Plan.

Havilah may settle, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise under or in connection with the operation of the Plan, whether generally or in relation to any participant or class of participants, offer, application or Shares, and the decision of Havilah shall be conclusive and binding on all participants and other persons to whom the determination relates.

Havilah reserves the right to waive compliance with any provision of these Terms and Conditions.

12.3 Notices

Notices and statements to Eligible Shareholders may be given in any manner determined by the Board from time to time.

12.4 Privacy

- (a) Chapter 2C of the Corporations Act requires information about Shareholders (including name, address and details of the shares held) to be included in Havilah's public register. If a Shareholder ceases to be a Shareholder, Chapter 2C of the Corporations Act requires this information to be retained in Havilah's public register. These statutory obligations are not altered by the *Privacy Act 1988* (Cth) as amended.
- (b) Havilah may collect personal information to process your application and implement the Plan, and to administer your shareholding.
- (c) The personal information contained on Havilah's public register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to Shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.
- (d) The personal information Havilah collects may include your name, address, other contact details, bank account details and details of your Havilah shareholdings.
- (e) Shareholders who are individuals and the other individuals in respect of whom personal information is collected, as outlined above, have certain rights to access, correct or update the personal information held about them, subject to some exceptions allowed by law. Such individuals should contact Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (International) if they wish to request access to that personal information. Reasons will be given if access is denied.
- (f) Your personal information may be disclosed to joint investors, registry, to securities brokers, to third party service providers (including print and mail service providers, technology providers, and professional advisers), and to ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom Havilah will disclose your personal information may be located overseas.
- (g) The main consequence of not providing the personal information outlined in clauses 12.4(a) to 12.4(d) above would be that Havilah may be hindered in, or prevented from, processing your application, and from conducting and implementing the Plan.
- (h) Computershare's privacy policy is available on its website: www.computershare.com/au/privacy-policies.

12.5 No U.S. Securities Act registration

This document does not constitute an offer to sell, or the solicitation of an offer to buy, securities in the United States. The Shares have not been and will not be registered under the US Securities Act, or the securities laws of any state or other jurisdiction of the United States and may not be directly or indirectly, offered, sold or resold to:

- (a) a U.S. Person or a person acting for the account or benefit of a U.S. Person; or
- (b) a person within the United States or a person acting for the account or benefit of a person within the United States.

Because of these legal restrictions, and consistent with the representations contained in these Terms and Conditions and the Application Form, you must not:

- (c) send copies of these Terms and Conditions or any other material relating to the Offer to any person in the United States or who is, or is acting for the account or benefit of, U.S. Persons; or

- (d) submit an Application Form or make payment by BPAY® or otherwise for Shares for any person in the United States or who is, or is acting for the account or benefit of, U.S. Persons.

12.6 No financial product advice

Havilah is not licensed to provide financial product advice in relation to the Shares issued under the Plan or any other financial products. No cooling off regime applies in respect of the acquisition of Shares under the Plan (whether the regime is provided for by law or otherwise). Eligible Shareholders should obtain their own independent advice on whether or not to participate in the Plan.

12.7 Governing law

The Offer is governed by the law in force in South Australia. By accepting the Offer you submit to the non-exclusive jurisdiction of the courts of South Australia.

13. Glossary

Capitalised terms in these Terms and Conditions have the meaning set out below unless the context otherwise requires.

Application Form	means the personalised application form enclosed with these Terms and Conditions.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited or its financial market, the Australian Securities Exchange, as the context requires.
ASX Listing Rules	means the listing rules of ASX as they are amended from time to time.
Computershare	means Computershare Investor Services Pty Limited (ABN 48 078 279 277), the Company's share registrar.
Beneficiary	means a person who resides in Australia or New Zealand for whom a Custodian (being an Eligible Shareholder) held Shares on behalf of on the Record Date, and who is not, or is not acting for the account or benefit of, a U.S. Person.
Board	means the board of directors of Havilah from time to time.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Custodian	has the meaning given to that term in paragraph 4 of <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i> .
Custodian Certificate	means a certificate complying with paragraph 8 of <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i> .
Dollars or \$	means Australian dollars.
Eligible Shareholder	has the meaning given to that term in section 2 of these Terms and Conditions.
Issue Price	has the meaning given to that term in section 4 of these Terms and Conditions.
Offer	means the offer of Shares under the Plan to Eligible Shareholders.
Parcel	A parcel of Shares in respect of an amount of \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000, at the Issue Price.
Placement	means the placement to institutional and sophisticated investors which was completed by Havilah on 13 November 2020.
Plan	means the share purchase plan which is the subject of these Terms and Conditions.
Share	means a fully paid ordinary share in the capital of Havilah.
Shareholder	means a holder of one or more Shares.
Terms and Conditions	means these terms and conditions.
U.S. Person	has the meaning given in section 2 of these Terms and Conditions.
Havilah or Company	Havilah Resources Limited ACN 077 435 520.

For all enquiries:

Phone:

(within Australia) 08 7111 3627

(outside Australia) +61 8 7111 3627

Web:

www.investorcentre.com/contact

Make your payment:



See overleaf for details of the Offer and how to make your payment

Share Purchase Plan Application Form

 **Your payment must be received by 5.00pm (AEDT) Friday 4 December 2020**

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Havilah Resources Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Havilah Resources Limited new Shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the new Shares the subject of the payment slip overleaf; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment, does not exceed \$30,000.

Havilah Resources Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Havilah Resources Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Havilah Resources Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Havilah Resources Limited does not notify you of that event.

Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

Your payment must correspond to one of the parcels detailed overleaf. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Payment method is shown below.

BPAY®: See overleaf.

Note payment by cheque or cash is not accepted.

Receipts will not be forwarded. Funds cannot be debited directly from your account.

Share Purchase Plan Application Form

STEP 1

Registration Name & Offer Details



For your security keep your SRN/HIN confidential.

Registration Name:

Entitlement No:

Offer Details:

Record Date:

7.00pm (AEDT) 13 November 2020

Minimum value available to purchase:

\$2,500

Maximum value available to purchase:

\$30,000

STEP 2

Make Your Payment by 5.00pm (AEDT) Friday 4 December 2020

Make your payment via **BPAY** either online or by phone with your bank using the payment details below.

BPAY



Bill Code: 334946
Ref No:

Contact your financial institution to make your payment from your cheque or savings account.

Lodgement of Acceptance

Your payment must be received by no later than 5:00pm (AEDT) Friday 4 December 2020. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Havilah Resources Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuer (the **issuer**), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at www.computershare.com/au/privacy-policies.

Purchase Details for Havilah Resources Limited (choose one option)

\$2,500 worth of Shares OR \$5,000 worth of Shares OR \$10,000 worth of Shares

\$15,000 worth of Shares OR \$20,000 worth of Shares OR \$25,000 worth of Shares

\$30,000 worth of Shares

Entitlement No:



BPAY is the most efficient and secure form of payment. Your BPAY payment details are shown above.

Contact Name _____

Daytime Telephone _____