



Havilah Resources Limited

PO Box 3
Fullarton 5063
South Australia
phone 61 8 7111 3627
info@havilah-resources.com.au

ABN 39 077 435 520

The Manager
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

26 August 2024

Dear Sir/Madam,

Havilah Resources Limited (ASX Code: HAV)

Cleansing Notice – Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth) for a non-renounceable Entitlement Offer

This notice is given by Havilah Resources Limited ABN 39 077 435 520 (**Havilah** or **Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by the ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 (**ASIC Instruments**). Where applicable, references in this notice to sections of the Corporations Act are to those sections as modified by the ASIC Instruments.

The Company today will announce a non-renounceable pro-rata entitlement offer of approximately 22.6 million New Shares in the Company to raise up to approximately \$4.07 million (**Offer** or **Entitlement Offer**). The Offer is not underwritten.

Under the Offer, Eligible Shareholders of the Company, with a registered address in Australia and New Zealand and certain institutional or sophisticated Shareholders in Jersey, or Singapore will be entitled to subscribe for 1 New Share for every 14 ordinary shares they hold in the Company as at 7:00pm (Adelaide time) on the record date, being Thursday, 29 August 2024. Each New Share issued under the Offer will be issued at an Offer Price of \$0.18. The Offer will open from 9:00am (Adelaide time) on Tuesday, 3 September 2024 and close 5:00pm (Adelaide time) on Monday, 16 September 2024, unless extended.

In addition to being able to apply for New Shares under the Offer, each Eligible Shareholder who takes up their full entitlement will be able to apply for Additional New Shares in the Company out of any New Shares for which subscriptions are not made (**Top-Up Facility**). No Eligible Shareholder may receive any New Shares which would result in the relevant Shareholder having voting power in Havilah in excess of 20% of the total issued share capital of Havilah. Havilah reserves the right to issue any Shortfall by way of the Top-Up Facility or by other means and reserves the right to satisfy Applications in the Top-Up Facility at its sole and complete discretion, including by applying any scale back mechanism.

With respect to the Offer, the Company confirms that:

- (a) the New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708AA(2)(f) of the Corporations Act as modified by the ASIC Instruments;
- (c) as at the date of this notice, the Company has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - (ii) sections 674 and 674A of the Corporations Act as they apply to the Company; and



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- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act that is required to be set out in this notice under section 708AA(7)(d) of the Corporations Act;
- (e) the potential effect that the Entitlement Offer will have on the control of the Company, and the consequences of that effect is summarised below and will depend on a number of factors, including Eligible Shareholder demand under the Entitlement Offer and the extent to which Eligible Shareholders take up New Shares under the Entitlement Offer and apply for Additional New Shares under the Top-Up Facility; and
- (f) given the structure of the Entitlement Offer, the potential effect that the issue of the New Shares will have on control of the Company is as follows:
 - (i) to the extent that an Eligible Shareholder fails to take up their entitlement under the Entitlement Offer, that Eligible Shareholder's percentage holding in the Company's Shares would be diluted by the issue of the New Shares relative to those who did take up their full entitlement (and those who acquire more New Shares than their entitlement);
 - (ii) Shareholders who are ineligible to participate in the Entitlement Offer will have their percentage holding in the Company's Shares diluted as a consequence of the issue of New Shares.
 - (iii) the Entitlement Offer will include a Top-Up Facility through which Eligible Shareholders who take up their entitlement in full are also able to participate in a further offer of Additional New Shares, being the New Shares that have been initially offered to Eligible Shareholders under the Entitlement Offer and have not been taken up by them;
 - (iv) it is not expected that the issue of New Shares under the Offer will have a material effect or consequence on the control of Havilah;
 - (v) the Directors of the Company will not otherwise exercise their discretion regarding allocation of any Shortfall in a manner likely to exacerbate a potential unacceptable control effect; and
 - (vi) it is not currently anticipated that any Shareholder of the Company will increase their relevant interest above 20% as a result of participating in the Entitlement Offer.
- (g) This notice was authorised for release by the Board of Havilah Resources Limited.

Yours faithfully,

Simon Gray
Company Secretary