

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Havilah Resources Limited

ABN

39 077 435 520

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 100,000 Fully paid ordinary shares. |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares ranking equally with existing listed fully paid ordinary shares from the date of allotment. |

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?	Fully paid ordinary shares rank equally with existing listed fully paid ordinary shares from the date of allotment.
	<p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	
5	Issue price or consideration	\$0.22 per fully paid ordinary share.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Exercise of unlisted options.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	No.
6b	The date the security holder resolution under rule 7.1A was passed	Not Applicable.
6c	Number of +securities issued without security holder approval under rule 7.1	Not Applicable.
6d	Number of +securities issued with security holder approval under rule 7.1A	Not Applicable.
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not Applicable.
6f	Number of +securities issued under an exception in rule 7.2	Not Applicable.

6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not Applicable.						
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not Applicable.						
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not Applicable.						
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	31 January 2017.						
8	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="837 1041 1141 1075">Number</th> <th data-bbox="1141 1041 1441 1075">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="837 1075 1141 1153">171,244,231</td> <td data-bbox="1141 1075 1441 1153">Fully paid ordinary shares</td> </tr> <tr> <td data-bbox="837 1153 1141 1240">33,074,493</td> <td data-bbox="1141 1153 1441 1240">Listed options</td> </tr> </tbody> </table>	Number	+Class	171,244,231	Fully paid ordinary shares	33,074,493	Listed options
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171,244,231	Fully paid ordinary shares							
33,074,493	Listed options							

+ See chapter 19 for defined terms.

	Number	+Class
9		Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)
	250,000	Contractor options expiring 30 June 2017 (Exercise price of \$0.21).
	250,000	Contractor options expiring 30 June 2017 (Exercise price of \$0.28).
	1,200,000	Employee options expiring 1 April 2018 (Exercise price of \$0.36).
	2,150,000	Employee options expiring 26 June 2018 (Exercise price of \$0.25).
	500,000	Contractor options expiring 30 June 2018 (Exercise price of \$0.54).
	3,600,000	Director options expiring 15 December 2018 (Exercise price of \$0.36).
	50,000	Employee options expiring 1 May 2019 (Exercise price of \$0.38).

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No specific policy.
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Part 2 - Pro rata issue

11	Is security holder approval required?	Not Applicable.
12	Is the issue renounceable or non-renounceable?	Not Applicable.
13	Ratio in which the +securities will be offered	Not Applicable.
14	+Class of +securities to which the offer relates	Not Applicable.
15	+Record date to determine entitlements	Not Applicable.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not Applicable.
17	Policy for deciding entitlements in relation to fractions	Not Applicable.

18	Names of countries in which the entity has security holders who will not be sent new offer documents	Not Applicable.
	Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	Not Applicable.
20	Names of any underwriters	Not Applicable.
21	Amount of any underwriting fee or commission	Not Applicable.
22	Names of any brokers to the issue	Not Applicable.
23	Fee or commission payable to the broker to the issue	Not Applicable.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not Applicable.
25	If the issue is contingent on security holders' approval, the date of the meeting	Not Applicable.
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not Applicable.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not Applicable.
28	Date rights trading will begin (if applicable)	Not Applicable.
29	Date rights trading will end (if applicable)	Not Applicable.
30	How do security holders sell their entitlements <i>in full</i> through	Not Applicable.

+ See chapter 19 for defined terms.

- a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Issue date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ⁺Securities described in Part 1

(b) All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories

- 1 - 1,000
- 1,001 - 5,000
- 5,001 - 10,000
- 10,001 - 100,000
- 100,001 and over

37 A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	Not Applicable.	
39	+Class of +securities for which quotation is sought	Not Applicable.	
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	Not Applicable.	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	Not Applicable.	
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	+Class
		Not Applicable.	

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

+ See chapter 19 for defined terms.

- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Date: 31 January 2017
(CFO & Company Secretary)

Print name: Walter D. Richards

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