



Havilah Resources Limited plans to sequentially develop its portfolio of gold, copper, iron, cobalt, tin and other mineral resources in South Australia. Our vision is to become a new mining force, delivering value to our shareholders, partners and the community.

156 million Ordinary Shares -- 36 million Listed Options -- 5 million Unlisted Options



ASX Code: HAV

ASX and Media Release: 31 May 2015

QUARTERLY ACTIVITIES REPORT – PERIOD ENDING APRIL 2015

HIGHLIGHTS FOR QUARTER

- **Mining commences at the Portia gold project (see videos posted on website).**
- **Receipt of public comments for the Kalkaroo Copper-Gold project Mining Lease Proposal.**
- **An updated mining study released for the Kalkaroo Copper-Gold project.**
- **Final instalment on the Kalkaroo Station acquisition made.**
- **\$6 million facility mandate letter signed (after the end of the quarter).**

PORTIA GOLD PROJECT

The major achievement during the quarter was commencement of mining of the Portia open pit on 30 March. The mine was started on budget and on time.

Prior to this, Havilah's mining partners, Consolidated Mining & Civil Pty Ltd (CMC), had completed an intensive two and a half month period of site works that included:



1. Mobilisation of heavy earthmoving equipment to site (including one 250 tonne Hitachi excavator and five 100 tonne Caterpillar dump trucks).
2. Substantial access road upgrading.
3. Establishment of a 50 person camp and workshop facilities on site.
4. Re-establishment of a nearby airstrip.
5. Stripping of top soil and stockpiling for later rehabilitation purposes and other site layout work.



Havilah personnel in the meantime completed installation of de-watering pumps adjacent to the open pit and pipework connections to the re-injection well field. The dewatering/re-injection system was successfully commissioned and has performed generally in line with expectations. At this early stage, monitoring of water levels indicates that dewatering is proceeding more rapidly than predicted by the groundwater models.

KALKAROO COPPER-GOLD PROJECT

Public comment on the mining lease proposal document for the Kalkaroo Copper-Gold project was received and responses are currently being compiled by Havilah personnel.

Havilah's next regulatory step in the Kalkaroo mine permitting process is to produce a comprehensive Program for Environmental Protection and Rehabilitation (PEPR). Much of the information required for this document is already



included in the Mining Lease Proposal (MLP) document and will be supplemented with more detailed mine closure and rehabilitation plans. In parallel, the Company continues to advance metallurgical test work and process plant design and negotiation of a native title mining agreement with the Adnyamathanha people.

On 2 March 2015 Havilah released an updated mining study for Kalkaroo. The highlights of this study are:

- Targeting a mid-2016 go-ahead decision for the new Kalkaroo Copper-Gold mine near Broken Hill.
- Initial mine life up to 17.5 years (for lower capital start up)
- Projected annual production of up to 34,000 tonnes of copper and 108,000 oz gold.
- C1 Cash Costs for copper in the lowest quartile globally (due to appreciable gold credits).
- Conceptual financial models for both High Capital Start-Up (maximising project returns) and Lower Capital Start-Up (longer mine life) mining alternatives indicate robust economics at current metal prices.

Parameter	High Capital Start-up	Lower Capital Start-up
Mine life	14 years	17.5 years
Upfront capex (\pm 30%)	A\$340 M	A\$83 M
Annual metal production	34,000 tpa copper 108,000 oz gold	Rising to 35,000 tpa copper 106,000 oz gold from Year 6
Total site operating and copper transport and refining costs (per lb payable copper)	US\$2.47	US\$2.57
Gold revenue credit (per lb payable copper)	US\$1.89	US\$1.89
C1 Cash Cost (net of Au by-product credit and rounded)	US\$0.59	US\$0.69
Breakeven copper price (NPV=0 at a 10% discount rate)	US\$1.40 / lb	US\$1.65 / lb

Refer to ASX release 2/03/15. Financial model assumes US\$1,300 /oz Au & US\$2.80/lb Cu & AUD:USD 0.80. All the assumptions underpinning the information above continue to apply and have not materially changed. Molybdenum is an Inferred Resource and is not included in the modelling above, as there is a low level of geological confidence associated with the inferred mineral resource and there is no certainty that further exploration work will result in the determination of indicated mineral resources or that the production target relating to the inferred mineral resource itself will be realised.

Key milestones recently achieved have included:

- Removal of land access risk by acquisition of the surrounding 550 km² Kalkaroo Station.
- Major progress in mine permitting following submission and public exposure of a comprehensive MLP document for the Kalkaroo mining operation.
- Markedly improved gold recoveries in sulphide ores indicated by new metallurgical testing, potentially adding more than 300,000 ounces to total gold production.
- Many new economic grade ore intercepts that either confirm existing mineralization or indicate new mineralized positions outside of the current resource, based on additional drilling.



Given the favourable economics, Havilah continues to progress Kalkaroo on a number of fronts, including:

- Updated resource and mining model taking into account new drilling results and revised geological interpretations.
- Further metallurgical studies aimed at firming up processing plant design and costing.
- Negotiations towards a native title mining agreement.
- Compilation of a PEPR document which is required by the regulators as a pre-requisite to obtaining full mining approval.

It is planned to complete these activities over the next twelve months, which will further de-risk the project and assist Havilah in attracting the necessary mine development financing.

MALDORKY IRON ORE PROJECT

Except for ongoing work by a consultant in preparing a groundwater model, all other expenditure on this project was suspended during the quarter. The groundwater studies comprise an important component of the PEPR document, which is the key document required to obtain the final mining approval for Maldorky. Completion of this work now will allow Maldorky to achieve a mining ready status and be well positioned to commence mining when the iron ore cycle changes.

EXPLORATION

As previously advised, Havilah's exploration effort has been curtailed while focused on the Portia gold mine start-up and advancing permitting for its other projects and hence there are no new drilling results to report.

PROMOTION

Presentations on the new Portia gold mine were delivered at two public forums; both presentations are posted on the Company's website.

A research report on Havilah, prepared by a respected mineral resources analyst on behalf of Phillip Capital has assigned a twelve month price target of 55 cents per share, based almost entirely on discounted NPV's assigned to the Portia and Kalkaroo projects. The research report is available at:

http://www.havilah-resources.com.au/pdf/HAV_PCRR_18March2015f.pdf

During the quarter two videos related to the Portia mining activities were completed and have been posted on the "Videos" page on Havilah's website. One video provides a general overview of the Portia gold project, including clips of recent mining activities on site. The video is available at:

<https://www.youtube.com/watch?v=ExmfE3tyTgU&feature=youtu.be>

The other video is of an interview with Mr Steve Radford OAM, the Principal of Consolidated Mining & Civil Pty Ltd, Havilah's mining contracting partner at the Portia gold project. The video is available at:

<https://www.youtube.com/watch?v=bf1DgVImT9k&feature=youtu.be>



CORPORATE AND FINANCE

As at 30 April 2015 the Company had available funds of approximately \$1.0 million. Expenditure during the quarter was mainly directed towards commissioning of the dewatering infrastructure at the Portia project, and also on work related to mining approvals for the Kalkaroo Copper-Gold and Maldorky Iron Ore projects.

In April the Company also made the final payment on the financial arrangement associated with the purchase of the Kalkaroo Station.

On 22 May 2015 Havilah announced that it had executed a mandate letter with a major international resource bank to procure a \$6 million Loan Facility and Risk Management Facility ("Facilities"). The resource bank has commenced technical and credit due diligence to obtain credit approval for the Facilities. Subject to credit approval, financial close is expected to be in approximately 6 weeks, during which time the Facilities will be documented in accordance with an agreed term sheet.

The Loan Facility is to provide Havilah with stand-by funding for the Portia project while the proposed Risk Management Facility is to allow Havilah to hedge 10,000 ounces of gold production from the Portia mine to improve the certainty of cash flow from the project. Further details of the terms of the Facilities will be provided at the time of execution of final documentation.

Competent Persons Statement

The information in this announcement that relates to Exploration Targets, Exploration Results, Mineral Resources or Ore Reserves is based on data and information compiled by geologist, Dr Chris Giles, a Competent Person who is a member of The Australian Institute of Geoscientists. Dr. Giles is Managing Director of the Company and is employed by the Company on a consulting contract. Dr. Giles has sufficient experience, which is relevant to the style of mineralisation and type of deposit under consideration and to the activities being undertaken to qualify as a Competent Person as defined in the 2012 Edition of 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Dr. Giles consents to the inclusion in the announcement of the matters based on his information in the form and context in which it appears.

For further information visit www.havilah-resources.com.au

Contact: Dr Chris Giles, Managing Director, on (08) 8338-9292 or email: info@havilah-resources.com.au

Appendix 5B

Mining exploration entity quarterly report (Unaudited)

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10, 01/05/2013

Name of entity

Havilah Resources NL

ABN

39 077 435 520

Quarter ended ("current quarter")

30 April 2015

Consolidated statement of cash flows

Cash flows related to operating activities	Current quarter \$A'000	Year to date (9 months) \$A'000
1.1 Receipts from product sales and related debtors		
1.2 Payments for		
(a) evaluation	(179)	(2,017)
(b) development	(625)	(625)
(c) production	-	-
(d) administration	(293)	(749)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	23	78
1.5 Interest and other costs of finance paid	(9)	(22)
1.6 Income taxes paid	-	-
1.7 Other – Research & Development Tax Incentive	-	803
Net Operating Cash Flows	(1,083)	(2,532)
Cash flows related to investing activities		
1.8 Payment for purchases of:		
(a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	(11)	(2,158)
1.9 Proceeds from sale of:		
(a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	-	-
1.10 Loans to other entities	-	-
1.11 Loans repaid by other entities	-	-
1.12 Other (provide details if material)	-	-
Net investing cash flows	(11)	(2,158)
1.13 Total operating and investing cash flows (carried forward)	(1,094)	(4,690)

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(1,094)	(4,690)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	-	4,771
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	1,260
1.17	Repayment of borrowings	(791)	(1,270)
1.18	Dividends paid	-	-
1.19	Other (share issue costs)	(2)	(279)
	Net financing cash flows	(793)	4,482
	Net increase (decrease) in cash held	(1,887)	(208)
1.20	Cash at beginning of quarter/year to date	2,929	1,250
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	1,042	1,042

Payments to directors of the entity, associates of the directors, related entities of the entity and associates of the related entities

		Current quarter \$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	196
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Non-cash financing and investing activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

Provision for impairment of all the capitalised exploration expenditure (\$3.9 million) related to the Maldorky iron ore project due to the current decline in the price of iron ore.

- 2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

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Financing facilities available

Add notes as necessary for an understanding of the position.

	Amount available \$A'000	Amount used \$A'000
3.1 Loan facilities	-	-
3.2 Credit standby arrangements	-	-

Estimated cash outflows for next quarter

	\$A'000
4.1 Evaluation	370
4.2 Development	480
4.3 Production	-
4.4 Administration	200
Total	1,050

Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.

	Current quarter \$A'000	Previous quarter \$A'000
5.1 Cash on hand and at bank	134	102
5.2 Deposits at call	908	2,827
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	1,042	2,929

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

Changes in interests in mining tenements

	Tenement reference and location	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1	Interests in mining tenements relinquished, reduced or lapsed	Nil	Nil	Nil
6.2	Interests in mining tenements acquired or increased	EL5578	0%	100%

Issued and quoted securities at end of current quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

	Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1	-	-	-	-
7.2				
7.3	156,376,057	156,376,057	-	-
7.4				
7.5	-	-	-	-

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted	- -	- -	- -	- -
7.7	Options <i>(description and conversion factor)</i>	Listed 36,040,667 Unlisted 200,000 602,000 250,000 250,000 100,000 1,200,000 2,150,000	Employee Employee Contractor Contractor Employee Employee Employee	Exercise price 30 cents 98 cents 109 cents 21 cents 28 cents 22 cents 36 cents 25 cents	Expiry date 30 June 2017 23 February 2016 25 June 2016 30 June 2017 30 June 2017 18 August 2017 1 April 2018 25 June 2018
7.8	Issued during quarter	-	-	-	-
7.9	Exercised during quarter	Listed 2	2	30 cents	
7.10	Expired during quarter	Unlisted 200,000	-	76 cents	
7.11	Debentures <i>(totals only)</i>	-	-		
7.12	Unsecured notes <i>(totals only)</i>	-	-		

Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 5).
- 2 This statement does give a true and fair view of the matters disclosed.

Sign here: Date: 31 May 2015
(CFO & Company Secretary)

Print name: Walter D. Richards

+ See chapter 19 for defined terms.

Table 1: Summary of Tenements for Quarter Ending 30 April 2015 (ASX Listing Rule 5.3.3)

Location	Project Name	Tenement No.	Tenement Name	Registered Owner ¹	% Interest	Status
Tenements held during Quarter Ended 30 April 2015:						
South Australia	Curnamona Craton	EL4590	Mutooroo Mine	Havilah	100	Current
South Australia	Curnamona Craton	EL4591	Mundi Mundi	Havilah	100	Current
South Australia	Curnamona Craton	EL4592	Bonython Hill	Havilah	100	Current
South Australia	Curnamona Craton	EL4645	Kalkaroo	Havilah	100	Current
South Australia	Curnamona Craton	EL4646	Mutooroo West	Havilah	100	Current
South Australia	Curnamona Craton	EL4691	Mulyungarie	Havilah	100	Current
South Australia	Curnamona Craton	EL4704	Telechie North	Havilah	100	Current
South Australia	Curnamona Craton	EL4727	Oratan	Havilah	100	Current
South Australia	Curnamona Craton	EL4782	Benagerie	Havilah	100	Current
South Australia	Curnamona Craton	EL4806	Prospect Hill	Teale & Brewer ²	65	Current
South Australia	Curnamona Craton	EL4817	Border Block	Havilah	100	Current
South Australia	Curnamona Craton	EL4818	Mundaerno Hill	Havilah	100	Current
South Australia	Curnamona Craton	EL4940	Emu Dam	Havilah	100	Current
South Australia	Curnamona Craton	EL4967	Frome	Curnamona	100	Current
South Australia	Curnamona Craton	EL5049	Jacks Find	Curnamona	100	Current
South Australia	Curnamona Craton	EL5050	Kopi Flat	Curnamona	100	Current
South Australia	Curnamona Craton	EL5051	Thurlooka	Curnamona	100	Current
South Australia	Curnamona Craton	EL5052	Yalkalpo East	Curnamona	100	Current
South Australia	Curnamona Craton	EL5053	Billeroo	Curnamona	100	Current
South Australia	Curnamona Craton	EL5054	Moolawatana	Curnamona	100	Current
South Australia	Curnamona Craton	EL5106	Coonee	Curnamona	100	Current
South Australia	Gawler Craton	EL5107	Pernatty	Red Metal, Havilah ³	13.6	Current
South Australia	Curnamona Craton	EL5179	Cutana	Havilah	100	Current
South Australia	Curnamona Craton	EL5246	Chocolate Dam	Havilah	100	Current
South Australia	Curnamona Craton	EL5260	Cochra	Havilah	100	Current
South Australia	Curnamona Craton	EL5369	Lake Charles	Havilah	100	Current
South Australia	Curnamona Craton	EL5370	Yalkalpo	Curnamona	100	Current
South Australia	Curnamona Craton	EL5393	Mingary	Exco, Polymetals ⁴	0	Current
South Australia	Curnamona Craton	EL5396	Olary	Havilah	100	Current
South Australia	Curnamona Craton	EL5420	Lake Namba	Havilah	100	Current
South Australia	Curnamona Craton	EL5421	Swamp Dam	Havilah	100	Current
South Australia	Curnamona Craton	EL5422	Telechie	Havilah	100	Current
South Australia	Curnamona Craton	EL5423	Yalu	Havilah	100	Current
South Australia	Curnamona Craton	EL5448	Carnanto	Havilah	100	Current
South Australia	Curnamona Craton	EL5463	Prospect Hill South	Havilah	100	Current
South Australia	Curnamona Craton	EL5476	Lake Yandra	Havilah	100	Current
South Australia	Curnamona Craton	EL5478	Tarkarooloo	Havilah	100	Current
South Australia	Curnamona Craton	EL5488	Eurinilla	Havilah	100	Current
South Australia	Curnamona Craton	EL5505	Lake Frome	Havilah	100	Current
South Australia	Curnamona Craton	EL5578	Kalabity	Havilah	100	Current
South Australia	Gawler Craton	EL5579	Sandstone	Havilah	100	Current
South Australia	Curnamona Craton	EL5593	Billeroo West	Havilah	100	Current
South Australia	Portia	ML6346	Portia	Benagerie	100	Current
South Australia	Portia	MC4345	Portia	Benagerie	100	Current
South Australia	Kalkaroo	MC3826	Kalkaroo	Kalkaroo	100	Current
South Australia	Kalkaroo	MC3827	Kalkaroo	Kalkaroo	100	Current
South Australia	Kalkaroo	MC3828	Kalkaroo	Kalkaroo	100	Current
South Australia	Kalkaroo	MC4368	Kalkaroo	Kalkaroo	100	Current
South Australia	Kalkaroo	MC4369	Kalkaroo	Kalkaroo	100	Current
South Australia	Kalkaroo	MPLA T02680	Kalkaroo	Kalkaroo	100	Application
South Australia	Kalkaroo	MPLA T02978	Kalkaroo	Kalkaroo	100	Application
South Australia	Lilydale	MC4264	Lilydale	Lilydale	100	Current
South Australia	Lilydale	MC4265	Lilydale	Lilydale	100	Current
South Australia	Lilydale	MC4266	Lilydale	Lilydale	100	Current
South Australia	Lilydale	MC4267	Lilydale	Lilydale	100	Current
South Australia	Maldorky	MC4271	Maldorky	Maldorky	100	Current
South Australia	Maldorky	MC4272	Maldorky	Maldorky	100	Current
South Australia	Maldorky	MC4273	Maldorky	Maldorky	100	Current
South Australia	Maldorky	MC4274	Maldorky	Maldorky	100	Current
South Australia	Maldorky	MC4364	Maldorky	Maldorky	100	Current
South Australia	Mutooroo	ML5678	Mutooroo	Mutooroo	100	Current
South Australia	Mutooroo	MC3565	Mutooroo	Mutooroo	100	Current
South Australia	Mutooroo	MC3566	Mutooroo	Mutooroo	100	Current
South Australia	Oban	RL123	Oban	Oban	100	Current
South Australia	Frome	GEL181	Frome	Geothermal	100	Current
South Australia	Penola-Robe	GEL214	Penola-Robe	Geothermal	100	Current
South Australia	Lake Eliza	GEL498	Lake Eliza	Geothermal	100	Current

Tenements disposed during Quarter Ended 30 April 2015:

No tenements surrendered

Note 1

Havilah: Havilah Resources Limited
Curnamona: Curnamona Energy Limited, a wholly owned subsidiary of Havilah Resources Limited
Benagerie: Benagerie Gold Pty Ltd, a wholly owned subsidiary of Havilah Resources Limited
Kalkaroo: Kalkaroo Copper Pty Ltd, a wholly owned subsidiary of Havilah Resources Limited
Lilydale: Lilydale Iron Pty Ltd, a wholly owned subsidiary of Havilah Resources Limited
Maldorky: Maldorky Iron Pty Ltd, a wholly owned subsidiary of Havilah Resources Limited
Mutooroo: Mutooroo Metals Pty Ltd, a wholly owned subsidiary of Havilah Resources Limited
Oban: Oban Energy Pty Ltd, a wholly owned subsidiary of Havilah Resources Limited
Geothermal: Geothermal Resources Limited, a wholly owned subsidiary of Havilah Resources Limited
Exco, Polymetals: Exco Operations (SA) Ltd, Polymetals (White Dam) Pty Ltd
Red Metal: Red Metal Limited
Teale & Brewer: Adrian Mark Brewer, Teale and Associates Pty Ltd

Note 2

Agreement - farm-in to earn 85% interest in tenement

Note 3

Agreement - farm-in to dilute to 10%

Note 4

Agreement - farm-in to earn 75% interest in the rights to iron ore and associated minerals