



HAVILAH RESOURCES NL
ABN 39 077 435 520



Quarterly Activities Report - period ending April 2012

Havilah Resources (ASX: HAV)

Havilah Resources NL aims to become a significant new producer of copper, gold, cobalt and molybdenum from its 100% owned mineral discoveries :

Kalkaroo: 124.5 Mt 0.50% Cu
0.39g/t Au Meas+Indic resource
plus 18.7 Mt 0.74 g/t Au Meas res

Mutooroo: 13.1Mt 1.48%Cu,
0.14%Co Meas+Indic+Inferred res

North Portia: 11.3Mt 0.89%Cu,
0.64g/tAu, 500ppmMo Ind+Inf res

Portia: 720,000t 2.9g/t Au Inferred
resource

Maldorky: 147Mt 30.1% Fe (18%
Fe cutoff) Indicated resource
Excellent potential to expand
known resources in all cases.

MMG Exploration spending \$12m
over 5 years exploring for IOCG
and sedimentary hosted Pb-Zn
deposits on Havilah's tenements

Issued Capital

101.3 million ordinary shares

20.1 million listed options

10.4 million unlisted options

Contact

Dr Bob Johnson – Chairman
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Highlights for quarter

- Diamond drilling program commenced at Kalkaroo to test deeper conceptual copper-gold targets. Initial drilling results generally accord with predictions of the conceptual exploration model.
- Formal sale process for Kalkaroo commenced and comprehensive data room files compiled.
- Initial drilling results for Grants iron project indicate widespread subhorizontal iron ore horizons at shallow depth in accordance with field observation.
- Work continued on finalizing MARP document and securing final approvals for Portia open pit gold mine.
- Off-market takeover bid announced for all Curnamona Energy shares and listed options not already owned by Havilah.
- MMG aeromagnetic survey over the entire exploration area nearing completion.



Copper/iron sulphide mineralisation in drill core from KKDD401



Kalkaroo Diamond Drilling

Exploration to date has shown that Kalkaroo is a very large copper-gold mineralised system, whose limits have yet to be defined by drilling. The north dome and the south dome at Kalkaroo are connected by a dipping saddle where the fairway of the Kalkaroo prospective sequence (KPS) extends northwest from the known drilled resource. There are several sites considered to be potentially attractive for mineralisation. Some of these target areas lie in areas previously considered for possible surface mining infrastructure, and therefore it is important to drill them in order to avoid sterilizing future open pit mineral resources.

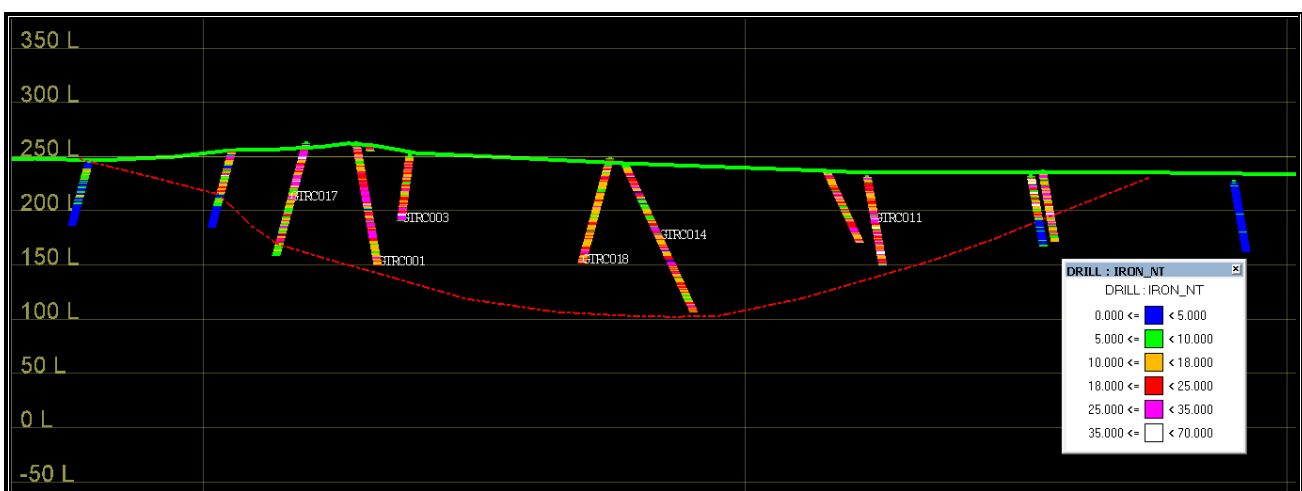
Havilah commenced a diamond drilling program during the quarter to test selected targets in this area. Assay results received for the first diamond drillhole in the current Kalkaroo drilling program (KKDD401) confirm the presence of typical mineralised Kalkaroo prospective sequence (KPS) with a 58m interval averaging 0.48% copper and 0.45 g/t gold from 291 to 349m depth. Within this interval there is a molybdenum bearing interval from 333m of 7m of 565ppm molybdenum.

This result confirms the presence of strong mineralisation in the position predicted, 125m down dip from the adjacent previously deepest hole. Subject to further drilling and mine optimisation studies, this intersection could potentially add significantly to the currently defined within pit copper-gold resource.

All subsequent diamond drillholes in the current program to date have intersected variably mineralised KPS, indicating that the stratigraphic sequence here is remarkably uniform and predictable. Significant assays for these holes will be released as the drillcore is systematically logged and sampled on site and then assayed.

Grants Iron Ore Project (Exploration Farm-in on EL 4200)

During the quarter Havilah completed 18 RC percussion drillholes on the Grants iron ore project, a farm-in with Exco Resources Limited and Polymetals Mining Limited on EL 4200 exclusively for iron ore. Initial drillholes are encouraging and have intersected shallow dipping iron ore formations, with minor overburden, containing > 20% Fe (based on Niton XRF field assays) over a wide area, confirming the original geological exploration concept.



Cross section through Grants showing lateral extent of >18% Fe from Niton XRF field assays (red, pink and white colours in drillholes). The vertical lines are 500m apart and iron starts from near the surface in most drillholes. Red dashed line is the currently interpreted base of the iron formation.



Havilah is optimistic that its ongoing exploration drilling in this area will add substantially to its existing nearby Maldorky iron ore resource. This area was the site of Grants quarries which supplied flux to BHP's Broken Hill lead smelters in the 1890's. Hand-picked lateritic iron ore was railed to Broken Hill.

Portia Gold Project

Havilah submitted a revised version of the MARP document for approval at the end of the quarter. DMITRE have now requested detailed engineering drawings for the operations (this is not specified in preparation guidelines for the MARP document), which will require additional time to prepare. Approval of the MARP is required before DMITRE will provide an operating permit for the mine.

Havilah is unable to finalise financing options for the project or secure contractors for construction and mining, until the mine operating permits, contingent on approval of the MARP, are granted.

Strategic Review

The formal sale process for the Kalkaroo copper-gold project, managed by Standard Chartered Bank, commenced during the quarter. As part of the sale process a digital data room was prepared, which contained digital copies of data relevant to Kalkaroo. Expressions of interest are due by the end of May, following which a short list of potential acquirers will be selected to continue with the process.

Curnamona Energy Limited (Havilah 45.4% ownership)

On 9 March 2012 Havilah advised that it had entered into a binding Takeover Bid Implementation Agreement with Curnamona Energy Limited (ASX:CUY) (**Curnamona**) to acquire all ordinary shares not currently held by Havilah (representing approximately 54.6% of Curnamona's issued shares) by way of an off-market takeover bid. Havilah is offering one of its ordinary shares for every five ordinary shares in Curnamona and one Havilah listed option for every five listed Curnamona options. The bid is subject to a number of conditions including a 90% minimum acceptance condition. It is Havilah's intention, if feasible, to develop Curnamona's uranium projects as well as explore the tenements for base metals.

In Curnamona's response contained in the Target Statement, the independent Curnamona director, Mr Staveley (who does not hold Curnamona shares or options), has stated that he recommends Curnamona shareholders accept the Havilah offer in respect of the Curnamona shares and listed options subject to there being no superior proposal and no material adverse event occurring in respect to Havilah. Mr Williams has stated that he intends to accept the Havilah offer in respect of the Curnamona shares and listed options he respectively owns or controls, subject in each case to there being no superior proposal and no material adverse event occurring in respect to Havilah. Mr Williams has stated that he has determined it is not appropriate for him to make a recommendation in respect to the offer due to being a director and shareholder of Havilah.

Curnamona's response notes that Curnamona has limited cash reserves and will very likely need to raise additional capital within the next twelve months to continue the development of its projects, in the absence of ongoing financial support from Havilah. In this circumstance, Curnamona shareholders (including Havilah) would face the prospect of significant dilution from future capital raisings to fund and develop its projects. After the end of the quarter, the Bidder's Statement, Target Statement and acceptance forms were sent to Curnamona shareholders.

As at the date of compilation of this report, Havilah controls 66% of Curnamona Energy and remains optimistic about a successful outcome.

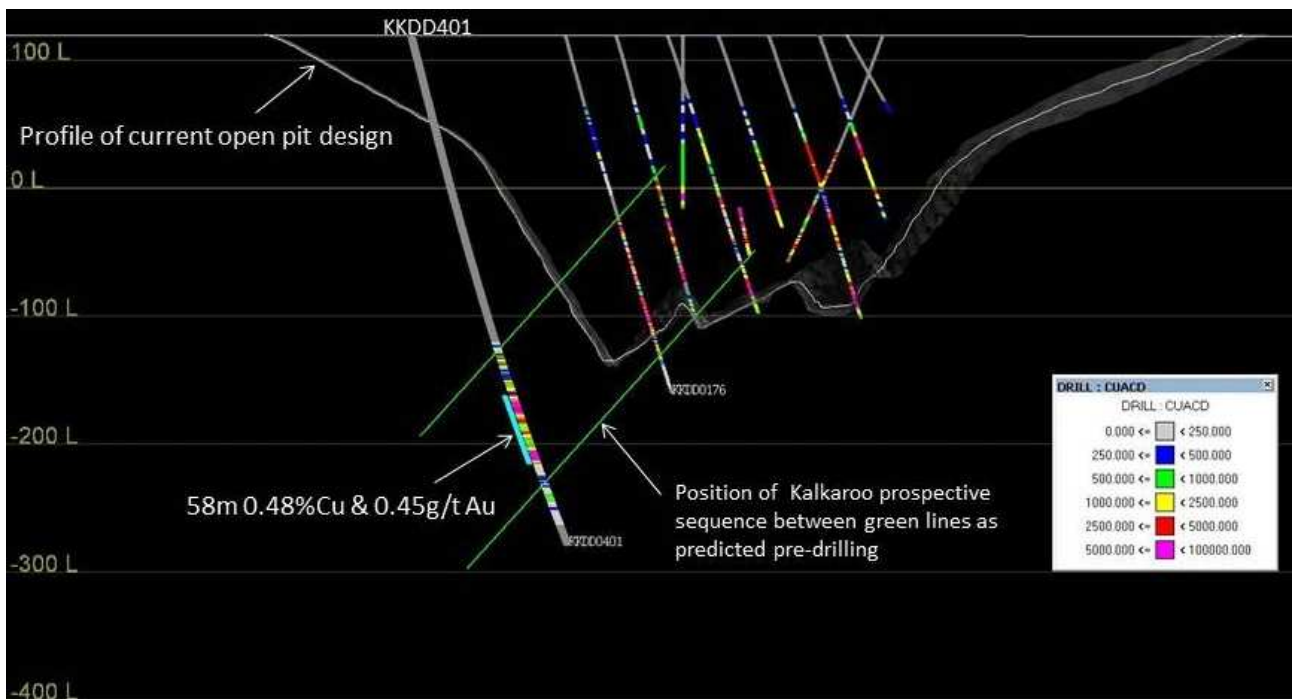
Finance

As at 30 April 2012 the Company had available funds of approximately \$4.14 million. Expenditure during the quarter was spread over a number of projects, with the majority of expenditure outlaid on exploration drilling, and various activities, including consultants fees related to permitting work.

For further information visit the Company website www.havilah-resources.com.au or contact : Dr Bob Johnson, Chairman, on (08) 83389292 or email : info@havilah-resources.com.au

Competent Persons Statement

The Mineral Resource Statement in this report has been compiled in the accordance with the guidelines defined in the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code, 2004 Edition). The information in this report has been prepared by geologists Dr Bob Johnson, who is a member of the Australasian Institute of Mining and Metallurgy, and Dr Chris Giles who is a member of The Australian Institute of Geoscientists. Drs Johnson and Giles are employed by the Company on consulting contracts. They have sufficient experience which is relevant to the style of mineralization and type of deposit under consideration to qualify as Competent Persons as defined in the JORC Code 2004. Drs Johnson and Giles consent to the release of the information compiled in this report in the form and context in which it appears.



KKDD401 cross section showing the relative position with respect to the optimised pit. Note that the dipping Kalkaroo prospective sequence in KKDD401 was intersected approximately 125m down dip from the previously deepest drillhole, and is well outside the current resource and current open pit design.



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

Name of entity

Havilah Resources NL

ABN

39 077 435 520

Quarter ended ("current quarter")

30 April 2012

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) exploration & evaluation (b) development (c) production (d) administration	-907 -128	-2,383 -634
1.3	Dividends received		
1.4	Interest and other items of a similar nature received	48	136
1.5	Interest and other costs of finance paid		
1.6	Income taxes paid		
1.7	Other (provide details if material)		
Net Operating Cash Flows		-987	-2,881
Cash flows related to investing activities			
1.8	Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets	-3	-40
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		-3	-40
1.13	Total operating and investing cash flows (carried forward)	-990	-2,921



1.13	Total operating and investing cash flows (brought forward)	-990	-2,921
Cash flows related to financing activities			
1.14	Proceeds from issues of shares, options, etc.	6	5,308
1.15	Proceeds from sale of forfeited shares		
1.16	Proceeds from borrowings		
1.17	Repayment of borrowings	-18	-79
1.18	Dividends paid		
1.19	Other (Payment for bank guarantee deposit \$90. Costs of share issues \$687)	-	-777
	Net financing cash flows	-12	4,452
	Net increase (decrease) in cash held	-1,002	1,531
1.20	Cash at beginning of quarter/year to date	5,142	2,609
1.21	Exchange rate adjustments to item 1.20		
1.22	Cash at end of quarter	4,140	4,140

Payments to directors of the entity and associates of the directors

Payments to 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	181
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

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

Financing facilities available

Add notes as necessary for an understanding of the position.

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

Estimated cash outflows for next quarter

		\$A'000
4.1	Exploration and evaluation	750
4.2	Development	
4.3	Production	
4.4	Administration	250
Total		1,000

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	188	235
5.2 Deposits at call	3,952	4,907
5.3 Bank overdraft		
5.4 Other (provide details)		
Total: cash at end of quarter (item 1.22)	4,140	5,142

Changes in interests in mining tenements

	Tenement reference	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			
6.2	Interests in mining tenements acquired or increased			

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 Preference + securities (description)				
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3 +Ordinary securities	101,323,723	101,323,723		
7.4 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs				
7.5 +Convertible debt securities (description)				
7.6 Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7 Options (description and conversion factor)	20,133,972 100,000 1,800,000 6,000,000 500,000 1,000,000 150,000 1,100,000 560,000 200,000 700,000 400,000	Listed Employee Directors Directors Unlisted Unlisted Employee Employee Employee Employee Employee	<i>Exercise price</i> 50 cents 150 cents 199 cents 96 cents 225 cents 180 cents 46 cents 96 cents 76 cents 76 cents 98 cents 98 cents	<i>Expiry date</i> 30/10/2013 04/04/13 10/01/13 20/11/14 06/03/13 06/03/13 23/03/14 20/11/14 27/5/14 27/5/15 20/7/14 23/2/16



7.8	Issued during quarter	400,000	Employee	98 cents	23/2/16
7.9	Exercised during quarter				
7.10	Expired during quarter	25,000	Employee	178 cents	12/02/12
7.11	Debentures (totals only)				
7.12	Unsecured notes (totals only)				

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:29 May 2012.....
 (Director/Company secretary)

Print name: ...Dr K R Johnson.....

Notes

- 1 The quarterly report provides a basis for informing the market how the entity’s activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The “Nature of interest” (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Financial Reporting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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