

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Havilah Resources NL

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 | Bonus options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Up to approx 1,804,000 Havilah listed options |
| 3 | Principal terms of the +securities (eg, 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) | Approx 1,804,000 Havilah listed options having an exercise price of 75cents to be issued in terms of Havilah's takeover bid for Curnamona Energy Ltd |

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the date of allotment 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 	<p>Yes</p>						
<p>5 Issue price or consideration</p>	<p>Nil</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>In terms of Havilah's takeover offer for all the shares and listed options of Curnamona Energy Ltd dated 9 March 2012 Havilah is offering holders of Curnamona listed options 1 Havilah listed option with an exercise price of 75 cents for five Curnamona listed options with an exercise price of 35 cents. The options will have an expiry date of 23 March 2014.</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>17 January 2012</p>						
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="695 1384 995 1429">Number</th> <th data-bbox="995 1384 1295 1429">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="695 1429 995 1485">101,311,223</td> <td data-bbox="995 1429 1295 1485">Fully paid ordinary Shares</td> </tr> <tr> <td data-bbox="695 1485 995 1641">20,146,472</td> <td data-bbox="995 1485 1295 1641">Listed options</td> </tr> </tbody> </table>	Number	+Class	101,311,223	Fully paid ordinary Shares	20,146,472	Listed options
Number	+Class						
101,311,223	Fully paid ordinary Shares						
20,146,472	Listed options						

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	
	1,800,000	Directors Options expiring 10 Jan 2013 (exercise 199 cents)
	6,000,000	Directors Options expiring 20 Nov 2014 (exercise 96 cents)
	1,000,000	Unlisted Options expiring 6 Mar 2013 (exercise 180 cents)
	500,000	Unlisted Options expiring 6 Mar 2013 (exercise 225 cents)
	100,000	Unlisted Options expiring 4 Apr 2013 (exercise 150 cents)
	150,000	Expiring 23 Mar 2014 (exercise 46 cents)
	1,100,000	Employee Options expiring 20 Nov 2014 (exercise 96 cents)
	560,000	Employee Options expiring 27 May 2014 (exercise 76 cents)
200,000	Employee Options expiring 27 May 2015 (exercise 76 cents)	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No specific policy

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	

+ See chapter 19 for defined terms.

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- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
- 17 Policy for deciding entitlements in relation to fractions
- 18 Names of countries in which the entity has +security holders who will not be sent new issue documents
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
- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders
- 25 If the issue is contingent on +security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 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
- 28 Date rights trading will begin (if applicable)

+ See chapter 19 for defined terms.

- 29 Date rights trading will end (if applicable)
- 30 How do +security holders sell their entitlements *in full* through 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 +Despatch 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

+ See chapter 19 for defined terms.

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

Up to approx 3,300,000 listed options

39 Class of +securities for which quotation is sought

Listed Options

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

 If the additional securities do not rank equally, please state:
 • 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

Yes

41 Reason for request for quotation now
Example: In the case of restricted securities, end of restriction period

 (if issued upon conversion of another security, clearly identify that other security)

Issue of listed options in accordance with Takeover Bid by Havilah for all the shares and listed options in Curnamona not held by Havilah dated 9 March 2012
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Number	+Class
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+ See chapter 19 for defined terms.

42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	101,311,223	Ordinary shares
		20,146,472	Options to acquire ordinary shares on or before 30 Oct 2013 at an exercise price of \$0.50

+ See chapter 19 for defined terms.

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.
- 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.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided 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 not available now, 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: 26 June 2012
(Director/Company secretary)

Print name: .Bob Johnson.- Director / Chairman.....

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