



HAVILAH RESOURCES NL

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The Manager
Companies Announcements Office
Australian Stock Exchange Ltd
10th Floor, 20 Bond Street
SYDNEY NSW 2000

19 December 2013

Dear Sir / Madam,

Results of Annual General Meeting and Chairman's Address

Havilah Resources wishes to advise that all of the five resolutions put to the Annual General Meeting today were passed.

In accordance with section 251AA of the Corporations Act 2001 details of proxy votes received are attached.

The Chairman's address is also attached below.

Yours faithfully
HAVILAH RESOURCES NL

Ken Williams
Chairman

HAVILAH RESOURCES NL

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ANNUAL GENERAL MEETING DEC 2013 (19/12/2013)
Vote Totals - Based on the first resolution

Securities On Issue	120,334,034
Valid Securities Voted - (For, Against, Open Usable, Open Conditional)	56,560,211
Valid Securities Voted (%)	47.00
Total Securityholders Cast	280

Vote Details

Resolution	Vote type	Voted	%	% of all securities
2, REMUNERATION REPORT	For	43,734,674	77.33	36.34
	Against	12,366,183	21.86	10.28
	Open-Usable	459,354	0.81	0.38
	<i>Board</i>	334,304	0.59	0.28
	<i>Non-Board</i>	125,050	0.22	0.10
	Open-Cond	0	0.00	0.00
	Open Unusable	0	N/A	0.00
	Abstain	3,992,923	N/A	3.32
	Excluded	13,446,298	N/A	11.17
3, ELECT MR K.G.WILLIAMS	For	57,961,071	82.37	48.17
	Against	11,948,650	16.98	9.93
	Open-Usable	460,354	0.65	0.38
	<i>Board</i>	335,304	0.48	0.28
	<i>Non-Board</i>	125,050	0.18	0.10
	Open-Cond	0	0.00	0.00
	Open Unusable	0	N/A	0.00
	Abstain	3,629,357	N/A	3.02
	Excluded	0	N/A	0.00
4, ELECT MR P.MERTIN	For	68,076,496	96.80	56.57
	Against	1,793,694	2.55	1.49
	Open-Usable	460,354	0.65	0.38
	<i>Board</i>	335,304	0.48	0.28
	<i>Non-Board</i>	125,050	0.18	0.10
	Open-Cond	0	0.00	0.00
	Open Unusable	0	N/A	0.00
	Abstain	3,668,888	N/A	3.05
	Excluded	0	N/A	0.00
5, ISSUE UP TO 20 MIL SHARES	For	55,352,642	78.54	46.00
	Against	14,654,564	20.79	12.18
	Open-Usable	474,584	0.67	0.39
	<i>Board</i>	349,534	0.50	0.29
	<i>Non-Board</i>	125,050	0.18	0.10
	Open-Cond	0	0.00	0.00
	Open Unusable	0	N/A	0.00
	Abstain	3,517,642	N/A	2.92
	Excluded	0	N/A	0.00
6, DIRECTOR'S REMUNERATION	For	53,777,175	94.89	44.69
	Against	2,439,101	4.30	2.03
	Open-Usable	459,484	0.81	0.38
	<i>Board</i>	334,434	0.59	0.28
	<i>Non-Board</i>	125,050	0.22	0.10
	Open-Cond	0	0.00	0.00
	Open Unusable	0	N/A	0.00
	Abstain	3,877,374	N/A	3.22
	Excluded	13,446,298	N/A	11.17

Please note: The figures above are subject to audit, and should be considered interim until after the voting entitlement snapshot, and confirmation email is provided indicating the figures are now to be regarded as final.

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Source of Vote

	Keyed	Scanned	Intermediary Online	InvestorVote Desktop	InvestorVote Mobile	Other
Votes	60,549,834	12,830,113	619,485	0	0	0
Securityholders	45	233	2	0	0	0

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FOR

A direction to the proxyholder to vote 'For' the resolution(s).

AGAINST

A direction to the proxyholder to vote 'Against' the resolution(s).

OPEN – USABLE

Undirected open votes given to a nominated proxyholder to vote as the proxyholder thinks fit in respect to a resolution where there is no Voting Exclusion on the resolution, or where there is a Voting Exclusion and the Chairman's Voting Instruction Box has been marked.

OPEN – CONDITIONAL

The Open-Conditional votes may eventuate from one of the following situations:

Situation 1

Undirected open votes given to a nominated proxyholder (other than the Chairman of the Meeting) in respect to a resolution, where there is a Voting Exclusion on a resolution and the Chairman's Voting Instruction Box has not been marked – votes in this category held by the proxyholder can only be voted by the proxyholder. If the proxyholder does not attend the meeting the votes cannot be given to the Chairman of the Meeting by way of the 'or Failing' clause on the Proxy Form. This differs from Open-Usable votes that do fail to the Chairman of the Meeting if the nominated proxyholder does not attend the meeting (as set out in Situation 2).

Situation 2

Undirected open votes given to a nominated proxyholder who is personally subject to the Voting Exclusion on the resolution and the Chairman's Voting Instruction box has been marked, such that, if the nominated person (who cannot vote the open votes) does not attend the meeting, the votes are given to the Chairman of the Meeting by reason of the 'or Failing' clause and those votes can be voted by the Chairman of the Meeting as outlined in the clause. If however, the proxyholder attends the meeting the open votes cannot be voted.

Situation 3

The conditionality also recognises undirected open votes given to a nominated proxyholder who is personally subject to a voting exclusion in relation to the remuneration report or remuneration related resolution(s) where the resolution(s) is not covered by the Chairman's Voting Instruction Box. If the proxyholder does not attend the meeting, the votes are given to the Chairman of the Meeting by reason of the 'or Failing' clause and those votes can be voted by the Chairman of the Meeting as outlined in the clause. If however, the proxyholder attends the meeting the open votes cannot be voted.

OPEN – UNUSABLE

An undirected open vote given to the Chairman of the Meeting when the Chairman's voting instruction box has not been ticked. This category also includes votes when a nominated proxyholder who is personally subject to a voting exclusion has been appointed and the Chairman's Voting Instruction Box has not been marked.

ABSTAIN

A direction to the proxyholder to abstain from voting on the resolution(s). These votes will not be counted in the final result of polling on the resolution(s).

EXCLUDED

Votes of holders who have appointed a proxy where the holder is prohibited from voting on a resolution due to a Voting Exclusion that may apply either to the registered holder or to a class of holders. If the excluded holders are identified by registered name and address (or a class of holding) they can be 'marked' in the voting file as being excluded from voting on the resolution(s) and their votes in respect to those resolution(s) will be classified as 'Excluded'.

2013 ANNUAL GENERAL MEETING

Address by Mr Ken Williams, Chairman, Havilah Resources NL

Welcome to the 2013 Annual General Meeting of Havilah Resources NL

In opening my first meeting of Havilah shareholders as Chairman of the Company, I gratefully acknowledge the contribution of founding Chairman Dr Bob Johnson who retired as Executive Chairman in November.

Dr Johnson made a significant contribution to Havilah and was instrumental in your Company's outstanding exploration success over the past decade. However he has also made a significant contribution to the mining sector in Australia and indeed globally as the founder of Maptek and the developer of Vulcan mine planning software as well as other mining-focused software and technologies such as i-Site laser technology.

Fittingly, his contribution to the mining industry was this year recognised by the Australian Institute of Mining and Metals (AUSIMM) which recently awarded him the 2014 President's Award to be presented at the Awards Dinner in Melbourne on Saturday 31 May 2014.

Unfortunately Dr Johnson could not be here today and sends his apologies, as he has other commitments relating to his Maptek business.

I also welcome and acknowledge Mr Paul Mertin to the Havilah Board. Paul will introduce himself later in the meeting when the vote for his election is put to shareholders. We are very fortunate to have someone with Paul's financial skills and extensive contacts in the South Australian business community as we take Havilah through the transition from explorer to producer.

Mr Mertin will chair our Audit Committee and has already been actively reviewing our financial and corporate procedures.

Before reviewing our exploration and project activities, let me first address the issue of corporate governance.

As Chairman and as a Board, we take corporate governance issues very seriously and I acknowledge that some questions on certain issues have been raised by some shareholders. I can assure all shareholders that we consider every issue that is raised very seriously and, where appropriate, seek independent legal advice to ensure that any issue raised by any shareholder will be thoroughly reviewed and dealt with.

This was done following the EGM when questions were raised regarding the reporting of Directors' shareholdings. We conducted a thorough review using independent legal advice and the results were reported to the ASX on 11 October.

Following Dr Johnson's retirement, the Havilah Board, whilst small, now has a majority of independent directors and as previously advised, we are actively seeking a Managing Director with appropriate mining experience to fill out our Board skills and take us forward with the development of our projects.

At this forum, it is important to review the year just concluded and what we foreshadowed at our AGM in December, 2012 and assess both the disappointments and the areas where we have had success.

Primarily of course, the performance of price of your Company's shares has been disappointing for all shareholders as it has tracked the fall in gold and copper prices and the small resources index. It has been difficult times for the industry as a whole but whilst we cannot control the share price, we can endeavour to add value to Havilah's resources and we have made considerable progress in a number of areas.

A major disappointment that must be acknowledged is that the permitting for our Portia gold project has been a very slow process and as at today we are still awaiting final approval from DMTRE. That said, the Havilah team has worked enormously hard to undertake the additional drilling and testing work relating to the treatment of mine-dewatering as required by the EPA and what we hope will be the final studies, were submitted to DMTRE just last month.

Whilst it was very frustrating that the additional requirements were only advised to us quite late in the process, the additional work conducted over the past 12 months in relation to water and tailings management has resulted in much of the pre-development work required prior to commencement of mining being now completed to a very high level of detail such that, should we proceed to mine Portia, not only will there be very little additional work required on key aspects of the project, but we expect that construction costs will be lower.

On the positive front, there have been many other developments which have enhanced the value of Havilah and moved our major projects closer to production. The highlights include:

Maldorky: A Mining Lease Proposal in support of the Mining Lease application for Maldorky was lodged early in October and we received comprehensive and largely constructive feedback from DMTRE early in December. We are now working through the points raised by the Department and expect to be able to respond early in the New Year.

Kalkaroo: Mine plan optimisation work at our Kalkaroo copper-gold project has continued and additional drilling has better defined the "gold cap" on the copper resource and provided greater level of confidence with our JORC resource estimates. We have engaged additional human resources to advance the Mining Lease Permit application and refine the capital expenditure estimates and financial modelling.

Native Title: Negotiations with both the Adnyamathanha People in relation to the Kalkaroo project and the Wilyakali People in relation to our Maldorky project have both been advanced. On behalf of the Company and its shareholders, I take this opportunity to thank both the Adnyamathanha and the Wilyakali representatives for their co-operative approach and to acknowledge the considerable contribution that Dr Chris Giles has made in fostering a mutually respectful relationship.

More detail on each of these issues and the full range of our activities are provided in the Annual Report and Financial Statements. For those who do not have a copy I believe some copies have been made available for you here today. There will be an opportunity for questions on the Annual Report and Financial Statements later in the meeting. Dr Giles will also provide more technical detail on these activities in his technical presentation following the meeting and you are all welcome to stay for this.

It is particularly pleasing today to report the more progress with our permitting activities in relation to the Maldorky project which has been achieved through a healthy and constructive relationship with DMTRE. Because we strongly believe that our mineral resources have limited value without both mining permits and native title agreements - regardless of the in-ground metal value - this has been our key area of focus and is critical to our endeavours to maximise our strategic options.

Looking forward, the Board has commenced a thorough review of the status of each of our projects. We are closely examining and doing more work on the projected capital costs and infrastructure requirements, mapping out the likely timeframes for permitting and reviewing our financing options to determine the most effective application of our resources. We have engaged an external party to explore joint venture partners for our Maldorky project and have had preliminary discussions with potential off-take counterparties.

From this review work – which will continue into the New Year - we will establish which of our three key projects will be prioritised and which of the projects will be essentially farmed out. The new Havilah Board is working from a clean sheet of paper as far as various options are concerned, but our focus is, as it always has been, for the Company to maximise the return to shareholders.

Finally, our thanks to the substantial majority of shareholders for their support for the Board at the EGM in August and, as you will see when I show the proxies later in this meeting, for their substantial majority support for the current Board. In particular, our thanks to the Australian Shareholders Association for its support, who through its representative, Mr Doug Campbell, who unfortunately cannot be here today, has advised that it will vote all undirected proxies in favour of all resolutions.

Thank you for your attention and for making the time to be here today.