

CLAYTON UTZ**Fax**

20 March 2014

Company Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

1300 135 638

Dear Sir/Madam

Havilah Resources NL - Amendment to Form 603

We act for First Names (Jersey) Limited.

Please find enclosed a revised Form 603 (Notice of initial substantial holder) which amends Form 603 originally lodged with the ASX dated 14 October 2013. A copy of this has also been provided to Havilah Resources NL.

This form clarifies details and the dates upon which shares were acquired by the substantial holder being First Names (Jersey) Limited (formerly known as Atlantique Trust Ltd) on its own behalf and on behalf of First Names Holdings Limited and First Names Group Companies (as listed in Annexure A of the enclosed form).

Yours faithfully



Rory Moriarty, Partner
+61 2 9353 4764
rmoriarty@claytonutz.com

Enc

Your ref
Our ref 13515/80147308

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Havilah Resources NL (HAV)

ACN/ARSN ACN 077 435 520

1. Details of substantial holder (1)

Name First Names (Jersey) Limited (formerly known as Atlantique Trust Ltd) (First Names) on its own behalf and on behalf of First Names Holdings Limited and each of the companies listed in Annexure A (First Names Group Companies)

ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 21 March 2002

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary	13,564,339	13,564,339	11.3%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
First Names	Pursuant to section 608(1)(a) of the Corporations Act 2001 (Cth) (Act) as First Names is the holder of the relevant shares as a result of the transactions detailed in Annexure B.	9,672,423 ordinary shares
Woolsthorpe Investments Limited (Woolsthorpe)	Pursuant to section 608(1)(a) of the Act as Woolsthorpe is the holder in respect of the relevant shares as a result of the transactions detailed in Annexure B.	3,456,273 ordinary shares
First Names, First Names Holdings (Jersey) Limited, ISFGF (Jersey) LP, IFSGF (Jersey) GP Limited, First Names Group Limited and First Names Holdings Limited	Pursuant to section 608(3)(b) of the Corporations Act 2001 (Cth) (Act) as each of these entities is a controller of Woolsthorpe. See above for details of relevant interests held by Woolsthorpe.	3,456,273 ordinary shares
Fieldgate Holdings Limited (Fieldgate)	Pursuant to section 608(1)(b) and (c) of the Corporations Act 2001 (Cth) (Act) in respect of shares held in the name of Albert E Sharp LLP (Albert E Sharp) as a result of the transactions detailed in Annexure B. Albert E Sharp is the bare trustee of Fieldgate.	435,643 ordinary shares
First Names, First Names Holdings (Jersey) Limited, ISFGF (Jersey) LP, IFSGF (Jersey) GP Limited, First Names Group Limited and First Names Holdings Limited	Pursuant to section 608(3)(b) of the Corporations Act 2001 (Cth) (Act) as each of these entities is the controller of Fieldgate. See above for details of acquisitions of relevant interests by Fieldgate.	435,643 ordinary shares
First Names Holdings Limited	First Names Holdings Limited is an associate of First Names, Woolsthorpe, Fieldgate, First Names Holdings (Jersey) Limited, ISFGF (Jersey) LP, IFSGF (Jersey) GP Limited and First Names Group Limited pursuant to section 12(2)(a) of the Act as it is a controller of each of them and has a deemed relevant interest in all of the shares referred to above by virtue of section 608(3)(a) of the Act.	

Each First Names Group Company	Each First Names Group Company is an associate of First Names, Woolsthorpe, Fieldgate, First Names Holdings (Jersey) Limited, ISFGF (Jersey) LP, IFSGF (Jersey) GP Limited and First Names Group Limited pursuant to section 12(2)(a) of the Act as each is controlled by a person that controls each of them and has a deemed relevant interest in all of the shares referred to above by virtue of section 608(3)(a) of the Act.	13,564,339 ordinary shares
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4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of Securities	Person entitled to be registered as holder (8)	Class and number of securities
First Names	First Names	First Names	9,872,423 ordinary shares
First Names, First Names Holdings (Jersey) Limited, ISFGF (Jersey) LP, IFSGF (Jersey) GP Limited, First Names Group Limited and First Names Holdings Limited	Woolsthorpe	Woolsthorpe	3,456,273 ordinary shares
First Names, First Names Holdings (Jersey) Limited, ISFGF (Jersey) LP, IFSGF (Jersey) GP Limited, First Names Group Limited and First Names Holdings Limited	Albert E Sharp	Albert E Sharp	435,643 ordinary shares
Woolsthorpe	Woolsthorpe	Woolsthorpe	3,456,273 ordinary shares
Fieldgate	Albert E Sharp	Albert E Sharp	435,643 ordinary shares
First Names Holdings Limited	First Names, Woolsthorpe and Albert E Sharp	First Names, Woolsthorpe and Albert E Sharp	13,564,339 ordinary shares
Each First Names Group Company	First Names, Woolsthorpe and Albert E Sharp	First Names, Woolsthorpe and Albert E Sharp	13,564,339 ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities
First Names	See Annexure B.	See Annexure B.	13,564,339 ordinary shares
Woolsthorpe	See Annexure B.	See Annexure B.	3,456,273 ordinary shares
Fieldgate	See Annexure B.	See Annexure B.	435,643 ordinary shares
First Names Holdings Limited	See Annexure B.	See Annexure B.	13,564,339 ordinary shares
First Names Group Companies	See Annexure B.	See Annexure B.	13,564,339 ordinary shares

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6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

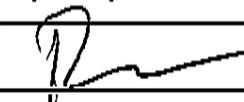
Name and ACN/ARSN (if applicable)	Nature of association
See section 3 above.	See section 3 above.

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
First Names	c/o 3rd Floor, 37 Esplanade, St Heller, Jersey, JE2 3QA
Woolsthorpe	c/o 3rd Floor, 37 Esplanade, St Heller, Jersey, JE2 3QA
Fieldgate	c/o 3rd Floor, 37 Esplanade, St Heller, Jersey, JE2 3QA
First Names Holdings Limited	c/o 3rd Floor, 37 Esplanade, St Heller, Jersey, JE2 3QA
Each First Names Group Company	c/o 3rd Floor, 37 Esplanade, St Heller, Jersey, JE2 3QA

Signature

print name	Rory Moriarty	capacity	Attorney
sign here		date	20/3/2014

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Annexure A to Form 603

First Names Group Companies

This is Annexure A referred to in the Form 603 (Notice of initial substantial holder), signed by me and dated 20 March 2014.



Rory Moriarty
Attorney

The First Names Group of companies

First Names Holdings (Jersey) Limited

IFSGF (Jersey) GP Limited

IFSGF (Jersey) LP

First Names Group Limited

First Names Nominees Limited

First Names Corporate Services Limited

First Names Trust Company (Channel Islands)
Limited

Woolsthorpe Investments Limited

Fieldgate Holdings Limited

Annexure B to Form 603**HAV shares acquired by First Names, Woolsthorpe and Fieldgate**

This is Annexure B referred to in the Form 603 (Notice of Initial substantial holder), signed by me and dated 20 March 2014.



Rory Moriarty
Attorney

HAV shares acquired by First Names

The following table sets out the HAV shares acquired by First Names.*

Date of Acquisition	No. of shares	Manner of acquisition of shares	Purchase Price
11/12/1997	1,666,666	Founder shares acquired as described in the prospectus for the IPO of HAV	AUD\$ 11,666.66
25/07/2001	3,125,000	Shares acquired pursuant to the transfer to HAV of certain mineral exploration data on terms as disclosed in the prospectus for the IPO of HAV	AUD\$0.032 per share
09/08/2004	1,470,942	The shares were acquired pursuant to the publicly announced entitlement offer and acceptances under the shortfall facility referred to in the prospectus and related documents released by HAV to ASX on or around April 2004.	AUD\$ 3397,154.34 at \$0.27 per share
08/12/2004	3,000,000	Off Market Purchase from Statsmin Nominees Pty Limited pursuant to a transfer form (attached as Annexure C)	AUD\$ 810,000.00
02/12/2011	199,999	Offer of 1 Havilah Share for every 4 Geothermal Resources Limited v/d 02.11.2011	USD\$ 200,987.81
02/07/2012	330,503	Security conversion merger with Havilah – 5 Curnamona shares for 1 Havilah Share	USD\$ 337,227.82
10/09/2012	879,314	Issue allotment – at AUD\$0.65	AUD\$ 571,554.10

*Note: 1,000,000 HAV shares were sold on market on 1 November 2004 for a sale price of AUD\$1.08 per share by IFG Trust (Jersey) Limited (as First Names was formerly known). Further Note: The shares in Woolsthorpe were acquired by First Names on 22 August 2006 from First Names Nominees Limited for nil consideration. Woolsthorpe held 201,875 shares in Havilah at the time of the acquisition (see the disclosure in the table below for Woolsthorpe, i.e. the shares acquired by Woolsthorpe in Havilah on 20/08/2004). First Names Nominees Limited was a 100% owned subsidiary of First Names prior to and at the time of the transfer, and First Names, as a controller of First Names Nominees Limited, already held a relevant interest in all Havilah shares held by Woolsthorpe prior to at the time of transfer and this change was therefore a change in the nature of the relevant interest held by First Names in the 201,875 shares rather than an acquisition of a relevant interest by First Names in these shares.

HAV shares acquired by Woolsthorpe

The following table sets out the HAV shares acquired by Woolsthorpe as registered holder.

Date of Acquisition	No. of shares	Manner of acquisition of shares	Purchase Price
09/08/2004	201,875	The shares were acquired pursuant to the publicly announced entitlement offer and acceptances under the shortfall facility referred to in the prospectus and related documents released by HAV to ASX on or around April 2004.	AUD\$ 54,506.25 at \$0.27 per share
28/02/2007	1,186,135	Take up rights	AUD\$ 1,541,975.50
02/12/2011	24,999	Corporate action – 4 Geothermal Resource > 1 Havilah sh. v/d 02.11.2011 (10,093 + 14,906 shares)	USD\$ 25,704.17
02/07/2012	81,575	Security conversion to 81,575 HAV Ord fully paid shares	USD\$ 85,616.01
10/09/2012	8,158	Non renounceable issue allotment of 8,158 HAV ord shares @ AUD\$0.65 per share	USD\$ 5,487.10
10/09/2012	141,303	Non renounceable issue allotment 1:10 – 141,303 @ A\$0.65 per share	USD\$ 95,040.91
9/09/2013	1,812,228	Conversion of holding into legal and beneficial holding**	Nil

**Note: These shares were originally held in the name of Macquarie Investment Management Limited (Macquarie) as a result of the transactions detailed in the below table. Macquarie was the bare trustee of Woolsthorpe.

The following table sets out the HAV shares acquired in the name of Macquarie Investments Management Limited as bare trustee of Woolsthorpe.

Date of Acquisition	No. of shares	Manner of acquisition of shares	Purchase Price
21/03/2002	15,000	Market Purchase	AUD\$ 2,850
28/03/2006	20,000	Market Purchase	AUD\$ 16,000
29/03/2006	294,627	Market Purchase	AUD\$ 244,540.41
12/05/2006	35,000	Market Purchase	AUD\$ 24,850
23/05/2006	30,000	Market Purchase	AUD\$ 20,400
14/06/2006	30,000	Market Purchase	AUD\$ 20,400
16/08/2006	100,000	Market Purchase	AUD\$ 65,000
28/09/2006	50,000	Market Purchase	AUD\$ 30,000
20/10/2006	50,000	Market Purchase	AUD\$ 33,500
19/10/2007	7,361	Market Purchase	AUD\$ 13367.58
22/10/2007	2,639	Market Purchase	AUD\$ 4,618.25
28/03/2008	30,000	Market Purchase	AUD\$ 33,870
15/05/2008	10,800	Market Purchase	AUD\$ 16,146
15/05/2008	7,914	Market Purchase	AUD\$ 11,871
15/05/2008	1,286	Market Purchase	AUD\$ 1,877.56
15/05/2008	20,000	Market Purchase	AUD\$ 30,000
23/06/2008	15,373	Market Purchase	AUD\$ 20,907.28
24/06/2008	15,000	Market Purchase	AUD\$ 19,800

27/06/2008	20,000	Market Purchase	AUD\$ 24,800
25/06/2008	15,000	Market Purchase	AUD\$ 19,200
04/08/2008	20,000	Market Purchase	AUD\$ 22,000
04/08/2008	10,000	Market Purchase	AUD\$ 11,000
15/08/2008	2,000	Market Purchase	AUD\$ 1,940
17/04/2012	40,000	Market Purchase	AUD\$ 26,000
17/04/2012	20,000	Market Purchase	AUD\$ 12,800
19/04/2012	48,530	Market Purchase	AUD\$ 30,244.50
20/04/2012	56,750	Market Purchase	AUD\$ 39,725
23/04/2012	3,250	Market Purchase	AUD\$ 2,258.75
24/04/2012	75,000	Market Purchase	AUD\$ 56,250
25/06/2012	91,827	Market Purchase	AUD\$ 68,870.25
29/06/2012	2,123	Market Purchase	AUD\$ 1,486.10
19/07/2012	10,000	Market Purchase	AUD\$ 6500
07/08/2012	500,000	Code conversion	AUD\$ 375,000
29/08/2012	164,748	Code conversion	AUD\$ 107,086.20

HAV shares acquired by Fieldgate

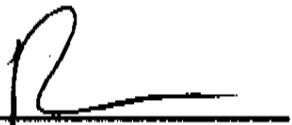
The following table sets out the HAV shares acquired by Fieldgate (through Albert E Sharp LLP)

Date of Acquisition	No. of shares	Manner of acquisition of shares	Purchase Price
01/05/2012	50000	Market Purchase	GBP£ 24,300
28/06/2012	50000	Market Purchase	GBP£ 22,800
29/06/2012	50000	Market Purchase	GBP£ 22,900
18/07/2012	50000	Market Purchase	GBP£ 23,100
20/07/2012	44837	Market Purchase	GBP£ 19,392
24/07/2012	33020	Market Purchase	GBP£ 14,330.68
25/07/2012	50000	Market Purchase	GBP£ 21,575
30/08/2012	25000	Market Purchase	GBP£ 9,635
31/08/2012	25000	Market Purchase	GBP£ 9,705
05/09/2012	25000	Market Purchase	GBP£ 9,512.50
24/09/2012	32786	Issuance of 32,786	GBP£ 13,770.12

Annexure C to Form 603

Off Market Purchase Transfer Form

This is Annexure C referred to in the Form 603 (Notice of initial substantial holder), signed by me and dated 20 March 2014.

A handwritten signature in black ink, appearing to be 'Rory Moriarty', written over a horizontal line.

Rory Moriarty
Attorney

AUSTRALIAN STANDARD TRANSFER FORM

AFFIX OR IMPRESS STAMP DUTY HERE

IMPRESS MARKING/CERTIFICATION STAMP HERE

FULL NAME OF COMPANY OR CORPORATION	HAVILAN RESOURCES N.L.		
FULL DESCRIPTION OF SECURITIES	Class FULLY PAID ORDINARY	If not fully paid, paid to	Register
	WORDS	FIGURES	SELLING BROKER'S STAMP
QUANTITY	THREE MILLION	3,000,000	
FULL NAME(S) OF SELLER(S)	SurName(s) Mr. Mrs. Ms. Mx. Christian Name(s) STATSMIN NOMINEES PTY LTD <small>Please use DL, OCM letters</small>		
CONSIDERATION	AS 810,000	(=0.27)	Date of Purchase 10/12/04
Unsettled Transferor Identification	DIN/SBIN/PIN I993008235	HSE TOTR	
FULL NAME(S) OF BUYER(S)	SurName(s) Mr. Mrs. Ms. Mx. Christian Name(s) IFC TRUST (JERSEY) LIMITED AS TRUSTEES OF THE AUSCLOUGH TRUST <small>Please use DL, OCM letters</small>		FOR USE BY AUSTRALIAN SELLING BROKERS ONLY TRANSFER IDENTIFICATION NUMBER
FULL POSTAL ADDRESS OF BUYER(S)	P.O. Box 589 ST. HELENS JERSEY UNITED KINGDOM Postcode JE4 9XA		Transferor's Broker hereby certifies: (a) As to the Validity of Documents (b) That Stamp Duty (if payable) has been or will be paid
REMOVAL REQUEST	Please enter these securities on the DIN/SBIN/PIN I,0,0,3,0,0,9,8,2,2,7		REGISTER
- I/We the registered holder(s) and undersigned Seller(s) for the above consideration do hereby transfer to the above name(s) hereinafter called (the Buyer(s)) the securities as specified above standing in my/our name(s) in the books of the above-named Company or Corporation subject to the several conditions on which I/We held the same at the time of signing hereof and I/We the Buyer(s) do hereby agree to accept the said securities subject to the same conditions. - I/We the registered holder(s) and undersigned seller(s) hereby transfer the above securities to the several transferees named in Part 2 of Broker's Transfer Form(s) or in Split Transfer Form(s) relating to the above securities. - I/We have not received any notice of revocation of the Power of Attorney by death of the grantor or otherwise, under which this transfer is signed. - Delete whichever does not apply.			
SELLER(S)	KR Johnson KR. JOHNSON SOLE DIRECTOR & SECRETARY STATSMIN NOMINEES PTY LTD		Transferor's Broker's Stamp Affixed at: (a)
BUYER(S)	S.J. BUESNEL DIRECTOR C.A. PIGEON DIRECTOR		FOR COMPANY USE
Authority to Forward Certificate to Third Party	We authorize you to forward the certificate issued in my/our name(s) following the registration of this transfer to: _____ _____ _____ Signature of (Buyer(s))		

SIGN HERE

SIGN HERE

SIGN HERE

Date Signed 7/12/04

Date Signed 01/12/04