



HAVILAH RESOURCES NL

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

30 April 2012

Dear Sir / Madam,

**Havilah Resources Bidder's Statement**

Pursuant to Havilah Resources NL's proposed takeover offer for Curnamona Energy Limited announced to the ASX on 9 March 2012, the Bidder's Statement prepared by Havilah Resources NL and as lodged with ASIC earlier today, is attached.

Yours faithfully  
HAVILAH RESOURCES NL

Bob Johnson, Ph.D, FAusIMM  
Chairman



# **ACCEPT**

**Havilah Resources NL's Offers to acquire all your Shares  
and Listed Options in Curnamona Energy Limited**

## **Bidder's Statement**

**in relation to recommended Offers by**

**Havilah Resources NL**

**(ACN 077 435 520)**

**to acquire all of your Shares and Listed Options in**

**Curnamona Energy Limited**

**(ACN 112 712 115)**

### **The Consideration offered is:**

**One Havilah Share for every 5 Curnamona Shares you own; and**

**One Havilah Listed Option for every 5 Curnamona Listed Options you own.**

**THIS DOCUMENT CONTAINS IMPORTANT INFORMATION AND REQUIRES YOUR IMMEDIATE ATTENTION. THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY. IF YOU ARE IN ANY DOUBT AS TO HOW TO DEAL WITH THIS DOCUMENT, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL OR OTHER PROFESSIONAL ADVISER AS SOON AS POSSIBLE.**

**To accept an Offer you should follow the instructions on the relevant enclosed Acceptance Form.**

**If you have any questions about the Offers, this document or how to accept the Offers, please contact the Offers Information Line on +61 8 8338 9292 (normal charges apply).**

**If you are not inclined to accept an Offer immediately please retain this Bidder's Statement and the personalised Acceptance Forms for future action.**

## Important information

**Bidder's Statement** This Bidder's Statement is given by Havilah Resources NL ACN 077 435 520 (**Havilah**) to Curnamona Energy Limited ACN 112 712 115 (**Curnamona**) under Part 6.5 of the Corporations Act and sets out certain disclosures required by the Corporations Act together with the terms of the Offers to acquire your Curnamona Shares and Curnamona Listed Options.

This Bidder's Statement is dated 30 April 2012. It includes Offers dated [To be advised] on the Share Offer terms set out in section 12, the Listed Option Offer terms set out in section 13, and the Defeating Conditions in section 14.

A copy of this Bidder's Statement was lodged with ASIC and ASX 30 April 2012. None of ASIC, ASX nor any of their officers takes any responsibility for the content of this Bidder's Statement.

**Notice to Foreign Shareholders and Foreign Listed Optionholders** The distribution of this document and the making of the Offers may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. This document has been prepared having regard to Australian disclosure requirements and Australian accounting standards. These disclosure requirements and accounting standards may differ from those in other countries. This document does not constitute an offer to sell to Curnamona Shareholders or Curnamona Listed Optionholders, or a solicitation of an offer to purchase from Curnamona Shareholders or Curnamona Listed Optionholders, any securities in Havilah or Curnamona in any jurisdiction in which such an offer or solicitation would be illegal. The Havilah Directors will exercise their discretion in such matters.

**Forward-looking statements** Statements contained in this document may contain forward-looking statements including statements with respect to Havilah's current intentions (which include those in section 7), statements of opinion and predictions of possible future events. Statements in this document that are not historical facts are 'forward-looking statements'.

Forward-looking statements relate to future matters and are subject to inherent risks and uncertainties. These risks and uncertainties include risks that are specific to the mining industry as well as matters such as general economic conditions, many of which are outside the control of Havilah and its directors. These factors may cause the actual results, performance or achievements of Havilah, Curnamona or the Merged Group to differ, perhaps materially, from the results, performance or achievements expressed or implied by those forward-looking statements. The past performance of Havilah is not a guarantee of future performance.

The forward-looking statements do not constitute a representation that future profits (or any other matter) will be achieved in the amounts or by the dates indicated and are presented as a guide to assist Curnamona Shareholders and Curnamona Listed Optionholders in assessing the respective Offers. The financial information and other forward-looking statements are based on information available to Havilah or Curnamona at the date of this document and should be read in conjunction with the assumptions underlying their preparation as set out in section 8.7. Actual outcomes may differ materially from the events, intentions or results expressed or implied by any forward-looking statement in this document.

None of Havilah, its officers, or persons named in this document with their consent or any person involved in the preparation of this document makes any representation or warranty (express or implied) as to the accuracy or likelihood

of fulfilment of any forward-looking statement, or any intentions or outcomes expressed or implied in any forward-looking statement. You are cautioned not to place undue reliance on any forward looking-statement, having regard to the fact that the outcome may not be achieved. The forward-looking statements in this document reflect views held only as at the date of this document.

**Estimates and assumptions** Unless otherwise indicated, all references to estimates, assumptions and derivations of the same in this document are references to estimates, assumptions and derivations of the same by Havilah management. Management estimates and assumptions are based on views at the date of this document, and actual facts or outcomes may be materially different from those estimates and assumptions.

**Investment decisions** The information provided in this document is not investment advice and has been prepared without taking into account your individual investment objectives, financial circumstances or particular needs. You should seek independent financial and taxation advice from your financial or other professional adviser before deciding whether to accept either Offer.

**Notice to Curnamona Shareholders and Curnamona Listed Optionholders in New Zealand** In offering Havilah Shares and Havilah Listed Options under the Offers in New Zealand, Havilah is relying on the Securities Act (Overseas Companies) Exemption Notice 2002. This document is not a prospectus or an investment statement under New Zealand law, and does not contain all the information that a prospectus or investment statement is required to contain under New Zealand law. New Zealand investors should seek their own advice and satisfy themselves as to the Australian and New Zealand tax implications of participating in either Offer.

**Internet sites** Each of Havilah and Curnamona maintains an internet site. The Havilah internet site is at the URL [www.havilah-resources.com.au](http://www.havilah-resources.com.au) and the Curnamona internet site is at the URL [www.curnamona-energy.com.au](http://www.curnamona-energy.com.au) Information contained in or otherwise accessible through these internet sites is not a part of this document. All references in this document to these internet sites are for your information only.

**Privacy** Havilah, and its share registry **Computershare Limited**, may collect your information in the process of making and implementing the Offers, including information from the register of Curnamona Shareholders for the purposes of making the Share Offer and register of Curnamona Listed Optionholders for the purposes of making the Listed Options Offer and, if accepted, administering your holding of Curnamona Shares and Curnamona Listed Options respectively. Your information may be disclosed on a confidential basis to Havilah or its related bodies corporate and external service providers, and may be required to be disclosed to regulators, such as ASIC.

**Defined terms** A number of defined terms are used in this document. Unless expressly specified otherwise, defined terms have the meaning given in the Glossary in section 16. All references to \$, \$A, dollars, ¢ and cents are to Australian currency unless specified otherwise.

**Effect of rounding** A number of figures, amounts, percentages, prices, estimates, calculations of value and fractions in this document are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this document.

# ACCEPT NOW

## Havilah's Offers of:

- **one Havilah Share for every five Curnamona Shares, and**
- **one Havilah Listed Option for every five Curnamona Listed Options**

**are in the best interests of Curnamona Shareholders and Curnamona Listed Optionholders respectively.**

1. The Offers represent
  - In the case of the Share Offer, a significant premium of 72.5% to Curnamona's closing Share price on Thursday 1 March 2012<sup>1</sup> and a 76% premium based on the companies' respective 90 market trading day volume weighted average price (VWAP) to 1 March 2012<sup>2</sup>.
  - In the case of the Listed Options Offer, an implied value of 5.2 cents per Curnamona Listed Option<sup>3</sup> compared to the closing price of 0.5 cents on Thursday 1 March 2012.
2. Curnamona Shareholders and Curnamona Listed Optionholders will receive respectively shares and options in Havilah, which is a more diversified company with a broader portfolio of projects and greater resources to manage both companies' projects.
3. Havilah is better placed to raise the substantial development capital required to develop Curnamona's projects.
4. Curnamona has modest cash reserves and is very likely to require a capital raising in the next year, absent ongoing financial support from Havilah. If the Merger does not proceed, Curnamona Shareholders and Curnamona Listed Optionholders face the prospect of significant dilution from future capital raisings to fund and develop its projects.
5. Havilah's 45.38% shareholding in Curnamona is a significant deterrent to any alternative bidder.

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<sup>1</sup> Being the last trading day prior to both companies being placed in a trading halt to consider and negotiate the Offers.

<sup>2</sup> Based on Curnamona's 90 market trading day VWAP to 1 March 2012 of 7.27 cents and Havilah's 90 market trading day VWAP of 64.04 cents to 1 March 2012.

<sup>3</sup> Based on a Black-Scholes valuation undertaken by Havilah on 12 April 2012, valuing the Havilah Listed Options at 26 cents. Such a valuation may not reflect the market value of Havilah Listed Options once they are quoted on ASX.

- 6. If the Merger does not proceed, there is a significant risk that Curnamona's Share price and the price of Curnamona Listed Options will fall upon the lapsing of the Havilah Offers.**
- 7. Curnamona's independent director, Mr Staveley, recommends that Curnamona Shareholders and Curnamona Listed Optionholders accept the Offers by Havilah, subject to the Independent Expert concluding that the Offers are fair and reasonable to Curnamona Shareholders and Listed Optionholders respectively, and subject to there being no Superior Proposal and no Havilah Material Adverse Event having occurred.**
- 8. Curnamona Directors have indicated that they intend to accept the Share Offer in respect of all their Curnamona Shares and the Listed Options Offer in respect of all their Curnamona Listed Options, subject to the Independent Expert concluding that the Offers are fair and reasonable to Curnamona Shareholders and Curnamona Listed Optionholders respectively, and subject to there being no Superior Proposal and no Havilah Material Adverse Event having occurred.**

## 1. Key Dates

Announcement Date	9 March 2012
Register Date	7:00pm on [to be advised] May 2012
Bidder's Statement lodged with ASIC and dated	30 April 2012
Offers open	*9:00am (Adelaide time) on [to be advised]
Offers Closing Date (unless extended or withdrawn)	7:00pm (Adelaide time) on [to be advised]

*\* Curnamona has given its consent to Havilah despatching this Bidder's Statement to Curnamona Shareholders and Listed Optionholders on the date the Offers open, being a date earlier than would otherwise apply under section 633 of the Corporations Act.*

## 2. How to Accept

**Acceptance Forms must be received in sufficient time for your instructions to be processed by 7:00 pm (Adelaide time) on [to be advised] unless the Offers are extended.**

Subject to sections 12.5 and 13.5 of this Bidder's Statement:

- the Share Offer may only be accepted for all of your Curnamona Shares.
- the Listed Options Offer may only be accepted for all of your Curnamona Listed Options.

**For Issuer Sponsored Holdings of Curnamona Shares and Listed Options** - If your Curnamona Shares or Curnamona Listed Options (as relevant to you) are held on Curnamona's issuer sponsored sub-register (that is, if there is an 'I' appearing before your holder number on the enclosed Application Form), complete, sign and return the relevant Acceptance Form in accordance with the instructions on it.

**For CHESS Holdings of Curnamona Shares and Listed Options** - If your Curnamona Shares or Curnamona Listed Options (as relevant to you) are held in a CHESS Holding (that is if there is an 'X' appearing before your holder number on the enclosed Application Form), either:

- contact your Controlling Participant (usually your broker) and instruct them to accept the relevant Offer on your behalf; or
- complete sign and return the relevant Acceptance Form in accordance with the instructions on it.

Post your completed Application Form in the enclosed reply paid envelope to:

Computershare Investor Services  
Level 5, 115 Grenfell St, Adelaide, SA, 5000  
GPO Box 1326, Adelaide, SA, 5001

Registry Telephone        1300 556 161  
Registry Facsimile        1300 534 987

For more details on how to complete your Acceptance Form see section 12.6 (regarding the Share Offer) or section 13.6 (regarding the Listed Options Offer) of this Bidder's Statement. If you have any questions about the Offers or this document or about how to accept either one or both of the Offers, please contact the Havilah Offers Information Line on 08 8338 9292 (from within Australia) or +61 8 8338 9292 (from outside Australia) (normal charges apply).

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[To be advised]

Dear Fellow Curnamona Shareholder and Curnamona Listed Optionholder,

On behalf of the Board of Havilah Resources NL ("Havilah"), we are pleased to enclose offers to acquire all of your Shares and Listed Options in Curnamona Energy Limited ("Curnamona").

The Offers are:

- 1 Havilah Share for every 5 Curnamona Shares you hold; and
- 1 Havilah Listed Option for every 5 Curnamona Listed Options you hold.

Although Curnamona holds good quality prospective tenements, it has only modest funds, and any expansion will require a capital raising.

Havilah, as the largest Curnamona Shareholder with 45.38%, believes in the long term development potential of Curnamona's exploration assets which extend beyond uranium and include base metals and gold in the exploration licences that Curnamona holds in its own right (as opposed to the tertiary uranium rights it holds over some of the Havilah tenements, under the Tenement Access Agreement with Havilah). By moving the Curnamona Energy assets into the Havilah fold we will be able to continue to extend the Havilah base metal expertise into these Curnamona tenements in parallel with the on-going search for sand hosted uranium.

Havilah's Offers of one Havilah Share for every five Curnamona Shares and one Havilah Listed Option for every five Curnamona Listed Options:

- provides you value representing a significant premium to Curnamona's closing price for both the Curnamona Shares and Listed Options before the announcement of Havilah's intention to make the Offers;
- allows you to become a shareholder in a more diversified company with a broader portfolio of projects and greater resources to develop Curnamona's assets; and
- allows you to maintain an interest in Curnamona's exploration projects.

If Havilah's Offers for Curnamona are successful, the Merged Group will emerge as a stronger and more diversified group and one with greater capacity to attract interest from the wider investment community. I am confident the Merged Group, with its broader asset base, will be better placed to withstand cyclical downturns in metal prices and volatility in the broader financial markets.

As Havilah already holds 45.38% of Curnamona, Curnamona is required to appoint an independent expert to assess whether, in the expert's opinion, Havilah's Offers are fair and reasonable to Curnamona Shareholders and Curnamona Listed Optionholders respectively. Curnamona's Target's Statement, which will provide the Independent Expert's Report and includes all the information known to Curnamona that you would reasonably require to decide whether or not to accept one or both of the Offers, has been sent to you at the same time as this Bidder's Statement.

I encourage you to read this Bidder's Statement carefully. If Havilah acquires all Curnamona Shares and Listed Options, Curnamona Shareholders and Curnamona Listed Optionholders (apart from Havilah itself) will hold approximately 7% (undiluted) of Havilah, and you will therefore be in a position to participate on a similar basis with Havilah shareholders in the significant benefits and value the combination of Havilah and Curnamona will create. As with any investment there are risks and these are described in section 9 of this document.

The Offers are open until 7:00 pm (Adelaide time) on [to be advised] (unless extended under the Corporations Act). If you have any questions about the Offers please do not hesitate to contact the Havilah Offers Information Line on 08 8338 9292 (from within Australia) or +61 8 8338 9292 (from outside Australia) (normal charges apply).

Yours faithfully  
K R (Bob) Johnson, Chairman

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## **1. REASONS WHY YOU SHOULD ACCEPT HAVILAH'S OFFERS**

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### **1.1 The Offers provide substantial value**

**The Share Offer** represents:

- a significant premium of 72.5% to the closing price of Curnamona Shares on Thursday 1 March 2012<sup>4</sup>; and
- a 76% premium based on the companies' respective 90 market trading day volume weighted average price (VWAP) of Havilah Shares and Curnamona Shares to 1 March 2012<sup>5</sup>.

**The Listed Options Offer** represents an implied value of 5.2 cents per Curnamona Listed Option<sup>6</sup> compared to the closing price of 0.5 cents on Thursday 1 March 2012. The new Havilah Listed Options will have an exercise price of 75 cents and will expire on 23 March 2014. The existing Curnamona Listed Options have an exercise price of 35 cents and expire on 29 November 2013.

### **1.2 You will hold shares or listed options in a more diversified company**

Curnamona Shareholders and Curnamona Listed Optionholders will receive, respectively, fully paid ordinary shares and listed options in Havilah, which is a more diversified company that has a broader portfolio of projects and greater resources to manage both companies' projects.

### **1.3 Havilah is better placed to develop Curnamona's assets**

Havilah is better placed to raise the substantial development capital required to develop Curnamona's projects.

### **1.4 Risk of dilution on a capital raising**

Curnamona has modest cash reserves and is very likely to require a capital raising in order to remain a going concern, absent ongoing financial support from Havilah. Havilah has recently issued a letter of financial support for Curnamona, pursuant to which Havilah has covenanted to provide ongoing financial support to enable Curnamona to pay its debts as and when they fall due for a period of not less than one year from 4 April 2012, being the date of signing the Curnamona financial report for the half year ended 31 January 2012.

Curnamona Shareholders and Curnamona Listed Optionholders face the prospect of significant dilution from future capital raisings to fund and develop its projects.

### **1.5 No alternative offer**

Havilah currently controls 45.38% of Curnamona and considers that the likelihood of another bidder emerging is remote. Havilah's shareholding in Curnamona gives Havilah the ability to preclude any other bidder from obtaining control of Curnamona.

### **1.6 Risk of Curnamona's share price falling**

There is a significant risk that Curnamona's Share price and the price of Curnamona Listed Options will fall upon the lapsing of Havilah's Offers.

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<sup>4</sup> Being the last trading day prior to both companies being placed in a trading halt to consider and negotiate the offer.

<sup>5</sup> Based on Curnamona's 90 market trading day VWAP to 1 March 2012 of 7.27 cents and Havilah's 90 market trading day VWAP of 64.04 cents to 1 March 2012.

<sup>6</sup> Based on a Black-Scholes valuation undertaken by Havilah on 12 April 2012, valuing the Havilah Listed Options at 26 cents. Such a valuation may not reflect the market value of Havilah Listed Options once they are quoted on ASX.

**1.7 Recommendation of Curnamona's Independent Director**

Curnamona's independent director, Mr Stavely, recommends that Curnamona Shareholders accept the Share Offer by Havilah, and that Curnamona Listed Optionholders accept the Listed Options Offer by Havilah, subject to the Independent Expert concluding that the Offers are fair and reasonable to Curnamona Shareholders and Curnamona Listed Optionholders respectively, and subject to there being no Superior Proposal and no Havilah Material Adverse Event occurring.

**1.8 Curnamona Directors intend to accept the Offers**

Each of the Directors of Curnamona currently intend to accept or procure acceptance of the Offers in respect of all the Curnamona Shares and Curnamona Listed Options they own or control, subject to the Independent Expert concluding that the Offers are fair and reasonable to Curnamona Shareholders and Curnamona Listed Optionholders respectively, and subject to there being no Superior Proposal and no Havilah Material Adverse Event occurring.

## 2. FREQUENTLY ASKED QUESTIONS

The information in this section is a summary only of Havilah's Offers and is qualified by the detailed information set out elsewhere in this Bidder's Statement. You should read the entire Bidder's Statement and Curnamona's Target's Statement sent to you at the same time as this Bidder's Statement, before deciding whether to accept one or both of the Offers.

<b>Question</b>	<b>Answer</b>	<b>Further information</b>
<b><i>What are Havilah's Offers?</i></b>	Havilah is offering to buy 100% of your Curnamona Shares and 100% of your Curnamona Listed Options by way of an off-market takeover bid by issuing to you: <ul style="list-style-type: none"> <li>➤ one Havilah Share for every five Curnamona Shares you hold; and</li> <li>➤ one Havilah Listed Option for every five Curnamona Listed Options you hold.</li> </ul>	Sections 12 and 13
<b><i>Who is making the Offers?</i></b>	The Offers are being made by Havilah Resources NL.	Sections 3 - 4.2
<b><i>Are there any conditions to the Offers?</i></b>	In summary, the Offers are subject to the following Defeating Conditions: <ul style="list-style-type: none"> <li>(a) Havilah holding at least 90% (by number) of Curnamona Shares;</li> <li>(b) Havilah declaring both the Share Offer and Listed Option Offer to be unconditional;</li> <li>(c) receipt of all required regulatory approvals;</li> <li>(d) no restraint arising adversely affecting the Offers;</li> <li>(e) conduct by Curnamona of its business in the ordinary course of business;</li> <li>(f) the exercise or cancellation of all Curnamona Director Options;</li> <li>(g) no Curnamona Prescribed Occurrence occurring;</li> <li>(h) no Curnamona Material Adverse Change occurring; and</li> <li>(i) representations regarding Curnamona's issued securities continue to be true and correct.</li> </ul>	Section 14
<b><i>What happens if the Defeating Conditions are not waived or satisfied?</i></b>	If the Defeating Conditions to the Offers are not satisfied or waived by the Closing Date, including any extensions to the Closing Date, the Offers will lapse and you will retain your Curnamona Shares and Listed Options. Pursuant to the Implementation Agreement, if Havilah decides to waive a Defeating Condition or otherwise declare a Defeating Condition to be satisfied it must do so in respect of both Offers, and not one of them only.	Sections 12.11 and 13.11
<b><i>What is this Bidder's Statement?</i></b>	This Bidder's Statement sets out the terms of the Offers for all of your Curnamona Shares and Listed Options and information relevant to your decision on whether or not to accept the Offer or Offers relevant to you. It has been issued by Havilah under Part 6.5 of the Corporations Act for distribution to Curnamona Shareholders and Curnamona Listed Optionholders. This Bidder's Statement is an important document. If you are in any doubt as to how to deal with this Bidder's Statement, you should consult your Broker or your legal, financial or other professional adviser as soon as possible.	

<b>Question</b>	<b>Answer</b>	<b>Further information</b>
<b><i>What happens if I accept the Offers for my Curnamona Shares or Listed Options?</i></b>	<p>If you accept the Share Offer for all of your Curnamona Shares or the Listed Options Offer for all of your Curnamona Listed Options and the Defeating Conditions are satisfied or waived Havilah will acquire all your Curnamona Shares or Curnamona Listed Options respectively. In return:</p> <ul style="list-style-type: none"> <li>• Pursuant to the Share Offer you will receive one Havilah Share for every five Curnamona Shares you own.</li> <li>• Pursuant to the Listed Options Offer you will receive one Havilah Listed Option for every five Curnamona Listed Options you own. The new Havilah Listed Options will have an exercise price of 75 cents and will expire on 23 March 2014.</li> </ul>	Sections 12 and 13
<b><i>When will I receive the Offer Consideration?</i></b>	<p>If you accept an Offer you will receive the relevant Offer Consideration on or before the earlier of:</p> <ul style="list-style-type: none"> <li>• one month after the date the relevant Offer is validly accepted by you or, if the Offer is still conditional when you accept, within one month after the Offer or the contract resulting from your acceptance of the Offer becomes unconditional; and</li> <li>• 21 days after the end of the relevant Offer Period provided that the Offer has become unconditional.</li> </ul>	Sections 12.8 and 13.8
<b><i>What if I accept an Offer and Havilah then increases the Offer Consideration with respect to that Offer?</i></b>	You will receive the increased Offer Consideration even though you had already accepted the relevant Offer.	
<b><i>Do I have to pay stamp duty or brokerage charges if I accept either Offer?</i></b>	There are no stamp duty charges or brokerage payable in relation to either of the Offers.	
<b><i>When do the Offers close?</i></b>	The Offers close at 7:00pm (Adelaide time) on [to be advised] unless extended under the Corporations Act. You will receive written notification of any extension.	
<b><i>Can I accept an Offer in respect of part of my holding?</i></b>	No, you may only accept an Offer in respect of all the Curnamona Shares, or all the Curnamona Listed Options, held by you (subject to sections 12.5(c) to (f) and 13.5(c) to (f) of this Bidder's Statement relating to certain trustees and nominees).	Sections 12.5(c) to (f) and 13.5(c) to (f)
<b><i>Are there any risks in accepting an Offer?</i></b>	There are a number of risks that may have a material impact upon the implementation of the Offers, the future performance of the Merged Group and the value of Havilah Shares and Havilah Listed Options, including Havilah's ability to get its projects into production and normal market risks.	Section 9
<b><i>As a Curnamona Shareholder or Listed Optionholder what choices do I have?</i></b>	<p>As a Curnamona Shareholder or Curnamona Listed Optionholder, you have the following choices in respect of your Curnamona Shares or Listed Options:</p> <ul style="list-style-type: none"> <li>• accept Havilah's Share Offer or Listed Option Offer or both, as relevant to you;</li> <li>• sell your Curnamona Shares or Listed Options on ASX (unless you have previously accepted the relevant Offer);</li> <li>• in the case of Curnamona Listed Optionholders, exercise your Listed Options and accept the Share Offer in respect of the resultant Curnamona Shares, or sell those Curnamona Shares on market through the ASX; or</li> <li>• do nothing.</li> </ul>	

<b>Question</b>	<b>Answer</b>	<b>Further information</b>
<b><i>What are the tax implications if I accept an Offer?</i></b>	You should seek your own advice. Section 10 contains a general summary of the major likely Australian tax consequences for Curnamona Shareholders who accept the Share Offer and Curnamona Listed Optionholders who accept the Listed Option Offer.	Section 10
<b><i>How do I accept an Offer?</i></b>	To accept either Offer you should follow the instructions set out in: <ul style="list-style-type: none"> <li>• section 12 in respect of the Share Offer; and</li> <li>• section 13 in respect of the Listed Option Offer.</li> </ul>	Sections 12 and 13
<b><i>Can I withdraw my acceptance?</i></b>	Under the terms of the Offers you cannot withdraw your acceptance unless a withdrawal right arises under the Corporations Act.	
<b><i>What happens if I do not accept the relevant Offer?</i></b>	If you do not accept the relevant Offer, you will remain a Curnamona Shareholder or Curnamona Listed Optionholder as the case may be. If Havilah acquires more than 90% of Curnamona Shares and the other conditions of the Offers are either satisfied or waived, Havilah intends to proceed to compulsorily acquire your Curnamona Shares and Listed Options which Havilah is entitled to compulsorily acquire in accordance with the Corporations Act. In that case, you will not be paid the consideration for your Curnamona Shares or Listed Options until the end of the compulsory acquisition process.	
<b><i>Where do I go for further information?</i></b>	If you have any questions about Havilah's Offers, this Bidder's Statement or how to accept an Offer, please contact the Offers Information Line on (08) 8338 9292 from within Australia, or +61 8 8338 9292 from outside Australia (normal charges apply).  If you are in any doubt as to how to deal with this document you should consult your legal, financial or other professional adviser as soon as possible.	



### 3. PROFILE OF HAVILAH

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#### 3.1 Sources of information

Havilah Resources NL ("**Havilah**") is a "disclosing entity" for the purposes of the Corporations Act and as such is subject to Australian Securities Exchange ("**ASX**") continuous reporting and disclosure obligations.

Havilah will provide, free of charge, a copy of Havilah's Annual Financial Statements for the year ended 31 July 2011, and of Havilah's half year financial statements for the six months ended 31 January 2012, to any Curnamona Shareholder or Curnamona Listed Optionholder who requests a copy during the Offer Period.

#### 3.2 Introduction

Havilah is an ASX listed junior explorer, exploring for copper, gold, iron ore, cobalt, tin and other base metals in South Australia. Havilah was officially admitted to the ASX on 18 March 2002 and quoted on the ASX on 21 March 2002.

#### 3.3 Operations

Havilah is an independent mineral exploration company focused on South Australia and currently has its office in Adelaide, South Australia. It is actively working on bringing several projects into production.

#### 3.4 Projects

Havilah's six main mineral projects are within the Curnamona Craton in the northeast of South Australia. These are:

##### ***Portia Gold Project (100%)***

This is a planned open cut gold mine with a granted mining lease, currently seeking approval of the Mining and Rehabilitation Plan. The deposit has a JORC Resource of 67,000 ounces of gold extractable by gravity separation methods.

##### ***Kalkaroo Copper-Gold Project (100%)***

A proposed open cut copper-gold mine project with the following resources:

- Gold Cap: 18.7Mt @ 0.74 g/t Au JORC Measured resource
- Main deposit: 124.5Mt @ 0.50% Cu & 0.39g/t Au JORC Measured + Indicated resource.

A feasibility study has indicated that the project is bankable. Havilah recently announced its intention to seek offers for a full or partial sale of this asset.

##### ***Mutooroo Copper-Cobalt Project (100%)***

A copper-cobalt-sulphur project located about 60 km west of Broken Hill, containing a JORC Indicated and Inferred resource of 13.1 million tonnes of 1.48% copper plus substantial cobalt and sulphur. This is initially planned as an open cut mine, which later in its life would move to underground mining.

##### ***North Portia Copper-Gold Project (100%)***

A planned open cut copper-gold mine project with a JORC Inferred resource of 11.3 million tonnes grading 0.89% copper, 0.44 g/t gold and 500 ppm molybdenum. It is located 400 metres north of the Portia Gold Project.

##### ***Maldorky Iron Ore Project (100%)***

An iron ore project with a JORC Indicated resource of 147 million tonnes of iron ore grading 30.1% iron. It is proposed to upgrade the mined ore to a saleable product containing at least 60% iron. This project has the development advantages of minimal overburden and closeness to the Transcontinental Railway (providing access to the coastal port at Adelaide).

##### ***Lilydale Iron Ore Project (100%)***

An iron ore prospect with over 25 kilometres of strike of iron ore formations waiting to be evaluated by resource drilling. Initial reconnaissance drilling results are encouraging with preliminary metallurgy test work indicating that a high quality iron ore product is potentially recoverable.

### 3.5 Option and Joint Venture Agreement with MMG Exploration

Havilah has signed an option and joint venture agreement with MMG Exploration Pty Ltd (**MMG**) relating to exploration of all Havilah's Curnamona Craton exploration licences north of the Barrier Highway. The Agreement excludes Kalkaroo EL 4645 and ML 6354 covering the Portia and North Portia deposits.

Under the Agreement MMG is required to spend an amount of \$12 million over a period of 5 years on exploration work, which entitles MMG to secure a 60% participating interest in any potential development projects that it identifies within the exploration licences. MMG is required to spend a minimum of \$3 million on exploration prior to withdrawal.

Havilah will retain 100% ownership of the exploration licences and may continue with exploration of them on its own account. During the term of the Agreement Havilah will be obliged to offer MMG a 60% participating interest in any new discoveries it makes for which it is seeking a development partner. In the event MMG elects to participate in a Havilah discovery, MMG will reimburse Havilah twice its verifiable exploration expenditure.

A development project will be operated under a normal joint venture arrangement in which Havilah will have the opportunity to either contribute to maintain its 40% participating interest, or dilute to a 20% project interest carried through to the mine development stage.

MMG Exploration Pty Ltd has also taken a placement of 4,000,000 Havilah Shares at an issue price of \$1.25 per share, raising \$5,000,000.

Further information on Havilah's projects may be obtained from Havilah's website at [www.havilah-resources.com.au](http://www.havilah-resources.com.au).

### 3.6 Source of Technical information

Technical information contained in this section 3 has been extracted from various Havilah ASX announcements released over the last five years. The information relating to mineral resources has been compiled by Competent Persons as defined in the JORC code, and these Competent Persons have consented to the use of this information here. In each case, technical information, including the resource statement, was accompanied by a Competent Persons Statement as reproduced below.

#### Competent Persons Statement

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 mineralisation 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 herein in the form and context in which it appears.

### 3.7 Havilah's Board

Details of the directors of Havilah Resources NL are set out below:

#### Bob Johnson (Chairman of Havilah)

KR (Bob) Johnson is a geologist with 40 years experience in professional, management and executive roles. He is an expert in 3D computer modelling of orebodies and computerised mine planning.

Bob was appointed to the board of Havilah on 11 February 1997.

#### Chris Giles (Technical Director of Havilah)

Chris Giles is an exploration geologist with over 30 years of technical and management experience in the mineral exploration industry.

Chris was appointed to the board of Havilah on 11 February 1997.

#### Ken Williams (Non-Executive Director)

Ken Williams joined the Havilah Board in 2003. He has extensive experience in mining finance and treasury management.

Ken was appointed to the board of Havilah on 15 November 2003.

### **3.8 Havilah's management**

Day to day management of Havilah is carried out by the two executive directors, Dr Bob Johnson and Dr Chris Giles. Both are highly experienced geologists each with over 30 years of experience in the resources industry. Once Havilah moves to mining production the management team will be expanded to ensure mining operations are closely supervised by experienced mining professionals. It is anticipated that the administrative and the technical functions will expand to match the increase in activity as mines are progressively brought into production.

### **3.9 Relationship with Curnamona**

#### **(a) Shareholding**

In March 2006, Havilah sponsored the initial public offering of Curnamona. Havilah retains a controlling interest in Curnamona and as at the date of this Bidder's Statement, Havilah is the largest shareholder in Curnamona with a Relevant Interest of 45.38% in the Curnamona Shares and Listed Options.

#### **(b) Provision of financial support**

Havilah has recently issued a letter of financial support for Curnamona, pursuant to which Havilah has covenanted to provide ongoing financial support to enable Curnamona to pay its debts as and when they fall due for a period of not less than one year from 4 April 2012, being the date of signing the Curnamona financial report for the half year ended 31 January 2012.

#### **(c) Agreements and other business dealings**

Both Havilah and Curnamona are signatories to services agreements with Maptek Pty Limited, a company wholly owned by Dr Bob Johnson. Under the services agreement Maptek provides certain services to both Havilah and Curnamona including administrative, corporate compliance, accounting and secretarial and computer services. As at the date of this Bidder's Statement, Maptek provides office administration, accounts payable, networked communication services and office space to both Havilah and Curnamona.

Both Havilah and Curnamona have entered into consultancy agreements with related entities of Dr Bob Johnson (Maptek Pty Limited) and Dr Chris Giles (Geocom Pty Ltd) as previously disclosed in the Annual Reports of Havilah and Curnamona.

## 4 HAVILAH'S FINANCIAL INFORMATION

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### 4.1 Source of Information

The information in this section 4 is only a summary of Havilah's historical financial information. Full details of Havilah's historical financial information, including applicable notes and the accounting policies underlying their preparation, are contained in Havilah's half yearly financial report for the half year ended 31 January 2011 which can be found on the Havilah website and in Havilah's past announcements to the ASX.

### 4.2 Summary Income Statement

	Half-year ended 31 January 2012 \$	Half-year ended 31 January 2011 \$
Revenue	141,017	268,602
Other income	-	158,363
Amortisation expense	(53,173)	(66,206)
Depreciation expense	(122,933)	(118,961)
Insurance expense	(44,034)	(61,366)
Management fee and consulting fee expense	(243,622)	(290,920)
Legal fees	(61,396)	(14,779)
Audit and review fees	(26,500)	(23,500)
Listing and shareholder administration fees	(97,795)	(82,942)
Finance costs	(11,014)	(23,278)
Printing expense	(19,800)	(18,000)
Subscriptions expense	(945)	(3,815)
Employee expense	16,154	(58,503)
Travel expense	(11,977)	-
Consulting fees	(58,879)	-
Motor vehicle expense	(12,537)	(20,282)
Directors fees	(44,157)	(32,500)
Computer charges	(11,623)	(18,603)
Impairment of other financial assets	(68,833)	-
Share based payments	(280,544)	(1,453,934)
Exploration expenditure written off (Note 4)	(3,243,994)	-
Other expenses	(27,443)	(56,769)
<b>Loss before income tax income</b>	<b>(4,284,028)</b>	<b>(1,917,393)</b>
Income tax expense/income	(207,658)	13,275
<b>Loss for the period</b>	<b>(4,491,686)</b>	<b>(1,904,118)</b>
<b>Other comprehensive income</b>		
(Loss)/gain on available-for-sale investments taken to equity	(4,918)	44,250
Income tax income/(expense) relating to other comprehensive income	1,475	(13,275)
Total other comprehensive income for the period	(3,443)	30,975

<b>Total comprehensive income for the period</b>	(4,495,129)	(1,873,143)
<i>Loss attributable to:</i>		
Equity holders of the parent:		
Share of loss for the period	(2,541,044)	(1,626,842)
Gain from minority on issue of shares	82,456	-
<b>Loss attributable to equity holders of the parent</b>	(2,458,588)	(1,626,842)
Minority interest		
Share of loss for the period	(1,950,642)	(277,276)
Loss on issue of shares	(82,456)	-
Loss attributable to minority interest	(2,033,098)	(277,276)
	(4,491,686)	(1,904,118)
Earnings per share		
- Basic (cents per share) – profit/(loss)	(2.70)	(1.98)

#### 4.3 Summary Balance Sheet

	31 January 2012	31 July 2011
	\$	\$
<b>Current Assets</b>		
Cash and cash equivalents	6,664,666	5,003,069
Trade and other receivables	58,532	134,228
Other	39,003	51,650
<b>Total Current Assets</b>	6,762,201	5,188,947
<b>Non Current Assets</b>		
Exploration and evaluation expenditure	36,240,316	44,015,310
Other financial assets	691,583	765,333
Plant and equipment	1,492,422	1,631,790
<b>Total Non Current Assets</b>	38,424,321	46,412,433
<b>TOTAL ASSETS</b>	45,186,522	51,601,380
<b>Current Liabilities</b>		
Trade and other payables	636,477	597,975
Borrowings	114,724	215,479
Provisions	163,587	193,707
Other liability	-	14,000,000
<b>Total Current Liabilities</b>	914,788	15,007,161
<b>Non Current Liabilities</b>		
Borrowings	27,340	58,489
Provisions	200,834	186,868

Other liability	2,495,738	2,495,738
<b>Total Non Current Liabilities</b>	<b>2,723,912</b>	<b>2,741,095</b>
<b>TOTAL LIABILITIES</b>	<b>3,638,700</b>	<b>17,748,256</b>
<b>NET ASSETS</b>	<b>41,547,822</b>	<b>33,853,124</b>
<b>Equity</b>		
Issued capital	39,714,202	25,881,381
Reserves	9,400,820	10,043,300
Accumulated losses	(11,893,668)	(9,435,080)
Equity attributable to the owners of the parent entity	37,221,354	26,489,601
Non-controlling interest	4,326,468	7,363,523
<b>TOTAL EQUITY</b>	<b>41,547,822</b>	<b>33,853,124</b>

#### 4.4 Summary Cash Flow Statement

	Half-year ended 31 January 2012 \$	Half-year ended 31 January 2011 \$
<b>Cash flow from operating activities</b>		
Receipts from customers	1,889	60,938
Payments to suppliers and employees	(633,570)	(647,105)
Interest and other costs of finance paid	(11,014)	(23,278)
<b>Net cash used in operating activities</b>	<b>(642,695)</b>	<b>(609,445)</b>
<b>Cash flow from investing activities</b>		
Interest received	139,380	212,624
Payments for exploration and evaluation	(2,280,797)	(2,110,221)
Payments for plant and equipment	(36,738)	(98,878)
<b>Net cash used in investing activities</b>	<b>(2,178,155)</b>	<b>(1,996,475)</b>
<b>Cash flow from financing activities</b>		
Proceeds from issue of shares	5,001,625	79,727
Proceeds from shares issued to non-controlling interest	300,000	2,975
Payment of costs associated with share issues	(687,274)	(65,591)
Repayment of borrowings	(131,904)	(135,913)
<b>Net cash provided by/(used in) financing activities</b>	<b>4,482,447</b>	<b>(118,802)</b>

Net increase/(decrease) in cash	1,661,597	(2,724,722)
<b>Cash and cash equivalents at the beginning of the half-year</b>	5,003,069	10,688,233
<b>Cash and cash equivalents at the end of the half-year</b>	6,664,666	7,963,511

## 5 INFORMATION ABOUT HAVILAH SECURITIES

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### 5.1 Havilah issued securities

As at 30 April 2012, Havilah has:

- 101,323,223 Havilah Shares on issue, all of which are quoted on ASX and may be freely traded.
- 20,149,472 options quoted on ASX. These options have an exercise date of 30 October 2013 and an exercise price of \$0.50. Havilah also has 10,410,000 director and employee options on issue which are not quoted on the ASX.

### 5.2 Havilah new Shares

In late 2011 Havilah completed an off-market takeover offer to acquire all the outstanding shares in Geothermal Resources Limited. A total of 4,205,576 new Havilah Shares were issued as a consequence of that takeover.

Havilah has settled a dispute with Glencore International AG with the issue of 10,153,756 Havilah Shares to Glencopper SA Pty Limited (a Subsidiary of Glencore International AG) pursuant to a heads of agreement dated 29 June 2007.

Havilah issued 4,000,000 Havilah Shares to MMG Exploration Pty Ltd on 8 November 2011 at an issue price of \$1.25 per share (refer to section 3.5 of this Bidder's Statement).

### 5.3 Trading of Havilah Shares

The closing sale price of Havilah Shares on ASX on 27 April 2012 (being the last Trading Day before lodgement of the Bidder's Statement with ASIC) was 78 cents.

The highest recorded close price of Havilah Shares on ASX in the four months to the last Trading Day before 30 April 2012 was 78 cents on 27 April 2012.

The lowest recorded close price of Havilah Shares in the four months to the last Trading Day before 30 April 2012 was 55 cents on 23 March 2012.

### 5.4 Dividends

Havilah has not paid dividends. Havilah reviews its corporate dividend policy regularly and will continue to do so.

### 5.5 Havilah substantial holders

As at 30 April 2012, the substantial shareholders in Havilah were:

Name of Shareholder	Number of Havilah Shares	Approximate % holding
Glencopper SA Pty Ltd	10,153,756	10.02%
Trindal Pty Ltd <Trindal SUPER FUND A/C>	9,417,643	9.29%
IFG Trust (Jersey) Limited	8,262,607	8.15%
Rockland Pty Ltd	5,904,978	5.83%

### 5.6 Rights and liabilities attaching to the Havilah Shares offered

A summary of the rights which relate to Havilah Shares is set out below. This summary does not purport to be exhaustive or constitute a definitive statement of the rights and liabilities of Havilah Shareholders.

**Voting:** At a general meeting of Havilah on a show of hands, every member present in person, or by proxy, attorney or representative has one vote and upon a poll, every member present in person, or by proxy, attorney or representative has one vote for every Havilah Share held by them.

**Dividends:** The Havilah Shares offered under the Share Offer or which will be issued on conversion of the Havilah Listed Options offered under the Listed Option Offer will rank equally with all other issued



shares in the capital of Havilah and will participate in dividends out of profits earned by Havilah from time to time. Subject to the rights of holders of Havilah Shares of any special preferential or qualified rights attaching thereto, the profits of Havilah are divisible amongst the holders of Havilah Shares in proportion to the Havilah Shares held by them irrespective of the amount paid up or credited as paid up thereon. The Havilah Directors may from time to time pay to Havilah Shareholders such interim dividends as in their judgement the position of Havilah justifies.

**Winding Up:** Upon paying the application moneys, Havilah Shareholders will have no further liability to make payments to Havilah in the event of Havilah being wound up pursuant to the provisions of the Corporations Act.

**Transfer of Securities:** Generally, Havilah Shares are freely transferable, subject to satisfying the usual requirements of security transfers on the ASX. The Havilah Directors may decline to register any transfer of Havilah Shares but only where permitted to do so under its Constitution or the ASX Listing Rules.

**Sale of Non-Marketable Holdings:** Havilah may take steps in respect of non-marketable holdings of Havilah Shares to effect an orderly sale of those Havilah Shares in the event that holders do not take steps to retain their holdings in accordance with the Constitution and the ASX Listing Rules.

For more particular details of the rights attaching to Havilah Shares, investors should refer to the Constitution of Havilah.

## 5.7 Terms and conditions of Havilah Listed Options

The Havilah Listed Options (**Options**) offered pursuant to the Listed Options Offer will be issued on the following terms and conditions:

- (a) The Optionholder is entitled on payment of \$0.75 (**Exercise Price**) to be allotted one Havilah Share for each Option exercised (subject to possible adjustments referred to below).
- (b) The Options held by the Optionholder are exercisable in whole or in part at any time before 23 March 2014 (**Exercise Period**). Options not exercised before the expiry of the Exercise Period will lapse.
- (c) Options are exercisable by notice in writing to the Havilah Board delivered to the registered office of Havilah and payment of the Exercise Price in cleared funds. Some or all of the Options may be exercised at any one time or times prior to the expiry of the Exercise Period provided that no less than 1,000 Options are exercised at any one time (provided that an Optionholder holding less than 1,000 Options may exercise all but not part of those Options).
- (d) Options are freely transferable.
- (e) An Optionholder may only participate in new issues of securities to holders of Havilah Shares if the Option has been exercised and Shares allotted in respect of the Option before the record date for determining entitlements to the issue. Havilah must give prior notice to the Optionholder of any new issue before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules.
- (f) If there is a bonus issue to the holders of Havilah Shares, the number of Havilah Shares over which the Option is exercisable will be increased by the number of Havilah Shares which the Optionholder would have received if the Option had been exercised before the record date for the bonus issue.
- (g) If Havilah makes a rights issue (other than a bonus issue), the Exercise Price of Options on issue will be reduced according to the following formula:

$$A = O - \frac{E \times [P - (S + D)]}{(N + 1)}$$

Where:

A = the new exercise price of the Option;

O = the old exercise price of the Option;

E = the number of underlying Havilah Shares into which one Option is exercisable;

P = the average closing sale price per Havilah Share (weighted by reference to volume) recorded on ASX during the five trading days immediately preceding the ex rights date or ex entitlements date (excluding special crossings and overnight sales and exchange traded option exercises);

S = the subscription price per Havilah Share under the pro rata issue;

D = the dividend due but not yet paid on existing underlying Havilah Shares (except those to be issued under the pro rata issue); and

N = the number of Havilah Shares with rights or entitlements that must be held to receive a right to one new Havilah Share

- (h) If, during the currency of the Options the issued capital of Havilah is reorganised, those Options will be reorganised to the extent necessary to comply with Listing Rules.

### 5.8 Havilah employee share plan

Havilah operates an employee share scheme as an incentive to employees and as a retention benefit to key employees.

### 5.9 Havilah top 20 shareholders

Havilah's top 20 shareholders as at the date of this Bidder's Statement are listed in the table below.

Holder Name	No. of shares
GLENCOPPER SA PTY LTD	10,153,756
TRINDAL PTY LTD <TRINDAL SUPER FUND A/C>	9,417,643
IFG TRUST (JERSEY) LIMITED	8,262,607
ROCKLAND PTY LTD <THE LB A/C>	5,904,978
MMG EXPLORATION LTD	4,000,000
ACN 154 402 927 PTY LTD <PRIVATE COMPANY ACCOUNT>	3,500,000
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	2,473,551
WOOLSTHORPE INVESTMENTS LIMITED	2,381,539
MRS SELVIE TJOWASI	2,187,033
STATSMIN NOMINEES PTY LTD	1,876,149
TRINDAL PTY LTD	1,422,629
STATSMIN NOMINEES PTY LTD <STATSMIN SUPER FUND A/C>	1,369,045
CITICORP NOMINEES PTY LIMITED	1,189,111
MR BRIAN KENNETH MURPHY <MURPHY'S SUPER FUND A/C>	1,144,910
PROF GEOFFREY DRISCOLL + MRS JAN DRISCOLL <DRISCOLL SUPER FUND A/C>	1,100,000
MR MICHAEL MORNANE STUTT	1,030,659
SYDNEY FUND MANAGERS LTD	1,000,000
MR PAUL CLARK	1,000,000
DR KEITH ROBERT JOHNSON	983,467
WILLSTREET PTY LIMITED	950,000

#### 5.10 Havilah Directors' interests in Havilah Shares and Havilah Options

As at the date of this Bidder's Statement, the Havilah Directors had the following Relevant Interests in Havilah Shares and Havilah Options:

Director	Number of Havilah Shares	Number of Listed Havilah Options	Number of Unlisted Havilah Options
K R Johnson	4,258,097	731,134	3,500,000
C W Giles	11,260,439	2,737,412	3,500,000
K G Williams	235,873	53,575	800,000

Havilah Shares and Havilah Options may be held either directly or indirectly by a Havilah Director.

## 6 PROFILE OF CURNAMONA

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### 6.1 Sources of information / disclaimer

Curnamona is a “disclosing entity” for the purposes of the Corporations Act and as such is subject to ASX continuous reporting and disclosure obligations. The following information about Curnamona has been prepared by Havilah using publicly available information and information provided by Curnamona that has not been independently verified. Accordingly Havilah does not, subject to the Corporations Act, make any representation or warranty, express or implied, as to the accuracy or completeness of this information. The information regarding Curnamona in this document should not be regarded as comprehensive.

Information in this section which has been released to ASX by Curnamona or provided to Havilah by Curnamona is dealt with in summary form only. You should refer to the Target’s Statement which has been sent to you at the same time as this Bidder’s Statement for more information in relation to Curnamona and you may also wish to view Curnamona’s website [www.curnamona-energy.com.au](http://www.curnamona-energy.com.au).

A list of announcements made by Curnamona to ASX between the date of lodgement with ASIC of its six monthly financial report for the half year ended 31 January 2012 and 27 April 2012 (being the day before the date of lodgement of this Bidder’s Statement with ASIC) appears in Annexure C to this Bidder’s Statement.

### 6.2 Overview

Curnamona is an explorer aiming to find and develop tertiary age, sand-hosted uranium deposits.

### 6.3 Operations

Curnamona has an in situ leach testing operation at Oban (currently suspended) and an on-going exploration program in which it is currently carrying out its routine drill prospecting and tenement maintenance.

### 6.4 Development

Curnamona has no active production developments as the projects are still in evaluation stage.

### 6.5 Exploration

Drilling activity is progressing with two active drill rigs owned by Curnamona, although delays have occurred due to bad weather over the past 12 months. While there are numerous prospecting opportunities in the large tenement holding, there is scant attention focussed on the base metal and gold potential. Several anomalous base metal basement intersections have been made by Curnamona but these have only been on Havilah’s tenements to date. Under the Tenements Access Agreement between Curnamona and Havilah any base metal discoveries in the basement do not belong to Curnamona. Base metal potential also exists on the tenements it owns in its own right. However Curnamona does not have the personnel or funds to explore for base metals.

### 6.6 Reserves and Resources

The Oban deposit was drilled by Curnamona during 2006-2007 from which an Inferred Resource containing 2,200 tonnes of U<sub>3</sub>O<sub>8</sub> was estimated. Field leach trials on this deposit have been unsuccessful to date for reasons that are not fully understood. At this stage this testing has been unable to confirm the recovery factor and consequently Curnamona has decided to restate the Inferred Resource for Oban when the uranium recovery estimates are available.

### 6.7 Curnamona's capital structure

As at 30 April 2012, Curnamona had the following classes of securities and number of securities in those classes:

Class of securities	Number of securities in the class
Ordinary shares	66,116,234
Listed Options	16,517,743
Unlisted options	9,450,000

## 6.8 Curnamona Listed Options

There are 16,517,743 Curnamona Listed Options on issue, exercisable on or before 29 November 2013 for an exercise price of 35 cents per Curnamona Share. Havilah is offering one Havilah Listed Option for every five Curnamona Listed Options.

## 6.9 Market information about Curnamona Shares and Listed Options

In the four month period prior to the date of the Offers the range of prices of Curnamona Shares traded were:

**Maximum 7.5 cents 13 December 2011**

**Minimum 6.5 cents 20 December 2011**

In the four month period prior to the date of the Offers the range of prices of Curnamona Listed Options traded were:

**Maximum 2.0 cents 3 November 2011**

**Minimum 0.5 cents 15 February 2012**

## 6.10 Employee & Directors Share Options

Curnamona operates an employee share option plan as an incentive to employees and as a retention benefit to Directors and key employees.

A total of 1,450,000 Curnamona Employee Options have been issued to employees under the Curnamona Employee Share Option Plan, and a total of 8,000,000 Curnamona Director Options have been issued to Directors.

Curnamona Employee Options and Curnamona Director Options are unlisted and lapse upon termination of employment of the relevant employee or of the appointment of the relevant Curnamona Director. All Curnamona Unlisted Options vest in the event of a takeover offer.

It is important to note that the Offers do not extend to the Curnamona Unlisted Options. Holders of Curnamona Employee Options and Curnamona Director Options may however exercise all of their Unlisted Options before the end of the Offer Period and obtain Curnamona Shares, for which they may or may not accept the Share Offer as they decide.

## Curnamona Employee Options

In respect to Curnamona Employee Options, under the Implementation Agreement Havilah must, before the end of the Offer Period, seek the consent of each holder of Curnamona Employee Options to the cancellation of their Employee Options held by them for the Employee Option Consideration, subject to:

- (a) all Defeating Conditions being satisfied or waived by the end of the Offer Period; and
- (b) Curnamona obtaining any necessary waiver from the ASX of Listing Rule 6.23.2 so as to permit the cancellation of the Curnamona Employee Options for the Employee Option Consideration without obtaining the approval of Curnamona Shareholders. Curnamona has applied for a waiver from the ASX from Listing Rule 6.23.2 so as to permit the cancellation of the Curnamona Employee Options for the Employee Option Consideration.

Havilah may also, if it so decides, make offers to acquire all of the Curnamona Employee Options during the Offer Period, provided that any offer made by Havilah to acquire the Employee Options must be for the Employee Option Consideration and the acquisition of the Employee Options must be completed not later than 1 month after the end of the Offer Period.

If at the end of the Offer Period Havilah holds at least 90% of the Curnamona Shares and the Offers are unconditional, Havilah will advise all Employee Optionholders who have not agreed to the cancellation of their Employee Options, or sale of their Employee Options to Havilah, of their right to have Havilah acquire their Employee Options in accordance with Division 3 of Part 6A.1 of the Corporations Act.

## **Curnamona Director Options**

With respect to Curnamona Director Options, it is a Defeating Condition that, 7 days before the Conditions Notice Date, each Curnamona Director Option has been exercised or cancelled, or the holder of Director Options has irrevocably agreed to the cancellation of their Director Options subject only to the Offers becoming free of all Defeating Conditions.

Under the Implementation Agreement Havilah and Curnamona are to use their respective reasonable endeavours to procure satisfaction of that Defeating Condition, provided that this does not require either of them to provide any consideration for the cancellation or exercise of the Curnamona Director Options or to seek any waiver from ASX.

It is the present intention of each of the Curnamona Directors (other than Mr Phillip Staveley who does not hold any Curnamona Director Options) to agree, 7 days before the Conditions Notice Date, to the cancellation of their Curnamona Director Options, subject only to the Offers becoming free of all Defeating Conditions. Any of the Curnamona Directors may however decide, in their sole discretion, to exercise their Curnamona Director Options and so receive Curnamona Shares, and then accept the Curnamona Share Offer, subject to there being no Superior Proposal and no Havilah Material Adverse Change.

### **6.11 Source of financial information**

The information in section 6.12 is only a summary of Curnamona's historical financial information. Full details of Curnamona's historical financial information, including applicable notes and the accounting policies underlying their preparation, are contained in Curnamona's annual financial report for the year ended 31 July 2011 and half year financial statements for the half year ended 31 January 2012, copies of which can be found on the Curnamona website and in Curnamona's past announcements to ASX.

## 6.12 Summary income statement

	Half-year ended 31 January 2012 \$	Half-year ended 31 January 2011 \$
Revenue	110,478	98,461
Employee expense	(42,044)	(17,263)
Depreciation expense	(75,594)	(89,119)
Amortisation expense	(14,052)	(17,635)
Directors fees	(10,000)	(10,000)
Insurance expense	(6,877)	(9,547)
Management fee expense	(89,426)	(89,426)
Legal fees	-	(1,623)
Audit and review fees	(7,500)	(7,500)
ASX listing fees	(2,274)	(4,602)
Shareholder administration fees	(12,963)	(19,079)
Printing expense	(4,950)	(4,500)
Share based payments	(36,797)	(306,149)
Finance costs	(4,264)	(9,954)
Motor vehicle expense	-	(1,362)
Exploration expenditure written off (Note 4)	(3,243,994)	-
Other expenses	(9,177)	(8,636)
<b>Loss before income tax expense</b>	<b>(3,449,434)</b>	<b>(497,934)</b>
Income tax expense	-	-
<b>Loss for the period</b>	<b>(3,449,434)</b>	<b>(497,934)</b>
Other comprehensive income	-	-
<b>Total comprehensive income for the period</b>	<b>(3,449,434)</b>	<b>(497,934)</b>
Earnings per share		
- Basic (cents per share) – (loss)	(5.217)	(0.800)
- Diluted (cents per share) – (loss)	(5.217)	(0.800)

### 6.13 Summary balance sheet

	31 January 2012 \$	31 July 2011 \$
<b>Current Assets</b>		
Cash and cash equivalents	1,522,544	2,291,362
Trade and other receivables	26,860	26,152
Other	13,543	16,217
<b>Total Current Assets</b>	<b>1,562,947</b>	<b>2,333,731</b>
<b>Non Current Assets</b>		
Exploration and evaluation expenditure	5,720,732	8,387,968
Plant and equipment	721,659	811,305
Other financial assets	300,000	300,000
<b>Total Non Current Assets</b>	<b>6,742,391</b>	<b>9,499,273</b>
<b>TOTAL ASSETS</b>	<b>8,305,338</b>	<b>11,833,004</b>
<b>Current Liabilities</b>		
Trade and other payables	96,687	135,039
Borrowings	52,637	117,694
Provisions	131,730	48,050
<b>Total Current Liabilities</b>	<b>281,054</b>	<b>300,783</b>
<b>Non Current Liabilities</b>		
Borrowings	-	6,133
Provisions	53,251	142,418
Other (deferred income)	50,000	50,000
<b>Total Non Current Liabilities</b>	<b>103,251</b>	<b>198,551</b>
<b>TOTAL LIABILITIES</b>	<b>384,305</b>	<b>499,334</b>
<b>NET ASSETS</b>	<b>7,921,033</b>	<b>11,333,670</b>
<b>Equity</b>		
Issued capital	13,099,499	13,099,499
Reserves	3,634,935	3,598,138
Accumulated losses	(8,813,401)	(5,363,967)
<b>TOTAL EQUITY</b>	<b>7,921,033</b>	<b>11,333,670</b>



## 6.14 Summary cash flow statement

	Half-year ended 31 January 2012 \$	Half-year ended 31 January 2011 \$
<b>Cash flow from operating activities</b>		
Receipts from customers	65,353	14,579
Payments to suppliers and employees	(211,868)	(188,498)
Interest and other costs of finance paid	(4,264)	(9,954)
<b>Net cash used in operating activities</b>	<b>(150,779)</b>	<b>(183,873)</b>
<b>Cash flow from investing activities</b>		
Interest received	51,485	85,070
Payments for exploration and evaluation	(598,334)	(743,856)
<b>Net cash used in investing activities</b>	<b>(546,849)</b>	<b>(658,786)</b>
<b>Cash flow from financing activities</b>		
Proceeds from issue of equity securities	-	2,975
Payment of costs associated with the issue of listed share options pursuant to a prospectus dated 16 November 2010	-	(26,355)
Repayment of borrowings	(71,190)	(65,581)
<b>Net cash provided by financing activities</b>	<b>(71,190)</b>	<b>(88,961)</b>
Net decrease in cash	(768,818)	(931,620)
<b>Cash and cash equivalents at the beginning of the half-year</b>	<b>2,291,362</b>	<b>4,195,694</b>
<b>Cash and cash equivalents at the end of the half-year</b>	<b>1,522,544</b>	<b>3,264,074</b>

## 6.15 Curnamona Board

Details of the directors of Curnamona Energy Limited are set out below:

### **Bob Johnson** (Chairman of Curnamona)

KR (Bob) Johnson is a geologist with 40 years experience in professional, management and executive roles. He is an expert in 3D computer modelling of orebodies and computerised mine planning.

Bob was appointed to the board of Curnamona on 31 January 2005.

### **Chris Giles** (Technical Director of Curnamona)

Chris Giles is an exploration geologist with over 30 years of technical, and management experience in the mineral exploration industry.

Chris was appointed to the board of Curnamona on 31 January 2005.

### **Ken Williams** (Non-Executive Director of Curnamona)

Ken Williams joined the Havilah Board in 2003. He has extensive experience in mining finance and treasury management.

Ken was appointed to the board of Curnamona on 31 January 2005.

### **Phillip Stavelly** (Non-Executive Director of Curnamona)

Mr Staveley is an experienced mining finance executive with over twenty five years in the resources industry both in Australia and overseas. He has held senior positions in mining and mining services companies over the last fifteen years. Mr Staveley brings a wealth of commercial experience to Curnamona's Board in addition to his expertise in corporate finance, mergers and acquisitions. Mr Staveley is a qualified CPA and holds honours degrees in finance, accounting and economics.

Phillip was appointed to the board of Curnamona on 2 March 2012.

## 6.16 Curnamona Directors' Interest in Curnamona Shares and Curnamona Options

As at the date of this Bidder's Statement, the Curnamona Directors had the following Relevant Interests in Curnamona Shares and Curnamona Options:

Director	Number of Curnamona Shares	Number of Curnamona Listed Options	Number of Curnamona Unlisted Options
K R Johnson	1,810,000	452,500	1,800,000
C W Giles	4,448,028	1,312,007	1,800,000
K G Williams	259,600	64,900	400,000
P Stavelly	0	0	0

Curnamona Shares, Curnamona Listed Options and Curnamona Unlisted Options may be held either directly or indirectly by a Curnamona Director.

Each of the Curnamona Directors currently intends to accept or procure acceptance of the Share Offer in respect of all the Curnamona Shares they own or control, and the Listed Option Offer in respect of all the Curnamona Listed Options they own or control, subject to the Independent Expert concluding that the Offers are fair and reasonable to Curnamona Shareholders and Curnamona Listed Optionholders respectively, and subject to there being no Superior Proposal and no Havilah Material Adverse Event having occurred.

Geocom Pty Ltd and Maptek Pty Ltd (companies owned by Dr Giles and Dr Johnson respectively) have consulting contracts with Curnamona, and Maptek Pty Ltd has a management services contract with Curnamona. Geocom Pty Ltd and Maptek Pty Ltd have agreed that they will waive any termination payments due to them by Curnamona due to early termination of their contracts as a result of the Merger (if successful), subject to fulfilment or waiver of all Defeating Conditions to the Offers.

## **7 HAVILAH'S INTENTIONS IN RELATION TO CURNAMONA**

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### **7.1 Overview of intentions**

This section sets out the intentions of Havilah on the basis of the facts and information concerning Curnamona which are available to Havilah at the time of preparation of this document and the existing circumstances affecting the business of Curnamona so far as they are known to Havilah, in relation to the following:

- (a) the continuation of, and changes to, Curnamona's business and assets;
- (b) the compulsory acquisition of Curnamona's Shares and Curnamona Listed Options and delisting of Curnamona; and
- (c) the future employment of present employees of Curnamona.

All statements of intention in this section are statements of current intention only and may change as new information becomes available and/or circumstances change.

### **7.2 Background to intentions**

It is Havilah's current intention to maintain Curnamona's tenements and work towards the development of its uranium resources. These assets, if brought to development, may be valuable for Havilah and the Merged Group.

The exploration tenements that Curnamona holds in its own right have good potential for base metal mineralisation. Havilah will aim to conduct exploration for these base metals on the Curnamona exploration licenses. If the Merger does not proceed, Curnamona may have difficulty in raising new capital or attracting a funding partner for its assets. While Curnamona has an estimated uranium resource, there are technical problems relating to the commercial extraction.

### **7.3 Intentions following Havilah acquiring 90% of more of Curnamona Shares**

If Havilah acquires a relevant interest in 90% or more of the Curnamona Shares, it has the following intentions:

#### **Corporate Matters**

- (a) Proceed with the compulsory acquisition of the outstanding Curnamona Shares and Curnamona Listed Options in accordance with the provisions of the Corporations Act.
- (b) Make arrangements for Curnamona to be removed from the official list of ASX.

If at the end of the Offer Period Havilah holds acceptances for more than 90% of Curnamona Listed Options but less than 90% of Curnamona Shares, then Havilah does not, at this time, intend to declare the Offers to be unconditional and seek to compulsorily acquire all outstanding Curnamona Options. Havilah will however reassess this position at the relevant time, particularly if it holds close to 90% of the Curnamona Shares.

#### **Operations, developments and exploration**

Curnamona's activities will be managed internally by Havilah once the Merger is complete and accounting systems adjusted to track the costs associated with the Curnamona as a division of Havilah. The staff and executive directors of Havilah will manage and carry out work on Curnamona's projects as Havilah management considers appropriate.

#### **Curnamona management**

One geologist works in Curnamona who manages the field crew. It is Havilah's intention that the employees will be transferred to Havilah. No loss of knowledge is anticipated.

### **7.4 Intentions if Havilah acquires less than 90% of Curnamona Shares**

The Offers are subject to a number of conditions, being the Defeating Conditions, including a condition that Havilah and its Associates acquire a relevant interest in 90% or more of the Curnamona Shares on issue. Havilah does not currently intend to waive this condition. However, if it does not acquire 90% or

more of the Curnamona Shares on issue, but waives that condition, then Havilah has the following intentions.

### **Corporate matters**

Havilah intends to maintain Curnamona's listing on ASX while it meets ASX requirements for maintaining a listing and it is cost effective to do so. If Havilah becomes entitled at some later time to exercise general compulsory acquisition rights under the Corporations Act, it would exercise those rights.

### **Assumption of control of Board and management**

Subject to the Corporations Act and the constitution of Curnamona, Havilah will seek to remove one member of the Board of Curnamona to reflect Havilah's proportionate ownership interest in Curnamona. Havilah will seek, through its nominees on the board of Curnamona, to implement the intentions detailed in section 7.3 to the extent that they are consistent with Curnamona being a controlled entity of Havilah and are considered to be in the best interests of all Curnamona Shareholders.

### **Other intentions**

Subject to the above, it is the present intention of Havilah on the basis of the information concerning Curnamona which is known to it at the date of this document and the existing circumstances affecting the business of Curnamona, that:

- (a) the business of Curnamona will be otherwise continued in substantially the same manner as it is presently being conducted;
- (b) no other major changes will be made to the business of Curnamona;
- (c) there will not be any other redeployment of the fixed assets of Curnamona; and
- (d) the present employees of Curnamona will be employed by Havilah.

## **8 PROFILE OF THE MERGED GROUP**

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### **8.1 Overview of the Merged Group**

The Merged Group will provide shareholders with a diversified exploration company with potential for significant growth resulting in economic benefits which may not be available to either Havilah or Curnamona individually.

### **8.2 Pro forma historical information for the Merged Group**

This section 8 contains reviewed pro forma financial information for the Merged Group, reflecting the aggregated businesses of Havilah and Curnamona. The pro forma financial information is presented in this section 8 to provide Curnamona Shareholders with an indication of the profile of the Merged Group as at the date of the latest disclosed reviewed financial accounts for both Havilah and Curnamona, being 31 January 2012.

Since Curnamona is already a partly owned Subsidiary of Havilah the accounts of Havilah are already consolidated to include the accounts of Curnamona.

The information in this section 8 is presented on a reviewed pro forma basis only. As a result it is likely that this information will differ from the actual financial information for the Merged Group. The pro forma historical balance sheet of the Merged Group as at 31 January 2012 and the pro forma adjustments are disclosed in this section 8.

### **8.3 Basis of preparation of the Merged Group pro forma financial information**

The Merged Group pro forma financial information has been prepared on the basis that Havilah acquires Curnamona and accordingly:

- (a) the accounting policies of the Merged Group used to prepare the Merged Group pro forma financial information are based on AASB standards; and
- (b) the Merged Group pro forma financial information has been presented based on the reviewed historical financial statements of Havilah and Curnamona as at 31 January 2012; and
- (c) the Merged Group pro forma financial information is presented in abbreviated form and does not contain all the disclosures that are usually provided in an annual financial report in accordance with the Corporations Act. In particular it does not include notes to and forming part of the financial statements of Havilah or Curnamona.

No adjustments have been made in the Merged Group pro forma financial information for any expected synergies, integration costs, changes in interest income or expense or other costs that may impact the consolidated income statement following the acquisition by Havilah of all Curnamona Shares and all Curnamona Listed Options. No adjustments have been made in the Merged Group pro forma financial information for any one-off or non-recurring costs or discontinued operations.

### **8.4 Pro forma unaudited consolidated balance sheet as at 31 January 2012**

The Merged Group's reviewed pro forma balance sheet is compiled from the aggregation of the:

- (a) Havilah historical consolidated balance sheet as at 31 January 2012, a summary of which is set out in section 4.3 of this Bidder's Statement;
- (b) Curnamona historical consolidated balance sheet as at 31 January 2012, a summary of which is set out in section 6.13 of this Bidder's Statement;
- (c) pro forma adjustments to reflect the acquisition of Curnamona by Havilah as if Havilah acquired all Curnamona Shares and all Curnamona Listed Options on 31 January 2012.

Set out the below is the Merged Group's reviewed pro forma historical balance sheet as at 31 January 2012. Since the Havilah accounts are already consolidated to include its Subsidiary Curnamona, the pro forma balance sheet is similar that for Havilah apart from adjustments related to the Merger.

	Pro Forma Balance Sheet 31 January 2012 \$	Adjustments \$	Adjusted Pro Forma Balance Sheet 31 January 2011 \$
<b>Current Assets</b>			
Cash and cash equivalents		6,564,666	5,003,069
Trade and other receivables		58,532	134,228
Other		39,003	51,650
<b>Total Current Assets</b>		6,662,201	5,188,947
<b>Non Current Assets</b>			
Exploration and evaluation expenditure		36,240,316	44,015,310
Other financial assets		691,583	765,333
Plant and equipment		1,492,422	1,631,790
<b>Total Non Current Assets</b>		38,424,321	46,412,433
<b>TOTAL ASSETS</b>		45,086,522	51,601,380
<b>Current Liabilities</b>			
Trade and other payables		636,477	597,975
Borrowings		114,724	215,479
Provisions		163,587	193,707
Other liability		-	14,000,000
<b>Total Current Liabilities</b>		914,788	15,007,161
<b>Non Current Liabilities</b>			
Borrowings		27,340	58,489
Provisions		200,834	186,868
Other liability		2,495,738	2,495,738
<b>Total Non Current Liabilities</b>		2,723,912	2,741,095
<b>TOTAL LIABILITIES</b>		3,638,700	17,748,256
<b>NET ASSETS</b>		41,447,822	33,853,124
<b>Equity</b>			
Issued capital		44,670,475	25,881,381
Reserves		8,671,015	10,043,300
Accumulated losses		(11,893,668)	(9,435,080)
Equity attributable to the owners of the parent entity		41,447,822	26,489,601
Non-controlling interest		0	7,363,523
<b>TOTAL EQUITY</b>		41,447,822	33,853,124

The pro-forma balance sheet shows adjustments based on the following transactions as if they occurred on 31 January 2012.

### **8.5 Notes to pro-forma consolidated balance sheet**

Since the Havilah accounts are already consolidated to include its Subsidiary Curnamona, the pro forma balance sheet is the same as that for Havilah Resources NL apart from the adjustments below.

### **8.6 Pro forma adjustments**

The following pro forma adjustments (listed as notes in the reviewed pro forma historical balance sheet in section 8.4 above) have been made in the compilation of Merged Group pro forma financial information on the assumed acquisition of all Curnamona Shares and all Curnamona Listed Options by Havilah:

- (a) Payment of advisory fees on completion of the Offers estimated at \$100,000.
- (b) Havilah's purchase of all Curnamona Shares on the issue of 1 Havilah Share to Curnamona Shareholders for every 5 Curnamona Shares held, as well as on the issue of 1 Havilah Listed Option to Curnamona Listed Optionholders for every 5 Curnamona Listed Options held. The maximum number of Havilah Shares issued under the Offers will be 7,223,447 valued at \$5,056,273. This assumes that no Curnamona Options will be exercised during the Offer Period. The maximum number of new Havilah Listed Options will be 1,803,549 valued at \$405,887.

### **8.7 Main assumptions**

It has been assumed that:

- (a) 101,323,223 Havilah Shares are on issue immediately prior to Havilah acquiring all Curnamona Shares and all Curnamona Listed Options;
- (b) 66,116,234 Curnamona Shares are on issue immediately prior to Havilah acquiring all Curnamona Shares of which Havilah already holds 30,000,003 leaving 36,116,231 to be acquired;
- (c) 16,517,743 Listed Options are on issue immediately prior to Havilah acquiring all of the Curnamona Listed Options of which Havilah already holds 7,500,001 leaving 9,017,742 to be acquired;
- (d) Havilah's share price is 70 cents (being the closing price of Havilah Shares on ASX on [to be advised] on the date Havilah acquires all Curnamona Shares and Curnamona Listed Options;
- (e) for the purposes of calculating goodwill in the pro forma Merged Group balance sheet as at 31 January 2012, the book value of Curnamona's assets and liabilities is assumed to be equal to their fair value as at 31 July 2011. The fair value assessment post acquisition may result in the identification of differences from book value which could materially impact the gain recognised on acquisition in the Merged Group's pro forma balance sheet.

### **8.8 Material items post 31 January 2012**

Since 31 January 2012 the following material event should be considered in addition to the pro forma Merged Group's balance sheet (and which is not taken account of in the pro forma Merged Group's balance sheet):

ASX Announcement on 17 April 2012 Drilling Update at Kalkaroo (in which initial results from step-out drilling at Kalkaroo to have the potential to increase the known resource).

### **8.9 Outlook for the Merged Group**

If Havilah acquires all Curnamona Shares and Listed Options Havilah will remain the entity listed on the ASX and will be the ultimate holding company for all companies within the new Merged Group. The acquisition by Havilah of all Curnamona Shares and Listed Options will result in a Merged Group with a diversified portfolio of mineral tenements.

This Bidder's Statement does not include forecasts or projections for production or earnings in relation to Havilah or the Merged Group. Havilah believes that the inclusion of such forecasts would be unduly speculative and potentially misleading to Curnamona Shareholders and Curnamona Listed Optionholders, particularly in the current uncertain economic environment and due to the effect that minerals and energy prices may have on future production and earnings performance.

## 8.10 Merged Group top 20 shareholders

Holder Name	Number of shares
GLENCOPPER SA PTY LTD	10,153,756
TRINDAL PTY LTD <TRINDAL SUPER FUND A/C>	9,992,249
IFG TRUST (JERSEY) LIMITED	8,719,563
ROCKLAND PTY LTD <THE LB A/C>	5,904,978
MMG EXPLORATION LTD	4,000,000
ACN 154 402 927 PTY LTD <PRIVATE COMPANY ACCOUNT>	3,500,000
WOOLSTHORPE INVESTMENTS LIMITED	2,554,941
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	2,529,579
MRS SELVIE TJOWASI	2,187,033
STATSMIN NOMINEES PTY LTD	1,876,149
STATSMIN NOMINEES PTY LTD <STATSMIN SUPER FUND A/C>	1,429,045
TRINDAL PTY LTD	1,422,629
DR KEITH ROBERT JOHNSON	1,285,467
CITICORP NOMINEES PTY LIMITED	1,217,745
PROF GEOFFREY DRISCOLL + MRS JAN DRISCOLL <DRISCOLL SUPER FUND A/C>	1,200,000
MR BRIAN KENNETH MURPHY <MURPHY'S SUPER FUND A/C>	1,175,810
MR MICHAEL MORNANE STUTT	1,119,445
SYDNEY FUND MANAGERS LTD	1,000,000
MR PAUL CLARK	1,000,000
WILLSTREET PTY LIMITED	950,000

## 8.11 Pro forma capital structure

A pro forma capital structure of Havilah upon completion of the Offers is set out below. This capital structure has been prepared on the basis that Havilah acquires all Curnamona Shares and all Curnamona Listed Options it does not already hold. It assumes none of the Havilah Options or Curnamona Options are exercised before the close of the Offers and that all Curnamona Unlisted Options are cancelled.

Total Number of Havilah Shares (post merger)	108,546,470
Total number of Havilah Listed Options (post merger)	21,953,021
Total number of Havilah Unlisted Options (post merger)	10,745,000

## 8.12 Dividends

The current Havilah dividend policy will be maintained. Once some of Havilah's projects generate surplus profits, Havilah Directors will consider paying some surplus funds as dividends to Havilah Shareholders.



## 9 INVESTMENT RISKS

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### 9.1 Introduction

An overview of the key risks that may have a material adverse impact upon the implementation of the Offers, the future performance of the Merged Group and the value of Havilah Shares are described in this Bidder's Statement and include those risks set out in this section 9. The risks identified in this section 9 are not exhaustive. Havilah gives no assurances or guarantees of future performance or profitability, or payment of dividends by, the Merged Group.

Additionally Havilah gives no assurances or guarantees that the risks set out in this document will not change. There may be other material risks which are not disclosed in this document because they were not known by Havilah or were not considered to be material at the date of this Bidder's Statement. Many of the risks below arising from Havilah's Offers are also inherent within each of Curnamona and Havilah as separate entities.

The value of the Offers to Curnamona Shareholders and Curnamona Listed Optionholders will depend upon the future performance of the Merged Group and the value of Havilah Shares. As a result, Curnamona Shareholders and Curnamona Listed Optionholders should carefully consider both the risks affecting the Offers and those risks affecting the future performance of the Merged Group and the value of the Havilah Shares.

Curnamona Shareholders and Curnamona Listed Optionholders should be aware that an investment in the Merged Group has risks which are associated with investing in listed securities. Any future dividends, the value of the Merged Group's assets and the market value or price of the Havilah Shares quoted on ASX may be influenced by these and other risk factors.

Many of these factors are common to those affecting the current performance of Havilah and Curnamona. Some of the risks may be mitigated by the use of safeguards and appropriate systems and controls. However, many risks that may affect the Merged Group are outside the control of Havilah, Curnamona and the Merged Group.

This section 9 does not take into account the investment objectives, financial circumstances or particular needs of individual Curnamona Shareholders or Curnamona Listed Optionholders. It is important that Curnamona Shareholders and Curnamona Listed Optionholders carefully read this Bidder's Statement in its entirety (particularly the risks set out in this section 9), consider their personal circumstances (including financial and taxation issues) and seek independent professional advice before deciding whether to accept either Offer.

### 9.2 Specific risk factors that affect the Merged Group

Set out below are some of the key risks that have been identified as potentially affecting the performance of the Merged Group, the ability of the Merged Group to pay dividends and the value of the Havilah Shares.

The past performance of Havilah and Curnamona is not necessarily representative of the future performance of the Merged Group or the value of Havilah Shares.

#### (a) Metal prices

Any future earnings of the Merged Group will be significantly affected by local and worldwide metal prices. Low metal prices will have a materially adverse affect on the Merged Group. It is not possible to accurately predict future movements in metal prices particularly in the current uncertain economic environment.

#### (b) Production and operation risks

Mining activities carry an inherent degree of risk. Various production and operational factors could affect the success of the Merged Group. These include unanticipated mining or geological conditions, climatic conditions, environmental issues, exploration results, equipment failures, transport interruptions, processing inputs, industrial disputes, cost overruns and other general operating risks. Curnamona Shareholders and Curnamona Listed Optionholders will be exposed to production and operational risks associated with Havilah's business if Havilah acquires all Curnamona Shares and Listed Options.

Certain approvals (whether regulatory, environmental or otherwise) may be needed in connection with the operations of the Merged Group and there is a risk that these approvals will not be given, or will be delayed.

**(c) Development Consents**

There is a risk that additional development consents will be required. There is also a risk that the Merged Group will not be able to satisfy the requirements to obtain these development consents or will be able to obtain such consents only on onerous terms and conditions. The Merged Group may also incur material expenses and costs in seeking and obtaining such consents.

**(d) Developments**

Development projects may incur further costs than currently anticipated or may be delayed due to the need to obtain regulatory approvals or licenses or due to problems with contractors or suppliers, financing issues or accidents during construction or commissioning of mines.

**(e) Timing delays**

There is a risk that the Merged Group will not achieve its financial and strategic goals due to delays or difficulties occurring during the integration of the two businesses.

**(f) Increased Financing costs**

Havilah may incur greater than anticipated implementation costs during the integration of the businesses of Havilah and Curnamona. The net funds of the Merged Group may not be sufficient for expenditure that may be required to integrate the operations of Havilah and Curnamona or to expand its operations or projects or for other capital expenditure, further exploration or feasibility studies or otherwise in the Merged Group's operations. The Merged Group may need to raise additional debt or equity funds in the future. There is no assurance that the Merged Group will be able to obtain additional debt or equity funding when required in the future, or that the terms associated with such funding will be acceptable to the Merged Group, particularly having regard to the current uncertain economic environment and the effect that metal prices may have on future production and earnings performance. This may have an adverse effect on the Merged Group's financial results.

**(g) Cash position**

There is no guarantee that the Merged Group will be able to maintain a sufficient cash balance following the acquisition by Havilah of all Curnamona Shares and Listed Options.

**(h) Hedging risk**

Neither Havilah nor Curnamona currently use hedging contracts to reduce the impact of future fluctuations on exposures such as the price of metals and currency exchange rates. However, hedging contracts entered into in the future may negatively impact the profitability of the Merged Group if unanticipated changes in metal prices or exchange rates occur. In the current uncertain economic environment such changes have been occurring, and may continue to occur, frequently.

**(i) Accounting**

The Merged Group will be required to perform a fair value assessment of all of Curnamona's assets and liabilities following the acquisition by Havilah of all Curnamona Shares and Listed Options. This assessment may result in increased depreciation and amortisation charges. These charges may be substantially greater than those that would exist in Havilah and Curnamona as separate businesses.

**(j) Re-rating**

Post Merger, Havilah may not achieve an improved re-rating of its share price or an improved credit profile. Due to the occurrence of adverse changes in the business or unforeseen circumstances, Havilah Shares may decline in value.

**(k) Regulatory and legislative risks**

Any changes in the laws and regulations under which the Merged Group operates may adversely impact on the Merged Group's activities, planned projects and financial results. These laws and regulations include mining and exploration-related laws, laws requiring permits and licences, environmental regulations and health and safety laws and regulations.

**(l) Environment**

Mining and exploration activities are strictly regulated by environmental legislation and government authorities. There is a risk that environmental regulation may prevent or impede the Merged Group's activities. It is possible that environmental approvals for the Merged Group's projects are not granted or are delayed. If this occurred it may materially affect the Merged Group's earnings.

**(m) Litigation**

The Merged Group may be subject to litigation and other claims based on the conduct of Havilah and Curnamona that occurred prior to the acquisition by Havilah of all Curnamona Shares and Listed Options and the conduct of Havilah which follows the acquisition.

**(n) Resource and Reserve estimates**

Havilah has made estimates of its resources based on relevant reporting codes, where required, and judgments based on knowledge, skills and industry experience. However, there is no guarantee that estimates will prove to be accurate. Actual mining results may materially differ from estimates due to further findings and results not previously known or fluctuations in operating costs, exchange rates and metal prices.

**(o) Insurance**

The Merged Group will have various insurances covering its business. However, certain risks are not covered by insurance due to limitations or exclusions in insurance policies or because the Merged Group will have decided not to insure against certain risks because of high premiums or for other reasons. Mining accidents, cave-ins, business interruption, compensation claims, environmental effects, fires, floods earthquakes and various other events may not be adequately covered by insurance. Such insurance could significantly increase the costs of the Merged Group.

**(p) Health and safety**

The businesses of Havilah and Curnamona are subject to strict health safety and safety laws and regulations. The Merged Group may become liable for past and current conduct of Havilah and Curnamona which violates such laws and regulations. Penalties for breaching health and safety laws can be significant and include criminal penalties. Victims of workplace accidents may also commence civil proceedings against the Merged Group. These events might not be insured by the Merged Group or may be uninsurable. In addition, any changes in health and safety laws and regulations may increase compliance costs for the Merged Group. Such an event would negatively impact the financial results of the Merged Group.

**(q) Native title**

Havilah's and Curnamona's mineral tenements and other entitlements to property and minerals may be affected by native title claims, unregistered agreements, transfers or unknown defects in title. Native title claims and Aboriginal heritage issues may have a material adverse impact on the Merged Group's activities and may hinder or prevent its mining and exploration activities.

**(r) Past transactions**

Previous transactions undertaken by either Havilah or Curnamona which involved the acquisition or disposal of assets may continue to bear risks associated with the possibility of warranty or other claims in connection with such transactions to which it was a party.

**(s) Competition**

Upon entry into production, the Merged Group will be subject to competition from other miners. Competitors include current miners and future entrants into the market. Other companies may have competitive advantages such as new technology and new production processes. The Merged Group may be unable to successfully compete and may suffer material adverse consequences such as loss of market share and customers.

**(t) Counterparty risk**

There is a risk, which is higher in the current uncertain economic environment, that contracts and other arrangements to which Havilah and Curnamona are party and obtain a benefit will not be performed by the relevant counterparties if the those counterparties become insolvent or are otherwise unable to perform their obligations.

### 9.3 General risk factors

In addition to the specific business risks above, there are a number of general risks associated with holding Havilah Shares including, but not limited to, the following risks which may impact the operations or financial performance of the Merged Group, the market for its products or the price of Havilah Shares:

- (a) changes to government, legislation, government or regulatory regulations and policy (including taxation laws and policies, accounting laws, policies and standards and practices, fiscal, monetary and regulatory policies and the introduction of a carbon tax and trading emission schemes and government “climate-change” policy);
- (b) the condition of the Australian and overseas economies (including the aggregate investment being undertaken and economic output occurring in those economies, inflation and interest rates and the prices of products which are inputs used in the operations of the Merged Group);
- (c) investor sentiment, local and international stock market conditions, adverse industry publicity and recommendations by brokers and analysts; and
- (d) global geo-political events, hostilities and acts of terrorism.

## 10 TAXATION INFORMATION

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### 10.1 Background

This taxation summary provides a general description of the Australian taxation consequences for Curnamona Shareholders who dispose of their Curnamona Shares pursuant to the Share Offer, and Curnamona Listed Optionholders who dispose of their Curnamona Listed Options pursuant to the Listed Options Offer.

This summary does not take into account the specific circumstances of any particular Curnamona Shareholder or Listed Optionholder.

This taxation summary is not, and is not intended to be, taxation advice to any Curnamona Shareholder or Listed Optionholder and should not be relied on as such.

The summary does not address the taxation consequences for:

- (a) Curnamona Shareholders and Listed Optionholders who are subject to special tax rules (for example, tax exempt entities, insurance companies and superannuation funds);
- (b) Curnamona Shareholders or Listed Optionholders who acquired their Curnamona Shares (or options to acquire Curnamona Shares) or Curnamona Listed Options in respect of their employment, or an associate's employment, with Curnamona or an associated company of Curnamona; or
- (c) non-resident Curnamona Shareholders and Listed Optionholders who hold their Curnamona Shares or Curnamona Listed Options through a permanent establishment in Australia.

All Curnamona Shareholders and Listed Optionholders should seek their own independent professional advice regarding the taxation implications associated with the Offers. The following description is based upon the Income Tax Assessment Act 1936 and the Income Tax Assessment Act 1997 as in effect at March 2012 but it is not intended to be an authoritative or complete statement of the applicable law.

### 10.2 Capital Gains Tax

#### Summary

The sale of Curnamona Shares and Curnamona Listed Options pursuant to the Offers will constitute a disposal of the Curnamona Shares and Listed Options respectively and a "CGT event" for Australian capital gains tax (**CGT**) purposes. The "date of disposal" for capital gains tax purposes will generally be the date that the relevant Offer is accepted. If, for any reason the Offers do not proceed, no disposal will occur. A Curnamona Shareholder or Curnamona Listed Optionholder may make a capital gain or a capital loss from the disposal of, respectively, Curnamona Shares pursuant to the Share Offer or Curnamona Listed Options pursuant to the Listed Options Offer. These amounts will be relevant in determining whether the Curnamona Shareholder or Listed Optionholder is required to include a net capital gain in their assessable income for the income year in which the relevant Offer is accepted. In general, capital gains and capital losses are firstly aggregated to determine whether there is a net capital gain, which is calculated after taking into account any discount capital gains or other concessions in respect of the capital gains. The remaining net capital gain is included in assessable income and subject to tax at the applicable marginal rate of the Curnamona Shareholder and Listed Optionholder.

#### Capital Gain

##### Australian Resident Curnamona Shareholders and Listed Optionholders

The taxation treatment on the disposal of Curnamona Shares by Curnamona Shareholders and of Curnamona Listed Options by Curnamona Listed Optionholders will depend upon whether the Curnamona Shares or Listed Options are held on revenue or capital account. Australian resident Curnamona Shareholders who trade in Curnamona Shares and Curnamona Listed Optionholders who trade in Listed Options as part of the ordinary course of their business would hold their Curnamona Shares or Curnamona Listed Options respectively on revenue account. These Curnamona Shareholders and Curnamona Listed Optionholders will be required to include the profit arising from the disposal of their ordinary Curnamona Shares and Curnamona Listed Options in their assessable income. Conversely, a loss arising from the disposal of Curnamona Shares or Listed Options on revenue account would be allowed as a deduction from assessable income. Generally, all other Australian resident Curnamona Shareholders and Listed Optionholders will hold their Curnamona Shares or Listed Options respectively on capital account. These Australian resident Curnamona Shareholders and Listed Optionholders should consider the impact of Australian capital gains tax rules on the disposal of their Curnamona Shares and Listed Options.

A Curnamona Shareholder and Listed Optionholder will acquire their Havilah Shares or Havilah Listed Options respectively on the date the relevant Offer is accepted. The cost base of the Havilah Shares or Havilah Listed Options acquired under either Offer should be determined with reference to the market value of Havilah Shares or Havilah Listed Options respectively on the date of issue (that is, the date of disposal of their Curnamona Shares or Curnamona Listed Options respectively) (or, the case of Havilah Listed Options, on the first day of quotation on ASX). This is subject to obtaining access to scrip-for-scrip rollover relief discussed below, in which case the cost base of Havilah Shares or Havilah Listed Options will be determined with reference to the cost base of the Curnamona Shares Curnamona Listed Options respectively.

Subject to the application of the CGT scrip-for-scrip rollover relief discussed below, an Australian resident Curnamona Shareholder and or Curnamona Listed Optionholder will derive a capital gain where the proceeds received on disposal of their Curnamona Shares or Curnamona Listed Options exceed the cost base. The capital proceeds received on disposal of Curnamona Shares will be the market value of the Havilah Shares the Curnamona Shareholder receives under the Share Offer. The capital proceeds received on disposal of Curnamona Listed Options will be the market value of the Havilah Listed Options the Curnamona Listed Optionholder receives under the Listed Option Offer. A Curnamona Shareholder and/or Curnamona Listed Optionholder will make a capital loss on the disposal of their Curnamona Shares or Curnamona Listed Options respectively where the disposal proceeds received are less than the reduced cost base of the Curnamona Shares or Curnamona Listed Options respectively for capital gains tax purposes. Capital losses can only be used to offset current year capital gains or carried forward to offset future capital gains. They cannot be used to reduce non capital income. Any net capital gain (after recoupment of capital losses) is included in the shareholder's or optionholder's assessable income. The applicable tax payable on the net capital gain will be dependent on the type of shareholder or optionholder. An Australian tax resident individual shareholder or optionholder will be taxed at their marginal rate. Alternatively, an Australian resident company shareholder or optionholder will be subject to tax at the corporate rate of 30% of taxable income. Where an Australian resident shareholder or optionholder has held the ordinary share or option as a capital asset for at least 12 months the capital gain may be reduced by the general CGT discount concession for particular shareholders and optionholders. The discount percentage for individuals and trusts is 50%, and for complying superannuation funds and life insurance companies 33%. This means generally only 50% (for individuals and trusts) and 67% (for complying superannuation funds) of the capital gain is included in shareholder's or optionholder's assessable income after the offset of any capital losses. Corporate shareholders and optionholders are not eligible for the general CGT discount concession.

### **Non-Australian Resident Shareholders and Optionholders**

Where non-Australian residents hold Curnamona Shares or Curnamona Listed Options on revenue account, the profits on their disposal may be required to be included in the shareholder's or optionholders assessable income. This is subject to the application of any double tax treaty relief which may exclude such profits from Australian taxation.

Generally, all other non-Australian resident Curnamona Shareholders and Curnamona Listed Optionholders will hold their Curnamona Shares and Listed Options on capital account. These Curnamona Shareholders and Listed Optionholders should consider the impact of Australian capital gains tax rules on the disposal of their Curnamona Shares and Listed Options. Non-Australian resident shareholders are only subject to Australian capital gains tax where those shareholders are disposing of shares in an Australian company where they held 10% or more of the company and the company predominately holds interests in land and/or mining, quarrying or prospecting rights within Australia. This will also be subject to any double tax treaty relief. Non-Australian resident shareholders and optionholders will need to seek specific advice in respect of their particular circumstances with respect to Australian capital gains tax on the disposal of Curnamona Shares and Listed Options at the time of any disposal

### **Scrip-for-scrip Rollover Relief**

If as a result of the Share Offer, Havilah acquires at least 80% of the Curnamona Shares, CGT scrip-for-scrip rollover relief (**Rollover Relief**) may be available to Curnamona qualifying Shareholders and Listed Optionholders who would otherwise realise a capital gain from the disposal of Curnamona Shares and Listed Options pursuant to the Share Offer or Listed Options Offer respectively. Scrip-for-scrip rollover relief may not be available to non-residents. Non-residents should seek tax advice in relation to how the rollover relief applies to their specific circumstances. The cost base for Havilah Shares and Listed Options acquired under the Share Offer or Listed Options Offer and subject to rollover relief will generally be the cost base of the original parcel of Curnamona Shares and Listed Options disposed of under the Share Offer or Listed Options Offer respectively.

Rollover Relief will not be available to Curnamona Shareholders and Listed Optionholders who realise a capital loss from the disposal of Curnamona Shares or Curnamona Listed Options. Where Rollover Relief is available a Curnamona Shareholder or Listed Optionholder can elect to either obtain Rollover Relief or recognise the capital gain. A Curnamona Shareholder or Listed Optionholder cannot elect for Rollover Relief to apply where the disposal of Curnamona Shares or Listed Options gives rise to a capital loss. If Rollover Relief is available and the Curnamona Shareholder or Listed Optionholder elects for Rollover Relief to apply, any capital gain realised by the Curnamona Shareholder or Listed Optionholder from the disposal of Curnamona Shares or Listed Options will be disregarded. Instead, Curnamona Shareholders electing Rollover Relief in respect of their Curnamona Shares will acquire a cost base in the replacement Havilah Shares equal to its cost base in the Curnamona Shares prior to disposal, and Curnamona Listed Optionholders electing Rollover Relief in respect of their Curnamona Listed Options will acquire a cost base in the replacement Havilah Listed Options equal to its cost base in their Curnamona Listed Options prior to disposal. If Rollover Relief is available and a Curnamona Shareholder or Listed Optionholder elects for it to apply, the Curnamona Shareholder or Listed Optionholder does not need to lodge a formal election or other document with the Australian Taxation Office. Instead, the income tax return of the Curnamona Shareholder or Listed Optionholder needs to be completed in a manner consistent with the Rollover Relief being available. The effect of choosing Rollover Relief will depend upon the particular circumstances of each Curnamona Shareholder and Listed Optionholder and may not benefit all Shareholders or Listed Optionholders. Curnamona Shareholders and Listed Optionholders should seek their own independent tax advice in relation to whether to choose Rollover Relief.

### **10.3 GST**

Australian GST should not apply to the disposal of Curnamona Shares and Listed Options by Curnamona Shareholders and Listed Optionholders, the issue of Havilah Shares or Havilah Listed Options, or any subsequent disposal of Havilah Shares or Havilah Listed Options by Havilah Shareholders or Havilah Listed Optionholders. Curnamona Shareholders and Curnamona Listed Optionholders who are registered for Australian GST purposes may not be entitled to full input tax credits for any GST incurred on costs associated with acquiring or disposing of shares in Havilah or Curnamona. Curnamona Shareholders and Listed Optionholders should seek their own tax advice in this respect.

### **10.4 Stamp Duty**

No stamp duty will be payable by Curnamona Shareholders and Listed Optionholders on the transfer of Curnamona Shares or Listed Options to Havilah or on the issue of Havilah Shares to Curnamona Shareholders or of Havilah Listed Options to Curnamona Listed Optionholders.

## 11 OTHER MATERIAL INFORMATION

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### 11.1 Information held by Havilah

Information held by Havilah about Curnamona is as disclosed in Curnamona's ASX announcements. Intellectual knowledge is common to both companies due to the executive directors working for both companies.

### 11.2 Voting power of Havilah in Curnamona

As at [to be advised], being the date immediately before this Bidder's Statement is sent to all Curnamona Shareholders, Havilah has voting power of 45.38% in Curnamona.

### 11.3 Relevant Interests of Havilah in Curnamona Shares and Listed Options

Havilah holds a relevant interest in 30,000,003 Curnamona Shares, giving it a relevant interest in approximately 45.38% of all Curnamona Shares.

Havilah holds a relevant interest in 7,500,001 Curnamona Listed Options, giving it a relevant interest in approximately 45.38% of all Curnamona Listed Options.

### 11.4 Acquisition by Havilah of Curnamona Shares during previous four months

No Curnamona Shares have been purchased by or issued to Havilah in the four months before the date of this Bidder's Statement.

### 11.5 Inducing benefits given by Havilah during previous four months

During the four months before the date of lodgement of this Bidder's Statement with ASIC, neither Havilah nor any Associate of Havilah gave, offered to give or agreed to give, a benefit to another person that is not available under the Offers to all Curnamona Shareholders and Curnamona Listed Optionholders and was likely to induce the other person, or an Associate of the other person, to:

- (a) accept either or both of the Offers; or
- (b) dispose of Curnamona Shares or Curnamona Listed Options.

### 11.6 Curnamona Directors' interests in Curnamona Shares and Curnamona Options

Director	Number of Curnamona Shares	Number of Curnamona Listed Options	Number of Curnamona Unlisted Options
K R Johnson	1,810,000	452,500	3,600,000
C W Giles	4,448,028	1,312,007	3,600,000
K G Williams	259,600	64,900	800,000
P Staveley	Nil	nil	nil

### 11.7 Share Offer extends to new Curnamona Shares

For the purposes of section 633(2) of the Corporations Act, the date for determining the people to whom this Bidder's Statement is sent is the Register Date.

Should any Curnamona Options be exercised after the Register Date and prior to the close of the Share Offer, then the Share Offer will extend to any person who becomes registered or entitled to be registered as the holder of Curnamona Shares before the close of the Share Offer.

If additional Curnamona Shares are issued after the end of the Share Offer Period, subject to Havilah being entitled to compulsorily acquire Curnamona Shares under Chapter 6A of the Corporations Act, Havilah may compulsorily acquire any Curnamona Shares issued after the end of the Share Offer Period.



## 11.8 Havilah is a disclosing entity

Because Havilah is offering Havilah Shares as consideration for the acquisition of Curnamona Shares and Havilah Listed Options as consideration for the acquisition of Curnamona Listed Options under the Offers, the Corporations Act requires that this document must include all information that would be required for a prospectus for an offer of Havilah Shares and Havilah Listed Options under sections 710 to 713 of the Corporations Act. Havilah does not need to issue a prospectus for the offer of Havilah Shares or Havilah Listed Options as the Share Offer and Listed Option Offer are occurring pursuant to regulated takeover bids.

Havilah is a disclosing entity (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, Havilah is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of Havilah Shares. Havilah Shares have been quoted on ASX during the 12 months prior to the date of this Bidder's Statement. Havilah, as a disclosing entity under the Corporations Act, states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to Havilah (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, an ASIC office; and
- (b) it will provide a copy of each of the following documents, free of charge, to any person on request during the Offer Period:
  - (i) the annual financial report of Havilah for the 12 months ended 31 July 2011 and half year financial report for the 6 months ended 31 January 2012 (being the annual financial report and half year report most recently lodged by Havilah with ASIC); and
  - (ii) all continuous disclosure notices given by Havilah after the lodgement of that annual financial report with ASIC and before the lodgement of this Bidder's Statement with ASIC.

Requests for copies of these documents may be made by calling the Havilah Offers Information Line on (08) 8338 9292 from within Australia or +61 8 8338 9292 if calling from outside Australia. Copies of all documents lodged with ASIC in relation to Havilah can be inspected at the registered office of Havilah during normal office hours.

A list of material announcements relating to the Offers appears in Annexure A. A list of announcements made by Havilah to ASX between the date of lodgement with ASIC of its half year financial report for the six months ended 31 January 2012 (being 4 April 2012) and the lodgement of this Bidder's Statement with ASIC on 30 April 2012 appears in Annexure B.

Other than information contained in this Bidder's Statement, there is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules and is information that a Curnamona Shareholder or a Curnamona Listed Optionholder or a professional adviser to a Curnamona Shareholder or a Curnamona Listed Optionholder would reasonably require for the purpose of making an informed assessment of:

- (a) the assets and liabilities, financial position and performance, profits and losses and prospects of Havilah; or
- (b) the rights and liabilities attaching to the Havilah Shares and Havilah Listed Options.

None of the information referred to in this section 11 is incorporated by reference into this document or is included with this document.

## 11.9 Consents

### ***Statements in this Bidder's Statement***

Thomsons Lawyers has given and has not, before the date of lodgement of this Bidder's Statement with ASIC, withdrawn its written consent to being named in this Bidder's Statement as legal adviser to Havilah in respect of the Offers in the form and context in which it is named.

### ***Consents not required under ASIC Class Orders***

This Bidder's Statement includes or is accompanied by statements which are made in, or based on, statements made in documents lodged with ASIC or ASX. Under the terms of ASIC Class Order 01/1543, the parties making those statements are not required to consent to, and have not consented to, the

inclusion of those statements in this Bidder's Statement. Curnamona Shareholders and Curnamona Listed Optionholders are entitled to obtain from Havilah free of charge a copy of any document which contained such a statement. If you would like to receive a copy of any of these documents, please contact the Havilah Offer Information Line on (08) 8338 9292 from within Australia or +61 8 8338 9292 from outside Australia and you will be sent a copy free of charge.

#### **11.10 Status of Defeating Conditions**

The Defeating Conditions of the Offers are set out in section 14. Havilah will use all reasonable endeavours to ensure the Defeating Conditions are satisfied as soon as possible after the date of this Bidder's Statement.

#### **11.11 Expiry date**

No Havilah Shares or Havilah Listed Options will be issued on the basis of this document and the Offers contained in this document after the date that is 13 months after the date of this Bidder's Statement.

#### **11.12 Takeover Bid Implementation Agreement**

Curnamona has entered into a Takeover Bid Implementation Agreement with Havilah. A copy of this agreement was released to ASX on 9 March 2012. The Implementation Agreement was amended by a Deed of Amendment executed by Curnamona and Havilah, and a summary was released to the ASX, on 13 April 2012.

Key terms of the Implementation Agreement (as amended) are:

**Havilah to make the Offers:** Havilah agreed to make the Share Offer and Listed Options Offer, subject to the Defeating Conditions. The agreed Offer Consideration is one Havilah Share for each five Curnamona Shares, and (as a result of an amendment to the Implementation Agreement made on 13 April) one Havilah Listed Option for each five Curnamona Listed Options.

**Curnamona to support the Offers:** Provided Havilah makes the Offers as agreed:

- Curnamona's Independent Director will recommend that Curnamona Shareholders and Listed Optionholders accept the Offers;
- the Independent Director and Mr Kenneth Williams will state their intention to accept the Offers in respect of any Curnamona Shares and Listed Options they own or control, and
- Curnamona will support the Takeover Bid and participate in efforts reasonably required by Havilah to promote the merits of the Takeover Bid, including meeting with shareholders, optionholders, analysts, management, customers, press and other parties mutually agreed if requested to do so by Havilah,

subject in each case to the Independent Expert stating that the Offers are fair and reasonable to Curnamona's Shareholders and Listed Optionholders other than Havilah, there being no Superior Proposal, and no Havilah Material Adverse Event having occurred.

Curnamona also agreed to not initiate any Competing Proposal and, to the extent it is within Curnamona's control, to not do anything that will result in any of the Defeating Conditions of the Takeover Bid being breached, provided that nothing in the Implementation Agreement prevents Curnamona or the Board of Curnamona from acting in accordance with the Curnamona Directors' duties as directors.

**Mutual exchange of information:** The Implementation Agreement provides for Havilah and Curnamona to exchange information required for the purpose of the preparation of the Bidder's Statement or Target's Statement respectively (subject to confidentiality obligations).

**Conduct of business:** Until the end of the Offer Period each of Havilah and Curnamona must conduct its business in the usual and ordinary course consistent with past practice, and use its reasonable endeavours to preserve and maintain the value of its business and assets and the relationships with suppliers, customers and employees.

#### **11.13 No escalation agreements**

Neither Havilah nor any Associate of Havilah has entered into any escalation agreement in respect of Curnamona Shares or Curnamona Listed Options that is prohibited by section 622 of the Corporations Act.

#### **11.14 No other material information**

Except as set out in this document, there is no other information material to the making of a decision by Curnamona Shareholders and Curnamona Listed Optionholders whether or not to accept the Share Offer or Listed Option Offer respectively that does not relate to the value of the Havilah Shares or Havilah Listed Options offered as the Offer Consideration under the Offers that is known to Havilah and has not previously been disclosed to the holders of Curnamona Shares and Curnamona Listed Options.

## 12 FORMAL TERMS OF THE SHARE OFFER

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### 12.1 The Share Offer

- (a) Havilah offers to acquire all of your Curnamona Shares, including any Curnamona Shares which become registered in your name in the register of shareholders of Curnamona during the period from the Register Date to the end of the Share Offer Period due to the conversion of, or exercise of rights attached to, other securities convertible into Curnamona Shares which are on issue on the Register Date, for the Share Offer Consideration on the terms and subject to the Share Offer Conditions.
- (b) Havilah will be entitled to all Rights that accrue after the Announcement Date to Curnamona Shares it acquires under the Share Offer. If any Rights are received by you and such documents as may be necessary to vest title to those Rights in Havilah are not passed on to Havilah, or the benefit of those Rights is not passed on to Havilah, Havilah may reduce the Share Offer Consideration payable to you under the Share Offer by the amount (or value, as reasonably assessed by Havilah or, if there is a dispute, by the Chairman of ASX or his nominee) of those Rights.
- (c) The Share Offer extends to any person who becomes registered or entitled to be registered as the holder of any of your Curnamona Shares during the period from the Register Date to the end of the Share Offer Period.
- (d) By accepting the Share Offer, you undertake to transfer to Havilah not only the Curnamona Shares to which the Share Offer relates but also all the Rights attached to those Curnamona Shares.
- (e) The Share Offer is dated [to be advised].

### 12.2 Share Offer Consideration

- (a) You will receive the Share Offer Consideration if you accept the Share Offer and all of the Defeating Conditions are satisfied or waived.
- (b) The Share Offer Consideration is 1 Havilah Share for every 5 Curnamona Shares held (subject to rounding of fractional entitlements).
- (c) If you become entitled to a fraction of one Havilah Share in respect of any single CHESS Holding or Issuer Sponsored Holding of Curnamona Shares in your name, that fraction will be disregarded and will be rounded down to the nearest whole Havilah Share.
- (d) Havilah Shares to be issued under the Share Offer will rank equally in all respects with existing Havilah Shares on issue at the Register Date.

### 12.3 Share Offer Period

The Share Offer will, unless withdrawn, remain open for acceptance during the period commencing on the date of the Share Offer, being [to be advised] and ending at 7:00pm (Adelaide time) on the later of:

- (a) [to be advised]; or
- (b) any date to which the Share Offer Period is extended in accordance with the Corporations Act.

### 12.4 Official quotation of Havilah Shares

- (a) Havilah has been admitted to the official list of ASX and Havilah Shares are traded on ASX. Havilah Shares of the same class as those to be issued under the Share Offer have been granted official quotation by ASX.
- (b) An application will be made to ASX within seven days after the date of this Bidder's Statement for the granting of official quotation of the Havilah Shares to be issued as

Share Offer Consideration. In accordance with section 625(3) of the Corporations Act, the Share Offer is subject to a condition that application for admission to quotation of the Havilah Shares issued under the Share Offer is made within seven days after the start of the Share Offer Period and permission for admission to quotation being granted no later than seven days after the end of the Share Offer Period. This condition may not be waived.

## 12.5 Persons to whom the Share Offer is made

### **Offerees**

- (a) A Share Offer in this form and bearing the same date is being made to:
  - (i) each holder of Curnamona Shares registered in Curnamona's register of Curnamona Shareholders as at the Register Date; and
  - (ii) any person who becomes registered or entitled to be registered as the holder of Curnamona Shares during the period from the Register Date to the end of the Share Offer Period due to the conversion of or exercise of rights attached to other securities convertible into Curnamona Shares which are on issue on the Register Date.
- (b) If at the time the Share Offer is made to you, or at any time during the period from the Register Date to the end of the Share Offer Period and before you accept the Share Offer, another person is, or is entitled to be, registered as the holder of some or all of your Curnamona Shares to which the Share Offer relates (**Transferred Shares**), then:
  - (i) a corresponding Share Offer will be deemed to have been made to that other person in respect of the Transferred Shares;
  - (ii) a corresponding Share Offer will be deemed to have been made to you in respect of your Curnamona Shares other than the Transferred Shares; and
  - (iii) the Share Offer is deemed to have been withdrawn immediately after making such corresponding offers.

### **Trustees and nominees**

- (c) If you are a trustee or nominee for several persons in respect of separate parcels of Curnamona Shares, section 653B of the Corporations Act deems the Share Offer to have been made to you in respect of each separate and distinct parcel.
- (d) To validly accept the Share Offer for any of those separate and distinct parcels, you must:
  - (i) if the parcel consists of Curnamona Shares held in an Issuer Sponsored Holding, complete and sign the Share Offer Acceptance Form; and
  - (ii) if the parcel consists of Curnamona Shares held in a CHESS Holding, initiate acceptance in accordance with Rule 14.14 of the ASX Settlement Rules,

in each case specifying that the Curnamona Shares in respect of which you are accepting are a separate and distinct parcel and the number of Curnamona Shares in the separate and distinct parcel to which the acceptance relates.
- (e) You may at the one time accept the Share Offer in respect of two or more such separate and distinct parcels as if they were a single parcel.
- (f) If sections 12.5(c) to 12.5(e) apply to you, please contact the Havilah Offers Information Line on (08) 8338 9292 from within Australia or +61 8 8338 9292 from outside Australia for such additional copies of this document or the Share Offer Acceptance Form as are necessary.

## **12.6 How to accept the Share Offer**

### **General**

- (a) Subject to sections 12.5(c) to 12.5(f) and 12.6(j), you may only accept the Share Offer in respect of all of your Curnamona Shares.
- (b) You may accept the Share Offer at any time during the Share Offer Period.

### **Issuer Sponsored Holdings**

- (c) If any of your Curnamona Shares are in an Issuer Sponsored Holding, to accept the Share Offer in respect of those Curnamona Shares you must:
  - (i) complete and sign the Share Offer Acceptance Form in accordance with the instructions on the Share Offer Acceptance Form; and
  - (ii) ensure that the Share Offer Acceptance Form together with all other documents required by the terms of the Share Offer and the instructions on the form are received before the expiry of the Share Offer Period at one of the addresses given on the Share Offer Acceptance Form.

### **CHESS Holdings**

- (d) If your Curnamona Shares are in a CHESS Holding, to accept the Share Offer you must comply with the ASX Settlement Rules. To accept the Share Offer in respect of those Curnamona Shares:
  - (i) you should instruct your Controlling Participant (usually your Broker) to initiate acceptance of the Share Offer in accordance with Rule 14.14 of the ASX Settlement Rules before the expiry of the Share Offer Period; or
  - (ii) if you are a Participant, you must initiate acceptance of the Share Offer in accordance with the ASX Settlement Rules before the expiry of the Share Offer Period.

Alternatively, you may complete and sign the Share Offer Acceptance Form in respect of those Curnamona Shares which are in the CHESS Holding in accordance with the instructions on the form and return the form, together with all other documents required by those instructions, to the address given on the Share Offer Acceptance Form. This will authorise Havilah to instruct your Controlling Participant to initiate acceptance of the Share Offer on your behalf. You must ensure that the Acceptance Form is received in time for Havilah to give instructions to your Controlling Participant and your Controlling Participant to carry out those instructions before the expiry of the Share Offer Period. You will be taken to have completed acceptance of the Share Offer when your Controlling Participant initiates acceptance of the Share Offer in accordance with Rule 14.14 of the ASX Settlement Rules.

### **Curnamona Shares held in different forms**

- (e) If your Curnamona Shares are held in different parcels in different forms, your acceptance of the Share Offer will require action under sections 12.5(c) to 12.5(f) in relation to the different parcels of your Curnamona Shares.

### **Nominee holdings**

- (f) If your Curnamona Shares are registered in the name of a broker, investment dealer, bank, trust company or other nominee, you should contact that nominee for assistance in accepting the Share Offer.

### **Status of Share Offer Acceptance Form**

- (g) The Share Offer Acceptance Form which accompanies this document forms part of the Share Offer. The requirements on the Share Offer Acceptance Form must be observed

when accepting the Share Offer. Acceptance of the Share Offer for Curnamona Shares held in an Issuer Sponsored Holding will be effective only when (subject to section 12.6(j)) the properly completed Share Offer Acceptance Form (together with any document required by the instructions on that form) has been received at one of the addresses set out on the Share Offer Acceptance Form.

- (h) The method chosen to deliver the Share Offer Acceptance Form and other documents is at the risk of each accepting Curnamona Shareholder.

#### ***Where to deliver your Share Offer Acceptance Form***

- (i) You may send your completed and signed Share Offer Acceptance Form (and any other documents, if any, required by the instructions on the Share Offer Acceptance Form) by post to:

Computershare Investor Services  
GPO Box 1326, Adelaide, SA, 5001

Alternatively you can deliver your completed and signed Share Offer Acceptance Form in person to:

Computershare Investor Services  
Level 5, 115 Grenfell St,  
Adelaide SA

#### ***Havilah's discretion***

- (j) Notwithstanding sections 12.6(a) to 12.6(e) and 12.6(g) to 12.6(i), Havilah may at its discretion treat any Share Offer Acceptance Form received before the end of the Share Offer Period (at an address indicated on the Share Offer Acceptance Form or such other address or fax number as may be acceptable to Havilah) as valid or waive any requirement of sections 12.6(a) to 12.6(e) and 12.6(g) to 12.6(i) in any case, but the provision of the Share Offer Consideration in accordance with the Share Offer may be delayed until any irregularity has been resolved or waived and any other documents required to procure registration have been received by Havilah.

### **12.7 Effect of acceptance**

By accepting the Share Offer, or initiating acceptance of the Share Offer, in accordance with section 12.6, you will, or will be deemed to, have:

- (a) accepted the Share Offer for all of your Curnamona Shares and irrevocably agreed to the Share Offer Conditions to sell all of your Curnamona Shares to Havilah (regardless of the number of Curnamona Shares specified in the Share Offer Acceptance Form or other acceptance);
- (b) subject to the Share Offer being declared free from the Defeating Conditions or those conditions being satisfied or waived, agreed to transfer all of your Curnamona Shares to Havilah in accordance with the terms set out in the Share Offer;
- (c) subject to the Share Offer being declared free from the Defeating Conditions or those conditions being satisfied or waived, authorised Havilah to issue to you the Havilah Shares due to you, and to register your name in the Havilah register of shareholders in respect of those Havilah Shares, and agreed that you will be bound by the Constitution;
- (d) authorised Havilah (by its directors, officers or agents) to complete your Share Offer Acceptance Form by inserting such details as are omitted in respect of your Curnamona Shares and to rectify any errors in or omissions from the Share Offer Acceptance Form (including, without limiting the generality of the foregoing, altering the number of Curnamona Shares stated to be held by you if it is otherwise than as set out in the Share Offer Acceptance Form) as may be necessary to make the Share Offer Acceptance Form an effective acceptance of the Share Offer or to enable registration of the transfer of all of your Curnamona Shares to Havilah;

- (e) represented and warranted to Havilah that as a fundamental condition going to the root of the contract that, both at the time of acceptance of the Share Offer and at the time of transfer of your Curnamona Shares to Havilah, your Curnamona Shares (including any Rights) are fully paid and free from all mortgages, charges, liens, encumbrances, interests of third parties of any kind (whether legal or otherwise) and restrictions on transfer of any kind and that you have full power, capacity and authority to sell and transfer your Curnamona Shares (including the legal and beneficial ownership in those Curnamona Share and any Rights);
- (f) with effect from the date that the Share Offer, or any contract resulting from your acceptance of the Share Offer, becomes unconditional until registration of a transfer of your Curnamona Shares to Havilah, irrevocably appointed Havilah and each of its directors, secretaries and officers severally as your true and lawful exclusive attorney, agent and proxy in your name and on your behalf, with power to do all things which you could lawfully do concerning your Curnamona Shares or in exercise of any right derived from the holding of your Curnamona Shares, including (without limiting the generality of the foregoing):
  - (i) attending and voting at any meeting of Curnamona Shareholders;
  - (ii) demanding a poll for any vote to be taken at any meeting of Curnamona Shareholders;
  - (iii) proposing or seconding any resolution to be considered at any meeting of Curnamona Shareholders;
  - (iv) requisitioning the convening of any meeting of Curnamona Shareholders and convening a meeting pursuant to any such requisition (or joining with other Curnamona Shareholders to do either of those things);
  - (v) notifying Curnamona that your address in the records of Curnamona for all purposes, including the despatch of notices of meeting, annual reports and distributions, should be altered to an address nominated by Havilah and directing Curnamona to send all correspondence, payments or notifications in respect of any Rights and any other communications and documents whatsoever in respect of your Curnamona Shares to Havilah at that address;
  - (vi) executing all forms, transfers, assignments, notices, instruments (including instruments appointing a director of Havilah as a proxy in respect of all or any of your Curnamona Shares and a transfer form for your Curnamona Shares), proxy forms, consents, agreements and resolutions relating to your Curnamona Shares as may be necessary or desirable to convey your Curnamona Shares and Rights to Havilah;
  - (vii) requesting Curnamona to register in the name of Havilah your Curnamona Shares which you hold on any register of Curnamona; and
  - (viii) doing all things incidental or ancillary to any of the foregoing, and to have agreed that in exercising the powers conferred by that power of attorney, the attorney may act in the interests of Havilah as the intended registered holder and beneficial owner of your Curnamona Shares and to have further agreed to do all such acts, matters and things that Havilah may require to give effect to the matters the subject of this paragraph (including the execution of a written proxy form to the same effect as this paragraph which complies in all respects with the requirements of the constitution of Curnamona) if requested by Havilah.
- (g) agreed that the appointment in section 12.7(f) is being given for valuable consideration to secure the interest acquired in your Curnamona Shares and is irrevocable;
- (h) agreed, in the absence of a prior waiver of this requirement by Havilah, not to attend or vote in person at any meeting of Curnamona or to exercise any of the powers conferred on Havilah or its nominee in section 12.7(f);



- (i) agreed to indemnify Havilah in respect of any claim or action against it or any loss, damage or liability whatsoever incurred by it as a result of you not producing your Holder Identification Number or in consequence of the transfer of your Curnamona Shares being registered by Havilah without production of your Holder Identification Number for your Curnamona Shares;
- (j) represented and warranted to, and agreed with, Havilah that your Curnamona Shares in respect of which you have accepted the Share Offer will be purchased by Havilah with all Rights (being those accruing after the Announcement Date) and you will execute all such instruments as Havilah may require for the purposes of vesting in it any such Rights;
- (k) irrevocably authorised and directed Curnamona to pay Havilah or to account to Havilah for all Rights (being those accruing after the Announcement Date) in respect of your Curnamona Shares subject, however, to any such Rights received by Havilah being accounted for by Havilah to you if the Share Offer is withdrawn or the contract formed by your acceptance of the Share Offer is rescinded or rendered void;
- (l) except where Rights (being those accruing after the Announcement Date) have been paid or accounted for, irrevocably authorised Havilah and its directors to adjust the Share Offer Consideration due to you under the Share Offer by the value of all Rights in respect of your Curnamona Shares as reasonably assessed by Havilah (or, if there is a dispute, by the Chairman of ASX or his nominee), and agreed that any deduction will be made from the Share Offer Consideration otherwise due to you on the basis that one Havilah Share is valued at the Havilah Share five day VWAP to the Business Day prior to the Business Day on which Curnamona Shares commence trading on an ex rights basis;
- (m) if you signed the Share Offer Acceptance Form in respect of any of your Curnamona Shares in a CHESS Holding, irrevocably authorised Havilah to:
  - (i) instruct your Controlling Participant to initiate acceptance of the Share Offer in respect of all such Curnamona Shares in accordance with the ASX Settlement Rules; and
  - (ii) give any other instruction in relation to your Curnamona Shares to your Controlling Participant on your behalf under the sponsorship agreement between you and the Controlling Participant,
  - (iii) even though at the time of such transfer Havilah has not paid the Share Offer Consideration due to you under the Share Offer;
- (n) if at the time of acceptance of the Share Offer your Curnamona Shares are in a CHESS Holding, with effect from the date that the Share Offer, or any contract resulting from your acceptance of the Share Offer, becomes unconditional:
  - (i) authorised Havilah to cause a message to be transmitted to ASX Settlement in accordance with Rule 14.17.1 of the ASX Settlement Rules so as to transfer your Curnamona Shares to Havilah's takeover transferee holding, even though at the time of such transfer Havilah has not provided the Share Offer Consideration due to you under the Share Offer; and
  - (ii) represented and warranted to Havilah that, unless you have notified Havilah in accordance with sections 12.5(c) to 12.5(e), your Curnamona Shares do not consist of separate parcels of Curnamona Shares.

## **12.8 When you will receive your Share Offer Consideration**

- (a) Subject to this section 12.8 and sections 12.6, 12.9 and 12.10 and to the Corporations Act, if you accept the Share Offer Havilah will allot the Share Offer Consideration that you are entitled to under section 12.2 on or before the earlier of:
  - (i) the day one month after you accept the Share Offer or, if the Share Offer is subject to a Defeating Condition when accepted, the day one month after the contract resulting from your acceptance becomes unconditional; and

- (ii) the day 21 days after the end of the Share Offer Period.
- (b) Where documents are required to be given to Havilah with your acceptance to enable Havilah to become the holder of your Curnamona Shares (such as a power of attorney):
  - (i) if the documents are given with your acceptance, Havilah will allot the Share Offer Consideration to you in accordance with section 12.8(a);
  - (ii) if the documents are given after acceptance and before the end of the Share Offer Period while the Share Offer is still subject to a Defeating Condition, Havilah will allot the Offer Consideration to you by the end of whichever of the following periods ends first:
    - (A) one month after the contract resulting from your acceptance becomes unconditional; and
    - (B) 21 days after the end of the Share Offer Period;
  - (iii) if the documents are given after acceptance and before the end of the Share Offer Period while the Share Offer is no longer subject to a Defeating Condition, Havilah will allot the Share Offer Consideration to you by the end of whichever of the following periods ends first:
    - (A) one month after Havilah is given the documents; and
    - (B) 21 days after the end of the Share Offer Period;
  - (iv) if the documents are given after the end of the Share Offer Period while the Share Offer is no longer subject to a Defeating Condition, Havilah will allot the Share Offer Consideration to you within 21 days after the documents are given; or
  - (v) if the documents are given after the end of the Share Offer Period while the Share Offer is still subject to a Defeating Condition, Havilah will allot the Share Offer Consideration to you within 21 days after the contract which arises upon your acceptance of the Share Offer becomes unconditional.
- (c) If you accept the Share Offer, Havilah is entitled to all Rights (being those accruing after the Announcement Date) in respect of your Curnamona Shares. Havilah may require you to provide all documents necessary to vest title to those Rights in Havilah, or otherwise to give it the benefit or value of those Rights. If you do not do so before Havilah has caused the Share Offer Consideration to be allotted to you, Havilah will be entitled to deduct the amount (or value, as reasonably assessed by Havilah or, if there is a dispute, by the Chairman of ASX or his nominee) of such Rights from the Share Offer Consideration otherwise due to you. Any such deduction will be made from the Share Offer Consideration that you are otherwise entitled to on the basis that one Havilah Share is valued at the Havilah Share five day VWAP to the Business Day prior to the Business Day on which Curnamona Shares commence trading on an ex rights basis.
- (d) The obligation of Havilah to allot any Havilah Shares to which you are entitled under the Share Offer will be satisfied by Havilah:
  - (i) entering your name on the register of shareholders of Havilah; and
  - (ii) despatching or procuring the despatch to you of an uncertificated holding statement in your name by pre-paid ordinary mail or, in the case of addresses outside Australia, by pre-paid airmail, to your address as shown on the register of Curnamona Shareholders maintained by Curnamona. If your Curnamona Shares are held in a joint name, an uncertificated holding statement will be issued in the name of the joint holders and forwarded to the address that appears first in the copy of the register of Curnamona Shareholders maintained by Curnamona.
- (e) If, at the time of acceptance of the Share Offer, you are resident in or a resident of a place to which, or you are a person to whom, the following regulations apply:

- (i) Banking (Foreign Exchange) Regulations 1959;
- (ii) part 4 of the Charter of the United Nations Act 11945 (Cth);
- (iii) the Charter of the United Nations (Dealing with Assts) Regulations 2008 (Cth);
- (iv) the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth); or
- (v) any other law of Australia that would make it unlawful for Havilah to provide consideration for your Curnamona Shares,

acceptance of the Share Offer will not create for you or transfer to you any right (contractual or contingent) to receive the Share Offer Consideration specified in the Share Offer unless and until all requisite authorities or clearances have been obtained by Havilah.

## 12.9 Foreign Shareholders

- (a) If you are Foreign Shareholder, you should be aware that this Share Offer in jurisdictions outside Australia may be restricted by law, and you should seek advice and observe any such restrictions. Any such failure to comply with such restrictions may constitute a violation of applicable securities laws. The Share Offer does not constitute an offer in any place in which, or to persons to whom, it would not be lawful to make an offer. Havilah in its absolute discretion will determine whether to issue Havilah Shares to you as the Share Offer Consideration, having regard to any such restrictions.
- (b) In respect of those Havilah Shares which you would have become entitled to receive under section 12.2 but for restrictions under section 12.9(a), Havilah will:
  - (i) issue to the Nominee the number of Havilah Shares which you and all other Foreign Shareholders would have been entitled to under section 12.2 but for section 12.9(a);
  - (ii) cause the Nominee to sell on-market, or cause the Nominee to procure the on-market sale of, all of the Havilah Shares issued to it under section 12.9(b)(i) as soon as practicable and in any event not more than 30 Business Days after the close of the Share Offer;
  - (iii) after the sale of the Havilah Shares pursuant to section 12.9(b)(ii), cause the Nominee to pay, or procure the payment of, the amount which is received by the Nominee upon the sale of all Havilah Shares under section 12.9(b)(ii) less brokerage and other sale expenses (**Proceeds of Sale**) to Havilah; and
  - (iv) pay the proportion of the Proceeds of Sale which you are entitled to receive, ascertained in accordance with the following formula:

### **Proceeds of Sale x (A/B)**

where:

A is the number of Havilah Shares which Havilah would otherwise be required to issue to you as a result of your acceptance of the Share Offer under section 12.2; and

B is the total number of Havilah Shares issued to the Nominee under section 12.9(b)(i).

- (c) The amount payable to you under section 12.9(b) will be paid by cheque in one lump sum in Australian currency. The cheque will be sent to you at your risk by pre-paid airmail to your address as shown on the copy of the register of Curnamona Shareholders maintained by Curnamona. Under no circumstances will interest be paid on the proceeds of this sale, regardless of any delay in remitting these proceeds to you.

- (d) Notwithstanding anything else contained in this document, Havilah is not under any obligation to spend any money, or undertake any action, in order to satisfy itself that a person is not an Foreign Shareholder and is therefore eligible to receive Havilah Shares under the Share Offer.

## **12.10 Defeating Conditions**

The Share Offer and any contract that results from the acceptance of the Share Offer are subject to fulfilment of the Defeating Conditions set out in section 14.

## **12.11 Nature and effect of Defeating Conditions**

- (a) Each of the Defeating Conditions set out in section 14 is a condition subsequent.
- (b) Each of the Defeating Conditions set out in section 14 is a separate and distinct condition, and shall not be taken to limit the meaning or effect of any other Defeating Condition, nor shall any condition in section 14 merge on completion of any contract arising from acceptance of the Share Offer.
- (c) The breach or non-fulfilment of any Defeating Condition does not prevent a contract to sell your Curnamona Shares arising from your acceptance of the Share Offer, but if
  - (i) Havilah has not declared the Share Offer to be free from the Defeating Conditions in section 14 before the Conditions Notice Date; and
  - (ii) the Defeating Conditions in section 14 have not been fulfilled at the end of the Share Offer Period,all contracts resulting from the acceptance of the Share Offer and all acceptances that have not resulted in binding contracts are void. In such case, Havilah will:
  - (iii) return all documents forwarded by you to the address shown in the Share Offer Acceptance Form; and
  - (iv) notify ASX Settlement of the lapse of the Share Offer in accordance with Rule 14.19 of the ASX Settlement Rules.

## **12.12 Benefit of the Defeating Conditions**

Subject to the provisions of the Corporations Act, Havilah alone shall be entitled to the benefit of the Defeating Conditions in section 14 and any non-fulfilment of such Defeating Conditions may be relied upon only by Havilah.

## **12.13 Freeing of the Share Offer from the Defeating Conditions**

Subject to section 650F of the Corporations Act, Havilah may at any time in its sole discretion declare the Share Offer free from any or all of the Defeating Conditions generally or in relation to any specific occurrence or any specific entity by giving notice in writing to Curnamona. Pursuant to the Implementation Agreement, if Havilah decides to waive a Defeating Condition or otherwise declare a Defeating Condition to be satisfied it must do so in respect of both Offers, and not one of them only.

## **12.14 Statutory condition**

- (a) The Share Offer and any contract that results from your acceptance of it are subject to the condition that:
  - (i) an application is made to ASX within seven days after the date of this Bidder's Statement for the granting of admission to official quotation of the Havilah Shares to be issued as Share Offer Consideration; and
  - (ii) permission for admission to official quotation by ASX of the Havilah Shares to be issued pursuant to the Share Offer is granted no later than seven days after the end of the Share Offer Period.

If this condition is not fulfilled, all contracts resulting from the acceptance of the Share Offer will be automatically void.

#### **12.15 Notice on the status of the Defeating Conditions**

The date for giving the notice on the status of the Defeating Conditions required by section 630(3) of the Corporations Act is the Conditions Notice Date (subject to extension in accordance with section 630(2) of the Corporations Act if the Share Offer Period is extended).

#### **12.16 Variation of the Share Offer**

Havilah may vary the Share Offer as permitted by Part 6.6 Division 2 of the Corporations Act.

#### **12.17 Withdrawal of the Offer**

- (a) In accordance with section 652B of the Corporations Act, the Share Offer may only be withdrawn with the consent in writing of ASIC, which consent may be given subject to such conditions (if any) as are specified in the consent.
- (b) If Havilah withdraws the Share Offer, all contracts arising from its acceptance will automatically be void.

#### **12.18 Governing law**

The Share Offer and any contract that results from your acceptance of the Share Offer are governed by the laws in force in South Australia.

## 13 FORMAL TERMS OF THE LISTED OPTION OFFER

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### 13.1 The Listed Option Offer

- (a) Havilah offers to acquire all of your Curnamona Listed Options, including any Curnamona Listed Options which become registered in your name in the register of optionholders of Curnamona during the period from the Register Date to the end of the Listed Option Offer Period, for the Listed Option Offer Consideration on the terms and subject to the Listed Option Offer Conditions.
- (b) Havilah will be entitled to all Rights that accrue after the Announcement Date to Curnamona Listed Options which it acquires under the Listed Option Offer. If any Rights are received by you and such documents as may be necessary to vest title to those Rights in Havilah are not passed on to Havilah, or the benefit of those Rights is not passed on to Havilah, Havilah may reduce the Listed Option Offer Consideration payable to you under the Listed Option Offer by the amount (or value, as reasonably assessed by Havilah or, if there is a dispute, by the Chairman of ASX or his nominee) of those Rights.
- (c) The Listed Option Offer extends to any person who becomes registered or entitled to be registered as the holder of any of your Curnamona Listed Options during the period from the Register Date to the end of the Listed Option Offer Period.
- (d) By accepting the Listed Option Offer, you undertake to transfer to Havilah not only the Curnamona Listed Options to which the Listed Option Offer relates but also all the Rights attached to those Curnamona Listed Options.
- (e) The Listed Option Offer is dated [to be advised].

### 13.2 Listed Option Offer Consideration

- (a) You will receive the Listed Option Offer Consideration if you accept the Listed Option Offer and all of the Defeating Conditions are satisfied or waived.
- (b) The Listed Option Offer Consideration is 1 Havilah Listed Option for every five (5) Curnamona Listed Options held (subject to rounding of fractional entitlements). These Listed Options will have an exercise price of 75 cents and have an expiry date of 23<sup>rd</sup> March 2014 and otherwise be issued on the terms and conditions set out in section 5.7. Havilah will apply to have these options listed on the ASX.
- (c) If you become entitled to a fraction of one Havilah Listed Option in respect of any single CHESS Holding or Issuer Sponsored Holding of Curnamona Listed Options in your name, that fraction will be disregarded and will be rounded down to the nearest whole Havilah Listed Option.
- (d) Any Havilah Shares issued on exercise of any Havilah Listed Options to be issued under the Listed Option Offer will rank equally in all respects with existing Havilah Shares on issue at the Register Date.

### 13.3 Listed Option Offer Period

The Listed Option Offer will, unless withdrawn, remain open for acceptance during the period commencing on the date of the Listed Option Offer, being [to be advised] and ending at 7:00pm (Adelaide time) on the later of:

- (a) [to be advised]; or
- (b) any date to which the Listed Option Offer Period is extended in accordance with the Corporations Act.

### 13.4 Official quotation of Havilah Listed Options and Havilah Shares

- (a) Havilah has been admitted to the official list of ASX and Havilah Shares are traded on ASX. Havilah Shares of the same class as those to be issued on exercise of any Havilah

Listed Options issued under the Listed Option Offer have been granted official quotation by ASX.

- (b) An application will be made to ASX within seven days after the date of this Bidder's Statement for the granting of official quotation of the Havilah Listed Options to be issued as Listed Option Offer Consideration as a new class of listed options quoted on ASX. In accordance with section 625(3) of the Corporations Act, the Listed Option Offer is subject to a condition that application for admission to quotation of the Havilah Listed Options issued under the Listed Option Offer is made within seven days after the start of the Listed Option Offer Period and permission for admission to quotation being granted no later than seven days after the end of the Listed Option Offer Period. This condition may not be waived.

### **13.5 Persons to whom the Listed Option Offer is made**

#### ***Offerees***

- (a) A Listed Option Offer in this form and bearing the same date is being made to:
  - (i) each holder of Curnamona Listed Options registered in Curnamona's register of Curnamona Listed Optionholders as at the Register Date; and
  - (ii) any person who becomes registered or entitled to be registered as the holder of Curnamona Listed Options during the period from the Register Date to the end of the Listed Option Offer Period.
- (b) If at the time the Listed Option Offer is made to you, or at any time during the period from the Register Date to the end of the Listed Option Offer Period and before you accept the Listed Option Offer, another person is, or is entitled to be, registered as the holder of some or all of your Curnamona Listed Options to which the Listed Option Offer relates (**Transferred Listed Options**), then:
  - (i) a corresponding Listed Option Offer will be deemed to have been made to that other person in respect of the Transferred Listed Options;
  - (ii) a corresponding Listed Option Offer will be deemed to have been made to you in respect of your Curnamona Listed Options other than the Transferred Listed Options; and
  - (iii) the Listed Option Offer is deemed to have been withdrawn immediately after making such corresponding offers.

#### ***Trustees and nominees***

- (c) If you are a trustee or nominee for several persons in respect of separate parcels of Curnamona Listed Options, section 653B of the Corporations Act deems the Listed Option Offer to have been made to you in respect of each separate and distinct parcel.
- (d) To validly accept the Listed Option Offer for any of those separate and distinct parcels, you must:
  - (i) if the parcel consists of Curnamona Listed Options held in an Issuer Sponsored Holding, complete and sign the Listed Option Offer Acceptance Form; and
  - (ii) if the parcel consists of Curnamona Listed Options held in a CHESS Holding, initiate acceptance in accordance with Rule 14.14 of the ASX Settlement Rules,in each case specifying that the Curnamona Listed Options in respect of which you are accepting are a separate and distinct parcel and the number of Curnamona Listed Options in the separate and distinct parcel to which the acceptance relates.
- (e) You may at the one time accept the Listed Option Offer in respect of two or more such separate and distinct parcels as if they were a single parcel.

- (f) If sections 13.5(c) to 13.5(e) apply to you, please contact the Havilah Offers Information Line on +61 8 8338 9292 for such additional copies of this document or the Listed Option Offer Acceptance Form as are necessary.

### **13.6 How to accept the Listed Option Offer**

#### **General**

- (a) Subject to sections 13.5(c) to 13.5(f) and 13.6(j), you may only accept the Listed Option Offer in respect of all of your Curnamona Listed Options.
- (b) You may accept the Listed Option Offer at any time during the Listed Option Offer Period.

#### **Issuer Sponsored Holdings**

- (c) If any of your Curnamona Listed Options are in an Issuer Sponsored Holding, to accept the Listed Option Offer in respect of those Curnamona Listed Options you must:
  - (i) complete and sign the Listed Option Offer Acceptance Form in accordance with the instructions on the Listed Option Offer Acceptance Form; and
  - (ii) ensure that the Listed Option Offer Acceptance Form together with all other documents required by the terms of the Listed Option Offer and the instructions on the form are received before the expiry of the Listed Option Offer Period at one of the addresses given on the Listed Option Offer Acceptance Form.

#### **CHESS Holdings**

- (d) If your Curnamona Listed Options are in a CHESS Holding, to accept the Listed Option Offer you must comply with the ASX Settlement Rules. To accept the Listed Option Offer in respect of those Curnamona Listed Options:
  - (i) you should instruct your Controlling Participant (usually your Broker) to initiate acceptance of the Listed Option Offer in accordance with Rule 14.14 of the ASX Settlement Rules before the expiry of the Listed Offer Offer Period; or
  - (ii) if you are a Participant, you must initiate acceptance of the Listed Option Offer in accordance with the ASX Settlement Rules before the expiry of the Listed Option Offer Period.

Alternatively, you may complete and sign the Listed Option Offer Acceptance Form in respect of those Curnamona Listed Options which are in the CHESS Holding in accordance with the instructions on the form and return the form, together with all other documents required by those instructions, to the address given on the Listed Option Offer Acceptance Form. This will authorise Havilah to instruct your Controlling Participant to initiate acceptance of the Listed Option Offer on your behalf. You must ensure that the Acceptance Form is received in time for Havilah to give instructions to your Controlling Participant and for your Controlling Participant to carry out those instructions before the expiry of the Listed Option Offer Period. You will be taken to have completed acceptance of the Listed Option Offer when your Controlling Participant initiates acceptance of the Listed Option Offer in accordance with Rule 14.14 of the ASX Settlement Rules.

#### **Curnamona Listed Options held in different forms**

- (e) If your Curnamona Listed Options are held in different parcels in different forms, your acceptance of the Listed Option Offer will require action under sections 13.5(c) to 13.5(f) in relation to the different parcels of your Curnamona Listed Options.

#### **Nominee holdings**

- (f) If your Curnamona Listed Options are registered in the name of a broker, investment dealer, bank, trust company or other nominee, you should contact that nominee for assistance in accepting the Listed Option Offer.



### ***Status of Listed Option Offer Acceptance Form***

- (g) The Listed Option Offer Acceptance Form which accompanies this document forms part of the Listed Option Offer. The requirements on the Listed Option Offer Acceptance Form must be observed when accepting the Listed Option Offer. Acceptance of the Listed Option Offer for Curnamona Listed Options held in an Issuer Sponsored Holding will be effective only when (subject to section 13.6 (j)) the properly completed a Listed Option Offer Acceptance Form (together with any document required by the instructions on that form) has been received at one of the addresses set out on the Listed Option Offer Acceptance Form.
- (h) The method chosen to deliver the Listed Option Offer Acceptance Form and other documents is at the risk of each accepting Curnamona Listed Optionholder.

### ***Where to deliver your Listed Option Offer Acceptance Form***

- (i) You may send your completed and signed Listed Option Offer Acceptance Form (and any other documents, if any, required by the instructions on the Listed Option Offer Acceptance Form) by post to:

Computershare Investor Services  
GPO Box 1326, Adelaide, SA, 5001

Alternatively you can deliver your completed and signed Listed Option Offer Acceptance Form in person to:

Computershare Investor Services  
Level 5, 115 Grenfell St,  
Adelaide SA

### ***Havilah's discretion***

- (j) Notwithstanding sections 13.6(a) to 13.6(e) and 13.6(g) to 13.6(i), Havilah may at its discretion treat any Listed Option Offer Acceptance Forms received before the end of the Listed Option Offer Period (at an address indicated on the Listed Option Offer Acceptance Form or such other address or fax number as may be acceptable to Havilah) as valid or waive any requirement of sections 13.6(a) to 13.6(e) and 13.6(g) to 13.6(i), in any case, but the payment of the Listed Option Offer Consideration in accordance with the Listed Option Offer may be delayed until any irregularity has been resolved or waived and any other documents required to procure registration have been received by Havilah.

## **13.7 Effect of acceptance**

By accepting the Listed Option Offer, or initiating acceptance of the Listed Option Offer, in accordance with section 13.6, you will, or will be deemed to, have:

- (a) accepted the Listed Option Offer for all of your Curnamona Listed Options and irrevocably agreed to the terms and conditions of the Listed Option Offer to sell all of your Curnamona Listed Options to Havilah (regardless of the number of Curnamona Listed Options specified in the Listed Option Offer Acceptance Form or other acceptance);
- (b) subject to the Listed Option Offer being declared free from the Defeating Conditions or those conditions being satisfied or waived, agreed to transfer all of your Curnamona Listed Options to Havilah in accordance with the terms set out in the Listed Option Offer;
- (c) subject to the Listed Option Offer being declared free from the Defeating Conditions or those conditions being satisfied or waived, authorised Havilah to issue to you the Havilah Listed Options due to you, and to register your name in the Havilah register of optionholders in respect of those Havilah Listed Options, and agreed that you will be bound by the Constitution;
- (d) authorised Havilah (by its directors, officers or agents) to complete your Listed Option Offer Acceptance Form by inserting such details as are omitted in respect of your

Curnamona Listed Options and to rectify any errors in or omissions from the Listed Option Offer Acceptance Form (including, without limiting the generality of the foregoing, altering the number of Curnamona Listed Options stated to be held by you if it is otherwise than as set out in the Listed Option Offer Acceptance Form) as may be necessary to make the Listed Option Offer Acceptance Form an effective acceptance of the Listed Option Offer or to enable registration of the transfer of all of your Curnamona Listed Options to Havilah;

- (e) represented and warranted to Havilah that as a fundamental condition going to the root of the contract that, both at the time of acceptance of the Listed Option Offer and at the time of transfer of your Curnamona Listed Options to Havilah, your Curnamona Listed Options (including any Rights) are fully paid and free from all mortgages, charges, liens, encumbrances, interests of third parties of any kind (whether legal or otherwise) and restrictions on transfer of any kind and that you have full power, capacity and authority to sell and transfer your Curnamona Listed Options (including the legal and beneficial ownership in those Curnamona Listed Options and any Rights);
- (f) with effect from the date that the Listed Option Offer, or any contract resulting from your acceptance of the Listed Option Offer, becomes unconditional until registration of a transfer of your Curnamona Listed Options to Havilah, irrevocably appointed Havilah and each of its directors, secretaries and officers severally as your true and lawful exclusive attorney, agent and proxy in your name and on your behalf, with power to do all things which you could lawfully do concerning your Curnamona Listed Options or in exercise of any right derived from the holding of your Curnamona Listed Options, including (without limiting the generality of the foregoing):
  - (i) notifying Curnamona that your address in the records of Curnamona for all purposes should be altered to an address nominated by Havilah and directing Curnamona to send all correspondence, payments or notifications in respect of any Rights and any other communications and documents whatsoever in respect of your Curnamona Listed Options to Havilah at that address;
  - (ii) executing all forms, transfers, assignments, notices, instruments (including instruments appointing a director of Havilah as a proxy in respect of all or any of your Curnamona Listed Options and a transfer form for your Curnamona Listed Options), proxy forms, consents, agreements and resolutions relating to your Curnamona Listed Options as may be necessary or desirable to convey your Curnamona Listed Options and Rights to Havilah;
  - (iii) requesting Curnamona to register in the name of Havilah your Curnamona Listed Options which you hold on any register of Curnamona; and
  - (iv) doing all things incidental or ancillary to any of the foregoing, and to have agreed that in exercising the powers conferred by that power of attorney, the attorney may act in the interests of Havilah as the intended registered holder and beneficial owner of your Curnamona Listed Options and to have further agreed to do all such acts, matters and things that Havilah may require to give effect to the matters the subject of this paragraph (including the execution of a written proxy form to the same effect as this paragraph which complies in all respects with the requirements of the constitution of Curnamona) if requested by Havilah;
- (g) agreed that the appointment in section 13.7(f) is being given for valuable consideration to secure the interest acquired in your Curnamona Listed Options and is irrevocable;
- (h) agreed, in the absence of a prior waiver of this requirement by Havilah, not to exercise any of the powers conferred on Havilah or its nominee in section 13.7(f);
- (i) agreed to indemnify Havilah in respect of any claim or action against it or any loss, damage or liability whatsoever incurred by it as a result of you not producing your Holder Identification Number or in consequence of the transfer of your Curnamona Listed Options being registered by Havilah without production of your Holder Identification Number for your Curnamona Listed Options;

- (j) represented and warranted to, and agreed with, Havilah that your Curnamona Listed Options in respect of which you have accepted the Listed Option Offer will be purchased by Havilah with all Rights (being those accruing after the Announcement Date) and you will execute all such instruments as Havilah may require for the purposes of vesting in it any such Rights;
- (k) irrevocably authorised and directed Curnamona to pay Havilah or to account to Havilah for all Rights (being those accruing after the Announcement Date) in respect of your Curnamona Listed Options subject, however, to any such Rights received by Havilah being accounted for by Havilah to you if the Listed Option Offer is withdrawn or the contract formed by your acceptance of the Listed Option Offer is rescinded or rendered void;
- (l) except where Rights (being those accruing after the Announcement Date) have been paid or accounted for, irrevocably authorised Havilah and its directors to adjust the Listed Option Offer Consideration due to you under the Listed Option Offer by the value of all Rights in respect of your Curnamona Listed Options as reasonably assessed by Havilah (or, if there is a dispute, by the Chairman of ASX or his nominee), and agreed that any deduction will be made from the Listed Option Offer Consideration otherwise due to you on the basis that one Havilah Listed Option is valued in accordance with the Black-Scholes Valuation;
- (m) if you signed the Listed Option Offer Acceptance Form in respect of any of your Curnamona Listed Options in a CHESS Holding, irrevocably authorised Havilah to:
  - (i) instruct your Controlling Participant to initiate acceptance of the Listed Option Offer in respect of all such Curnamona Listed Options in accordance with the ASX Settlement Rules; and
  - (ii) give any other instruction in relation to your Curnamona Listed Options to your Controlling Participant on your behalf under the sponsorship agreement between you and the Controlling Participant,
 even though at the time of such transfer Havilah has not paid the Listed Option Offer Consideration due to you under the Listed Option Offer;
- (n) if at the time of acceptance of the Listed Option Offer your Curnamona Listed Options are in a CHESS Holding, with effect from the date that the Listed Option Offer, or any contract resulting from your acceptance of the Listed Option Offer, becomes unconditional:
  - (i) authorised Havilah to cause a message to be transmitted to ASX Settlement in accordance with Rule 14.17.1 of the ASX Settlement Rules so as to transfer your Curnamona Listed Options to Havilah's takeover transferee holding, even though at the time of such transfer Havilah has not paid the Listed Option Offer Consideration due to you under the Listed Option Offer; and
  - (ii) represented and warranted to Havilah that, unless you have notified Havilah in accordance with sections 13.5(c) to 13.5(e), your Curnamona Listed Options do not consist separate parcels of Curnamona Listed Options.

### **13.8 When you will receive your Listed Option Offer Consideration**

- (a) Subject to this section 13.8 and sections 13.6 and 13.9 to 13.10 and the Corporations Act, if you accept the Listed Option Offer Havilah will allot the Listed Option Offer Consideration that you are entitled to under section 13.2 on or before the earlier of:
  - (i) the day one month after you accept the Listed Option Offer or, if the Listed Option Offer is subject to a Defeating Condition when accepted, the day one month after the contract resulting from your acceptance becomes unconditional; and
  - (ii) the day 21 days after the end of the Listed Option Offer Period.

- (b) Where documents are required to be given to Havilah with your acceptance to enable Havilah to become the holder of your Curnamona Listed Options (such as a power of attorney):
- (i) if the documents are given with your acceptance, Havilah will allot the Listed Option Offer Consideration to you in accordance with section 13.8(a);
  - (ii) if the documents are given after acceptance and before the end of the Listed Option Offer Period while the Listed Option Offer is still subject to a Defeating Condition, Havilah will allot the Listed Option Offer Consideration to you by the end of whichever of the following periods ends first:
    - (A) one month after the contract resulting from your acceptance becomes unconditional; and
    - (B) 21 days after the end of the Listed Option Offer Period;
  - (iii) if the documents are given after acceptance and before the end of the Listed Option Offer Period while the Listed Option Offer is no longer subject to a Defeating Condition, Havilah will allot the Listed Option Offer Consideration to you by the end of whichever of the following periods ends first:
    - (A) one month after Havilah is given the documents; and
    - (B) 21 days after the end of the Listed Option Offer Period;
  - (iv) if the documents are given after the end of the Listed Option Offer Period while the Listed Option Offer is no longer subject to a Defeating Condition, Havilah will allot the Listed Option Offer Consideration to you within 21 days after the documents are given; or
  - (v) if the documents are given after the end of the Listed Option Offer Period while the Listed Option Offer is still subject to a Defeating Condition, Havilah will allot the Listed Option Offer Consideration to you within 21 days after the contract which arises upon your acceptance of the Listed Option Offer becomes unconditional.
- (c) If you accept the Listed Option Offer, Havilah is entitled to all Rights (being those accruing after the Announcement Date) in respect of your Curnamona Listed Options. Havilah may require you to provide all documents necessary to vest title to those Rights in Havilah, or otherwise to give it the benefit or value of those Rights. If you do not do so before Havilah has caused the Listed Option Offer Consideration to be allotted to you, Havilah will be entitled to deduct the amount (or value, as reasonably assessed by Havilah or, if there is a dispute, by the Chairman of ASX or his nominee) of such Rights from the Listed Option Offer Consideration otherwise due to you. Any such deduction will be made from the Listed Option Offer Consideration that you are otherwise entitled to on the basis that one Havilah Share is valued in accordance with the Black-Scholes Valuation.
- (d) The obligation of Havilah to allot any Havilah Listed Options to which you are entitled under the Listed Option Offer will be satisfied by Havilah:
- (i) entering your name on the register of listed optionholders of Havilah; and
  - (ii) despatching or procuring the despatch to you of an uncertificated holding statement in your name by pre-paid ordinary mail or, in the case of addresses outside Australia, by pre-paid airmail, to your address as shown on the register of Curnamona Listed Optionholders maintained by Curnamona. If your Curnamona Listed Options are held in a joint name, an uncertificated holding statement will be issued in the name of the joint holders and forwarded to the address that appears first in the copy of the register of Curnamona Listed Optionholders maintained by Curnamona.

- (e) If, at the time of acceptance of the Listed Option Offer, you are resident in or a resident of a place to which, or you are a person to whom, the following regulations apply:
  - (i) Banking (Foreign Exchange) Regulations 1959;
  - (ii) part 4 of the Charter of the United Nations Act 11945 (Cth);
  - (iii) the Charter of the United Nations (Dealing with Assts) Regulations 2008 (Cth);
  - (iv) the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth); or
  - (v) any other law of Australia that would make it unlawful for Havilah to provide Listed Option Offer Consideration for your Curnamona Listed Options,

acceptance of the Listed Option Offer will not create for you or transfer to you any right (contractual or contingent) to receive the Listed Offer Option Consideration specified in the Listed Option Offer unless and until all requisite authorities or clearances have been obtained by Havilah.

### 13.9 Foreign Listed Optionholders

- (a) If you are Foreign Listed Optionholder, you should be aware that this Listed Option Offer in jurisdictions outside Australia may be restricted by law, and you should seek advice and observe any such restrictions. Any such failure to comply with such restrictions may constitute a violation of applicable securities laws. The Listed Option Offer does not constitute an offer in any place in which, or to persons to whom, it would not be lawful to make an offer. Havilah in its absolute discretion will determine whether to issue Havilah Listed Options to you as the Listed Option Offer Consideration, having regard to any such restrictions.
- (b) In respect of those Havilah Listed Options which you would have become entitled to receive under section 13.2 but for restrictions under section 13.9(a), Havilah will:
  - (i) issue to the Nominee the number of Havilah Listed Options which you and all other Foreign Listed Optionholders would have been entitled to under section 13.2 but for section 13.9(a);
  - (ii) cause the Nominee to sell on-market, or cause the Nominee to procure the on-market sale of, all of the Havilah Listed Options issued to it under section 13.9(b)(i) as soon as practicable and in any event not more than 30 Business Days after the close of the Listed Option Offer Period;
  - (iii) after the sale of the Havilah Listed Options pursuant to section 13.9(b)(ii), cause the Nominee to pay, or procure the payment of, the amount which is received by the Nominee upon the sale of all Havilah Listed Options under section 13.9(b)(ii) less brokerage and other sale expenses (**Proceeds of Sale**) to Havilah; and
  - (iv) pay the proportion of the Proceeds of Sale which you are entitled to receive, ascertained in accordance with the following formula:

#### **Proceeds of Sale x (A/B)**

where:

A is the number of Havilah Listed Options which Havilah would otherwise be required to issue to you as a result of your acceptance of the Listed Option Offer under section 13.2; and

B is the total number of Havilah Listed Options issued to the Nominee under section 13.9(b)(i).

- (c) The amount payable to you under section 13.9(b) will be paid by cheque in one lump sum in Australian currency. The cheque will be sent to you at your risk by pre-paid airmail to your address as shown on the copy of the register of Curnamona Optionholders

maintained by Curnamona. Under no circumstances will interest be paid on the proceeds of this sale, regardless of any delay in remitting these proceeds to you.

- (d) Notwithstanding anything else contained in this document, Havilah is not under any obligation to spend any money, or undertake any action, in order to satisfy itself that a person is not a Foreign Listed Optionholder and is therefore eligible to receive Havilah Listed Options under the Listed Option Offer.

### **13.10 Defeating Conditions**

The Listed Options Offer and any contract that results from the acceptance of the Listed Options Offer are subject to fulfilment of the Defeating Conditions set out in section 14.

### **13.11 Nature and effect of Defeating Conditions**

- (a) Each of the Defeating Conditions set out in section 14 is a condition subsequent.
- (b) Each of the Defeating Conditions set out in section 14 is a separate and distinct condition, and shall not be taken to limit the meaning or effect of any other Defeating Condition, nor shall any condition in section 14 merge on completion of any contract arising from acceptance of the Listed Option Offer.
- (c) The breach or non-fulfilment of any Defeating Condition does not prevent a contract to sell your Curnamona Listed Options arising from your acceptance of the Listed Option Offer, but if
  - (i) Havilah has not declared the Listed Option Offer to be free from the Defeating Conditions in section 14 before the Conditions Notice Date; and
  - (ii) the Defeating Conditions in section 14 have not been fulfilled at the end of the Listed Option Offer Period,

all contracts resulting from the acceptance of the Listed Option Offer and all acceptances that have not resulted in binding contracts are void. In such case, Havilah will:

- (iii) return all documents forwarded by you to the address shown in the Listed Option Acceptance Form; and
- (iv) notify ASX Settlement of the lapse of the Listed Option Offer in accordance with Rule 14.19 of the ASX Settlement Rules.

### **13.12 Benefit of the Defeating Conditions**

Subject to the provisions of the Corporations Act, Havilah alone shall be entitled to the benefit of the Defeating Conditions in section 14 and any non-fulfilment of such Defeating Conditions may be relied upon only by Havilah.

### **13.13 Freeing of the Listed Option Offer from the Defeating Conditions**

Subject to section 650F of the Corporations Act, Havilah may at any time in its sole discretion declare the Listed Option Offer free from any or all of the Defeating Conditions generally or in relation to any specific occurrence or any specific entity by giving notice in writing to Curnamona. Pursuant to the Implementation Agreement, if Havilah decides to waive a Defeating Condition or otherwise declare a Defeating Condition to be satisfied it must do so in respect of both Offers, and not one of them only.

### **13.14 Statutory condition**

- (a) The Listed Option Offer and any contract that results from your acceptance of it are subject to the condition that:
  - (i) an application is made to ASX within seven days after the date of this Bidder's Statement for the granting of admission to official quotation of the Havilah Listed Options to be issued as Listed Option Offer Consideration; and

- (ii) permission for admission to official quotation by ASX of the Havilah Listed Options to be issued pursuant to the Listed Option Offer is granted no later than seven days after the end of the Listed Option Offer Period.

If this condition is not fulfilled, all contracts resulting from the acceptance of the Listed Option Offer will be automatically void.

#### **13.15 Notice on the status of the Defeating Conditions**

The date for giving the notice on the status of the Defeating Conditions required by section 630(3) of the Corporations Act is the Conditions Notice Date (subject to extension in accordance with section 630(2) of the Corporations Act if the Listed Option Offer Period is extended).

#### **13.16 Variation of the Listed Option Offer**

Havilah may vary the Listed Option Offer as permitted by Part 6.6 Division 2 of the Corporations Act.

#### **13.17 Withdrawal of the Listed Option Offer**

- (a) In accordance with section 652B of the Corporations Act, the Listed Option Offer may only be withdrawn with the consent in writing of ASIC, which consent may be given subject to such conditions (if any) as are specified in the consent.
- (b) If Havilah withdraws the Listed Option Offer, all contracts arising from its acceptance will automatically be void.

#### **13.18 Governing law**

The Offer and any contract that results from your acceptance of the Listed Option Offer are governed by the laws in force in South Australia.

## 14 CONDITIONS OF THE OFFERS

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The Offers, and any contract that results from your acceptance of either Offer, is subject to the following Defeating Conditions being satisfied or waived by Havilah. If Havilah waives a Defeating Condition in respect of either Offer, then it must, under the terms of the Implementation Agreement, also waive that Defeating Condition in respect of the other Offer.

### 14.1 Minimum acceptance condition

Before the end of the Offer Period, Havilah and its Associates have Relevant Interests in at least 90% (by number) of all Curnamona Shares.

### 14.2 Both Offers unconditional

Before the end of the Offer Period Havilah declares both the Share Offer and Listed Option Offer to be unconditional.

### 14.3 Approvals by a Regulatory Agency

Before the end of the Offer Period, Havilah has obtained any Regulatory Approval required in respect of its intended ownership of Curnamona and its operation of the business of Curnamona.

### 14.4 No restraint adversely affecting either Offer

No temporary restraining order, preliminary or permanent injunction or other order issued by any court of competent jurisdiction or other legal restraint or prohibition preventing the consummation of the Offers or the transactions contemplated by the Offers is in effect at the close of the Offer Period.

### 14.5 Conduct of business

Between the Announcement Date and the end of the Offer Period (each inclusive) Curnamona or any Subsidiary of Curnamona has not done any of the following:

- (a) **(licences and permits):** doing or omitting to do anything that causes or is reasonably likely to cause any licence or permit necessary or desirable for the conduct of its business to be suspended, revoked, cancelled or otherwise materially adversely impacted;
- (b) **(acquisition of assets):** acquiring (including by way of subscription for equity), offering to acquire, agreeing to acquire, leasing, or entering into a binding commitment, or granting a person an irrevocable option to require it, to acquire or lease any asset for a consideration of greater than \$500,000, or making an announcement in relation to such an acquisition, offer or agreement, without the prior written consent of Havilah;
- (c) **(disposal of assets):** leasing, sub-leasing or disposing of, offering to lease or sub-lease or dispose of, agreeing to lease or sub-lease or dispose of or granting a person an irrevocable option to require it to lease or sublease or dispose of any asset (including any shares held by Curnamona or a Subsidiary of Curnamona) (or any interest in one or more assets) for a consideration of greater than \$500,000, or making an announcement in relation to such a lease, sublease, disposition, agreement or option, other than inventory in the ordinary course of business, without the prior written consent of Havilah;
- (d) **(financial indebtedness):** except for liabilities incurred in connection with the Offers, increasing its level of financial indebtedness (including financial liabilities incurred under finance leases), other than in the ordinary and usual course of business, or with Havilah's prior written consent, by an amount in excess of \$500,000;
- (e) **(capital expenditure):** making capital expenditure in excess of \$500,000 in aggregate without the prior written consent of Havilah;
- (f) **(joint venture or partnership):** entering into a joint venture, partnership or other similar arrangement;



- (g) (**dividend**): Curnamona declaring, paying or distributing any dividend, bonus or other share of its profits or assets or returning or agreeing to return any capital to its members;
- (h) (**encumbrance**): creating, or agreeing to create, any mortgage, charge, lien or other encumbrance over the whole, or a substantial part, of its business or property; or
- (i) (**prosecution or litigation**): is or becomes a party to any material prosecution, litigation or arbitration other than as a plaintiff or applicant, in respect of Curnamona or any of its subsidiaries or their respective business or assets that exposes Curnamona or the Subsidiary to a potential liability exceeding \$500,000 (including legal costs) or having a material adverse effect on the business of Curnamona or any of its subsidiaries, not including litigation that is initiated or instigated by Havilah or any of its subsidiaries.

#### **14.6 Curnamona Director Options**

At least 7 days before the Conditions Notice Date, each Curnamona Director Option has been exercised or cancelled or the holder of that Curnamona Director Option has irrevocably agreed to the cancellation of the Curnamona Director Option subject only to the Offers becoming free of all Defeating Conditions.

#### **14.7 No Curnamona Prescribed Occurrence**

Between the Announcement Date and the end of the Offer Period (each inclusive), no Curnamona Prescribed Occurrence occurs without the prior written approval of Havilah.

#### **14.8 No Curnamona Material Adverse Change**

Between the Announcement Date and the end of the Offer Period (each inclusive), no Curnamona Material Adverse Change occurs.

#### **14.9 Representations**

Between the Announcement Date and the end of the Offer Period (each inclusive), no circumstance or event occur which would make any of the following statements, if those statements had been made on the Announcement Date, untrue or incorrect in any material respect:

- (a) subject to the issue of any Curnamona Shares on exercise of Curnamona Options or Executive Entitlements in accordance their terms, the issued share capital of Curnamona comprises 66,116,234 Curnamona Shares;
- (b) there are no securities of Curnamona convertible into Curnamona Shares other than 16,517,743 Curnamona Listed Options and 9,450,000 Curnamona Unlisted Options, each Curnamona Option entitling the holder to subscribe for one Curnamona Share on the terms and conditions applicable to the Curnamona Option;
- (c) other than the Curnamona Options referred to in paragraph 14.9(b) above, there are no options over Curnamona Shares or other entitlements to have Curnamona Shares issued; and
- (d) Curnamona is not involved in any negotiations with a party other than Havilah relating to or concerning a Competing Proposal.

#### **14.10 Nature of conditions**

Each of the Defeating Conditions set out in each paragraph and subparagraph of section 14 will:

- (a) be construed as a separate, several and distinct condition;
- (b) be a condition subsequent; and
- (c) until the expiration of the Offer will be for the benefit of Havilah alone and may be relied upon only by Havilah.

#### **14.11 Conditions apply to multiple events**

- (a) Where an event occurs that would have the effect, at the time the event occurs, that a Defeating Condition to which an Offer or the contract resulting from an acceptance of an Offer is then subject would not be fulfilled, each Defeating Condition affected by that event becomes two separate Defeating Conditions on identical terms except that:

- (i) one of them relates solely to that event;
  - (ii) the other specifically excludes that event; and
  - (iii) Havilah may declare the Offer free from either of those Conditions without declaring it free from the other and may do so at different times.
- (b) This clause 14.11 may apply any number of times to a particular Defeating Condition (including a Defeating Condition arising from a previous operation of this clause).

## **15      APPROVAL OF THE BIDDER'S STATEMENT**

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This Bidder's Statement has been approved by a unanimous resolution passed by all the directors of Havilah.

This Bidder's Statement is dated 30 April 2012.

Signed on behalf of Havilah by K R Johnson, being a director of Havilah who has been authorised to sign by a unanimous resolution passed by all the directors of Havilah.

K R Johnson, PhD

Chairman

## 16 GLOSSARY

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### 16.1 Definitions

**AASB** means the Australian Accounting Standards Board.

**Acceptance Form** means the Share Acceptance Form or the Listed Option Acceptance Form, or both of them, as the context requires.

**Announcement** means the announcement of the Offers released by Havilah and Curnamona on the Announcement Date.

**Announcement Date** means 9 March 2012.

**Approvals** includes approvals, licences, authorisations, authorities, consents, permissions, clearances, grants, confirmations, orders, exemptions, waivers or rulings.

**ASIC** means the Australian Securities and Investments Commission.

**Associate** has the same meaning as given to that term for the purposes of Chapter 6 of the Corporations Act (as modified by ASIC from time to time).

**ASX** means ASX Limited ACN 008 624 691 or the securities market operated by ASX Limited ACN 008 624 691, as the context requires.

**ASX Clear Operating Rules** means the operating rules of ASX Clear Pty Limited ABN 48 001 314 503 from time to time.

**ASX Settlement** means ASX Settlement Pty Ltd ABN 49 008 504 532, the body which administers CHES.

**ASX Settlement Rules** means the rules of ASX Settlement from time to time, except to the extent of any relief given by ASX Settlement.

**Bidder's Statement** means this document, which is given by Havilah in respect of the Offers pursuant to Part 6.5 of the Corporations Act and in compliance with the requirements of sections 636 and 637 of the Corporations Act.

**Black-Scholes Valuation** means the methodology of that name generally accepted for the valuation of share options incorporating the constant price variation of the relevant shares, the time value of money, the option's strike price and the time to the option's expiry.

**Board** means, when used in reference to a company, the board of directors of that company.

**Broker** means a person who is a share broker and a participant in CHES.

**Business Day** has the meaning given in the Listing Rules.

**CHES** means Clearing House Electronic Subregister System, which provides for electronic transfer of securities in Australia.

**CHES Holding** means a holding of Curnamona Shares or a holding of Curnamona Listed Options on the CHES subregister of Curnamona.

**Closing Date** means 7:00pm (Adelaide time) on the last day of the Offer Period.

**Competing Proposal** means a bona fide proposal or offer by any person with respect to any transaction (by purchase, scheme of arrangement, takeover bid or otherwise) that may result in any person (or group of persons) other than Havilah or its related entities or associates:

- (a) acquiring voting power of more than 20% in Curnamona or any Subsidiary of Curnamona;
- (b) acquiring an interest in all or a substantial part of the assets of Curnamona or any Subsidiary of Curnamona; or

- (c) otherwise acquiring control within the meaning of section 50AA of the Corporations Act of, or merging or amalgamating with, Curnamona or any Subsidiary of Curnamona.

**Conditions Notice Date** means [to be advised] (subject to extension in accordance with section 630(2) of the Corporations Act if the Offer Period is extended).

**Constitution** means the constitution of Havilah, as amended from time to time.

**Controlling Participant** means a Participant who is designated as the controlling participant for share or other security in a CHESS Holding in accordance with the ASX Settlement Rules.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Corporations Regulations** means the *Corporations Regulations 2001* (Cth).

**Curnamona** means Curnamona Energy Limited ABN 28 112 712 115

**Curnamona Director** means a director of Curnamona.

**Curnamona Director Option** or **Director Option** means an Unlisted Option held by a Curnamona Director.

**Curnamona Employee Option** or **Employee Option** means a Curnamona Unlisted Option that is not a Curnamona Director Option.

**Curnamona Employee Share Option Plan** means the Curnamona employee share option plan governed by rules released to the ASX on 20 March 2006.

**Curnamona Executive Entitlements** means the unvested entitlements to Curnamona Shares issued in accordance with the Curnamona Employee Share Option Plan.

**Curnamona Group** means Curnamona and each of its subsidiaries.

**Curnamona Listed Option** or **Listed Option** means a Curnamona Option listed on the ASX and expiring on 29 November 2013 and having an exercise price of \$0.35.

**Curnamona Listed Optionholder** means the holder of one or more Curnamona Listed Options.

**Curnamona Material Adverse Change** means an event, occurrence or matter which individually or when aggregated with all such events, occurrences or matters diminish, or could reasonably be expected to diminish, the Curnamona Net Assets as at 31 January 2012 by \$500,000 or more, other than:

- (a) an event, occurrence or matter required to be done or procured by Curnamona pursuant to the Implementation Agreement or the Offers;
- (b) any asset write off or write down required to be made by the accounting standards;
- (c) a change of law or accounting practice;
- (d) an actual event, occurrence or matter which is known to Havilah or its Representatives prior to the Announcement Date (which does not include knowledge of the risk of an event, occurrence or matter happening);
- (e) an event, occurrence or matter that was apparent or reasonably ascertainable by Havilah or its Representatives from:
  - (i) documents made available to them by Curnamona; or
  - (ii) responses provided to them in interviews with Curnamona management, in the course of the due diligence investigations; or
- (f) an event, occurrence or matter that was apparent or reasonably ascertainable by Havilah or its Representatives from:

- (i) announcements made by Curnamona to ASX prior to the Announcement Date; or
- (ii) information that was publicly available prior to the Announcement Date from databases maintained by ASIC or any other Government Agency.

**Curnamona Net Assets** means the excess of total tangible assets over total liabilities of the Curnamona Group on a consolidated basis.

**Curnamona Option** means any security which will convert, or may be converted, to Curnamona Shares or confer rights to be issued Curnamona Shares, and includes Curnamona Listed Options, Curnamona Director Options, Curnamona Employee Options and Curnamona Executive Entitlements.

**Curnamona Prescribed Occurrence** means any of:

- (a) Curnamona converting all or any of its Curnamona Shares into a larger or smaller number;
- (b) Curnamona or a Subsidiary of Curnamona resolving to reduce its share capital in any way or reclassifying, combining, splitting or redeeming or repurchasing directly or indirectly any of its shares;
- (c) Curnamona or a Subsidiary of Curnamona:
  - (i) entering into a buy-back agreement; or
  - (ii) resolving to approve the terms of a buy-back agreement under the Corporations Act;
- (d) Curnamona or a Subsidiary of Curnamona issuing shares, securities or other instruments convertible into shares, debt securities or granting an option over its shares, or agreeing to make such an issue or grant such an option other than issuing Curnamona Shares pursuant to the exercise of Curnamona Options or Curnamona Executive Entitlements in accordance their terms;
- (e) Curnamona or a Subsidiary of Curnamona making any change or amendment to its constitution; or
- (f) An Insolvency Event occurring in relation to Curnamona or a Subsidiary of Curnamona.

**Curnamona Share** means a fully paid ordinary share in the capital of Curnamona.

**Curnamona Shareholder** means the holder of one or more Curnamona Shares.

**Curnamona Unlisted Option** means a Curnamona Option other than a Curnamona Listed Option.

**Defeating Condition** means each condition of the Offers set out in section 14 of this Bidder's Statement.

**Employee Option Consideration** means the consideration to be offered by Havilah to acquire a Curnamona Employee Option which is calculated by reference to the terms and conditions of the Offers, with appropriate adjustment for certain factors, including relevant exercise prices, volatility of the market price of the underlying Curnamona Shares, and the time value of money.

**Foreign Listed Optionholder** means a Curnamona Listed Optionholder whose address as shown on the Curnamona option register is a place outside Australia and its external territories and New Zealand.

**Foreign Shareholder** means a Curnamona Shareholder whose address as shown on the Curnamona share register is a place outside Australia and its external territories and New Zealand.

**Government Agency** means any government or governmental, semi-governmental, administrative, monetary, fiscal or judicial body, department, commission, authority, tribunal, agency or entity in any part of the world.

**Havilah** means Havilah Resources NL ABN 39 077 435 520.

**Havilah Directors** means the board of directors of Havilah.

**Havilah Group** means Havilah and each of its Subsidiaries.

**Havilah Listed Option** means a Havilah Option having an exercise price of 75 cents, exercisable at any time until their expiry date of 23 March 2014 for one fully paid Havilah Share, to be listed on the ASX and otherwise having the terms and conditions set out in section 5.7 of this Bidder's Statement.

**Havilah Material Adverse Event** means any change, event, effect, occurrence or state of facts that is, or would in the reasonable opinion of Curnamona Directors be expected to be, material and adverse to the assets, liabilities (including contingent liabilities that may arise through outstanding, pending or threatened litigation or otherwise), business, operations, financial condition or prospects of Havilah or any of its Subsidiaries taken as a whole.

**Havilah Offers Information Line** means the Offers information telephone assistance line which can be contacted during normal business hours in Adelaide, South Australia, on (08) 8338 9292 from within Australia or on +61 8 8338 9292.

**Havilah Option** means any security which will convert, or may be converted, to Havilah Shares or confer rights to be issued Havilah Shares, and includes Havilah Listed Options, the existing class of Havilah listed options and Havilah Unlisted Options.

**Havilah Shareholder** means the holder or one or more Havilah Shares.

**Havilah Shares** means a fully paid ordinary share in the capital of Havilah.

**Havilah Unlisted Option** means a Havilah Option other than a Havilah Listed Option and the existing class of Havilah listed options.

**Implementation Agreement** means the Takeover Bid Implementation Agreement between Curnamona and Havilah described in section 11.12.

**Independent Expert** means the independent expert appointed by Curnamona to prepare the Independent Expert's Report included in the Target's Statement.

**Independent Expert's Report** means the report of the Independent Expert included in the Target's Statement as updated and supplemented at any time and from time to time.

**Insolvency Event** means for a person, being in liquidation or provisional liquidation or bankruptcy or provisional bankruptcy or under administration, having a controller, receiver, receiver and manager or analogous person appointed to it or any of its property, being taken under section 459F(1) of the Corporations Act (or its statutory equivalent in any other jurisdiction) to have failed to comply with a statutory demand, being unable to pay its debts or otherwise insolvent, dying, ceasing to be of full legal capacity or otherwise becoming incapable of managing its own affairs for any reason, becoming an insolvent under administration (as defined in section 9 of the Corporations Act (or its statutory equivalent in any other jurisdiction)), entering into a compromise or arrangement with, or assignment for the benefit of, any of its members or creditors or any analogous event, the making of an order by a court for the winding up of a person, or a person resolving that it be wound up.

**Issuer Sponsored Holding** means a holding of Curnamona Shares or Curnamona Listed Options on Curnamona's issuer sponsored subregister.

**JORC Resource** means an economic resource as defined under the Joint Ore Reserves Committee guidelines.

**Listed Option Offer** means the offer by Havilah to acquire all of the Curnamona Listed Options that Havilah does not control, including all Curnamona Listed Options on issue as at the end of the Offer Period on the Listed Option Offer Conditions.

**Listed Option Offer Acceptance Form** means the personalised acceptance and transfer form for Curnamona Listed Options enclosed with this Bidder's Statement which forms part of the Listed Option Offer.

**Listed Option Offer Conditions** means the terms and conditions of the Listed Option Offer set out in sections 13 and 14.

**Listed Option Offer Consideration** means the consideration under the Listed Option Offer of one (1) Havilah Listed Option for every five (5) Curnamona Listed Options held (subject to rounding of fractional entitlements) as contained in section 13.2 of this Bidder's Statement.

**Listed Option Offer Period** means the period during which the Listed Option Offer remains open.

**Listing Rules** mean the official listing rules of ASX as amended or replaced from time to time, except to the extent of any express written waiver granted by ASX.

**Merged Group** means the Havilah Group following its acquisition of all or a majority of the Curnamona Shares.

**Merger** means the acquisition by Havilah of all or a majority of the Curnamona Shares and Curnamona Listed Options.

**Nominee** means a nominee to be appointed by Havilah and approved by ASIC.

**Offer** means the Share Offer or the Listed Option Offer, or both, as the context requires.

**Offer Consideration** means the Share Offer Consideration or the Listed Option Offer Consideration, or both, as the context requires.

**Offer Period** means the Share Offer Period or the Listed Offer Period, or both, as the context requires.

**Participant** means an entity admitted to participate in CHESS under the ASX Settlement Rules.

**Public Authority** means any governmental, semi-governmental, administrative, fiscal, judicial or quasi-judicial body, department, commission, authority tribunal, agency or entity.

**Register Date** means the date set by Havilah under section 633(2) of the Corporations Act, being [to be advised].

**Regulatory Approval** means:

- (a) any approval, consent, authorisation, registration, filing, lodgement, permit, franchise, agreement, notarisation, certificate, permission, licence, direction, declaration, authority, waiver, modification or exemption from, by or with a Government Agency; or
- (b) in relation to anything that would be fully or partly prohibited or restricted by law if a Government Agency intervened or acted in any way after lodgement, filing, registration or notification:
  - (i) the expiry of any applicable period without intervention or action; or
  - (ii) the receipt of a statement in writing from the Government Agency that it does not intend to intervene or take action.

**Related Entity** means, in respect of a party, another entity which is:

- (a) related to the first entity within the meaning of section 50 of the Corporations Act; or
- (b) in any consolidated entity (as defined in section 9 of the Corporations Act) which contains the first entity.

**Relevant Interest** has the meaning given in sections 608 and 609 of the Corporations Act.

**Representative** means in relation to an entity:

- (a) any of the entity's related entities; and
- (b) any of the officers and advisers of the entity or of any of its related entities.

**Rights** means mean all accretions, rights or benefits of whatever kind attaching to or arising from Curnamona Shares or Curnamona Listed Options (as the context requires) directly or indirectly at or after the Announcement Date including, without limitation, all dividends, returns of capital and other distributions (whether in cash or in specie) and all rights to receive any dividends, returns of capital or



other distributions (whether in cash or in specie), and all rights to receive or subscribe for shares, units, notes, bonds, options or other securities declared, paid or issued by Curnamona or by any Subsidiary of Curnamona.

**Share Offer** means the offer by Havilah to acquire Curnamona Shares that Havilah does not control, including all Curnamona Shares on issue as at the end of the Offer Period on the Share Offer Conditions.

**Share Offer Acceptance Form** means the personalised acceptance and transfer form for Curnamona Shares enclosed with this Bidder's Statement which forms part of the Share Offer.

**Share Offer Conditions** means the terms and conditions of the Share Offer set out in sections 12 and 14.

**Share Offer Consideration** means the consideration under the Share Offer of one (1) Havilah Share for every five (5) Curnamona Shares held (subject to rounding of fractional entitlements) as contained in section 12.2 of this Bidder's Statement.

**Share Offer Period** means the period during which the Share Offer remains open.

**Subsidiary** has the meaning given to the term in section 9 of the Corporations Act.

**Superior Proposal** means a Competing Proposal that, in the opinion of the Curnamona Directors acting in good faith and on the basis of financial advice that supports the determination of the Curnamona Directors:

- (a) is reasonably capable of being valued and completed, taking into account both the nature of the Competing Proposal and the person or persons making it; and
- (b) is more favourable to Curnamona Shareholders and Curnamona Listed Optionholders than the Offers, taking into account all terms and conditions of the Competing Proposal.

**Tax** means any tax, levy, excise, duty (including stamp duty), charge, surcharge, contribution, withholding tax, impost or withholding obligation of whatever nature, whether direct or indirect, by whatever method collected or recovered, together with any penalties, fines, interest or statutory charges.

**Target's Statement** means the target's statement prepared and issued by Curnamona pursuant to sections 633 and 638 of the Corporations Act in relation to the Offers.

**Tenements Access Agreement** means the Tenements Access Agreement between Havilah and Curnamona dated 17 February 2005.

**Trading Day** has the meaning given in the Listing Rules.

**VWAP** means volume weighted average price, calculated by dividing the value of trades by the volume over a given period.

**your Curnamona Shares** means, subject to section 12,

- (a) the Curnamona Shares of which you are registered or entitled to be registered as the holder in the register of members of Curnamona at the Register Date; and
- (b) any other Curnamona Shares to which you are able to give good title at the time you accept the Share Offer.

**your Curnamona Listed Options** means, subject to section 13.,

- (a) the Curnamona Listed Options Shares of which you are registered or entitled to be registered as the holder in the register of members of Curnamona at the Register Date; and
- (b) any other Curnamona Listed Options to which you are able to give good title at the time you accept the Listed Options Offer.

## **16.2 Interpretation**

The following rules of interpretation apply unless intention appears or the context requires otherwise:

- (a) a reference to a time is a reference to Adelaide (South Australian) time;
- (b) headings are for convenience only and do not affect interpretation;
- (c) the singular includes the plural and conversely;
- (d) a reference to a section is to a section of this Bidder's Statement;
- (e) a gender includes all genders;
- (f) where a word or phrase is defined, the other grammatical forms have a corresponding meaning;
- (g) \$, or cents is a reference to the lawful currency in Australia, unless otherwise stated;
- (h) a reference to a person includes a body corporate, an unincorporated body or other entity and conversely;
- (i) a reference to a person includes a reference to the person's executors, administrators, successors, substitutes (including persons taking by novation) and assigns;
- (j) a reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it and all regulations and statutory instruments issued under it;
- (k) a reference to any instrument or document includes any variation or replacement of it;
- (l) a term not specifically defined in this Bidder's Statement has the meaning given to it (if any) in the Corporations Act or the ASTC Rules, as the case may be;
- (m) a reference to a right or obligation of any two or more persons confers that right, or imposes that obligation, as the case may be, jointly and individually;
- (n) a reference to you is to a person to whom an Offer is made; and
- (o) the words 'include', 'including', 'for example' or 'such as' are not used as, nor are they to be interpreted as, words of limitation, and, when introducing an example, do not limit the meaning of the words to which the example relates to that example or examples of a similar kind.

## CORPORATE DIRECTORY

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**Registered Office**

63 Conyngham Street,  
Glenside 5065 SA

**Share Registry**

Computershare Registry Services  
Level 5, 115 Grenfell St,  
Adelaide, SA, 5000

**Offer Information Line**

Within Australia: 08 8338 9292  
Outside Australia: +61 8 8338 9292

**External Auditors**

Deloitte Tohmatsu Touche  
11 Waymouth St, Adelaide 5000

**Legal Advisor**

Thomsons Lawyers  
Level 7, 19 Gouger Street  
Adelaide 5000 SA

**Website**

[www.havilah-resources.com.au](http://www.havilah-resources.com.au)

## **Annexure A**

### **Material announcements relating to the Offer**

9 March 2012	Takeover Bid Implementation Agreement
13 April 2012	Variation of Takeover Bid

## **Annexure B**

### **Havilah's past announcements to ASX**

24 April 2012	Change of Directors Interest Notice
17 April 2012	Becoming a substantial shareholder
17 April 2012	Kalkaroo Drilling Update
13 April 2012	Variation of Takeover Bid

## **Annexure C**

### **Curnamona's past announcements to ASX**

13 April 2012

Variation of Takeover Bid

