



HAVILAH RESOURCES NL

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

6 December 2012

Dear Sir / Madam,

Results of Annual General Meeting and Chairman's Address

Havilah Resources wishes to advise that two of the four resolutions put to the Annual General Meeting today were passed. The remuneration report was not passed because it did not secure the requisite 75% of proxy votes cast, although it was approved by a majority of shareholders who voted and on a show of hands.

The spill resolution, which would have necessitated calling another meeting to elect directors, was also not passed.

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

The Chairman's address is also attached below.

Yours faithfully
HAVILAH RESOURCES NL

Bob Johnson, Ph.D, FAusIMM
Chairman

Resolution	Vote type	Voted	%	% of all securities
1, RE-ELECTION OF K WILLIAMS	For	58,244,446	76.30	48.23
	Against	16,061,654	21.04	13.30
	Open-Usable	2,028,590	2.66	1.68
	Open-Cond	0	0.00	0.00
	Open Unusable	0	N/A	0.00
	Abstain	152,878	N/A	0.13
	Excluded	0	N/A	0.00
2, APPROVAL OF ORD SHARES	For	59,038,924	77.31	48.89
	Against	15,312,767	20.05	12.68
	Open-Usable	2,018,590	2.64	1.67
	Open-Cond	0	0.00	0.00
	Open Unusable	0	N/A	0.00
	Abstain	117,287	N/A	0.10
	Excluded	0	N/A	0.00
3, REMUNERATION REPORT	For	25,916,413	58.73	21.46
	Against	16,330,272	37.01	13.52
	Open-Usable	1,879,145	4.26	1.56
	Open-Cond	0	0.00	0.00
	Open Unusable	0	N/A	0.00
	Abstain	620,903	N/A	0.51
	Excluded	31,740,835	N/A	26.28
4, HOLDING A SPILL MEETING	For	15,662,287	35.43	12.97
	Against	25,218,575	57.04	20.88
	Open-Usable	3,327,597	7.53	2.76
	Open-Cond	0	0.00	0.00
	Open Unusable	0	N/A	0.00
	Abstain	538,274	N/A	0.45
	Excluded	31,740,835	N/A	26.28

HAVILAH RESOURCES NL

CHAIRMAN'S ADDRESS TO AGM

6 December 2012

Dear Shareholders

A large part of Australia's wealth is built on resource development. We have achieved that position on the back of an investment environment that encourages high risk, large capital, mining projects. Mining companies in Australia are early adopters of the latest technologies and have set the standard in world's best practice. It makes good business sense to do so.

Havilah, in its own way, has taken on this risk in the last 10 years and set about, via good solid exploration and the use of advanced in-house technologies, to build a foundation resource inventory for a mining company that should last for decades to come.

Of course, for the last two years I have expected the Portia project to be in production and remain disappointed that I cannot stand before you with a shimmering gold bar. There are many barriers to project development in Australia and unfortunately, whether external or internal, these issues have yet to be fully overcome.

Pleasingly however, for the third time I can now say with more confidence that we do expect next year to have the Portia mine project development underway.

The level of permitting for new projects continues to escalate making it challenging for companies, both large and small, to achieve that elusive production start. Governments must recognise the importance of mining to the communities and the local and national economies and erase the plethora of bureaucratic processes that threaten to cast good projects off as lost opportunities devoured by time and malaise.

Governments need to understand the importance of supporting mining investment as the real consequence of a diminishing economy will begin to show and the money tree that mining provides this country, will become stunted. We will be unable to fund the luxurious lifestyle we have all come to expect. Governments will learn that investment flows to where it is welcome. That is not the case in this country for miners and the significant offshore investors who provide extraordinary sums of capital for resource development have made this abundantly clear to our industry.

We experienced some frustration when our Program for Environmental Protection and Rehabilitation for Portia was initially considered acceptable however later deemed by another government department to require more detail. We now expect these issues to be satisfied in the first quarter of next year. We remain persistent and optimistic people, and are determined to see this through to create a strong value flow for shareholders; this is one of our key objectives.

In order to generate an earlier cash return for shareholders we embarked on an asset review process and the outcome was to consider selling an asset (or a part of an asset) to generate a cash return. Standard Chartered Bank was engaged to cast a wide net on the potential sale of the Kalkaroo Project which has been independently valued at over \$250m. More than ten companies participated in the assessment including some very large companies, but no offers that directors considered reflected the value of Kalkaroo and the surrounding exploration potential were received.

Subsequently we carried out some deep drilling to prove the resource extends to depth and it is now known to be significantly larger than the currently defined JORC resource. This deeper exploration justifies the continued study of Kalkaroo and serves to highlight the early stage in the full delineation of these large copper-gold mineralised systems in the Curnamona Province, which even on a global basis remain elusive targets.

After we have mined Portia, it is now our plan, in the absence of a satisfactory sale outcome, to proceed with the staged development of Kalkaroo, mining first the gold cap layer followed by the oxide copper zone and then the sulphide zone. This approach minimises capital outlay and ensures the entire resource can be developed. Over the long term the returns to Havilah in mining Kalkaroo rather than selling the project are potentially much greater.

In 2011 we discovered of the Maldorky Iron Ore deposit which has a relatively high grade compared with other Braemar iron ore deposits, has virtually no overburden and is close to the railway. Preliminary metallurgy work shows that the ore can be readily upgraded to over 60% Fe. This year we discovered Grants, another iron ore deposit very

similar to Maldorky and containing a 304 million tonne resource. It too, is flat bedded, has no overburden, and is just 8 km from the railway.

These two deposits supplement the resource potential at Lilydale where exploration is likely to add substantially to Havilah's iron ore resource inventory. Whilst working in the Grants area we also investigated some earlier exploration carried out by MIM Exploration nearby, and this led to drilling of the Wilkins copper prospect. This is an 80m wide near vertical quartz-magnetite ironstone-skarn system that is several kilometres in lateral extent. It contains significant copper-gold grades and will be drilled in detail once mining is initiated at Portia.

These discoveries highlight the metal endowment of the Havilah tenement package, which we are confident will continue to yield prospective orebodies.

MMG are actively exploring Havilah's northern exploration licences in the Curnamona Craton. They carried out a 100,000 line km aeromagnetic survey and are now drilling various targets. MMG is required to spend \$12m to earn 60% in any project they define in the joint venture area. The agreement excludes the Kalkaroo exploration licence and Havilah can continue to explore alongside MMG.

Havilah has scaled back its active exploration program with the focus now very much on getting Portia into production and obtaining mining permitting for our other advanced projects. Exploration planning continues behind the scenes but our efforts in the field are now solely directed towards mine development.

We have now fully absorbed our subsidiaries, Curnamona Energy and Geothermal Resources back into Havilah via off-market takeovers. The geothermal industry faces a very uncertain future with a difficult funding environment and a lack of government support, which is essential to get this fledgling industry off the ground. We remain convinced of the potential and have retained our tenements for the time being.

Whilst Curnamona Energy discovered a small uranium resource it encountered difficulties in the field leach trial. The uranium industry has suffered badly as a consequence of the Fukushima disaster but the long term value and potential for uranium mining in the Curnamona area remains positive. By holding the assets and exploration tenements inside Havilah, we aim to realise value at an opportune time in the future.

We have recently extended the management team in Havilah by appointing Mr Peter Reeve. After this meeting he will become an Executive Director of Havilah. Peter, a metallurgist by training, brings a wealth of corporate experience and will complement the Board with his diverse corporate background.

We remain steadfast in our determination to create value for Havilah shareholders. It is our ambition to pay a dividend from our mining and grow our business to become a significant operator. We recently raised some additional capital by a successful rights issue and I would like to personally thank those who supported Havilah. Your director's commitment and faith in the future of the Company was demonstrated by their take up of their full rights entitlement.

We survived the global financial crisis without raising capital; we remain focused and understand the need to generate revenue from production. The permitting regime remains difficult for small companies but the rewards from our mineral assets will be substantial if we stay the course, as we fully intend.

Bob Johnson, Ph.D
CHAIRMAN