

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Havilah Resources NL (HAV)

ACN/ARSN ACN 077 435 520

1. Details of substantial holder (1)

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

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on

29 August 2014

The previous notice was given to the company on

21 March 2014

The previous notice was dated

20 March 2014

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	13,564,339	11.3%	16,955,425	11.3%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
29 August 2014	First Names	Subscription to a non-renounceable rights issue pursuant to a prospectus dated 23 July 2014	\$0.14 per share on the basis of one (1) new share for every (4) shares held	2,418,107 ordinary shares	2,418,107
29 August 2014	Woolsthorpe Investments Limited (Woolsthorpe)	Subscription to a non-renounceable rights issue pursuant to a prospectus dated 23 July 2014	\$0.14 per share on the basis of one (1) new share for every (4) shares held	864,069 ordinary shares	864,069
29 August 2014	Fieldgate Holdings Limited (Fieldgate)	Subscription to a non-renounceable rights issue pursuant to a prospectus dated 23 July 2014	\$0.14 per share on the basis of one (1) new share for every (4) shares held	108,910 ordinary shares	108,910

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
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First Names	First Names	First Names	First Names is the registered holder of 12,090,530 HAV shares and so has a relevant interest under section 608(1)(a) of the Act in respect of those shares.	12,090,530 ordinary shares	12,090,530
Woolsthorpe	Woolsthorpe	Woolsthorpe	Woolsthorpe is the registered holder of 4,320,342 HAV shares and so has a relevant interest under section 608(1)(a) of the Act in respect of those shares.	4,320,342 ordinary shares	4,320,342
First Names, First Names Holdings (Jersey) Limited, ISFGF (Jersey) LP, IFSGF (Jersey) GP Limited, First Names Group Limited and First Names Holdings Limited	Woolsthorpe	Woolsthorpe	Pursuant to section 608(3)(b) of the Corporations Act 2001 (Cth) (Act) as each of these entities is a controller of Woolsthorpe.	4,320,342 ordinary shares	4,320,342
Fieldgate	Albert E Sharp LLC (Albert E Sharp)	Albert E Sharp	Albert E Sharp, being the bare trustee of Fieldgate, is the registered holder of 544,553 HAV shares and so Fieldgate has a relevant interest under section 608(1)(b) and (c) of the Act in respect of those shares.	544,553 ordinary shares	544,553
First Names, First Names Holdings (Jersey) Limited, ISFGF (Jersey) LP, IFSGF (Jersey) GP Limited, First Names Group Limited and First Names Holdings Limited	Albert E Sharp	Albert E Sharp	Pursuant to section 608(3)(b) of the Corporations Act 2001 (Cth) (Act) as each of these entities is the controller of Fieldgate..	544,553 ordinary shares	544,553
First Names Holdings Limited	First Names, Woolsthorpe and Albert E Sharp	First Names, Woolsthorpe and Albert E Sharp	First Names Holdings Limited is an associate of First Names, Woolsthorpe, Fieldgate, First Names Holdings (Jersey) Limited, ISFGF (Jersey) LP, IFSGF (Jersey) GP Limited and First Names Group Limited pursuant to section 12(2)(a) of the Act as it is a controller of each of them and has a deemed relevant interest in all of the shares referred to above by virtue of section 608(3)(a) of the Act.	16,955,425 ordinary shares	16,955,425
Each First Names Group Company	First Names, Woolsthorpe and Albert E Sharp	First Names, Woolsthorpe and Albert E Sharp	Each First Names Group Company is an associate of First Names, Woolsthorpe, Fieldgate, First Names Holdings (Jersey) Limited, ISFGF (Jersey) LP, IFSGF (Jersey) GP Limited and First Names Group Limited pursuant to section 12(2)(a) of the Act as each is controlled by a person that controls each of them and has a deemed relevant interest in all of the shares referred to above by virtue of section 608(3)(a) of the Act.	16,955,425 ordinary shares	16,955,425

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

6. Addresses

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

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

Signature

print name Rory Moriarty capacity Partner, Clayton Utz
sign here  date 12 September 2014

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

This is the Annexure A referred to in the Form 604 (Notice of change of interests of substantial holder) signed by me and dated 12 September 2014.



Rory Moriarty
Partner, Clayton Utz

First Name Group Companies

First Names Holdings (Jersey) Limited

IFSGF (Jersey) GP Limited

IFSGF (Jersey) LP

First Names Group Limited

First Names Nominees Limited

First Names Corporate Services Limited

First Names Trust Company (Channel Islands) Limited

Woolsthorpe Investments Limited

Fieldgate Holdings Limited