Havilah Resources Limited Quarterly Report
For the 3 Months Ended 31 January 2020

Havilah Resources Limited (**Havilah** or **Company**) is pleased to present its Activities Report for the quarter ended 31 January 2020.

Significant Events for the 3 Months Ended 31 January 2020 (the 'quarter')

- In an important vote of confidence by shareholders, $3,135,362 was subscribed at the close of the non-renounceable, non-underwritten Entitlement Offer on 11 November 2019. Subsequently $1,632,620 of Shortfall Shares have been subscribed for, with the balance of approximately $0.69 million expected to be placed.
- Investec standby credit facility fully repaid. Security held by Investec over Kalkaroo and Mutooroo lapsed.
- Shareholders overwhelmingly approved the election of Messrs Victor Previn and Simon Gray as Directors at the AGM held on 18 December 2019 in Adelaide.
- Updated Kalkaroo PFS progressing, with the Company re-engaging RPM Global Asia Limited ('RPM Global').
- Mutooroo PFS commences with modelling of underground mining potential.
- Grants Basin resource delineation drilling planning has advanced, with the objective of forming the basis of a scoping study for a large open pit.
- Elevated levels of rare earth elements returned in re-assaying of Havilah drill samples from several Curnamona Copper Belt prospects, supported by earlier MMG Limited drilling results.
- Raises possibility of an additional revenue stream for the Kalkaroo project, if REE can be recovered as a by-product of the copper-gold concentration process.
- Interpretation of newly acquired gravity survey data in the Jupiter area confirms an earlier circular gravity anomaly and highlights several other features of potential exploration interest, supporting the prospectivity of this MT feature.

Advanced Project Activities

Kalkaroo Copper-Gold-Cobalt Project (HAV 100% ownership)

During the quarter Havilah continued the updated Kalkaroo pre-feasibility study (**PFS**) program of work designed to investigate potential upside scenarios identified by the original PFS, with the aim of adding further value to the project (refer to ASX announcement of 18 June 2019). The Company re-engaged RPM Global to update the PFS based on improved metal recoveries (resulting from extensive new metallurgical studies), revised A$ metal prices and re-optimised mining schedules and plant throughputs.

The ultimate objective of the updated PFS is to maximise the returns for shareholders from Kalkaroo either by developing the JORC Ore Reserves and Mineral Resources into a profitable operating mine and/or via sale or farm-out with a suitable well-funded partner. To this end, Havilah continues to engage and share data with suitably credentialed major groups who have shown interest, but does not plan to actively market the project until such time as the updated PFS is completed. In the meantime, evaluation of each new piece of technical data continues to enhance Kalkaroo's status as an attractive and well located undeveloped open pit copper-gold project. In this respect, Kalkaroo is quite unique in having several upside possibilities, not yet considered in the PFS, that could potentially enhance its development prospects, namely: cobalt-gold rich pyrite concentrates, recovery of rare earth elements, and resource extensions.

Mutooroo Copper-Cobalt-Gold Project (HAV 100% ownership)

During the quarter Havilah commenced work on an underground mining scoping study to determine the economics of exploiting the significant underground resources alongside the stand-alone open pit copper mine.

Like Kalkaroo, Mutooroo has high exploration potential for the discovery of additional copper-cobalt resources both along strike of the existing JORC Mineral Resource and in the immediate surrounding area (refer to ASX

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announcement of 7 December 2018). Planning has commenced for drilling later during the calendar year, using a portion of funds raised from the Entitlement Offer.

Immediate key tasks for Mutooroo, that will feed into a PFS, include:

- Resource estimation studies to obtain a resource estimate for the cobalt contained within the copper Inferred Resource envelope. This will be predominantly based on existing and new assays for cobalt, previously obtained by Havilah from sampling and assaying of five deep historic diamond drillholes (refer to ASX announcement of 30 May 2018).
- Ongoing investigation of the best options to realise value for the cobalt contained in iron sulphide concentrates, in order to capture additional project revenue.

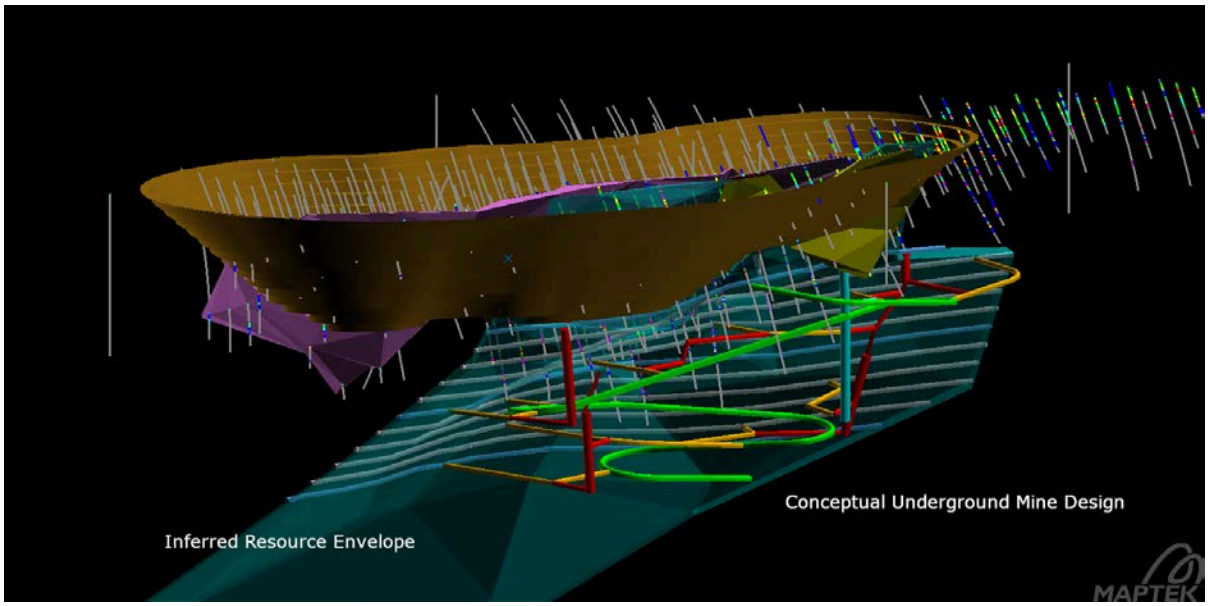

Figure 1: Conceptual underground design below the current conceptual open pit shape.

Grants Basin, Maldorky and Grants Iron Ore Projects (100% ownership)

Havilah has previously reported an iron ore Exploration Target* at Grants Basin of 3.5-3.8 billion tonnes of 24-28% iron (refer to ASX announcement of 5 April 2019). The western end of this exploration target crops out as a solid mass of iron ore at least 270 metres thick from surface (see cross section below). In order to convert a portion of this Exploration Target to a JORC Mineral Resource, Havilah plans to undertake a resource delineation drilling program using a portion of the Entitlement Offer funds. The purpose is to delineate a JORC Mineral Resource for an open pit to approximately 200 metres depth that can form the basis for a scoping study. The objectives are two-fold:

- To provide sufficient data for a scoping study, upon which Havilah can do its own internal valuation studies.
- Demonstrate its attractiveness to a joint venture partner/ investor.

* Note that the potential quantity and grade of the Exploration Target is conceptual in nature, there has been insufficient exploration to estimate a Mineral Resource and it is uncertain if further exploration will result in the estimation of a Mineral Resource.

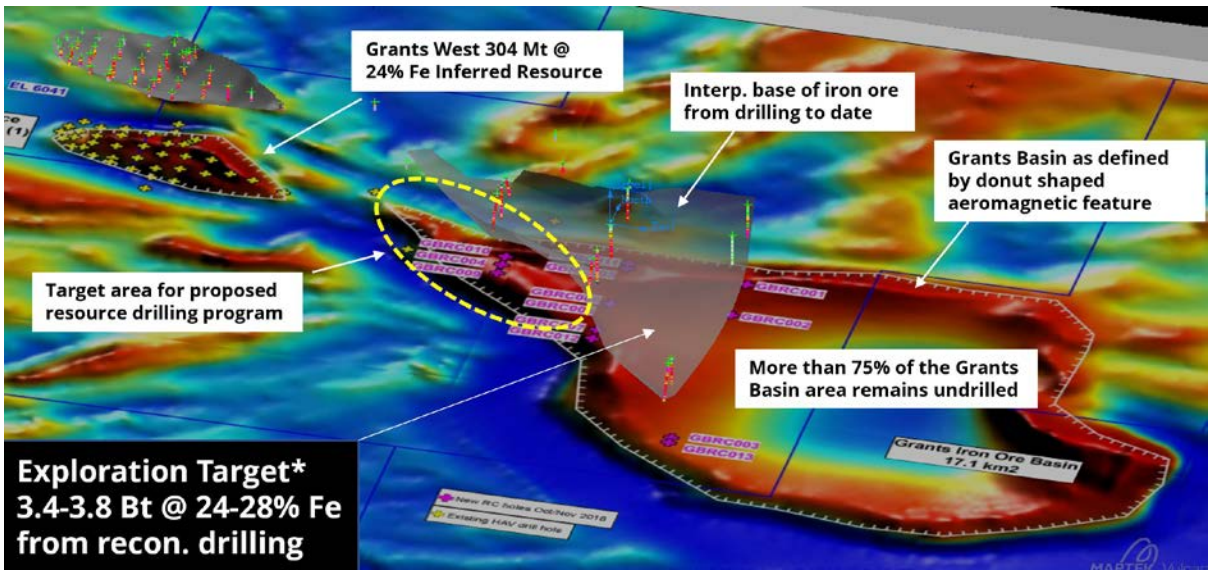

Figure 2: Grants Basin proposed drill program area at Western End.

Figure 3: Grants Basin iron ore cross section looking west.

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Exploration Project Activities

Central to Havilah's growth and value generation ambitions, is exploration activity. Exploration success remains the basic long-term driver for the Company's organic growth.

The Company's Exploration Strategy under its new management was set out for shareholders in the 31 October 2019 ASX Quarterly Activities Report (refer to ASX announcement of 25 November 2019) and further elaborated on in the 2019 AGM Technical Review presentation (refer to ASX announcement of 18 December 2019).

The biggest drivers of exploration success, in Havilah's experience in the Curnamona Craton, are innovative ideas generated by its geologists and the ability to cost-effectively drill the targets they identify. Current management has rejuvenated Havilah's traditional drilling capacity that has lay dormant for the past three years. February 2020 will see re-commencement of drilling using a long-term dry-hired percussion drilling rig operated by Havilah's own drilling crew. This has several advantages:

1. Flexibility to carry out drilling programs according to timing that suits Havilah not a contractor.
2. A diligent driller, who is skilled and experienced in drilling on Havilah mineral tenements that present many drilling challenges to the uninitiated.
3. Considerably cheaper rate per metre taking into account that expensive non-drilling hourly work rates charged by contractors are avoided. Such costs can frequently amount to more than half of a drilling program's costs.
4. Use of equipment that is suited to the local conditions in terms of weight, manoeuvrability, drilling capability and 6x6 or 8x8 traction capacity in sandy areas.

Figure 4: Drilling fleet ready for action during 2020. Comprising drilling rig, two compressor trucks with booster and 6x6 diesel fuel tanker.

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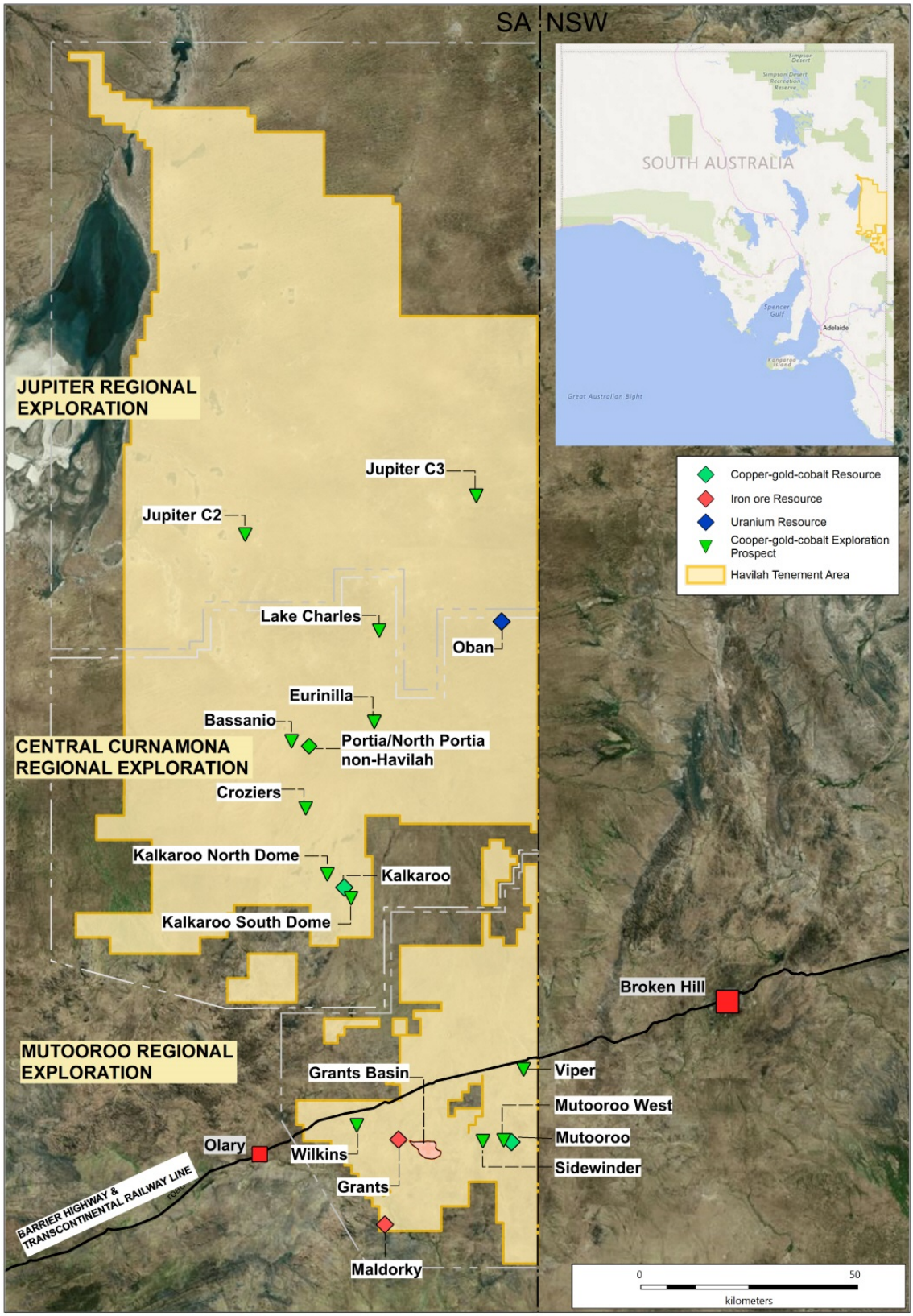

Figure 5: Havilah's deposit, prospect and tenement portfolio in northeastern South Australia, near Broken Hill.

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Jupiter MT Anomaly Target (HAV 100% ownership)

Haines Surveys was contracted to complete a gravity survey in the vicinity of the Jupiter (**Jupiter**) magnetotelluric (**MT**) target during mid-December 2019. Jupiter is a major unexplained conductive zone analogous to that seen extending to depth below Olympic Dam. The objective of the gravity survey was to cover the Jupiter C2 conductive zone in order to obtain better geophysical definition of the target area (refer to ASX announcement of 6 November 2019).

Gravity measurements are influenced by the density of underlying rocks in relation to the earth's surface. Hence, at a given depth denser rocks (which can include metalliferous deposits or their host rocks) will generate a positive gravity anomaly or gravity high at surface. Circular gravity features can sometimes indicate intrusive igneous rocks or a pipe-like alteration zone that can be host to mineralisation.

Interpretation of new gravity survey data in the Jupiter area confirms an earlier recognised circular gravity anomaly and highlights several other features of potential exploration interest (refer to ASX announcement of 24 January 2020). It also provides independent corroborative support for Jupiter as an exciting conceptual copper-gold target. Further geophysical work is planned to assist in defining a drilling target at Jupiter.

Havilah was advised by the South Australian Department for Energy and Mining (**DEM**) that its Expression of Interest for an Accelerated Development Initiative application entitled **'Jupiter MT Anomaly Definition Study'** has advanced to the next stage. Havilah has been invited by DEM to submit a detailed proposal, which it is now in the process of preparing.

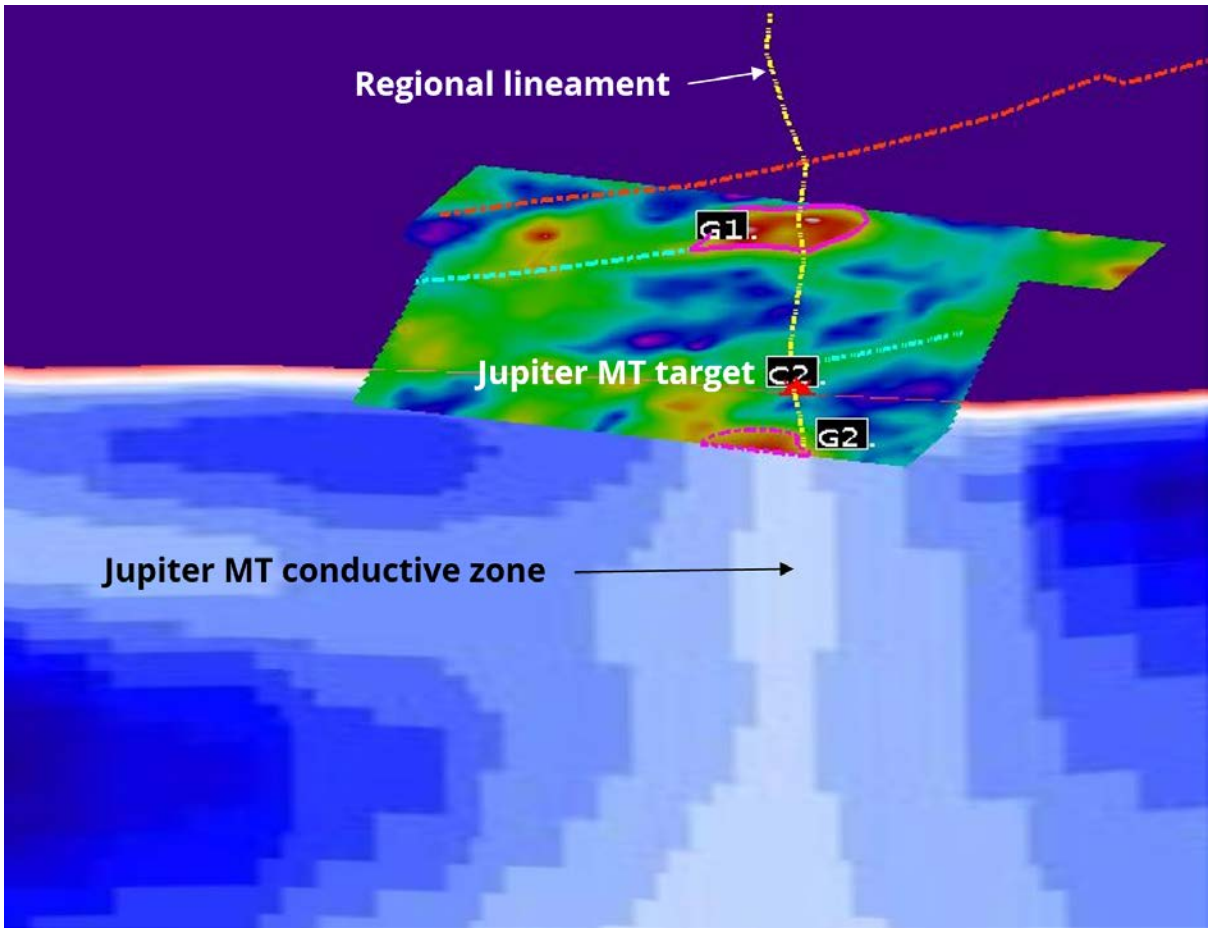

Figure 6: Oblique view of the residual gravity image draped on the Jupiter MT cross section looking towards the south-southeast, showing the coincidence of the MT conductive zone and the north-northwesterly trending lineament (yellow line) along which the G1 and G2 gravity anomalies lie.

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Rare Earth Potential Highlighted for Kalkaroo Project and Other Prospects (HAV 100% ownership)

Work undertaken during the quarter included re-assaying selected retained drill samples from the Kalkaroo copper-gold-cobalt project and the Croziers copper prospect, that has confirmed significantly elevated levels of rare earth elements (**REE**) (refer to ASX announcement of 7 January 2020).

The REE re-assaying reported was prompted by Havilah's new management team's recent technical review of limited REE data that was available from earlier MMG Limited joint venture diamond drillholes on several Havilah prospects, along with compilation of Lanthanum (**La**) and Neodymium (**Nd**) data from a limited number of Havilah drillholes. MMG Limited reported some elevated REE results from both the Eurinilla and Birksgate prospect areas, generally associated with copper-gold mineralisation.

Two copper-gold mineralised reconnaissance aircore drillhole samples recently re-assayed from West Kalkaroo show elevated levels of higher value REE, namely Nd, Praseodymium (**Pr**), Dysprosium (**Dy**) and Terbium (**Tb**). These four REE make up approximately 80% of the potential value of REE in the two drill samples, which are from the soft clayey saprolite gold ore at West Kalkaroo. The levels of these REE in the underlying copper ore types (e.g. native copper, chalcocite and chalcopyrite) is yet to be determined, although it is noted that previous limited La assay values were generally elevated.

While the available limited REE results are promising, considerably more exploration drilling and assaying is required to determine the full extent of REE mineralisation associated with the stratabound replacement and vein style copper-gold mineralisation across Havilah's mineral tenements in the Curnamona Craton.

Havilah was advised by DEM that its Expression of Interest for an Accelerated Development Initiative application entitled **'Investigation of REE Mineralisation in the Benagerie Dome'** has advanced to the next stage. Havilah has been invited by DEM to submit a detailed proposal, which it is now in the process of preparing (refer to ASX announcement of 19 February 2020).

Accordingly, Havilah proposes to initiate study of the REE recovery options during the next few months, with the following key tasks planned:

1. Complete shallow drillholes at the Kalkaroo project and Croziers prospect areas to obtain samples that are suitable for metallurgical recovery studies.
2. Mineralogical studies to determine the identities and physical properties (such as size, shape and density) of the REE-bearing mineral phases**.**
3. Metallurgical tests designed to establish recoveries of REE minerals from the drill samples.

Other Exploration Areas

No further significant technical work was conducted on other tenements during the quarter, although considerable target generation work and planning was undertaken by Havilah's geologists. Supported by funds raised from the Entitlement Offer, the Company plans to undertake exploration drilling of several key high conviction copper-gold exploration targets within its large prospective mineral tenement holding during the course of the calendar year.

Havilah has fulfilled its exploration obligations under its Amalgamated Expenditure Agreement (**AEA**) with DEM. The AEA covered a period of two years from 1 January 2018 with an agreed overall expenditure commitment across Havilah's relevant mineral exploration tenements. Although Havilah has exceeded its agreed expenditure commitment, the terms of the AEA will require a statutory relinquishment of 15% of the combined tenement area. During the quarter, the Company continued with preparation of technical reports for DEM and began preliminary discussions with DEM to enter into a new AEA, subject to agreement of the terms.

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Bassanio Iron Oxide Copper Gold Target (HAV 100% ownership)

During October 2019, Havilah entered into an exploration agreement to explore the Bassanio IOCG target with Benagerie Gold & Copper Pty Ltd (**BGC**), a wholly owned subsidiary of Consolidated Mining and Civil Pty Ltd (refer to ASX announcement of 9 October 2019).

The exploration agreement provides for BGC to complete two diamond drillholes at pre-agreed target positions on the IOCG target during the first year. During the second year, BGC must complete at least 5,000 metres of drilling at Bassanio with the objective of establishing a 500,000 tonne copper equivalent Measured and Indicated JORC Resource using a cut-off grade of 0.4% copper (**Mineral Discovery**).

Thereafter, within a period of a further four years BGC may secure 100% ownership of any Mineral Discovery, that it brings to the mining investment stage, which includes completion of the following milestones:

- grant of a Mining Lease over the Mineral Discovery;
- drilling to JORC Measured and Indicated status; and
- completion of final bankable feasibility study.

Havilah will then be entitled to a 10.5% Net Smelter Return (**NSR**) royalty from any mining production.

During the quarter, drilling commenced on the Bassanio IOCG target by BGC (refer to ASX announcement of 14 November 2019). Drillhole 19GAD003, as shown on Figure 7 below, was completed to 572 metres depth and intersected highly brecciated albitised pelites similar to drillhole BADD009. The drillhole has not yet been assayed by BGC, although copper sulphide mineralisation was rarely seen. Drillhole 19GAD004 has commenced and is now at over 371 metres depth, having been slowed down by several major fracture zones that caused water circulation loss, which required cementing.

Table 1: Details for Bassanio drillholes reported in text

Hole Number	Status	Easting m	Northing m	RL m	Dip degrees	Grid azimuth	EOH depth metres
19GAD003	Completed (BGC)	445601	6522004	72	61	130	572
BADD009	Completed during 2017 (HAV)	446552	6521950	73	60	300	324
19GAD004	In progress (BGC)	445875	6522016	71	64	93	~370

Datum: AGD66 Zone 54

BGC also assayed Havilah diamond drillhole BADD009, that was drilled into the eastern flank of the Bassanio target during 2017, which had not previously been cut and assayed by Havilah. Although the rocks look highly promising, with extensive hydraulic fracturing and brecciation and alteration in evidence, copper and gold assays were not of economic grade in this drillhole.

Under the terms of the Bassanio agreement Havilah is incurring no expenditure for the exploration work being undertaken by BGC.

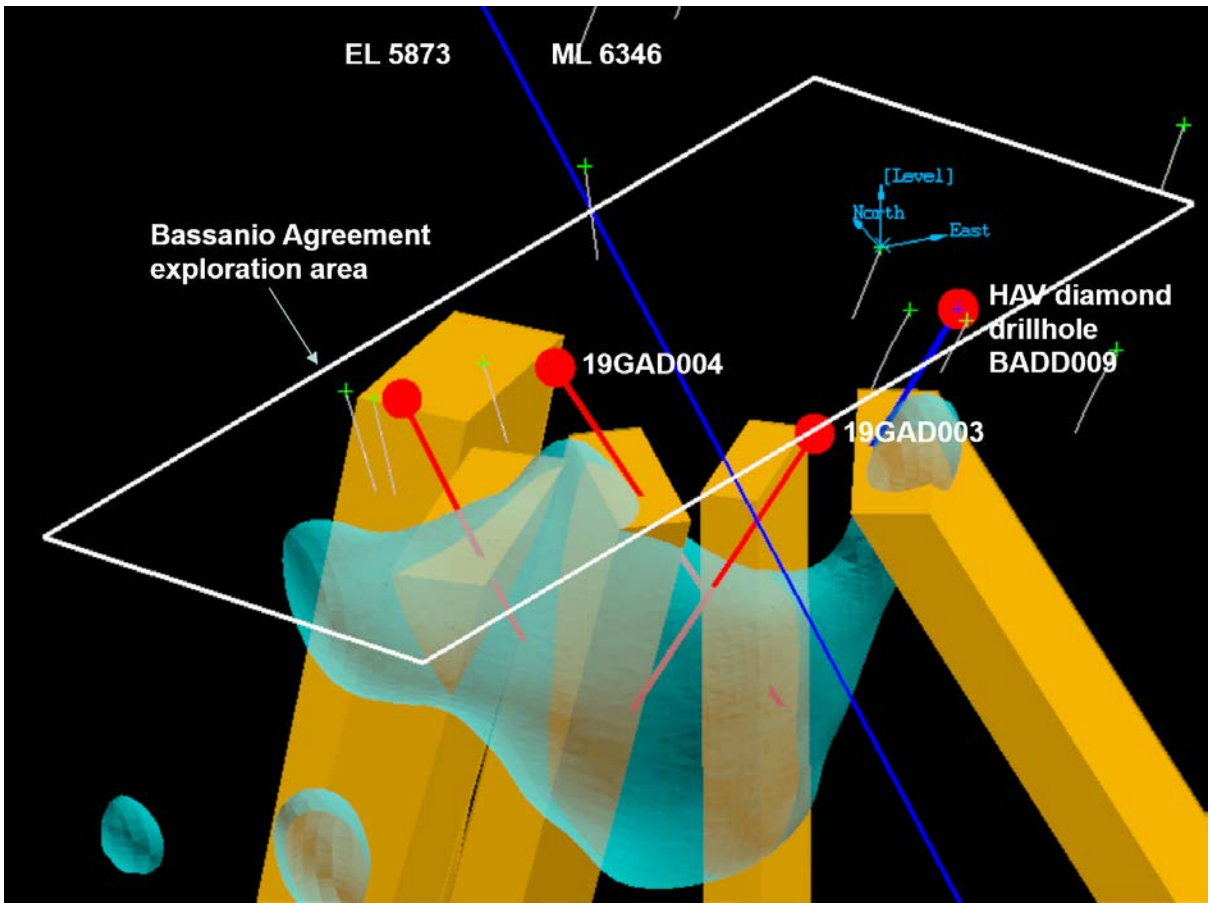

Figure 7: Completed and planned diamond drillholes sited on combined modelled high density gravity body (blue shape) and high magnetic bodies (tabular orange shapes) together forming the Bassanio IOCG target area. The Bassanio agreement with BGC covers the exploration area within the white boundary, which is 2 km on the long side. The location of previous Havilah drillhole BADD009, at the eastern flank of the combined gravity/magnetic geophysical anomaly, is shown.

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Corporate

The Company announced on 17 October 2019 a capital raising by way of a 1 for 4 pro-rata non-renounceable Entitlement Offer to eligible shareholders at an issue price of $0.10 per new ordinary share. The Entitlement Offer opened on 25 October 2019 and closed on 11 November 2019. By 11 November 2019, gross proceeds of $3,135,362 had been raised, with a Shortfall in subscriptions of 23,212,213 Shortfall Shares (refer to ASX announcement of 14 November 2019). Subsequently $1,632,620 of Shortfall Shares have been subscribed for. Subject to favourable market conditions the Company expects that it will be able to place the remainder of the shortfall in due course. This was considered to be a successful outcome given the volatile state of the junior resources market and absence of an underwriter. Directors thank shareholders for their strong support and especially the major shareholders who stood behind the Company following the September 2019 EGM.

Proceeds from the Entitlement Offer allowed final payment of $1 million (plus interest) during early December 2019 to Investec Australia Finance Pty Limited ('Investec'), under the Investec secured standby credit facility (refer to ASX announcement of 6 December 2019). The loan security formerly held by Investec over the Mutooroo and Kalkaroo assets lapsed.

At the Annual General Meeting (**AGM**) of the Company held on 18 December 2019, the 4 resolutions put to the AGM, namely resolutions 1, 3, 4, and 5, were passed by shareholders (refer to ASX announcement of 18 December 2019).

The Company acted decisively during the quarter to reduce corporate overheads and it is an ongoing goal of the Board of Directors, in consultation with management, to identify and realise further cost reductions to support the Company.

Summary of Governance Arrangements and Internal Controls in Place for the Reporting of Ore Reserves and Mineral Resources

Ore Reserves and Mineral Resources are estimated by suitably qualified employees and consultants in accordance with the JORC Code, using industry standard techniques and internal guidelines for the estimation and reporting of Ore Reserves and Mineral Resources. These estimates and the supporting documentation were reviewed by a suitably qualified Competent Person prior to inclusion in this Quarterly Report.

Competent Person's Statement

The information in this Quarterly Report that relates to Exploration Targets, Exploration Results, Mineral Resources and Ore Reserves is based on data compiled by geologist Dr Chris Giles, a Competent Person who is a member of The Australian Institute of Geoscientists. Dr Giles is a Director of the Company, a full-time employee and is a substantial shareholder. Dr Giles has sufficient experience, which is relevant to the style of mineralisation and type of deposit and activities described herein, to qualify as a Competent Person as defined in the 2012 Edition of 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Dr Giles consents to the inclusion in this Quarterly Report of the matters based on his information in the form and context in which it appears. Information for the Kalkaroo Ore Reserve and Mineral Resource complies with the JORC Code 2012. All other information was prepared and first disclosed under the JORC Code 2004 and is presented on the basis that the information has not materially changed since it was last reported. Havilah confirms that all material assumptions and technical parameters underpinning the reserves and resources continue to apply and have not materially changed.

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Forward-looking Statements

This Quarterly Report prepared by Havilah includes forward-looking statements. Often, but not always, forward-looking statements can generally be identified by the use of forward-looking words such as 'may', 'will', 'expect', 'intend', 'plan', 'estimate', 'anticipate', 'continue', and 'guidance', or other similar words and may include, without limitation, statements regarding plans, strategies and objectives of management, anticipated production or construction commencement dates and expected costs or production outputs.

Forward-looking statements inherently involve known and unknown risks, uncertainties and other factors that may cause Havilah's actual results, performance and achievements to differ materially from any future results, performance or achievements. Relevant factors may include, but are not limited to, changes in commodity prices, foreign exchange fluctuations and general economic conditions, increased costs and demand for production inputs, the speculative nature of exploration and project development, including the risks of obtaining necessary licences and permits and diminishing quantities or grades of reserves, political and social risks, changes to the regulatory framework within which the Company operates or may in the future operate, environmental conditions including extreme weather conditions, recruitment and retention of personnel, industrial relations issues and litigation.

Forward-looking statements are based on Havilah and its management's good faith assumptions relating to the financial, market, regulatory and other relevant environments that will exist and affect Havilah's business and operations in the future. Havilah does not give any assurance that the assumptions on which forward-looking statements are based will prove to be correct, or that Havilah's business or operations will not be affected in any material manner by these or other factors not foreseen or foreseeable by Havilah or management or beyond Havilah's control.

Although Havilah attempts and has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in forward-looking statements, there may be other factors that could cause actual results, performance, achievements or events not to be as anticipated, estimated or intended, and many events are beyond the reasonable control of Havilah. Accordingly, readers are cautioned not to place undue reliance on forward-looking statements. Forward-looking statements in this Quarterly Report speak only at the date of issue. Subject to any continuing obligations under applicable law or the ASX Listing Rules, in providing this information Havilah does not undertake any obligation to publicly update or revise any of the forward-looking statements or to advise of any change in events, conditions or circumstances on which any such statement is based.

Havilah Resources Limited Quarterly Report
Tenement Schedule as at 31 January 2020

Location	Project Name	Tenement No	Tenement Name	Registered Owner[1]	% Interest	Status
South Australia	Curnamona	5578	Kalabity	Havilah	100	Current
South Australia	Curnamona	5593	Billeroo West	Havilah	100	Current
South Australia	Curnamona	5703	Bundera	Copper Aura	100	Current
South Australia	Curnamona	5753	Mutooroo Mine	Copper Aura	100	Current
South Australia	Curnamona	5754	Mundi Mundi	Havilah	100	Current
South Australia	Curnamona	5755	Bonython Hill	Copper Aura	100	Current
South Australia	Curnamona	5760	Bumbarlow	Havilah	100	Current
South Australia	Curnamona	5764	Maljanapa	Havilah	100	Current
South Australia	Curnamona	5785	Moko	Havilah	100	Current
South Australia	Curnamona	5800	Kalkaroo	Havilah	100	Current
South Australia	Curnamona	5801	Mutooroo West	Copper Aura	100	Current
South Australia	Curnamona	5802	Mulyungarie	Havilah	100	Current
South Australia	Curnamona	5803	Telechie North	Havilah	100	Current
South Australia	Curnamona	5824	Coolibah Dam	Havilah	100	Current
South Australia	Curnamona	5831	Bonython Hill (2)	Copper Aura	100	Current
South Australia	Curnamona	5848	Mingary (2)	Iron Genesis	100	Current
South Australia	Curnamona	5853	Oratan	Havilah	100	Current
South Australia	Curnamona	5873[2]	Benagerie	Havilah	100	Current
South Australia	Curnamona	5882	Mutooroo(2)	Copper Aura	100	Current
South Australia	Curnamona	5891[3]	Prospect Hill	Teale & Brewer	65	Current
South Australia	Curnamona	5903	Border Block	Havilah	100	Current
South Australia	Curnamona	5904	Mundaerno Hill	Havilah	100	Current
South Australia	Curnamona	5915[2]	Emu Dam	Havilah	100	Current
South Australia	Curnamona	5940	Coonarbine	Havilah	100	Current
South Australia	Curnamona	5951	Jacks Find	Curnamona Energy	100	Current
South Australia	Curnamona	5952	Thurlooka	Curnamona Energy	100	Current
South Australia	Curnamona	5956	Wompinie	Havilah	100	Current
South Australia	Curnamona	5964	Yalkalpo East	Curnamona Energy	100	Current
South Australia	Curnamona	5966	Moolawatana	Curnamona Energy	100	Current
South Australia	Gawler Craton	6014[4]	Pernatty	Red Metal Limited	12.6	Current
South Australia	Curnamona	6041	Cutana	Iron Genesis	100	Current
South Australia	Curnamona	6054	Bindarrah	Iron Genesis	100	Current
South Australia	Curnamona	6056	Frome	Curnamona Energy	100	Current
South Australia	Curnamona	6099	Lake Carnanto	Havilah	100	Current
South Australia	Curnamona	6161	Chocolate Dam	Havilah	100	Current
South Australia	Curnamona	6163	Mutooroo South	Copper Aura	100	Current
South Australia	Curnamona	6164	Cootabarlow	Havilah	100	Current
South Australia	Curnamona	6165	Poverty Lake	Havilah	100	Current
South Australia	Curnamona	6194	Bundera Dam	Havilah	100	Current
South Australia	Curnamona	6203	Watsons Bore	Havilah	100	Current
South Australia	Curnamona	6211	Cochra	Havilah	100	Current
South Australia	Curnamona	6258	Kidman Bore	Havilah	100	Current
South Australia	Curnamona	6271	Prospect Hill SW	Havilah	100	Current
South Australia	Curnamona	6280[5]	Mingary	Iron Genesis	100	Current
South Australia	Curnamona	6298	Yalkalpo	Curnamona Energy	100	Current
South Australia	Curnamona	6323	Lake Charles	Havilah	100	Current
South Australia	Curnamona	6355	Olary	Havilah	100	Current
South Australia	Curnamona	6356	Lake Namba	Havilah	100	Current
South Australia	Curnamona	6357	Swamp Dam	Havilah	100	Current
South Australia	Curnamona	6358	Telechie	Havilah	100	Current
South Australia	Curnamona	6359	Yalu	Havilah	100	Current
South Australia	Curnamona	6360	Woodville Dam	Havilah	100	Current
South Australia	Curnamona	6361	Tepco	Iron Genesis	100	Current
South Australia	Curnamona	6370	Carnanto	Havilah	100	Current
South Australia	Curnamona	6408	Lake Yandra	Havilah	100	Current
South Australia	Curnamona	6409	Tarkarooloo	Havilah	100	Current
South Australia	Curnamona	6410	Lucky Hit Bore	Havilah	100	Current
South Australia	Curnamona	6411	Coombs Bore	Havilah	100	Current
South Australia	Curnamona	6415	Eurinilla	Havilah	100	Current
South Australia	Curnamona	6428	Collins Tank	Havilah	100	Current
South Australia	Curnamona	6434*	Lake Frome	Havilah	100	Current
South Australia	Gawler Craton	6468*	Sandstone	Havilah	100	Current
South Australia	Frome	GEL181	Frome	Geothermal	100	Current

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Location	Project Name	Tenement No	Tenement Name	Registered Owner[1]	% Interest	Status
South Australia	Kalkaroo	ML6498	Kalkaroo	Kalkaroo	100	Current
South Australia	Kalkaroo	ML6499	Kalkaroo	Kalkaroo	100	Current
South Australia	Kalkaroo	ML6500	Kalkaroo	Kalkaroo	100	Current
South Australia	Kalkaroo	MPL158	Kalkaroo	Kalkaroo	100	Current
South Australia	Kalkaroo	MPL159	Kalkaroo	Kalkaroo	100	Current
South Australia	Kalkaroo	MC3828	Kalkaroo	Kalkaroo	100	Current
South Australia	Maldorky	MC4271	Maldorky	Maldorky	100	Current
South Australia	Maldorky	MC4272	Maldorky	Maldorky	100	Current
South Australia	Maldorky	MC4273	Maldorky	Maldorky	100	Current
South Australia	Maldorky	MC4274	Maldorky	Maldorky	100	Current
South Australia	Maldorky	MC4364	Maldorky	Maldorky	100	Current
South Australia	Mutooroo	ML5678	Mutooroo	Havilah	100	Current
South Australia	Mutooroo	MC3565	Mutooroo	Mutooroo	100	Current
South Australia	Mutooroo	MC3566	Mutooroo	Mutooroo	100	Current

***** Denotes a Tenement Number change during the quarter.

Notes to Tenement Table as at 31 January 2020

Note 1

Havilah:	Havilah Resources Limited
Copper Aura:	Copper Aura Pty Ltd, a wholly owned subsidiary of Havilah Resources Limited
Curnamona:	Curnamona Energy Pty Limited, a wholly owned subsidiary of Havilah Resources Limited
Geothermal:	Geothermal Resources Pty Limited, a wholly owned subsidiary of Havilah Resources Limited
Iron Genesis:	Iron Genesis Pty Ltd, a wholly owned subsidiary of Havilah Resources Limited
Kalkaroo:	Kalkaroo Copper Pty Ltd, a wholly owned subsidiary of Havilah Resources Limited
Maldorky:	Maldorky Iron Pty Ltd, a wholly owned subsidiary of Havilah Resources Limited
Mutooroo:	Mutooroo Metals Pty Ltd, a wholly owned subsidiary of Havilah Resources Limited
Red Metal:	Red Metal Limited
Teale & Brewer:	Teale and Associates Pty Ltd, Adrian Mark Brewer

Note 2

1% NSR royalty payable to MMG Limited

Note 3

Agreement – farm-in to earn 85% interest in tenement

Note 4

Agreement – farm-in to dilute to 10%

Note 5

1.25% NSR royalty payable to Exco Operations (SA) Pty Ltd, Polymetals (White Dam) Pty Ltd

The Company's ASX Quarterly Financial Report (Appendix 5B) for the 3 months ended 31 January 2020 is attached.

This ASX announcement was authorised for release by the Board of Directors.

For further information visit www.havilah-resources.com.au
Contact: Dr Chris Giles, Technical Director, on info@havilah-resources.com.au

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Havilah Resources Limited
Appendix 5B (Unaudited)
ASX Quarterly Financial Report
For the Quarter Ended 31 January 2020

Introduced 01/07/96 Origin Appendix 8 Amended: 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10, 01/05/13, 01/09/16

Name of entity

Havilah Resources Limited

ABN	**Quarter ended ('current quarter')**
39 077 435 520	31 January 2020

Consolidated statement of cash flows		**Current quarter A$**	**Year to date (6 months) A$**
1.	**Cash flows from operating activities**		
1.1	Receipts from customers	26,758	33,244
1.2	Payments for:		
	(a) exploration and evaluation	(245,240)	(345,467)
	(b) development	-	-
	(c) production	-	-
	(d) staff costs	(440,183)	(1,483,571) [1]
	(e) administration and corporate costs	(491,518)	(1,138,870)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	8,493	8,804
1.5	Interest and other costs of finance paid	(81,881)	(139,628)
1.6	Income taxes (paid)/ refund	-	-
1.7	Research and development refunds	-	-
1.8	Other (repayment of R&D to ATO)	(100,000)	(350,000)
1.9	**Net cash from/ (used in) operating activities**	**(1,323,571)**	**(3,415,488)**

[1] Includes staff redundancy payments of A$342,752

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Consolidated statement of cash flows		Current quarter A$	Year to date (6 months) A$
2.	**Cash flows from investing activities**		
2.1	Payments to acquire:		
	(a) property, plant and equipment	(71,827)	(71,827)
	(b) tenements (see item 10)	-	-
	(c) investments	-	-
	(d) other non-current assets	-	-
2.2	Proceeds from the disposal of:		
	(a) property, plant and equipment	-	-
	(b) tenements (see item 10)	-	-
	(c) investments	-	-
	(d) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	**Net cash from/ (used in) investing activities**	**(71,827)**	**(71,827)**

3.	**Cash flows from financing activities**		
3.1	Proceeds from issues of shares	3,758,212	3,763,927
3.2	Proceeds from issue of convertible notes	-	-
3.3	Proceeds from exercise of share options	40	40
3.4	Transaction costs related to issues of shares, convertible notes or options	(42,197)	(42,197)
3.5	Proceeds from borrowings	1,078,181 (2)	1,078,181 (2)
3.6	Repayment of borrowings	(1,000,000)	(2,500,000)
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (principal elements of lease payments)	(43,135)	(84,883)
3.10	**Net cash from/ (used in) financing activities**	**3,751,101**	**2,215,068**

(2) Includes proceeds from Entitlement Offer Shortfall Shares of $1,000,000 funds are held in an escrowed bank account. Issue of fully paid ordinary shares pending.

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Consolidated statement of cash flows		Current quarter A$	Year to date (6 months) A$
4.	**Net increase/ (decrease) in cash and cash equivalents for the period**		
4.1	Cash and cash equivalents at beginning of period	191,696	3,819,646
4.2	Net cash from/ (used in) operating activities (item 1.9 above)	(1,323,571)	(3,415,488)
4.3	Net cash from/ (used in) investing activities (item 2.6 above)	(71,827)	(71,827)
4.4	Net cash from/ (used in) financing activities (item 3.10 above)	3,751,101	2,215,068
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	**Cash and cash equivalents at end of period**	**2,547,399**	**2,547,399**

5.	**Reconciliation of cash and cash equivalents** at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	**Current quarter A$**	**Previous quarter A$**
5.1	Bank balances (cash at bank and on hand)	1,487,399	191,696
5.2	Call deposits (bank term deposits)	60,000 (3)	-
5.3	Bank overdrafts	-	-
5.4	Other (funds held in escrow)	1,000,000	-
5.5	**Cash and cash equivalents at end of quarter (should equal item 4.6 above)**	**2,547,399**	**191,696**

(3) Security provided for environmental guarantees

6.	**Payments to Directors of the entity and their associates**	**Current quarter A$**
6.1	Aggregate amount of payments to these parties included in item 1.2	127,944
6.2	Aggregate amount of cash flow from loans to these parties included in item 2.3	-

6.3 Include below any explanation necessary to understand the transactions included in items 6.1 and 6.2

Item 6.1 consists of A$104,338 of Directors' fees and superannuation paid to Directors.

In addition, item 6.1 also includes:

A$11,260 for marketing and public relations support to a related party (Mr William Giles) of Dr Chris Giles and to a company (Filtrd) controlled by a related party of Dr Giles; and
A$12,346 paid for consulting services to Mr Simon Gray pursuant to an agreement dated January 2019.

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7.	Payments to related entities of the entity and their associates	Current quarter A$
7.1	Aggregate amount of payments to these parties included in item 1.2	-
7.2	Aggregate amount of cash flow from loans to these parties included in item 2.3	-

7.3 Include below any explanation necessary to understand the transactions included in items 7.1 and 7.2

8.	Financing facilities available *Add notes as necessary for an understanding of the position*	Total facility amount at quarter end A$	Amount drawn at quarter end A$
8.1	Loan facilities	500,000	-
8.2	Credit standby arrangements	-	-
8.3	Other (bank guarantee facility)	500,000	216,000

8.4 Include below a description of each facility above, including the lender, interest rate and whether it is secured or unsecured. If any additional facilities have been entered into or are proposed to be entered into after quarter end, include details of those facilities as well.

Included in 8.1 and 8.3 are respectively:
(a) Secured overdraft facility of A$0.500 million with the National Australia Bank at a business lending rate of 3.00% plus a customer margin of 2.20% if drawn down. The facility expires January 2021.
(b) Bank guarantee facility of A$0.500 million with the National Australia Bank, of which A$0.216 million is currently being utilised to secure bank guarantees for an office lease security deposit and a rehabilitation bond.

9.	Estimated cash outflows for next quarter	A$
9.1	Exploration and evaluation	650,000
9.2	Development	-
9.3	Production	-
9.4	Staff costs	250,000
9.5	Administration and corporate costs	400,000
9.6	Other (principal and interest elements of lease payments)	51,000
9.7	**Total estimated cash outflows**	**1,351,000**

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10.	Changes in tenements (items 2.1(b) and 2.2(b) above)	Tenement reference and location	Nature of interest	Interest at beginning of quarter	Interest at end of quarter
10.1	Interests in mineral and geothermal tenements lapsed, relinquished or reduced	-	-	-	-
10.2	Interests in mineral and geothermal tenements acquired or increased	-	-	-	-

Compliance statement

1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.

2 This statement gives a true and fair view of the matters disclosed.

Sign here: _____ Date: 25 February 2020
(Director and Company Secretary)

Print name: Simon Gray

Notes

1. The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity that wishes to disclose additional information is encouraged to do so, in a note or notes included in or attached to this report.
2. If this quarterly report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, AASB 6 *'Exploration for and Evaluation of Mineral Resources'* and AASB 107 *'Statement of Cash Flows'* apply to this report. If this quarterly report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.

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