28 May 2021 ABN 39 077 435 520

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Havilah Resources Limited (**Havilah** or the **Company**) is pleased to present its Activity Report for the 3 months ended 30 April 2021 (**quarter**).

Significant Events for the Quarter

- West Kalkaroo gold project advanced towards a mining development decision with significant progress on key tasks, including lodgement of the Program for Environment Protection and Rehabilitation (**PEPR**) document with the Department for Energy and Mining (**DEM**) for assessment and approval, discussions with contractors and financiers, sterilisation drilling and progressing the financial model.
- Infill resource drilling results at Kalkaroo are generally confirmatory of original resource grades for copper and gold.
- A sustained rise in the copper price has pushed the Kalkaroo project's pre-tax $NPV_{7.5\%}$ well over $1.1 billion when longer-term copper and gold price forecasts are applied in the original pre-feasibility study (**PFS**) financial model.
- Cultural heritage surveys completed over the Grants iron ore and Mutooroo project areas, pave the way for commencement of drilling programs in these areas during the next quarter.
- With revived market interest in uranium, Havilah sought to deal its uranium assets to a party with interest in pursuing an IPO.
- Interim Financial Report for the financial half-year ended 31 January 2021 was released.

Advanced Project Activities

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

The Kalkaroo project is Havilah's flagship mineral project, located approximately 400 kilometres (**km**) northeast of Adelaide and 95 km northwest of the regional mining centre of Broken Hill, with its skilled mining workforce. Havilah has a staged strategic plan to develop the Kalkaroo copper-gold deposit, commencing with a lower capital expenditure operation that initially focuses on mining the comparatively shallow and soft oxidised gold and native copper ore at West Kalkaroo.

During the quarter the priority objective of the Company was on progressing several tasks that are required to advance the West Kalkaroo gold open pit towards a mining decision. A key achievement was lodgement of the Kalkaroo PEPR by Kalkaroo Copper Pty Ltd (a wholly owned Havilah subsidiary) with the DEM (the regulator in South Australia) for assessment and approval of the proposed West Kalkaroo open pit gold mining operation, risk mitigation strategies and mine closure plans (refer to ASX announcement of 15 March 2021). Completion of the Kalkaroo PEPR document was the culmination of many months of dedicated effort by Havilah's staff and consultants. It is the final permitting approval required for go-ahead of the West Kalkaroo open pit gold mine.

DEM guidance indicates a minimum 3 to 4 month assessment and approval period, subject to there being no major revisions required. The PEPR covers the proposed West Kalkaroo gold open pit that is located at the very western (and upper) part of the Main Kalkaroo copper-gold deposit (Figure 1). The West Kalkaroo mining operation is initially proposed to produce 80,000-90,000 ounces of gold and 5,000 tonnes of native copper (near pure copper metal) over a 3-4 year period.

This open pit design has the flexibility for extension to the east for several more years in oxidised ore. This approach also has a high degree of optionality as the Kalkaroo project sulphide copper production could be initiated at any time after completion of the West Kalkaroo open pit, subject to sufficient capital being available.

Other important tasks related to the West Kalkaroo gold project during the quarter included:

1. Gold processing plant ongoing FEED (front end engineering design) studies including final process flow sheet design, equipment selection and preliminary costing. The process plant (see scaled drawing, Figure 2) is designed to treat the soft oxidised and clayey ore material and would recover coarser gold and native copper (greater than 50 microns grain size) by gravity methods. The finer gold would be recovered via a conventional cyanide leach circuit. A positive feature of the Kalkaroo deposit is that while there is a high proportion of sub-10 micron saprolite gold ore material, there is very little gold in this size fraction. This raises the possibility of rejection of a large mass of the very fine clayey material prior to leaching, thus effectively increasing the leaching circuit ore throughput. The process flow sheet is presently being validated by laboratory tests, which thusfar have been supportive of the design.
2. Site visits with potential mining contractors with a view to agreeing the terms and scope of possible mining contracting arrangements.
3. Completion of six sterilisation drillholes in the vicinity of the planned locations of key infrastructure, including the processing plant, tailings storage facility and waste dump, to ensure that they will not be built too close to potentially economic mineralisation.
4. Generation of a preliminary financial model, which indicates robust economics at current spot gold prices. The model is based on detailed open pit designs and mining schedules developed by Havilah's senior mine planning engineer, Mr Richard Buckley (click on this link for details of the methodology employed). This model is integrated with the projected extensions of the initial gold open pit designs that will merge with the eventual large-scale copper sulphide mining

operation (Figure 1). A financial model will be released in due course, when more precise mining and plant construction costs have been obtained and the model has been reviewed.

5. Infill resource drilling along strike of the proposed open pit to improve confidence in continuity of mineralisation. Widespread copper and gold mineralisation was intersected in most drillholes, with grades and widths of mineralisation very typical of the Kalkaroo deposit (refer to ASX announcement of 17 May 2021) including:

   KKRC0606: 17 metres of 2.24 g/t gold from 110-127 metres (native copper zone)
   46 metres of 0.49% copper from 110-156 metres (native copper zone and chalcocite zone) (Figure 1).

Development of the open pit gold mine at West Kalkaroo is still subject to a final investment decision by the Havilah Board, obtaining financing and final South Australian government approvals. It should be noted that Havilah has already secured the required mining permits for the Kalkaroo project (Mining Leases and Miscellaneous Purposes Licences). It also owns the surrounding Kalkaroo Station pastoral lease, a non-mineral asset on which the Kalkaroo project is located, thus reducing land access risks for the project.

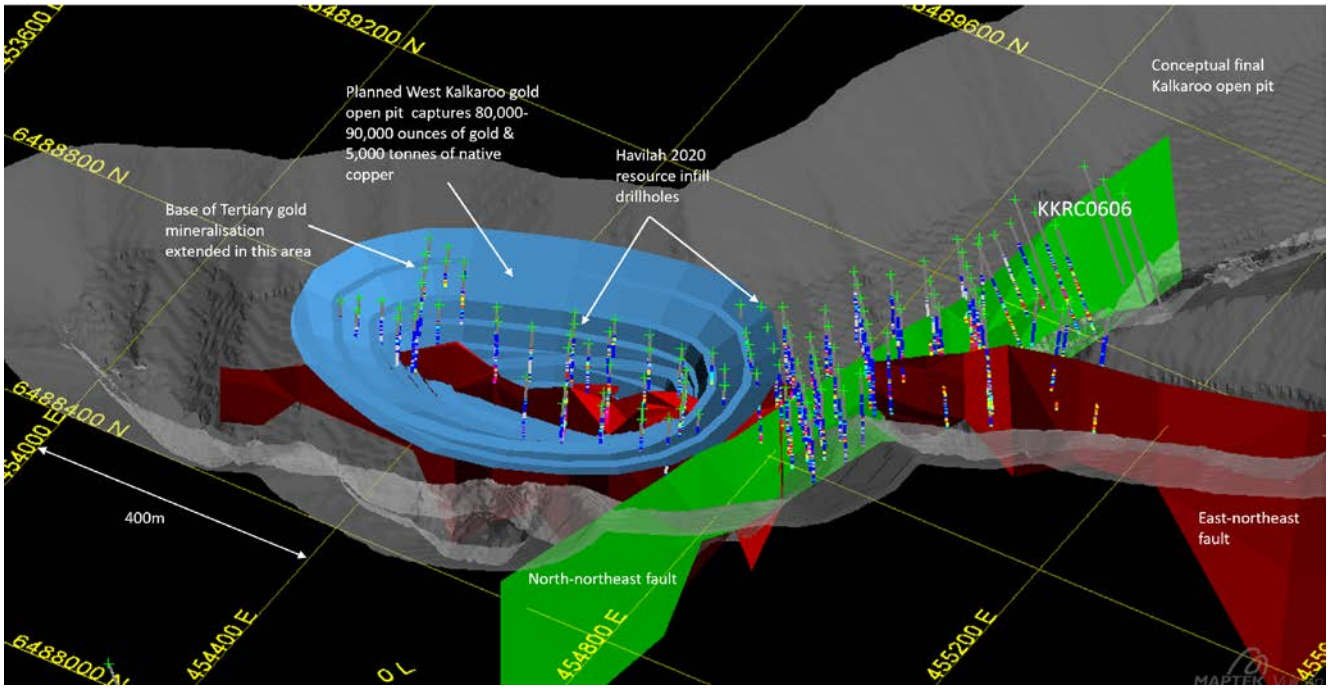

Figure 1 Location of drillhole KKRC0606. Also shown is the planned West Kalkaroo gold open pit outline (blue) which is being advanced towards development (if feasible) during 2021, subject to receipt of required approvals and financing.

About the Kalkaroo copper-gold-cobalt project

Havilah's 100% owned Kalkaroo copper-gold-cobalt project contains JORC Mineral Resources of 1.1 million tonnes of copper, 3.1 million ounces of gold and 23,200 tonnes of cobalt. It has an open pit JORC Ore Reserve of 100.1 million tonnes at a 0.89% CuEq of which 90% is in the Proved category (refer to JORC tables below taken from Havilah's 2020 Annual Report in ASX announcement of 27 October 2020). As such, Kalkaroo is one of the largest undeveloped open pit copper-gold deposits in Australia on a CuEq Ore Reserve basis.

The spot copper price has had a remarkable rise of over 30% since December 2020. This has resulted in an upward adjustment to the long-term consensus copper price to USD3.50/lb (Source: Consensus Economics Inc.). The Kalkaroo project PFS results released almost 2 years ago showed an estimated pre-tax $NPV_{7.5\%}$ of AUD564 million and IRR of 26% at USD2.89/lb copper, USD1,200/oz gold, AUD:USD0.75 (refer to ASX announcement of 18 June 2019). At the time it was noted that the Kalkaroo project net present value (**NPV**) was highly sensitive to copper and gold metal prices. This is evident via sensitivity analysis in a metal price vs $NPV_{7.5\%}$ value matrix reproduced in **Table 1** below from the RPM Global Asia Limited PFS financial model, which shows a revised pre-tax $NPV_{7.5\%}$ for Kalkaroo of **AUD1.163 billion** using current long-term price forecasts for copper and gold.

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Table 1 Pre-tax $NPV_{7.5\%}$ value matrix in AUD million for variable USD copper and gold prices

		Gold price USD/oz and AUD/oz (at AUD:USD exchange rate of 0.75)											
Copper price USD/lb & AUD/lb	**USD**		**$1,200**	$1,300	$1,400	**$1,500**	$1,600	$1,700	$1,800	$1,900	$2,000	$2,100	$2,200
		AUD	**$1,600**	**$1,733**	**$1,867**	**$2,000**	**$2,133**	**$2,267**	**$2,400**	**$2,533**	**$2,667**	**$2,800**	**$2,933**
	2.89	**3.85**	$564*	$633	$701	$770	$839	$907	$976	$1,044	$1,113	$1,182	$1,250
	3.10	**4.13**	$698	$766	$835	$903	$972	$1,040	$1,109	$1,178	$1,246	$1,315	$1,383
	3.50	**4.67**	$957	$1,026	$1,094	$1,163*	$1,232	$1,300	$1,369	$1,437	$1,506	$1,575	$1,643
	3.90	**5.20**	$1,217	$1,286	$1,354	$1,423	$1,491	$1,560	$1,629	$1,697	$1,766	$1,834	$1,903
	4.30	**5.73**	$1,476	$1,545	$1,614	$1,683	$1,751	$1,820	$1,888	$1,957	$2,026	$2,094	$2,163
	4.70	**6.27**	$1,737	$1,805	$1,874	$1,943	$2,011	$2,080	$2,148*	$2,217	$2,285	$2,354	$2,423
	5.10	**6.80**	$1,996	$2,065	$2,134	$2,202	$2,271	$2,340	$2,408	$2,477	$2,545	$2,614	$2,682
	5.50	**7.33**	$2,256	$2,325	$2,394	$2,462	$2,530	$2,599	$2,668	$2,737	$2,805	$2,874	$2,942
	5.90	**7.87**	$2,516	$2,585	$2,654	$2,722	$2,790	$2,859	$2,928	$2,997	$3,065	$3,134	$3,202

* Pre-tax $NPV_{7.5\%}$ from Kalkaroo project PFS (green) compared with that at current long-term forecast (orange) and recent spot gold and copper prices (yellow), as calculated by the PFS financial model. NPV (Net Present Value) is a measure of discounted cash flow valuation in this case using a discount rate of 7.5%. Note the value matrix uses an AUD:USD exchange rate of 0.75.

It is noted that the yellow highlighted spot gold and copper price pre-tax $NPV_{7.5\%}$ (AUD2.148 billion) could still be considered conservative for Kalkaroo on several grounds:

1. No account has been taken of improved gold recoveries in the oxidised ore types, namely saprolite gold and native copper from around 50% in the PFS to >90% based on Havilah's updated metallurgical test work (refer to ASX announcement of 9 May 2019).
2. Open pit optimisations have not been re-run for higher long-term forecast gold and copper prices. On the basis that lower grades of ore can be profitably treated if metal prices are higher, it is reasonable to assume (based on similar cost inputs) that re-optimisation would result in a larger open pit and hence improved mining economics and a longer mine life. For Table 1 the published PFS open pit optimisation and RPM financial model have been used.
3. The potential revenue contribution from other by-product commodities such as cobalt, rare earth elements and molybdenum has not been incorporated due to as yet uncertain recovery pathways.

Low sovereign risk, advanced, large-scale open pit copper-gold development opportunities like Kalkaroo, with associated land ownership, are rare at a time when renewable energy and electric vehicles are adding to the demand for copper and with copper prices breaching USD10,000/tonne (USD4.53/lb). South Australia's mining friendly government and enforcement of world's best practice ESG (environmental, social and governance) regulations means the Kalkaroo project ticks all boxes as a potential future source of ethical copper (and potentially cobalt).

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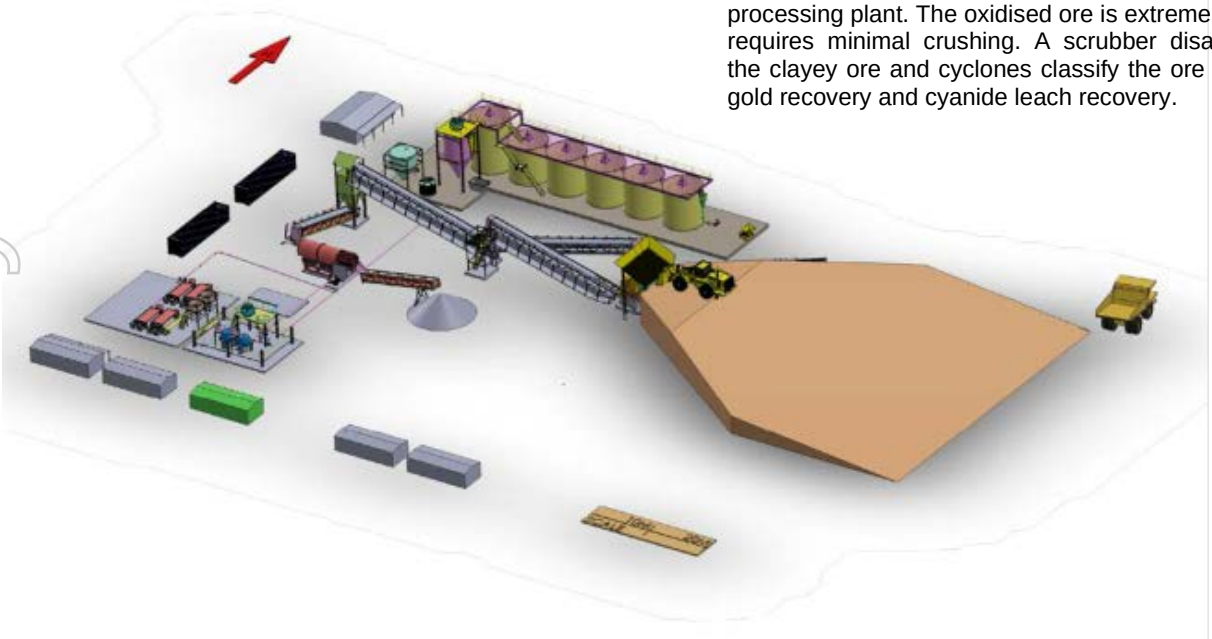

Figure 2 Scaled oblique view of the saprolite gold ore processing plant. The oxidised ore is extremely soft and requires minimal crushing. A scrubber disaggregates the clayey ore and cyclones classify the ore for gravity gold recovery and cyanide leach recovery.

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

The Mutooroo project is a lode-style sulphide copper and cobalt deposit, located approximately 60 km southwest of Broken Hill, and 16 km south of the transcontinental railway line and Barrier Highway. It contains 195,000 tonnes of copper, 20,200 tonnes of cobalt and 82,100 ounces of gold in Measured, Indicated and Inferred JORC Mineral Resources. At current copper and cobalt prices, the economics of Mutooroo as an open pit, and later as an underground, mining operation are potentially attractive due to the comparatively high grades of copper (1.53%) and cobalt (0.16%) in the sulphide ore.

During the quarter a cultural heritage survey conducted by the Wilyakali Native Title claimants and their appointed anthropologist cleared the strike extensions of the Mutooroo resource for drilling. This survey had been delayed from 2020 due to COVID-19 related issues and paves the way for reverse circulation (**RC**) drilling during the next quarter to test for additional shallow open pit copper-cobalt-gold resources initially along the northern strike extensions of the current Mutooroo JORC Mineral Resource (Figure 3). The planned drilling would form part of a PFS that would also include process plant and mining design work. Havilah also plans to progress the mining lease proposal and PEPR document for the Mutooroo project in parallel with the PFS work.

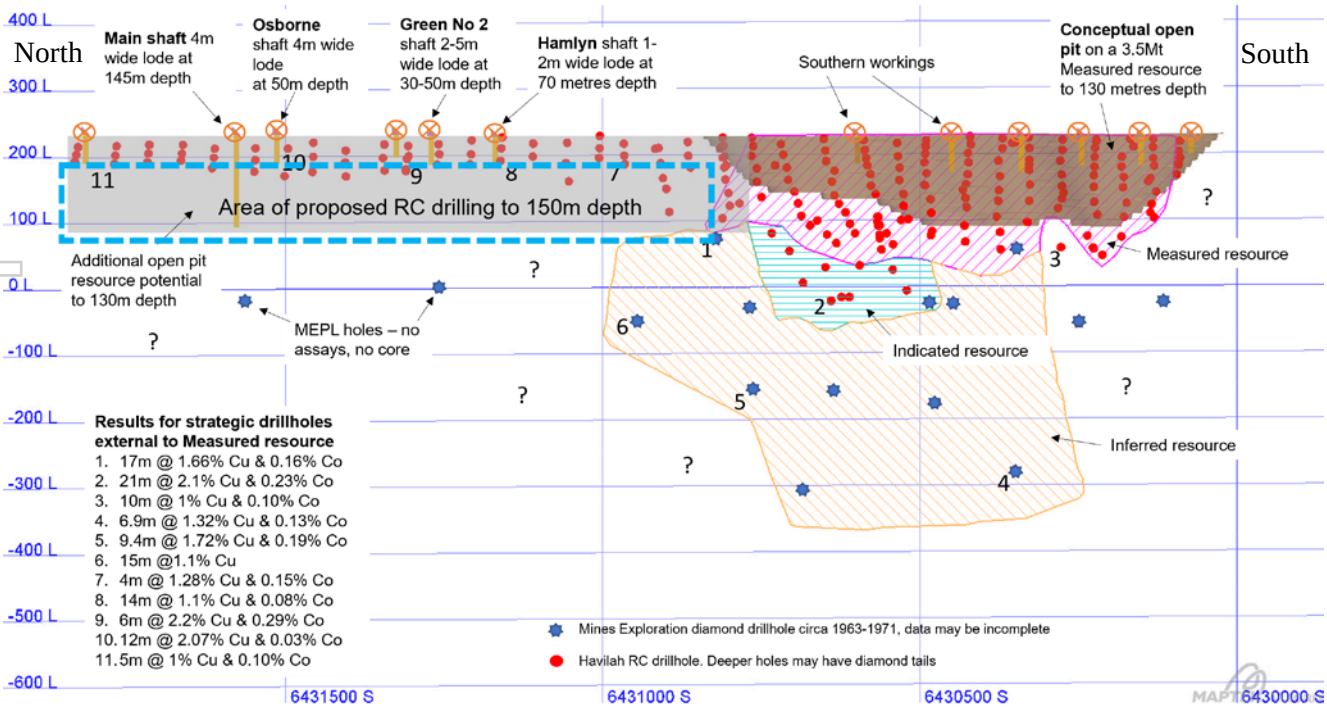

Figure 3 Long section through the Mutooroo deposit, showing the area proposed to be drilled for additional shallow open pit resources (within dashed blue rectangle), lying immediately north of the conceptual open pit (dark brown).

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Grants Basin, Maldorky and Grants Iron Ore Projects (HAV 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 body of iron ore at least 270 metres thick from surface. It remains a high priority to carry out resource delineation drilling to convert a portion of the western end Exploration Target to a maiden JORC Mineral Resource, initially targeting at least 0.5 billion tonnes of iron ore that would form the basis for a mining scoping study.

During the quarter a cultural heritage survey conducted by the Wilyakali Native Title claimants and their appointed anthropologist cleared drillhole collar locations for an additional up to 64 RC drillholes (Figure 4). Of these, 26 holes are for infill resource drilling at Grants to gain greater confidence in the current estimated 304 million tonne Inferred JORC Mineral Resource. The remaining 38 drillholes were sited for resource definition purposes at Grants Basin in the western outcropping section. This drilling and the resource generated would form the basis for a mining scoping study for an open pit, in order to attract future project investment.

At this stage it is planned drilling will be carried out by Havilah's own drilling crew using a dry-hired percussion drilling rig, following drilling in the Mutooroo area.

* 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.

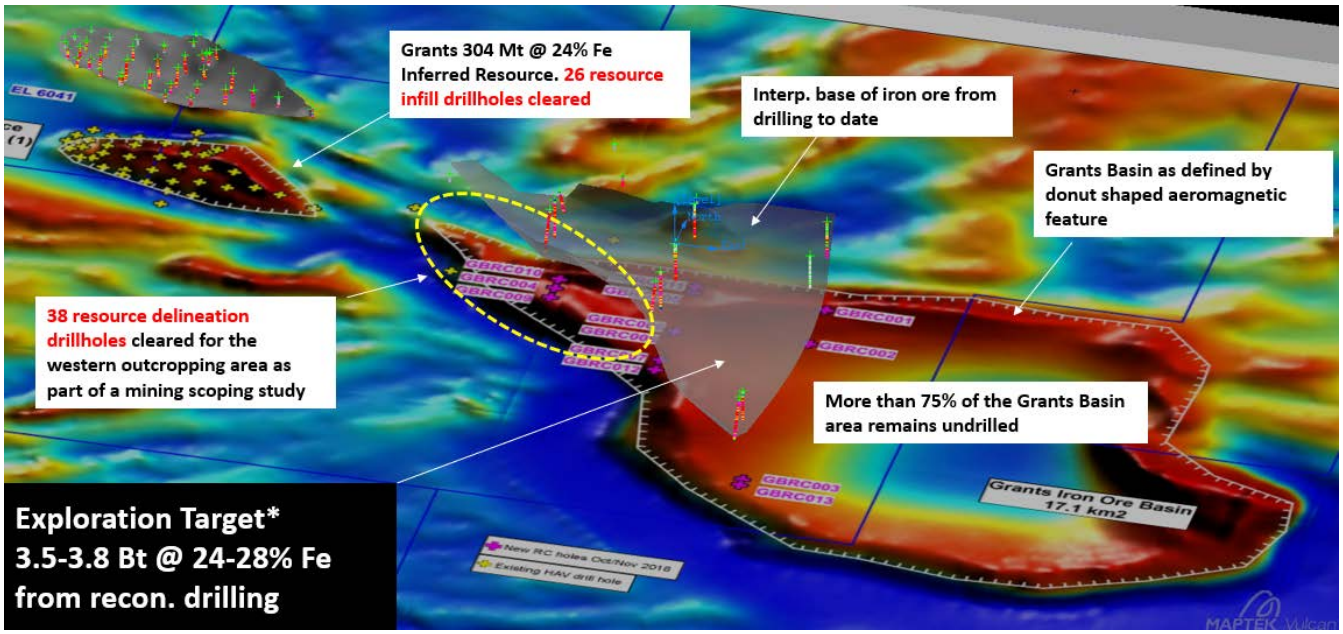

Figure 4 Location and number of proposed drillholes that have been cleared by a recent cultural heritage survey. Up to 38 RC drillholes to 100 metres depth are proposed at the western end of the Grants Basin Exploration Target* with the objective of defining a maiden JORC iron ore resource that can form the basis for a mining scoping study. In addition, up to 26 resource infill RC drillholes are proposed to improve confidence in the existing Grants iron ore resource and elevate it to JORC Indicated classification (if feasible).

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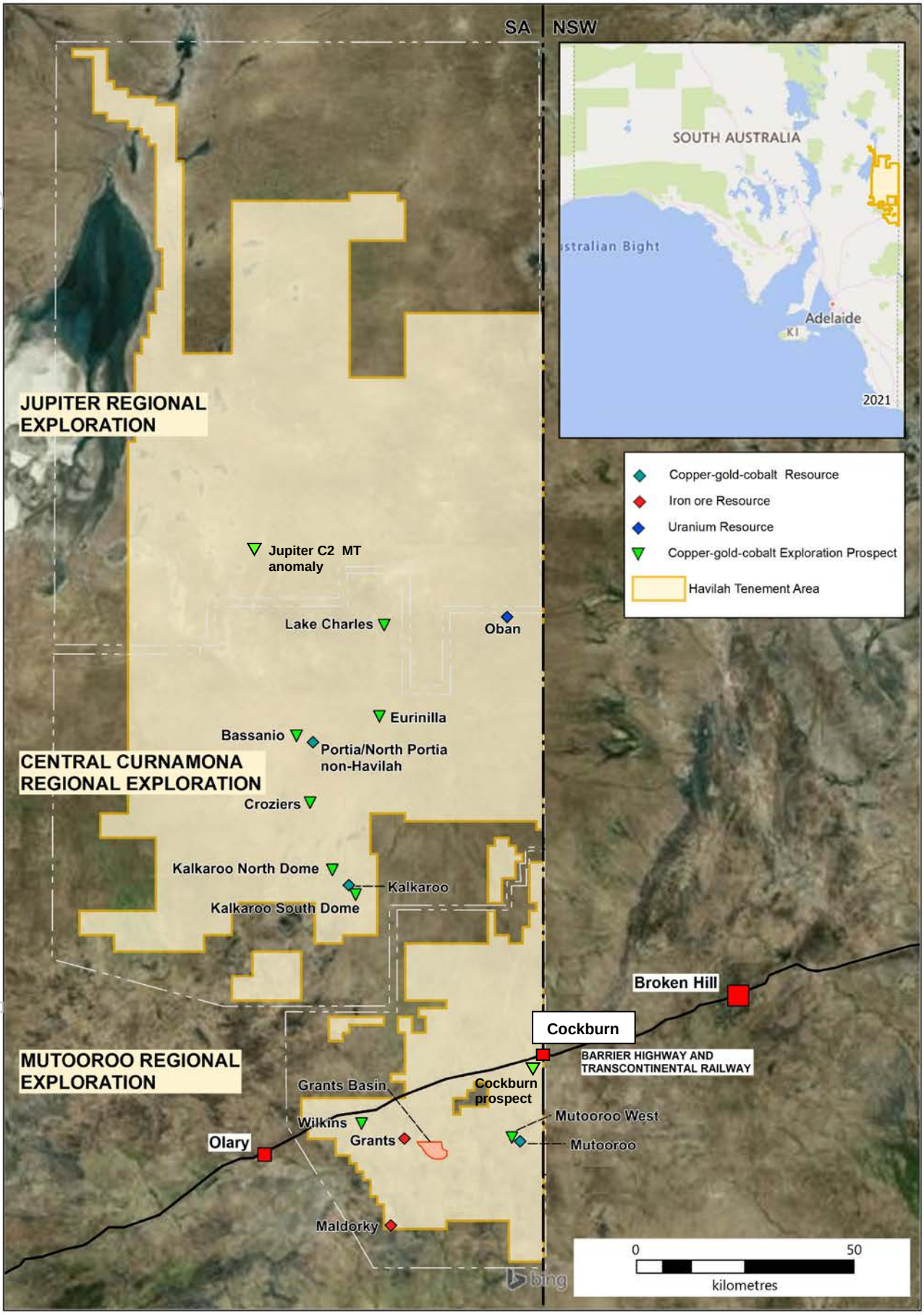

Figure 5 Havilah's deposit, prospect and tenement portfolio in northeastern South Australia, near Broken Hill, showing the Cockburn prospect and the Jupiter MT anomaly.

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Exploration Project Activities

During the quarter a cultural heritage survey was undertaken in the Mutooroo project area with the Wilyakali Native Title claimants and their appointed anthropologist. This survey had been delayed from 2020 due to COVID-19 related issues. The survey cleared two outlying copper-cobalt-gold prospects, namely Cockburn and Mutooroo West. Once drilling approvals are granted by the DEM, Havilah plans to move its drilling equipment south of the Barrier Highway and commence drilling in the Mutooroo project area.

Cockburn Prospect

The Cockburn prospect lies 2 km south of the Barrier Highway within sight of the border town of Cockburn (Figure 5). It has a long, but cursory exploration history, with strong gold (and also copper) surface geochemical anomalies identified by at least two exploration groups prior to Havilah. Havilah confirmed the gold anomalies in its systematic surface lag sampling and rock chip sampling program during 2018 (refer to ASX announcement of 28 August 2018; note that the Cockburn prospect is referred to as the Viper prospect in this announcement) (Figure 6).

During the quarter, a follow-up field check by Havilah geologists confirmed the likely source of the geochemical anomaly as a sulphide gossan that returned highly anomalous copper (up to 4,000 parts per million (**ppm**) or 0.4%) and cobalt (up to 1,500 ppm or 0.15%) Niton XRF readings. The gossan outcrop is restricted to an area of a few tens of square metres, being largely masked by thin laterite cover to the north. Approximately 1 km to the south similar geochemically anomalous gossanous ironstone was found, with several shallow prospecting pits likely dating from the late 1800's prospecting era (Figure 6).

It is rare to find outcropping sulphide gossans that have never been drill tested in Australia, especially in the prolific Broken Hill sulphide mineralised belt. Accordingly, the first drilling priority in the Mutooroo project area during the next quarter will be completion of a minimum of two RC drillholes into the Cockburn prospect gossan to determine whether it is indicating economically significant sulphide mineralisation at depth.

MT Geophysical Surveying

Havilah has supported magnetotelluric (**MT**) surveying by the University of Adelaide and the Geological Survey of South Australia on its tenement area, which resulted in the discovery of the Jupiter MT anomaly target, an exciting greenfield exploration play based on a prominent vertical conductive zone. An ADI (Accelerated Development Initiative) grant provides matching funding of $125,000 primarily to collect more detailed MT data over the Jupiter conductive zone that will assist in drill-targeting, plus orientation MT data over the Kalkaroo fault zone (refer to ASX announcement of 26 June 2020).

MT orientation geophysical surveying work by the University of Adelaide team had been undertaken at Kalkaroo during the previous quarter. Havilah considers that the major mineralised fault zone at Kalkaroo is likely to have been the main hydrothermal fluid channelway for the Kalkaroo mineralising solutions and therefore it has considerable exploration significance. The objective was to determine whether the mineralised Kalkaroo main fault zone is detectable as a major deep-seated conductive zone, and if so, whether other such conductive and potentially mineralised fault zones exist in the Kalkaroo area. Thusfar, preliminary processing and interpretation has been completed but no final results published by the University of Adelaide researchers.

At the end of the quarter, the MT survey team returned to Kalkaroo Station to complete the local MT survey and also a helicopter supported survey to collect additional data for the Jupiter MT anomaly (see photograph below).

Exploration and Development of Uranium Interests (MOU with Aroha)

During the quarter Havilah entered into a binding Memorandum of Understanding (**MOU**) for the exploration and potential development of its uranium interests with Aroha Resources Pty Ltd (**Aroha**), conditional upon Aroha securing initial seed capital ahead of potentially listing on the ASX (refer to ASX announcement of 3 February 2021). It was anticipated that Havilah would hold a 25% interest in Aroha at the time of the Aroha IPO (subject to details of the capital raising) and also be entitled to future uranium royalties.

Subsequently, the directors of Aroha wrote to Havilah to advise that Aroha had withdrawn from (and the parties have agreed to terminate) the MOU (refer to ASX announcement of 12 May 2021).

It should be noted this MOU was consistent with Havilah's stated strategy of maximising the value of its significant pipeline of exploration projects in South Australia, while focusing the Company's main efforts on advancing its core copper projects, which Directors consider have the highest near-term potential for significant value uplift for shareholders.

Havilah remains committed to progressing its non-core uranium prospects and projects in a prudent manner with external funding while leaving Havilah shareholders with a fair residual benefit in the event of success.

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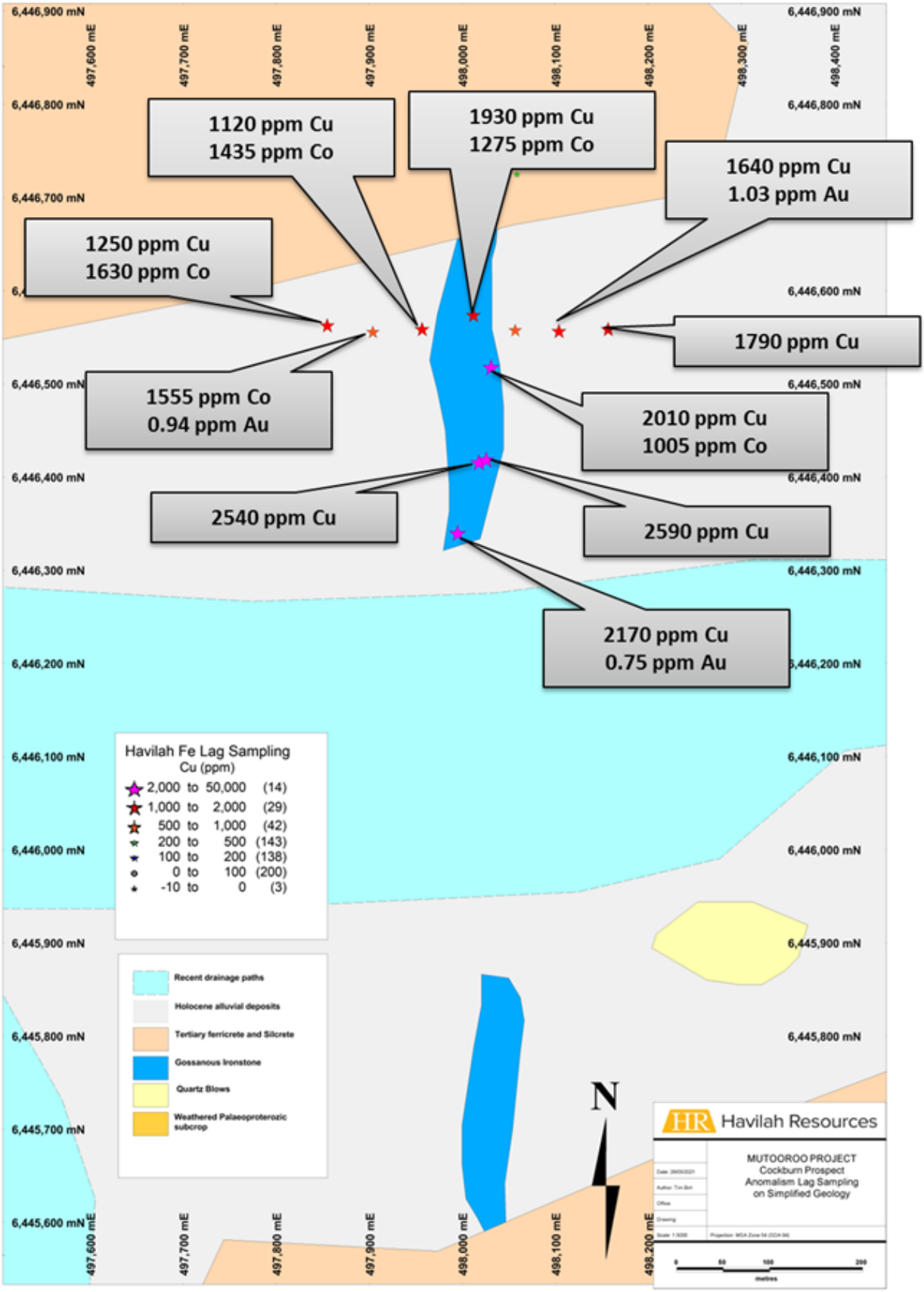

Figure 6 Cockburn prospect showing the high copper, cobalt and gold results obtained in Havilah's surface lag samples in the vicinity of the gossanous ironstone outcrop. Planned RC drillholes will test for sulphide mineralisation beneath the gossan.

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

Havilah had previously highlighted the widespread rare earth element (**REE**) associated with copper-gold mineralisation in the Curnamona Craton, including at West Kalkaroo (refer to ASX announcement of 7 January 2020). This was subsequently confirmed by an independent world expert in the field, namely Emeritus Professor Ken Collerson, who drew analogies to Bayan Obo in China, the largest REE deposit in the world (refer to ASX announcement of 19 February 2020).

In collaboration with the University of South Australia's Future Industries Institute (**UniSA**), Havilah has been conducting research studies into the nature of REE mineralisation associated with the saprolite gold ore at West Kalkaroo (refer to ASX announcement of 1 June 2020). Bastnasite, a REE carbonate-fluoride mineral, has been identified as the primary REE host in West Kalkaroo oxidised copper-gold ore samples. Results from electron microprobe spot analyses for several bastnasite mineral grains showed that it contains up to 26% of the valuable REE, neodymium. Importantly, the sample contains no measurable radioactive thorium or uranium, which potentially avoids related handling and/or waste problems, unlike some other common REE minerals such as monazite (refer to ASX announcement of 3 November 2020).

UniSA's laboratory studies have shown that the bastnasite can be significantly concentrated due to the fact that most of it is at an optimum 10-50 micron size range that is well suited to concentration by flotation and other methods specific to REE. The collaborative research work with UniSA is ongoing, with several important objectives currently being pursued:

1. Optimising bastnasite (and REE) recoveries via flotation and other methods suited to the extremely fine, clayey and oxidised nature of the Kalkaroo saprolite ore material.
2. Determining how best to integrate REE recovery into the gold and native copper processing flow sheet prepared by Melbourne-based mining process engineering firm, Mincore Pty Ltd.
3. Obtaining sufficient bastnasite (and REE) concentrate to commence preliminary marketing studies.

Subject to the results of this work, early REE production may be achieved from the planned West Kalkaroo gold open pit because of the comparatively shallow depths of the combined REE mineralisation in the extremely fine, clayey and oxidised Kalkaroo saprolite ore material. The value upside for Havilah is that if REE can be economically recovered in a bastnasite concentrate as a by-product of the standard copper and gold recovery processes it potentially provides a further revenue stream for the Kalkaroo copper-gold-cobalt project, which in turn enhances its development potential.

The COVID-19 pandemic continues to highlight the importance of regional supply chain security for strategic and critical minerals (like cobalt, copper, REE, tin and tungsten) that are necessary for national economic and security interests. The increasing trend toward electric vehicles has added to the impetus to ensure that a reliable and ethical supply of refined copper, REE and cobalt is available for use in batteries. Havilah believes it is well positioned to benefit in the short to medium-term from this trend, which is well documented in a recent CSIRO report entitled 'Critical Energy Minerals Roadmap' (available for download from this link).

The University of Adelaide's MT survey crew operated out of Havilah's Kalkaroo exploration basecamp (shown here) during their helicopter supported infill surveying of the Jupiter MT anomaly over past weeks.

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Corporate

The Board remains committed to maximising the returns to shareholders through judicious management of its multi-commodity mineral portfolio in South Australia.

Cash
Cash and cash equivalents as at 30 April 2021 was $5,067,946.

Investments
At 30 April 2021, Havilah held an investment of 4,916,667 ordinary shares in Auteco Minerals Ltd (ASX: AUT). Based on its last traded price on 30 April 2021, these shares had a market value of $437,583.

Exploration and Evaluation Expenditure
During the quarter, the total cash outflow for exploration and evaluation activities was $480,531. Full details of exploration activity during the quarter are set out in this Activity Report.

There were no mining production or development activities during the quarter.

Related Parties
Payments to related parties, as disclosed at Item 6.1 in the Company's Cash Flow Report (Appendix 5B) for the 3 months ended 30 April 2021 appended to this Activity Report, consists of $65,761 of remuneration, directors' fees and superannuation paid to Directors. In addition, Item 6.1 also includes $6,732 for marketing, public relations and social media support to a social media company (Filtrd) in which a related party (William Giles) of Dr Giles has an interest.

Havilah announced on 3 February 2021 a binding MOU for the exploration and potential development of its uranium interests with Aroha. In accordance with the Company's Corporate Governance policies, Mr Simon Gray, who was a director of Aroha at the time did not participate in negotiation of the MOU. Subsequent to the end of the quarter, Mr Gray resigned as a director of Aroha.

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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 Activity Report.

Competent Person's Statements

The information in this Activity Report that relates to Exploration Targets, Exploration Results, Mineral Resources and Ore Reserves is based on data compiled by geologist Dr Christopher 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 Activity Report of the matters based on his information in the form and context in which it appears. Information for the Kalkaroo Ore Reserve & Mineral Resource and the Mutooroo Inferred cobalt & gold Mineral Resources 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.

Except where explicitly stated, this Activity Report contains references to prior Exploration Targets and Exploration Results, all of which have been cross-referenced to previous ASX announcements made by Havilah. The Company confirms that it is not aware of any new information or data that materially affects the information included in the relevant ASX announcements.

Forward-looking Statements

This Activity Report and Cash Flow Report (Appendix 5B) 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(s)', 'intend(s)', 'plan(s)', 'estimate(s)', 'anticipate(s)', 'continue(s)', 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. Given the ongoing uncertainty relating to the duration and extent of the global COVID-19 pandemic, and the impact it may have on the demand and price for commodities (including copper and gold) on our suppliers and workforce, and on global financial markets, the Company continues to face uncertainties that may impact on its operating activities and/or financing activities.

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 Activity Report and the Cash Flow Report (Appendix 5B) 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.

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JORC Ore Reserves as at 31 July 2020

Project	Classification	Tonnes (Mt)	Copper %	Gold g/t	Copper tonnes (Kt)	Gold ounces (Koz)
Kalkaroo [1]	Proved	90.2	0.48	0.44	430	1,282
	Probable	9.9	0.45	0.39	44	125
	Total	**100.1**	**0.47**	**0.44**	**474**	**1,407**

JORC Mineral Resources as at 31 July 2020

Project	Classification	Resource Category	Tonnes	Copper %	Cobalt %	Gold g/t	Copper tonnes	Cobalt tonnes	Gold ounces
Mutooroo [2]	Measured	Oxide	598,000	0.56	0.04	0.08			
	Total	**Oxide**	**598,000**	**0.56**	**0.04**	**0.08**	**3,300**	**200**	**1,500**
	Measured	Sulphide Copper-Cobalt-Gold	4,149,000	1.23	0.14	0.18			
	Indicated	Sulphide Copper-Cobalt-Gold	1,697,000	1.52	0.14	0.35			
	Inferred	Sulphide Copper-Cobalt-Gold	6,683,000	1.71	0.17	0.17			
	Total	**Sulphide Copper-Cobalt-Gold**	**12,529,000**	**1.53**	**0.16**	**0.20**	**191,700**	**20,000**	**80,600**
		Total Mutooroo	**13,127,000**				**195,000**	**20,200**	**82,100**
Kalkaroo [3]	Measured	Oxide Gold Cap	12,000,000			0.82			
	Indicated	Oxide Gold Cap	6,970,000			0.62			
	Inferred	Oxide Gold Cap	2,710,000			0.68			
	Total	**Oxide Gold Cap**	**21,680,000**			**0.74**			**514,500**
	Measured	Sulphide Copper-Gold	85,600,000	0.57		0.42			
	Indicated	Sulphide Copper-Gold	27,900,000	0.49		0.36			
	Inferred	Sulphide Copper-Gold	110,300,000	0.43		0.32			
	Total	**Sulphide Copper-Gold**	**223,800,000**	**0.49**		**0.36**	**1,096,600**		**2,590,300**
		Total Kalkaroo	**245,480,000**				**1,096,600**		**3,104,800**
	Inferred	Cobalt Sulphide[4]	193,000,000		0.012			23,200	
Total All Projects		**All Categories (rounded)**	**258,607,000**				**1,291,600**	**43,400**	**3,186,900**

Project	Classification	Tonnes (Mt)	Iron (%)	Fe concentrate (Mt)	Estimated yield
Maldorky [5]	Indicated	147	30.1	59	40%
Grants [6]	Inferred	304	24	100	33%
Total All Projects	**All categories**	**451**		**159**	

Project	Classification	Tonnes (Mt)	eU3O8 (ppm)	Contained eU3O8 (Tonnes)
Oban [7]	Inferred	8	260	2,100

Numbers in above tables are rounded.

Footnotes to 2020 JORC Ore Reserve and Mineral Resource Tables

[1] Details released to the ASX: 18 June 2018 (Kalkaroo)
[2] Details released to the ASX: 18 October 2010 and 5 June 2020 (Mutooroo)
[3] Details released to the ASX: 30 January 2018 and 7 March 2018 (Kalkaroo)
[4] Note that the Kalkaroo cobalt Inferred Resource is not added to the total tonnage
[5] Details released to the ASX: 10 June 2011 applying an 18% Fe cut-off (Maldorky)
[6] Details released to the ASX: 5 December 2012 applying an 18% Fe cut-off (Grants)
[7] Details released to the ASX: 4 June 2009 a grade-thickness cut-off of 0.015 metre % eU3O8 (Oban)

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TENEMENT SCHEDULE AS AT 30 APRIL 2021

Location	Project Name	Tenement No	Tenement Name	Registered Owner [1]	% Interest	Status
South Australia	Curnamona	6591*	Kalabity	Havilah	100	Current
South Australia	Curnamona	5703	Bundera	Copper Aura	100	Current
South Australia	Curnamona	6592*	Mutooroo Mine	Copper Aura	100	Current
South Australia	Curnamona	6593*	Mundi Mundi	Havilah	100	Current
South Australia	Curnamona	6594*	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	10	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	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	Curnamona	6546	Billeroo West	Havilah	100	Current
South Australia	Curnamona	6567	Rocky Dam	Havilah	100	Current
South Australia	Frome	GEL181	Frome	Geothermal	100	Current

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 30 April 2021

Note 1

Havilah:	Havilah Resources Limited
Copper Aura:	Copper Aura Pty Ltd, a wholly owned subsidiary of Havilah Resources Limited
Curnamona Energy:	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% net smelter return (**NSR**) royalty payable to MMG Limited

Note 3 - Agreement – farm-in to earn 85% interest in tenement

Note 4 - Agreement – farm-in, carried interest 10%

Note 5 - 1.25% NSR royalty payable to Exco Operations (SA) Pty Limited, Polymetals (White Dam) Pty Ltd

The Company's Cash Flow Report (Appendix 5B) for the 3 months ended 30 April 2021 is appended.

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

For further information visit www.havilah-resources.com.au
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Havilah Resources Limited
Appendix 5B (Unaudited)
Mining Exploration Entity
Cash Flow Report for the 3 Months Ended 30 April 2021

Rule 5.5

Appendix 5B (Unaudited)

Mining Exploration Entity
Quarterly Cash Flow Report

Name of entity

Havilah Resources Limited

ABN

39 077 435 520

Quarter ended ('current quarter')

30 April 2021

Consolidated statement of cash flows		**Current quarter A$**	**Year to date (9 months) A$**
1.	**Cash flows from operating activities**		
1.1	Receipts from customers	126,058	239,416
1.2	Payments for:		
	(a) exploration & evaluation	(78,597)	(254,327)
	(b) development	-	-
	(c) production	-	-
	(d) staff costs	(186,264)	(734,419)
	(e) administration and corporate costs	(290,206)	(616,764)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	-	-
1.5	Interest and other costs of finance paid	(2,301)	(10,780)
1.6	Income taxes paid	-	-
1.7	Government grants and tax incentives	58,953	289,806
1.8	Other (provide details if material)	-	-
1.9	**Net cash from/ (used in) operating activities**	**(372,357)**	**(1,087,068)**

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Havilah Resources Limited
Appendix 5B (Unaudited)
Mining Exploration Entity
Cash Flow Report for the 3 Months Ended 30 April 2021

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Consolidated statement of cash flows		Current quarter A$	Year to date (9 months) A$
2.	**Cash flows from investing activities**		
2.1	Payments to acquire or for:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment	-	(16,089)
	(d) exploration & evaluation *	(401,934)	(1,163,192)
	(e) investments	-	-
	(f) other non-current assets	-	-
2.2	Proceeds from the disposal of:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) 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**	**(401,934)**	**(1,179,281)**

* Includes capitalised wages of A$127,714 (quarter) and A$320,898 (YTD)

3.	**Cash flows from financing activities**		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	-	6,006,400
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	-	-
3.4	Transaction costs related to issues of equity securities or convertible debt securities	8,310	(83,100)
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	(23,222)	(72,729)
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (provide details if material)	-	-
3.10	**Net cash from/ (used in) financing activities**	**(14,912)**	**5,850,571**

Havilah Resources Limited
Appendix 5B (Unaudited)
Mining Exploration Entity
Cash Flow Report for the 3 Months Ended 30 April 2021

Consolidated statement of cash flows		Current quarter A$	Year to date (9 months) A$
4.	**Net increase/ (decrease) in cash and cash equivalents for the period**		
4.1	Cash and cash equivalents at beginning of period	5,857,149	1,483,724
4.2	Net cash from/ (used in) operating activities (item 1.9 above)	(372,357)	(1,087,068)
4.3	Net cash from/ (used in) investing activities (item 2.6 above)	(401,934)	(1,179,281)
4.4	Net cash from/ (used in) financing activities (item 3.10 above)	(14,912)	5,850,571
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	**Cash and cash equivalents at end of period**	**5,067,946**	**5,067,946**

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	5,067,946	5,857,149
5.2	Call deposits	-	-
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
5.5	**Cash and cash equivalents at end of quarter (should equal item 4.6 above)**	**5,067,946**	**5,857,149**

6.	**Payments to related parties of the entity and their associates**	**Current quarter A$**
6.1	Aggregate amount of payments to related parties and their associates included in item 1	72,493
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-

Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.

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7.	**Financing facilities** *Note: the term 'facility' includes all forms of financing arrangements available to the entity.* *Add notes as necessary for an understanding of the sources of finance available to the entity.*	**Total facility amount at quarter end A$**	**Amount drawn at quarter end A$**
7.1	Loan facilities (see Note (a) below)	500,000	-
7.2	Credit standby arrangements	-	-
7.3	Other (see Note (b) below)	566,477	166,477
7.4	**Total financing facilities**	**1,066,477**	**166,477**
7.5	**Unused financing facilities available at quarter end**		**900,000**

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

Included in item 7.1 and item 7.3 above are respectively:
(a) Secured overdraft facility of A$500,000 with the National Australia Bank Limited (**NAB**) at a business lending rate of 3.0% p.a. plus a customer margin of 2.2% if drawn down. The facility expires January 2022.
(b) (i) Secured bank guarantee facility of A$500,000 with the NAB, of which A$100,000 is currently being utilised to secure bank guarantee for a rehabilitation bond. The facility expires January 2022.
(ii) Secured hire purchase loan of A$66,477 with Toyota Finance Australia at a lending rate of 4.23% p.a. for the purchase of a heavy-duty field vehicle used by the Company's Drilling Supervisor. Expires December 2022.

8.	**Estimated cash available for future operating activities**	**A$**
8.1	Net cash from/ (used in) operating activities (item 1.9)	(372,357)
8.2	(Payments for exploration & evaluation classified as investing activities) (item 2.1(d))	(401,934)
8.3	Total relevant outgoings (item 8.1 + item 8.2)	(774,291)
8.4	Cash and cash equivalents at quarter end (item 4.6)	5,067,946
8.5	Unused finance facilities available at quarter end (item 7.5) [1]	500,000
8.6	Total available funding (item 8.4 + item 8.5)	5,567,946
8.7	**Estimated quarters of funding available (item 8.6 divided by item 8.3)**	**7.19**

Note: if the entity has reported positive relevant outgoings (i.e. a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.

[1] Includes only the NAB overdraft facility, as the bank guarantee facility is restricted to non-cash bank guarantees.

8.8 If item 8.7 is less than 2 quarters, please provide answers to the following questions:

8.8.1 Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?

Answer:

8.8.2 Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?

Answer:

8.8.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer:

Note: where item 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 above must be answered.

Havilah Resources Limited
Appendix 5B (Unaudited)
Mining Exploration Entity
Cash Flow Report for the 3 Months Ended 30 April 2021

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.

Date: 28 May 2021

Authorised by: the Board of Directors
(Name of body or officer authorising release – see note 4)

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.

2. If this quarterly cash flow 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 cash flow 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.

4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [*name of board committee – eg Audit and Risk Committee*]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".

5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Rule 5.5

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