

14 December 2022

Successful completion of bookbuild for Genesis Minerals' A\$275 million conditional placement

St Barbara Limited (“**St Barbara**” or the “**Company**”) (ASX: SBM) refers to the proposed A\$275 million conditional placement (“**Placement**”) by Genesis Minerals (“**Genesis**”) (ASX: GMD) announced to ASX on 12 December 2022. Proceeds from the Placement will facilitate the merger of St Barbara and Genesis via a Scheme of Arrangement to form “Hoover House” (“**Scheme**”), and the demerger of St Barbara’s non-Leonora assets to St Barbara shareholders to form “Phoenician Metals” (“**Demerger**”).

St Barbara is pleased to announce that it has been advised by Genesis of the successful completion of the bookbuild for the Placement.¹ The Placement comprises the issue of approximately 229.2 million new Genesis shares (“**New Genesis Shares**”) (representing 56% of Genesis’ existing shares on issue).

The settlement of New Genesis Shares under the Placement is conditional on the Scheme and Demerger becoming effective, and Genesis shareholder approval for the purposes of Listing Rule 7.1 (amongst other things). The New Genesis Shares will rank pari passu with existing Genesis shares and will be issued prior to the record date of the Scheme, with the result that the New Genesis Shares will be exchanged for St Barbara shares under the terms of the Scheme.

The Placement was cornerstoned by AustralianSuper,² Resource Capital Fund VII L.P., and other institutional investors (Paradice Investment Management, Australian Capital Equity, and Eley Griffiths Group).

Trading in St Barbara shares is expected to resume on the ASX from market open today (Wednesday, 14 December 2022).

Further Information

Further details of the Placement, including other conditions to the Placement, are set out in the investor presentation jointly lodged by St Barbara and Genesis to the ASX on Monday, 12 December 2022. The investor presentation contains important information including key risks of investing in the Placement and foreign selling restrictions with respect to the Placement.

Authorised by

Dan Lougher
Managing Director and CEO

For more information

Investor Relations

Chris Maitland
Head of Investor Relations

chris.maitland@stbarbara.com.au

T: +61 3 8660 1914

M: +61 477 120 070

IMPORTANT INFORMATION

¹ Refer to the announcement by Genesis in the ASX release titled “A\$275 million Conditional Placement Fully Subscribed” on 14 December 2022.

² AustralianSuper will be paid a fee on the portion of its commitment which could be scaled back at the discretion of Genesis, through the granting of 1.9 million Genesis call options with a strike price of \$1.20 and a term of three years (as a scale back fee).



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Some statements in this announcement regarding estimates or future events are forward-looking statements. They include indications of, and guidance on, future matters. Forward-looking statements include, but are not limited to, statements preceded by words such as “planned”, “expected”, “projected”, “estimated”, “may”, “scheduled”, “intends”, “anticipates”, “believes”, “potential”, “could”, “nominal”, “conceptual” and similar expressions. Forward-looking statements, opinions and estimates included in this announcement are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions.

Forward-looking statements are provided as a general guide only and should not be relied on as a guarantee of future performance. Forward-looking statements may be affected by a range of variables that could cause actual results to differ from estimated results and may cause St Barbara’s actual performance and financial results in future periods to materially differ from any projections of future performance or results expressed or implied by such forward-looking statements. These risks and uncertainties include but are not limited to liabilities inherent in mine development and production, geological, mining and processing technical problems, the inability to obtain any additional mine licenses, permits and other regulatory approvals required in connection with mining and third party processing operations, competition for among other things, capital, acquisition of reserves, undeveloped lands and skilled personnel, incorrect assessments of the value of acquisitions, changes in commodity prices and exchange rate, currency and interest fluctuations, various events which could disrupt operations and/or the transportation of mineral products, including labour stoppages and severe weather conditions, the demand for and availability of transportation services, the ability to secure adequate financing and management’s ability to anticipate and manage the foregoing factors and risks. These and other factors should be considered carefully and readers should not place undue reliance on such forward-looking information. There can be no assurance that forward-looking statements will prove to be correct.

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