

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**

To Company Name/Scheme	Brightstar Resources Limited ("BTR")
ACN/ARSN	ACN 100 727 491

1. Details of substantial holder (1)

Name	St Barbara Limited ("SBM") and the entities listed in Annexure A
ACN/ARSN (if applicable)	ACN 009 165 066

The holder became a substantial holder on 03/06/2024**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid Ordinary Shares in BTR	206,704,383*		
Fully paid Ordinary Shares in BTR on conversion of SBM Convertible Notes (as defined in the Bid Implementation Agreement ("BID) dated 24 March 2024.	75,000,000*		
Fully paid Ordinary Shares in BTR	142,857,143*	462,061,529	10.11%
Fully paid Ordinary Shares on conversion of Convertible Notes on Conversion Date of 22 May 2024.	37,500,003*		
	*(escrowed for 12 months)		

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
St Barbara Limited (ACN 009 165 066)	Relevant interest under section 608(1) Corporations Act 2001 (Cth) as registered holder of the Ordinary Shares	206,704,383 fully paid Ordinary Shares 75,000,000 fully paid Ordinary Shares on conversion of SBM Convertible Notes

		142,857,143 fully paid Ordinary Shares 37,500,003 fully paid Ordinary Shares on conversion of Convertible Notes

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
St Barbara Limited (ACN 009 165 066)	St Barbara Limited (ACN 009 165 066)	St Barbara Limited (ACN 009 165 066)	206,704,383 fully paid Ordinary Shares 75,000,000 fully paid Ordinary Shares on conversion of SBM Convertible Notes 142,857,143 fully paid Ordinary Shares 37,500,003 fully paid Ordinary Shares on conversion of Convertible Notes on Conversion Date of 22 May 2024

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
St Barbara Limited (ACN 009 165 066)	3 June 2024	N/A	6.9 BTR shares for every 1 Linden share held (fractional entitlements rounded up to the next whole number of BTR shares) as outlined in the BID	206,704,383 fully paid Ordinary Shares 75,000,000 fully paid Ordinary Shares on conversion of SBM Convertible Notes 37,500,003 fully paid Ordinary Shares on conversion of Convertible Notes on Conversion Date of 22 May 2024
St Barbara Limited (ACN 009 165 066)	23 May 2024	\$2,000,000 (142,857,143 shares at AUD \$0.14 per share)		142,857,143 fully paid Ordinary Shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

Each entity listed in Annexure A	Each entity listed in Annexure A is an associate of St Barbara Limited pursuant to section 12(2)(a)(i) of the Corporations Act 2001 (Cth) because each of the entities is a body corporate that St Barbara Limited controls.

7. Addresses

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

Name	Address
St Barbara Limited (ACN 009 165 066)	Level 19, 58 Mounts Bay Road, PERTH WA 6000
Each entity listed in Annexure A	See Annexure A

Signature

print name **Kylie Panckhurst** capacity **Company Secretary**

sign here



date **05/06/2024**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.



St Barbara Limited Form 603 Brightstar Resources Limited - **Annexure A**

Each entity listed in Annexure A is an associate of St Barbara Limited pursuant to section 12(2)(a)(i) of the Corporations Act 2001 (Cth) because each of the entities is a body corporate that St Barbara Limited controls.

Name	ACN	Address
Phoenician Metals Pty Ltd	104 855 067	Level 19, 58 Mounts Bay Road, Perth WA 6000, Australia
Atlantic Mining NS Inc.	N/A	600-1741, Lower Water Street Halifax, Nova Scotia, B3J 0J2
Simberi Gold Company Limited	N/A	Ashurst PNG, MRDC Haus, Level 11, Corner of Musgrave Street and Champion Parade, Port Moresby, Papua New Guinea
Nord Australex Nominees (PNG) Ltd	N/A	Ashurst PNG, MRDC Haus, Level 11, Corner of Musgrave Street and Champion Parade, Port Moresby, Papua New Guinea

This is the annexure of 1 page marked **Annexure A** referred to in the Form 603 Notice of Initial Substantial Holder signed by me and dated 5 June 2024.

Kylie Panckhurst
Company Secretary
St Barbara Limited