
23 February 2022

Court approves issue of Bardoc scheme booklet and convening of scheme meeting

St Barbara Limited (ASX: SBM) (“**Company**” or “**St Barbara**”) refers to the two ASX releases made by Bardoc Gold Limited (ASX:BDC) (“**Bardoc**”) dated 23 February 2022 relating to St Barbara’s proposed acquisition of Bardoc shares by way of a scheme of arrangement (“**Scheme**”), as announced on 20 December 2021, and is pleased to advise that:

- The Supreme Court of Western Australia (“**Court**”) has made orders approving the despatch of the Scheme Booklet in relation to St Barbara’s proposal to acquire Bardoc.
- The Court has ordered that a meeting of Bardoc shareholders is to be convened to consider and vote on the Scheme. The Scheme meeting is to be held as a virtual meeting at 1:00pm WST on 30 March 2022.
- The independent expert, RSM Corporate Australia Pty Ltd (“**Independent Expert**”), has concluded that the Scheme is fair and reasonable and therefore in the best interests of Bardoc shareholders, in the absence of a superior proposal.

The Board of Bardoc has unanimously recommended that Bardoc shareholders vote in favour of the proposed Scheme resolution to be put to Bardoc shareholders on 30 March 2022, in the absence of a superior proposal and subject to the Independent Expert maintaining its opinion that the Scheme is in the best interests of Bardoc shareholders.

The Company and Bardoc continue to work co-operatively to plan for the integration of Bardoc’s assets into St Barbara, which will occur subject to approval of and following completion of the Scheme.

Bardoc has lodged a copy of the Scheme Booklet with the ASX and will be despatching a notice of access and proxy form to its shareholders, in accordance with the Court orders. A copy of the Scheme Booklet is also available on the St Barbara website (www.stbarbara.com.au) and Bardoc website (www.bardocgold.com).

Assuming Bardoc shareholders vote in favour of the Scheme and the Court subsequently approves the Scheme at the second Court hearing, expected to be held on 1 April 2022, the transaction is scheduled to be implemented on 13 April 2022.

Authorised for release by

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