



ABN 40 125 578 743

BDC

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
08 6215 0090 (within Australia)
+61 8 6215 0090 (outside Australia)



Online:
www.investorcentre.com/contact

Bardoc Gold Limited Scheme Meeting

Bardoc Gold Limited (Bardoc) has entered into a Scheme Implementation Agreement with St Barbara Limited (St Barbara) under which St Barbara agreed to acquire 100% of the issued shares in Bardoc by way of a scheme of arrangement (Scheme) for a Scheme Consideration of 0.3604 New St Barbara Shares for each Participating Bardoc Share. The Scheme was announced to ASX on 20 December 2021.

Bardoc is pleased to confirm that the Supreme Court of Western Australia has ordered the convening of a meeting of Bardoc shareholders to consider and, if thought fit, approve the Scheme (Scheme Meeting), and the despatch of the Scheme Booklet (including the Notice of Scheme Meeting) to Bardoc shareholders.

The Scheme Meeting will be held as a virtual meeting on Wednesday, 30 March 2022 at 1:00pm (Perth time). You are encouraged to lodge a directed proxy form prior to the meeting.

ACCESSING THE SCHEME BOOKLET AND NOTICE OF SCHEME MEETING:

The Scheme Booklet, which includes the Notice of Scheme Meeting, can be accessed online at www.bardocgold.com.au and on Bardoc's announcement platform at www.asx.com.au.

You can also request a free paper copy of the Scheme Booklet by calling 08 6215 0090 (within Australia) or +61 8 6215 0090 (outside Australia) or via email to admin@bardocgold.com.au.

We recommend that you read the Scheme Booklet in its entirety before deciding on how to vote at the Scheme Meeting. If you are in any doubt as to how to deal with the Scheme Booklet, or how to cast your vote at the Scheme Meeting, please consult your independent financial, legal, taxation or other professional advisor immediately.

MAKE YOUR VOTE COUNT

You may vote by attending the Scheme Meeting online yourself or by proxy, by attorney or in the case of a corporation, by corporate representative. A personalised proxy form is enclosed. The proxy form includes all details of how to appoint proxies and how to sign and lodge proxy appointments.

To lodge a proxy, access the Notice of Scheme Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com


For your proxy appointment to be effective it must be received by 1:00pm (Perth time) on Monday, 28 March 2022.

ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:
<https://meetnow.global/MXQJWVY>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide

Need assistance?

 **Phone:**
08 6215 0090 (within Australia)
+61 8 6215 0090 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **1:00pm (Perth time) on Monday, 28 March 2022.**

Scheme Meeting Proxy Form

Capitalised terms used but not defined in this Proxy Form have the same meaning as given to them in Bardoc Gold Limited's Scheme Booklet which can be accessed at Web site www.bardocgold.com.au and on the company announcement platform at www.asx.com.au (unless the context requires otherwise).

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 186570

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 1282
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Bardoc Gold Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Scheme Meeting of Bardoc Gold Limited to be held as a virtual meeting on Wednesday, 30 March 2022 at 1:00pm (Perth time) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Scheme Resolution Approval of the Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of the Scheme Resolution. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on the Scheme Resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3	/ /
<input type="text"/>	<input type="text"/>	<input type="text"/>	
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

Mobile Number Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically





ABN 40 125 578 743

BDC

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Return your Form:



By Email:

corpactprocessing@computershare.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 1282
Melbourne, Victoria 3001
Australia

For all enquiries:



Phone:

Company Secretary of Bardoc
Mr Russell Hardwick on +61 (08) 6215 0090

Unmarketable Parcel Shareholder Opt-in Notice

 **The Unmarketable Parcel Shareholder Opt-in Notice must be received by 5:00pm (Perth time) on Tuesday, 5 April 2022**

***** If you wish to have your Scheme Consideration handled through the Sale Facility you should not return this form *****

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Capitalised terms used in this Unmarketable Parcel Shareholder Opt-in Notice, have the same meaning as given to them in Bardoc Gold Limited's (**Bardoc**) Scheme Booklet which can be accessed on Bardoc's announcement platform at www.asx.com.au.

Sale Facility

Scheme Participants who are not Ineligible Foreign Shareholders and who hold less than a Marketable Parcel of Bardoc Shares (being a parcel of securities of less than \$500 based on the closing price on the last day of trading on ASX) on the Record Date will be regarded as Unmarketable Parcel Shareholders. The entire Scheme Consideration in the form of New St Barbara Shares that would otherwise have been issued to Unmarketable Parcel Shareholders will be issued to the Sale Agent, as their nominee on trust, for sale through the Sale Facility and they will receive a pro rata share of the net proceeds from the sale of all Scheme Consideration sold through the Sale Facility.

Making an Election to Opt-in to the Scheme

An Unmarketable Parcel Shareholder may elect to Opt-in to receive the Scheme Consideration in the form of New St Barbara Shares by making a valid election under the Scheme (**Election**).

If you wish to make an Election, you should complete and return this Unmarketable Parcel Shareholder Opt-in Notice in accordance with the instructions on this form. The deadline for receipt of a Unmarketable Parcel Shareholder Opt-in Notice by the Bardoc Share Registry is 5:00pm (Perth time) on 5:00 pm (Perth time) on Tuesday, 5 April 2022 (being the Business Day prior to the Record Date).

Unmarketable Parcel Shareholders that do not make a valid Election will not be issued any New St Barbara Shares. Instead, the New St Barbara Shares will be issued to the Sale Agent and sold through the Sale Facility.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: Where signing as Power of Attorney (**POA**), you must attach an original certified copy of the POA to this form.

Companies: Where the holding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Company Secretary.

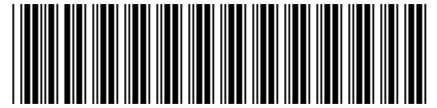
Overseas Companies: Where the holding is in the name of an overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: Where the shareholding is in the name of a deceased estate, all executors must sign; and a certified copy or original, of the required documentation must accompany this form. Details of the documentation required can be found by searching "deceased estates" on our website www.computershare.com or by calling Computershare Investor Services Pty Limited on 1300 850 505 or +61 3 9415 4000. If the shareholding is in more than one name the surviving shareholder may sign the form and return it together with a certified copy of the death certificate of the other joint shareholder.

Entering contact details is not compulsory, but will assist us if we need to contact you.

If you will not be an **Unmarketable Parcel Shareholder** on the Record Date, please disregard this form.

Turn over to complete the form →



Unmarketable Parcel Shareholder Opt-in Notice

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For your security keep your SRN/
HIN confidential.

Registration Details

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Make an Election to Opt-in to the Scheme

This section must be completed.

I/we wish to elect to receive the Scheme Consideration in the form of New St Barbara Shares.

The New St Barbara Shares will be issued in the name(s) as they appear on the Bardoc Share Register on the Record Date. The current address recorded by Bardoc is printed above. If you have already sold all your Bardoc Shares, or will not be Unmarketable Parcel Shareholder on the Record Date, do not complete or return this form.

If you are an Unmarketable Parcel Shareholder and do not make a valid Election to receive the Scheme Consideration in the form of New St Barbara Shares you will not be issued any New St Barbara Shares, instead they will be issued to the Sale Agent and will be sold on your behalf through the Sale Facility.

Signature of Securityholder(s)

This section must be completed.

By ticking the box above and by signing and returning this form, I/we confirm that I/we want to make an Election to receive receive the Scheme Consideration in the form of New St Barbara Shares in accordance with the Election ticked above.

Individual or Securityholder 1

**Sole Director and Sole Company
Secretary/Sole Director (cross out titles as
applicable)**

Contact
Name _____

Securityholder 2

Director

Contact
Daytime
Telephone _____

Securityholder 3

**Director/Company Secretary
(cross out titles as applicable)**

Date ____ / ____ / ____

Email
Address _____

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited ("CIS") for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. We may also use your personal information to send you marketing material approved by Bardoc Gold Limited. You may elect not to receive marketing material by contacting CIS using the details provided on the front of this form or by emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to Bardoc Gold Limited or to third parties upon direction by Bardoc Gold Limited where related to the administration of your securityholding or as otherwise required or permitted by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.



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