

19 SEPTEMBER 2018

ASX RELEASE

UPDATE ON MERGER OF EXCELSIOR AND SPITFIRE

**EXCELSIOR SHAREHOLDERS VOTE IN FAVOUR OF SCHEME
PAVING WAY FOR MERGER IMPLEMENTATION TO PROCEED**

TRANSACTION TO CREATE LEADING ASX-LISTED GOLD DEVELOPER ON TRACK FOR COMPLETION

- **Excelsior shareholders today approved the proposed Scheme of Arrangement with Spitfire.**
- **Federal Court of Australia approval to be sought at the second court hearing on Friday, 21 September 2018.**
- **Implementation of Scheme scheduled for 3 October 2018.**

Excelsior Gold Limited (“Excelsior”) (ASX: EXG) and Spitfire Materials Limited (“Spitfire”) (ASX: SPI) are pleased to announce that the proposed scheme of arrangement (“Scheme”), under which all of the ordinary shares in Excelsior will be acquired by Spitfire, has been approved by the requisite majorities of Excelsior’s shareholders at today’s Scheme meeting.

Details of the proxy votes and votes cast on the Scheme resolution by Excelsior’s shareholders are set out in Annexure A to this announcement.

The Scheme remains subject to the approval of the Federal Court of Australia (“Court”) and to certain other conditions, as specified in the Scheme Booklet that was dispatched by Excelsior on Friday, 17 August 2018 (“Scheme Booklet”).

Excelsior will attend the Court at 10.15am (Perth time) on Friday, 21 September 2018, to request that the Court approve the Scheme. If the Court’s approval is given, it is expected that the Scheme will be implemented on Wednesday, 3 October 2018.

If the Scheme is implemented, eligible Excelsior shareholders will receive 1 new Spitfire share for every 2.208 Excelsior shares they hold as at 5pm (Perth time) on the Record Date, which is proposed to be on Wednesday, 26 September 2018.

If the Scheme is approved by the Court and all other Scheme conditions satisfied, the following timetable is expected to apply:

Event	Date
Effective Date of the Scheme	21 September 2018
Last date of trading of Excelsior Shares on ASX	21 September 2018
New Spitfire Shares to commence trading on ASX on a deferred settlement basis	24 September 2018
Record Date for determining entitlements to the Scheme Consideration	5pm (Perth time) on 26 September 2018
Implementation Date for the Scheme and issue of the Scheme Consideration	3 October 2018
Dispatch of holding statements for Scheme Consideration	4 October 2018
New Spitfire Shares begin trading on ASX on a normal settlement basis	4 October 2018
Termination of official quotation of Excelsior Shares on ASX	5pm (Perth time) on 5 October 2018 (or as otherwise determined by ASX)

The merger of Excelsior and Spitfire will create a leading ASX-listed gold company with a diversified portfolio of exploration and development assets and a clear pathway to production in the highly prospective North Kalgoorlie region of Western Australia.

The merger will also allow the two companies to realise the strong synergies that exist between their neighbouring North Kalgoorlie gold projects, located 35-70km north of Kalgoorlie in Western Australia along the highly prospective Bardoc Tectonic Zone within an almost contiguous land-holding of ~200km².

The merged entity will have a combined Indicated and Inferred Mineral Resource inventory of over 2.1Moz (refer to the ASX announcement dated 25 June 2018 and the Scheme Booklet dated 13 August 2018), providing the critical mass required to accelerate development plans with the aim of becoming a recognised mid-tier gold producer.

Full particulars in respect of the implementation of the Scheme are set out in the Scheme Booklet. Copies of the Scheme Booklet are accessible from www.asx.com.au.

Excelsior will make further announcements in relation to the Scheme over the coming days, including confirmation of the Scheme implementation timetable once the Scheme has been approved by the Court.

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This announcement contains forward looking statements. Forward looking statements are often, but not always, identified by the use of words such as "seek", "target", "anticipate", "forecast", "believe", "plan", "estimate", "expect" and "intend" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions.

The forward looking statements in this announcement are based on current expectations, estimates, forecasts and projections about Spitfire and Excelsior and the industry in which they operate. They do, however, relate to future matters and are subject to various inherent risks and uncertainties. Actual events or results may differ materially from the events or results expressed or implied by any forward looking statements. The past performance of Spitfire and Excelsior is no guarantee of future performance.

None of Spitfire, Excelsior or any of their directors, officers, employees, agents or contractors makes any representation or warranty (either express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any events or results expressed or implied in any forward looking statement, except to the extent required by law.

You are cautioned not to place undue reliance on any forward looking statement. The forward looking statements in this announcement reflect views held only as at the date of this announcement.

ANNEXURE A
RESULTS OF SCHEME MEETING

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the Corporations Act, Excelsior is pleased to announce that, at the Scheme Meeting held at 11.00am (Perth time) on 19 September 2018, the following resolution in the Notice of Scheme Meeting was passed:

“That pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed between Excelsior and Excelsior Shareholders, as contained in and more particularly described in the document of which the notice convening this meeting forms part, is approved (with or without modification as approved by the Federal Court of Australia).”

Voting at the Scheme Meeting was conducted by a poll and the resolution was passed by both a majority in number of shareholders present and voting and by at least 75% of the votes cast on the resolution as required by section 411(4)(a)(ii) of the Corporations Act.

Proxies	
Total number of proxy votes exercisable by all proxies validly appointed	567,693,016
Total number of proxy votes in respect of which the appointments specified that the proxy is to:	
VOTE FOR THE RESOLUTION	563,167,338
VOTE AT THE PROXY'S DISCRETION	2,324,118
VOTE AGAINST THE RESOLUTION	2,010,560
ABSTAIN ON THE RESOLUTION	191,000
Voting	
The total number of votes cast in the poll:	
FOR THE RESOLUTION	565,491,456 (99.65%)
AGAINST THE RESOLUTION	2,010,560 (0.35%)
ABSTAINING ON THE RESOLUTION	191,000
Attendance (in person, or by proxy, attorney or corporate representative)	
Total number of shareholders present and voting at the Share Scheme Meeting	216
Total number of shareholders present at the Share Scheme Meeting who voted for the resolution	211 (97.69%)
Total number of shareholders present at the Share Scheme Meeting who voted against the resolution	5 (2.31%)