ST BARBARA MINES LIMITED

ACN 009 165 066

ASX SHAREHOLDERS REPORT

Enquiries regarding this report may be directed to:

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Paddys Flat Acquisition - Completion and Financing

Settlement for the purchase of the Paddys Flat project was completed on 31 January 2003 pursuant to terms of an amended agreement with Barrick Gold Australia Limited.

A placement of fifteen million shares in the capital of the Company for gross proceeds of $1.65 million was made to institutional clients of London broker, Insinger Townsley, to complete the settlement.

With the acquisition completed, low grade stockpiles from Paddys Flat will be incorporated into the Meekatharra Gold Operations treatment plant schedule immediately upon receipt of planning approvals. Development planning for the high grade Vivians and Consols deposits via a decline from Prohibition open pit is at an advanced stage.

Stephen W. Miller
Executive Chairman

4 February 2003

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

St Barbara Mines Limited

ABN

36 009 165 066

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	Ordinary Fully Paid
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	15,000,000
3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Fully paid ordinary shares

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes
5	Issue price or consideration	$0.11
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Acquisition of Paddy's Flat area of interest
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	3 February 2003

		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the securities in clause 2 if applicable)	379,952,803 44,329,772	Fully paid ordinary shares Listed Options Expiry 29 Feb 2004 Exercise price $0.30 each

+ See chapter 19 for defined terms.

9 Number and +class of all +securities not quoted on ASX (*including* the securities in clause 2 if applicable)

Number	+Class
	Unlisted Options
250,000	02/03/2004 – 0.25
250,000	02/03/2004 – 0.35
5,000,000	23/12/2004 – 0.25
5,000,000	23/12/2004 – 0.35
5,000,000	23/12/2004 – 0.45
10,000,000	31/12/2004 – 0.40
500,000	31/12/2004 – 0.40
157,938	07/02/2005 – 0.2125
373,893	05/03/2005 – 0.2125
449,638	02/04/2005 – 0.2125
6,525,000	26/04/2007 – 0.35
470,589	20/05/2005 – 0.2125
36,118	20/05/2005 – 0.2086
499,597	03/06/2005 – 0.2125
50,894	03/06/2005 – 0.2086
88,680	03/06/2005 – 0.2124
483,482	15/07/2005 – 0.2125
49,252	15/07/2005 – 0.2086
241,854	15/07/2005 – 0.2124
499,597	13/08/2005 – 0.2125
50,894	13/08/2005 – 0.2086
249,917	13/08/2005 – 0.2124
499,597	13/09/2005 – 0.2125
50,894	13/09/2005 – 0.2086
249,917	13/09/2005 – 0.2124
483,482	15/10/2005 – 0.2125
49,252	15/10/2005 – 0.2086
241,854	15/10/2005 – 0.2124
1,482,677	7/7/2006 – 0.2125
151,040	7/7/2006 – 0.2086
741,686	7/7/2006 – 0.2124
3,177,890	7/7/2006 – 0.1138
1,775,000	8/7/2006 – 0.35
45,130,634	

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	-

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	N/A
12 Is the issue renounceable or non-renounceable?	N/A
13 Ratio in which the +securities will be offered	N/A
14 +Class of +securities to which the offer relates	N/A
15 +Record date to determine entitlements	N/A
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A

+ See chapter 19 for defined terms.

17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A

30	How do +security holders sell their entitlements *in full* through a broker?	N/A
31	How do +security holders sell *part* of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(*tick one*)

(a) ✓ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought	N/A
39	Class of +securities for which quotation is sought	N/A
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	N/A
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)	N/A

		Number	+Class
42	Number and +class of all +securities quoted on ASX (*including* the securities in clause 38)	N/A	

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

- There is no reason why those +securities should not be granted +quotation.

- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

  Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.

- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: .... Date: ..3 February 2003...
(Director/Company secretary)

Print name: .....Alan D. Rule............................

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