



Tuesday, 29 June 2004

ST BARBARA MINES LIMITED 02: PANEL RECEIVES APPLICATION

The Panel has received an application from Strata Mining Corporation Limited (**Strata**) dated 29 June 2004 alleging unacceptable circumstances in relation to the affairs of St Barbara Mines Limited (**St Barbara**).

Strata alleges that the following circumstances, among others, constitute unacceptable circumstances:

- following a general meeting of members of St Barbara on 25 November 2003, the allotment and issue on 28 November 2003 by St Barbara of 95,684,932 fully paid ordinary shares to Resource Capital Fund II LP (**RCF**), thereby increasing RCF's interest in St Barbara from 7.68% to 22.6%;
- RCF exercising its powers under section 249D of the *Corporations Act 2001* (Cth) on or about 24 May 2004 by serving a notice requiring St Barbara to call a general meeting to vote on resolutions to remove various directors and replace them with RCF nominees; and
- prior to the general meeting on 25 November 2003, RCF not notifying the board of directors or shareholders of St Barbara that it would seek to use its position as an increased shareholder in St Barbara to seek to obtain control over the management of St Barbara.

Strata has sought a declaration of unacceptable circumstances and a final order that at the general meeting of St Barbara to be held on 20 July 2004 (as requisitioned by RCF), RCF be prohibited and estopped from exercising the voting rights of the 95,684,932 shares in respect of various resolutions to be proposed at the general meeting, and that in respect of these resolutions, RCF's holding be taken to be as it was prior to the allotment and issue of the 95,684,932 shares.

The Panel has not yet sought the views of Strata or other persons potentially involved in the application and has therefore formed no views on the application.

The President of the Panel is appointing a sitting Panel to consider the application.

George Durbridge
Director, Takeovers Panel
Level 47, 80 Collins Street
Melbourne, VIC 3000
Ph: +61 3 9655 3553
george.durbridge@takeovers.gov.au