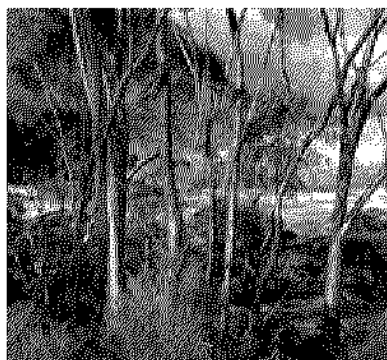
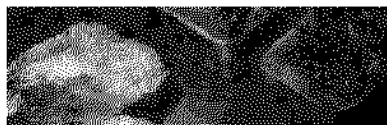


St Barbara



Notice of Extraordinary General Meeting

An Extraordinary General Meeting of the Company is being convened for Tuesday 26 June 2007 at 10:00am(AEST) at The Westin, 205 Collins Street Melbourne Victoria, to consider the ratification of the A\$100 million Convertible Note issue announced on 15 May 2007.

Copies of the Notice of Extraordinary General Meeting and Proxy Form are attached.

Ross Kennedy
Company Secretary

29 May 2007

St Barbara Limited
ACN 009 165 066

Level 21, 90 Collins Street, Melbourne Vic 3000
Telephone +61 3 8660 1900
Facsimile +61 3 8660 1999
Email melbourne@stbarbara.com.au
Website www.stbarbara.com.au



St Barbara Limited
ABN 36 009 165 066

Notice of Extraordinary General Meeting

Meeting Documentation including:

- Notice of Extraordinary General Meeting
- Explanatory Memorandum
- Annexure
- Proxy Form

The Directors recommend that you vote in favour of the resolution to be considered at the Extraordinary General Meeting

Important Notice

This is an important document and requires your careful attention. You should read all of it before deciding whether or not to approve the resolution contained therein. If you do not understand any of it or are not sure what to do, please consult your legal or financial adviser immediately.

If you are unable to attend the Extraordinary General Meeting in person, please complete the enclosed Proxy Form and return it in accordance with the specified instructions.

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Important Notices

Read this document

You should read this document in its entirety carefully before making a decision on how to vote on the resolution contained in the Notice of Extraordinary General Meeting.

Role of ASX

A copy of this document has been lodged with ASX Limited (ASX). ASX and its officers take no responsibility for the contents of this document.

Future statements

Certain statements in this document relate to the future. These statements involve both known and unknown risks and assumptions both specific to St Barbara and its business and also relating to the general economic environment. Accordingly, future performance or events may be materially different to those expressed or implied in those statements.

Defined terms

Certain capitalised terms used in this document are defined in section 5 of the Explanatory Memorandum.

Chairman's Letter

28 May 2007

Dear Shareholder

Extraordinary General Meeting – 26 June 2007

On 15 May 2007, St Barbara announced it had successfully launched a A\$100 million Convertible Note issue. The Convertible Notes are scheduled to be issued on 4 June 2007 to international and Australian institutional and professional investors. J.P. Morgan Securities Ltd acted as Lead Manager in connection with the issue.

Raising these funds, together with a separate \$50 million secured bank debt facility (which is currently being finalised) marks an important milestone for St Barbara and will enable it to complete the development of Gwalia Deeps, expand the Southern Cross Operations and meet corporate requirements. Commercial gold production at Gwalia Deeps is scheduled to commence in the September quarter of 2008.

An Extraordinary Shareholder Meeting has been convened for Tuesday, 26 June 2007 in Melbourne for the purpose of seeking Shareholders' ratification of the issue of the Convertible Notes to enable the Company to issue ordinary shares at a later date upon exercise of all the Convertible Notes and providing the Company with flexibility to issue new securities up to the capital thresholds specified in the ASX Listing Rules.

I therefore urge you to read the Meeting Documentation and vote in favour of the Resolution, which is recommended by the Board for Shareholder approval.

Yours sincerely



Colin Wise
Chairman

What You Should Do

Step 1

Read this Meeting Documentation

This Meeting Documentation sets out the details of the Resolution for Shareholders. This information is important. You should read this document carefully and if necessary seek your own independent advice on any aspects about which you are not certain.

Step 2

Vote on the Resolution

Your vote is important.

Shareholders unable to attend the meeting in person should complete the Proxy Form that accompanies this Meeting Documentation and return it in the reply paid envelope provided, or by facsimile, so as to be received by the Company before Sunday, 24 June 2007 at 10.00am (AEST). Proxy Forms received after this time will be invalid.

For details on how to complete and lodge the Proxy Form, please refer to the instructions on the Proxy Form.

The Board recommends you vote "FOR" the Resolution by completing the enclosed Proxy Form.

Questions

If you have any questions about any matter contained in this Meeting Documentation, please contact the Company Secretary on +61 3 8660 1900.

Key Dates

Deadline for lodgement of Proxy Forms	24 June 2007 at 10.00am (AEST)
Date and time for determining eligibility to vote	24 June 2007 at 10.00pm (AEST)
Date of Extraordinary General Meeting	26 June 2007 at 10.00am (AEST) Executive Room II, The Westin, 205 Collins Street, Melbourne, Victoria

Frequently asked questions

The following is intended to provide a brief overview of the Extraordinary General Meeting and the Convertible Notes recently issued by the Company. It is intended as a summary only. Shareholders should read the Meeting Documentation in full for a detailed explanation of the matters being considered at the Extraordinary General Meeting.

Why has the Company convened an Extraordinary General Meeting?

The Company has convened an Extraordinary General Meeting so that Shareholders can consider a resolution to ratify the recent issue by the Company of Convertible Notes raising A\$100 million.

The Company did not require Shareholder approval in order to issue the Convertible Notes. However, Shareholder ratification of the issue is now being sought for two reasons. First, the Company will be able to issue Shares on all occasions on which a Noteholder exercises rights of conversion in respect of the Convertible Notes. Second, by ratifying the issue, Shareholders will “refresh” the Company’s ability and flexibility to issue new securities up to the 15% capital threshold specified by the Listing Rules.

If Shareholders vote against the ratification of the issue, the Company may be required to satisfy certain conversion requests received from Noteholders by paying cash (ie “cash settle”) instead of issuing Shares. This is because the Company may not have the capacity under the Listing Rules to issue Shares on receipt of certain conversion requests.

What exactly is a Convertible Note?

A Convertible Note in its most simplest form can be characterised as a loan to the Company that may be repaid in cash or by the issue of Shares. The number of Shares into which a Convertible Note will convert is determined by dividing the principal amount of the Convertible Note by its conversion price, subject to certain adjustments. A more detailed description of the Convertible Note terms, including the conversion and redemptions rights and the interest payable, is annexed to the Explanatory Memorandum.

Has the Company given any security over its assets as part of issuing the Convertible Note?

No, the Company has not given any security over its assets. It has, however, as a term of the Convertible Notes, given a negative pledge that so long as any Convertible Note remains outstanding, it will not sell, create or permit the creation of, a security interest over any of the St Barbara group’s assets. The negative pledge contains a number of carve outs or exceptions which will ensure that the Company can give security for the purposes of (amongst other things) securing its obligations under a senior debt facility of up to A\$50 million, performance bonds or guarantees up to \$25 million and finance and capital leases of up to \$20 million. The Company has also given certain other undertakings as part of the Convertible Note terms, details of which are more fully set out in the Explanatory Memorandum.

What is involved should the Company be required to “cash settle” a conversion of Convertible Notes?

As noted above, if Shareholder ratification is not forthcoming, the Company may be required to pay cash to Noteholders (ie “cash settle”) on receipt of a conversion request, but only to the extent it does not have capacity under the Listing Rules to satisfy the request by issuing Shares. If the Convertible Notes were converted at the current conversion price, the Company would be required to issue 137,722,077 Shares. The Company currently only has capacity, without shareholder approval, to issue 116,445,835 Shares. Where the Company is required to cash settle a conversion request, the cash amount payable by the Company will be calculated by reference to the volume weighted average price of the Company’s Shares for the five trading days prior to the date on which the Company informs the Noteholder that it intends to cash settle the conversion.

St Barbara Limited

ABN 36 009 165 066

Notice of Extraordinary General Meeting

Notice is given that an Extraordinary General Meeting of the Company will be held on Tuesday 26 June 2007 at 10.00am (AEST) at Executive Room 11, The Westin, 205 Collins Street, Melbourne, Victoria.

Agenda

Resolution – Ratification of issue of Convertible Notes

To consider, and if thought fit, pass the following as an ordinary resolution for the purposes of Listing Rule 7.4 and for all other purposes:

“That the issue on or about 4 June 2007 of A\$100 million Convertible Notes by the Company to international and Australian institutional and professional investors, the terms of which are summarised in the Explanatory Memorandum accompanying this Notice of Extraordinary General Meeting, be ratified for all purposes including Listing Rule 7.4.”

Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Extraordinary General Meeting.

Entitlement to Vote

1. Snapshot Date

It has been determined that under the Corporations Regulations 7.11.37, for the purposes of the Extraordinary General Meeting, Shares will be taken to be held by the persons who are the registered holders at 24 June 2007 at 10pm (AEST). Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

2. Voting Exclusion

The Company will disregard any votes cast on the Resolution by:

- any person who participated in the issue of the Convertible Notes; and
- any associates of such person.

Notwithstanding this exclusion, the Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Proxies

A Shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the Shareholder. A proxy need not be a Shareholder and can be either an individual or a body corporate. If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act 2001 (Cth); and
- provides satisfactory evidence of the appointment of its corporate representative.

If such evidence is not received, then the body corporate (through its representative) will not be permitted to act as a proxy.

A Shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

A Proxy Form accompanies this Notice and to be effective must be received at St Barbara's share registry at:

St Barbara Limited Share Registry
C/- Computershare Limited
GPO Box 242
Melbourne, Victoria, 3001

OR

by facsimile: (+61 3) 9473 2555

by no later than Sunday, 24 June 2007 at 10.00am (AEST).

By Order of the Board

Dated: 28 May 2007

Ross Kennedy
Company Secretary

St Barbara Limited

ABN 36 009 165 066

Explanatory Memorandum to Shareholders

This Explanatory Memorandum has been prepared to assist Shareholders to understand the business to be put to Shareholders at the forthcoming Extraordinary General Meeting.

1 Introduction

On 14 May 2007, the Company entered into a subscription agreement with J.P. Morgan Securities Ltd (**JP Morgan**) which provides for JP Morgan to subscribe or procure subscriptions for A\$100 million of Convertible Notes.

The funds raised by the issue, together with funds available from a separate senior debt facility being finalised the Company, will be used for the development of Gwalia Deeps, expansion of Southern Cross Operations and general corporate purposes.

The Company is scheduled to issue the Convertible Notes on 4 June 2007 to international and Australian institutional and professional investors and has therefore convened this Extraordinary General Meeting for the purpose of seeking shareholder ratification of the issue.

2 Description of the Convertible Notes

The Convertible Notes carry an entitlement to convert into ordinary shares at an initial conversion price of A\$0.73 each, representing a 30% premium to the volume weighted average price of St Barbara shares on 14 May 2007 of A\$0.56. The conversion price is subject to adjustment in accordance with the terms and conditions of the Convertible Notes.

The Convertible Notes have a five year term and carry a coupon of 8%, payable twice yearly in arrears.

Unless previously redeemed, converted or purchased and cancelled, the Convertible Notes will be redeemed at maturity for their principal amount plus any accrued interest. Holders of the Convertible Notes have the right to request redemption of all or some of the Convertible Notes at their principal amount together with any accrued interest on the third anniversary of the issue. St Barbara also has a right to redeem all of the Convertible Notes at their principal amount together with any accrued interest where the trading price of the Shares exceeds 130% of the conversion price for a defined period.

The Convertible Notes can be converted into Shares from 13 July 2007 up to and including 26 May 2012 (unless previously redeemed). The number of Shares to be issued on conversion is determined by dividing the principal amount of the relevant Convertible Notes by the specified conversion price.

It is a term of the Convertible Notes that, to the extent that the Company does not have authority to issue Shares in satisfaction of a conversion request, the Company must pay the converting Noteholder a cash amount on conversion of the Convertible Notes. The cash amount will be calculated by reference to the volume weighted average price of the Company's Shares for the five trading days prior to the date on which the Company informs the Noteholder that it intends to cash settle the conversion.

If Shareholders do not approve the Resolution, the maximum number of Shares which the Company is able to issue on conversion of the Convertible Notes is currently 116,445,835 Shares, representing approximately 14.18% of the Company's issued capital immediately before the issue (based on the current conversion price of the Convertible Notes).

If Shareholders approve the Resolution, the maximum number of shares which the Company will issue on conversion of the Convertible Notes is 137,722,077 Shares (subject to rounding and based on the current conversion price of the Convertible Notes).

Shareholders should note that it is a term of the Convertible Notes that the Company must not declare or pay or make any distribution or dividend on any of its securities or redeem, purchase, cancel, reduce or otherwise acquire any of its securities until such time as an independent expert confirms that, over a consecutive 90 day period, the Company has produced greater than 62,500 ounces of gold from its mining operations. A failure to comply with this requirement will constitute an event of default. Further details are set out in the summary of the Convertible Note terms and conditions annexed to this Explanatory Memorandum.

3 Approval under the Listing Rules

The Convertible Note issue will not involve the issue of securities in excess of the 15% threshold specified by Listing Rule 7.1, and therefore Shareholder approval was not required to issue the Convertible Notes.

However, Shareholder approval is now sought to ratify the issue of the Convertible Notes under the Resolution to "refresh" the Company's ability and flexibility to issue new securities up to the 15% capital threshold specified by Listing Rule 7.1.

The impact of passing the Resolution is that the issue of the Convertible Notes will be regarded as having been issued with Shareholder approval. Therefore, the Company will not be required to cash settle the conversion of any of the Convertible Notes as it will have capacity to satisfy the conversion by issuing Shares to a converting Noteholder.

The Convertible Notes will be issued in principal amounts of \$100,000 and integral multiples of \$1,000 thereafter, at 100% of their principal amount.

A summary of the terms of the Convertible Notes is attached as an annexure to this Explanatory Memorandum. A full copy of the terms of the Convertible Notes can be obtained from the Company by contacting the Company Secretary on +61 3 8660 1900.

4 Board recommendation

The Board recommends that Shareholders vote in favour of the Resolution to ratify the issue of the Convertible Notes.

In accordance with Listing Rule 7.5.6, the Company will disregard any votes cast by any person who participated in the issue of the Convertible Notes or any of their associates in respect of the Resolution.

5 Definitions

AEST means Australian Eastern Standard Time;

Annexure means the annexure to the Notice of Extraordinary General Meeting;

ASIC means the Australian Securities and Investments Commission;

ASX means the stock exchange operated by ASX Limited ABN 98 008 624 691;

Board means the board of directors of St Barbara;

Convertible Notes means the convertible notes issued by the Company to international and Australian institutions and professional investors on or about 4 June 2007 on the terms set out in the Annexure;

Corporations Act means the Corporations Act 2001 (Cth);

Director means a director of St Barbara;

Explanatory Memorandum means the explanatory memorandum accompanying the Notice of Extraordinary General Meeting contained in this Meeting Documentation;

Extraordinary General Meeting means the extraordinary general meeting of St Barbara to be held on Tuesday 26 June 2007 at 10.00am (AEST) at Executive Room II, The Westin, 205 Collins Street, Melbourne, Victoria to consider and, if thought fit, pass the Resolution;

Listing Rules means the Official Listing Rules of the Australian Stock Exchange Limited;

Meeting Documentation means this document comprising of the Notice of Extraordinary General Meeting, Explanatory Memorandum, Annexure and the Proxy Form;

Noteholder means a holder of Convertible Notes;

Notice of Extraordinary General Meeting means the notice of meeting which is enclosed in the Meeting Documentation;

Proxy Form means the proxy form for the Extraordinary General Meeting contained in this Meeting Documentation;

Resolution means the resolution set out in the Notice of Extraordinary General Meeting;

SGX-ST means the stock exchange operated by Singapore Exchange Securities Trading Limited;

Share means a fully paid ordinary share in the capital of St Barbara;

Shareholder means a holder of St Barbara Shares; and

St Barbara or the **Company** means St Barbara Limited ABN 36 009 165 066.

Annexure – Summary of Convertible Note terms and conditions

Note: This is a summary only of the terms and conditions of the Convertible Notes. A copy of the full terms and conditions can be obtained by contacting St Barbara on +61 3 8660 1900.

Issuer	St Barbara Limited ABN 36 009 165 066 (St Barbara)
Issue	A\$100 million 8% Convertible Notes due 2012
Issue Price	The Convertible Notes have been issued at 100% of their principal amount.
Form and denomination	The Convertible Notes will be in registered form, in the denomination of A\$100,000 or integral multiples of A\$1,000 in excess thereof.
Issue Date	4 June 2007
Negative Pledge	<p>So long as any Convertible Note remains outstanding, St Barbara will not (and will ensure that no member of the Group will) create or permit to subsist any security interest or quasi security interest over any of their respective assets, other than for a "Permitted Security Interest".</p> <p>"Permitted Security Interest" comprise (a) secured obligations in respect of the issue of performance bonds or guarantees in the ordinary course of business where the obligations secured do not exceed A\$25 million, (b) senior ranking secured "Permitted Indebtedness" which does not exceed A\$50 million and (c) any financial or capital lease securing indebtedness which does not exceed \$20 million.</p>
Interest	The Convertible Notes bear interest from the Issue Date at 8 per cent per annum payable semi-annually in arrears on each Interest Payment Date.
Final Maturity	Unless previously redeemed, converted, or purchased and cancelled, the Convertible Notes will be redeemed on 4 June 2012 at 100 per cent of their principal amount.
Redemption at the Option of St Barbara	<p>St Barbara may redeem all, but not some only, of the Convertible Notes on the date specified in the relevant notice of redemption at their principal amount together with accrued interest up to but excluding such date:</p> <ul style="list-style-type: none">• at any time on or after 4 June 2010, if on each of more than 20 dealing days during any period of 30 consecutive dealing days (ending not earlier than fourteen days prior to the giving of the relevant notice of redemption) the closing price for a Share as published by or derived from the Relevant Stock Exchange on such dealing day exceeds 130 per cent. of the Conversion Price (as adjusted) in effect or deemed to be in effect on such dealing day; or• if at any time prior to the date on which the relevant notice of redemption is given Conversion Rights shall have been exercised and/or purchases (and corresponding cancellations) and/or redemptions effected in respect of 90 per cent or more in principal amount of the Convertible Notes originally issued (including any further Convertible Notes consolidated and forming a single series with the Convertible Notes at such date).
Delisting Put Right	A Noteholder will have the right, at the Noteholder's option, to require St Barbara to redeem in whole but not in part that Noteholder's Convertible Notes at their principal amount plus accrued interest upon the Shares ceasing to be listed or admitted to trading on the ASX.
Tax Redemption	St Barbara may redeem all but not some only of the Convertible Notes, at any time, on giving not less than 45 nor more than 60 days' notice to the Noteholders, at their principal amount together with accrued interest up to but excluding the date fixed for redemption in the event of certain changes affecting taxation in respect of payments on the Convertible Notes, subject to the right of Noteholders to elect not to have the Convertible Notes redeemed and thereafter to receive payments of interest on the Convertible Notes subject to withholding or deduction on account of relevant taxation.
Redemption at the option of Noteholders	<p>On 4 June 2010, Noteholders will have the right, at the Noteholder's option, to require St Barbara to redeem all or some of their Convertible Notes at their principal amount plus accrued interest.</p> <p>If St Barbara disposes of any of its Gwalia, Hercules or Marvel Loch assets, the Issuer will, at the option of the Noteholder, redeem some or all of the holders Convertible Notes at 101 per cent. of their principal amount. The Company has retained the right to sell the Tarmoola Gold Mine.</p>

Taxation	All payments of principal, premium, interest and any default interest by St Barbara will be made free from any restriction or condition and be made without deduction or withholding for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of Australia or any authority thereof or therein having power to tax, unless deduction or withholding of such taxes, duties, assessments or governmental charges is compelled by law.
Non-Payment	The Convertible Notes contain a default provisions covering failure to pay principal or interest in respect of the Convertible Notes.
Events of Default	The Convertible Notes contains customary events of default which will permit acceleration of the Convertible Notes. If any event that will permit acceleration occurs, then the Trustee at its discretion may and, if so requested in writing by holders of at least one quarter of the aggregate principal amount of the outstanding Convertible Notes or if so directed by an Extraordinary Resolution of the Noteholders, shall declare the Convertible Notes to be immediately due and repayable at their principal amount together with accrued interest.

CONVERSION

Conversion Right	Subject to the Convertible Note terms (including relating to Mandatory Cash Settlement term), the Noteholders have the right to convert Notes into Shares at any time during the Conversion Period. The number of Shares to be delivered upon conversion shall be determined by dividing the principal amount of the Convertible Note by the Conversion Price in effect on the Conversion Date.
Conversion Period	The period beginning on and including 13 July 2007 and ending on and including the earlier to occur of (a) the close of business on the date falling ten days prior to the Final Maturity Date and (b) if the Convertible Notes shall have been called for redemption before the Final Maturity Date, the close of business on the day which is six days before the date fixed for redemption.
Initial Conversion Price	A\$0.73, subject to adjustment in accordance with the terms.
Mandatory Cash Settlement	It is a term of the Convertible Notes that, to the extent that St Barbara does not have authority to issue Shares in satisfaction of a conversion request, St Barbara must pay the converting Noteholder a cash amount on conversion of the Convertible Notes. The cash amount will be calculated by reference to the volume weighted average price of St Barbara's Shares for the five trading days prior to the date on which St Barbara informs the Noteholder that it intends to "cash settle" the conversion. This term remains applicable until such time as St Barbara obtains the necessary shareholder approval in respect of issuance of the relevant Shares.

ADJUSTMENTS TO THE CONVERSION PRICE

Change of Control	If: <ul style="list-style-type: none"> • an offer is made to all (or as nearly as may be practicable all) Ordinary Shareholders of St Barbara other than the offeror and/or any associate (as defined in section 12 of the Corporations Act 2001 (Cth) (Act)) of the offeror) to acquire the whole or any part of the issued ordinary share capital of St Barbara, or • any person proposes a scheme of arrangement with regard to such acquisition of St Barbara, outside of permitted circumstances, and (such offer or scheme having become or been declared unconditional in all respects and such scheme having been approved by a relevant court) the right to cast more than 50 per cent of the votes which may ordinarily be cast on a poll at a general meeting of St Barbara has or will become unconditionally vested in the offeror and/or such associate(s) or an event occurs which has a like or similar effect, then the Noteholders shall have the right for a period of 60 days to convert their Convertible Notes at a Conversion Price adjusted to take account (a) the Conversion Premium applicable to the Convertible Notes at the Conversion Date and (b) the length of time between the event and the Maturity Date.
Dividends	The Conversion Price will be adjusted in the event of a Dividend or a purchase or redemption or buy back of share capital by or on behalf of St Barbara or any of its Subsidiaries if the weighted average price per Share on any day in respect of such

purchases, redemptions or buy backs exceeds by more than 5 per cent the average of the closing prices of the Shares on the Relevant Stock Exchange on the five dealing days immediately preceding that date or, where an announcement has been made of the intention to purchase shares at some future date, on the five dealing days immediately preceding the date of such announcement.

Other Anti-Dilution Provisions

The Convertible Notes contain other provisions for the adjustment of the Conversion Price in the event of the occurrence of certain dilutive events including, amongst others, share consolidations, share splits, capital distributions, rights issues and bonus issues and issues wholly for cash or no consideration.

MISCELLANEOUS

Undertakings

So long as the Convertible Notes remain outstanding, St Barbara has undertaken not to incur financial indebtedness other than the "Permitted Indebtedness".

"Permitted Indebtedness" includes financial indebtedness arising (a) from the issue of performance bonds or guarantees in the ordinary course of business which when aggregated with financial indebtedness under each other performance bond or guarantee granted by the St Barbara group does not exceed A\$25 million, (b) under a finance or capital lease the aggregate outstanding principal amount when aggregated with financial indebtedness under each other finance or capital lease entered into by the St Barbara group does not exceed A\$20 million, (c) which is expressly provided by its terms to be unsecured and rank subordinated in terms of its payment obligations to St Barbara's payment obligations under the Convertible Notes and (d) any additional senior ranking debt the aggregate outstanding principal amount of which, on a St Barbara group basis, does not exceed A\$50 million.

This restriction will cease on the date St Barbara delivers to the Trustee a certificate from an independent technical expert confirming that St Barbara production over a consecutive 90 day period exceeds 62,5000 ounces of gold (**Production Test Satisfaction Date**).

Until the Production Test Satisfaction Date, St Barbara must not declare or pay or make any distribution or dividend on any of its securities or redeem, purchase, cancel, reduce or otherwise acquire any of its securities. A failure to comply with this requirement will constitute an event of default.

Lock Up

From 14 May 2007 until 120 days after the Closing Date neither St Barbara nor any person acting on its behalf will issue any Shares or securities of the same class as the Convertible Notes or the Shares, enter into any agreement that transfers the economic consequences of the ownership of the Shares or enter into any other agreement which has the same economic effect or agree to do so or announce any intention to do so, without the Lead Manager's prior written consent.

Governing Law

The Convertible Notes, the Trust Deed and the Agency Agreement will be governed by English law.

Listing

Approval in-principle has been received for the listing of the Convertible Notes on the SGX-ST. The Convertible Notes will be traded on the SGX-ST in a minimum board lot size of A\$100,000 for so long as any of the Convertible Notes are listed on the SGX-ST.



All correspondence to:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2555
www.computershare.com

Mark this box with an 'X' if you have made any changes to your address details (see reverse)



000001
000
SBM
MR JOHN SMITH 1
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



I 1234567890 IND

Appointment of Proxy

I/We being a member/s of St Barbara Limited and entitled to attend and vote hereby appoint



the Chairman
of the Meeting
(mark with an 'X')

OR



If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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, as the proxy sees fit) at the Extraordinary General Meeting of St Barbara Limited to be held at Executive Room 11, The Westin, 205 Collins Street, Melbourne on Tuesday 26th June 2007 at 10.00am (Melbourne time) and at any adjournment of that meeting.

Voting directions to your proxy - please mark  to indicate your directions

Item 1 Ratification of issue of Convertible Notes

For Against Abstain*

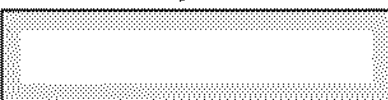
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The Chairman of the Meeting intends to vote undirected proxies in favour of the above item of business.

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

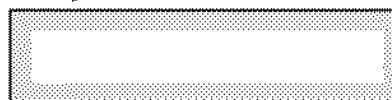
PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1



Sole Director and
Sole Company Secretary

Securityholder 2



Director

Securityholder 3



Director/Company Secretary

In addition to signing the Proxy Form in the above box(es) please provide the information below in case we need to contact you.

Contact Name

Contact Daytime Telephone

Date

/ /



How to complete the Proxy Form

1 Your Address

This is your address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the securityholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry or at www.computershare.com.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 10.00am (Melbourne time) on Tuesday 26th June 2007. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

IN PERSON Share Registry - Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067 Australia
BY MAIL Share Registry - Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia
BY FAX 61 3 9473 2555