



**St Barbara**



## Share Purchase Plan

We attach a copy of the Share Purchase Plan and Application Form as distributed to shareholders.

A handwritten signature in blue ink, appearing to read 'Ross Kennedy'.

**Ross Kennedy**

General Manager Corporate Services/Company Secretary

8 November 2007

St Barbara Limited

ACN 009 165 066

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Telephone +61 3 8660 1900

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Email [melbourne@stbarbara.com.au](mailto:melbourne@stbarbara.com.au)

Website [www.stbarbara.com.au](http://www.stbarbara.com.au)



**St Barbara Limited**

ACN 009 165 066

Offer to participate in the  
**ST BARBARA LIMITED SHARE PURCHASE PLAN**



# St Barbara Limited

ABN 36 009 165 066



Dear Shareholder,

The Directors of St Barbara Limited (Company) are pleased to offer you the opportunity to participate in the Company's Share Purchase Plan (SPP), allowing you to increase your investment by purchasing up to \$5,000 of St Barbara Limited shares free of brokerage and transaction costs.

This offer to Eligible Shareholders follows the successful completion last week of the institutional placement (Placement) of 120.5 million ordinary shares, representing 14.4% of shares on issue. The Placement raised approximately A\$76 million at a final price of 63 cents per share (the Placement Price), which represented a 6.0% discount to the last closing share price immediately prior to the Placement.

The additional capital raised, both from the institutional placement and the SPP, will be used for:

- further exploration and development studies at Tower Hill;
- continuing expansion of Southern Cross Operations;
- completion of development of the Gwalia gold mine;
- acceleration of exploration activities to increase reserves;
- deferral of a planned bank debt facility; and
- additional working capital.

## The Offer

The SPP provides Eligible Shareholders with an opportunity to buy a parcel of new shares in the Company valued at A\$3,000, A\$4,000 or A\$5,000, without brokerage or other transaction costs. The offer is limited to no more than A\$5,000 of shares for regulatory reasons.

The price at which the new shares will be issued will be the lesser of:

- \$0.63 (which was the Placement Price); and
- a 2.5% discount to the volume weighted average market price of St Barbara shares calculated over the 5 business days following the conclusion of this offer.

The main features of the SPP are outlined in this booklet, together with some frequently asked questions and the terms and conditions of the SPP. Please take time to read these in their entirety and if you are unsure about any aspect, seek your own financial advice in relation to the offer, if needed.

The SPP opens on Thursday 8 November 2007 and will close at 5.00 pm (Melbourne time) on Thursday 29 November 2007.

The Company will announce the issue price to the ASX as soon as it is calculated and you will be informed how many new shares have been issued to you. The shares issued under the SPP will rank equally in every respect with existing fully paid ordinary shares in St Barbara and will be listed on the ASX.

Participation in the SPP is entirely voluntary. The offer is non-renounceable and this invitation cannot be sold or transferred. If you do not wish to participate in the SPP, you need not take any further action.

If you decide to apply for a parcel of shares under the SPP, please follow the instructions on the enclosed application form.

We are excited about the Company's exploration activities and growth prospects. On behalf of the Board of the Company I invite you to consider this opportunity to increase your investment in our Company.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Colin Wise', is written over a thin horizontal line. The signature is fluid and cursive.

Colin Wise  
Chairman

1 November 2007



## Key Dates<sup>\*</sup>

Date 2007	Event	Details
Friday 2 November, 7:00pm (Melbourne time)	Record Date	Eligible Shareholders are determined
Thursday 8 November	Opening Date	Share Purchase Plan opens
Thursday 29 November, 5:00pm (Melbourne time)	Closing Date	Share Purchase Plan closes  Applications must be received by 5:00pm (Melbourne time); applications received after this time will not be accepted
Friday 30 November – Thursday 6 December	VWAP** Pricing Period	The average stock price over this period is calculated to help set the Share Purchase Plan price
Monday 10 December	Allotment date	New shares allotted  Transaction confirmation sent to shareholders
Tuesday 11 December	Trading Date	Commencement of trading for new shares

*\* The Company has the discretion to alter Key Dates. All times are Melbourne, Australia time*

*\*\* Volume Weighted Average Price*

# Questions & Answers

## What is a Share Purchase Plan (SPP)?

The SPP is a very convenient way for Eligible Shareholders to purchase additional fully paid ordinary shares (Shares) in St Barbara Limited (Company) without brokerage and other transaction costs. All Shares issued under the SPP will rank equally with your existing Shares and will carry the same voting rights and other entitlements.

## How much can I invest?

The amount you may invest under this Share Purchase Plan (SPP) is limited. You may only apply for a parcel of Shares with a value of A\$3,000, A\$4,000 or A\$5,000.

## I have several holdings, can I purchase a parcel of A\$5,000 for each holding?

No. If you receive more than one offer from the Company, or if you hold Shares in more than one capacity (for example, because you are both a sole and joint holder of Shares or because you hold more than one shareholding under separate Share accounts), the maximum you may apply to invest under the SPP in aggregate is A\$5,000. This is because the maximum amount that can be raised by law under a share purchase plan from each Eligible Shareholder in any 12 month period is A\$5,000. By applying for Shares under the SPP, you certify that you have not exceeded this limit.

The Company reserves the right to reject any application for new Shares where it believes this requirement has not been complied with.

## What is the issue price of the Shares?

The issue price of Shares under the SPP will be the lesser of:

- \$0.63 (the Placement Price); and
- a 2.5% discount to the average trading price of Shares calculated over the 5 business days following the conclusion of this offer (namely, Friday 30 November 2007 – Thursday 6 December 2007).

The market price of the Shares may rise or fall between the date of this offer and the date when

the Shares are allotted under the SPP. Hence, on the SPP allotment date, the market price of the Shares you receive may be more or less than the price you pay for the Shares. The current Share price can be obtained from ASX at [www.asx.com.au](http://www.asx.com.au) and is listed in the major Australian financial newspapers or the business section of some daily newspapers.

## Do I need to have a minimum number of Shares to participate in this offer?

No, if you are an Eligible Shareholder you can still participate in the SPP irrespective of the number of Shares you currently hold in the Company. The SPP is a convenient way for you to top up your current investment in the Company without any brokerage or other transaction costs.

## How many Shares will I receive?

Because the Shares are being issued at a fixed issue price (described above), the parcel of Shares will be rounded up to the nearest whole number of Shares

Number of Shares to be issued =  
$$\frac{\text{Amount (i.e. A\$3,000, A\$4,000 or A\$5,000)}}{\text{Issue Price}}$$

## Who is an Eligible Shareholder under this offer?

You are an Eligible Shareholder who may apply for Shares under this offer only if you are a person or entity that is a registered holder of Shares at 7:00 pm (Melbourne time) on Friday 2 November 2007 and you have a registered address in Australia or New Zealand.

If a trustee or nominee holds Shares on your behalf, you will not be an Eligible Shareholder and may not apply for Shares under the SPP unless the trustee or nominee is expressly noted on the Company's share register as holding Shares on your account.

If you are a trustee or nominee holding Shares for more than one beneficiary, then you may apply for up to A\$5,000 of Shares on behalf of each beneficiary for whom you are expressly noted as holding Shares in the Company's Share Register.

If you are resident in the United States or you are a

'US Person' ('US Person') (as defined in Regulation S under the Securities Act of 1933, as amended) ('US Securities Act') or acting for the account or benefit of a US Person, you will not be an Eligible Shareholder.

The table below sets out the eligibility criteria (assuming in each case that the relevant registered holder is a registered holder of Shares at 7:00pm (Melbourne time) on Friday 2 November 2007 and has a registered address in Australia or New Zealand).

### Can I transfer my offer to a third party?

No. The offer is non-renounceable, meaning you cannot transfer your right to acquire Shares under the SPP to anyone else.

### What is the Allotment Date?

The date of allotment of the Shares under the SPP is currently expected to be Monday 10 December 2007.

### What rights will the Shares carry?

The Shares to be issued under the SPP will be fully paid ordinary shares and rank equally with all other Shares on issue. The Company will apply for the Shares to be immediately listed on the ASX.

### How do I apply for Shares under the SPP?

- It's easy – simply follow the steps in the step-by-step instructions on the back of the enclosed Application Form.

TYPE OF HOLDER	ELIGIBLE SHAREHOLDER?
Individual	Yes
Joint holders	Yes
<b>Company</b> (including trustee/nominee holders who hold Shares as principal)	Yes
Nominee/trustee company that does not hold Shares as principal	Yes
<b>Beneficial Holder</b> who is expressly noted on the Company's Share register (by name or account number)*	Yes
<b>Beneficial Holder</b> who is <u>not</u> expressly noted on the Company's Share register (by name or account number)**	No

\* For example, the registered holder is "ABC Pty Limited as trustee for John Smith" or "ABC Pty Limited Trust Account 1". If a trustee or nominee is expressly registered as holding Shares on account for joint beneficiaries (for example, "ABC Pty Limited for John Smith and Jane Smith"), the level of participation for the joint beneficiaries will be capped at the level of participation for registered joint holders.

\*\* For example, the registered holder is "ABC Nominees Pty Limited" and the share register does not expressly note that the Shares are held on account for that person.

For example, John Smith has an interest in four separately registered shareholdings:

- John Smith
- John Smith and Jane Smith
- The Smith Family Trust
- Smith Family Superannuation Fund

John Smith can only apply for a maximum of \$5,000 in any one of the above shareholdings. No applications can be made on behalf of the other holdings as John Smith has a common interest in these holdings.

- To participate, you may either make a payment by BPay® or you may complete the Application Form and provide a cheque, bank draft or money order in accordance with the instructions on the Application Form.
- Payments are to be made in Australian dollars in each case.
- Payment by BPay®
  - BPay® users should use the Reference Number shown on the Application Form to identify your shareholding. You do not need to return your Application Form if you pay via BPay®.
  - By submitting payment through BPay® you:
    - (a) irrevocably accept the SPP offer;
    - (b) acknowledge that you have read and understood the Terms and Conditions of the SPP;
    - (c) apply to subscribe for Shares in accordance with the Terms and Conditions of the SPP; and
    - (d) certify that the aggregate application amount of Shares for which you have applied under the SPP (including through joint and beneficial holdings), even if you received more than one offer under this SPP, does not exceed A\$5,000.
- Payment by cheque, bank draft or money order
  - If you are applying via cheque, bank draft or money order, you should make it payable to 'St Barbara Limited – Share Purchase Plan Trust Account' and send it with an Application Form in the enclosed reply paid envelope to Computershare Investor Services Pty Limited, GPO Box 505, Melbourne VIC 8060, Australia.  
New Zealand shareholders will need to affix the appropriate postage.
- You will not be able to withdraw or revoke your application or BPay® payment once you have sent it in.
- All payments and applications must be received no later than 5.00 pm (Melbourne

time) on Thursday 29 November 2007. Applications received after this time will not be accepted. If the exact amount of money is not tendered with the Application Form, the Company reserves the right to return your application form and payment and not allot any new Shares to you.

### What else should I consider?

You should consider obtaining your own independent financial and taxation advice before making a decision to acquire Shares under the SPP.

## Terms and conditions

### **By accepting this offer to acquire Shares under the SPP, you will be bound by the constitution of St Barbara Limited and these terms and conditions.**

If you apply to participate in the SPP:

- your application, on these terms and conditions, will be irrevocable and unconditional (it cannot be withdrawn);
- you acknowledge that you are an Eligible Shareholder;
- you certify that you have not applied for Shares with an aggregate application price in excess of A\$5,000 under the SPP and any similar arrangements in the 12 months prior to your application, even though you may have received more than one offer under the SPP or received an offer in more than one capacity under the SPP;
- you acknowledge that you are lawfully permitted to accept the offer to acquire Shares under the SPP and participate in the SPP in accordance with the laws applicable in Australia and any other applicable laws in the jurisdiction in which you and/or the beneficial owner of your Shares are situated. In particular, you confirm that you are not resident in the United States or a US Person or acting for the account or benefit of a US Person;

- you accept the risk associated with any refund that may be despatched to you by cheque to your address shown on St Barbara Limited's Share Register (for example where the Company determines your application to be invalid);
- you acknowledge that neither St Barbara Limited nor Computershare Investor Services Pty Limited has provided you with investment advice or financial product advice, and that neither has any obligation to provide this advice, concerning your decision to apply for the purchase of Shares under the SPP; and
- you irrevocably and unconditionally agree to the terms and conditions and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of the SPP.

St Barbara Limited may, in its absolute discretion, accept or reject your application to purchase Shares under the SPP, including (without limitation) if:

- your Application Form is incorrectly completed or incomplete or otherwise determined by St Barbara Limited to be invalid;
- the cheque, bank draft or money order that you enclose with the Application Form is not made out for the exact amount that you have selected on the Application Form;
- payment is not received, or is incomplete or invalid;
- it appears that you are applying to buy more than A\$5,000 (in aggregate) of Shares; or
- St Barbara Limited believes that you are not an Eligible Shareholder (subject to compliance with any applicable Australian Securities and Investments Commission (ASIC) or ASX requirements).

No interest will be paid on any application money returned to you.

St Barbara Limited reserves the right to reject any application for Shares under the SPP that it believes does not comply with the terms and conditions in this booklet. St Barbara Limited may make determinations in its complete discretion, in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason

of the operation of the SPP whether generally or in relation to any participant or application. Any determination by St Barbara Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. St Barbara Limited reserves the right to waive strict compliance with any provisions of the terms and conditions of the SPP, to amend or vary those terms and conditions and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all Eligible Shareholders even where St Barbara Limited does not notify one or more Eligible Shareholders of that event.

The offer of Shares under the SPP is in accordance with the ASIC Class Order CO 02/831 which grants relief from the requirement to prepare a disclosure document for this offer. In New Zealand, the offer of Shares under the SPP is in accordance with the Securities Act (Overseas Companies) Exemption Notice 2002, which grants relief from the requirement to prepare an investment statement or prospectus for this offer.

This document does not constitute an offer of securities for sale in the United States or to or for the account or benefit of US Persons and may not be sent or disseminated in, directly or indirectly, the United States or to any US Persons in any place. St Barbara Limited's Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state of the United States and may not be offered, sold or otherwise transferred in the United States or to any 'US person' except in compliance with the registration requirements of the US Securities Act and any other applicable state securities laws or pursuant to an exemption from the registration requirements of the US Securities Act and applicable state securities laws.

The information set out in the SPP Offer Booklet forms part of these terms and conditions. Capitalised terms have the meaning attributed to them in this SPP Offer booklet.

These terms and conditions are governed by the laws in force in Victoria, Australia and are to be interpreted in accordance with their spirit, intention and purpose.





St Barbara Limited

ABN 36 009 165 066

Computershare

Please return completed form to:
Computershare Investor Services Pty Limited
GPO Box 505 Melbourne
Victoria 8060 Australia
Enquiries (within Australia) 1300 653 935
(outside Australia) 61 3 9415 4356
Facsimile 61 3 9473 2500
web.queries@computershare.com.au
www.computershare.com

Securityholder Reference Number (SRN)

000001

000

SAM

MR JOHN SAMPLE

FLAT 123

SAMPLE STREET

SAMPLE STREET

SAMPLE STREET

SAMPLETOWN VIC 3030



I 1234567890

I N D

Entitlement Number:

Record Date:

2 November 2007

Offer Closes:

Thursday 29 November 2007

SHARE PURCHASE PLAN APPLICATION FORM

IMPORTANT:

This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this form please consult a professional adviser.

Under the terms and conditions of the St Barbara Limited Share Purchase Plan (SPP) St Barbara Limited is offering Eligible Shareholders the opportunity to purchase new shares up to a maximum value of A\$5,000.00 per Eligible Shareholder, subject to a minimum application of A\$3,000.00.

If you do not wish to purchase additional shares under this offer there is no need to take action.

By making your payment, you agree to be bound by the constitution of St Barbara Limited and agree that the submission of this payment constitutes an irrevocable offer to you by St Barbara Limited to subscribe for St Barbara Limited shares on the terms of the SPP. In addition, by submitting this Application Form you certify that the aggregate of the application price paid by you for:

- the shares the subject of this Application Form; and
any other shares and interests in the class applied for by you under the Share Purchase Plan does not exceed \$5,000.00.

METHOD OF ACCEPTANCE

You can apply for shares and make your payment utilising one of the payment options detailed overleaf.

St Barbara Limited may make determinations in any manner it thinks fit in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application. Any determinations by St Barbara Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. St Barbara Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all Eligible Shareholders even where St Barbara Limited does not notify you of that event.

This offer is non-renounceable - no signature is required
Applications can only be accepted in the name printed on this form

S B M

S P R B

035841\_00008F



Paperclip
cheque(s)
here.
Do not
staple.



St Barbara Limited

ABN 36 009 165 066

Please see overleaf for Payment Options



Billers Code: 28928

Ref No: 123412341234123412

I/We wish to purchase St Barbara Limited shares to the value of:

Form with three checkboxes for A\$3,000.00, A\$4,000.00, and A\$5,000.00

Payment Details

Form with fields for Drawer, Cheque number, BSB number, Account number, and Cheque amount

Make your cheque or bank draft payable to "St Barbara Limited - Share Purchase Plan Trust Account"

Contact Details

Please provide your contact details in case we need to speak to you about this Application Form

Name of contact person

Name of contact person input field

Contact person's daytime telephone number

Contact person's daytime telephone number input field

1234567890123456+1234567890-1234+12

# How to accept under the Share Purchase Plan

## Payment Details

You can apply for shares by utilising the payment options detailed below. There is no requirement to return this Application Form if you are paying by electronic means.

By making your payment using either electronic means or by cheque, bank draft or money order, you confirm that you agree to all of the terms and conditions of the Share Purchase Plan as enclosed with this form. Make your cheque, bank draft or money order payable to St Barbara Limited in Australian currency and cross it Not Negotiable. Your cheque or bank draft must be drawn on an Australian branch of a financial institution. Please ensure you submit the correct amount. Incorrect payments may result in your application being rejected. Complete cheque details in the boxes provided.

**If paying by cheque, return the Application Form and cheque, bank draft or money order in the envelope provided.**

**Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your application being rejected. Paperclip (do not staple) your cheque(s) to the Application Form where indicated. Cash will not be accepted. A receipt for payment will not be forwarded.**

## Contact Details

Enter the name of a contact person and telephone number. These details will only be used in the event that the registry has a query regarding this form.

## Lodgement of Application

If you are applying for shares and your payment is being made by BPay, you do not need to return this form. Your payment must be received by no later than 5.00pm (Melbourne time) on Thursday 29 November 2007. It is the responsibility of the applicant to ensure that funds submitted through BPay are received by this time.

If you are paying by cheque, bank draft or money order, your Application Form must be received by Computershare Investor Services Pty Limited (CIS) Melbourne by no later than 5.00pm (Melbourne time) on Thursday 29 November 2007. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. New Zealand holders will need to affix the appropriate postage. Return your Application Form with cheque or money order attached.

Neither CIS nor the Company accepts any responsibility if you lodge the Application Form at any other address or by any other means.

## Privacy Statement

Personal information is collected on this form by CIS, as registrar for securities issuers ("the issuer"), for the purpose of maintaining registers of shareholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or E-mail [privacy@computershare.com.au](mailto:privacy@computershare.com.au)

**If you have any enquiries concerning this form or your entitlement, please contact CIS on 1300 653 935.**

This form may not be used to notify your change of address. For information, please contact CIS on 1300 653 935 or visit [www.computershare.com](http://www.computershare.com) (certificated/issuer sponsored holders only).

**CHES holders must contact their Controlling Participant to notify a change of address**

## Payment Options:



Billers Code: 28928

Ref No: 123412341234123412

Telephone & Internet Banking – BPay

Call your bank, credit union or building society to make this payment from your cheque or savings account. More info: [www.bpay.com.au](http://www.bpay.com.au)



By Mail  
St Barbara Limited  
Computershare Investor  
Services Pty Limited  
GPO Box 505  
Melbourne, Victoria 8060  
AUSTRALIA



Entitlement Number: <xxxxxxxxxx>

SAMPLE CUSTOMER  
SAMPLE STREET  
SAMPLE STREET  
SAMPLE STREET  
SAMPLE STREET  
SAMPLETOWN TAS 7000

