



ALLIED GOLD MINING PLC

Incorporated in England and Wales
Registered Number 7553802

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29 August 2012

ALLIED GOLD MINING PLC ("Allied Gold")

RECOMMENDED ACQUISITION OF ALLIED GOLD BY ST BARBARA LIMITED ("St Barbara")

TIMETABLE UPDATE

In connection with the proposed acquisition of Allied Gold by St Barbara, as set out in the Scheme Circular, the Court Hearing at which the Court will consider whether to sanction the Scheme and confirm the associated Reduction of Capital is scheduled to be held on 30 August 2012.

Since publication of the Scheme Circular, Allied Gold has been discussing the implementation of the transaction timetable across the three different exchanges on which the Company's securities are traded with each of the UK Listing Authority (the "UKLA") and the regulatory authorities governing both the ASX and the TSX.

It is intended that the Scheme Court Order will be filed with the Registrar of Companies on 30 August 2012. However, as part of the settlement requirements of the ASX rules, the Capital Reduction Court Order cannot be filed with the Registrar of Companies before 7 September 2012. On this date, following the filing of the Capital Reduction Court Order and its registration with the Registrar of Companies, the Scheme will become fully effective and Allied Gold will become a subsidiary of St Barbara.

Update re: suspension of trading

In the light of the above and to avoid an unduly long period of suspension in trading of Allied Gold Shares, application has been made for the listing of Allied Gold Shares on the Official List of the UKLA and admission to trading on the London Stock Exchange's main market for listed securities to be suspended with effect from 7.30 a.m. (London time) on 7 September 2012, instead of 6.00 p.m. on 29 August 2012 as originally set out in the Scheme Circular.

The listing of Allied Gold Shares on the Official List of the UK Listing Authority and admission to trading on the London Stock Exchange's main market for listed securities will be cancelled with effect from 8.00 a.m. (London time) on 10 September 2012.

Dealings in Allied Gold Shares on the TSX will also be suspended before the TSX opens on 7 September 2012. De-listing from the TSX will occur at the end of the trading day in Canada on 7 September 2012.

Dealings in Allied Gold CDIs on the ASX will be suspended from 6.00 p.m. (Australian Eastern Standard Time) on 31 August 2012. This is the position as originally set out in the Scheme Circular and remains unchanged.

A revised timetable for the remaining phase of the transaction is set out in the Appendix to this announcement but other than the changes relating to the suspension of trading on the LSE and the TSX as set out above, the timetable remains unchanged from the position as originally set out in the Scheme Circular.

Other

Terms and expressions in this announcement shall, unless the context otherwise requires, have the same meanings as given to them in the Scheme Circular.

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Further information

This announcement is for information purposes only and does not constitute or form part of an offer or invitation to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Offer or otherwise, nor shall there be any sale, issuance or transfer of the securities in any jurisdiction in contravention of applicable law. The Offer is being made solely by means of the Scheme Document, which contains the full terms and conditions of the Offer. Allied Gold and St Barbara urge Allied Gold Shareholders to read the Scheme Document which has been distributed to Scheme Shareholders (with the exception of certain Excluded Overseas Shareholders), as it contains important information relating to the Offer.

This announcement does not constitute a prospectus or prospectus equivalent document.

This announcement has been prepared for the purpose of complying with English law and the City Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom.

Overseas shareholders

The availability of the Offer to Allied Gold Shareholders who are not resident in the United Kingdom, Australia or the United States or not located in Canada may be affected by the laws of the relevant jurisdictions in which they are located or of which they are resident.

The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law. Persons who are not resident in the United Kingdom, Australia or the United States or not located in Canada or who are subject to other jurisdictions should inform themselves of, and observe, any applicable requirements of their jurisdictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies involved in the Offer disclaim any responsibility or liability for the violation of such restrictions by any person.

Further details in relation to overseas Allied Gold Shareholders are contained in the Scheme Document.

*The Offer relates to the shares in an English company and is proposed to be made by means of a scheme of arrangement provided for under company law of the United Kingdom. The scheme of arrangement will relate to the shares of a UK company that is (a) a 'foreign private issuer' as defined under Rule 3b-4 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") and (b) a "designated foreign issuer" under applicable Canadian securities laws. A transaction effected by means of a scheme of arrangement is not subject to the shareholder vote, proxy and tender offer rules under Australian law, Canadian securities law or the Exchange Act. Accordingly, the Offer is subject to the disclosure requirements and practices applicable in the UK to schemes of arrangement, which differ from the disclosure requirements and practices of Australian, Canadian or US shareholder vote, proxy and tender offer rules. Financial information included in the relevant documentation will have been prepared in accordance with accounting standards applicable in the UK that may not be comparable to the financial statements of Australian, Canadian or US companies.*

No securities regulatory authority in any Canadian jurisdiction has (a) approved or disapproved of the Offer; (b) passed upon the merits or fairness of the Offer; or (c) passed upon the adequacy or accuracy of the disclosure in this announcement. Any representation to the contrary is an offence in Canada.

*Any securities to be offered pursuant to the Offer as described in this announcement have not been and will not be registered under the US Securities Act of 1933, as amended (the "**Securities Act**"), or under the securities laws of any state, district or other jurisdiction of the United States, or of Canada, Australia or Japan. Accordingly, such securities may not be offered, sold or delivered, directly or indirectly, in or into such jurisdictions except pursuant to exemptions from applicable requirements of such jurisdictions. The St Barbara Shares to be issued in exchange for Scheme Shares pursuant to the Scheme will be issued in reliance upon exemptions from the prospectus requirements of securities legislation in each province and territory of Canada. Subject to certain disclosure and regulatory requirements and to customary restrictions applicable to distributions of shares that constitute "control distributions", St Barbara Shares issued pursuant to the Scheme may be resold in each province and territory in Canada, however the first trade in such St Barbara Shares will be subject to the standard conditions that no unusual effort has been made to prepare the market or create demand, no extraordinary commission or consideration is paid and, if the selling shareholder is an insider or officer of St Barbara, such shareholder has no reasonable grounds to believe that St Barbara is in default of securities legislation.*

Copies of this announcement and formal documentation relating to the Offer will not be and must not be, mailed or otherwise forwarded, distributed or sent in, into or from any jurisdiction where to do so would violate the laws of that jurisdiction.

Publication on website

A copy of this announcement will be made available, free of charge subject to certain restrictions relating to persons resident in Restricted Jurisdictions, at www.stbarbara.com.au and www.alliedgold.com.au by no later than 12 noon (London time) on the Business Day following the date of this announcement.

Neither the content of the website referred to in this announcement nor the content of any website accessible from hyperlinks on St Barbara or Allied Gold's website (or any other website) is incorporated into, or forms part of, this announcement.

APPENDIX

REVISED EXPECTED TIMETABLE OF PRINCIPAL EVENTS

The following indicative timetable sets out the expected dates for implementation of the Acquisition.

All times are London time unless otherwise stated

Event	Expected time/date
Court Hearing (to sanction the Scheme and to confirm the Reduction of Capital)	30 August 2012
Filing of the Scheme Court Order with the Registrar of Companies	30 August 2012
Last day of trading in Allied Gold CDIs	31 August 2012 ⁽¹⁾
Last day of dealings in, and for registration of transfers of, and disablement in CREST of, Allied Gold Shares	6 September 2012 ⁽¹⁾
Suspension of dealings in Allied Gold Shares on the LSE and the TSX	commencement of trading on 7 September 2012 ⁽¹⁾
Scheme Record Time	10.00 a.m (5.00 p.m. Perth Time) on 7 September 2012 ⁽¹⁾
Last day for lodging Forms of Election (or in the case of CREST holders, submitting electronic election instructions through CREST)	10.00 a.m. (5.00 p.m. Perth Time) on 7 September 2012 ⁽¹⁾
Last day for submitting Letters of Transmittal for the purposes of electing for Canadian Dollars	5.00 a.m. (Toronto Time) on 7 September 2012 ⁽²⁾
Filing of the Capital Reduction Court Order	7 September 2012⁽¹⁾
Expected commencement of trading in St Barbara Consideration Shares on ASX	13 September 2012
Despatch of statements confirming allotment and issue of St Barbara Consideration Shares	by 13 September 2012 ⁽¹⁾
Despatch of cheques or direct payment in respect of the Cash Consideration and settlement through CREST	by 13 September 2012 ⁽¹⁾
Latest date by which Scheme must be implemented	10 October 2012 ⁽³⁾

(1) These dates are indicative only and will depend, among other things, on the date upon which the Court sanctions the Scheme and confirms the Capital Reduction and whether the Conditions are satisfied or waived.

- (2) Any Allied Gold Ordinary shareholder on the Canadian Register who submits a Letter of Transmittal after the Scheme Record Time will, notwithstanding any instructions to the contrary, be deemed not to have made an election to receive (i) the Cash Consideration in Canadian Dollars and (ii) the St Barbara Consideration Shares on a CHESSE Sponsored Holding. Such an Allied Gold Ordinary Shareholder will receive the Cash Consideration in Australian Dollars and the St Barbara Consideration Shares on the issuer sponsored sub-register of St Barbara Shares after they complete and sign the Letter of Transmittal and return it, together with the certificate(s) representing their Allied Gold Shares (if any) and any other required documents and instruments, to Computershare Canada, in accordance with the procedures set out in the Letter of Transmittal.
- (3) The latest date by which the Scheme must be implemented may be extended by agreement between Allied and St Barbara with the prior consent of the Panel and (if required) the approval of the Court.

To the extent any of the above expected dates or times change, Allied Gold will give notice of any such changes and details of the revised dates and/or times to Allied Gold Ordinary Shareholders and Allied Gold CDI Holders by issuing an announcement through a Regulatory Information Service.