



2014 Annual General Meeting and audio webcast

Attached is the Chairman's address and the Managing Director and CEO's presentation to the 2014 Annual General Meeting in Melbourne today.

A live audio webcast of the Annual General Meeting will be available from 11:00 am Australian Eastern Daylight Time (UTC + 11 hours), on St Barbara's website at www.stbarbara.com.au/investors/webcast/ or by [clicking here](#). The audio webcast is 'listen only' and does not enable questions. The audio webcast will subsequently be made available on the website.

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COLIN WISE, CHAIRMAN

ADDRESS TO THE 2014 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ST BARBARA LTD

Ladies and Gentlemen

THE YEAR IN REVIEW

Following the September 2012 merger with Allied Gold, the first complete financial year (ending 30 June 2014) has seen a marked difference in the Company's performance levels at the Leonora Operations in Western Australia compared to those in the Pacific Operations.

At Leonora, production for FY14 was 285,030 ounces of gold, which exceeded the upper end of guidance by 12%, at an all-in sustaining cost of A\$940 per ounce of gold for Gwalia, and A\$1,263 per ounce of gold from King of the Hills. This performance confirmed the Gwalia mine as one of the highest quality underground gold mines in Australia.

Gwalia continues to be the mainstay of St Barbara's corporate performance.

The results of both Pacific operations at Simberi (Papua New Guinea) and Gold Ridge (Solomon Islands) were extremely disappointing, falling well short of the anticipated targets at the time of acquisition. The 2014 Financial Statements reflect significant write-downs of these Pacific assets, amounting to A\$411 million after tax. This followed write-downs of A\$221 million after tax in the 2013 financial year.

In the lead up to the Allied Gold transaction in mid-2012, whilst the gold price was still climbing through US\$1,600 to its historical high of almost US\$1,800 in October 2012, gold companies continued to look for appropriate growth targets. St Barbara had a measured level of confidence about the prospects of future success with Simberi and Gold Ridge.

The subsequent operational malaise with related cash flow difficulties, were certainly not expected.

The Company assessed at the start of FY14 that it had little practical alternative but to continue funding remedial action to try to get both Pacific operations to a break-even cash operating position at the earliest possible time, and then to have them operate profitably.

However, during the year, St Barbara's results and share market performance were impacted by external factors such as continuing volatility in the US dollar gold price, and the related world-wide impact on listed companies in the gold sector.

In addition, the Gold Ridge operation was seriously affected by the unprecedented flash flooding in the Solomon Islands in April this year, followed by an unprecedented immigration ban by the Solomon Islands Government, with mining operations being suspended under a state of force majeure.

At Simberi, a number of operating difficulties led to the operation under-performing.

Since the time of acquiring the Allied Gold assets, the US dollar gold price has fallen approximately 33% from US\$1,780 per ounce in early October 2012 to currently around US\$1,200 per ounce, but this was partially alleviated by the reduced value of the Australian dollar.

Since the time of our last AGM in November 2013, St Barbara's market capitalisation has fallen approximately 70%. By contrast, over the same period the ASX Gold Sector index fell by 9%, and the ASX All Ordinaries index grew by 2%.

It is trite to say that St Barbara's overall corporate performance in the past 12 months has been unsatisfactory. The Company's renewed Board and new Managing Director & CEO remain actively engaged in making significant changes to transform the Company.

Costs have been cut with a substantial reduction in a number of company activities and functions. Overhead expenses have been significantly reduced.

Projecting forward, all corporate and operational strategic options are under active review.

THE CURRENT POSITION & IMMEDIATE OUTLOOK

Gwalia is a high grade and relatively low cost mine which St Barbara has successfully developed and operated in recent years. It is now reliably producing gold to enable annual guidance to be met, and with predictable cash margins. It has 9 years of ore reserves, with considerable mine life extension potential at depth.

The **Leonora Operations** are well managed, and funding has been provided for deep, extensional drilling at Gwalia to facilitate improved long term planning and capital investment decisions for the mine. Drilling has commenced and it is anticipated that the target mineralised zones will be intercepted towards the end of December this year.

On the other hand, **Simberi** has taken much longer than expected to lift performance to a satisfactory level. In recent months, mining rates have increased with the introduction of more modern trucks to the mine haulage fleet, with significant capital having been invested in the new SAG mill processing plant extension. Additional modest capex is being incurred this month on lifting the milling capacity to reliably achieve the required rates, and also, on commissioning the new tailings disposal infrastructure.

Results in the past few months suggest that the Simberi Operations can now be turned around to become a net cash generating asset for St Barbara by the end of this financial year, assuming there are no more adverse operational incidents and the US dollar gold price does not fall further.

Targeted Simberi gold production remains at the annualised run-rate of 100,000 ounces which is expected to be achieved towards the end of the current financial year.

The turnaround at Simberi remains a continuing management focus and, with capital on current operations largely already invested, the aim will be to increase production and lower unit costs through enhanced management and maintenance practices. Simberi continues to have the potential to be a long term, cash generating gold operation.

The Company is continuing focused exploration on near mine targets at Simberi, and to maintain our exploration licence which covers the nearby prospective islands of Tatau and Big Tabar.

The **Gold Ridge** operation was temporarily suspended in April this year due to torrential rains and subsequent flooding. Expatriate staff returned to site in June following lifting of the Government's immigration ban, and performed site stabilization work from June until mid-August, when most staff were withdrawn from site due to security and safety concerns. Some local personnel currently remain on site, to provide camp accommodation for the Royal Solomon Islands Police Force personnel who are providing site security. The operation remains suspended with force majeure conditions continuing.

The cost structure of the operation has been substantially reduced in recent months to suit the current scale of activities. These activities are focused on working with the Solomon Islands Government to establish and then implement an agreed plan to reduce current water levels in the tailings storage facility, while negotiating to transfer the Gold Ridge assets to the Government. We hope to achieve this early in the term of the new Solomon Islands Government, following the elections last week.

Efforts to further reduce costs at all levels within the Company are continuing. FY15 budgeted exploration expenditure has more than halved to A\$8 million, down from A\$22 million in the previous year. Corporate costs and activities will continue to be closely monitored and further reduced where it is prudent to do so. Strict controls are in place for cash management to ensure that the Company operates within its available resources.

To help mitigate the gold price risk while the turnaround continues, approximately 60% of remaining forecast gold production through to June 2015 has price protection in place at A\$1,415 per ounce.

St Barbara continues to be one of the larger ASX mid-tier gold company producers with a production guidance for the current FY15 in the range of 310,000 to 350,000 ounces of gold. The Company has a substantial mineral inventory of more than 5 million ounces of ore reserves, and a mineral resource exceeding 13 million ounces.

A measured transformation is taking place at all levels of the Company, with a focus on cash generation and returns on investment at the centre of key decision-making. Bob Vassie, as the newly appointed Managing Director & CEO, has a clear brief from the Board to bring about changes to ensure that the Company is a strong generator of profit and cash at an early date.

BOARD COMPOSITION

As recently announced, St Barbara's Board has undergone a structured renewal process in the past financial year with three of its five Non-Executive Directors (Robert Rae, Phil Lockyer and Betsy Donaghey) retiring, Ines Scotland and Tim Netscher appointed as replacements, and Bob Vassie succeeding Tim Lehany as Managing Director & Chief Executive Officer. I take the opportunity to again thank the retiring Directors for their years of loyal service, dedication and hard work and wish them all well in their future endeavours.

As part of this renewal process Doug Bailey and I, as the senior Directors, will remain on the Board for continuity purposes until the Board is satisfied that the recent and new Board appointees are in a position to allow us to retire, which is planned to occur before the end of the current 2015 financial year. Searches for replacement Non-Executive Directors will commence in early 2015.

This AGM is therefore my last since becoming Chairman of St Barbara in mid-2004 at a time when the Company was largely moribund. It has been a long and at times, difficult journey, punctuated by enormous pride in the milestones achieved, especially with the additional 7 years of production from the Southern Cross operations and restarting, developing and successfully operating the Gwalia mine at Leonora. When the time arrives for me to leave, I will do so with some regret. St Barbara has been a significant part of my professional life these past 10 years.

OVERVIEW

The past 12 months have been difficult for all Company personnel. This has called for hard work and a dedicated commitment from all concerned. On behalf of the Board I want to acknowledge this effort and commitment, and thank all personnel involved.

The year has also required the commitment of many of our major shareholders, to support the new Managing Director and CEO, and the Company's efforts to restore results to previous levels. This support, especially since the start of the current financial year, has been greatly appreciated, with continued strong production levels at Leonora and a solid path now opening up through optimal performance at Simberi.

A key focus in the next 12 months will be to reduce the Company's debt to more manageable levels.

2014 Annual General Meeting Managing Director & CEO Presentation



This presentation has been prepared by St Barbara Limited (“Company”). The material contained in this presentation is for information purposes only. This presentation is not an offer or invitation for subscription or purchase of, or a recommendation in relation to, securities in the Company and neither this presentation nor anything contained in it shall form the basis of any contract or commitment.

This presentation may contain forward-looking statements that are subject to risk factors associated with exploring for, developing, mining, processing and sale of gold. Forward-looking statements include those containing such words as anticipate, estimates, forecasts, should, will, expects, plans or similar expressions. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, and which could cause actual results or trends to differ materially from those expressed in this presentation. Actual results may vary from the information in this presentation. The Company does not make, and this presentation should not be relied upon as, any representation or warranty as to the accuracy, or reasonableness, of such statements or assumptions. Investors are cautioned not to place undue reliance on such statements.

This presentation has been prepared by the Company based on information available to it, including information from third parties, and has not been independently verified. No representation or warranty, express or implied, is made as to the fairness, accuracy or completeness of the information or opinions contained in this presentation.

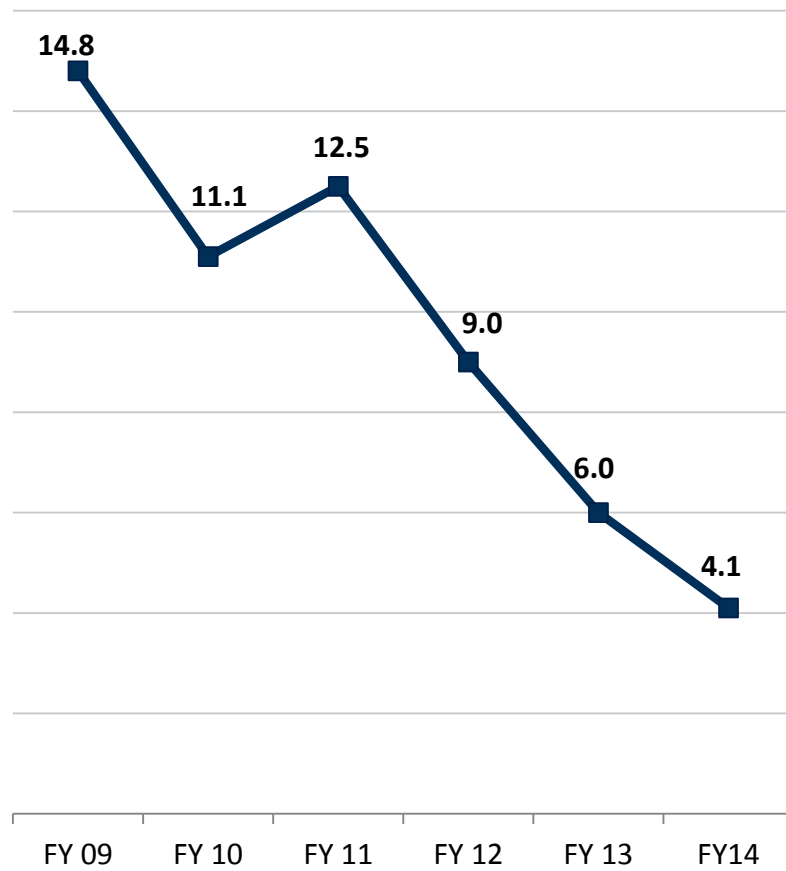
The Company estimates its reserves and resources in accordance with the Australasian Code for Reporting of Identified Mineral Resources and Ore Reserves 2012 Edition (“JORC Code”), which governs such disclosures by companies listed on the Australian Securities Exchange.

Financial figures are in Australian dollars unless otherwise noted.

Financial year is 1 July to 30 June.

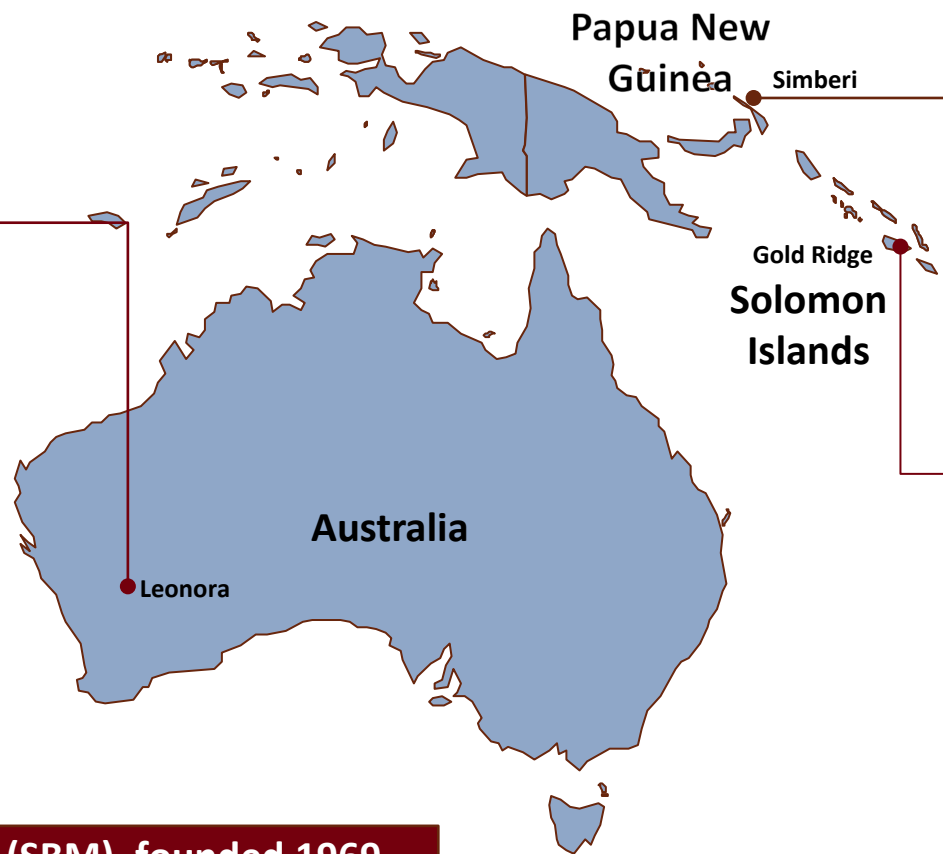
- > Safety
- > Overview of Operations
- > Rebuilding St Barbara
- > Exploration
- > Gender Diversity
- > Conclusion

Total Recordable Injury Frequency Rate¹



Improving safety performance

- > FY14 TRIFR¹ of 4.1 at June 2014 is a significant improvement on 6.0 at June 2013
- > It is an outstanding result for a combination of underground and open pit operations in multiple jurisdictions
- > TRIFR includes Pacific Operations from September 2012



Leonora

- > Two underground mines:
 - > Gwalia Mine
FY15F production: 180 - 200 koz, estimated mine life 9+ years based on reserves¹
 - > King of the Hills Mine
FY15F production: 60 - 70 koz

Simberi

- > Low strip ratio open pit mine
- > Target annualised production 100 koz
- > Near mine targets for exploration

Gold Ridge

- > Operation suspended April 2014
- > Negotiating transfer to Solomon Islands Government

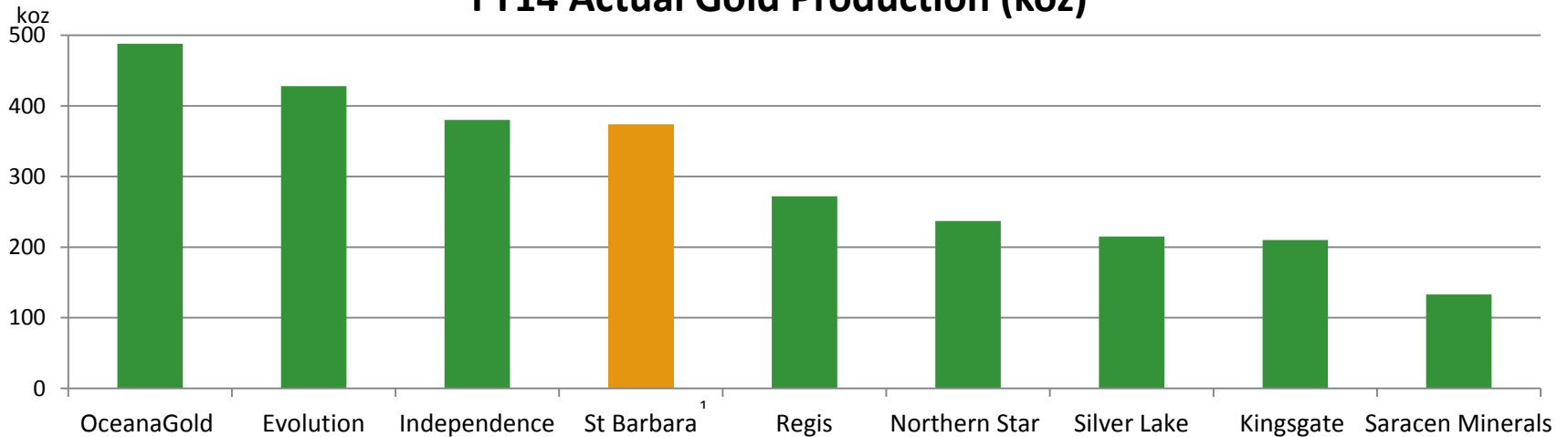
ASX listed Company (SBM), founded 1969

| | |
|----------------------------------|-----------------------|
| > FY14 gold production | 374 koz |
| > Ore Reserves 30 June 2014 | 5.2 Moz ¹ |
| > Mineral Resources 30 June 2014 | 13.2 Moz ¹ |
| > Shares on issue | 494 M |
| > Market Cap ² | A\$43 M |
| > ADR OTC code | STBMY |

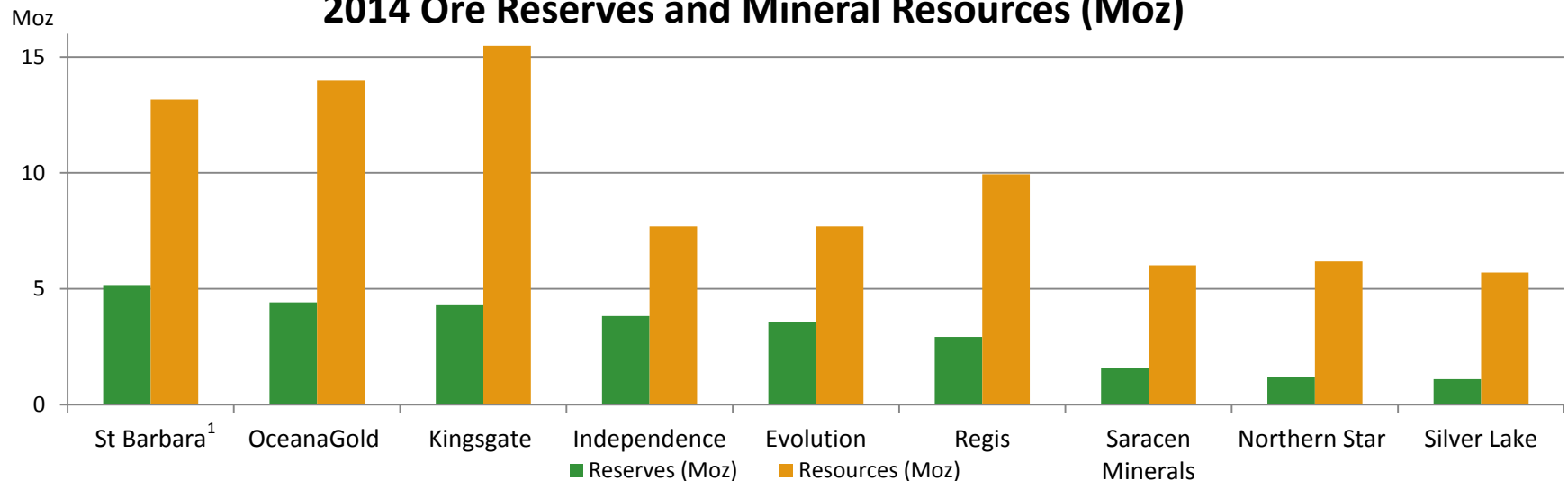
1. Refer ASX announcement released 27 August 2014 titled 'Ore Reserves and Mineral Resources Statements 30 June 2014'.
2. As at 21 November 2014

St Barbara – Significant ASX mid tier gold producer

FY14 Actual Gold Production (koz)



2014 Ore Reserves and Mineral Resources (Moz)



Source: Deutsche Group Services Pty Limited, Natural Resources Group, Deutsch Bank, Melbourne , 9 September 2014

1. Includes Gold Ridge FY2014 production and Resources and Reserves at 30 June 2014. For details refer ASX announcements released 31 July 2014 titled 'June Quarter 2014 Report' and 27 August 2014 titled 'Ore Reserves and Mineral Resources Statements 30 June 2014', available at www.stbarbara.com.au.

Leonora, Western Australia

- > Outperformed production guidance, continues to generate strong cash flow

Simberi, Papua New Guinea

- > Continued to underperform, operating review underway
- > Processing plant expansion operating, detox circuit and ball mill refurbishment underway now
- > Program to fully commission expansion and achieve target capacity by December

Gold Ridge, Solomon Islands

- > Rain event and floods in April 2014 caused operations to be suspended with no resumption of operations possible for the remainder of 2014
- > Expenditures significantly reduced in line with decreased activity
- > Negotiations underway for potential transfer to Solomon Islands Government

Exploration

- > Exploration headcount reduced by 60% from June 2013 to October 2014
- > Focus on near mine oxide targets at Simberi in FY15

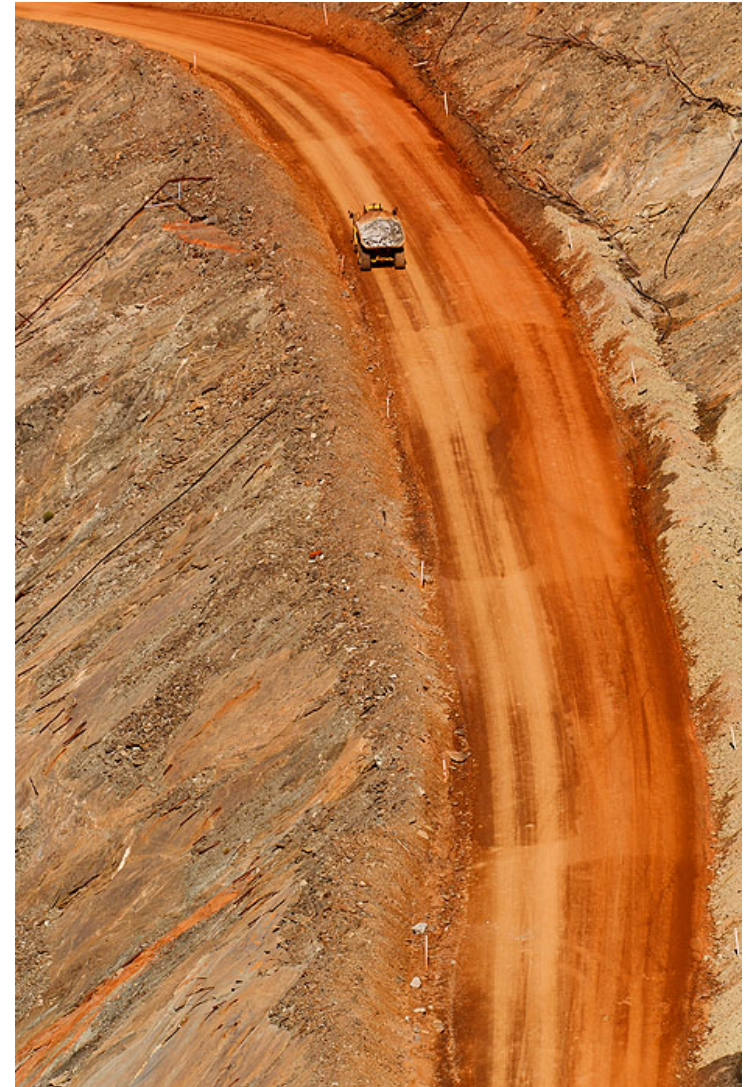
Corporate

- > New MD & CEO appointed, number of executives and Directors reduced in FY14
- > Cost reduction strategies have been implemented during 2H FY14 and 1H FY15
- > Corporate headcount halved from June 2013 to October 2014
- > Corporate costs reduced 33% from FY14 on an annualised basis (exc. one off redundancy costs)
- > Participating in Gold Royalties Response Group in response to WA Govt. gold royalty review

- > Non-executive Director changes
 - > Board reduced to 5, with 3 new Directors since FY13
 - > Succession underway for 2 long serving Directors
- > Executive management changes
 - > Number of senior executives reduced from 6 to 3, then 2 at end November
- > First Strike received on Rem. Report at 2013 AGM, action taken inc:
 - > Directors fees reduced 10% in March 2014
 - > No increase in Directors fees in FY15
 - > No increase in senior executive fixed remuneration in FY14 & FY15
 - > Board now has absolute discretion on payment of Short Term Incentive plan
 - > No Short Term Incentives paid to senior executives for FY14
 - > New MD & CEO has fixed remuneration and STI opportunity approx. 20% lower than predecessor and Long Term Incentives reduced by approx. 25% for FY15

Focus on cornerstone Leonora assets

- > Gwalia
 - > High grade, low cost, reliable cash margins
 - > FY15F 180 – 200 koz gold production
 - > 9 year mine life (reserves)¹
 - > Consistent and predictable ore body open at depth, with mine life extension potential at depth
 - > Deep drilling from surface has commenced
- > King of the Hills
 - > FY15F 60 -70 koz gold production
 - > Drilling program in 1H FY15 to test for further extensions to the deposit
 - > Replacement optionality - open pit resources and/or Gwalia expansion



Simberi turnaround continuing

- > Potential long term, cash generating gold operation
- > Significant turnaround continuing
- > Capital largely already invested
- > Focus on improving whole value chain to lift production and lower unit costs
- > Anticipated to be cash positive by June 2015 quarter
- > Strong focus on return to net cash flow generation
- > Sulphide Project PFS underway
- > Significant exploration potential

Transfer of Gold Ridge

- > Expenditure minimised
- > Transfer to Solomon Islands Government being negotiated



Exploration

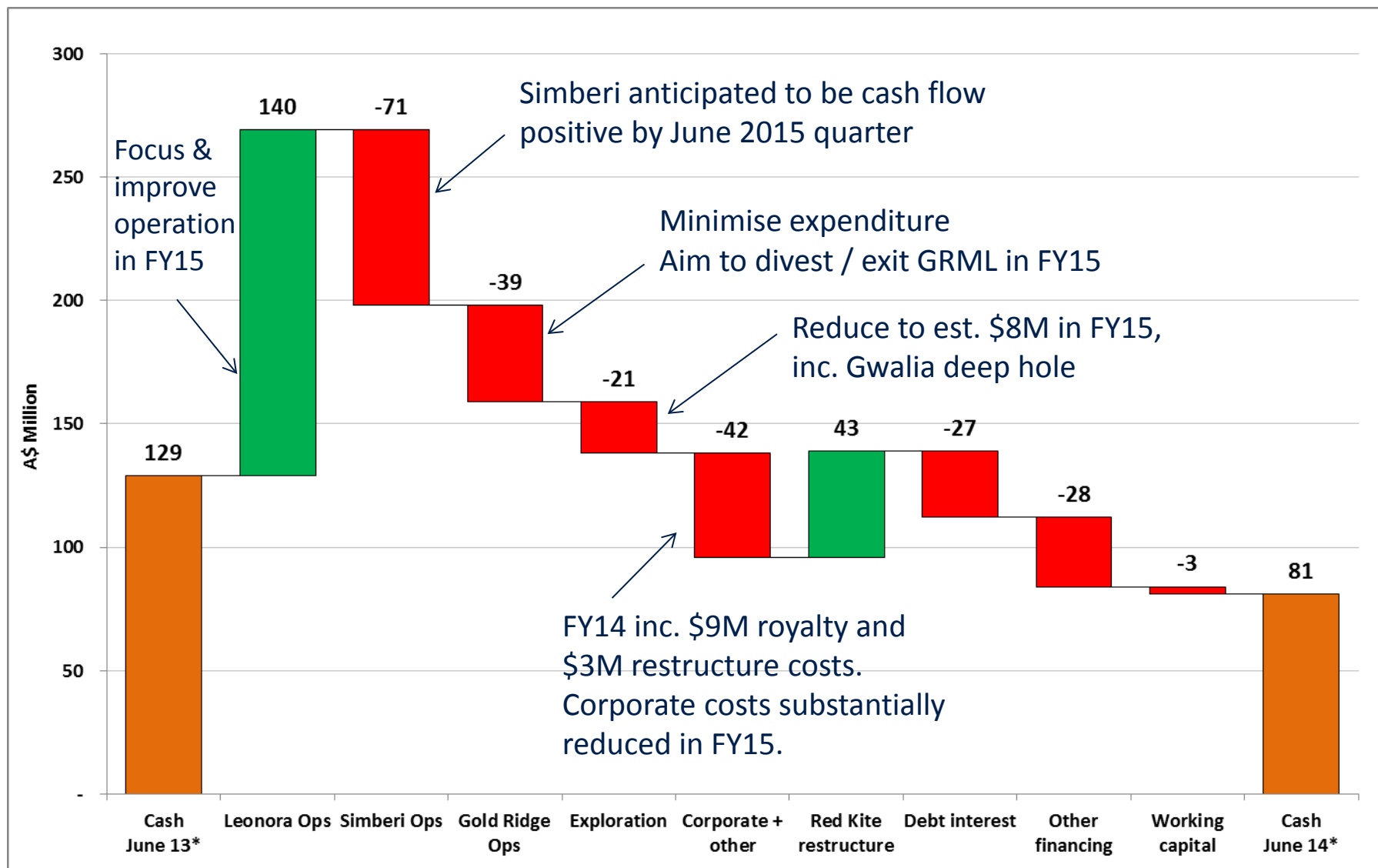
- > 60% reduction in exploration headcount (July 2013 to Oct 2014) and expenditure (FY14 \$21m; FY15F \$8m)
- > FY15 exploration focused on near mine resources at Gwalia and Simberi

Corporate

- > Focus on cash generation and rebuilding Company performance
- > Corporate costs reduced 33% from FY14 on an annualised basis (excl. one off redundancy costs), Corporate headcount halved from June 2013 to October 2014
- > Gold price protection: 153 koz to be delivered between October 2014 and June 2015 at A\$1,415/oz
- > Consolidated group expected to be net cash flow positive by June 2015 quarter



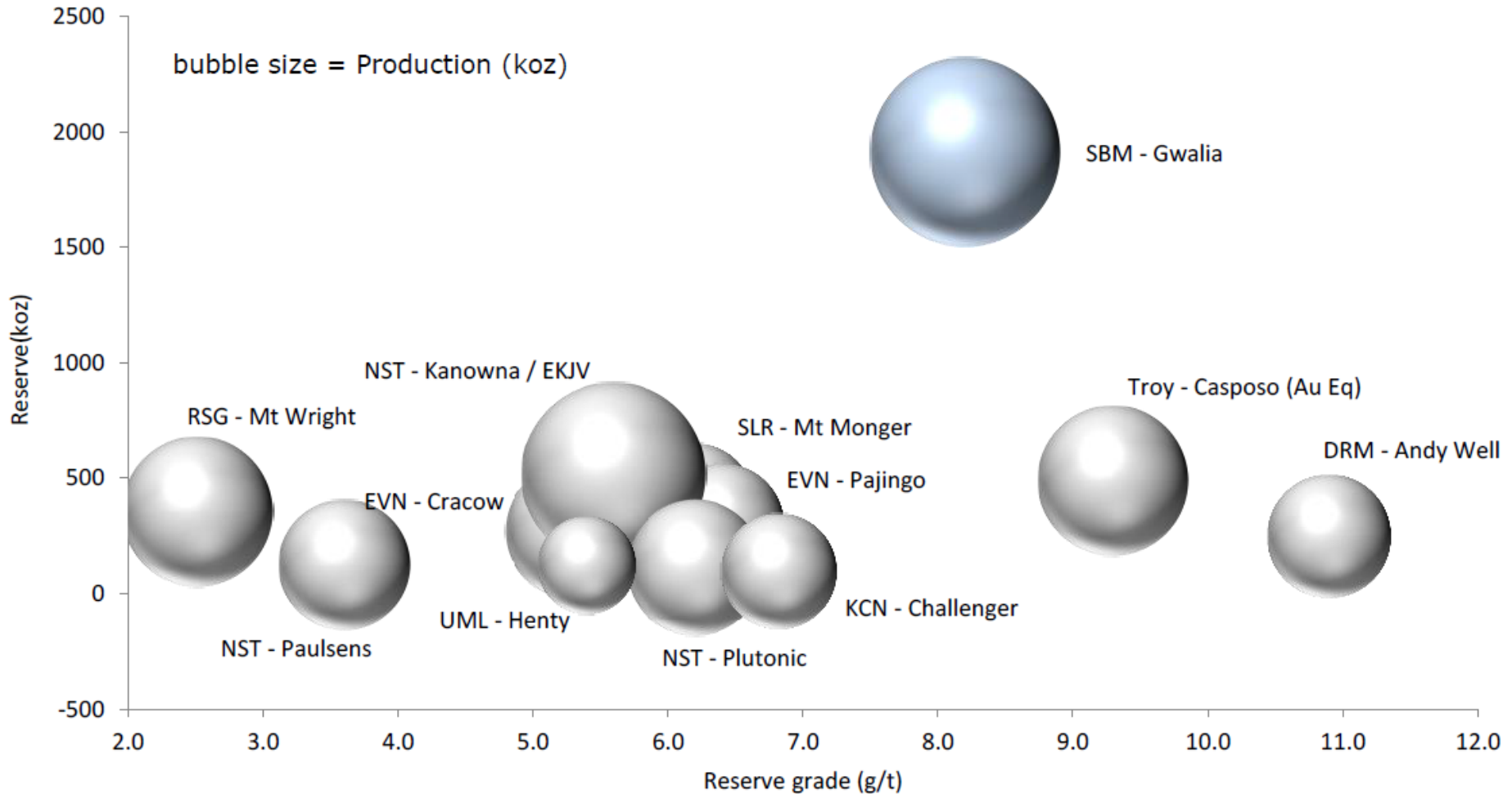
FY14 Cash movement and proposed FY15 actions





New Gwalia chiller plant under construction, doubles chilling capacity, uses heat from existing power plant, saves CO² and power costs

ASX underground gold mines – Reserves and Reserve Grade

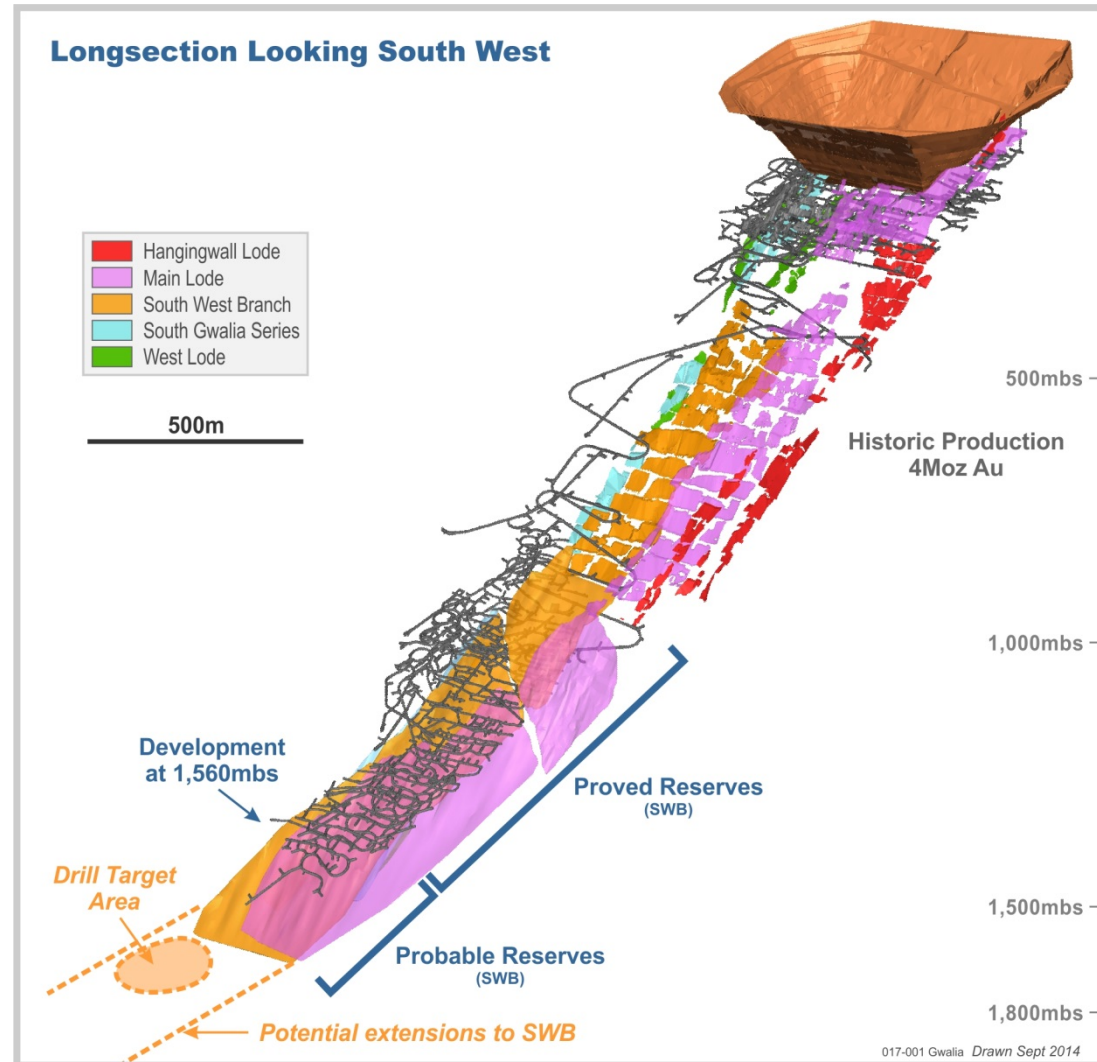


Source: Argonaut Research, Perth, 27 August 2014

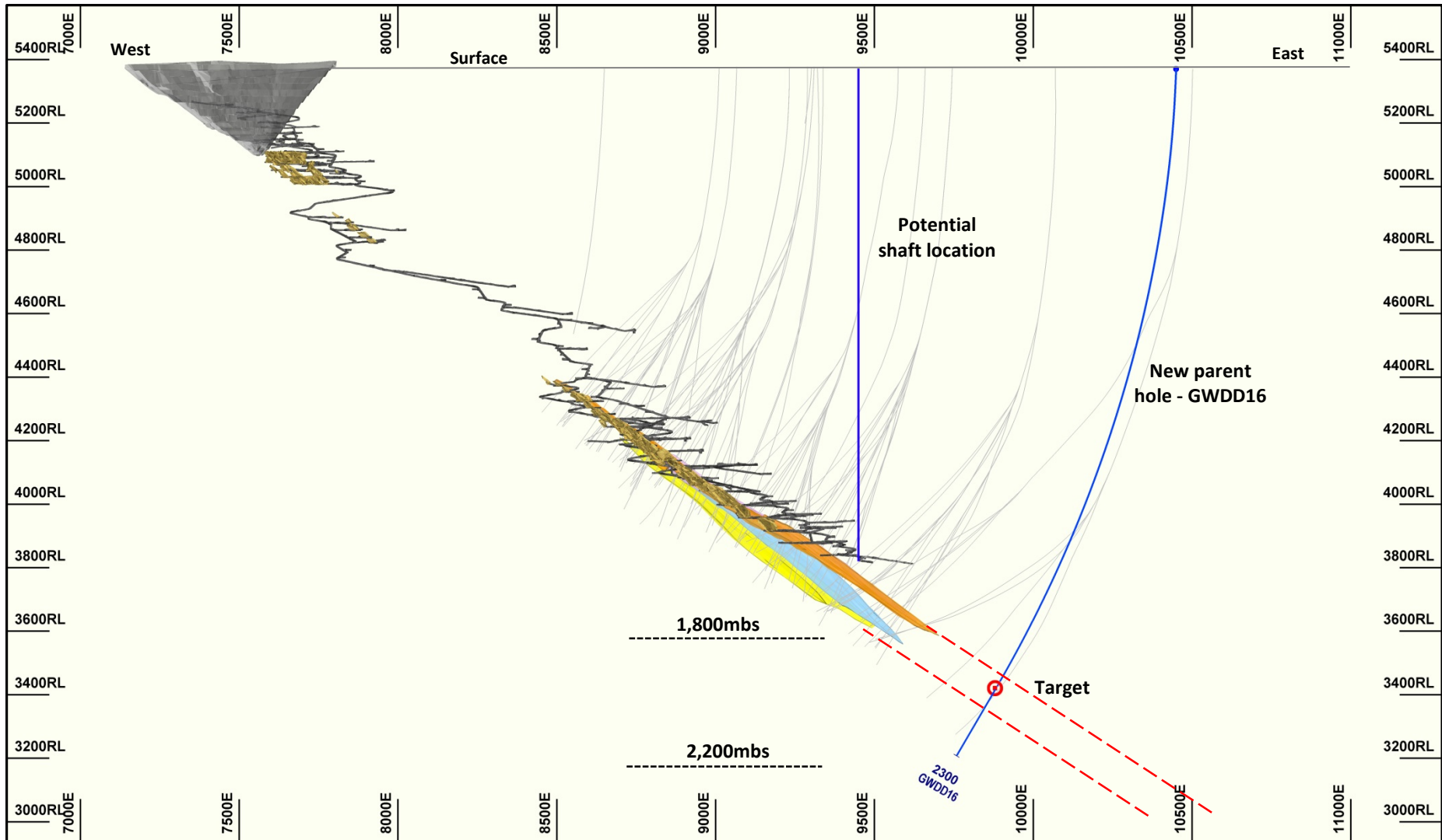
Gwalia, Leonora Operations - cornerstone asset & reliable cash margin generator



- > Reliable, sustainable production
 - > FY13: 183 koz
 - > FY14: 214 koz @A\$940/oz AISC¹
 - > FY15F: 180 - 200 koz
- > Low costs, high grade, high cash margins
- > 9+ year mine life based on current Ore Reserves²
- > Ventilation chiller plant expansion currently underway
- > Deep drilling underway to test for mine extension
- > King of the Hills production replacement through expansion of Gwalia and/or existing open pit resources on the mining lease



Future Gwalia – Drilling Plan (Cross Section View)



- > Operations suspended, costs minimised
- > Negotiations underway for potential transfer to Solomon Islands Government





- > Potential long term, cash generating gold operation
- > Substantial past capital expenditure provides base for turnaround
 - > New low hour mining fleet achieving required mining rates
 - > Plant expansion SAG Mill circuit operating
- > Improvement in asset management/maintenance practices underway, especially on ore delivery and tailings infrastructure
 - > Sep 2014 monthly production highest monthly production since April 2013
- > Targeted annualised gold production 100,000 oz
 - > Capital investment of A\$4M in 1H15 planned to deliver the operating objectives
 - > Simberi is expected to be producing at this rate by June 2015 quarter, with progressive improvements expected quarter on quarter
 - > At target production rate and current gold prices, operation will be cash positive
- > Highly prospective exploration tenements¹

- > Simberi sulphide Ore Reserve as at 30 June 2014¹:
 - > 19.9 Mt@ 2.0 g/t Au for 1.3 Moz contained gold
- > 2011 PFS used as basis for Ore Reserve
 - > Recommended onsite roasting
- > Brownfield project with infrastructure in place (mills, power, etc)
- > Independent milling circuits minimises construction impact
- > FY14 study considered:
 - > Investing in own roaster
 - > Exporting a concentrate for contract roasting
 - > Investing in a 'flash' floatation circuit then exporting resulting concentrate
- > Study identified exporting flash floatation concentrate as an alternative
 - > Reduced capex
 - > Simpler project
 - > Similar net returns
- > FY15 program scheduled to complete pre-feasibility study



- > The overall pay equity gap at St Barbara reduced from 43% in 2007 to 11.4% in 2014 (compared to 23.8% for the mining industry and 18.2% nationally¹)
- > Awarded 2014 'Outstanding Company Initiative' at Chamber of Minerals and Energy of WA Women in Resources Awards
- > Awarded 2014 'Excellence in Diversity Programs and Performance' in the inaugural Women in Resources National Awards (WIRNA)
- > Bob Vassie, Managing Director & CEO, one of 32 CEO ambassadors of the Workplace Gender Equality Agency pay equity campaign
- > Certified by WGEA as An Employer Of Choice For Gender Equality



- > Continued focus on safety
- > Concerted focus on cash generation and rebuilding Company performance, corporate costs significantly reduced
- > Exploring operational improvements to maximise Leonora production
- > Simberi operational performance improving towards run rate of 100,000 oz p.a.
- > Gold Ridge activities and costs minimised pending outcome of negotiations with S.I. Government
- > Encouraging near mine exploration results on Simberi
- > Deep drilling at Gwalia underway



FY15 Outlook and Consolidated Production Summary



| | | | Q1 Sep FY15 | Guidance FY15 |
|--|---------------------|---------------|----------------|----------------------|
| Production | Gwalia | oz | 45,391 | 180 - 200,000 |
| | King of the Hills | oz | 10,793 | 60 - 70,000 |
| | Simberi | oz | 12,639 | 70 - 80,000 |
| | Consolidated | oz | 68,823 | 310 - 350,000 |
| Mined Grade | Gwalia | g/t | 7.9 | |
| | King of the Hills | g/t | 4.1 | |
| | Simberi | g/t | 1.1 | |
| Total Cash Operating Cost_{1,2} | Gwalia | A\$/oz | 767 | 720 - 750 |
| | King of the Hills | A\$/oz | 1,085 | 1,040 - 1,090 |
| | Simberi | A\$/oz | 2,032 | 1,200 - 1,300 |
| | Consolidated | A\$/oz | 1,048 | 890 - 940 |

Exploration Results

The information in this report that relates to Exploration Results is based on information compiled by Dr Roger Mustard, who is a Member of The Australasian Institute of Mining and Metallurgy. Dr Mustard is a full-time employee of St Barbara Ltd and has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Dr Mustard consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Mineral Resource and Ore Reserve Estimates

The information in this report that relates to Mineral Resources or Ore Reserves is extracted from the report titled 'Ore Reserves and Mineral Resources Statements 30 June 2014' released to the Australian Securities Exchange (ASX) on 27 August 2014 and available to view at www.stbarbara.com.au and for which Competent Person's consents were obtained. The Competent Person's consents remain in place for subsequent releases by the Company of the same information in the same form and context, until the consent is withdrawn or replaced by a subsequent report and accompanying consent.

The Company confirms that it is not aware of any new information or data that materially affects the information included in the original ASX announcement released on 27 August 2014 and, in the case of estimates of Mineral Resources or Ore Reserves, that all material assumptions and technical parameters underpinning the estimates in the original ASX announcement continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original ASX announcement.

Competent Persons Dr Mustard and Mr de Vries are entitled to participate in St Barbara's long term incentive plan, details of which are included in the 2014 Annual Report and Notice of 2014 Annual General Meeting released to the ASX on 17 October 2014. In 2012 and 2013 increase in Ore Reserves was one of the performance measures under that plan.

Full details are contained in the ASX release dated 27 August 2014 'Ore Reserves and Mineral Resources Statements 30 June 2014' available at www.stbarbara.com.au.

Non-IFRS Measures

We supplement our financial information reporting determined under International Financial Reporting Standards (IFRS) with certain non-IFRS financial measures, including cash operating costs. We believe that these measures provide meaningful information to assist management, investors and analysts in understanding our financial results and assessing our prospects for future performance.

Cash operating costs

- > Calculated according to common mining industry practice using The Gold Institute (USA) Production Cost Standard (1999 revision).

All-In Sustaining Cost

- > All-In Sustaining Cost is based on Cash Operating Costs, and adds items relevant to sustaining production. It includes some, but not all, of the components identified in World Gold Council's Guidance Note on Non-GAAP Metrics - All-In Sustaining Costs and All-In Costs (June 2013).
- > AISC is calculated on gold production in the quarter.
- > For underground mines, amortisation of operating development is adjusted from "Total Cash Operating Costs" in order to avoid duplication with cash expended on operating development in the period contained within the "Mine & Operating Development" line item.
- > Rehabilitation is calculated as the amortisation of the rehabilitation provision on a straight-line basis over the estimated life of mine.

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