



Saracen

23 October 2017

The Manager
Company Announcements Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

NOTICE OF ANNUAL GENERAL MEETING

Please find attached the Notice of Meeting, Explanatory Statement and Proxy Form for the 2017 Annual General Meeting of Saracen Mineral Holdings Limited which is to be held at 1.30pm WST on Thursday 23rd November 2017 at BDO Australia, 38 Station Street, Subiaco, Western Australia.

The Notice of Meeting has been despatched to shareholders.

Yours sincerely

Jeremy Ryan
Company Secretary

Saracen Mineral Holdings Ltd
ACN 009 215 347
Level 11, 40 The Esplanade
Perth, WA 6000
Australia
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SARACEN MINERAL HOLDINGS LIMITED
(ACN 009 215 347)

NOTICE OF ANNUAL GENERAL MEETING

TIME: 1.30pm (WST)

DATE: Thursday 23 November 2017

PLACE: BDO Australia
Rokeby Room
38 Station Street
Subiaco 6008
Perth, Australia

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please contact the Company Secretary on (08) 6229 9100.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders which this Notice of Meeting relates to will be held at 1.30pm (WST) on Thursday, 23 November 2017 at:-

BDO Australia
Rokeby Room
38 Station Street
Subiaco 6008
Perth, Australia

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form.

To be valid, the appointment of a proxy must be received at least 48 hours prior to the AGM using one of the following methods:-

BY FAX:

Faxing the proxy appointment forms, along with power of attorney or other authority (if any under which the form is signed), to one of the following numbers

(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

or

BY MAIL:

Lodging the proxy appointment form by mail in the enclosed reply paid envelope to:-

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne, Victoria 3001

or

BY HAND:

Lodging the proxy appointment form by hand at:-

Computershare Investor Services Pty Limited
Yarra Falls, 452 Johnston Street
Abbotsford, Victoria 3067

or

ONLINE:

Visit **www.investorvote.com.au**

To use this facility, you will need the enclosed Proxy Form as it contains your Control Number (CN) and your Security Holder Number (a ten digit number commencing with the letter I) or Holder Identification Number (a ten digit number commencing with the letter X) which form your Personal Identification Number (PIN) to verify your entitlement to vote. Alternatively, you can scan the QR code on the Proxy Form using your mobile device for verification purposes.

Relevant custodians may lodge their proxy forms online by visiting **www.intermediaryonline.com**

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) each Shareholder has a right to appoint a proxy;
- (b) the proxy need not be a Shareholder of the Company; and
- (c) a Shareholder who 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 the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act as they apply to this Annual General Meeting. Broadly, the changes mean that:

- (a) if proxy holders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the Chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Saracen Mineral Holdings Limited will be held at BDO Australia, Rokeby Room, 38 Station Street, Subiaco, Perth, Western Australia at 1.30pm (WST) on Thursday, 23 November 2017.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 4:00 pm WST on Tuesday, 21 November 2017.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

FINANCIAL REPORT

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2017, together with the Declaration of the Directors, the Directors' Report and the Auditor's Report.

Note: Section 317 of the *Corporations Act 2001* requires Directors to present to the meeting the annual financial report, the Declaration of the Directors, the Directors' Report and the Auditor's Report. There is no requirement for a resolution to approve these reports. Shareholders will be given the opportunity to raise questions and make comments on these reports.

1. RESOLUTION 1 – ELECTION OF DIRECTOR – DR RORIC SMITH

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 56 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Dr Roric Smith, a Director who was appointed by the Board during the year and, being eligible, is hereby elected as a Director.”

2. RESOLUTION 2 – RE ELECTION OF DIRECTOR – MS SAMANTHA TOUGH

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 57 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Ms Samantha Tough, a Director, retires by rotation and, being eligible, is hereby re-elected as a Director.”

3. RESOLUTION 3 – ADOPTION OF REMUNERATION REPORT (NON-BINDING)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2017.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Note: The Directors will consider the outcome of the vote and comments made by members on the Remuneration Report at the Annual General Meeting when reviewing the Company's remuneration policies. If at least 25% of the votes cast on the resolution for adoption of the Remuneration Report for the relevant financial year are against its adoption at two consecutive Annual General Meetings, members will be required to vote at the second of these Annual General Meetings on a resolution (Spill Resolution) that another meeting be held within 90 days at which all of the Directors of the Company (other than the Managing Director) must come up for re-election.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution.

4. RESOLUTION 4 – APPROVAL OF THE COMPANY'S LONG TERM INCENTIVE PLAN

To consider and, if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

"That the Company's Long Term Incentive Plan (the terms of which are summarised in the Explanatory Statement), the grant of performance rights and/or options under the Long Term Incentive Plan and any resulting issue of Shares under the Long Term Incentive Plan, be approved for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any Director except one who is ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. However, the Company need 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

5. RESOLUTION 5 – ISSUE OF PERFORMANCE RIGHTS TO MR RALEIGH FINLAYSON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 660,000 Performance Rights to Mr Raleigh Finlayson (or his nominee) under either the terms and conditions of the Saracen Mineral Holdings Limited Long Term Incentive Plan if Resolution 4 is approved or under the terms and conditions of the existing performance rights plan as approved at the Company’s 2016 AGM if Resolution 4 is not approved.”

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by any Director (except those who are ineligible to participate in the Saracen Mineral Holdings Limited Performance Rights Plan) and any associates of those persons including any nominee of Mr Raleigh Finlayson. However, the Company need not disregard a vote if it is cast by a person as a 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if the proxy is the Chair of the Meeting.

Dated: 16 October 2017

By order of the Board

**Jeremy Ryan
Company Secretary**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at BDO Australia, Rokeby Room, 38 Station Street, Subiaco, Perth, Western Australia at 1.30pm (WST) on Thursday, 23 November 2017.

The purpose of this Explanatory Statement is to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2017 together with the Declaration of the Directors, the Directors' Report and the Auditor's Report.

In accordance with amendments to the *Corporations Act 2001 (Cth)*, the Company is no longer required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. Whilst the Company no longer provides a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view and download a copy of the Company's annual financial report from its website at www.saracen.com.au.

1. RESOLUTION 1 – ELECTION OF DIRECTOR – DR RORIC SMITH

Clause 56 of the Constitution provides that the Directors may appoint a person to be a Director of the Company either to fill a casual vacancy or as an addition to the Board. Any Director so appointed may only hold office until the next general meeting of the Company at which they must then come up for election.

Additionally, ASX Listing Rule 14.4 provides that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the entity. The rule does not apply to a Managing Director.

Therefore, Dr Roric Smith, who was appointed to the Board as a Non-executive Director on 4 July 2017, now retires in accordance with clause 56 of the Constitution and ASX Listing Rule 14.4 and seeks election. Details regarding Dr Roric Smith are set out below:-

1.1 Director Experience and Qualifications and Other Directorships

Dr Smith is a geologist who has held several senior technical and management positions. He has played key roles in the discovery and development of exploration and mining projects both locally and internationally in the gold-copper sector. He is currently a Non-Executive Director of Sandfire Resources (ASX: SFR) and a Principal Consultant with HiSeis, specialists in hard-rock seismic acquisition and processing. He also serves on the Advisory Board of the Core to Crust Fluid Systems (CCFS) CRC at Macquarie University, Sydney. Dr Smith's previous positions include Vice-President, Discovery for Evolution Mining and Senior Vice-President, Global Greenfield Exploration at AngloGold Ashanti.

During the past three (3) years Dr Roric Smith has held directorships in the following other listed entities:

Company	Appointed	Resigned
Sandfire Resources NL	January 2017	Current

1.2 Directors' Recommendation

The other Directors of the Company recommend that Shareholders support the election of Dr Smith. The Board considers Dr Smith to be an independent Director.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MS SAMANTHA TOUGH

Clause 57 of the Constitution provides that one-third of the Directors (which pursuant to clause 61 of the Constitution is subject to the Managing Director not being taken into account in determining the retirement by rotation of the Directors) or, if their number is not a multiple of 3, then the number nearest to but not exceeding one-third, shall retire from office at each annual general meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is longer, without submitting himself for re-election. A retiring Director is eligible for re-election.

The Company currently has 4 Directors who are subject to rotation under the Constitution and accordingly 1 must retire.

Ms Tough is the director who has served the longest period since she was last elected and hence now retires and seeks re-election in accordance with Clause 57 of the Constitution and ASX Listing Rule 14.4.

Samantha Tough was appointed a Director on 1 October 2013 and has continuously served as a Director since her appointment.

2.1 Director Experience and Qualifications and Other Directorships

Ms Tough completed a Bachelor of Laws and Bachelor of Jurisprudence at the University of Western Australia and worked as a barrister and solicitor before progressing to the commercial sector. She is a Fellow of the AICD. Ms Tough is a professional company director with more than 15 years' experience on public and private company boards. She has a depth of industry experience in resources and energy. Ms Tough's executive roles included General Manager North West Shelf at Woodside Energy Ltd, Director Strategy for Hardman Resources Ltd, Senior Vice President Natural Resources at the Commonwealth Bank and Project Director for the Pilbara Power Project. Ms Tough is also a Non-Executive Director of Synergy and The Clean Energy Finance Corporation.

During the past three (3) years Ms Tough has held directorships in the following other listed entities:

Company	Appointed	Resigned
Cape plc	January 2015	January 2016
Molopo Energy Limited	December 2014	April 2017
Southern Cross Goldfields Limited	July 2007	September 2013
Strike Resources Limited	January 2012	November 2015
Aurora Labs Limited	June 2017	July 2017

2.2 Directors' Recommendation

The other Directors of the Company recommend that Shareholders support the re-election of Ms Tough. The Board considers Ms Tough to be an independent Director.

3. RESOLUTION 3 – ADOPTION OF REMUNERATION REPORT

3.1 General

The Remuneration Report to Shareholders forms part of the Directors' Report for the year ended 30 June 2017 and is set out in the Company's 2017 Annual Report. The *Corporations Act 2001 (Cth)* requires the Remuneration Report be submitted to Shareholders for consideration and adoption. This Resolution is advisory only and does not bind the Company or the Directors of the Company.

The Remuneration Report sets out the remuneration arrangements for the Company's Directors and senior management of the Company.

The Chair of the meeting must allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the Annual General Meeting.

3.2 Voting consequences

Under the *Corporations Act 2001 (Cth)*, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings (**AGM**), Shareholders at the second AGM will be required to vote on a resolution proposing the calling of another general meeting of shareholders at which all Directors of the Company (excluding the Managing Director) who were in office at the time of approval of the Director's Report for the most recent financial year must stand for re-election (**Spill Resolution**).

If more than 50% of votes cast are in favour of the Spill Resolution, the Company must convene a Shareholder meeting (**Spill Meeting**) within 90 days of the passing of the Spill Resolution.

All of the Directors of the Company who were in office when the Directors' Report as included in the Company's annual report for the year of the Spill Resolution was approved (other than the Managing Director of the Company), will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved will be the Directors of the Company.

3.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following restrictions placed on certain proxies:

Proxy being appointed	Directed Votes	Undirected Votes
Key Management Personnel (other than the Chair) ¹	Can vote directed votes	Cannot vote undirected votes ³
Chair ²	Can vote directed votes	Can vote at discretion of Proxy ⁴
Other third party	Can vote directed votes	Can vote at discretion of Proxy

Notes:

- 1) Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.
- 2) Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of such a member).
- 3) Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.
- 4) The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions. The Proxy Form states that by appointing the Chair as a proxy (or where the Chair becomes proxy by default) the Shareholder gives the Chair express authority to exercise the proxy on Resolution 3 (except where indicated differently) even though Resolution 3 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

4. RESOLUTION 4 – APPROVAL OF THE COMPANY'S LONG TERM INCENTIVE PLAN

4.1 General

Resolution 4 seeks Shareholder approval for all purposes including ASX Listing Rule 7.2 (Exception 9(b)) for the Company's employee incentive scheme titled "Saracen Mineral Holdings Limited Long Term Incentive Plan" (**LTI Plan**) and the issue of securities under the LTI Plan (and for all other purposes).

The Company's current performance rights plan was initially approved at the Company's 2013 AGM and was re-approved at the Company's 2016 AGM. In order to benchmark the Company's remuneration practices a review of the Company's existing performance rights plan (as approved in 2016) was completed. Following the review it was decided to introduce a new plan that, in addition to performance rights, also allowed for the potential issue of options. The existing performance rights plan will continue to apply to those performance rights issued under that plan which, subject to the identified performance hurdles, may vest based on the 3 year performance periods ending 30 June 2018 and 30 June 2019.

The proposed LTI Plan will apply in relation to any potential performance rights and / or options that may be issued under and in accordance with the LTI Plan from the 2018 financial year onwards and may vest based on the 3 year performance period ending 30 June 2020 onwards.

ASX Listing Rule 7.1 prohibits an entity from issuing more than 15% of its securities in any 12 month period, without obtaining shareholder approval (unless an exception applies). ASX Listing Rule 7.2, Exception 9, provides that an issue of securities under an employee incentive scheme will not count towards the 15% placement capacity if, within 3 years before the date of the issue, holders of ordinary securities have approved the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

The objective of the LTI Plan is to appropriately motivate, retain and reward directors, management and employees for driving long term growth and performance of the Company by allowing directors, management and employees to obtain equity in the Company and ultimately aligning their interest with that of the Shareholders.

A summary of the key terms and conditions of the LTI Plan is set out in Schedule 1. A copy of the LTI Plan is also available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the LTI Plan can also be sent to Shareholders upon request to the Company Secretary (Jeremy Ryan). Shareholders are invited to contact the Company if they have any queries or concerns.

In addition to the above, and for the purpose of ASX Listing Rule 7.2 (Exception 9(b)):

- (a) no Awards or shares in the Company have previously been issued under the LTI Plan; and
- (b) a voting exclusion statement in relation to this Resolution is set out in the Notice.

Director's recommendation

Because Resolution 4 deals with remuneration of Key Management Personnel, and in light of the provisions in the Corporations Act relating to voting by Key Management Personnel and their Closely Related Parties on such remuneration related resolutions, the Directors have abstained from making a recommendation to Shareholders about how to vote on Resolution 4.

The Chair intends to vote all available proxies in favour of this Resolution 4.

5. RESOLUTION 5 – ISSUE OF PERFORMANCE RIGHTS TO MR RALEIGH FINLAYSON

5.1 General

The Company has agreed, subject to Shareholders' approval, to issue a total of 660,000 Performance Rights to Mr Raleigh Finlayson (Managing Director of the Company) (or his nominee), comprising:

- (a) 330,000 Class A Performance Rights;
- (b) 132,000 Class B Performance Rights;
- (c) 198,000 Class C Performance Rights;

under the LTI Plan and on the terms and conditions set out in Schedule 1. In the event that Resolution 4 approval of the LTI Plan is not received, then it is proposed to issue the performance rights to Mr Finlayson (or his nominee) under the existing performance rights plan as approved at the Company's 2016 AGM.

5.2 The Performance Rights are being issued to Mr Finlayson (or his nominee), as an incentive to seek the satisfaction of the vesting conditions, which the Company intends will be aligned with the interests of Shareholders. In addition, it is intended that the issue of the Performance Rights will serve to reward, retain and motivate Mr Finlayson in relation to his service to the Company.

5.3 Quantum Calculation

Mr Raleigh Finlayson is the Managing Director and the most senior executive of the Company.

The Remuneration Committee and the Board has determined that the quantum of Performance Rights proposed to be issued to Mr Finlayson is appropriate and is designed to provide incentive to Mr Finlayson to deliver above-average performance relative to Saracen's peers (as detailed in Schedule 2).

The proposed issue strikes a balance between rewarding Mr Finlayson for performance while aligning his interests with those of Saracen shareholders.

The Company's long term incentive (LTI) for the Managing Director has been determined to be equivalent to approximately 100% of Mr Finlayson's 2017/18 base salary and statutory superannuation. Therefore the monetary value was determined to equate to \$739,125 being 100% of his base salary and statutory superannuation which is \$675,000 and 9.5% superannuation of \$64,125.

The Share price applicable to the allocation is \$1.12 being Saracen's 30 day VWAP up to 30 June 2017.

Therefore, the number of Performance Rights to be allocated was $\$739,125/\$1.12 = 659,933.03$ The Board resolved to round the number to 660,000.

The maximum number of Shares that could be issued is 660,000 if all performance criteria are fully met for each of the 3 Classes over the period 1 July 2017 to 30 June 2020.

5.4 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Performance Rights constitutes giving a financial benefit and Mr Finlayson is a related party of the Company by virtue of him being a Director.

The Directors (other than Mr Finlayson, given his material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Performance Rights because they are being issued as part of Mr Finlayson's remuneration package and have been negotiated on an arm's length basis.

5.5 ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

If this Resolution is passed, Performance Rights will be issued to Mr Finlayson, the Managing Director of the Company (or his nominee). Therefore, the Company requires Shareholder approval to issue the Performance Rights to Mr Finlayson (or his nominee).

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Performance Rights as approval is being obtained under ASX Listing Rule 10.14 and has been obtained under Exception 9(b) of ASX Listing Rule 7.2.

5.6 Vesting Conditions of the Performance Rights

As stated in section 5.1 above, the Company has agreed to grant Performance Rights to Mr Finlayson (or his nominee). The conditions that must be met in order for the Performance Rights to vest are as follows.

- (a) **Class A Performance Rights:** if the Company's performance between 1 July 2017 and 30 June 2020 exceeds the peer companies listed in Schedule 2 (**Peer Companies**):
- (i) between 50% and 100% (calculated pro rata) of the Class A Performance Rights will vest if the Company's TSR, as calculated at the end of the financial year, falls within the 50th and up to the 75th percentiles when compared with the TSR of the other Peer Companies calculated over the same period; and
 - (ii) 100% of the Class A Performance Rights will vest if the Company's TSR as calculated on at the end of the financial year is equal to or above the 75th percentile when compared with the TSR of the other Peer Companies calculated over the same period;
- (b) **Class B Performance Rights:** if from 1 July 2017 and by 30 June 2020 the Company's ore reserves (in ounces of gold) increase:
- (i) by between 0% and up to 25%, in which case between 50% and 100% (calculated pro rata) Class B Performance Rights will vest; and
 - (ii) by equal to or more than 25%, in which case 100% of the Class B Performance Rights will vest;
- (c) **Class C Performance Rights:** if, from 1 July 2017 and by 30 June 2020 the Company's earnings per share increases:
- (i) by between 5% and up to 10% per annum, in which case, between 50% and 100% (calculated pro rata) of the Class C Performance Rights will vest; and
 - (ii) by equal to or more than 10% per annum, in which case, 100% of the Class C Performance Rights will vest.

The Performance Rights will otherwise be issued on the terms and conditions set out in Schedule 1.

5.7 Technical information required ASX Listing Rule 10.15

Pursuant to and in accordance with ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of Performance Rights to Mr Finlayson (or his nominee) under the proposed LTI Plan (subject to approval under Resolution 4):

- (a) the Performance Rights are being issued to Mr Finlayson (or his nominee). Mr Finlayson has not notified a nominee at this time;
- (b) the maximum number of Performance Rights to be issued is 660,000, being 330,000 Class A Performance Rights, 132,000 Class B Performance Rights and 198,000 Class C Performance Rights;
- (c) the Performance Rights are being issued for nil cash consideration under the terms of the LTI Plan and on the terms and conditions set out in Schedule 1;
- (d) Mr Finlayson has previously been issued (under the existing performance rights plan):-
 - (i) 1,500,000 Performance Rights, for nil cash consideration, following approval by shareholders at the AGM in November 2013. 1,200,000 of these Rights have vested and 1,200,000 Shares were issued to Mr Finlayson's nominee in August 2016; and
 - (ii) 735,000 Performance Rights, for nil consideration, following approval by shareholders at the AGM in November 2014. 735,000 of these Rights have vested and 735,000 Shares were issued to Mr Finlayson's nominee in August 2017; and
 - (iii) 10,000,000 Performance Rights, for nil consideration, following approval by shareholders at the AGM in November 2015. In relation to these Performance Rights 2,000,000 vested and 2,000,000 Shares were issued to Mr Finlayson's nominee in August 2016 and 3,000,000 vested and 3,000,000 Shares were issued to Mr Finlayson's nominee in May 2017.
 - (iv) 185,000 Performance Rights, for nil consideration, following approval by shareholders at the AGM in November 2016.

No other Director or person or entity associated with a Director has been issued any Performance Rights under a shareholder approved performance rights plan;
- (e) as at the date of this Notice of Meeting, the only related party of the Company who is entitled to participate in the Performance Rights Plan is Mr Raleigh Finlayson (or his nominee);
- (f) no loans have been provided to Mr Finlayson in relation to the acquisition of the Performance Rights; and
- (g) the Performance Rights will be issued to Mr Finlayson (or his nominee) no later than 12 months after the date of the Meeting.

5.8 Recommendation

The Directors of the Company (excluding Mr Finlayson) recommend that shareholders vote in favour of the Resolution.

6. ENQUIRIES

Shareholders can contact the Company Secretary, Jeremy Ryan on (08) 6229 9100 if they have any queries in respect of the matters set out in this Notice of Meeting.

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GLOSSARY

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

ASX means the ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the official listing rules of the ASX.

Award means a Performance Right and/or an Option.

Board means the current Board of Directors of the Company.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the *Corporations Act*.

Company means Saracen Mineral Holdings Limited (ACN 009 215 347).

Corporations Act means the *Corporations Act 2001* (Cth), as amended from time to time.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

LTI Plan means the Company's Long Term Incentive Plan.

Notice or **Notice of Meeting** means this notice of annual general meeting including the Explanatory Statement and Proxy Form.

Option means a right which, upon satisfaction or waiver of the relevant vesting conditions and exercise conditions and, if required by the Company, the exercise of that right, entitles the holder to receive one ordinary share in the Company.

Performance Right means a conditional right which, upon satisfaction or waiver of the relevant vesting conditions and exercise conditions and the exercise of that right, entitles the holder to receive one ordinary share in the Company.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

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SCHEDULE 1 – SUMMARY OF THE KEY TERMS OF THE COMPANY'S LTI PLAN

The key terms of the Company's LTI Plan are set out below:

- (a) **Eligibility:** The Board may from time to time, invite eligible employees, Directors or contractors of the Company (or its subsidiaries), to participate in the LTI Plan (**Eligible Participants**).
- (b) **Instruments:** The Company may issue Performance Rights and/or Options (each an **Award**) to one or more Eligible Participants under the LTI Plan.
- (c) **Invitation:** The Board may, from time to time, determine the number and value of any Awards to be granted under the LTI Plan. The Board may also determine the vesting conditions, exercise conditions and any other terms applicable to a particular grant of Awards (for example, for an option, the exercise price (if any), the exercise conditions and the exercise period) in an invitation to an Eligible Participant.

It is the intention of the Board that all issues of shares under the LTI Plan will be in accordance with the issue limits set out in ASIC Class Order 14/1000.

- (d) **Vesting Conditions:** The Awards will be subject to the vesting conditions as determined by the Board at the time of the invitation. The Board may, subject to the Corporations Act, the ASX Listing Rules and any other applicable laws and regulations, waive a vesting condition on such terms and conditions determined by the Board. If a participant becomes a Good Leaver (i.e. a participant has died, retires, is made redundant or can no longer perform their duties under their engagement arrangement due to poor health, injury or disability), the Board may, in its discretion, determine that any unvested Awards will become vested, whether or not any or all of the applicable vesting conditions (and exercise conditions if any) have been satisfied.
- (e) **Exercise Conditions:** The Awards may be subject to exercise conditions as determined by the Board at the time of the invitation. The Board may, subject to the Corporations Act, the ASX Listing Rules and any other applicable laws and regulations, waive an exercise condition on such terms and conditions determined by the Board, notwithstanding that the exercise condition may not have been (or is not capable of being) satisfied.

Where considered appropriate by the Board, the Company may offer to the holders of Awards a cashless exercise mechanism. The Company will fulfil vested Awards by issuing, allocating or causing to be transferred to the Eligible Participant the number of ordinary shares in the Company to which they are entitled.

- (f) **Disposal restrictions:** An Award cannot be sold, transferred, disposed of or dealt with by an Eligible Participant, without the prior approval of the Board or the relevant dealing is effected by force of law on death or legal incapacity of the Eligible Participant. In addition, shares delivered under the LTI Plan may be subject to disposal restrictions determined by the Board. For the avoidance of doubt, the Eligible Participant must comply with the Company's securities trading policy at all times.
- (g) **Quotation of Awards:** Unless otherwise determined by the Board in its absolute discretion, Awards will not be quoted on the ASX or any other recognised exchange.
- (h) **Forfeiture:** Unless otherwise determined by the Board, a participant's Awards will be forfeited in the circumstances set out in the rules of the LTI Plan, including where:

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- (i) in relation to unvested Awards:
 - (A) a participant is a Good Leaver – the amount of unvested Awards forfeited will be determined by the Board in its absolute discretion; and
 - (B) a participant is a 'Bad Leaver' (i.e. where the participant has ceased to be an Eligible Participant, but is not otherwise considered a 'Good Leaver') – all unvested Awards will be forfeited;
 - (ii) in relation to vested but unexercised Awards, where the participant is a Bad Leaver – all Awards will be forfeited upon the earlier to occur of:
 - (A) the relevant expiry date of the Awards; and
 - (B) 20 business days after the participant becomes a Bad Leaver;
 - (iii) the relevant vesting condition(s) and/or exercise condition(s) are not satisfied or cannot be satisfied by the relevant expiry date of the Awards;
 - (iv) a participant acts fraudulently or dishonestly or in breach of his or her obligations to the Company (or its subsidiaries);
 - (v) a participant becomes insolvent; or
 - (vi) a participant voluntarily forfeits their Awards for no consideration.
- (i) Trust: The Board may elect to use, on such terms and conditions as determined by the Board, an employee share trust for the purpose of holding shares before or after the exercise of a participant's Awards or delivering any shares to that participant upon the vesting of an Award.

For the avoidance of doubt, the Board may do all things necessary for the establishment, administration, operation and funding of an employee share trust.

- (j) Change of control: If a change of control event occurs, which is defined in the rules of the LTI Plan and includes a takeover of the Company:
- (i) all shares held by a participant under the LTI Plan which are subject to a disposal restriction imposed under the LTI Plan will be released from that restriction;
 - (ii) all vested but unexercised Awards are exercisable on and from the change of control event occurring for a period of 6 months (or such shorter period determined by the Board in its discretion); and
 - (iii) all unvested Awards will vest and, where applicable, become exercisable on and from the change of control event occurring for a period of 6 months (or such shorter period determined by the Board in its discretion).

All Awards lapse on the expiration of the specified period allowed for exercise.

- (k) Adjustment of Awards: The rules of the LTI Plan set out how a participant's Awards will be adjusted on a reconstruction of the issued capital in the Company (including any subdivision, consolidation, reduction or cancellation of such issued capital), a bonus issue of Shares and a rights issue. All adjustments will be consistent with the requirements of the ASX Listing Rules.

(l) Amendment: The Board has the ability to amend the rules of the LTI Plan at any time, including with retrospective effect, except if the amendment materially adversely affects the rights of a participant as they existed before the date of the amendment, other than:

- (i) an amendment which is primarily necessitated to ensure compliance with the Company's constitution or law;
- (ii) to correct manifest errors;
- (iii) to take into consideration possible adverse taxation implications in respect of the LTI Plan; or
- (iv) to allow the implementation of an employee share trust.

To implement an amendment that materially adversely affects the rights of a participant as they existed before the date of the amendment, at least 75% of the participants affected by that amendment must first agree to that amendment in writing.

If the ASX or the ASX Listing Rules require that shareholder approval be obtained to amend the rules of the LTI Plan, shareholder approval will be sought at the relevant time.

SCHEDULE 2 – PEER COMPANIES

Name of Peer Company	ACN / ARBN	ASX Code
Beadell Resources Ltd	ACN 125 222 291	BDR
Blackham Resources Limited	ACN119 887 606	BLK
Dacian Gold Limited	ACN 154 262 978	DCN
Doray Minerals Limited	ACN 138 978 631	DRM
Eastern Goldfields	ACN 100 038 266	EGS
Evolution Mining Limited	ACN 084 669 036	EVN
Gold Road Resources Limited	ACN 109 289 527	GOR
Millennium Minerals Limited	ACN 003 257 556	MOY
Northern Star Resources Ltd	ACN 092 832 892	NST
Oceana Gold Corporation	ARBN 124 980 187	OGC
Perseus Mining Limited	ACN 106 808 986	PRU
Ramelius Resources Limited	ACN 001 717 540	RMS
Regis Resources Limited	ACN 009 174 761	RRL
Resolute Mining Limited	ACN 097 088 689	RSG
Silver Lake Resources Limited	ACN 108 779 782	SLR
St Barbara Limited	ACN 009 165 066	SBM
Troy Resources Limited	ACN 006 243 750	TRY
Westgold Resources Limited	ACN 009 260 306	WGX

The TSR performance of the Peer Companies will be adjusted/normalised by the Board of Directors in circumstances where one or more of those comparator companies cease to be listed on the ASX.



Saracen

SARACEN MINERAL HOLDINGS LIMITED
ABN 52 009 215 347

SAR

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

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(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 1.30pm (WST) on Tuesday, 21 November 2017

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

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MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Saracen Mineral Holdings Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Saracen Mineral Holdings Limited to be held at BDO Australia, Rokeby Room, 38 Station Street, Subiaco, Perth on Thursday, 23 November 2017 at 1.30pm (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 3, 4 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 3, 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 3, 4 and 5 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Election of Director - Dr Roric Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Ms Samantha Tough	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of Remuneration Report (Non-binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of the Company's Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Performance Rights to Mr Raleigh Finlayson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

SAR

2 3 1 4 8 3 A