



**Saracen**

23 October 2015

The Manager  
Company Announcements Office  
ASX Limited  
PO Box H224 Australia Square  
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 2015 Annual General Meeting of Saracen Mineral Holdings Limited which is to be held at 10.00am WST on Wednesday 25<sup>th</sup> November 2015 at the Duxton Hotel, 1 St Georges Tce, Perth, Western Australia.

The Notice of Meeting has been despatched to shareholders.

Yours sincerely

**G F Kaczmarek**  
**Company Secretary**

Saracen Mineral Holdings Ltd  
ACN 009 215 347  
Level 4, 89 St Georges Terrace  
Perth, WA 6000  
Australia  
Telephone (61 8) 6229 9100  
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## **SARACEN MINERAL HOLDINGS LIMITED**

**ACN 009 215 347**

## **NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 10:00 am (WST)

**DATE:** Wednesday 25 November 2015

**PLACE:** Duxton Hotel  
1 St Georges Terrace  
PERTH WA 6000  
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**

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### **VENUE**

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The Annual General Meeting of the Shareholders which this Notice of Meeting relates to will be held at 10:00 am (WST) on Wednesday 25 November 2015 at:-

Duxton Hotel  
1 St Georges Terrace  
PERTH WA 6000

### **YOUR VOTE IS IMPORTANT**

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

### **VOTING IN PERSON**

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

### **VOTING BY PROXY**

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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:-

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

Lodging the proxy appointment form by mail in the enclosed envelope or by hand at one of the following addresses:-

BY HAND:

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

OR

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

Relevant custodians may lodge their proxy forms online by visiting [www.intermediaryonline.com](http://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.

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Shareholders of Saracen Mineral Holdings Limited will be held at the Duxton Hotel, 1 St Georges Terrace, Perth, Western Australia at 10:00 am (WST) on Wednesday 25 November 2015.

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 23 November 2015.

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

### AGENDA

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#### FINANCIAL REPORT

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2015, 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.

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#### 1. RESOLUTION 1 – ELECTION OF DIRECTOR – MR MARK CONNELLY

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, Mr Mark Connelly, a Director who was appointed by the Board during the year and, being eligible, is hereby elected as a Director."*

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#### 2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR GEOFFREY CLIFFORD

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 14.5 and for all other purposes, Mr Geoffrey Clifford, being a Director, retires by rotation and, being eligible, is hereby re-elected as a Director."*

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### 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 2015.”*

**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.

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### 4. RESOLUTION 4 – 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 10,000,000 Performance Rights to Mr Raleigh Finlayson (or his nominee) under the terms and conditions of the Saracen Mineral Holdings Limited Performance Rights Plan, as detailed in the ASX announcement released on the 22<sup>nd</sup> May 2015 with the addition of a share price hurdle and in the Explanatory Statement.”*

**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. 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.

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**Dated: 20 October 2015**

**By order of the Board**

**G F KACZMAREK**  
**Company Secretary**

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## **EXPLANATORY STATEMENT**

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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 the Duxton Hotel, 1 St Georges Terrace, Perth, Western Australia on Wednesday, 25 November 2015 at 10am (WST).

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.

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## **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 2015 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](http://www.saracen.com.au).

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### **1. RESOLUTION 1 – ELECTION OF DIRECTOR – MR MARK CONNELLY**

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, Mr Mark Connelly, who was appointed to the Board as a Non-executive Director on 1 May, 2015, now retires in accordance with clause 56 of the Constitution and ASX Listing Rule 14.4 and seeks election. Details regarding Mr Connelly are set out below:-

#### **1.1 Director Experience and Qualifications and Other Directorships**

Mr Connelly holds a Bachelor of Business degree from Edith Cowan University and has over 27 years' experience covering the development, construction and operation of mining projects across a variety of commodities (including gold and base metals) and jurisdictions (including Australia, West Africa, North America and Europe).

Most recently Mr Connelly was Managing Director of Papillon Resources and was instrumental in the US\$570m takeover of Papillon by B2Gold Corp in October 2014. Prior to Papillon, Mr Connelly was Chief Operating Officer of Endeavour Mining Corporation, following its merger with Adamus Resources Limited, where he was Managing Director and CEO. Mr Connelly has also held senior executive positions with Newmont Mining Corporation and Inmet Mining Corporation. He is a CPA, MIACD, AIM and SME.

During the past three (3) years Mr Connelly has held directorships in the following other listed entities:-

Company	Appointed	Resigned
West African Resources Limited	June 2015	Current
Ausdrill Limited	July 2012	Current
B2Gold Corporation (TSX)	October 2014	Current
Manas Resources Limited	January 2013	June 2015
Papillon Resources Limited	November 2012	October 2014
Endeavour Mining Corporation	December 2011	October 2012

## 1.2 Directors' Recommendation

**The other Directors of the Company recommend that Shareholders support the election of Mr Connelly. The Board considers Mr Connelly to be an independent Non-executive Director.**

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## 2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR GEOFFREY CLIFFORD

Clause 57 of the Constitution provides that one-third 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.

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 year, whichever is the longer.

Mr Clifford now retires and seeks re-election in accordance with clause 57 of the Constitution and ASX Listing Rule 14.4.

### 2.1 Director Experience and Qualifications and Other Directorships

Mr Clifford is an accountant with more than 35 years' experience in senior accounting, finance and company secretarial roles. He holds a Bachelor of Business degree from Curtin University and is a FCPA, FCIS and FAICD. Mr Clifford is a professional company director, currently serving as a non-executive director on the Board of Independence Group NL. From 2007 to 2011, he was a non-executive director (including as Chairman for the period 2008 to 2011) of Atlas Iron Limited. Prior to this, he spent eight years as the General Manager Administration and Company Secretary of Portman Limited.

Mr Clifford assumed the role of Non-Executive Chairman of the Company upon the retirement of the then Chairman, Mr Staltari, at the conclusion of the Annual General Meeting held on 26 November 2014.

During the past three (3) years Mr Clifford has held only one other directorship being at Independence Group Limited since December 2012.

### 2.2 Directors' Recommendation

**The other Directors of the Company recommend that shareholders support the re-election of Mr Clifford. Mr Clifford is the current Chairman of the Company and the Board considers him to be an independent Non-executive Director.**

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### 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 2015 and is set out in the Company's 2015 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) <sup>1</sup>	Can vote directed votes	Cannot vote undirected votes <sup>3</sup>
Chair <sup>2</sup>	Can vote directed votes	Can vote at discretion of Proxy <sup>4</sup>
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.

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## 4. RESOLUTION 4 – ISSUE OF PERFORMANCE RIGHTS TO MR RALEIGH FINLAYSON

### 4.1 General

The Company has agreed, subject to Shareholders' approval, to issue a total of 10,000,000 Performance Rights to Mr Raleigh Finlayson (Managing Director of the Company) (or his nominee), comprising:

- (a) 2,000,000 Class A Performance Rights;
- (b) 3,000,000 Class B Performance Rights;
- (c) 5,000,000 Class C Performance Rights;

under the Plan and on the terms and conditions set out in Schedule 1.

### 4.2 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. 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 constitute a one-off package 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 Performance Rights proposed reflect the important period that Saracen is entering with the development of the Thunderbox Operations and also increases management ownership in the Company such that it better aligns with the interests of shareholders.

The proposed issue, the key elements of which were agreed in March 2015, and released to the ASX on the 22<sup>nd</sup> of May 2015, strikes the right balance between rewarding Mr Finlayson for performance while aligning his interests with those of Saracen shareholders.

The monetary value was determined to equate to:-

Tranche	Number of Rights	Rights Value	Total Value
Tranche 1	2,000,000	\$0.380	\$760,000
Tranche 2	3,000,000	\$0.338	\$1,014,000
Tranche 3	5,000,000	\$0.338	\$1,690,000

The maximum number of Shares that could be issued is 10,000,000 if all performance criteria are fully met for each of the 3 Tranche's over the period 16 March 2015 to 16 March 2018.

#### **4.3 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.

#### **4.4 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.

#### **4.5 Vesting Conditions of the Performance Rights**

As stated in section 4.1 above, the Company has agreed to grant Performance Rights to Mr Finlayson (or his nominee). The vesting conditions are as per the announcement released to the ASX on 22 May 2015 titled "Performance Rights Issue – Managing Director" with the addition of an absolute share price hurdle introduced into Class B and Class C. The conditions that must be met in order for the Performance Rights to vest are as follows:-

(a) **Class A Performance Rights:**

- (i) Mr Finlayson being the Managing Director; and
- (ii) First gold production at the Thunderbox Operations.

These performance rights will expire on 31 December 2016.

(b) **Class B Performance Rights:**

- (i) Mr Finlayson being the Managing Director; and
- (ii) Saracen is in the top 50% of Total Shareholder Returns ("TSR") over the period commencing 16 March 2015 and ending on or after 16 March 2017, when compared with the TSR of the Peer Companies calculated over the same period; and
- (iii) Saracen's share price, as at the calculation date, is at least a 15% premium relative to 16 March 2015.

These performance rights will expire on 16 March 2019.

(c) **Class C Performance Rights:**

- (i) Mr Finlayson being the Managing Director; and
- (ii) Saracen is in the top 50% of Total Shareholder Returns ("TSR") over the period commencing 16 March 2015 and ending on or after 16 March 2018, when compared with the TSR of the Peer Companies calculated over the same period; and
- (iii) Saracen's share price, as at the calculation date, is at least a 15% premium relative to 16 March 2015.

These performance rights will expire on 16 March 2020.

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

#### **4.6 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):

- (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 10,000,000, being 2,000,000 Class A Performance Rights, 3,000,000 Class B Performance Rights and 5,000,000 Class C Performance Rights;
- (c) the Performance Rights are being issued for nil cash consideration under the terms of the Plan and on the terms and conditions set out in Schedule 1;
- (d) Mr Finlayson was issued 1,500,000 Performance Rights under the Plan, for nil cash consideration, following approval by shareholders at the AGM in November 2013 and 735,000 Performance Rights, for nil consideration, following approval by shareholders at the AGM in November 2014. No other Director or person or entity associated with a Director has been issued any Performance Rights under the 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.

#### **4.7 Recommendation**

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

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#### **5. ENQUIRIES**

Shareholders can contact the Company Secretary, Gerry Kaczmarek 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

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\$ means Australian dollars.

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

**ASIC** means the Australian Securities and Investments Commission.

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

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of Directors of the Company.

**Calculation Date** means the end of each financial year or such other calculation period as defined in the grant of relevant Performance Rights.

**Class A Performance Right** means a Performance Rights to be issued with the vesting conditions set out in clause 4.5(a) of the Explanatory Statement.

**Class B Performance Right** means a Performance Rights to be issued with the vesting conditions set out in clause 4.5(b) of the Explanatory Statement.

**Class C Performance Right** means a Performance Rights to be issued with the vesting conditions set out in clause 0 of the Explanatory Statement.

**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 dependent of the member or 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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

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

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a current Director of the Company.

**Eligible Participant** means:

- (a) any full time or part time employee, or Executive Director, of the Company or its subsidiaries or any other related body corporate of the Company; and
- (b) subject to any necessary ASIC relief being obtained, a casual employee or contractor of the Company or its subsidiaries or any other related body corporate of the Company,

who is declared by the Board to be eligible to receive grants of Performance Rights under the Plan.

**Explanatory Statement** means the explanatory statement accompanying the Notice of Meeting.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Notice** means the notice of the 2015 Annual General Meeting of the Company including the Explanatory Statement.

**Performance Rights** means the Class A Performance Rights, Class B Performance Rights and Class C Performance Rights to be issued under Resolution 4 and otherwise on the terms and conditions set out in Schedule 1.

**Plan** means the Saracen Mineral Holdings Limited Performance Rights Plan adopted by Shareholders on 19 November 2013.

**Remuneration Report** means the remuneration report set out in the Company's 2015 annual report to shareholders.

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

**Shareholder** means a holder of Shares.

**Shares** means ordinary fully paid shares in the capital of the Company.

**TSR** is calculated as the increase in the price of a company's shares on the ASX over the period between the relevant Calculation Date, based on the 30 day VWAP for those shares on those dates, plus any reinvested dividends, expressed as a percentage of the 30 day VWAP share price at the date a Performance Right is granted.

**VWAP** means the volume weighted average price of Shares.

**WST** means Western Standard Time in Perth, Western Australia.

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## SCHEDULE 1 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

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The Performance Rights are to be issued on the following terms and conditions:

(a) Subject to the satisfaction of the applicable vesting condition set out in paragraph (b) below, each Performance Right vests into one fully paid ordinary share in the Company (**Share**).

(b) The Performance Rights shall vest as follows (**Vesting Conditions**):

(i) **Class A Performance Rights:**

- (A) Mr Finlayson being Managing Director; and
- (B) First gold production at the Thunderbox Operations.

These performance rights will expire on 31 December 2016.

(ii) **Class B Performance Rights:**

- (A) Mr Finlayson being Managing Director; and
- (B) Saracen is in the top 50% of Total Shareholder Returns ("TSR") over the period commencing 16 March 2015 and ending on or after 16 March 2017, when compared with the TSR of the Peer Companies calculated over the same period; and
- (C) Saracen's share price, as at the calculation date, is at least a 15% premium relative to 16 March 2015.

These performance rights will expire on 16 March 2019.

(iii) **Class C Performance Rights:** if, from 30 June 2014 and by 30 June 2017 the Share price increases:

- (A) Mr Finlayson being Managing Director; and
- (B) Saracen is in the top 50% of Total Shareholder Returns ("TSR") over the period commencing 16 March 2015 and ending on or after 16 March 2018, when compared with the TSR of the Peer Companies calculated over the same period and
- (C) Saracen's share price, as at the calculation date, is at least a 15% premium relative to 16 March 2015.

These performance rights will expire on 16 March 2020.

(c) A Performance Right will vest where the applicable Vesting Condition is satisfied or where, despite Vesting Conditions not being satisfied, the Board (in its absolute discretion) resolves that unvested Performance Rights have vested as a result of:

- (i) a holder or, where the holder is a nominee of an Eligible Participant, that Eligible Participant, ceasing to be an Eligible Participant as a result of:
  - (A) death or Total or Permanent Disability; or
  - (B) retirement or redundancy;

- (ii) a holder or, where the holder is a nominee of an Eligible Participant, that Eligible Participant, suffering severe financial hardship;
  - (iii) the death or terminal illness of the holder (or Eligible Participant, as applicable) or of an immediate family member of the holder (or Eligible Participant, as applicable); or
  - (iv) a substantial change in circumstances, out of the control of the holder (or Eligible Participant, as applicable) which affects the ability of the holder (or Eligible Participant, as applicable) to perform his or her role with the Company, its subsidiaries, or any other related body corporate of the Company.
- (d) Any Performance Right not vested by the relevant expiry date (**Expiry Date**) shall automatically lapse on the Expiry Date and the holder shall have no entitlement to Shares pursuant to those Performance Rights, unless otherwise determined by the Board.
- (e) Apart from the Expiry Date, a Performance Right will also lapse upon the earlier to occur of:
- (i) an unauthorised dealing in, or hedging of, the Performance Right;
  - (ii) a Vesting Condition in relation to the Performance Right is not satisfied by the relevant condition date or becomes incapable of satisfaction, as determined by the Board in its absolute discretion, unless the Board exercises its discretion to vest the Performance Right under a good leaver exception (eg due to death, total and permanent disability, retirement or redundancy). The Board will take into consideration performance at the time of cessation and only vest the number of Performance Rights applicable on a pro-rata basis having regard to the performance period that has elapsed;
  - (iii) a vested Performance Right is not exercised within 90 days of the Board notifying that the Performance Right has vested;
  - (iv) a holder (or, where the holder is an associate of the Eligible Participant, that Eligible Participant) ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Performance Right under a good leaver exception. The Board will take into consideration performance at the time of cessation and only vest the number of Performance Rights applicable on a pro-rata basis having regard to the performance period that has elapsed;
  - (v) the Board deems that a Performance Right lapses due to fraud, dishonesty or other improper behaviour of the holder/Eligible Participant; and
  - (vi) the Company undergoes a change in control or winding up, and the Board does not exercise its discretion to vest the Performance Right.
- (f) The Performance Rights will be issued for nil cash consideration and no consideration will be payable upon the vesting and exercise of the Performance Rights on the satisfaction of the Vesting Conditions.
- (g) The Company shall notify the holder upon the satisfaction of the Vesting Conditions (**Vesting Notice**). The holder may then exercise their right to accept the vesting of the Performance Rights within 90 days of the Vesting Notice and be issued the associated Shares.
- (h) All Shares allotted upon the vesting and exercise of Performance Rights will upon allotment rank pari passu in all respects with other Shares.

- (i) The holder of a Performance Right who is not a Shareholder is not entitled to:
  - (i) notice of, or to vote or attend at, a meeting of the Shareholders of the Company; or
  - (ii) receive any dividends declared by the Company,unless and until any Performance Right is exercised and the holder holds Shares that provide the right to notice and dividends.
- (j) The Performance Rights are only transferrable with the prior written consent of the Board of the Company or by force of law upon death to the participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.
- (k) A Performance Right does not confer the right to a change in the number of underlying Shares over which the Performance Right can be exercised.
- (l) If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of a Performance Right are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (m) There are no participating rights or entitlements inherent in the Performance Rights and participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.
- (n) The Company will not apply for quotation of the Performance Rights. If any Shares issued under the Plan are of the same class of Shares that are quoted on ASX, the Company will, subject to the ASX Listing Rules, apply to the ASX for those Shares to be quoted on ASX within 10 business days of the later of the date the Shares are issued and the date any restriction period applying to the Shares under Chapter 9 of the Listing Rules ends.

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**SCHEDULE 2 – PEER COMPANIES**

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<b>Name of Peer Company</b>	<b>ACN / ARBN</b>	<b>ASX Code</b>
Beadell Resources Ltd	ACN 125 222 291	BDR
Doray Minerals Limited	ACN 138 978 631	DRM
Evolution Mining Limited	ACN 084 669 036	EVN
Kingsgate Consolidated Limited	ACN 000 837 472	KCN
Kingsrose Mining Limited	ACN 112 389 910	KRM
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
Teranga Gold Corporation	ARBN 146 848 508	TGZ
Troy Resources Limited	ACN 006 243 750	TRY

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

**Lodge your vote:**



**By Mail:**

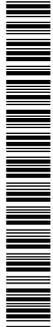
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

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

For intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**

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



## Proxy Form

**For your vote to be effective it must be received by 10:00 am (WST) Monday 23 November 2015**

### 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

**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](http://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.

**Turn over to complete the form →**



View the annual report or update your securityholding, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**



**Review your securityholding**



**Update your securityholding**

**Your secure access information is:**

**SRN/HIN:**



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

**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.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

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 the Duxton Hotel, 1 St Georges Terrace, Perth, Western Australia at 10:00 am (WST) on Wednesday 25 November 2015 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 Items 3 and 4 (except where I/we have indicated a different voting intention below) even though Items 3 and 4 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 Items 3 and 4 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
Item 1	Election of Director - Mr Mark Connelly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Re-election of Director - Mr Geoffrey Clifford	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	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 / /