
SARACEN MINERAL HOLDINGS LIMITED

(ACN 009 215 347)

NOTICE OF ANNUAL GENERAL MEETING

TIME: 12.00pm (WST)

DATE: Tuesday, 19 November 2019

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

VENUE

The Annual General Meeting of the Shareholders will be held at 12.00pm (WST) on Tuesday, 19 November 2019 at:

Duxton Hotel
1 St Georges Terrace
PERTH WA 6000

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, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 12.00pm (AWST) on Sunday, 17 November 2019. Any proxy form received after that time will not be valid for the scheduled meeting:

- Online** At www.investorvote.com.au
- By mail** Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
- By fax** 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)
- By mobile** Scan the QR Code on your proxy form and follow the prompts
- Custodian Voting** For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

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.

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 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.

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 Duxton Hotel, 1 St Georges Terrace, PERTH WA 6000 at 12.00pm (WST) on Tuesday, 19 November 2019.

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 12.00pm (AWST) on Sunday, 17 November 2019.

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

AGENDA

ANNUAL REPORT

To receive and consider the Annual Report of the Company, and its controlled entities, for the financial year ended 30 June 2019, together with the Financial Report, the Directors' Report and the Auditor's Report.

Note: Section 317 of the *Corporations Act 2001* requires the 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 – JOHN RICHARDS

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

"That, for the purpose of article 56 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr John Richards, 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 – MARTIN REED

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

"That, for the purpose of article 57 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Martin Reed, a Director, retires by rotation and, being eligible, is hereby re-elected as a Director."

3. RESOLUTION 3 – ADOPTION OF REMUNERATION REPORT

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 Report for the financial year ended 30 June 2019."

Note: Section 250R(3) of the *Corporations Act* provides that 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

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

A vote may be cast by such person as a proxy if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- b) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

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 Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 188,000 Performance Rights to Mr Raleigh Finlayson (or his nominee) under the terms and conditions of the Company's Long Term Incentive Plan."

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf any Director who is eligible to participate in the Company's Long Term Incentive Plan in respect of which the approval is sought, or any associates of those Directors and any nominee of Mr Raleigh Finlayson (**Resolution 4 Excluded Party**).

However, the Company need not disregard a vote if:

- a) 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
- b) provided the Chair is not a Resolution 4 Excluded Party, 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

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. 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.

Provided the Chair is not a Resolution 4 Excluded Party, 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 though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

5. **RESOLUTION 5 – NON-EXECUTIVE DIRECTORS' REMUNERATION CAP**

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

“That, for the purposes of clause 62 of the Constitution a, Listing Rule 10.17 and for all other purposes, Shareholders approve the maximum aggregate amount that may be paid to Non-Executive Directors as remuneration for their services in each financial year to be set at \$1,200,000 which may be divided among those Directors in the manner determined by the Board of the Company from time to time.”

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of any Director or their respective associates.

The Company will not disregard a vote if:

- a) 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
- b) it is cast by the Chair 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.

Dated: 18 October 2019

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 the Duxton Hotel, 1 St Georges Terrace, PERTH WA 6000 at 12.00pm (WST) on Tuesday, 19 November 2019.

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.

ANNUAL REPORT

In accordance with section 317 of the Corporations Act and the Constitution, the business of the Annual General Meeting will include receipt and consideration of the Annual Report of the Company for the financial year ended 30 June 2019. There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- a) discuss the Annual Report which is available online at www.saracen.com.au;
- b) ask questions about, or comment on, the management of the Company; and
- c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- a) the preparation and content of the Auditor's Report;
- b) the conduct of the audit;
- c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

In accordance with amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual 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 Annual Report unless specifically requested to do so, Shareholders may view and download a copy of the Company's Annual Report from its website at www.saracen.com.au.

1. RESOLUTION 1 – ELECTION OF DIRECTOR – JOHN RICHARDS

Article 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, 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 Richards, who was appointed to the Board as a Non-executive Director on 1 May 2019, now seeks election. Details regarding Mr Richards are set out below:

1.1 Director Experience and Qualifications and Other Directorships

Mr John Richards is an economist with more than 35 years' experience in the resources industry. During this time he has held strategy and business development positions within mining companies as well as in investment banks and private equity groups. He has been involved in a wide range of mining M&A transactions in multiple jurisdictions.

Previous positions include Group Executive - Strategy and Business Development at Normandy Mining Ltd, Head of Mining and Metals Advisory (Australia) at Standard Bank, Managing Director at Buka Minerals Ltd and Operating Partner at GNRI. Mr Richards holds a B Econ (Hons) from the University of Queensland.

Mr Richard's was appointed as a Non-executive Director of Sheffield Resources Limited (Sheffield) on 2 August 2019. Sheffield is a mineral sands focussed explorer and developer based in Perth.

1.2 Directors' Recommendation

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

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MARTIN REED

Article 57 of the Constitution provides that one-third of the Directors (which pursuant to article 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.

Mr Reed is the Director who has served the longest period since he was last elected and hence now retires and seeks re-election in accordance with article 57 of the Constitution and Listing Rule 14.4.

Mr Reed was appointed a Director on 24 August 2012 and has continuously served as a Director since his appointment.

2.1 Director Experience and Qualifications and Other Directorships

Mr Reed is a qualified mining engineer (BE Mining, Grad Dip Management, AICD Diploma) with over 40 years' experience in operations management and as a director across a range of commodities, countries, and sizes of operations.

Recent operating roles have included Chief Operating Officer and Project Manager for a number of metals companies including Sandfire Resources, St Barbara Limited, Paladin Energy Ltd and Windimurra Vanadium Limited. Prior to these appointments, Mr Reed held a number of senior executive positions in the mining industry including roles where he was responsible for the planning and development of several large mining operations in remote locations.

In recent years Mr Reed has been a director of Endeavour Mining Corporation, Adamus Resources Limited and the unlisted Toro Gold Ltd (recently taken over by Resolute Mining Limited).

He has held a number of committee positions during his tenure with Saracen and is currently Chair of the Risk and Sustainability Committee.

2.2 Directors' Recommendation

The other Directors of the Company recommend that Shareholders support the re-election of Mr Reed. The Board considers Mr Reed 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 2019 and is set out in the Company's 2019 Annual Report. The Corporations Act 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 Company has made every effort to ensure that the Remuneration Report is transparent and easy to understand for its Shareholders. It should be noted that neither the Managing Director nor any Key Management Personnel have had an increase to their base salary in relation to FY2020.

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, 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, Shareholders at the second annual general meeting 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 votes cast for the adoption of the remuneration report were 91.13% and accordingly the votes against the remuneration report considered at that annual general meeting were less than 25%. Therefore, a 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 – ISSUE OF PERFORMANCE RIGHTS TO MR RALEIGH FINLAYSON

4.1 General

The Company has agreed, subject to Shareholder approval, to issue a total of 188,000 Performance Rights to Mr Raleigh Finlayson (or his nominee) (**Performance Rights**), comprising:

- (a) 47,050 Class A Performance Rights;
- (b) 47,050 Class B Performance Rights;
- (c) 47,050 Class C Performance Rights; and
- (d) 47,050 Class D Performance Rights,

under, and in accordance with, the Long Term Incentive Plan which is located on the Company's website at www.saracen.com.au.

4.2 The Performance Rights are being issued to Mr Finlayson (or his nominee), as an incentive to seek the satisfaction of the market and operational 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 retain, reward and motivate Mr Finlayson in relation to his service to the Company.

4.3 Quantum Calculation

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

The Remuneration and Nomination Committee and the Board has determined that the quantum of Performance Rights proposed to be issued to Mr Finlayson is appropriate (it is comparable with Saracen peer companies and in line with broader market metrics) and is designed to provide incentive to Mr Finlayson to deliver above-average performance relative to Saracen's peers (as detailed in Schedule 1). Note that the quantum of Performance Rights proposed is calculated by reference to the Market Value of Saracen shares in June 2019 as set out below.

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

Performance measures in relation to the issue of the 188,000 Performance Rights are both market and operational focussed and set out in Section 4.6.

The maximum number of Shares that could be issued to Mr Finlayson is 188,000 Shares if all performance criteria are fully met for each class of Performance Rights over the three year period 1 July 2019 and by 30 June 2022.

The Company's long term incentive for the Managing Director has been determined to be equivalent to approximately up to 100% of Mr Finlayson's FY2020 base salary and statutory superannuation.

In relation to this Resolution 4, as part of determining the quantum of annual Performance Rights (Resolution 4), Mr Finlayson offered to take a reduction in his base salary from \$675,000 per annum in FY2018 to \$600,000 per annum in FY2019. This was accepted by the Board noting that it increases the "at risk" component of Mr Finlayson's total remuneration which better aligns with shareholder interests.

Therefore, in relation to Resolution 4, the relevant monetary value was determined to equate to \$657,000 being 100% of his base salary and statutory superannuation which is \$600,000 and 9.5% superannuation of \$57,000. The Market Value Share price applicable to the allocation is \$3.49 being Saracen's 30 day VWAP up to 30 June 2019. Based upon this, the number of Performance Rights to be allocated was $\$657,000/\$3.49 = 188,252$. The Board resolved to round the number to 188,000.

The maximum number of Shares that could be issued is 188,000 if all performance criteria are fully met for each of the 4 Classes over the three year period 1 July 2019 to 30 June 2022.

4.4 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 the 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 the 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.

4.5 Listing Rule 10.14

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 4 is passed, the Performance Rights will be issued to Mr Finlayson (or his nominee). Therefore, the Company requires Shareholder approval to issue the Performance Rights to Mr Finlayson (or his nominee).

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

4.6 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 market and operational conditions that must be met in order for the Performance Rights to vest are as follows.

Category	Split	Percentage to Vest	Comment
Relative TSR	25%	Below 50 th percentile – 0% At 50 th percentile – 50% Above 50 th and below 75 th percentile – pro rata between 50% and 100% 75 th percentile and above – 100%	Measured against Peer Group listed below and based upon 30 day VWAP at the relative measurement points
Increase in Ore Reserves	25%	Negative growth – 0% Depletion replaced – 50% Between Depletion replaced & 20% increase – pro rata between 50% and 100% 20% increase or greater - 100%	Measured based on Reserve Statement as reported at the end of the relevant financial year under JORC guidelines
EPS Growth	25%	Negative growth – 0% 5% per annum growth – 50% Above 5% per annum and below 10% per annum growth – pro rata between 50% and 100% 10% per annum growth or greater - 100%	EPS calculation should exclude Non-Recurring items and be measured as the cumulative annual growth rate over the 3 year period
Increase in Share Price	25%	Below 10% – 0% Between 10% and up to 50% – pro rata between 50% and 100% Greater than 50% – 100%	Measured by comparing the share price at close on 30 June 2019 to the share price at close on 30 June 2022 (or the previous trading day if 30 June is a non-trading day)

4.7 Technical information required Listing Rule 10.15

Pursuant to, and in accordance with, 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 Long Term Incentive Plan:

- (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 188,000 Performance Rights comprising of 47,050 Class A Performance Rights, 47,050 Class B Performance Rights, 47,050 Class C Performance Rights and 47,050 Class D Performance Rights;
- (c) the Performance Rights are being issued for nil cash consideration under the terms of the Long Term Incentive Plan;
- (d) Mr Finlayson has previously been issued (under the Long Term Incentive Plan):
 - (i) 660,000 Performance Rights, for nil consideration, following approval by Shareholders at the annual general meeting in November 2017;
 - (ii) 305,000 Performance Rights, for nil consideration, following approval by Shareholders at the annual general meeting in November 2018;
 - (iii) 1,500,000 "One Off" Retention Performance Rights, for nil consideration, following approval by Shareholders at the annual general meeting in November 2018. The Retention Performance Rights comprise three tranches of 500,000 Retention Performance Rights to be issued in relation to the three year performance period to 30 June 2021; the four year performance period to 30 June 2022 and the five year performance period to 30 June 2023.

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 the Managing Director, Mr Raleigh Finlayson (or his nominee);
- (f) a voting exclusion statement has been included in the Notice of Meeting for the purposes of Resolution 4;
- (g) no loans have been provided to Mr Finlayson in relation to the acquisition of the Performance Rights; and
- (h) the Performance Rights will be issued to Mr Finlayson (or his nominee) no later than 12 months after the date of the Meeting.

4.8 Recommendation

The Directors of the Company (excluding Mr Finlayson) recommend that Shareholders vote in favour of this Resolution 4.

5. RESOLUTION 5 – NON-EXECUTIVE DIRECTORS' REMUNERATION CAP

5.1 General

ASX Listing Rule 10.17 and Clause 62 of the Company's current constitution require that the maximum total aggregate remuneration that may be paid to Non-Executive Directors of the Company be set by the Shareholders in general meeting.

Resolution 5 seeks Shareholder approval to set the maximum aggregate remuneration that may be paid to Non-Executive Directors as being \$1,200,000 per annum being an increase of \$400,000 over the existing limit of \$800,000 per annum.

The current limit was determined by shareholders in 2016, at which time the Company's market capitalisation was \$800 million and its main activities was gold production and exploration at the Carosue Dam and Thunderbox Operations targeting

production of 200,000ozpa. Since then the Company has expanded its existing operations, completed the acquisition of the Kailis, Bundarra and Box Well gold projects, increased production to over 350,000ozpa and continued exploration in and around existing operations. Based on the Company's operational performance and development, the Company has remained in the ranks of mid-tier gold producers with sector leading Total Shareholder Return ("TSR") metrics, increased its market capitalization to in excess of AS\$2.5 billion and remained well entrenched in the ASX200 Index.

Non-Executive fees paid to Directors for the 2019 financial year amounted to \$651,000.

Having regard to the increase in the scale and scope of the Company's activities, the increase in the fee pool for Non-Executive Directors will allow the Company the flexibility to appoint additional Non-Executive Directors with the necessary qualifications and experience to facilitate the future growth of the Company.

In addition, given the greater responsibilities assumed by Non-Executive Directors, the proposed increase in the fee pool will afford the Company the ability to competitively remunerate and retain Non-Executive Directors.

In determining an appropriate level of Non-Executive Director remuneration, the Board made reference to the range of fees paid to non-executive directors of similar sized ASX listed companies.

The Company has not issued any securities to any Non-Executive Directors within the last 3 years either with or without the approval of shareholders.

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.

GLOSSARY

\$ means Australian dollars.

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

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2019.

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.

Auditor's Report means the auditor's report on the Financial Report.

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

Constitution means the constitution of the Company as at the date of the Meeting.

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

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

EPS means earnings per Share.

Explanatory Statement means the explanatory statement accompanying the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

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.

Listing Rules means the official listing rules of the ASX.

Long Term Incentive Plan means the long term incentive plan approved by Shareholders at the annual general meeting of the Company held on 23 November 2017.

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

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.

Performance Rights has the meaning given in Section 4.1.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution 4 Excluded Party has the meaning given in Resolution 4.

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

Section means the relevant section of the Explanatory Statement.

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

Shareholder means a holder of Shares.

Spill Meeting has the meaning given in section 3.2 of the Explanatory Statement.

Spill Resolution has the meaning given in section 3.2 of the Explanatory Statement.

TSR means total shareholder return.

VWAP means volume weighted average price.

WST means Western Standard Time, being the time in Perth, Western Australia.

SCHEDULE 1 – PEER COMPANIES

Company	Company
Newcrest (ASX: NCM)	Evolution (ASX: EVN)
Northern Star (ASX: NST)	Regis (ASX: RRL)
St Barbara (ASX: SBM)	Oceana (ASX: OGC)
Ramelius (ASX: RMS)	Westgold (ASX: WGX)
Silver Lake (ASX: SLR)	Millennium (ASX: MOY)
Dacian (ASX: DCN)	Gold Road (ASX: GOR)
Pantoro (ASX: PNR)	Red 5 (ASX: RED)

The TSR performance of the Peer Companies will be adjusted/normalised by the Board 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



Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:00pm (WST)**
Sunday, 17 November 2019

Proxy Form

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

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 133216

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

XX

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 on Tuesday, 19 November 2019 at 12:00pm (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 in step 2) 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.

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
1 Election of Director - John Richards	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director - Martin Reed	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Issue of Performance Rights to Mr Raleigh Finlayson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Non-Executive Directors' Remuneration Cap	<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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

