

# Sanction of Scheme and Reduction of Capital

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QUEENSLAND, AUSTRALIA -- (Marketwire) -- 08/30/12 --

30 August 2012  
ALLIED GOLD MINING PLC

RECOMMENDED ACQUISITION OF ALLIED GOLD MINING PLC BY ST BARBARA LIMITED

SANCTION OF SCHEME AND CONFIRMATION OF REDUCTION OF CAPITAL BY THE COURT

The Directors of [Allied Gold Mining PLC](#) ("Allied Gold" or the "Company") are pleased to announce that today, at the Court Hearing, the Court has:

- (1) made an order sanctioning the Scheme; and
- (2) made an order confirming the Capital Reduction associated with the Scheme,

to effect the proposed acquisition by [St Barbara Limited](#) ("St Barbara") of the entire issued and to be issued share capital of the Company (the "Acquisition").

Following receipt of confirmation from St Barbara, the Directors of Allied Gold are also pleased to announce that the Conditions set out in Part Three of the Scheme Document have now been satisfied or waived.

It is expected that the Scheme Court Order will be delivered to the Registrar of Companies today, 30 August 2012, and accordingly the Scheme will today become binding.

It is further expected that the Capital Reduction Court Order will be delivered to the Registrar of Companies on Friday 7 September 2012 and accordingly the Scheme will become fully effective on that date.

## Next steps

As announced by the Company on 28 August 2012, dealings in Allied Gold Shares on the London Stock Exchange's Main Market for listed securities will be suspended at 7.30 a.m. on 7 September 2012. Dealings in Allied Gold Shares on the TSX will be suspended before the TSX opens on 7 September 2012. The last day of trading in Allied Gold CDIs on the ASX is intended to be 31 August 2012.

The listing of Allied Gold Shares on the Official List of the UK Listing Authority and admission to trading on the London Stock Exchange's main market for listed securities will be cancelled with effect from 8.00 a.m. (London time) on 10 September 2012. De-listing from the TSX will occur at the end of the trading day in Canada on 7 September 2012.

If the Scheme does become fully effective on 7 September 2012, it is expected that the admission of the St Barbara Consideration Shares to trading on the ASX will take effect by 8.00 a.m. on 13 September 2012 and Cash Consideration will be despatched to Allied Gold Shareholders by that date.

The dates stated above are indicative only. If any of the times and/or dates above change, the revised times and/or dates will be notified to Allied Gold Shareholders by announcement through a Regulatory Information Service.

## Other

Terms and expressions in this announcement shall, unless the context otherwise requires, have the same

meanings as given to them in the document sent to shareholders in relation to the Scheme dated 18 July 2012.

### **Enquiries**

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RBC Capital Markets, which is authorised and regulated in the UK by the Financial Services Authority, is acting exclusively for Allied Gold and no one else in connection with the Offer and this announcement and will not be responsible to anyone other than Allied Gold for providing the protections afforded to clients of RBC Capital Markets nor for providing advice in connection with the Offer or any matter referred to herein

Lazard, which is authorised and regulated in the UK by the Financial Services Authority, is acting exclusively for St Barbara and no one else in connection with the Offer and this announcement and will not be responsible to anyone other than St Barbara for providing the protections afforded to clients of Lazard nor for providing advice in connection with the Offer or any matter referred to herein.

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### **Further information**

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

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

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

### **Overseas shareholders**

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

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

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

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

the financial statements of Australian, Canadian or US companies.

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

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

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

### **Publication on website**

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

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

This information is provided by RNS  
The company news service from the London Stock Exchange

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