

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

St Barbara Limited (the "Company")

ABN

36 009 165 066

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 2,228,570 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | The shares issued are on the same terms as the existing fully paid ordinary shares of the Company |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes</p>
<p>5 Issue price or consideration</p>	<p>No cash consideration</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The purpose of the issue is to satisfy the vesting of Performance Rights (Rights) that were granted to eligible employees under the St Barbara Limited Performance Rights Plan 2010 (Plan) (which was approved by shareholders at the Company's 2010 Annual General Meeting).</p> <p>The vesting of the Rights, and subsequent issuing of shares, have been approved by the Board in accordance with the terms of the Plan.</p> <p>Under this issue, a total of 2,228,570 shares are being issued to nine eligible employees (including one senior executive) as set out in the Company's 2016 Directors' and Financial Report released to the ASX on 23 August 2016.</p> <p>1,809,209 shares are being issued in respect of Rights granted on 29 November 2013 (while 1,099,260 Rights granted on that date have lapsed).</p> <p>419,361 shares are being issued in respect of Rights granted on 5 December 2014 (while 778,813 Rights granted on that date have lapsed).</p>

+ See chapter 19 for defined terms.

6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>
6b	The date the security holder resolution under rule 7.1A was passed	<i>Not applicable</i>
6c	Number of +securities issued without security holder approval under rule 7.1	<i>Not applicable</i>
6d	Number of +securities issued with security holder approval under rule 7.1A	<i>Not applicable</i>
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	<i>Not applicable</i>
6f	Number of +securities issued under an exception in rule 7.2	<i>Not applicable</i>
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	<i>Not applicable</i>
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	<i>Not applicable</i>
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	<i>Not applicable</i>

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Appendix 3B
New issue announcement

7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	25 August 2016									
8	<p>Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)</p>	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">497,331,095</td> <td>Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	497,331,095	Fully paid ordinary shares					
Number	+Class										
497,331,095	Fully paid ordinary shares										
9	<p>Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)</p>	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">15,953,028</td> <td rowspan="3">Unlisted employee rights exp. 30 Jun 17</td> </tr> <tr> <td style="text-align: center;">3,974,617</td> <td>exp. 30 Jun 18</td> </tr> <tr> <td style="text-align: center;">19,927,645</td> <td></td> </tr> </tbody> </table>	Number	+Class	15,953,028	Unlisted employee rights exp. 30 Jun 17	3,974,617	exp. 30 Jun 18	19,927,645		
Number	+Class										
15,953,028	Unlisted employee rights exp. 30 Jun 17										
3,974,617		exp. 30 Jun 18									
19,927,645											
10	<p>Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	The shares will rank equally with the existing fully paid ordinary shares of the Company									

Part 2 - Pro rata issue

11	<p>Is security holder approval required?</p>	<i>Not applicable</i>	
12	<p>Is the issue renounceable or non-renounceable?</p>	<i>Not applicable</i>	
13	<p>Ratio in which the +securities will be offered</p>	<i>Not applicable</i>	
14	<p>+Class of +securities to which the offer relates</p>	<i>Not applicable</i>	
15	<p>+Record date to determine entitlements</p>	<i>Not applicable</i>	
16	<p>Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?</p>	<i>Not applicable</i>	

+ See chapter 19 for defined terms.

17	Policy for deciding entitlements in relation to fractions	<i>Not applicable</i>
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	<i>Not applicable</i>
19	Closing date for receipt of acceptances or renunciations	<i>Not applicable</i>
20	Names of any underwriters	<i>Not applicable</i>
21	Amount of any underwriting fee or commission	<i>Not applicable</i>
22	Names of any brokers to the issue	<i>Not applicable</i>
23	Fee or commission payable to the broker to the issue	<i>Not applicable</i>
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	<i>Not applicable</i>
25	If the issue is contingent on security holders' approval, the date of the meeting	<i>Not applicable</i>
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	<i>Not applicable</i>
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	<i>Not applicable</i>
28	Date rights trading will begin (if applicable)	<i>Not applicable</i>
29	Date rights trading will end (if applicable)	<i>Not applicable</i>

+ See chapter 19 for defined terms.

Appendix 3B New issue announcement

- 30 How do security holders sell their entitlements *in full* through a broker? Not applicable
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance? Not applicable
- 32 How do security holders dispose of their entitlements (except by sale through a broker)? Not applicable
- 33 ⁺Issue date Not applicable

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)
- (a) ⁺Securities described in Part 1
- (b) All other ⁺securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
- 1 - 1,000
 - 1,001 - 5,000
 - 5,001 - 10,000
 - 10,001 - 100,000
 - 100,001 and over

⁺ See chapter 19 for defined terms.

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought *Not applicable*

39 +Class of +securities for which quotation is sought *Not applicable*

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Not applicable

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

Not applicable

	Number	+Class
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	

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Appendix 3B
New issue announcement

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.


- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  Date: 25 August 2016
(~~Director~~/Company secretary)

Print name: Rowan Cole

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