



SARACEN MINERAL HOLDINGS LIMITED

ACN: 009 215 347

Revised acquisition terms for the Bundarra gold project

Corporate Details:

24th April 2017

ASX code: SAR

Corporate Structure:

Ordinary shares on issue: 807.5m

Unvested employee performance rights:
14.6m

Market Capitalisation: A\$775m
(share price A\$0.96)

Cash & Bullion (31 March): A\$30.6m

Debt: Nil

Directors:

Mr Geoff Clifford
Non-Executive Chairman

Mr Raleigh Finlayson
Managing Director

Mr Mark Connelly
Non-Executive

Mr Martin Reed
Non-Executive

Ms Samantha Tough
Non-Executive

Substantial Shareholders:

Van Eck 17.9%

Wroxby 7.0%

Registered Office:

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Key Points

- Saracen announces revised acquisition terms for the Bundarra gold project from Bligh Resources, located 30 km south of the Thunderbox plant
- Revised consideration for the acquisition of 100% of the project is A\$9m via a combination of:
 - 7,142,857 SAR shares
 - An amount of cash to make the share and cash consideration equal to A\$9m at settlement, valuing the SAR shares based on the 5-day volume weighted average price prior to settlement
- The revised proposal is Saracen's last and final offer. Bligh directors have recommended, by majority, that Bligh shareholders vote to approve the revised proposal in the absence of a superior proposal
- Settlement remains subject to the usual conditions precedent for this type of transaction including the requirement for Bligh shareholders to approve the Transaction at the general meeting that has been adjourned to Friday, 28 April 2017. Saracen has agreed to allow Bligh to further adjourn the meeting until Wednesday, 3 May 2017
- The acquisition is consistent with Saracen's ten year mine life target at Thunderbox

Saracen Mineral Holdings Limited (**ASX: SAR**) announces revised acquisition terms for the Bundarra gold project in Western Australia from Bligh Resources Limited (ASX: BGH).

The revised consideration includes a potential increase in cash only, with the 7,142,857 SAR shares remaining unchanged from the original proposal (refer to the ASX announcement "Saracen acquires the Bundarra gold project" dated 14 February 2017). Saracen has agreed to make an additional cash payment to ensure that the value of the SAR shares issued, based on a volume weighted average price over the 5 trading days prior to settlement, is equal to \$9,000,000.

The general meeting of Bligh to approve the acquisition was scheduled for Wednesday, 19 April 2017, but has been adjourned by Bligh until Friday, 28 April 2017 following the announcement of a takeover bid for Bligh by Zeta Resources Limited. Saracen has agreed to give Bligh until 3 May 2017 to hold the general meeting, allowing for a further adjournment of the meeting until 10:00am on that date. At the adjourned meeting, shareholders will consider the revised terms agreed between Bligh and Saracen. The Bligh directors have recommended, by majority, that shareholders vote in favour of the revised terms with Saracen, in the absence of a superior proposal, having assessed the Saracen deal as superior to the current offer from Zeta.

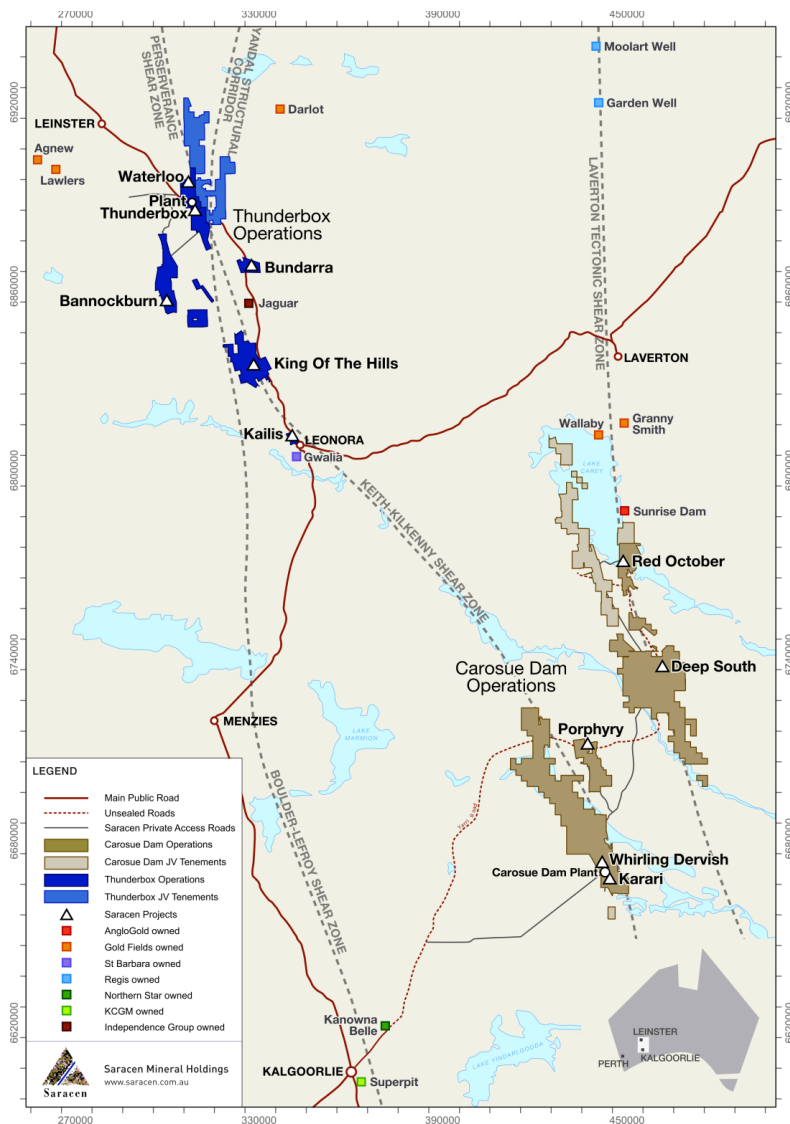
Saracen has advised Bligh that the revised terms represent its last and final offer, based on its assessment of the project's value. Given this, Saracen has also advised Bligh that it does not intend to agree to a further extension of the date for holding the general meeting to approve the acquisition.

As previously announced, Bundarra is located 30km south of Saracen's Thunderbox project, and adjacent to the sealed Goldfields Highway. The project was initially mined between 2000 and 2002 by Sons of Gwalia, producing 1.7Mt @ 2.2g/t for 115koz gold. The transaction includes Mineral Resources* of 7.0Mt @ 1.9g/t for 431koz.

Managing Director Raleigh Finlayson said Bundarra is a sensible bolt-on acquisition for Saracen.

"The financially robust open pit Resources will immediately extend the mine life at the nearby Thunderbox mine, with high grade extensional results pointing to further growth." Mr Finlayson said.

For the location of Saracen's projects, refer to the map below.



* The Mineral Resources were estimated by BGH - Refer to BGH's ASX announcement released 19 December 2016 – "Bundarra JORC 2012 Mineral Resource Estimate".

For further information please contact:

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