



23 March 2018

The Manager  
Company Announcements Office  
ASX Limited  
20 Bridge Street,  
Sydney, NSW 2000

Dear Sir/Madam,

**APPENDIX 3B & APPENDIX 3Y FOLLOWING ISSUE OF ORDINARY SHARES**

Please find attached an Appendix 3B and 3Y in relation to the issue of 5,000,000 ordinary shares to the Managing Director. The issue of the shares is based on the achievement of key performance hurdles for Class C performance rights as detailed in the Explanatory Statement in the Notice of Meeting for the 2015 Annual General Meeting.

Please note that the Appendix 3B also refers to adjustments to the number of performance rights allocated to other participants in Saracen's Long Term Incentive Plan.

Yours sincerely

**Jeremy Ryan**  
**Company Secretary**

**Saracen Mineral Holdings Ltd**  
ACN 009 215 347  
Level 11, 40 The Esplanade  
Perth, WA 6000  
Australia  
Telephone (61 8) 6229 9100  
Facsimile (61 8) 6229 9199

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

Name of entity

**Saracen Mineral Holdings Limited**

ABN

52 009 215 347

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   | Ordinary shares<br>Performance Rights  |
| 2 | Number of +securities lapsing issued or to be issued (if known) or maximum number which may be issued  | (a) Issue of 5,000,000 ordinary shares.<br>(b) Decrease of 5,000,000 Performance Rights due to vesting into shares as per (a) above.<br>(c) Issue of 44,200 Performance Rights<br>(d) Decrease of 132,150 Performance Rights due to lapsing of Performance Rights.   |
| 3 | Principal terms of the +securities (eg, 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) | (a) Above - Conversion of Class C performance rights to ordinary shares as a result of achievement of key performance hurdles as detailed in the Explanatory Statement in the Notice of Meeting for the 2015 Annual General Meeting.<br>(c) Above - Issue of Performance Rights in accordance with terms and conditions of shareholder approved Saracen Mineral Holdings Limited's Performance Rights Plans. |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

<p>4 Do the +securities rank equally in all respects from the date of allotment 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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes.</p>
<p>5 Issue price or consideration</p>	<p>Nil (refer below)</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) Ordinary shares (b) Performance Rights.</p>
<p>6a 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>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>N/A</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>N/A</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>N/A</p>

---

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
6f	Number of securities issued under an exception in rule 7.2	N/A	
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.	N/A	
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	N/A	
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	N/A	
7	Date of entering +securities into uncertificated holdings or despatch of certificates	Ordinary shares 23 March 2018	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		817,848,859	Fully paid ordinary shares (SAR)

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	FY16 & FY17 Long Term Incentive Plans  1,578,000 Unvested Class A Performance Rights 789,000 Unvested Class B Performance Rights 1,578,000 Unvested Class C Performance Rights  FY18 Long Term Incentive Plan  2,604,275 Unvested Class A Performance Rights 1,041,710 Unvested Class B Performance Rights 1,562,565 Unvested Class C Performance Rights
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

**Part 2 - Bonus issue or pro rata issue**

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	

---

+ See chapter 19 for defined terms.

18	Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	<div style="border: 1px solid black; height: 100px;"></div>
19	Closing date for receipt of acceptances or renunciations	<div style="border: 1px solid black; height: 30px;"></div>
20	Names of any underwriters	<div style="border: 1px solid black; height: 40px;"></div>
21	Amount of any underwriting fee or commission	<div style="border: 1px solid black; height: 30px;"></div>
22	Names of any brokers to the issue	<div style="border: 1px solid black; height: 40px;"></div>
23	Fee or commission payable to the broker to the issue	<div style="border: 1px solid black; height: 30px;"></div>
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders	<div style="border: 1px solid black; height: 60px;"></div>
25	If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting	<div style="border: 1px solid black; height: 40px;"></div>
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	<div style="border: 1px solid black; height: 50px;"></div>
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	<div style="border: 1px solid black; height: 80px;"></div>
28	Date rights trading will begin (if applicable)	<div style="border: 1px solid black; height: 30px;"></div>
29	Date rights trading will end (if applicable)	<div style="border: 1px solid black; height: 30px;"></div>

<sup>+</sup> See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

---

- 30 How do <sup>+</sup>security holders sell their entitlements *in full* through a broker?
- 31 How do <sup>+</sup>security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do <sup>+</sup>security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Despatch date

## 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 <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories
- 1 - 1,000  
1,001 - 5,000  
5,001 - 10,000

---

<sup>+</sup> See chapter 19 for defined terms.

10,001 - 100,000  
100,001 and over

37 ☐ A copy of any trust deed for the additional <sup>+</sup>securities

Entities that have ticked box 34(b)

38 Number of securities for which <sup>+</sup>quotation is sought

39 Class of <sup>+</sup>securities for which quotation is sought

40 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>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

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)

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

+ See chapter 19 for defined terms.

### Quotation agreement

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

2       We warrant the following to ASX.

- The issue of the <sup>+</sup>securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those <sup>+</sup>securities should not be granted <sup>+</sup>quotation.
- An offer of the <sup>+</sup>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 <sup>+</sup>securities to be quoted and that no-one has any right to return any <sup>+</sup>securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the <sup>+</sup>securities be quoted.
- If we are a trust, we warrant that no person has the right to return the <sup>+</sup>securities to be quoted under section 1019B of the Corporations Act at the time that we request that the <sup>+</sup>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 not available now, will give it to ASX before <sup>+</sup>quotation of the <sup>+</sup>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:  
(Company Secretary)

Date: 23 March 2018

Print name:       Jeremy Ryan

== == == == ==

---

<sup>+</sup> See chapter 19 for defined terms.

# Appendix 3Y

## Change of Director's Interest Notice

*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 30/09/01 Amended 01/01/11

<b>Name of entity:</b>	<b>SARACEN MINERAL HOLDINGS LIMITED</b>
<b>ABN:</b>	<b>52 009 215 347</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Raleigh Finlayson
<b>Date of last notice</b>	20 December 2017

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Indirect interest
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Raleigh Finlayson as beneficiary of the Finlayson Family Trust.
<b>Date of change</b>	23 March 2018

---

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

---

<b>No. of securities held prior to change</b>	<p>Indirect through the Finlayson Family Trust:</p> <ul style="list-style-type: none"> <li>• 4,916,819 Ordinary Shares</li> </ul> <p>FY16 &amp; FY17 Long Term Incentive Plans</p> <ul style="list-style-type: none"> <li>• 74,000 Class A Performance Rights (unvested);</li> <li>• 37,000 Class B Performance Rights (unvested);</li> <li>• 74,000 Class C Performance Rights (unvested).</li> </ul> <p>5,000,000 Class C (2015) Rights.</p> <p>FY18 Long Term Incentive Plan</p> <ul style="list-style-type: none"> <li>• 330,000 Class A Performance Rights (unvested);</li> <li>• 132,000 Class B Performance Rights (unvested);</li> <li>• 198,000 Class C Performance Rights (unvested).</li> </ul>
<b>Class</b>	As per below
<b>Number acquired</b>	5,000,000 ordinary shares
<b>Number disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil

---

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>No. of securities held after change</b>	<p>Indirect through the Finlayson Family Trust:</p> <ul style="list-style-type: none"> <li>• 9,916,819 Ordinary Shares</li> </ul> <p>FY17 Long Term Incentive Plans</p> <ul style="list-style-type: none"> <li>• 74,000 Class A Performance Rights (unvested);</li> <li>• 37,000 Class B Performance Rights (unvested);</li> <li>• 74,000 Class C Performance Rights (unvested).</li> </ul> <p>FY18 Long Term Incentive Plan</p> <ul style="list-style-type: none"> <li>• 330,000 Class A Performance Rights (unvested);</li> <li>• 132,000 Class B Performance Rights (unvested);</li> <li>• 198,000 Class C Performance Rights (unvested).</li> </ul>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Vesting of ordinary shares pursuant to Saracen Mineral Holdings Limited's Performance Rights Plan.

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

---

<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

#### Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	N/A
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

**Date:** 23 March 2018

---

+ See chapter 19 for defined terms.