

# Northern Star and Saracen: A Compelling Combination

- **Strategic merger-of-equals to create a Top-10 global gold miner operating exclusively in Tier-1 jurisdictions**
- **Highly accretive transaction, unlocking synergies of A\$1.5-2.0B**

6 October 2020



Not for release to US wire services or distribution in the United States



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- (b) Saracen confirms that this presentation has been authorised for release to ASX by the board of directors of Saracen.

This presentation has been prepared in relation to the proposed merger between Northern Star and Saracen by way of scheme of arrangement under Part 5.1 of the Corporations Act 2001 (Cth) (**Corporations Act**), (**Scheme**). Under the Scheme, Northern Star would acquire 100% of the fully paid ordinary shares in Saracen in exchange for the issue of new, fully paid ordinary shares in Northern Star; subject to the terms and conditions described in the merger implementation deed entered into on or about the date of this presentation (**Implementation Deed**). A copy of the Implementation Deed is available on ASX.

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This presentation contains summary information and statements about Northern Star, Saracen and their respective subsidiaries and activities; which are current as at the date of this presentation (unless otherwise indicated). The information in this presentation is general in nature and does not purport to be exhaustive. For example, this presentation does not purport to contain all of the information that investors may require to make an informed assessment of the Scheme and its effect (on either of Northern Star or Saracen, or both), nor does it purport to contain all of the information that an investor may require in evaluating a possible investment in Northern Star or Saracen. It has been prepared by Northern Star and Saracen with due care but no representation or warranty, express or implied, is provided by Northern Star or Saracen in relation to the currency, accuracy, reliability, fairness or completeness of the information, opinions or conclusions in this presentation (whether made by Northern Star or Saracen, or both).

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# Reserves, Resources & production targets

## ASX Listing Rule 5.19 Ore reserves and mineral resources reporting (by Northern Star and by Saracen)

This presentation contains estimates of Northern Star's and Saracen's respective ore reserves and mineral resources, as well as estimates of Kalgoorlie Consolidated Gold Mines Pty Ltd's (**KCGM**) ore reserves and mineral resources. Northern Star and Saracen are participants in the 50:50 incorporated joint venture that owns the assets and operations of KCGM (including the Super Pit). The information in this presentation that relates to the ore reserves and mineral resources of:

- Northern Star has been extracted from the following: the ASX release by Northern Star entitled "Resources and Reserves, Production and Cost Guidance Update (ex-KCGM)" dated 13 August 2020, available at [www.nsrld.com](http://www.nsrld.com) and [www.asx.com](http://www.asx.com) (**Northern Star Announcement**);
- Saracen has been extracted from the following: the ASX release by Saracen entitled "Carosue Dam and Thunderbox only – Reserves rise to 3.7Moz" dated 4 August 2020, available at [www.saracen.com.au](http://www.saracen.com.au) and [www.asx.com](http://www.asx.com) (**Saracen Announcement**); and
- KCGM has been extracted from the following: Northern Star's and Saracen's joint ASX announcement entitled "KCGM Reserves, Resources and Guidance Update" dated 18 August 2020, available at [www.nsrld.com](http://www.nsrld.com) and [www.asx.com](http://www.asx.com) (**KCGM Announcement**).

For the purposes of ASX Listing Rule 5.19:

- Northern Star confirms that it is not aware of any new information or data that materially affects the information included in the Northern Star Announcement and, in relation to the estimates of Northern Star's ore reserves and mineral resources, that all material assumptions and technical parameters underpinning the estimates in the Northern Star Announcement continue to apply and have not materially changed. Northern Star confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from that announcement.
- Saracen confirms that it is not aware of any new information or data that materially affects the information included in the Saracen Announcement and, in relation to the estimates of Saracen's ore reserves and mineral resources, that all material assumptions and technical parameters underpinning the estimates in the Saracen Announcement continue to apply and have not materially changed. Saracen confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from that announcement.
- Both Northern Star and Saracen confirm that they are not aware of any new information or data that materially affects the information included in the KCGM Announcement and, in relation to the estimates of KCGM's ore reserves and mineral resources, that all material assumptions and technical parameters underpinning the estimates in the KCGM Announcement continue to apply and have not materially changed. Saracen confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from that announcement.

## ASX Listing Rule 5.16 Disclosures

The references to production targets in this presentation are (except where otherwise specified) in respect of the period to FY27.

Relevant assumptions made in relation to the Ore Reserves and indicated Mineral Resources underpinning the production targets are:

- Current operational capital and operating cost structures;
- Current operational mining and metallurgical performance;
- The gold price, exchange rate, dilution allowance and mining recovery rates are as set out in each prior public report referred to in the above ASX Listing Rule 5.19 disclosures;
- NST Kalgoorlie Operations assumes 408koz of Proved and 1,199koz of Probable Reserve in the production forecast, in addition to 463koz of Indicated Resource;
- NST Yandal Operations assumes 426koz of Proved and 2,199koz of Probable Reserves in the production forecast. No Resources are included in this forecast;
- NST Pogo Operation includes 4koz of Proved and 1,507koz of Probable Reserves in the production forecast. An additional 937koz of Indicated Resource is assumed in the forecast;
- SAR CDO forecast consists of 96koz of Proved Reserve and 1,619koz of Probable Reserve. No Resource is included in the forecast;
- SAR TBO forecast consists of 337koz of Proved Reserve and 793koz of Probable Reserve. No Resource is included in the forecast; and
- KCGM forecast consists of 650koz of Proved Reserve and 3,042koz of Probable Reserves. No Resource is included in the forecast.

\* All currency conversions in this document unless otherwise stated, were converted at a spot conversion rate of AUD/USD of \$0.70.

For Competent Persons Statements (including disclosures in relation to the production targets in this presentation, for the purposes of ASX Listing Rule 5.23), refer to pages 39 and 40.

Authorised for release to the ASX by Bill Beament, Executive Chair (NST) and Raleigh Finlayson, Managing Director (SAR).

# 1

## Transaction summary



# A platform for growth and superior returns

## Targeting production of 2Mozpa from three Tier-1 production centres by FY27<sup>1</sup>

A sector-leading global gold miner currently producing 1.6Mozpa with a pathway to 2Mozpa

Positioned for market leading growth across two Tier-1 jurisdictions (Australia and Alaska)

Reserves 19Moz  
Resources 49Moz

Combined market cap of over A\$16.0B<sup>2</sup>

Dominant gold inventory and processing infrastructure in Western Australia's premier gold districts

Rapidly expanding North American operations

Leverages existing systems and cost structures, utilising Northern Star's underground and Saracen's open pit expertise

**Kalgoorlie Operations**  
(KCGM, Kalgoorlie Operations, Carosue Dam)

Targeting 1.1Mozpa

**Yandal Operations**  
(Jundee, Thunderbox, Bronzewing)

Targeting 600kozpa

**North American Operations**  
(Pogo)

Targeting 300kozpa<sup>3</sup>

Targeting ~2Mozpa from three Tier-1 Production Centres by FY27

1. Refer to page 3 of this presentation in relation to Ore Reserve and Mineral Resource estimates, and production targets, for Northern Star and Saracen.  
2. Market capitalisation based on the last undisturbed share price of NST of A\$13.82 per share and the pro-forma NST ordinary shares on issue of 1,158M post implementation of the scheme. 3. Targeting 300kozpa by FY23

# Transaction overview

## A compelling merger-of-equals with unique strategic merit and strong value-drivers

Transaction structure	<ul style="list-style-type: none"> <li>• Merger of Northern Star and Saracen, to be effected via a Saracen scheme of arrangement (<b>Scheme</b>) under which Northern Star will acquire 100% of the fully paid ordinary shares in Saracen</li> <li>• Unanimously recommended by the Saracen Board, subject to no superior proposal emerging for Saracen and the Independent Expert concluding that the merger is in the best interests of Saracen shareholders</li> <li>• Unanimously endorsed and supported by the Northern Star Board subject to no superior proposal emerging</li> <li>• Reciprocal exclusivity arrangements (including 'no shop', 'no talk' and 'no due diligence' restrictions), customary exclusivity arrangements in favour of Northern Star (including a matching right regime), and reciprocal break fees apply</li> </ul>
Consideration and relative shareholding	<ul style="list-style-type: none"> <li>• Saracen shareholders to receive 0.3763 new fully paid ordinary shares in Northern Star for each Saracen share held</li> <li>• Post-completion of the Scheme, Saracen shareholders will own ~36.0% of the merged group while Northern Star shareholders will own ~64.0%</li> </ul>
Board and senior management	<ul style="list-style-type: none"> <li>• Merged group to continue as Northern Star Resources, based in Perth and trading on the ASX</li> <li>• The Board will comprise 5 directors from Northern Star and 4 directors from Saracen</li> <li>• Bill Beament to be Executive Chair of the merged group through transitional period, then Non-Executive Chair from 1 July 2021; Raleigh Finlayson to be Managing Director; remaining management roles ensure the expertise is retained from both companies</li> </ul>
Key conditions and indicative timing	<ul style="list-style-type: none"> <li>• Transaction is subject to approval by Saracen shareholders and the Supreme Court of WA, and other customary conditions</li> <li>• Scheme booklet expected to be dispatched to Saracen shareholders ~December 2020</li> <li>• Saracen scheme meeting: ~January 2021</li> <li>• Transaction completion: ~February 2021</li> <li>• Saracen shareholders will also be paid a special, fully franked dividend of A3.8¢ per Saracen share (subject to the Scheme becoming effective and receipt of banking consents)</li> </ul>

# Transaction rationale

**A highly accretive transaction, creating a Top-10 global gold producer with high-margin assets located exclusively in Tier-1 jurisdictions<sup>1</sup>**

<b>1</b> Logical combination of highly complementary assets	<ul style="list-style-type: none"> <li>• Combined portfolio of high quality assets concentrated in three logical production centres exclusively in Tier-1 jurisdictions</li> <li>• Consolidates KCGM, the iconic “Golden Mile”, under single ownership for the first time in its +125-year history</li> <li>• Pogo provides a platform for growth targeting 300kozpa<sup>2</sup> in North America utilising combined world-class skill sets</li> <li>• Common shareholdings of &gt;50% consolidated into one company</li> </ul>
<b>2</b> Sector-leading growth potential on all metrics	<ul style="list-style-type: none"> <li>• Clear trajectory towards 2Mozpa gold production, with production set to grow by +30% in the next 3 years</li> <li>• Combined free cash flow generation, balance sheet and asset base enables growth options to be optimised</li> <li>• Significant exploration opportunities across the portfolio, further unlocked by dominant processing infrastructure</li> </ul>
<b>3</b> Right skill-set to drive value creation	<ul style="list-style-type: none"> <li>• Combination of industry-leading management with an outstanding track record of delivering strong returns</li> <li>• Aligned company cultures with complementary operational, technical and financial skill-sets</li> <li>• ~A\$200 million of combined equity ownership amongst Board and management teams</li> </ul>
<b>4</b> Significant synergies unique to this merger	<ul style="list-style-type: none"> <li>• Transaction unlocks A\$1.5-2.0B NPV in pre-tax synergies<sup>3</sup> expected to be delivered over the next 10 years via geographic, operational and strategic synergies</li> <li>• Opportunity to further enhance market-leading ESG credentials across the combined asset base</li> </ul>
<b>5</b> Increased scale and significance	<ul style="list-style-type: none"> <li>• Top-10 global gold miner, exclusively in Tier-1 jurisdictions</li> <li>• Long-life producer with over 19Moz in Reserves and 49Moz in Resources</li> <li>• Low risk diversified business with the scale, liquidity and quality of cash flows attractive to both gold and generalist investors</li> </ul>

1. Refer to page 3 of this presentation in relation to Ore Reserve and Mineral Resource estimates, and production targets, for Northern Star and Saracen.

2. Targeting 300kozpa by FY23. 3. Discounted at 5% and net of stamp duty

# Transaction rationale

## ① Logical combination of highly complementary assets<sup>1</sup>

- Logical, accretive M&A - A unique and significant opportunity to combine complementary assets and management teams
- Transaction creates a Top-10 global gold miner, with three large-scale Tier-1 production centres
- Secures an unrivalled position in the long life, world-class geological district of Kalgoorlie:
  - 1.1Mozpa production centre through the logical combination of KCGM, Northern Star's Kalgoorlie Operations and Saracen's Carosue Dam
  - Consolidates ownership of KCGM and respective Kalgoorlie district operations into one company for the first time in its history
- Consolidates North-Eastern Goldfields assets, creating a 600kozpa production centre with the addition of Saracen's Thunderbox to Northern Star's Yandal Operations (Jundee and Bronzewing) leveraging combined infrastructure and ore sources
- Establishes 300kozpa<sup>2</sup> North American production centre in a high grade, relatively new gold district in Alaska
- Common shareholdings of >50% consolidated into one company

1. Refer to page 3 of this presentation in relation to production targets for Northern Star and Saracen.

2. Targeting 300kozpa by FY23

# Complementary portfolio of assets

## 1 High-quality, long-life assets located exclusively in Tier-1 locations<sup>1</sup>

### Kalgoorlie Operations

A KCGM (100%)	
Reserves	9.7Moz (1.3g/t)
Resources	19.1Moz (1.6g/t)
FY21 Production	440-480koz
FY21 AISC	A\$1,470-1,570/oz

B Kalgoorlie (ex KCGM)	
Reserves	1.6Moz (3.4g/t)
Resources	6.8Moz (3.2g/t)
FY21 Production	270-300koz
FY21 AISC	A\$1,650-1,750/oz

C Carosue Dam	
Reserves	2.0Moz (1.9g/t)
Resources	4.5Moz (2.0g/t)
FY21 Production	240-250koz
FY21 AISC	A\$1,300-1,400/oz

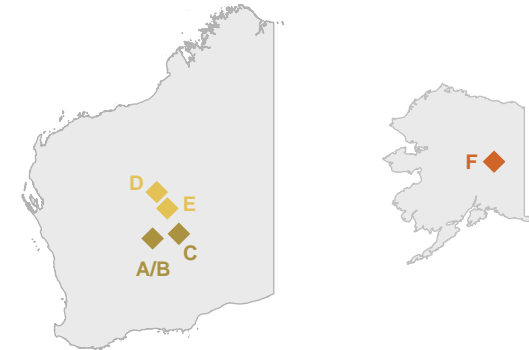
### Yandal Operations

D Jundee & Bronzewing	
Reserves	2.8Moz (2.7g/t)
Resources	6.9Moz (2.6g/t)
FY21 Production	270-300koz
FY21 AISC	A\$1,200-1,275/oz

E Thunderbox	
Reserves	1.7Moz (1.6g/t)
Resources	3.3Moz (1.8g/t)
FY21 Production	140-150koz
FY21 AISC	A\$1,000-1,100/oz

### North American Operations

F Pogo	
Reserves	1.5Moz (8.0g/t)
Resources	6.7Moz (9.8g/t)
FY21 Production	180-220koz
FY21 AISC	US\$1,200-1,400/oz



1. Refer to page 3 of this presentation in relation to Ore Reserve and Mineral Resource estimates for Northern Star and Saracen.

# Three large-scale production centres<sup>1</sup>

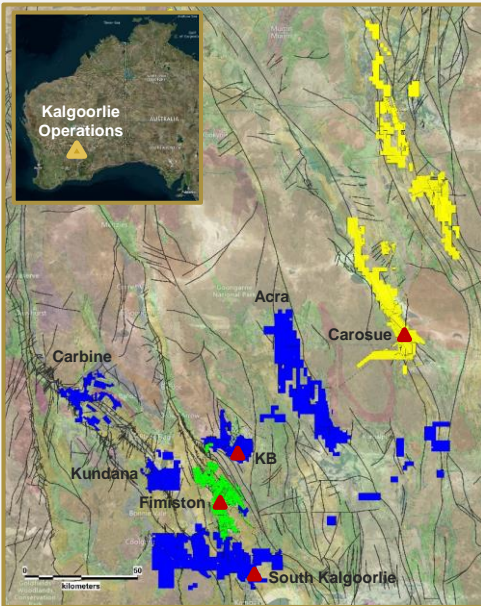
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## Kalgoorlie Operations

**Reserves:** 287Mt @ 1.4gpt for 13.3Moz

**Resources:** 516Mt @ 1.8gpt for 30.5Moz

**Target Production:** 1.1Mozpa

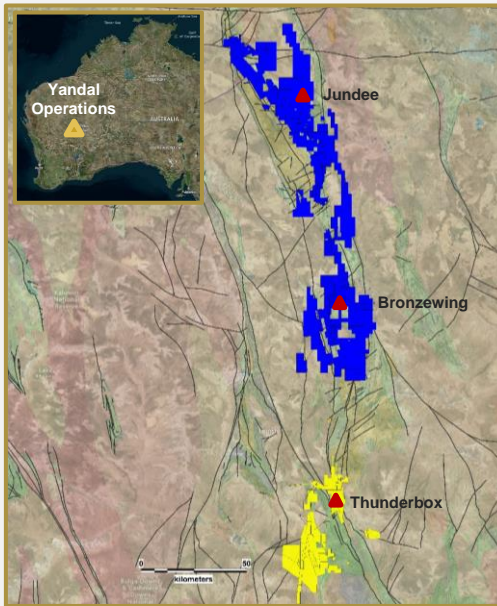


## Yandal Operations

**Reserves:** 66Mt @ 2.2gpt for 4.6Moz

**Resources:** 139Mt @ 2.3gpt for 10.2Moz

**Target Production:** 600kozpa

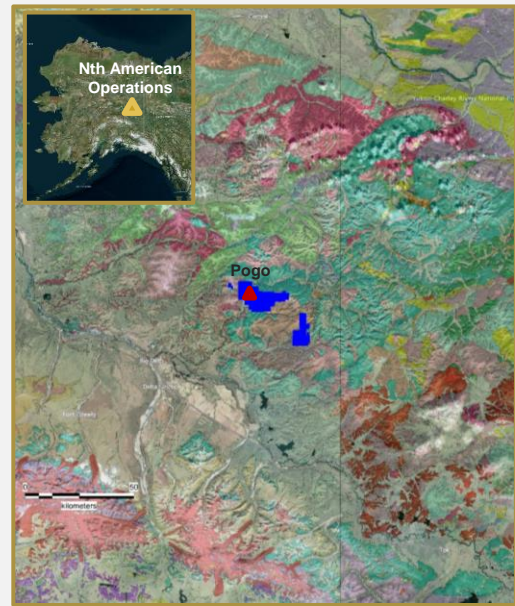


## North American Operations

**Reserves:** 5.9Mt @ 8.0gpt for 1.5Moz

**Resources:** 22Mt @ 9.8gpt for 6.7Moz

**Target Production:** 300kozpa



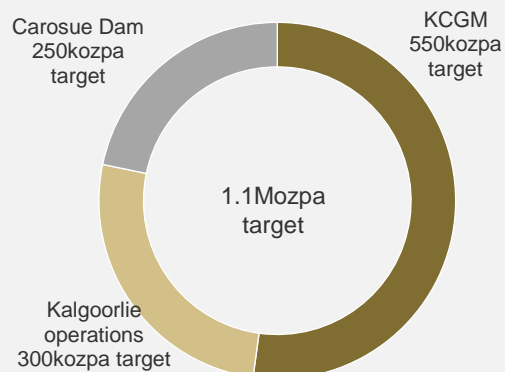
■ NST Managed Tenure
 ■ KCGM Managed Tenure
 ■ SAR Managed Tenure
 ▲ MergeCo Mill

1. Refer to page 3 of this presentation in relation to Ore Reserve and Mineral Resource estimates, and production targets, for Northern Star and Saracen.

# Three large-scale production centres

## ① Simplified business structure with three Tier-1 production centres<sup>1</sup>

### Kalgoorlie Operations



**FY21<sup>2</sup> production:** 950-1,030koz

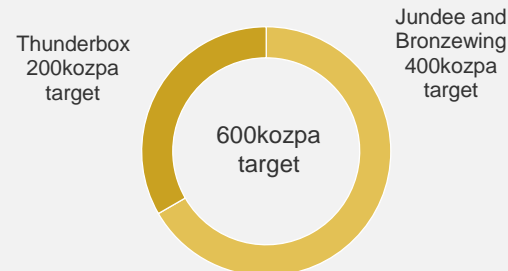
**FY21<sup>2</sup> AISC:** A\$1,475-1,575/oz (US\$1,033-1,103/oz)

**Reserves:** 13.3Moz

**Resources:** 30.5Moz

**Processing Capacity:** 18.6Mtpa

### Yandal Operations



**FY21<sup>2</sup> production:** 410-450koz

**FY21<sup>2</sup> AISC:** A\$1,130-1,220/oz (US\$791-854/oz)

**Reserves:** 4.6Moz

**Resources:** 10.2Moz

**Processing Capacity:** 5.5Mtpa

### North American Operations



**FY21<sup>2</sup> production:** 180-220koz

**FY21<sup>2</sup> AISC:** US\$1,200-1,400/oz

**Reserves:** 1.5Moz

**Resources:** 6.7Moz

**Processing Capacity:** 1.3Mtpa (as at mid CY21)

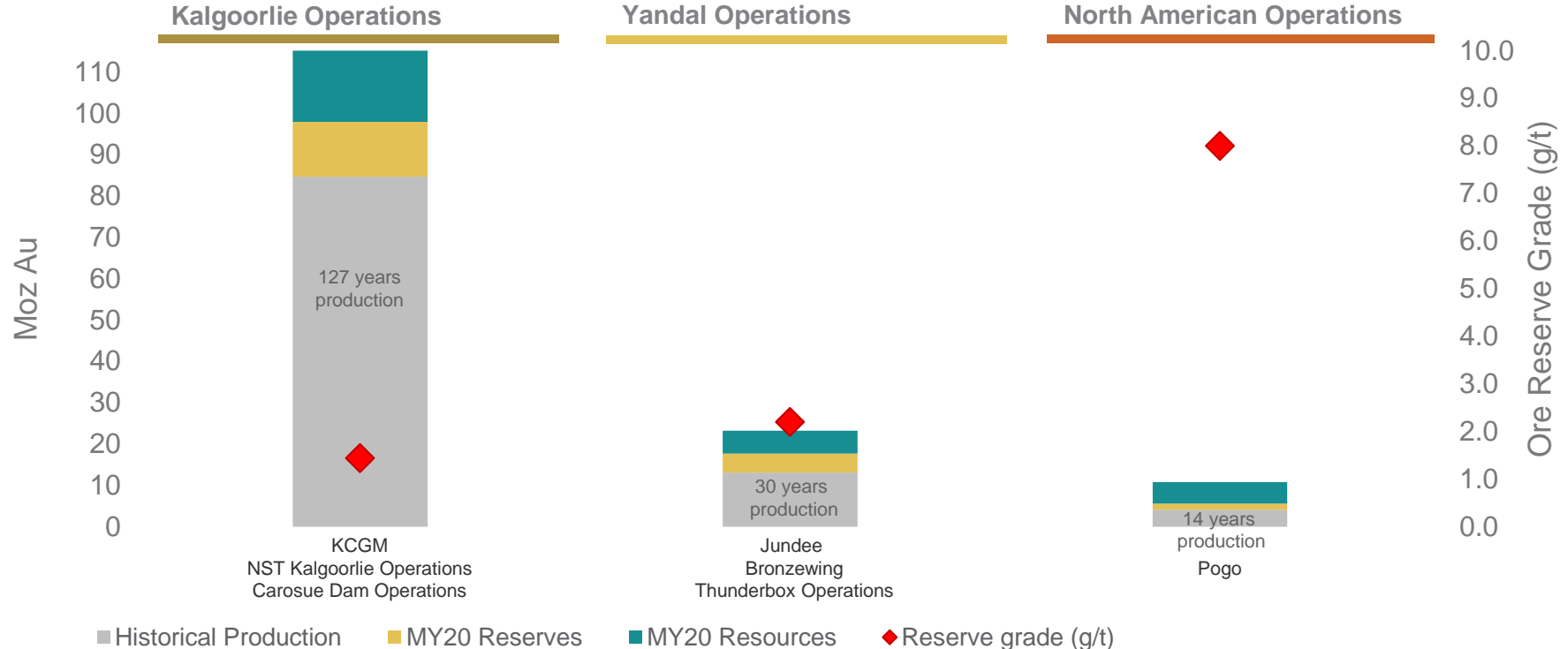
## Targeting 2.0Mozpa production across the portfolio

1. Refer to page 3 of this presentation in relation to Ore Reserve and Mineral Resource estimates, and production targets, for Northern Star and Saracen.

2. Represents FY21 guidance based on previously announced Northern Star and Saracen market disclosures

# Geological endowment - a major value driver

## ① Consolidation of world-class gold systems, exclusively in Tier-1 locations<sup>1</sup>



1. Refer to page 3 of this presentation in relation to Ore Reserve and Mineral Resource estimates for Northern Star and Saracen.

# One vision for KCGM

## ① Consolidating ownership of KCGM for the first time will streamline operations, drive efficiencies and accelerate growth options

### Benefits of 100% ownership

- Ensures a clear aligned vision for KCGM
- Removes duplicate management oversight, resulting in improved decision-making and accountability
- Combined group better positioned to optimise production and fund growth



### KCGM growth opportunities

- Opportunity to accelerate development of Fimiston South Stage 2 open pit<sup>1</sup>
- Potential mill expansion to grow production utilising existing ore stockpiles
- Potential to accelerate the underground opportunities through increased exploration and development



### KCGM synergy potential

- Remove complexity and costs associated with operating as a joint venture
- Processing synergies, to be unlocked via optimisation of ore feed across merged portfolio
- Leverage skilled residential workforce and easier access to talent



# Transaction rationale

## ② Sector-leading growth<sup>1</sup>, with superior financial returns<sup>2</sup>

- Clear trajectory towards 2Mozpa gold production, with production set to grow by +30% in the next 3 years<sup>3</sup>
- Growth capital intensity is one of the lowest in the global gold sector
- Combined entity will have a high margin asset base and highly competitive global AISC profile <A\$1,485/oz (US\$1,040/oz)<sup>4</sup>
- Strong combined free cash flow generation and balance sheet enables the substantial pipeline of existing growth options to be optimised
- Extensive growth and exploration opportunities across the portfolio:
  - 4,183km<sup>2</sup> consolidated land-holding across the world-class Kalgoorlie Goldfields district of Western Australia
  - 3,247km<sup>2</sup> consolidated land-holding across the North-Eastern Goldfields of Western Australia
  - 297km<sup>2</sup> land-holding and strong growth platform in emerging camp-scale district in Alaska, North America
- Continued sector-leading financial performance and returns to shareholders

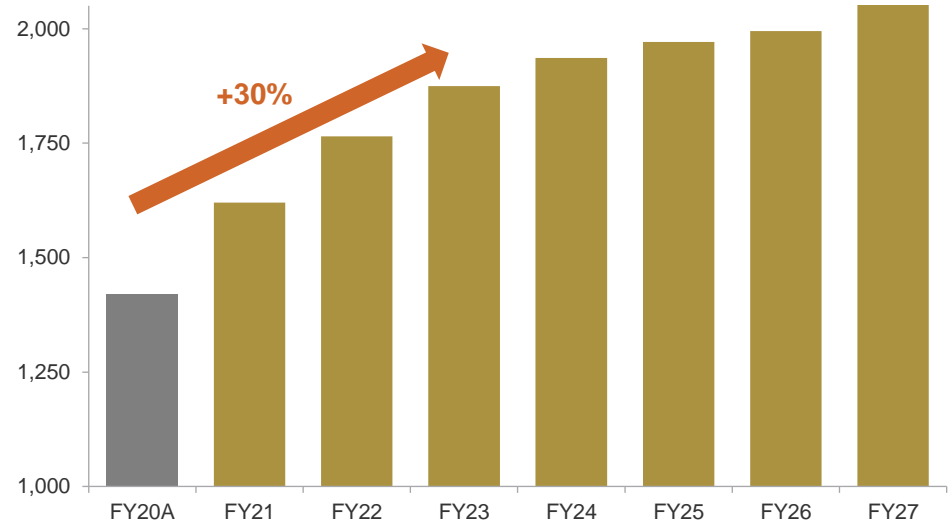
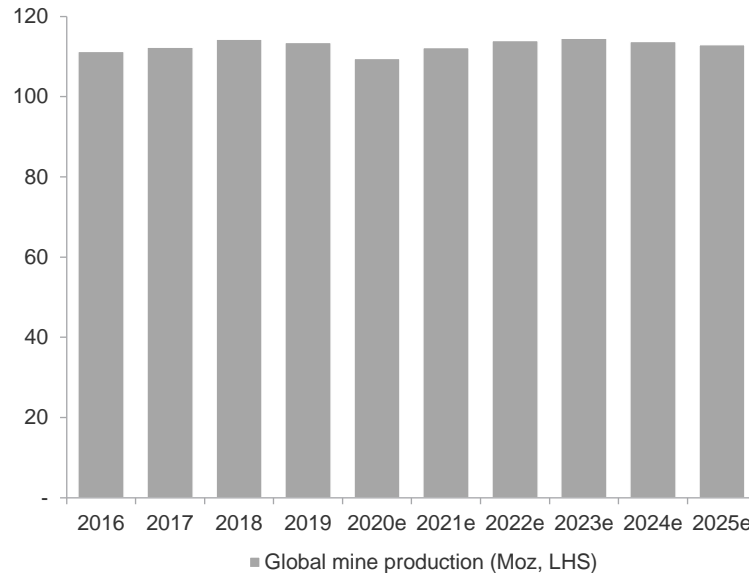
1. Earnings and production. 2. Comparisons against selected mid and large capitalisation gold producers (including Kirkland Lake Gold Ltd, Evolution Mining Ltd, Agnico Eagle Mines Ltd, Newcrest Mining Ltd, Gold Fields Ltd, Newmont Mining Corporation, AngloGold Ashanti Ltd.) 3. Refer to page 3 of this presentation in relation to production targets for Northern Star and Saracen. 4. AISC guidance mid point (includes Pogo AISC of US\$1,300/oz at a spot conversion rate of AUD/USD of \$0.70).

# Compelling production growth

- ② Initial production of >1.6Mozpa with a pathway to 2Mozpa, maintaining the growth trajectory of both companies which has generated sector-leading shareholder returns

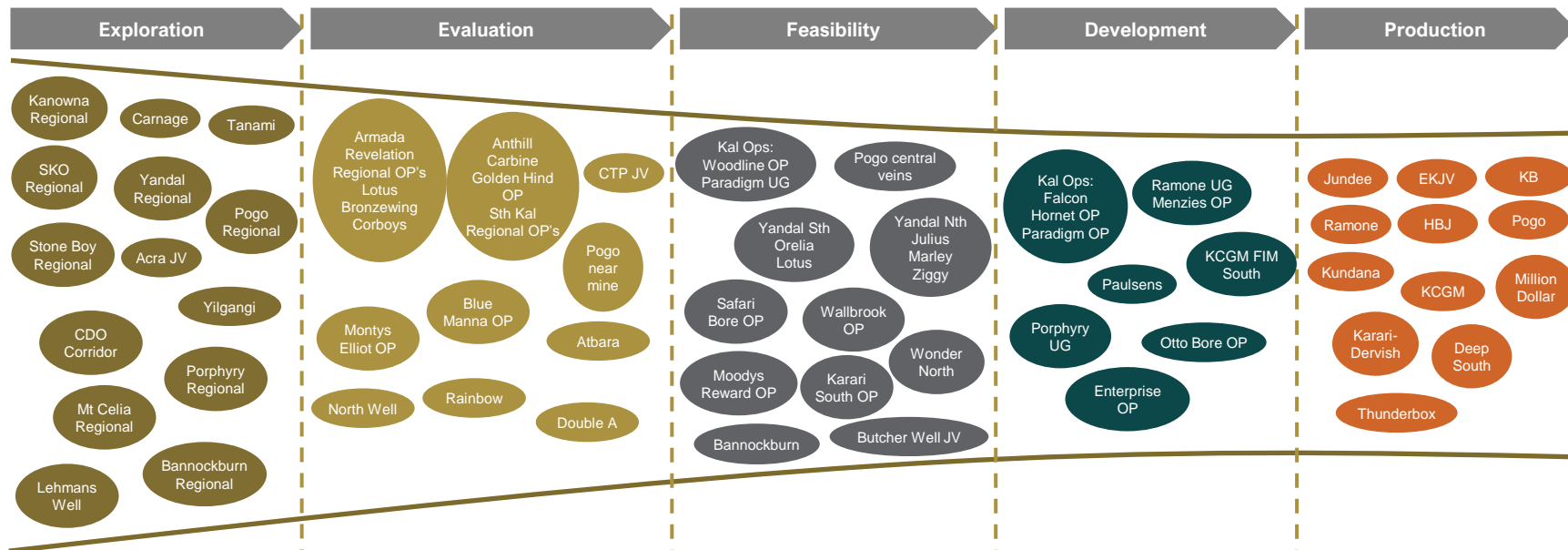
Lack of production growth across global gold sector<sup>1</sup>

Combined production profile<sup>2,3</sup> (koz)



# Compelling exploration pipeline<sup>1</sup>

## 2 Merged entity includes a significant pipeline of projects to drive further Resource and Reserve growth<sup>2</sup>



## Resource extension and conversion to Reserves

1. Refer to cautionary note on page 42 in relation to the need to replace Reserves and Resources and the risks associated with exploration

2. Note the bubble size shown is not correlated to any Reserves or Resources estimates for each project

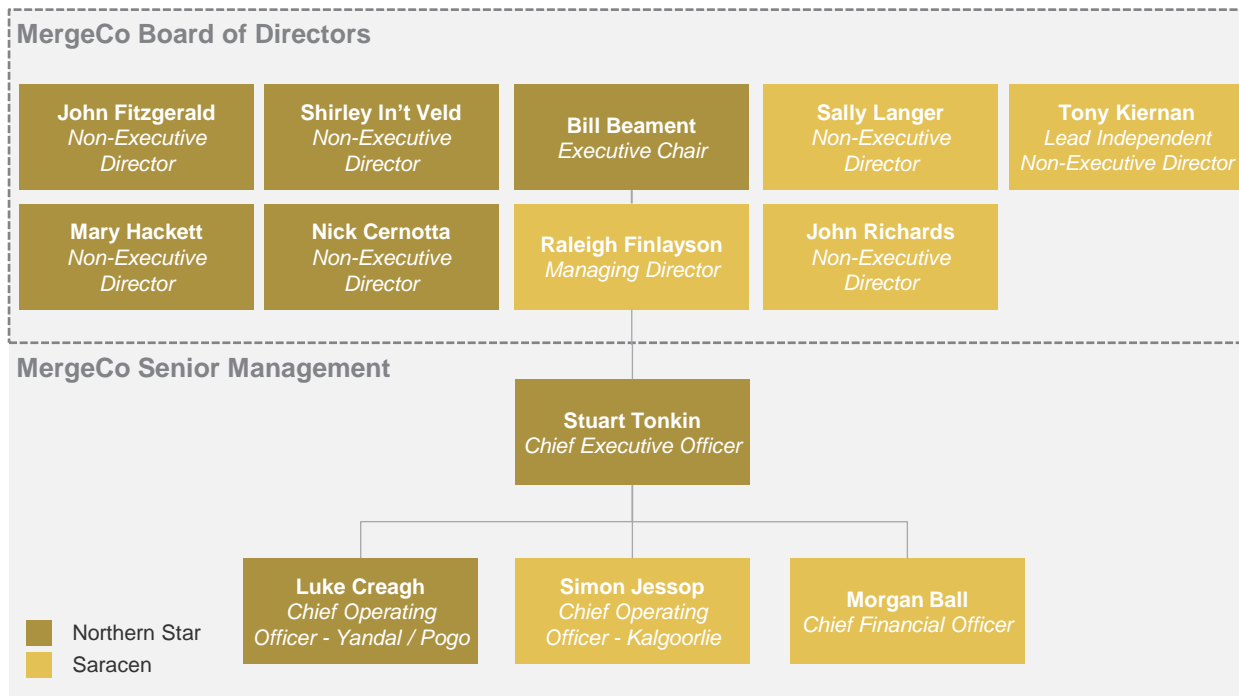
# Transaction rationale

## ③ The right skill-set to drive value creation

- Proven and highly experienced Board and senior management team to be drawn from both companies:
  - Team reflects the relevant and significant expertise of both companies
  - Existing senior leadership retained with Bill Beament as Executive Chair and Raleigh Finlayson as Managing Director
  - Well-defined succession plan maintains strong and well-balanced senior leadership team now and into the future
- Complementary skill-sets create a world-class management team offering:
  - A track record of creating shareholder value through discovery, development and production
  - Proven operational expertise across geology, mining (underground and open pit) and processing
  - Financial acumen and prudent capital management
  - Alignment with shareholders (~A\$200 million of combined equity ownership amongst Board and management teams)

# Compelling Board and senior management

## ③ Proven Board and senior management team to continue to drive value creation for shareholders



### Approach to Board and management

- Board and management team reflects the depth and significant expertise of both Saracen and Northern Star
- Board made up of 5:4 split of Directors between Northern Star and Saracen
- Existing senior leadership retained with Bill Beament as Executive Chair and Raleigh Finlayson as Managing Director
- Lead Independent Non-Executive Director to be Tony Kiernan

### Current and future intentions

- Bill Beament will remain Executive Chair until 1 July 2021 to ensure successful integration, then become Non-Executive Chair
- Raleigh Finlayson will be Managing Director for 12-18 months and then transition to Executive Director (Corporate Development). At this time, CEO / MD roles to be amalgamated
- Saracen Executives have volunteered to escrow a portion of the NST shares they will receive from their retention rights vesting as a result of the change of control, up to 30 June 2023

# Transaction rationale

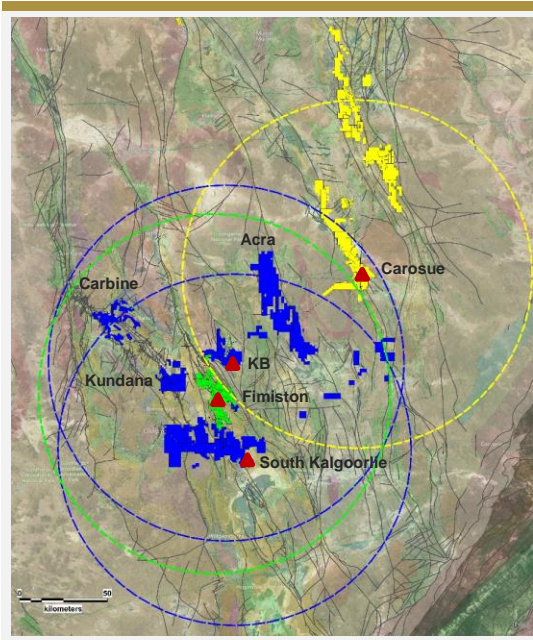
## ④ Significant synergies unique to this merger, A\$1.5-2.0B<sup>1</sup> of value to be unlocked (pre-tax NPV)

- This is **M&A that works** - A unique and significant opportunity only available by combining Northern Star and Saracen to unlock geographic, operational and strategic synergies that will deliver exceptional value for all stakeholders
- Transaction **unlocks A\$1.5-2.0B<sup>1</sup>** of synergies<sup>2</sup> (pre-tax NPV):
  - **Strategic and corporate synergies** - Including KCGM consolidation, rationalisation and optimisation of corporate costs, efficient allocation of capital and procurement cost savings
  - **Mining synergies** - Including the potential to accelerate Fimiston South Stage 2, optimisation of capital deployment across portfolio, leverage open pit and underground skill-sets across respective asset bases
  - **Processing synergies** - Including processing optimisation across the portfolio, KCGM expansion options, Kalgoorlie processing and haulage optionality, fast-tracking the Thunderbox mill expansion for Yandal ore sources, and option for Stage 2 Carosue Dam mill expansion
- Shareholders in the combined entity to benefit from Northern Star's significant historical investment in establishing the corporate functions, governance systems and strategic knowledge base required of an ASX50-100 company

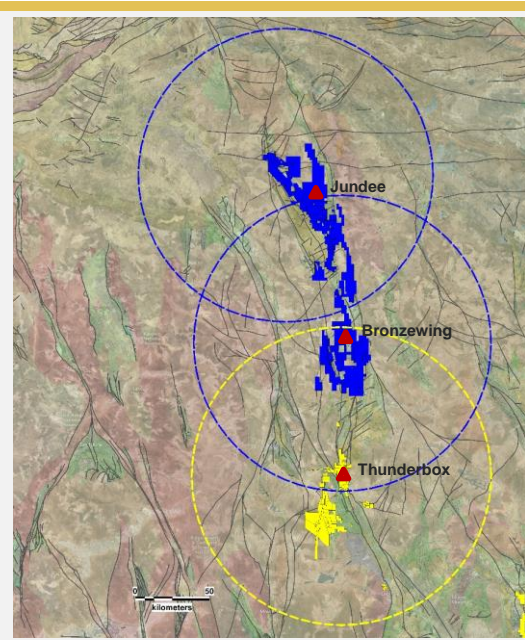
# Processing capacity to unlock value

- ④ Over 24Mtpa of processing capacity in the Western Australian Goldfields, providing increased operational flexibility for the combined portfolio

## Kalgoorlie processing options



## Yandal processing options



- Unprecedented footprint in the Western Australian Goldfields
- Enhanced ability to unlock a range of regional deposits previously constrained by lack of processing solutions
- Extensive Kalgoorlie processing capacity 18.6Mt and established haul road network underpins 1.1Mozpa operation
- Entire Yandal belt within 100km haulage of the combined entity's processing infrastructure

# Alignment on sustainability and culture

- 4 Northern Star and Saracen are fully aligned in their approach to sustainability and culture. The companies were founded upon the same principles, which have been instrumental to their success

## Northern Star Core Values



## Saracen Core Values



## Northern Star Sustainability Vision

- Delivering responsible environmental and social business practices that lead to both to the creation of strong economic returns for our shareholders, and shared value for our stakeholders

## Saracen Sustainability Policy

- Commitment to sustainable business practices which support positive societal outcomes whilst maximising shareholder value and financial returns

## Current voluntary alignments

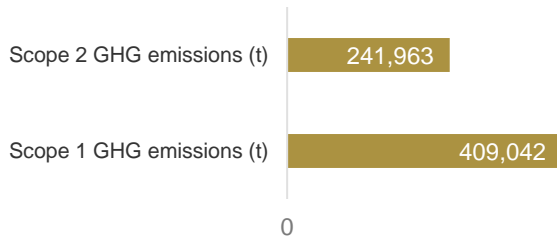


# Environment and social responsibility

- 4 The merged entity is committed to ensuring all business activities interact with the natural environment in a consistently responsible manner

Ability to leverage combined ESG experience to enhance shared value for all stakeholders

## Merged entity GHG emissions profile<sup>1</sup>

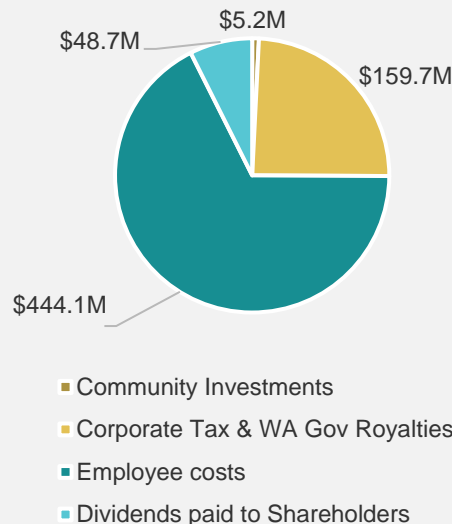


## Alignment to



## First Modern Slavery statements published

## Merged entity FY20 community spend



## Community support

\$10M COVID relief fund

Labs without Walls

Foodbank WA Inc.

WASM scholarships & equipment

Clontarf Foundation

Shooting Stars & Leonora School

WA Netball (Gold Industry Group)

Bushfire relief

Kalgoorlie-Boulder Urban Landcare Group (KBULG)

Blue Tree Project

# Governance

## ④ Corporate governance is essential to sustainable value creation

**We will remain committed to pursuing the highest standards in all aspects of corporate governance and transparency**



The Merged entity will meet every recommendation of the ASX Corporate Governance Council Corporate Governance Principles & Recommendations (4<sup>th</sup> edition) when the Executive Chair transitions to a Non-Executive Chair role in July 2021



In its FY21 Board evaluation, Nasdaq evaluated the Northern Star Board to be “highly functional, responsive and engaged”



ACSI rated Northern Star as ‘Leading’ level of ESG Reporting out of the ASX200

# Transaction rationale

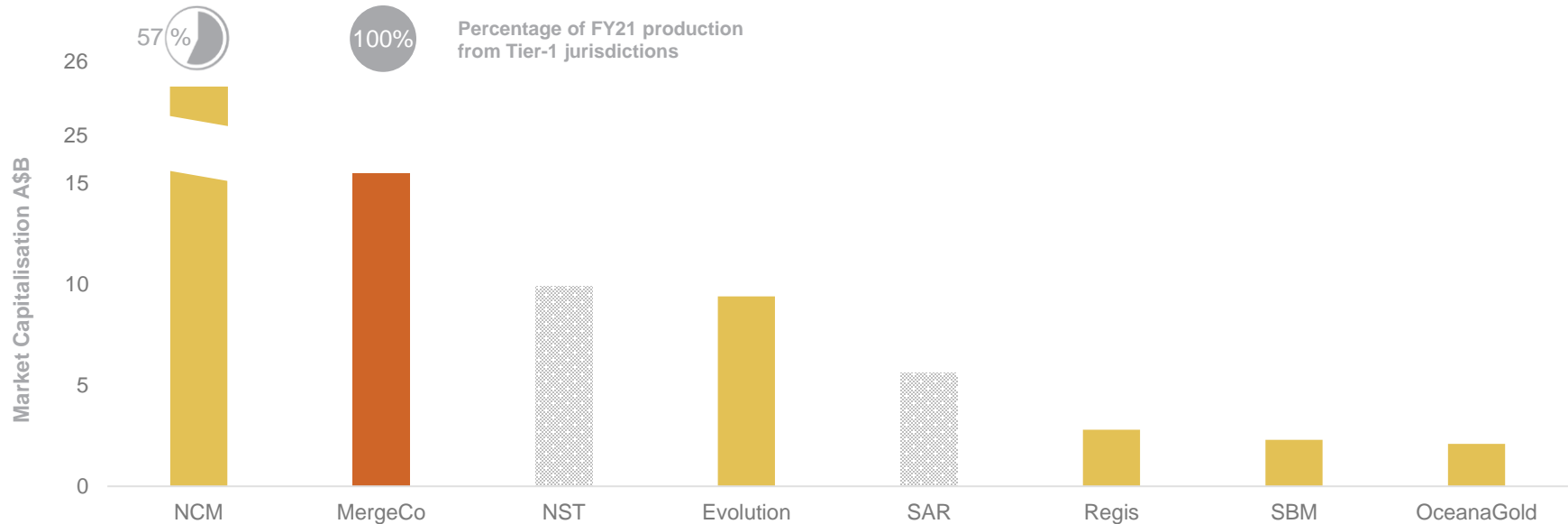
## ⑤ The scale and liquidity to attract both gold and generalist investors

- Top-10 global gold miner with sector-leading production growth; pathway to 2Mozpa<sup>1</sup>
- Size and liquidity to attract generalist as well as gold-focused global investors and Australian large cap funds
- Increased investor relevance and capital markets presence
- One of the few global gold companies of this scale with operations exclusively in Tier-1 jurisdictions
- Long-life producer with over 19Moz in Reserves and 49Moz in Resources<sup>1</sup>
- Combined market capitalisation of ~A\$16.0 billion with strong global share register
- Strong balance sheet with pro-forma net cash of A\$118 million (as of 30 June 2020)
- Strengthened platform to capitalise on accretive M&A opportunities

1. Refer to page 3 of this presentation in relation to Ore Reserve and Mineral Resource estimates, and production targets, for Northern Star and Saracen.

# Australian gold landscape re-defined

- ⑤ **MergeCo creates a new, high-quality large-cap alternative in the Australian gold market**  
**The only large cap with 100% production exposure in Tier-1 jurisdictions<sup>1</sup>**

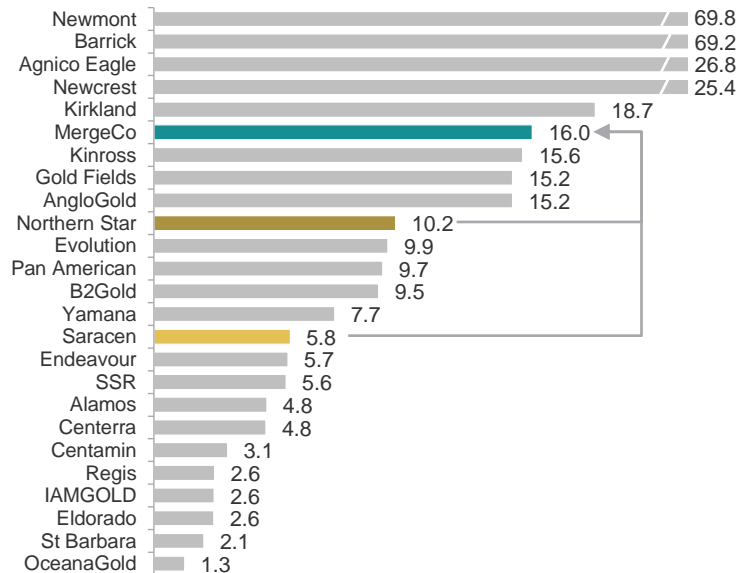


1. Tier-1 defined as Australia, USA and Canada

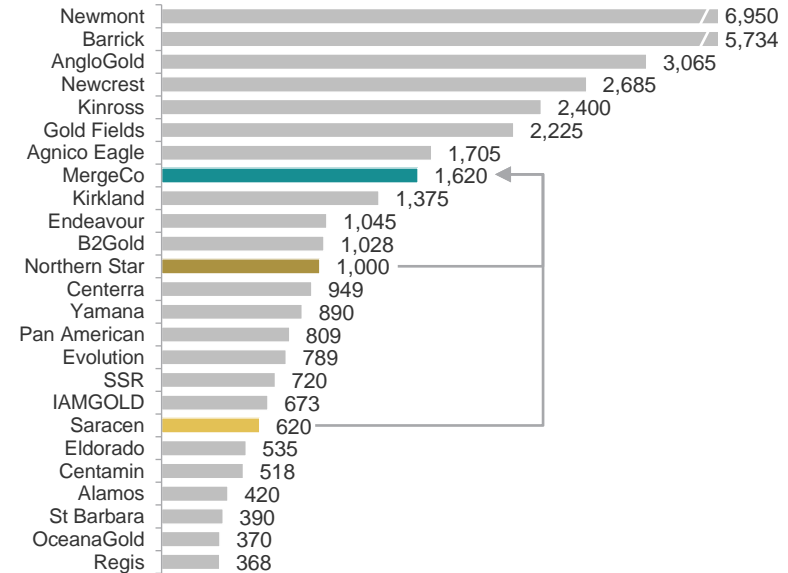
# Relative positioning

## 5 Merger creates a global Top-10 gold producer, with a unique portfolio of assets all located in Tier-1 jurisdictions

### Market capitalisation (A\$B)



### Production Guidance (koz)<sup>1,2</sup>



Source: FactSet and Company disclosures as at 5 October 2020 (2 October 2020 for non-ASX peers. 1. Gold equivalent production; 2. Metrics based on the earliest available production guidance, consisting of a combination of FY21 (Evolution, Newcrest, Northern Star, Regis, Saracen, St Barbara) and CY20 (Alamos, Agnico Eagle, AngloGold, Barrick, B2 Gold, Centamin, Centerra, Eldorado, Endeavour, Gold Fields, IAMGOLD, Kinross, Kirkland, Newmont, OceanaGold, Pan America, SSR, Yamana)

# A compelling combination - Takeaways

**A unique opportunity exclusively available for both companies to unlock significant value, and build a major global gold producer with an exceptional high-margin growth profile**

## Benefits to both sets of shareholders

- ✓ Top-10 global producer, with 19Moz in Reserves and 49Moz in Resources<sup>1</sup>
- ✓ Complementary Board and management teams to drive growth and continued sector-leading returns
- ✓ Diversification of production and cash flows across a number of high quality, low-risk Tier-1 jurisdictions
- ✓ Transaction unlocks A\$1.5-2.0B NPV in pre-tax synergies to be delivered via geographic, operational, and strategic synergies<sup>2</sup>
- ✓ Leading approach to environmental, social and governance principles and practices
- ✓ Consolidation of ownership at KCGM for the first time
- ✓ Dominant position in greater Kalgoorlie district, targeting 1.1Mozpa in production
- ✓ Rationalised ownership of the Yandal belt, spanning Jundee, Bronzewing and Thunderbox
- ✓ Significant organic growth pipeline across a merged portfolio with enviable geological endowment
- ✓ Enhanced financial strength and flexibility to pursue accretive M&A
- ✓ Increased investor relevance and capital markets profile

## Benefits to Northern Star shareholders

- ✓ Exposure to high-quality, de-risked operations and infrastructure at Thunderbox and Carosue
- ✓ Saracen's open pit expertise

## Benefits to Saracen shareholders

- ✓ Stronger near-term cash flows
- ✓ Exposure to growth and North American platform through Pogo
- ✓ Northern Star's underground expertise

1. Refer to page 3 of this presentation in relation to Ore Reserve and Mineral Resource estimates, and production targets, for Northern Star and Saracen.

2. Over the next ten years

# Indicative timetable

**Scheme booklet anticipated to be dispatched to Saracen shareholders in December 2020 with completion targeted in early February 2021**

## Transaction timetable (indicative)

Event	Date
First Court Hearing	December 2020
Saracen to dispatch Scheme documents to its shareholders	December 2020
Scheme Meeting	January 2021
Second Court hearing	February 2021
Effective Date	February 2021
Record Date	February 2021
Implementation Date	February 2021

# A

## Additional materials



# Pro-Forma Snapshot

		Northern Star	Saracen	Pro-Forma
Share price / Offer price	A\$	13.82	5.22	-
No. ordinary shares <sup>1</sup>	M	741	1,108	1,158
Market Capitalisation <sup>2</sup>	A\$M	10,240	5,782	16,022
% shareholding in MergeCo	%	64.0%	36.0%	-
Cash and equivalents (30 Jun 2020) <sup>3</sup>	A\$M	770	369	1,139
Debt (30 Jun 2020) <sup>3</sup>	A\$M	700	321	1,021
Enterprise Value	A\$M	10,170	5,734	15,904
Gold Reserves <sup>4</sup>	Moz	10.8	8.5	19.4
Gold Resources <sup>4</sup>	Moz	31.8	17.4	49.2
FY21 Production	koz	940-1,060	600-640	1,540-1,700
FY21 AISC <sup>5</sup>	A\$/oz	1,490-1,635	1,300-1,400	1,420-1,550

1. Refer to latest Appendix 2A announcements from NST (7 September 2020) and SAR (18 August 2020); 2. Market capitalisation based on the last undisturbed share price of NST of A\$13.82 per share and the pro-forma NST ordinary shares on issue of 1,158M post implementation of the scheme; 3. Based on 30 June 2020

4. Refer to page 3 of this presentation in relation to Ore Reserve and Mineral Resource estimates for NST and SAR. 5. Includes Pogo AISC guidance of US\$1,200-1,400/oz, converted to A\$/oz at AUD/USD of \$0.70

# People, inclusion & diversity

**People provide the foundation for any organisation's success**

**Northern Star's and Saracen's practices foster inclusivity and actively manage diversity as a means of enhancing company performance. The safety, health and well-being of our employees, contractors and visitors is paramount**

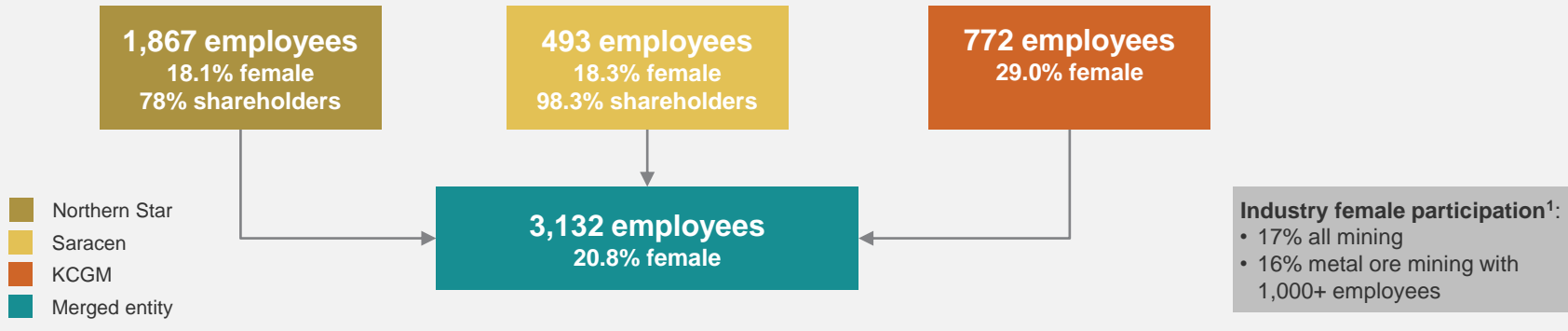
**Equal Employment Opportunity (EEO)  
and Anti-Harassment and Bullying  
awareness training**

**Employee  
assistance  
programs (EAP)**



**300+ Accredited  
Mental Health  
First Aiders**

**Employee numbers (as at 30 June 2020)**



1. Workplace Gender Equality Agency (WGEA) data (1 April 2018 to 31 March 2019)

# Kalgoorlie Production Centre

## Kalgoorlie Overview

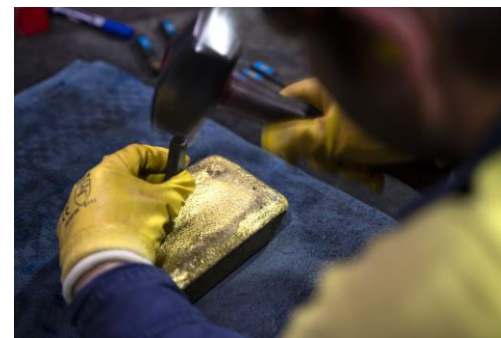
<b>Mines</b>	KCGM (NST/SAR)
	Kalgoorlie Operations (NST)
	Carosue Dam (SAR)
<b>Mining method</b>	Underground & open pit
<b>Processing</b>	Ability to process varying ore types (free-milling and sulphide ores)
<b>Milling capacity</b>	Currently 18.6Mtpa with capital committed to expand to 19.4Mtpa in FY21
<b>Reserves</b>	13.30Moz
<b>Resources</b>	30.5Moz
<b>FY2021 Production</b>	950-1,030koz
<b>FY2021 AISC</b>	A\$1,475 – A\$1,575/oz (US\$1,033 – US\$1,103/oz)
<b>Targeted Production</b>	1.1Mozpa



# Yandal Production Centre

## Yandal Overview

<b>Mines</b>	Jundee (NST)
	Thunderbox (SAR)
	Bronzewing (NST)
<b>Mining method</b>	Underground & open pit
<b>Processing</b>	Conventional CIL plant
<b>Milling capacity</b>	Currently 5.5Mtpa with capital committed to expand to 8.5Mtpa in FY22
<b>Reserves</b>	4.6Moz
<b>Resources</b>	10.2Moz
<b>FY2021 Production</b>	410-450koz
<b>FY2021 AISC</b>	A\$1,130 – A\$1,220/oz (US\$791 – US\$854/oz)
<b>Targeted Production</b>	600kozpa



# North American Production Centre

## North America (Pogo) Overview

<b>Mines</b>	Pogo
<b>Mining method</b>	Underground
<b>Processing</b>	Conventional CIL plant
<b>Milling capacity</b>	Currently 1Mtpa with capital committed to expand to 1.3Mtpa
<b>Reserves</b>	1.5Moz
<b>Resources</b>	6.7Moz
<b>FY2021 Production</b>	180-220koz
<b>FY2021 AISC</b>	US\$1,200/oz – US\$1,400/oz



	Proved			Probable			Total Reserve		
	Tonnes (000's)	Grade (gpt)	Ounces (000's)	Tonnes (000's)	Grade (gpt)	Ounces (000's)	Tonnes (000's)	Grade (gpt)	Ounces (000's)
Kalgoorlie Gold Project									
KCGM	127,611	0.7	3,073	111,832	1.8	6,617	239,443	1.3	9,690
Carosue Dam	3,297	0.9	96	29,266	2.0	1,906	32,560	1.9	2,002
Kanowna	2,459	3.0	239	5,790	2.6	486	8,249	2.7	725
Kundana	285	4.9	45	1,893	4.0	243	2,177	4.1	289
East Kundana JV	673	5.2	113	1,718	4.7	259	2,391	4.8	372
South Kalgoorlie	72	4.7	11	1,490	3.4	162	1,562	3.4	173
Carbine	-	-	-	581	2.6	49	581	2.6	49
Sub-Total Kalgoorlie	134,397	0.8	3,577	152,569	2.0	9,722	286,966	1.4	13,299
Yandal Gold Project									
Jundee	2,102	1.4	93	14,766	4.1	1,931	16,868	3.7	2,024
Thunderbox	7,043	1.5	337	26,063	1.7	1,409	33,106	1.6	1,745
Bronzewing	5,100	2.0	332	10,844	1.4	487	15,944	1.6	820
Sub-Total Yandal	14,245	1.7	762	51,673	2.3	3,827	65,918	2.2	4,589

# Consolidated Ore Reserves (cont.)

	Proved			Probable			Total Reserve		
	Tonnes (000's)	Grade (gpt)	Ounces (000's)	Tonnes (000's)	Grade (gpt)	Ounces (000's)	Tonnes (000's)	Grade (gpt)	Ounces (000's)
<b>Pogo Gold Project</b>									
Pogo	-	-	4	5,867	8.0	1,507	5,867	8.0	1,511
<b>Sub-Total Pogo</b>	<b>-</b>	<b>-</b>	<b>4</b>	<b>5,867</b>	<b>8.0</b>	<b>1,507</b>	<b>5,867</b>	<b>8.0</b>	<b>1,511</b>
<b>Other Gold Projects</b>									
Paulsens	197	4.9	31	84	4.0	11	281	4.6	42
<b>Sub-Total Other</b>	<b>197</b>	<b>4.9</b>	<b>31</b>	<b>84</b>	<b>4.0</b>	<b>11</b>	<b>281</b>	<b>4.6</b>	<b>42</b>
<b>TOTAL</b>	<b>148,801</b>	<b>0.9</b>	<b>4,375</b>	<b>210,193</b>	<b>2.2</b>	<b>15,066</b>	<b>359,032</b>	<b>1.7</b>	<b>19,441</b>

# Consolidated Mineral Resources

	Measured			Indicated			Inferred			Total Resources		
	Tonnes (000's)	Grade (gpt)	Ounces (000's)	Tonnes (000's)	Grade (gpt)	Ounces (000's)	Tonnes (000's)	Grade (gpt)	Ounces (000's)	Tonnes (000's)	Grade (gpt)	Ounces (000's)
<b>Kalgoorlie Gold Project</b>												
KCGM	127,323	0.8	3,050	177,518	1.9	11,016	74,449	2.1	5,036	379,290	1.6	19,102
Carosue Dam	9,794	2.0	629	43,414	2.0	2,768	18,170	2.0	1,151	71,379	2.0	4,548
Kanowna	3,206	3.3	335	12,282	2.9	1,127	8,666	2.6	711	24,154	2.8	2,173
Kundana	624	4.4	89	4,016	4.7	607	4,589	3.2	477	9,229	4.0	1,173
East Kundana JV	1,039	6.2	207	2,999	5.2	506	2,227	4.4	315	6,264	5.1	1,028
South Kalgoorlie	1,433	3.1	141	9,329	3.0	894	9,382	3.0	903	20,145	3.0	1,938
Carbine	-	-	-	3,190	2.7	272	2,465	3.1	246	5,655	2.8	518
<b>Sub-Total Kalgoorlie</b>	<b>143,419</b>	<b>1.0</b>	<b>4,451</b>	<b>252,748</b>	<b>2.1</b>	<b>17,190</b>	<b>119,948</b>	<b>2.3</b>	<b>8,839</b>	<b>516,116</b>	<b>1.8</b>	<b>30,480</b>
<b>Yandal Gold Project</b>												
Jundee	2,102	1.4	93	38,924	3.2	4,057	14,197	2.5	1,124	55,223	3.0	5,274
Thunderbox	10,242	1.7	547	39,840	1.8	2,292	6,908	1.9	428	56,990	1.8	3,267
Bronzewing	4,634	2.4	358	16,439	1.9	989	5,310	1.7	282	26,383	1.9	1,629
<b>Sub-Total Yandal</b>	<b>16,979</b>	<b>1.8</b>	<b>999</b>	<b>95,203</b>	<b>2.4</b>	<b>7,337</b>	<b>26,415</b>	<b>2.2</b>	<b>1,834</b>	<b>138,597</b>	<b>2.3</b>	<b>10,170</b>

# Consolidated Mineral Resource (cont.)

	Measured			Indicated			Inferred			Total Resources		
	Tonnes (000's)	Grade (gpt)	Ounces (000's)	Tonnes (000's)	Grade (gpt)	Ounces (000's)	Tonnes (000's)	Grade (gpt)	Ounces (000's)	Tonnes (000's)	Grade (gpt)	Ounces (000's)
<b>Pogo Gold Project</b>												
Pogo	-	-	4	9,492	10.2	3,121	11,763	9.4	3,548	21,255	9.8	6,669
<b>Sub-Total Pogo</b>	<b>-</b>	<b>-</b>	<b>4</b>	<b>9,492</b>	<b>10.2</b>	<b>3,121</b>	<b>11,763</b>	<b>9.4</b>	<b>3,548</b>	<b>21,255</b>	<b>9.8</b>	<b>6,672</b>
<b>Other Gold Projects</b>												
Paulsens	353	5.7	65	217	4.1	29	1,809	2.0	115	2,379	2.7	209
Ashburton	-	-	-	98	1.6	5	444	1.2	17	542	1.3	22
Central Tanami	3,062	2.5	245	4,430	2.8	400	4,842	2.9	453	12,334	2.8	1,098
Western Tanami	482	2.8	44	1,079	6.0	208	1,449	5.8	271	3,010	5.4	523
<b>Sub-Total Other</b>	<b>3,897</b>	<b>2.8</b>	<b>353</b>	<b>5,825</b>	<b>3.4</b>	<b>642</b>	<b>8,544</b>	<b>3.1</b>	<b>856</b>	<b>18,266</b>	<b>3.2</b>	<b>1,851</b>
<b>TOTAL</b>	<b>164,294</b>	<b>1.1</b>	<b>5,807</b>	<b>363,268</b>	<b>2.4</b>	<b>28,290</b>	<b>166,670</b>	<b>2.8</b>	<b>15,076</b>	<b>694,234</b>	<b>2.2</b>	<b>49,173</b>

# Competent Persons Statements



## Northern Star

The information in this announcement that relates to Mineral Resource estimations, exploration results, data quality and geological interpretations for the Company's Project areas (excluding the Central Tanami Gold Project, the Bronzewing Project, the Anthill Project and the Mt Clement Project) is based on information compiled by Michael Mulrone, a Competent Person who is a Member of the Australasian Institute of Mining and Metallurgy and a full-time employee of Northern Star Resources Limited. Mr Mulrone has sufficient experience that is relevant to the styles of mineralisation and type of deposits under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" for the Company's Project areas. Mr Mulrone consents to the inclusion in this announcement of the matters based on this information in the form and context in which it appears.

The information in this announcement that relates to Ore Reserve estimations for the Company's Project areas (excluding the Bronzewing Project) is based on information compiled by Jeff Brown, a Competent Person who is a Member of the Australasian Institute of Mining and Metallurgy and a full-time employee of Northern Star Resources Limited. Mr Brown has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Brown consents to the inclusion in this announcement of the matters based on this information in the form and context in which it appears.

The information in this announcement that relates to the Central and Western Tanami Gold Projects is extracted from the Tanami Gold NL ASX announcement entitled "Quarterly Report for the Period Ending 31 March 2014" released on 1 May 2014 and is available to view on [www.tanami.com.au](http://www.tanami.com.au).

The information in this announcement that relates to Mineral Resource estimations, data quality, geological interpretations and potential for eventual economic extraction for the Groundrush deposit at the Central Tanami Gold Project is based on information compiled by Brook Ekers a Competent Person who is a Member of the Australian Institute of Geoscientists and a full-time employee of Northern Star Resources Limited. Mr. Ekers has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr. Ekers consents to the inclusion in this announcement of the matters based on this information in the form and context in which it appears.

The Company confirms that it is not aware of any further new information or data that materially affects the information included in the original market announcement entitled "Quarterly Report for the Period Ending 31 March 2014" released on 1 May 2014 and, in the case of estimates of Mineral Resources, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. To the extent disclosed above, the Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

The information in this announcement that relates to the Bronzewing Project is extracted from the Echo Resources Ltd announcement entitled "Yandal Gold Project BFS & Growth Strategy" released on 23 April 2019 and is available to view on [www.asx.com.au](http://www.asx.com.au).

The Company confirms that it is not aware of any further new information or data that materially affects the information included in the original market announcement entitled "Yandal Gold Project BFS & Growth Strategy" released on 23 April 2019 and, in the case of estimates of Mineral Resources, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. To the extent disclosed above, the Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

The information in this announcement that relates to the Anthill Project is extracted from the Intermin Resources Limited (now Horizon Minerals Limited) announcement entitled "Anthill Resource Grows 60% to Over 125,000 ounces" released on 18 December 2018 and is available to view on [www.asx.com.au](http://www.asx.com.au).

The Company confirms that it is not aware of any further new information or data that materially affects the information included in the original market announcement entitled "Anthill Resource Grows 60% to Over 125,000 ounces" released on 18 December 2018 and, in the case of estimates of Mineral Resources, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. To the extent disclosed above, the Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

# Competent Persons Statements



## Northern Star cont.

The information in this announcement that relates to the Mt Clement Project is extracted from the Artemis Resources Limited announcement entitled "Substantial Resource Increase at Mt Clement Gold & Silver Project" released on ASX Announcement dated 26 July 2011 and is available to view on [www.artemisresources.com.au](http://www.artemisresources.com.au).

The Company confirms that it is not aware of any further new information or data that materially affects the information included in the original market announcement entitled "Substantial Resource Increase at Mt Clement Gold & Silver Project" released on ASX Announcement dated 26 July 2011 and, in the case of estimates of Mineral Resources, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. To the extent disclosed above, the Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

## KCGM

The Mineral Resources, Ore Reserves and exploration results information reported in accordance with the 2012 edition of the Joint Ore Reserves Committee's Australasian Code for Reporting of Mineral Resources and Ore Reserves ("JORC Code") in this announcement for all the Company's projects (excluding KCGM) is extracted from the report entitled "Resources and Reserves, Production and Cost Guidance Update (ex-KCGM)" dated 13 August 2020, available at [www.nsrld.com](http://www.nsrld.com) and [www.asx.com](http://www.asx.com). For the purposes of ASX Listing Rule 5.23, Northern Star confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements and that all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed. Northern Star confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcements.

The Mineral Resources, Ore Reserves and exploration results information reported in accordance with the 2012 edition of the Joint Ore Reserves Committee's Australasian Code for Reporting of Mineral Resources and Ore Reserves ("JORC Code") in this announcement for KCGM is extracted from the report entitled "KCGM Strategic Review and Outlook Statement" dated 18 August 2020, available at [www.nsrld.com](http://www.nsrld.com) and [www.asx.com](http://www.asx.com). For the purposes of ASX Listing Rule 5.23, Northern Star confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements and that all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed. Northern Star confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcements.

## Saracen

The information in the report to which this statement is attached that relates to Exploration Results and Mineral Resources related to Gold and Nickel is based upon information compiled by Mr Daniel Howe, a Competent Person who is a member of The Australasian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists. Daniel Howe is a full-time employee of the Company. Daniel Howe has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Daniel Howe consents to the inclusion in the report of matters based on his information in the form and context in which it appears.

The information in the report to which this statement is attached that relates to all underground Ore Reserves relating to Gold is based upon information compiled by Stephen King, a Competent Person who is a member of The Australasian Institute of Mining and Metallurgy. Stephen King is a full-time employee of the Company.

Stephen King has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Stephen King consents to the inclusion in the report of matters based on his information in the form and context in which it appears. The information in the report to which this statement is attached that relates to all open pit Ore Reserves relating to Gold is based upon information compiled by Hemal

Patel, a Competent Person who is a member of The Australasian Institute of Mining and Metallurgy. Hemal Patel is a full-time employee of the Company. Hemal Patel has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Hemal Patel consents to the inclusion in the report of matters based on his information in the form and context in which it appears.

The information in the report to which this statement is attached that relates to underground Ore Reserves at Thunderbox is based upon information compiled by Dan Donald, a Competent Person who is a member of The Australasian Institute of Mining and Metallurgy. Dan Donald is a consultant to Saracen Mineral Holdings through Entech Mining Consultants. Dan Donald has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Dan Donald consents to the inclusion in the report of matters based on his information in the form and context in which it appears.

# Forward looking statements and risks

## Past performance

Past performance metrics and figures, as well as pro forma financial information, included in this presentation are given for illustrative purposes only and should not be relied upon as (and are not) an indication of Northern Star's or Saracen's views on Northern Star's or Saracen's future financial performance or condition or prospects (including on a consolidated basis). Investors should note that past performance of Northern Star and Saracen, including in relation to the historical trading price of shares, production, ore reserves and mineral resources, costs and other historical financial information cannot be relied upon as an indicator of (and provide no guidance, assurance or guarantee as to) future performance, including the future trading price of shares. The historical information included in this presentation is, or is based on, information that has previously been released to the market.

## Future performance and forward looking statements

This presentation contains forward looking statements about Northern Star and Saracen. Often, but not always, forward looking statements can be identified by the use of forward looking words such as "may", "will", "expect", "intend", "plan", "estimate", "anticipate", "continue", and "guidance", or other similar words and may include, without limitation, statements in this presentation regarding intent, belief, expectations, plans, strategies and objectives of management, indications of and guidance on synergies, future earnings or financial position or performance, future acquisitions, anticipated production or construction commencement dates, costs or production outputs for each of Northern Star and Saracen (based on, among other things, their respective estimates of their production for the periods specifically referred to in this presentation), the outcome and effects of the Scheme (including expected benefits to Northern Star and Saracen shareholders) and the future operation of Northern Star and Saracen. Neither Northern Star nor Saracen makes any representation or warranty as to the currency, accuracy, reliability or completeness of any forward looking statements contained in this presentation.

To the extent that this presentation materials contains forward looking information, the forward looking information is subject to a number of risks, including those generally associated with the gold industry and the mining industry more broadly. Any such forward looking statement inherently involves known and unknown risks, uncertainties and other factors that may cause actual results, performance and achievements to be materially greater or less than estimated. These may include, but are not limited to, changes in commodity prices, foreign exchange fluctuations and general economic conditions, increased costs and demand for production inputs, the speculative nature of exploration and project development (including the risks of obtaining necessary licenses and permits and diminishing quantities or grades of reserves), political and social risks, changes to the regulatory framework within which Northern Star and Saracen operate or may in the future operate, environmental conditions including extreme weather conditions, geological and geotechnical events, and other environmental issues, the recruitment and retention of key personnel, industrial relations issues, litigation and outbreaks of disease or pandemics (including the continuation or escalation of the global COVID-19 pandemic). Further information in relation to risks (including those that are specific to the Scheme) will be provided in the Scheme Booklet.

Any such forward looking statements are based on assumptions, qualifications and contingencies which are subject to change and which may ultimately prove to be materially incorrect, as are statements about market and industry trends, which are based on interpretations of current market conditions. Investors should consider any forward looking statements contained in this presentation in light of such matters (and their inherent uncertainty) and not place reliance on such statements. Forward looking statements are not guarantees or predictions of future performance and may involve significant elements of subjective judgment, assumptions as to future events that may not be correct, known and unknown risks, uncertainties and other factors, many of which are outside the control of Northern Star and Saracen. Any forward looking statements are based on information available to Northern Star and Saracen as at the date of this presentation. Except as required by law or regulation (including the ASX Listing Rules), Northern Star, Saracen and their respective directors, officers, employees, advisers, agents and other intermediaries disclaim any obligation or undertaking to provide any additional or updated information, whether as a result of new information, future events or results or otherwise (including to reflect any change in expectations or assumptions).

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As noted above, an investment in shares in Northern Star and Saracen is subject to investment and other known and unknown risks, some of which are beyond the control of Northern Star and Saracen. These risks, together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of shares in Northern Star and Saracen in the future. Northern Star and Saracen do not guarantee any particular rate of return or the performance of Northern Star or Saracen, nor guarantee the repayment of capital from Northern Star or Saracen, or any particular tax treatment. When making any investment decision, investors should make their own enquires and investigations regarding all information in this presentation, including but not limited to the assumptions, uncertainties and contingencies which may affect future operations of Northern Star and Saracen, and the impact that different future outcomes may have on Northern Star and Saracen. In respect of the Scheme, investors should carefully consider the information to be made available in the Scheme Booklet (and all other materials issued by Saracen in connection with the Scheme) and seek independent advice before making any decision.

# Financial data and Ore Reserve replacement

## Industry data

Certain market and industry data used in connection with or referenced in this presentation, including in relation to other companies in the peer group of Northern Star and Saracen, may have been obtained from public filings, research, surveys or studies made or conducted by third parties, including as published in industry-specific or general publications. None of Northern Star, Saracen, their respective advisers and their respective representatives, have independently verified any such market or industry data.

## Effect of rounding

A number of figures, amounts, percentages, estimates, calculations of value and fractions in this presentation are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this presentation.

## Financial data

All dollar values are in Australian dollars (\$ or A\$ or AUD) unless stated otherwise. All references to USD or US\$ or USD are to the currency of the United States of America.

The recipient should note that this document contains pro-forma financial information and does not purport to be in compliance with Article 11 of Regulation S-X of the rules and regulations of the US Securities and Exchange Commission. Investors should be aware that financial data in this presentation include includes "non-GAAP measures" within the meaning of Regulation G under the US Securities Exchange Act of 1934 and "non-IFRS financial information" under ASIC Regulatory Guide 230 "Disclosing non-IFRS financial information" published by ASIC. Northern Star and Saracen believe this non-IFRS/non-GAAP financial information provides useful information to users in measuring the financial performance and conditions of Northern Star and Saracen. The non-IFRS/non-GAAP financial information do not have a standardised meaning prescribed by Australian Accounting Standards and, therefore, may not be comparable to similarly titled measures presented by other entities, nor should they be construed as an alternative to other financial measures determined in accordance with Australian Accounting Standards. Investors are cautioned, therefore, not to place undue reliance on any non-IFRS/non-GAAP financial information and ratios included in this presentation. Such financial information is unaudited and does not purport to be in compliance with Article 3-05 of Regulation S-X under the US Securities Act.

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## Ore Reserve Replacement

The merged group must continually replace Ore Reserves depleted by production to maintain production levels over the long term. Ore Reserves can be replaced by expanding known ore bodies, locating new deposits or making acquisitions. There is a risk that depletion of Ore Reserves will not be offset by discoveries or acquisitions or that divestitures of assets will lead to a lower reserve base. The Ore Reserve base of the merged group may decline if Ore Reserves are mined without adequate replacement and the merged group may not be able to sustain production beyond the current mine lives, based on current production rates.

Exploration is highly speculative in nature and costly. The merged group's exploration projects involve many risks and may be unsuccessful. There is no assurance that current or future exploration programs will be successful. Also, if a discovery is made, it may, in some cases, take up to a decade or longer from the initial phases of exploration drilling until mining is permitted and production is possible. Whether a mineral deposit will be commercially viable depends on a number of factors, including the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices, government regulation, land tenure, land use and environmental protection. There is no certainty that the expenditure incurred by the merged group towards the search for and evaluation of mineral deposits will ultimately result in discoveries of commercial quantities of ore.