

CGA Mining Limited  
 Level 5, BGC Centre  
 28 The Esplanade  
 Perth Western Australia 6000

Tel: +61 8 9263 4000  
 Fax: +61 8 9263 4020  
 Email: info@cgamining.com  
 www.cgamining.com

ABN: 88 009 153 128



**ANNOUNCEMENT TO THE AUSTRALIAN SECURITIES EXCHANGE AND TORONTO STOCK EXCHANGE**

**CGA SHAREHOLDERS APPROVE THE B2GOLD MERGER PROPOSAL WITH 98% OF VOTES IN FAVOUR**

**SCHEME MEETING RESULTS - 24 DECEMBER 2012**

CGA Mining Limited (ASX Code: CGX; TSX Code: CGA) (**CGA**) announces that over 96% of CGA shareholders (representing over 98% of shares) voted today in favour of the scheme of arrangement (**Scheme**) for the merger of CGA and B2Gold Corp. (**B2Gold**). CGA will now seek orders from the Supreme Court of Western Australia (**Court**) for approval of the Scheme at a hearing scheduled for 16 January 2013.

**Results of Scheme Meeting**

The resolution to approve the Scheme was passed at today's Scheme Meeting by more than the requisite majorities, as follows:

- 98.08% of votes cast in favour of the resolution; and
- 96.25% of the number of shareholders present and voting (either in person, by proxy or corporate representative) in favour of the resolution. This includes the number of Voting Canadian Beneficial Holders.

The votes cast on the resolution, which was put to a poll at the Scheme Meeting, were as follows:

Votes	Number of votes	Percentage of votes	Number of shareholders (including Voting Canadian Beneficial Holders)	Percentage of shareholders (including Voting Canadian Beneficial Holders)
Votes <b>for</b> the resolution	234,547,758	98.08%	641	96.25%
Votes <b>against</b> the resolution	4,596,315	1.92%	25	3.75%
<b>Total</b>	239,144,073	100%	666	100%

In addition, 500 votes from one shareholder abstained on the resolution.

CGA received 164 valid proxies for the Scheme Meeting, representing 238,956,240 shares. The details of the proxy results are as follows:

Resolution	For	Against	Open	Abstain
Scheme Resolution	234,324,985	4,596,315	34,440	500

## Commentary

This strong endorsement by CGA shareholders, over 96% in favour (with 71.5% of the total number of CGA shareholders voting), follows a similar level of support at the recent B2Gold shareholder meeting, where 99.9% of the B2Gold shareholders voted in favour of the Scheme (with 83% of the total number of B2Gold shareholders voting).

“The CGA Board is pleased with both the high level of voter turn out, and the overwhelming support expressed for the Scheme by both the CGA and B2Gold shareholders. The merger with B2Gold will create a new and dynamic intermediate gold producer, with operational and geographic diversity, generating strong cash flows directed towards an exciting exploration and development program, led by one of the most talented and committed management teams in our industry.” said Michael Carrick, Chairman of CGA.

## Indicative Timetable\*

Subject to the approval of the Court, the indicative timetable for implementation of the Scheme is as follows.

Court hearing for approval of the Scheme	16 January 2013
Effective Date of the Scheme and last day of trading of the CGA Shares on ASX	16 January 2013
Last date of trading of the CGA Shares on TSX	18 January 2013
Record Date for determining entitlements to the Scheme Consideration	23 January 2013
Implementation Date for the Scheme and issue of the Scheme Consideration	31 January 2013
Dispatch of documents of title for the Scheme Consideration <sup>1</sup>	7 February 2013

\* All stated dates and times are the times in Perth, Western Australia unless otherwise indicated and are indicative only. The actual timetable will depend on many factors outside the control of CGA, including the Court approval process and the satisfaction or waiver of the conditions precedent to the completion of the Scheme by each of CGA and B2Gold. Any changes to the above timetable will be announced to ASX and TSX and will be available under CGA's profile on ASX at [www.asx.com.au](http://www.asx.com.au) and on SEDAR at [www.sedar.com](http://www.sedar.com).

<sup>1</sup> Documents of title in respect of the Scheme Consideration are expected to be sent to holders of CGA Shares (except Ineligible Shareholders and Electing Small Scheme Participants) within 5 Business Days after the Implementation Date.

Capitalised terms used in this announcement have the same meaning as set out in the Scheme Booklet dated 23 November 2012 (unless indicated otherwise).

## Advisors

CGA was advised on the proposed merger with B2Gold, by BMO Capital Markets and Haywood Securities Inc. (financial advisors) and Middletons (legal advisor).

## Enquiries

Chairman – Michael Carrick

Tel: +61 8 9263 4000  
Fax: +61 8 9263 4020  
Email: [mcarrick@cgamining.com](mailto:mcarrick@cgamining.com)