ASX Release

10 December 2025

St Barbara to be Fully Funded for Simberi Expansion Lingbao Gold to Acquire a 50% Strategic Interest

Highlights

- St Barbara Limited ("**St Barbara" or "the Company"**) (ASX: SBM) and Lingbao Gold Group ("**Lingbao**") have signed agreements by which Lingbao will pay A$370 million[1] in cash to acquire 50% of St Barbara Mining Pty Ltd[2] ("**SBML**") (a wholly owned subsidiary of St Barbara), which, immediately post completion, will own 80% of the Simberi Gold Project
- St Barbara separately announced today that agreements have been signed with Kumul Mineral Holdings Ltd ("**Kumul**") whereby Kumul will acquire 20% of the Simberi Gold Project for A$100 million, with the other 80% interest retained by SBML, and an unincorporated joint venture will be formed over the Simberi Gold Project ("**the Simberi Joint Venture**").
- Upon completion of the respective transactions, St Barbara and Lingbao would each have a 50% interest in SBML[2], with the underlying assets being an 80% interest in the Simberi Joint Venture, the Tabar Island Exploration Licenses and a A$100 million receivable from Kumul
- St Barbara will be fully funded for its share of expected capital costs, thereby significantly de-risking the Simberi Expansion Project and accelerating the timeline to FID and expanded production
- Development is also de-risked through the strategic relationship with Lingbao, a top 10 Chinese gold company, with significant gold mining experience internationally, including through the operation of its own commercial scale gold concentrate smelter
- Concurrently the 20% acquisition by Kumul into the Simberi Gold Project demonstrates PNG support for the development proposal
- Key elements of the executed agreements with Lingbao include:
  - Lingbao subscribing for shares in SBML representing a 50% interest[2] for a subscription price of A$370 million
  - St Barbara receiving repayment of intercompany loans of A$370 million in cash from SBML
  - Conditional amongst other matters on PRC and PNG regulatory approvals, approval of the extension of the Simberi Mining Lease and the parties having committed to taking a positive FID for the Simberi Gold Project
  - Completion targeted for late Q3 FY26 and no longer expected to be impacted by the IRC matter[3]

St Barbara is pleased to announce it has signed agreements with Lingbao, by which Lingbao will pay A$370 million in cash to acquire 50% of SBML[2] (currently a wholly owned subsidiary of St Barbara), which, immediately post completion, will own 80% of the Simberi Gold Project (Kumul to aquire 20%), the Tabar Island Exploration Licenses and a A$100 million receivable from Kumul. Under the agreements Lingbao will subscribe for new shares in SBML to obtain a 50% interest[2] for A$370 million, with the A$370 million in cash paid to St Barbara via settlement of intercompany loans.

[1] All references to A$370 million in this release are subject to adjustment through completion accounts adjustment process.

[2] Lingbao to own 50% plus one share of SBML and St Barbara 50% less one share

[3] Refer to ASX release on 18 February 2025 titled *"Simberi Gold lodges objection against PNG IRC assessment"*

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The transaction values 100% of the Simberi Gold Project at A$800 million (refer Table 2 below) which represents a 31% premium to the current St Barbara market capitalisation. The transaction represents a materially higher premium to the current look through value of Simberi within St Barbara, with St Barbara's market capitalisation also reflecting its 100% ownership of the development projects in Nova Scotia and substantial cash, buillion, gold sales receivables and investments[3].

St Barbara separately announced today that agreements have been signed with Kumul, whereby Kumul will acquire 20% of the Simberi Gold Project for A$100 million, funded via a limited-recourse loan from SBML, with an 80% interest in Simberi Gold Project being retained by SBML (50% St Barbara, 50% Lingbao[2])[4].

About Lingbao Gold Group Company Ltd

Lingbao is a major Chinese gold producer which listed on the Hong Kong Stock Exchange (HKG: 3330) in January 2006 and has a current market capitalisation of approximately US$2.8 billion. Lingbao operates a fully integrated business model across exploration, mining, beneficiation, smelting, refining and trading of gold, with its asset base located across five Chinese provinces and the Kyrgyz Republic. Its core products include "Lingjin" national-standard gold ingots, silver, electrolytic copper, and sulfuric acid.

Lingbao is focused on increasing its production through exploration and acquiring high-quality gold resources via mergers and acquisitions. The signing of the agreement follows a non-binding expression of interest from Lingbao and a period of due diligence by several parties, as outlined in St Barbara's strategic update on 1 October 2025[5].

Lingbao's attributable gold production for 2025 is projected to be approximately 200,000 ounces, excluding the gold produced by its smelter.

www.lbgold.com

Commenting on the Investment Agreement with Lingbao, Managing Director and CEO Andrew Strelein said

"The investments by Lingbao and Kumul in Simberi will help us accelerate the development of the Simberi Expansion Project and the delivery of its value to our shareholders and key stakeholders in PNG."

"This is a high-quality brownfields project with low capital intensity, a highly competitive operating cost structure and long-life resource that has potential to grow in the future. With Lingbao we have a committed, experienced and a well-funded partner. In addition, we welcome Kumul to the project as a co-investor."

"St Barbara is now fully funded for its expected share of the development costs of the Simberi Gold Project and to advance its Atlantic assets in Canada, including the Touquoy re-opening and the development of 15 Mile Processing Hub[6]."

The Chairman of Lingbao, Mr. Wang Pinran, also commented

"We are very pleased to be making this key strategic investment in the Simberi Gold Project and to have the opportunity to develop the Simberi Expansion Project with St Barbara and Kumul."

"Our confidence is solid not only because of this high-quality project, which contains 2.5 Moz in reserve and 5.8 Moz in resource of gold, but also because of St Barbara's world standard development proposal and the participation by Kumul demonstrating to the world the PNG government's support and encouragement for overseas investors."

"Ensuring the project is fully funded with St Barbara and Kumul is just the beginning. We are enthusiastic about developing the local community and economy, contributing to the environment showing other overseas investors that PNG is a good place to be. I believe, very soon, everyone will see great synergy achieved and successful business cooperation among PNG's Kumul, Australia's St Barbara and China's Lingbao Gold."

Lingbao Investment Agreement

Key elements of the investment agreement between St Barbara and Lingbao include the following:

[3] Refer to ASX announcement on 30 October 2025 titled *"Quarterly Report Q1 FY26"*, includes capital raise proceeds of A$58 million received in October 2025

[4] Refer to ASX announcement on 10 December 2025 titled *"Kumul Minerals to acquire a 20% interest in Simberi Gold Mine"*

[5] Refer to ASX announcement on 1 October 2025 titled *"Update on Strategic Options for Atlantic and Simberi"*

[6] Refer to ASX announcements on 15 September 2025 titled *"Encouraging Nova Scotia Permitting Environment"* and on 29 May 2025 titled *"Positive 15-Mile Processing Hub Concept Study"*

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- **Investment structure** – Lingbao to subscribe for a 50% interest (plus one share) in SBML for A$370 million, with SBML to hold an 80% effective interest in the Simberi Gold Project, the Tabar Islands Exploration Licenses and a receivable from Kumul of A$100 million.
- **Cash proceeds to St Barbara** – St Barbara will receive A$370 million from the transaction through the cash repayment of intercompany loans, with proceeds available to fund its share of capital expenditure for the Simberi Gold Project and to advance the Atlantic assets.
- **Conditions Precedents** – completion of the transaction with Lingbao is subject to satisfaction (or waiver, as applicable) of conditions precedent, including (amongst others):
    - PRC and PNG regulatory approvals;
    - Approval of the extension of the Simberi Mining Lease until 2038;
    - St Barbara shareholder approval via simple majority of votes. If a shareholder vote is not required under the ASX Listing Rules, this condition may be waived by St Barbara (in its discretion);
    - Completion of the transfer of subsidiaries holding St Barbara's Nova Scotia assets from SBML into St Barbara as direct subsidiaries;
    - Agreement of an Initial Life of Mine Plan and the Initial Work Program and Budget for the Simberi Gold Project and the parties having committed to take a positive FID for the Project to coincide with completion of the transaction; and
    - Execution of the Kumul agreements and completion of all conditions precedent other than final investment decision; and
    - No material adverse event occurring.
- **Lingbao Deal Assurances** – Lingbao will pay a deposit of A$32 million within 10 business days of signing of the Investment Agreement to be held in escrow.
    - The deposit will be utilised towards the A$370 million subscription amount
    - St Barbara is entitled to retain the deposit, if completion does not occur due the following;
        - Material breach of the Investment Agreement by Lingbao before completion
        - Lingbao conditions precedent having not been satisfied within 5 months[7] (includes PRC regulatory approvals)
- **St Barbara Deal Assurance** – St Barbara has agreed to a break fee of A$3.7 million payable in certain circumstances if the transaction does not proceed, including where:
    - St Barbara shareholder approval is required by ASX Listing Rules and St Barbara shareholders do not approve the transaction;
    - St Barbara shareholder approval is not required by ASX Listing Rules, shareholder approval is not obtained and the condition is not waived by St Barbara;
    - St Barbara directors change their recommendation to shareholders to vote in favour of the resolution; or
    - St Barbara terminates the Investment Agreement as a result of a superior proposal being made.
- **Exclusivity** – St Barbara is subject to customary exclusivity arrangements (including "no shop", "no talk" and "no due diligence" restrictions, notification obligations and matching rights). The exclusivity arrangements are subject to a "fiduciary out" exception in respect of the "no talk" and "no due diligence" obligations.
- **IRC determination** – The transaction is not conditional upon resolution of the IRC determination on the objections to the IRC reassessments by SBML subsidiary Simberi Gold Company Limited ("**SGCL**"). St Barbara retains the carriage of the objection and any subsequent appeal. St Barbara Limited will indemnify Lingbao in relation to the deemed withholding tax assessment and any penalties or interest relating to either tax matter. However, St Barbara is not required to indemnify Lingbao in relation to the Allowable Capital Expenditure assessment (given any deduction denied in a past year will be available to the SGCL in a future year).
- **Warranties** – Customary warranties have been given by St Barbara which are subject to a customary limitation of liability regime.

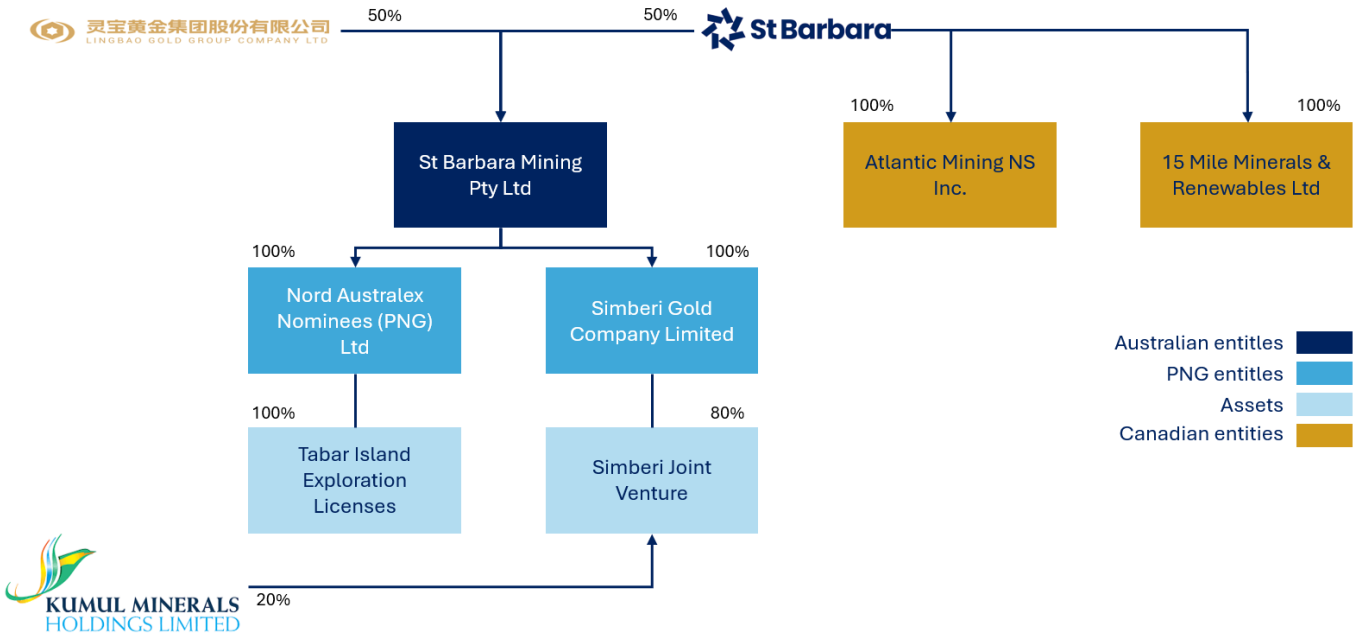
[7] St Barbara and Lingbao have ability to mutually extend conditions precedent end date

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Governance Structure

- St Barbara and Lingbao will establish a 50:50[2] incorporated joint venture at the SBML entity level
  - SBML to have four Directors, with St Barbara having the right to appoint two directors and Lingbao the remaining two directors
  - SBML is to be managed on a day-to-day basis by the CEO (to be appointed), with the majority shareholder (Lingbao) having the right to appoint, remove and replace the CEO with the consent of the other shareholder (St Barbara), with such consent not to be unreasonably withheld or delayed
- At the same time, SGCL (100% owned by SBML) and Kumul to establish an 80:20 unincorporated joint venture to develop and operate the Simberi Gold Project
  - The Simberi Joint Venture will establish the Simberi JV Committee which will comprise six members, with SGCL having the right to appoint and maintain four committee members (who will be the same as the four directors of SBML appointed by Lingbao and St Barbara respectively) and Kumul the remaining two committee members
- SGCL will act as the Manager of the Simberi Joint Venture
- Pre-emptive rights will exist in relation to the SMBL shareholdings in relation to the transfer of all of a shareholder's interest to a non-affiliated party, except in relation to an upstream change of control at the listed parent company level

Pro-forma Ownership Structure (post-transaction)



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Table 1 - Pro-forma Asset Ownership (post-transaction)

Entity	Ownership	Key Assets (post completion)
St Barbara Limited (ASX: SBM)	• ASX listed	• 50% of St Barbara Mining Pty Ltd (SBML)[2] • 100% of Atlantic Mining NS Inc • 100% of 15 Mile Minerals & Renewables Inc • A$370 million in cash from Lingbao Gold Group • Existing cash, bullion, gold sale receivables and listed investments
St Barbara Mining Pty Ltd (SBML)	• 50% St Barbara • 50% Lingbao Gold Group	• 100% of Simberi Gold Company Limited • 100% of Nord Australex Nominees • A$100 million receivable from Kumul ○ Effective A$50 million in value to St Barbara & A$50 million to Lingbao Gold Group
Simberi Gold Company Limited	• 100% St Barbara Mining Pty Ltd (SBML)	• 80% of an unincorporated joint venture over the Simberi Gold Project

Table 2 - Simberi Gold Project Look Through Value (Lingbao Investment)

	Unit	Value	Formula
Lingbao's total investment amount	A$	$370 million	A
Lingbao's effective interest in the A$100 million Kumul cash receivable	A$	$50 million	B
Lingbao's effective interest in the Simberi Gold Project	%	40%	C
Implied cash investment for 40% of Simberi	A$	$320 million	D = A – B
Implied 100% value of Simberi Gold Project	A$	**$800 million**	E = D / C

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Timing and next steps

St Barbara, Lingbao and Kumul are targeting completion of the respective transactions to coincide with FID in Q3 FY26.

Advisers

St Barbara's financial adviser is Macquarie Capital (Australia) Limited and its legal adviser is King & Wood Mallesons.

Authorised by

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Forward looking statements

This announcement contains forward-looking statements. Forward-looking statements include those containing words such as "anticipates", "estimates", "forecasts", "believes", "should", "will", "expects", "plans" or similar expressions. Although the forward-looking statements contained in this announcement reflect management's current beliefs based upon information currently available to management and based upon what management believes to be reasonable assumptions, the Company cannot be certain that actual results will be consistent with these forward-looking statements. Forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, and which could cause actual results, actions or events to differ materially from those expressed in this announcement. Any forward-looking statements are made as of the date of this announcement, and the Company assumes no obligation to update or revise them to reflect new events or circumstances, unless otherwise required by law.