ASX Release

St Barbara

10 September 2026

St Barbara to Sell Simberi Interest to Lingbao

Highlights

- St Barbara Limited ("**St Barbara**" or "**the Company**") has signed a binding agreement to sell its remaining interest [1] in the New Simberi Gold Project ("**New Simberi**") to Lingbao Gold Group ("**Lingbao**") (the "**Transaction**"). On completion of the Transaction St Barbara is to receive the following:
  - A$410 million in cash,
  - A$43 million cash repayment representing St Barbara's share of construction capital for New Simberi between April 2026 and signing of the binding agreement, with Lingbao to also fund St Barbara's share of New Simberi capital requirements from signing to completion,
  - 2.75% net smelter return royalty on 100% of future gold and silver production from New Simberi ("**Simberi NSR**"), and
  - 1.5% net smelter return royalty on 100% of future minerals production from the Tabar Island Group exploration licences ("**Tabar Islands NSR**").
- The Transaction is targeted to complete in the March quarter 2027, subject to a number of conditions precedent.
- On completion of the Transaction, St Barbara's pro-forma assets are expected to comprise:
  - Cash position of approximately A$880 million[2],
  - 15-Mile Processing Hub Project and exploration portfolio,
  - Touquoy Restart Project,
  - Royalty Portfolio including Simberi NSR and Tabar Islands NSR royalties, and
  - No debt or hedging.

St Barbara Limited ("**St Barbara**" or the "**Company**") (ASX: SBM) is pleased to announce it has signed an agreement with Lingbao Gold Group ("**Lingbao**"), by which Lingbao will acquire St Barbara's remaining ownership in Tabar Islands Holdings Pty Ltd ("**Tabar Islands Holdings**"), which currently owns 100% of New Simberi and the Tabar Islands Exploration Licenses ("**Exploration Licences**").

As announced on 10 December 2025, Simberi Gold Company Limited (a wholly owned subsidiary of Tabar Islands Holdings) agreed to sell a 20% interest in New Simberi to Eda Minerals Limited (a wholly owned subsidiary of Kumul Mineral Holdings Ltd) ("**Kumul**") for A$100 million to form the New Simberi Gold Joint Venture. Once the transaction with Kumul completes, the A$100 million purchase price and Kumul's share of capital expenditure will be repaid from the future sales from the New Simberi Gold Joint Venture.

[1] St Barbara currently holds a 50% interest in New Simberi, subject to completion of the transaction with Kumul Mineral Holdings Ltd as announced on 10 December 2025, after which St Barbara will hold a 40% attributable interest in New Simberi.

[2] Includes cash proceeds from the Transaction, loan repayments from Lingbao, existing cash and restricted cash as at 31 August 2026. Excludes listed investments.

Transaction details

Key elements of the Transaction include the following:

- **Sale structure** – St Barbara to sell its remaining interest in Tabar Islands Holdings to Lingbao.
- **Cash proceeds to St Barbara** – St Barbara will receive A$453 million in cash, comprising A$410 million cash consideration and cash repayment of ~A$43 million representing St Barbara's funding of construction capital to Tabar Islands Holdings between April 2026 and signing.
- **Lingbao loan to fund cash calls** – Lingbao to fund St Barbara's share of capital requirements from Tabar Islands Holdings until completion. In the event the Transaction does not reach completion due to a non-satisfaction of one or more specified conditions precedent by Lingbao, the funding becomes a construction loan from Lingbao that is repayable by St Barbara with a single bullet payment 24 months after the Transaction is terminated. In other situations, should the Transaction not reach completion the funding will be repayable by St Barbara in not less than 30 days.
- **Royalties** – On completion, Lingbao will grant St Barbara a 2.75% Simberi NSR royalty on 100% of gold and silver produced from New Simberi and a 1.5% Tabar Islands NSR royalty on 100% of all minerals produced from the Exploration Licenses.
- **Conditions Precedent** – completion of the Transaction is subject to satisfaction (or waiver, as applicable) of conditions precedent, including (amongst others):
    - People's Republic of China and Papua New Guinea (PNG) regulatory approvals;
    - St Barbara shareholder approval via simple majority of votes (however if a shareholder vote is not required under the ASX Listing Rules, this condition may be waived by St Barbara at its discretion); and
    - Lingbao shareholder approval (however if a shareholder vote is not required under the HKEX Listing Rules, this condition may be waived by Lingbao at its discretion).
- **Material Adverse Event** – Lingbao may terminate the Transaction if a material adverse event occurs before completion.
- **Warranties** – Customary title and capacity warranties have been given by St Barbara which are subject to a customary limitation of liability regime and an indemnity for the existing PNG tax reassessment matter where St Barbara will maintain carriage of the discussions with the Internal Revenue Commission.

St Barbara Limited Managing Director and CEO Andrew Strelein said*:*

"This transaction will crystallise substantial value for St Barbara shareholders and allows the Company to focus on the development of the Nova Scotia gold projects and the attractive exploration portfolio surrounding the 15-Mile Processing Hub. The Company's interest in New Simberi has never been fully reflected in the Company's share price and this transaction resolves that situation at a logical point for Lingbao to take full control of New Simberi."

"St Barbara recognises that New Simberi is an outstanding development project and looks forward to participating in the future benefits via the royalties over New Simberi's production, and through exploration of the Tabar Islands licenses, whilst offering St Barbara the option to consider opportunities to realise the value of its royalty portfolio."

"Subject to completion of the transaction, the Board will consider a further fully franked dividend of approximately A$0.13 per share – on top of the fully franked A$0.05 per share already declared. The Board reconfirms that it will also be considering a decision to execute an on-market share buy-back of up to 100 million shares after the release of the updated Pre-Feasibility Study for the 15-Mile Processing Hub Project due later this month."

Strategic rationale for the divestment

The Transaction crystallises material value for shareholders from New Simberi and enables St Barbara to simplify the organisation to focus on progressing development of the Nova Scotia Gold Projects. The Transaction:

- streamlines the portfolio and enables St Barbara to focus the business on the Nova Scotia Gold Projects, with the Touquoy Restart planned to commence by December 2026;
- enables the St Barbara Board, upon completion, to consider a potential A$0.13 per share fully franked special dividend; and;
- provides St Barbara with ongoing exposure to New Simberi and the Exploration Licences via the 2.75% New Simberi NSR and 1.5% Tabar Islands NSR royalties respectively, whilst offering St Barbara the option to consider opportunities to realise the value of its royalty portfolio.

New Simberi and Tabar Islands Royalties

Following completion of the Transaction, St Barbara will hold the following royalties:

- 2.75% Simberi NSR on 100% of gold and silver produced from the New Simberi Gold Project; and
- a 1.5% Tabar Islands NSR on 100% of all minerals produced from the Exploration Licenses.

The royalties will commence on 1 July 2027 and Lingbao is providing a parent company guarantee in respect of its royalty payment obligations.

Royalty Net Present Value (NPV) analysis

Based on the Initial Life of Mine Plan[1], New Simberi is forecast to produce a total of 2.2 Moz (2.0 Moz payable) of gold over an initial 13-year mine life. At a discount rate of 5.0% and gold price assumption of US$4,000/oz, the New Simberi royalty has an NPV of A$212 million. Table 1 below shows an NPV sensitivity analysis of the New Simberi NSR royalty at various discount rates and gold price assumptions.

Table 1: New Simberi royalty NPV analysis (A$m)

		Gold price assumption (US$/oz)				
		US$3,000/oz	US$3,500/oz	US$4,000/oz	US$4,500/oz	US$5,000/oz
Discount Rate (%)	3.0%	176	207	237	268	299
	4.0%	166	195	224	253	282
	5.0%	156	184	212	239	267

Note. Assumes AUD to USD exchange rate of 0.70. Based on New Simberi Initial Life of Mine Plan. Refer to ASX announcement on 20 April 2026 titled *"Updated Group Production and Cost Outlook".* St Barbara confirms that all material assumptions underpinning the production targets in that announcement continue to apply and have not materially changed.

[1] Refer to ASX announcement on 20 April 2026 titled "*Updated Group Production and Cost Outlook*"

Figure 1: New Simberi estimated annual royalty cash flows (A$m)

	Units	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037	2038	2039	2040
Gold production	Koz	72	101	181	195	216	232	204	182	177	98	80	118	56	23
Silver production	Koz	147	89	32	209	247	360	579	455	478	96	166	108	32	3,044
Gold selling costs	US$m	(1.5)	(7.9)	(57.6)	(62.1)	(69.0)	(73.7)	(64.8)	(57.8)	(58.2)	(56.5)	(53.5)	(14.8)	(1.2)	(0.5)
Silver selling costs	US$m	(0.1)	(0.1)	(0.0)	(0.1)	(0.1)	(0.2)	(0.3)	(0.3)	(0.3)	(0.1)	(0.1)	(0.1)	(0.0)	(1.7)
NSR	A$m	404	565	957	1,036	1,149	1,238	1,099	980	954	505	396	657	316	130
Royalty cash flows	**A$m**	11.1	15.5	26.3	28.5	31.6	34.1	30.2	26.9	26.2	13.9	10.9	18.1	8.7	3.6

Note. Royalty cash flows based on New Simberi Initial Life of Mine Plan, Refer to ASX announcement on 20 April 2026 titled *"Updated Group Production and Cost Outlook"*. Based on a gold price of US$4,000/oz and silver price of US$35/oz. St Barbara confirms that all material assumptions underpinning the production target in that announcement continue to apply and have not materially changed.

Shareholder Returns

Subject to and following completion of the Transaction, the Board is considering an additional fully franked special dividend of approximately A$0.13 per share. This would follow the fully franked dividend of A$0.05 per share declared on 28 August 2026.

At a future date St Barbara intends to do a strategic review of its royalty interests and further consider opportunities for dividends or capital distributions.

The Board reconfirms that it is considering an on-market share buy-back of up to 100 million shares, with the decision to be made after the release of the updated Pre-Feasibility Study for the 15-Mile Processing Hub Project due at the end of September 2026.

Any decision to proceed with an additional dividend or the buy-back and the timing and details of such would depend on market conditions, the prevailing St Barbara share price, future capital requirements and other relevant considerations at that time. There is no guarantee that a decision will be made to proceed with any additional dividend, the buy-back or strategic review. The Company reserves the right to vary, suspend or terminate any such initiatives at any time.

Timing and next steps

St Barbara and Lingbao are targeting completion of the transaction in the March quarter 2027, subject to satisfaction (or waiver, as applicable) of the conditions precedent described above.

Advisers

St Barbara's financial adviser on the transaction is Macquarie Capital (Australia) Limited, and its legal adviser is Allens.

Authorised by

Board of Directors

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Forward Looking Statements

This announcement contains forward-looking statements concerning the Company's dividend policy, potential share buy-back, transaction completion pathway and the Company's strategic outlook. Words such as "anticipate", "consider", "estimate", "expect", "forecast", "intend", "plan", "project" and similar expressions identify forward-looking statements. These statements reflect the Company's current expectations as at the date of this announcement and are subject to risks, uncertainties and assumptions including commodity price volatility, currency fluctuations, prevailing market conditions and other factors. No representation or warranty is made as to the accuracy, completeness or likelihood of achievement of any forward-looking statement. Except as required by applicable law or the ASX Listing Rules, the Company disclaims any obligation to update these statements. Investors should not place undue reliance on forward-looking statements.

Production Targets

This announcement includes production targets and forecast financial information derived from production targets. The production targets and forecast financial information are based on the Company's ASX announcement on 20 April 2026 titled "Updated Group Production and Cost Outlook". The Company confirms that all material assumptions underpinning the production targets, and the forecast financial information derived from those production targets, in that announcement continue to apply and have not materially changed.