



## Notice of Annual General Meeting and Special Meeting<sup>(1)</sup>

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The Company announces that its Annual General Meeting will be held on 19 June 2013, at the offices of Farrer & Co. LLP, 66 Lincoln's Inn Fields London WC2A 3LH England at 4.00 pm. The Company has today issued the formal notice of the meeting (the "Notice"), together with proxy voting forms and the Company's 2012 Annual Report. Copies of the 2012 Annual Report and the Notice are available from the Company's website at [www.serabigold.com](http://www.serabigold.com).

The Notice contains a letter from the Chairman of the Company, Mr Sean Harvey, which is set out below in the Appendix.

(1) Certain resolutions to be proposed at the meeting will be special resolutions requiring approval of more than 75% of the votes cast. Under Canadian National Instrument 54-101, the meeting therefore also constitutes a Special Meeting.

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Copies of this release are available from the Company's website at [www.serabigold.com](http://www.serabigold.com)

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*Neither the Toronto Stock Exchange, nor any other securities regulatory authority, has approved or disapproved of the contents of this news release.*

## Appendix

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**The letter from the Chairman of the Company included in the Notice is reproduced below (without material adjustment):**

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"Dear Shareholder

This document provides the formal notice (the "Notice") of the 2013 Annual General Meeting and Special Meeting of the Company to be held at the offices of Farrer & Co LLP, 66 Lincoln's Inn Fields, London WC2A 3LH, England on 19 June 2013 at 4 pm (London time) (the "Meeting"). This document also includes additional information that the Company as a "reporting issuer" in Canada is required to make available pursuant to the requirements of National Instrument 51-102 – Continuous Disclosure Obligations ("NI 51-102") of the Canadian Securities Administrators.

### Background

The matters being considered at the 2013 Annual General Meeting and Special Meeting set out in the Notice are for the most part, items that are routinely considered at such meetings. At this time last year the Company was in the process of undertaking the independent Preliminary Economic Assessment ("PEA") into the viability of establishing mining operations at the Palito gold mine. The authority that shareholders

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This document is not intended to and does not amount to an invitation or inducement to subscribe for shares in Serabi Gold plc



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SERABI GOLD plc ("Serabi" or "the Company")



granted to the Board last year to issue new shares allowed the company to secure commitments for funding and commence development work quickly after the PEA results were announced. The authority granted to the Board also enabled the Company to pursue the proposed acquisition of Kenai Resources Limited, a transaction which the Board considers will be accretive to Serabi's shareholders. The Board believes that further opportunities to develop the Company may arise over the next twelve months and for this reason is requesting shareholders to authorise the Board to issue new shares to allow the Company to pursue and commit to these opportunities quickly as and when they arise.

The Notice also includes certain proposed changes to the Articles of Association of the Company (the "Articles"). These are being undertaken to reflect recent legislative changes and current UK best practice and also in the light of the investment and shareholding of Fratelli Investments Limited to establish a clear process for dealing with conflicts of interest of the individual Directors.

*Recommendation*

The Directors consider that the resolutions set out in the Notice being put to the Annual General Meeting and Special Meeting are in the best interests of the Company and its Shareholders and are most likely to promote the success of the Company for the benefit of the Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the proposed resolutions as they intend to do in respect of their own holdings, where relevant, amounting to an aggregate of 42,947,255 Ordinary Shares, representing approximately 11.9 per cent. of the Company's Ordinary Shares.

Yours faithfully

T Sean Harvey  
Non – executive Chairman"

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