



Results of General Meeting

Serabi (AIM: SRB, TSX:SBI), the Brazilian focused gold exploration and development company, today announces that the resolution to approve a waiver of an obligation under Rule 9 of the City Code on Takeovers and Mergers (the “**Waiver**”) in respect of the conditional subscription by Fratelli Investments Limited and parties acting in concert with it (the “**Concert Party**”) was duly approved today by Independent Shareholders via a poll at the General Meeting.

On 1 October 2012, the Company entered into a conditional subscription agreement with Fratelli Investments to subscribe for and underwrite a placement of new Ordinary Shares to raise £16.2 million to finance the development and start-up of underground mining operations at its Palito Gold project. The investment by Fratelli Investments took the form of:

- (a) A subscription for 90,403,000 new Ordinary Shares at the Subscription Price of 6 pence per new Ordinary Share; and
- (b) A conditional subscription for up to a further 179,597,000 new Ordinary Shares at a subscription price of 6 pence per new Ordinary Share, such number to be reduced by any subscriptions for new Ordinary Shares from third party investors.

The Company is finalising the subscriptions by third party subscribers and expects to announce the results of the subscription and the new Ordinary Shares to be subscribed by Fratelli Investments pursuant to the conditional subscription on 17 January 2013.

For the purposes of the Takeover Code, Fratelli Investments together with its Connected Persons and other persons acting in concert with it, full details of whom are set out in the Document, form the Concert Party. The Concert Party is currently beneficially interested in 19,257,317 Ordinary Shares, representing approximately 21.1 per cent. of the Existing Ordinary Share Capital. Immediately following completion of the Subscription, the minimum and maximum interests of the Concert Party are set out below:

Concert Party Member	<u>Minimum Interest in Enlarged Ordinary Share Capital on Completion</u> <i>(Notes 3,6)</i>	<u>Maximum Interest in Enlarged Ordinary Share Capital on Completion</u> <i>(Notes 3,7)</i>	<u>Minimum Interest in Diluted Enlarged Ordinary Share Capital on Completion</u> <i>(Notes 4,6)</i>	<u>Maximum Interest in the Second Diluted Enlarged Ordinary Share Capital on Completion</u> <i>(Notes 5,7)</i>
Fratelli Investments Limited <i>(Note 1)</i>	29.90%	79.61%	33.60%	79.69%
Piero Solari Donaggio <i>(Note 2)</i>	-	-	-	-
Sandro Solari Donaggio <i>(Note 2)</i>	-	-	-	-
Carlo Solari Donaggio <i>(Note 2)</i>	-	-	-	-
Nicolas Bañados <i>(Note 8)</i>	0.44%	0.44%	0.48%	0.50%
Jorge Arancibia Pascal <i>(Note 9)</i>	0.01%	0.01%	0.01%	0.01%
Total	30.35%	80.07%	34.08%	80.20%

Note 1 Fratelli Investments Limited is a 99.9 per cent. owned subsidiary of Inversiones Menevado Dos Limitada which is itself a 99.97 per cent. owned subsidiary of Inversiones Menevado Limitada which is itself a 96.92 per cent. owned subsidiary of Inversiones Megeve Capital Limitada. The shareholders of Inversiones Megeve Capital Limitada comprise Asesorias e Inversiones Barolo Limitada, which is controlled by Piero Solari Donaggio and his dependants, Asesorias e Inversiones Brunello Limitada, which is controlled by Sandro Solari Donaggio and his dependants and Asesorias e Inversiones Sangiovese Limitada, which is controlled by Carlo Solari Donaggio and his dependants. Further details



are set out below in paragraph 3 of Part B of Part II of the Document.

- Note 2 *Piero Solari Donaggio, Sandro Solari Donaggio and Carlo Solari Donaggio are the sole directors and the ultimate beneficial shareholders of Fratelli Investments.*
- Note 3 *The Enlarged Ordinary Share Capital comprises the Existing Ordinary Shares and the Subscription Shares.*
- Note 4 *The Diluted Enlarged Ordinary Share Capital comprises the Existing Ordinary Shares, the Subscription Shares, the new Ordinary Shares issued on exercise of the Existing Warrants and the new Ordinary Shares issued on exercise of the New Warrants.*
- Note 5 *The Second Diluted Enlarged Ordinary Share Capital comprises the Existing Ordinary Shares, the Subscription Shares and the new Ordinary Shares issued on exercise of the Existing Warrants.*
- Note 6 *Assumes that third parties subscribe for all the Third Party Shares and that Fratelli Investments subscribes for the Minimum Subscription and receives the maximum number of New Warrants as an underwriting fee.*
- Note 7 *Assumes that there are no third party subscribers for the Subscription Shares and Fratelli Investments therefore subscribes for all the Subscription Shares issued by the Company pursuant to the Subscription Agreement.*
- Note 8 *Nicolas Banados, an attorney-in-fact of Fratelli Investments, directly owns 144,282 Ordinary Shares. In addition, Nicolas Banados is the beneficial owner of 50 per cent. of the share capital of Asesorias e Inversiones Asturias Limitada which beneficially owns 25 per cent. of the units in Fondo de Inversion Privado Santa Monica. Asesorias e Inversiones Asturias Limitada is interested in 159,665 Ordinary Shares and Fondo de Inversion Privado Santa Monica is interested in 1,300,000 Ordinary Shares and 216,666 Existing Warrants. Accordingly, Nicolas Banados is interested in aggregate, directly and indirectly, in 1,603,947 Ordinary Shares and 216,666 Existing Warrants.*
- Note 9 *Jorge Arancibia Pascal, an attorney-in-fact of Fratelli Investments, is the beneficial owner of 85 per cent. of the share capital of Asesorias e Inversiones Hipa Limitada which is interested in 37,370 Ordinary Shares.*

Full details of the Concert Party's interest were set out in Part A of Part II of the Document.

If on Completion of the Subscription the Concert Party holds less than 50 per cent. of the Company's voting share capital but more than 30 per cent., any further increases in the Concert Party's interests in Ordinary Shares following Completion will be subject to the provisions of Rule 9.

If however, on Completion of the Subscription the Concert Party holds more than 50 per cent. of the Company's voting share capital, the Concert Party may be able to increase its aggregate shareholding in the Company without incurring any obligation under Rule 9 to make a general offer to the Company's other Shareholders. Under the Takeover Code, whilst each member of the Concert Party continues to be treated as acting in concert, each member will be able to increase further his respective percentage shareholding in the voting rights of the Company without incurring an obligation under Rule 9 to make a general offer to Shareholders to acquire the entire issued share capital of the Company. However, individual members of the Concert Party will not be able to increase their percentage shareholding through or between a Rule 9 threshold, without the consent of the Panel.

A further announcement will be made in due course on completion of the Subscription.



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Copies of this release are available from the Company's website at www.serabigold.com

APPENDIX 1 DEFINITIONS

The following words and expressions apply throughout this announcement unless the context requires otherwise:

"City Code" or "Takeover Code"	the City Code on Takeovers and Mergers, as updated from time to time
"Company" or "Serabi"	Serabi Gold plc
"Completion"	the Subscription being completed and Admission taking place
"Concert Party"	Fratelli Investments Limited, its Connected Persons and other persons acting in concert with it, as described in Part II of the Document
"Diluted Enlarged Ordinary Share Capital"	381,715,728 Ordinary Shares comprising the Existing Ordinary Shares, the Subscription Shares, 2,487,499 new Ordinary Shares to be issued on full exercise of the Existing Warrants and 17,959,700 new Ordinary Shares to be issued on full exercise of the New Warrants
"Document"	the circular to Shareholders dated 11 December 2012 in relation to the proposals including the notice of General Meeting
"Enlarged Ordinary Share Capital"	the issued equity share capital of the Company immediately following Admission comprising the Existing Ordinary Share and the Subscription Shares
"Existing Ordinary Shares"	the existing 91,268,529 issued Ordinary Shares as at the date of this announcement and the Document
"Existing Ordinary Share Capital"	the issued equity share capital of the Company as at the date of this announcement and the Document
"Existing Warrants"	the existing 2,487,499 warrants to subscribe for new Ordinary Shares owned by Fratelli Investments and Fondo de Inversion Privado Santa Monica as at the date of the Document
"Fratelli Investments"	Fratelli Investments Limited, a company registered in the Bahamas with registered number 136,354 B
"General Meeting"	the general meeting of the Company convened for 10.00 a.m. on 16 January 2013, the notice convening which was set out at the end of the Document
"New Warrants"	up to 17,959,700 new Warrants to subscribe for new Ordinary Shares at a price of 10 pence per Ordinary Shares to be issued to Fratelli Investments pursuant to the Subscription Agreement
"Ordinary Shares"	the ordinary shares of 5 pence each in the capital of the Company
"Panel"	Panel on Takeover and Mergers
"Rule 9"	Rule 9 of the Takeover Code
"Rule 9 Offer"	the requirement for a general offer to be made in accordance with Rule 9
"Second Diluted Enlarged Ordinary Share Capital"	363,756,028 Ordinary Shares comprising the Existing Ordinary Shares, the Subscription Shares and 2,487,499 new Ordinary Shares to be issued on exercise of the Existing Warrants
"Shareholders"	Person(s) who is/are registered holder(s) of Ordinary Shares from time to time
"Subscription"	the conditional subscription by Fratelli Investments to subscribe for and underwrite a placement of up to 270,000,000 new Ordinary Shares, further details of which are set out in Part I of the Document
"Subscription Agreement"	the agreement dated 1 October 2012 between (1) the Company and (2) Fratelli Investments, further details of which are contained in Part IV of the Document

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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



PRESS RELEASE 16 JANUARY 2013

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



"Subscription Price"	6 pence per Subscription Share
"Subscription Shares"	270,000,000 new Ordinary Shares to be issued pursuant to the Subscription Agreement
"Third Party Shares"	up to 179,597,000 Subscription Shares available for subscription by third party investors
"Waiver"	the waiver granted by the Panel (subject to the passing of the Whitewash Resolution) in respect of the obligation of the Concert Party to make a mandatory offer for the entire issued share capital of the Company not already held by the Concert Party which might otherwise be imposed on the Concert Party under Rule 9 of the Takeover Code as a result of the issue of Subscription Shares under the Subscription, as more particularly described in paragraph 7 of Part I of the Document
"Warrants"	the warrants to subscribe for new Ordinary Shares further details of which are set out in paragraph 2.5 of Part IV of the Document

Forward-looking statements

Certain statements in this announcement are, or may be deemed to be, forward looking statements. Forward looking statements are identified by their use of terms and phrases such as "believe", "could", "should" "envisage", "estimate", "intend", "may", "plan", "will" or the negative of those, variations or comparable expressions, including references to assumptions. These forward looking statements are not based on historical facts but rather on the Directors' current expectations and assumptions regarding the Company's future growth, results of operations, performance, future capital and other expenditures (including the amount, nature and sources of funding thereof), competitive advantages, business prospects and opportunities. Such forward looking statements reflect the Directors' current beliefs and assumptions and are based on information currently available to the Directors. A number of factors could cause actual results to differ materially from the results discussed in the forward looking statements including risks associated with vulnerability to general economic and business conditions, competition, environmental and other regulatory changes, actions by governmental authorities, the availability of capital markets, reliance on key personnel, uninsured and underinsured losses and other factors, many of which are beyond the control of the Company. Although any forward looking statements contained in this announcement are based upon what the Directors believe to be

reasonable assumptions, the Company cannot assure investors that actual results will be consistent with such forward looking statements.

Qualified Persons Statement

The scientific and technical information contained within this announcement has been reviewed and approved by Michael Hodgson, a Director of the Company. Mr Hodgson is an Economic Geologist by training with over 25 years' experience in the mining industry. He holds a BSc (Hons) Geology, University of London, a MSc Mining Geology, University of Leicester and is a Fellow of the Institute of Materials, Minerals and Mining and a Chartered Engineer of the Engineering Council of UK, recognizing him as both a Qualified Person for the purposes of Canadian National Instrument 43-101 and by the AIM Guidance Note on Mining and Oil & Gas Companies dated June 2009.

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

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