



PRESS RELEASE 21 MAY 2014  
SERABI GOLD plc ("Serabi" or "the Company")



## 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 24 June 2014, at the offices of Farrer & Co. LLP, 66 Lincoln's Inn Fields London WC2A 3LH England at 2.00 pm. The Company has published the formal notice of the meeting (the "Notice") on its website at [www.serabigold.com/PublicFilingsRegulatoryDocuments.cfm](http://www.serabigold.com/PublicFilingsRegulatoryDocuments.cfm). Proxy voting forms are being posted to all shareholders providing details of how to access the Notice and instructions for voting. A copy of the Notice together with proxy voting forms and a copy of the 2013 Annual Report has been posted to all shareholders who are required to receive or have formally requested to receive these documents.

Copies of the 2013 Annual Report 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.

## Enquiries

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

*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 2014 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 24 June 2014 at 2.00 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

### SERABI GOLD PLC

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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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The matters being considered at the 2014 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 the remediation of the Palito gold mine and was in the early stages of commencing new underground development and mining of ore from remnant stopes. It was also in the final stages of completing the acquisition of Kenai Resources Ltd and its Sao Chico gold project which we remain confident will be a very accretive acquisition for the Company and will allow the Company to quickly increase its overall levels of gold production. The authority that shareholders granted to the Board last year to issue new shares enabled the Company to pursue and conclude the proposed acquisition of Kenai Resources Ltd without delay or uncertainty. 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 provision for shareholders to approve the Company’s existing share option plan, which is a requirement set out in Section 613(a) of the TSX Company Manual. The Board considers that the award of share options as part of an overall remuneration package for senior management helps align the interest of management with the Company’s shareholders. The Board also believes that the Serabi 2011 Share Option Plan which currently governs the award of options is fair to both employees and shareholders and terms and conditions of the plan are consistent with those adopted by many companies of similar size and nature.

**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 30,811,646 Ordinary Shares, representing approximately 4.7 per cent. of the Company’s Ordinary Shares.

Yours faithfully

T Sean Harvey  
Non – executive Chairman”

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