

ASX Announcement

23 December 2024

Corporate Update

KEY POINTS

Convertible Note Update

- GBM has made a further repayment of ~\$400,000 to Collins St Convertible Note Fund (Collins St), in respect of its convertible note (First Note), following the sale of 4,037,872 common shares in Novo (TSX: NVO) that were received as part consideration of the sale of its remaining 50% interest in the Malmsbury Gold Project, in Victoria, Australia (Malmsbury) in 2023. Refer ASX:GBZ release 26 April 2023.

Twin Hills Gold Project – Partial Sale and Farm-in

- The following conditions precedents (CP) to finalise the Partial Sale and Farm-in of the Twin Hills Gold Project with Wise Walkers Limited (WWL) have now been completed. Refer ASX:GBZ release 21 October 2024, "\$12 Million Sale and Farm-in Agreement on Twin Hills Signed"
 - Shareholder Approval of the transaction** at the recent AGM,
refer ASX:GBZ release 27 November 2024
 - Newmont (NYSE:NEM) has confirmed it will not be exercising its right of first refusal** on the Twin Hills Gold Project
- One remaining CP, relating to finalising the lodgement of a caveat by WWL to protect its rights and interests under the Farm-in Agreement is to be completed.
- GBM is working with all parties to finalise this outstanding CP and complete the transaction which will see the convertible note repayment being supported and exploration activities recommence at the Twin Hills Gold Project (1 Moz Au JORC resource) in early 2025.

Convertible Note Update

GBM Resources Limited (GBM) is pleased to confirm that it has made a further repayment of ~\$400,000 on its convertible note facility with Collins Street.

Continued strategic non-core asset divestments since 2023 have reduced the outstanding convertible note balance as shown in Table 1 below. With the remaining non-core asset divestments of Mt Morgan, White Dam and the partial sale of Twin Hills underwriting the remaining repayment schedule for the Notes.

Table 1: \$10 million Convertible Note status post recent repayment

	Dec-22	Apr-23	Mar-24	Dec-24
Convertible Note Total				
Value	10,000,000	10,000,000	10,000,000	10,000,000
Repayment	0	-2,531,650	-3,431,650	-3,829,650
Net Principal	10,000,000	7,468,350	6,568,350	6,170,350
Prepaid Interest	2,100,000	1,568,354	1,076,372	556,753
Net Value Outstanding	7,900,000	5,899,997	5,491,978	5,613,597

Note 1 – Outstanding Balance \$1,170,350.32 due 7 October 2025

Note 2 – Outstanding Balance \$5,000,000.00 due 29 December 2025

Note: The Prepaid Interest that was due and payable at note issue is for Year 2 and 3 interest. If the notes are repaid before term or converted, a portion of interest is refunded/deducted from any outstanding note value.'

\$12 Million Sale and Farm-in Agreement on Twin Hills Update

GBM Resources Limited (GBM or Company) executed a long form Farm-in Agreement with Wise Walkers Limited (Wise Walkers) to earn up to a 70% joint venture interest in the Twin Hills Gold Project (Twin Hills) as announced on 21 October 2024. Refer to tenement areas highlighted in pale green in Appendix 3.

GBM to receive a total A\$6 million in cash consideration (A\$1.75 million received, remaining \$4.25 million on completion) and Wise Walkers to sole fund further exploration of A\$6 million over an 18-month period to earn a 70% interest.

GBM will also retain a 30% interest free carried to a decision to mine.

Refer to Appendix 1 for full details of the partial sale and farm-in agreement.

GBM Managing Director and CEO, Peter Rohner, commented:

“GBM has continued to look to maximise value from the sale of non-core assets for GBM’s shareholders and to support the repayment of the Convertible Note. GBM’s focus continues to be on the prospective Drummond Basin where large high grade epithermal gold deposits exist and where it has expanded JORC resources to ~ 1.84 Moz of gold, including a Farm-in agreement with Newmont on the Mt Coolon Project and the more recent partial sale and Farm-in agreement with Wise Walkers on the Twin Hills Project. GBM continues to advance the sale of White Dam, Mt Morgan and its Cloncurry portfolio.”

This ASX announcement was approved and authorised for release by:
The Board of Directors

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About GBM Resources

GBM Resources Limited (ASX: GBZ) is a Queensland based mineral exploration and development company focused on the discovery of world-class gold and copper deposits in Eastern Australia. The company has a high calibre project portfolio, hosting district scale mineral systems, located in several premier metallogenic terrains.

GBM's flagship project in the Drummond Basin (QLD) holds ~1.84 Moz of gold in JORC resources (Mt Coolon, Yandan and Twin Hills). Some tenements (see Appendix 2) in the Basin are subject to farm-in arrangements and 2024/25 will see an expanded drilling program which is aiming to define 2-3 Moz and support GBM's transition into a mid-tier Australian gold company.

Separately GBM also holds tenements in the Mt Morgan district, in the Mt Isa Inlier in Queensland (JV with Nippon Mining Australia - 56%) and holds a 100% interest in the White Dam Gold-Copper Project in South Australia. Divestment of these non-core assets is in progress.

Competent Persons Statement

The Company confirms that it is not aware of any new information or data that materially affects the information included in the respective announcements and all material assumptions and technical parameters underpinning the resource estimates within those announcements continue to apply and have not materially changed.

The Company confirms that the form and context in which the Competent Persons findings are presented have not been materially modified from the original market announcements.

APPENDIX 1: Farm-in Agreement Summary of Material Terms

Parties	Wise Walkers Limited (A company incorporated in Hong Kong) (Wise Walkers) GBM Resources Ltd (ACN 124 752 745) (GBM) Mt Coolon Gold Mines Pty Ltd (ACN 118 550 593) (MCGM)
Tenements	EPM 19504, EPM 19856, EPM 25182, EPM 27594, EPM 27597, EPM 27974, EPM 28140, EPM 27554 and ML 70316.
Conditions precedent	The earning of the Farm-in Interest is conditional upon: (a) MCGM, GBM and Wise Walkers obtaining any waiver, approvals or consents required to complete its obligations under the Farm-in Agreement, including a waiver by Newmont of its right of first refusal in relation to the Tenements and the consent of CSCN (or otherwise as required under the Convertible Note Agreement or CSCN Security) for Wise Walkers to lodge the relevant caveats by the Condition Date; and (b) GBM shareholders approving by resolution at an extraordinary general meeting of shareholders the Farm-in Agreement and Joint Venture, as required, (together, the Conditions).
Earn-in requirements:	Upon satisfaction (or waiver) of the Conditions, and during the Farm-in Period, Wise Walkers (and/or its Related Bodies Corporate) must fund at least \$1,000,000 per quarter of Exploration Expenditure on the Tenements, up to a maximum of \$6,000,000 to earn a 70% interest in the Tenements (Minimum Commitment).
Farm-in Period	Farm-in Period means the period commencing upon the date of the Cash Payment (defined below) and ending on the earlier of: (a) the date by which Wise Walkers has funded the Minimum Commitment (defined below); and (b) the date on which Wise Walkers withdraws or is deemed to have withdrawn from the Farm-in Agreement.
Consideration	In consideration for the Farm-in Interest, Wise Walkers agrees to: (a) pay GBM a total of \$6,000,000 in cash comprising: (i) a \$1,000,000 exclusivity fee which has been paid to GBM's nominated bank account, which is non-refundable except where the Conditions are not satisfied before the date that is 6 months from the date of the Farm-in Agreement (Condition Date) (Exclusivity Fee); (ii) a \$2,000,000 deposit which has been paid to GBM's solicitors' trust account, \$750,000 of which has been temporarily released to GBM (Deposit Fee); and (iii) \$3,000,000 to be paid to GBM's nominated bank account within 5 Business Days of satisfaction of the Conditions (Cash Payment); and (b) expend a further \$6,000,000 during the Farm-in Period, comprising at least \$1,000,000 per quarter of Exploration

	Expenditure on the Tenements, up to a maximum of \$6,000,000 after the Conditions are satisfied.
Return of fees paid	If the Conditions are not satisfied or waived by the parties on or before the Condition Date, the Exclusivity Fee and Deposit Fee will promptly be returned in full to Wise Walkers.
Caveats	Wise Walkers may lodge caveats over the Tenements by the Condition Date however Wise Walkers must consent to any dealings with the Tenements which is permitted or required pursuant to the Farm-in Agreement.
Establishment of Joint Venture	From the JV Establishment Date, the participants will form a joint venture, the incorporated or unincorporated nature of which is to be determined by the parties following execution of the Farm-in Agreement, between MCGM and/or GBM and Wise Walkers (or its Nominee) to be established and governed by the Joint Venture Agreement.
Termination	The Farm-in Agreement may be terminated: (a) in the event Wise Walkers satisfies the Minimum Commitment, at any time Wise Walkers withdraws from the farm-in and the Farm-in Agreement prior to acquiring the Farm-in Interest; (b) in the event Wise Walkers fails to meet any payment obligations pursuant to the Farm-in Agreement prior to the JV Establishment Date, and MCGM or GBM have given written notice to Wise Walkers which, within 5 business days of receipt of the notice, payment is not made, Wise Walkers will be deemed to have withdrawn from the farm-in and Farm-in Agreement.
Assignment	During the Farm-in Period, the parties must not assign or grant any security interest in respect of (or purport to assign or grant any security interest in respect of any of its right, title and interest in the JV Assets, any or all of its rights and obligations under this Agreement, or after the JV Establishment Date, the whole or any part of its JV Interest. During the Farm-in Period, the parties may assign the whole (but not part) of its right, title and interest in all of the JV Assets or the whole (but not part) of its rights and obligations under the Farm-in Agreement to a Related Body Corporate as part of an internal corporate restructure, provided that: (a) the assignee must first execute a deed of accession on terms acceptable by the other parties, pursuant to which it accedes to and agrees to be bound by the terms of the Farm-in Agreement; (b) the assignee must obtain all necessary regulatory authorisations, approvals and consents for the assignment of the JV Assets; and (c) the assignee must, in the reasonable opinion of the other parties (after reasonable supporting evidence has been

	provided), be financially and technically competent to perform its obligations under the Farm-in Agreement and not suspected of any breach or non-compliance with clause 14 of the Farm-in Agreement (Business Standards).
Dilution	In the event any or all of the Exploration Expenditure is not funded by Wise Walkers during the Free Carry Period and is funded by GBM, Wise Walkers will be subject to dilution in accordance with a formula to be set out in the Joint Venture Agreement which will be on an industry standard basis.

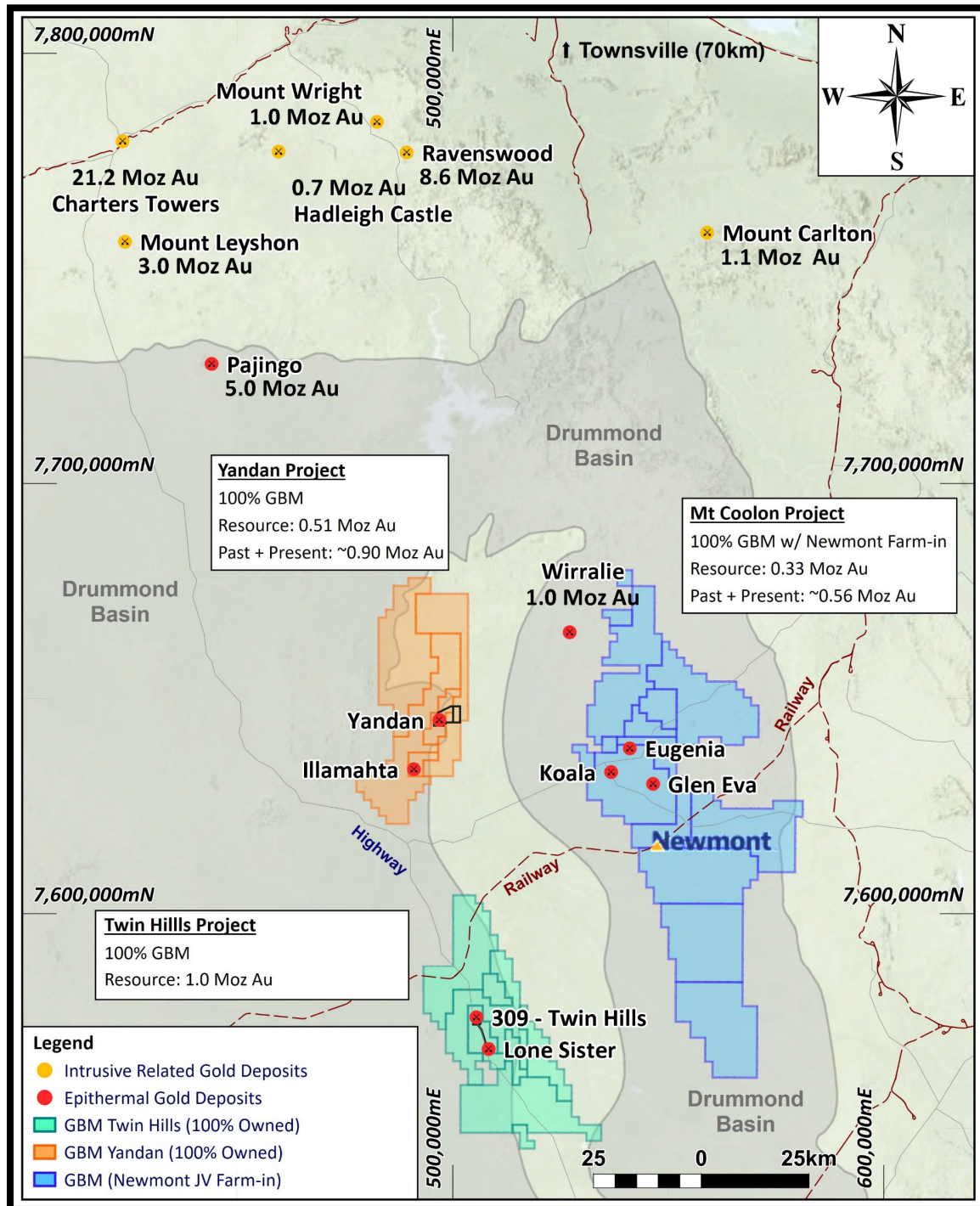
APPENDIX 2: GBM Mineral Resource Estimate for the Drummond Basin Projects (Mt Coolon, Yandan and Twin Hills) along with other company interests

Deposit	Resource Category									Total			Cut-off
	Measured			Indicated			Inferred						
	000' t	Au g/t	Au oz	000' t	Au g/t	Au oz	000' t	Au g/t	Au oz	000' t	Au g/t	Au oz	
Koala - ML (subject to the 2022 farm-in agreement with Newmont, formerly Newcrest)													
Open Pit				670	2.6	55,100	440	1.9	26,700	1,120	2.3	81,800	0.4
UG Extension				50	3.2	5,300	260	4	34,400	320	3.9	39,700	2.0
Tailings	114	1.7	6,200	9	1.6	400				124	1.6	6,600	1.0
Sub Total	114	1.7	6,200	729	2.6	60,800	700	2.7	61,100	1,563	2.5	128,100	
Eugenia (subject to the 2022 farm-in agreement with Newmont, formerly Newcrest)													
Oxide - Open Pit				885	1.1	32,400	597	1.0	19,300	1,482	1.1	51,700	0.4
Sulphide - Open Pit				905	1.2	33,500	1,042	1.2	38,900	1,947	1.2	72,400	0.4
Sub Total				1,790	1.1	65,900	1,639	1.1	58,200	3,430	1.1	124,100	
Glen Eva - ML (subject to the 2022 farm-in agreement with Newmont, formerly Newcrest)													
Sub Total - Open Pit				1,070	1.6	55,200	580	1.2	23,100	1,660	1.5	78,300	0.4
Yandan - ML													
East Hill - Open Pit				4,860	1.5	240,000	7,900	0.8	203,000	12,800	1.1	443,000	0.4
Yandan South - Open Pit							900	0.6	16,000	900	0.6	16,000	0.3
Sub Total				4,860	1.5	240,000	8,800	0.8	219,000	13,700	1.0	459,000	
Illamahta													
Oxide - Open Pit							1,147	0.7	26,900	1,147	0.7	26,900	0.4
Sulphide - Open Pit							1,045	0.9	28,600	1,045	0.9	28,600	0.4
Sub Total							2,192	0.8	55,500	2,192	0.8	55,500	
Twin Hills - ML													
309 - Open Pit	830	2.8	73,900	5,480	1.3	235,200	3,650	1.1	129,800	9,960	1.4	438,900	0.4
309 - UG				190	4.0	24,500	480	3.9	59,900	670	3.9	84,400	2.0
Lone Sister - Open Pit				5,250	1.3	277,300	6,550	0.9	188,500	11,800	1.1	415,800	0.4
Lone Sister - UG				370	2.9	34,300	310	2.6	25,800	680	2.7	60,100	2.0
Sub Total	830	2.8	73,900	11,290	1.4	521,300	10,990	1.1	404,000	23,110	1.3	999,200	
Drummond Basin Total	944	2.6	80,100	19,739	1.5	943,200	24,901	1.0	820,900	45,655	1.26	1,844,200	
White Dam - ML													
Hannaford - Open Pit				700	0.7	16,400	1,000	0.8	26,900	1,700	0.8	43,300	0.2
Vertigo - Open Pit				300	1.0	9,400	1,400	0.6	29,000	1,700	0.7	38,400	0.2
White Dam North - Open Pit				200	0.5	2,800	1,000	0.6	17,600	1,200	0.5	20,400	0.2
Sub Total				1,200	0.7	28,600	3,400	0.7	73,500	4,600	0.7	101,900	
cut-off grade is 0.20 g/t Au for all, Vertigo is restricted to above 150RL (~70 m below surface)													
GBM Total	1,946,100												

The announcements containing the Table 1 Checklists of Assessment and Reporting Criteria relating to the 2012 JORC compliant Resources are:

- Koala/Glen Eva and Eugenia – GBM ASX Announcement, 4 December 2017, Mt Coolon Gold Project Scoping Study, note these resources have not been reviewed or verified by Newmont and are on tenements subject to the 2022 farm-in agreement with Newmont (formerly Newcrest)
 - Yandan – GBM ASX Announcement, 23 December 2020, Mt Coolon and Yandan Combined Resources Total 852,000 oz, following completion of Yandan acquisition, GBM ASX Announcement, 14 March 2023, Results of Yandan Mineral Resource Update
 - Twin Hills – GBM ASX Announcements, 18 January 2019, Mt Coolon and Twin Hills Combined Resource Base Approaches 1 Million Ounces, 2 February 2022, Significant Resource Upgrade at Twin Hills Project and 5 December 2022, Twin Hills Gold Project Upgrades to ~1 Moz Mineral Resource, subject to partial sale and farm-in agreement (to be completed) with Wise Walkers Limited
 - White Dam – GBM ASX Announcement, 18 August 2020, White Dam Maiden JORC 2012 Resource of 102 koz
- a) The preceding statements of Mineral Resources conforms to the “Australasian Code for Reporting Exploration Results, Mineral Resources and Ore Reserves (JORC Code) 2012 Edition”
 - b) All tonnages are dry metric tonnes
 - c) Data is rounded to ('000 tonnes, 0.0 g/t and '000 ounces). Discrepancies in totals may occur due to rounding
 - d) Resources have been reported as both open pit and underground with varying cut-off based off several factors as discussed in the corresponding Table 1 which can be found with the original ASX announcement for each Resource

APPENDIX 3: GBM holds 4,667 km² of mining and exploration tenure across 23 granted EPM's and 7 Mining Leases within the Drummond Basin, Australia's pre-eminent epithermal gold terrain. This includes granted mining leases at Twin Hills, Yandan, and Mt Coolon. Along with a key JV with Newmont on the Mt Coolon tenements and the to be completed JV with Wise Walkers on the Twin Hills tenements.



Mount Coolon Project tenements (blue above) subject to Newmont Farm-in include; EPM's 15902, 25365, 25850, 7259, 26842, 26914, 27555, 27556, 27557, 27558, 27598 and ML's 10227, 1029, 1085, 1086.

Twin Hills Project tenements (green above) subject to Wise Walkers Farm-in (to be completed) include; EPM's 19504, 19856, 25182, 27594, 27597, 27974, 28140, 27554 and ML 70316.