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ASX Announcement (ASX:GBZ)
24 June 2025

$13 Million Placement, Repayment of Debt and Board Restructure to Advance Drummond Basin Gold Assets

Highlights

- GBM to raise $13.0 million through a Placement to new and existing institutional and sophisticated investors
- Ian Middlemas to become Chairman of GBM and a new major shareholder subscribing for A$1.2 million under the Placement. Robert Behets and Peter Fox also to be appointed as Non-Executive Directors of GBM
- Proceeds from the Placement will be used to repay and cancel 100% of the existing Collins St Asset Management Pty Ltd's ("**CSAM"**) Convertible Notes of $6.2 million
- The Company has reached an agreement with Wise Walkers Ltd ("**WWL"**), to terminate the previously proposed Twin Hills Farm-In Agreement, reconsolidating full ownership of its highly prospective Twin Hills asset
- WWL has committed to subscribe for $2.0 million under the Placement and will also convert the $2.0 million previously spent under the Farm-In into equity, resulting in a 19.99% shareholding in GBM
- At completion, GBM will be well-funded and debt free to undertake significant exploration across its 100% owned Drummond Basin portfolio, including Twin Hills and Yandan projects, which collectively host JORC Mineral Resources of 1.84 million ounces of gold
- Andrew Krelle remains as Executive Director, Sunny Loh transitions from Chairman to Non-Executive Director, and Peter Rohner will step down as Managing Director, but remain as CEO until his contract expires on 31 July 2025, and then transition as a consultant to the Company

GBM Resources Limited (ASX: GBZ) ("**GBM"** or "**Company"**) is pleased to announce that it has received firm commitments to raise A$13.0 million by way of a two-tranche Placement of up to 2,166,666,667 fully paid ordinary shares ("**Placement Shares"**) at an issue price of A$0.006 per Placement Share ("**Placement"**), subject to necessary approvals.

The Placement forms part of a broader recapitalisation of GBM, which includes:

- Full repayment of CSAM Convertible Notes;
- Termination of the proposed Farm-in Agreement over the Twin Hills gold project with WWL; and
- Board restructure.

The Company will appoint Ian Middlemas as Non-Executive Chairman, with Robert Behets and Peter Fox to be appointed Non-Executive Directors. Sunny Loh will transition from Non-Executive Chairman to Non-Executive Director, Peter Rohner will step down as Managing Director, but remain as CEO until his contract expires on 31 July 2025, and then transition as a consultant to the Company, while Andrew Krelle remains Executive Director.

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Post the completion of the Placement, GBM will be well capitalised with zero debt to undertake an accelerated exploration program at Yandan and Twin Hills in the Drummond Basin, aimed at unlocking the district scale gold potential that the Company has worked hard to develop.

GBM's Executive Director, Andrew Krelle, commented:

"On behalf of GBM, I thank Peter Rohner for his vision and efforts to consolidate and secure some of the most prospective gold ground in Australia, and welcome the support from Ian Middlemas.

With a strong debt-free balance sheet, GBM now has a great opportunity to deliver value to shareholders through an accelerated exploration program across Twin Hills and Yandan. GBM's exploration plan for the next 12 months is designed to expand the significant gold resource base at Twin Hills and Yandan by systematically exploring for epithermal gold mineralisation across GBM's Drummond Basin projects."

Board and Management Changes

As part of the Placement, Ian Middlemas will join the Board as Non-Executive Chairman, Peter Fox as Non-Executive Director and Robert Behets as Non-Executive Director of GBM.

Andrew Krelle will remain as Executive Director, Sunny Loh steps down from his role as Chairman into a Non-Executive role.

Peter Rohner will step down as Managing Director, but remain as CEO until his contract expires on 31 July 2025, and then transition as a consultant to the Company to support the company during this exciting transition.

In addition, in recognition of WWL's support and contributions to GBM, WWL have been granted the option to nominate one board member at its election.

The Board restructure brings a wealth of experience, knowledge, and networks to GBM; the profiles of the new Board members are outlined below.

Mr Ian Middlemas is a Chartered Accountant and holds a Bachelor of Commerce Degree. He worked for a large international chartered accounting firm before joining the Normandy Mining Group. Normandy subsequently became Australia's largest gold miner. Mr Middlemas was a senior group executive at Normandy for approximately 10 years. He has had extensive corporate and management experience and is an experienced Chairman of ASX, LSE, NASDAQ and European listed resource companies.

Mr Peter Fox specialises in corporate and business development, focusing on project generation for emerging companies and advancing upstream and midstream assets. As a seasoned corporate finance executive, he brings extensive experience in equity capital markets, strategic growth, and project execution within the metals and mining sector. Mr Fox's expertise spans the full project lifecycle, from initial planning and equity market funding to downstream strategy implementation. He is adept at forging key partnerships with global multinational corporations.

Mr Robert Behets is a geologist with over 35 years' experience in mineral exploration and mining. He has had extensive corporate and management experience and has been Director of several ASX-listed companies including Mantra Resources Limited, Papillon Resources Limited, and Berkeley Energia Limited. Mr Behets was instrumental in the founding, growth and development of Mantra Resources. He has a strong combination of technical, commercial and managerial skills and extensive experience in exploration, Mineral Resource and Ore Reserve estimation, feasibility studies and operations across a range of commodities, including uranium, gold and base metals.

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Repayment of Convertible Note

Proceeds from the Placement will be used (in part) to fully repay the existing Convertible Notes held by CSAM.

GBM and CSAM have executed a Participation and Release Deed ("**CSAM Release Deed"**) which, at completion, releases GBM from its obligations under Convertible Note Agreement ("**CNA"**) and removes CSAM's security over the Company's assets. Under the agreement, GBM will repay A$6,170,350 in cash to CSAM and, in accordance with the CNA, CSAM is also entitled to an early redemption fee ("**Early Redemption"**).

GBM will issue 179.9 million shares at $0.006 per share and 100.0 million options (each with an exercise price of A$0.009 and expiring 30 June 2028 for Early Redemption, subject to shareholder approval. CSAM's willingness to accept shares and options instead of a full cash payment demonstrates its strong support for GBM and confidence in the Company's strategic direction moving forward.

Wise Walkers Investment

The Company has executed a Participation and Release Deed ("**WWL Participation Deed"**) with WWL to formally terminate the Farm-in agreement over the Twin Hills gold project. WWL is aligned with GBM's management to wholistically advance the Drummond Basin portfolio.

WWL has previously made prepaid contributions of $2.0 million under the Farm-in agreement. Demonstrating strong support for GBM, WWL has agreed to convert this $2.0 million into equity at an issue price of A$0.006 per share, resulting in the issue of approximately 333.3 million new fully paid ordinary shares. In addition, WWL has subscribed for a further $2.0 million in shares and will become GBM's largest shareholder with a 19.99% ownership stake.

Originating from Hong Kong, WWL is a Melbourne-based family office with a growing investment portfolio spanning property, agriculture, and now resources. WWL has strategically partnered with GBM to unlock the potential of the Company's Drummond Basin gold portfolio, with a shared vision of building a large-scale, growth-oriented gold company. In recognition of WWL's support and contributions to date, GBM welcomes WWL to nominate a representative to the Board once Tranche 2 placement has been completed.

Placement

The two-tranche Placement to raise $13.0 million at $0.006 per GBM share, will be structured as follows:

- Tranche 1 Placement to raise ~$1.5 million by the issue of 245 million new GBM shares, under existing Listing Rule 7.1 and 7.1A placement capacity.
    - 129,122,244 shares will be issued under LR 7.1 capacity
    - 115,668,888 shares will be issued under LR7.1A capacity
- Tranche 2 Placement to raise $11.5 million by the issue of 1,922 million new GBM shares, subject to shareholder approval.

(together, the **Placement**).

The issue price for the Placement of $0.006 per share represents:

- 11% discount to the 15-day volume weighted average market price of GBM shares up to an including 19 June 2025; and
- 0% discount to the last traded price of GBM shares.

The new shares issued under the Placement will rank equally with GBM's existing shares.

Board and Management Participation

Subject to shareholder approval, existing Directors of GBM (or their nominees) have subscribed for a combined $294,000 under the Placement. Incoming Non-Executive Chairman Ian Middlemas (or his nominees) has subscribed for $1.2 million under the Placement and incoming Non-Executive Directors Peter Fox and Robert Behets (or their nominees) have subscribed for a combined $450,000 under the Placement.

Use of Proceeds

GBM intends to allocate the $13 million received from the Placement, as follows:

Category	A$M
Repayment of convertible note	6.2
Exploration at Yandan and Twin Hills	1.7
Drilling at Twin Hills across Lone Sister and 309 deposits	3.0
Relogging historical core, regional soil surveys and mapping at Yandan and Twin Hills	0.5
Working Capital	1.6
Total	**13.0**

Capital Structure on Completion of the Placement

On the basis that GBM obtains shareholder approval and completes the Placement, GBM's indicative capital structure is as follows, subject to rounding:

Category	Number of shares	Number of options	Performance rights
Balance at the date of this announcement	1,171,069,978	271,455,296	60,773,262
To be issued under T1 Placement	244,791,132	-	-
To be issued under T2 Placement	1,921,875,535	-	-
CSAM Early Redemption	179,941,667	100,000,000	-
Conversion of WWL Farm-In Contributions	333,333,333	-	-
New Director and Management incentives	-	275,000,000	-
Balance after Placement	**3,851,011,645**	**646,455,296**	**60,773,262**

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Pro-Forma Capital Structure	Units	Amount
Existing Shares on Issue (Basic)	**#**	**1,171,069,978**
Issue Price	A$/sh	0.006
Cash Raised	A$	13,000,000
Placement Shares (T1 + T2 Placement)	#	2,166,666,667
Conversion of WWL Farm-In Contributions	#	333,333,333
CSAM Early Redemption	#	179,941,667
Total Shares on Issue (Basic)	**#**	**3,851,011,645**
Options on Issue	#	646,455,296
Performance Rights on Issue	#	60,773,262
Total Securities on Issue (Fully Diluted)	**#**	**4,558,240,203**
Market Cap (Basic)	A$	23,106,070
Drummond Basin Resources	**Moz**	**1.8**

Transaction Timetable

Event	Date
Trading Halt	Friday, 20 June 2025
GBM Announces A$13.0 million Placement	Tuesday, 24 June 2025
Settlement, allotment and expected commencement of trading of New Shares under Tranche 1	Monday, 30 June 2025
Meeting to approve Tranche 2	August 2025
Settlement, allotment at expected commencement of trading of New Shares under Tranche 2	5 business days after Meeting

This timetable is indicative only and the Company reserves the right to withdraw the Placement or vary the timetable for the Placement at any time before the issue of the relevant securities without notice, subject to the ASX Listing Rules and the Corporations Act and other applicable laws. The commencement of trading and quotation of New Shares is subject to ASX confirmation. The Company gives no assurance that such quotation will be granted.

Shareholder Approvals

The Company will as soon as practicable at a general meeting of shareholders of the Company seek shareholder approval for all issues of securities required in connection with the Placement (other than Tranche 1), CSAM Release Deed and WWL Participation Deed.

Shareholders will shortly receive a Notice of Meeting and Explanatory Memorandum.

This ASX announcement was approved and authorised for release by the GBM 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 1) in the Basin are subject to a A$25m farm-in with Newmont. 2025 will see an expanded drilling program across GBM's tenements 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 (recently signed a sale agreement), in the Mt Isa Inlier in Queensland and holds a 100% interest in the White Dam Gold-Copper Project in South Australia. Divestment of these non-core assets is in progress.

For more technical information refer to ASX announcement 15 April 2025.

For further information please contact:

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Competent Person Statement

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.

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 estimate with those announcements continuing to apply and have not materially changed.

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APPENDIX 1: 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, now terminated with this announcement
- 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