P (08) 9322 6322
E reception@gbmex.com.au
A Level 9, 28 The Esplanade, Perth WA, 6000
ABN 91 124 752 745

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14 October 2026

Dear Shareholder,

GBM Resources Limited – Notice of Annual General Meeting of Shareholders

GBM Resources Limited (ASX: GBM) (the **Company**) advises that its Annual General Meeting (**Meeting**) will be on 17 November 2026 at 10:00am (AWST) at the Conference Room, Ground Floor, 28 The Esplanade, Perth Western Australia 6000.

In accordance with section 110D of the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Notice of Meeting (unless a shareholder has elected to receive documents in hard copy in accordance with the timeframe specified in section 110E(8) of the *Corporations Act 2001* (Cth)).

A copy of the Meeting materials can be viewed and downloaded online as follows:

- You can access the Meeting materials online at the Company's website: https://www.gbmr.com.au/asx-announcements/
- A complete copy of the Meeting materials has been posted to the Company's ASX Market Announcements page at www.asx.com.au under the Company's ASX code "GBM"; or
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting materials and the voting instruction form.

A copy of your Proxy Form is enclosed for convenience.

The Company intends to hold a physical meeting. The Company will notify any changes to this by way of an announcement on ASX and the details will also be made available on our website.

The Meeting materials are important and should be read in their entirety. If you are in doubt as to the course of action you should follow, you should consult your stock broker, investment advisor, accountant, solicitor or other professional adviser.

How do I update my communications preference?

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your communication preferences at https://investor.automic.com.au/

Yours sincerely,

Lachlan Lynch
Company Secretary
GBM Resources Limited

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GBM RESOURCES LTD

ACN 124 752 745

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of GBM Resources Limited will be held at the Conference Room, Ground Floor, 28 The Esplanade, Perth, Western Australia on Tuesday, 17 November 2026 commencing at 10:00am (AWST).

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform.

This Notice and the accompanying Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their stock broker, investment advisor, accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 9322 6322.

Shareholders are urged to attend or vote by lodging the Proxy Form enclosed with the Notice.

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GBM RESOURCES LIMITED
ACN 124 752 745

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of GBM Resources Limited (**Company** or **GBM**) will be held at the Conference Room, Ground Floor, 28 The Esplanade, Perth, Western Australia on Tuesday, 17 November 2026 commencing at 10:00am (AWST) (**Meeting**).

If it becomes necessary or appropriate to make alternative arrangements to those set out in this Notice, the Company will notify Shareholders accordingly via the Company's website at https://www.gbmr.com.au/ and the ASX announcements platform.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Sunday, 15 November 2026 at 5:00pm (AWST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

AGENDA

Annual Report

To consider the Annual Report of the Company for the financial year ended 30 June 2026, which includes the Financial Report, the Directors' Report and the Auditor's Report.

1 Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass with or without amendment, the following as a non-binding resolution:

"That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report on the terms and conditions in the Explanatory Memorandum."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Voting Prohibition

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

(a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or

(b) a Closely Related Party of such member.

However, a vote may be cast on this Resolution if the vote is not cast on behalf of a person who is described in subparagraphs (a) or (b) above and either:

(a) the person is appointed as a proxy that specifies the way the proxy is to vote on this Resolution; or

(b) the person is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy, even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

2 Resolution 2 – Re-election of Director – Mr Andrew Krelle

To consider and, if thought fit, to pass with or without amendment, the following as an ordinary resolution:

"That, pursuant to and in accordance with Article 7.3(c) and for all other purposes, Mr Andrew Krelle, Director, retires and, being eligible pursuant to Article 7.3(f), is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

3 Resolution 3 – Re-election of Director – Mr Peter Fox

To consider and, if thought fit, to pass with or without amendment, the following as an ordinary resolution:

"That, pursuant to and in accordance with Article 7.3(c) and for all other purposes, Mr Peter Fox, Director, retires and, being eligible pursuant to Article 7.3(f), is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

4 Resolution 4 – Approval of Additional 10% Placement Capacity

To consider and, if thought fit, to pass with or without amendment, the following as a special resolution:

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

If at the time the approval is sought the entity is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person (and/or their nominee(s)) who is expected to participate in the proposed issue or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of Shares), or any associates of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney to vote on this Resolution in that way;

(b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or

(c) a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on this Resolution; and

  (ii) the Shareholder votes on the Resolution in accordance with the directions given by the beneficiary to the Shareholder to vote in that way.

Note: As at the date of this Notice, it is not known who may participate in any Equity Securities issued under Resolution 4 and the Company has not approached any Shareholder or identified a class of existing Shareholders to participate in any issue of Equity Securities under the Additional 10% Placement Capacity. Accordingly, no Shareholders are excluded from voting on Resolution 4.

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5 Resolution 5 – Consolidation of Capital

To consider and, if thought fit, to pass with or without amendment, the following as an ordinary resolution:

"That, for the purposes of section 254H of the Corporations Act, the Listing Rules, the Constitution and for all other purposes, approval is given for the Company to consolidate its issued capital on the basis that:

(a) *every 20 Shares be consolidated into 1 Share; and*

(b) *all Options on issue be consolidated in accordance with Listing Rule 7.22.1,*

and where this consolidation results in a fraction of a Share or Option being held by a holder, the Directors be authorised to round that fraction up to the nearest whole number, on the Consolidation Effective Date and otherwise on the terms and conditions in the Explanatory Memorandum."

6 Resolution 6 – Election of Non-Board Endorsed Candidate Mr Stephen Mayne as Director

To consider and, if thought fit, to pass with or without amendment, the following as an ordinary resolution:

"That, pursuant to and in accordance with Listing Rule 14.3, articles 7.2(e) and 7.2(f) of the Constitution and for all other purposes, Mr Stephen Mayne, a Shareholder who has nominated himself, is elected as a non-executive Director on the terms and conditions in the Explanatory Memorandum."

BY ORDER OF THE BOARD



Lachlan Lynch

Company Secretary

Dated: 14 October 2026

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GBM RESOURCES LIMITED

ACN 124 752 745

EXPLANATORY MEMORANDUM

1 Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the Conference Room, Ground Floor, 28 The Esplanade, Perth, Western Australia on Tuesday, 17 November 2026 commencing at 10:00am (AWST).

This Explanatory Memorandum forms part of the Notice which should be read in its entirety. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2:	Action to be taken by Shareholders
Section 3:	Annual Report
Section 4:	Resolution 1 – Remuneration Report
Section 5:	Resolution 2 – Re-election of Director – Mr Andrew Krelle
Section 6:	Resolution 3 – Re-election of Director – Mr Peter Fox
Section 7:	Resolution 4 – Approval of Additional 10% Placement Capacity
Section 8:	Resolution 5 – Consolidation of Capital
Section 9:	Resolution 6 – Election of Non-Board Endorsed Candidate Mr Stephen Mayne as Director
Schedule 1:	Definitions

A Proxy Form is enclosed with the Notice.

2 Action to be taken by Shareholders

Shareholders should read the Notice (including this Explanatory Memorandum) carefully before deciding how to vote on the Resolutions.

2.1 **Proxies**

A Proxy Form is enclosed with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions set out in the Proxy Form. Returning the Proxy Form to the Company will not preclude a Shareholder from attending or (subject to the voting exclusions set out in the Notice) voting at the Meeting in person.

Please note that:

(a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a Shareholder; and

(c) a Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 10:00am (AWST) on Sunday, 15 November 2026, being at least 48 hours before the Meeting.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 **Voting Prohibition by Proxy Holders (Remuneration of Key Management Personnel)**

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1, and:

(a) the person is appointed as a proxy that specifies the way the proxy is to vote on Resolution 1; or

(b) the person is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on Resolution 1, but expressly authorises the Chairperson to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

2.3 **Attendance at Meeting**

To vote in person, Shareholders are able to attend the Meeting at the time, date and place set out above. Based on the best information available to the Board at the time of the Notice, the Board considers it will be in a position to hold an 'in-person' meeting to provide Shareholders with a reasonable opportunity to participate in and vote at the Meeting.

If it becomes necessary or appropriate to make alternative arrangements to those set out in the Notice, the Company will notify Shareholders accordingly via the Company's website at https://www.gbmr.com.au/ and the ASX announcements platform.

3 Annual Report

In accordance with section 317(1) of the Corporations Act, the Annual Report for the financial year ended 30 June 2026 must be laid before the Meeting. There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

(i) discuss the Annual Report which is available online at https://www.gbmr.com.au/;

(ii) ask questions about, or comment on, the management of the Company; and

(iii) ask the Auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairperson about the management of the Company, or to the Auditor about:

(i) the preparation and contents of the Auditor's Report;

(ii) the conduct of the audit;

(iii) accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(iv) the independence of the Auditor in relation to the conduct of the audit,

may be submitted no later than five (5) business days before the Meeting to the Company Secretary at the Company's registered office.

4 Resolution 1 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out:

(a) the Company's remuneration policy; and

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(b) the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Pursuant to the Corporations Act, Shareholders will have the opportunity to remove the whole Board except the Managing Director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive AGMs.

If a resolution on the Remuneration Report receives a Strike at two consecutive AGMs, the Company will be required to put to Shareholders at the second AGM, a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2025 annual general meeting. Please note, if the Remuneration Report receives a Strike at the Meeting and if a second Strike is received at the 2027 annual general meeting, this may result in the re-election of the Board.

The Chairperson will allow a reasonable opportunity for Shareholders as a whole to ask about or make comments on the Remuneration Report.

Resolution 1 is a non-binding resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

5 Resolution 2 – Re-election of Director – Mr Andrew Krelle

5.1 General

Article 7.3(c) of the Constitution requires that where the Company has three or more Directors, one third of the Directors (excluding Directors required to retire under article 7.3(j) of the Constitution and rounded down to the nearest whole number), excluding the Managing Director, retire at each annual general meeting of the Company.

Article 7.3(e) provides that the Directors to retire under Article 7.3(c) are those who have held their office as Director the longest period of time since their last election or appointment to that office.

Article 7.3(f) provides that a Director retiring from office under Article 7.3(c) is eligible for re-election.

Mr Krelle was previously elected by Shareholders at the Company's annual general meeting held on 19 November 2025. Mr Krelle was appointed as a Director on 27 November 2024.

Accordingly, Resolution 2 provides that Mr Krelle retires and, being eligible, offers himself for re-election.

Mr Krelle is a qualified geologist with 15 years' experience in the mining and finance industry, having previously worked in Hong Kong and London. During this time, Mr Krelle developed a global network of investors and corporates within the sector. Mr Krelle has experience working within the financial markets with Bacchus Capital Advisers, an independent investment and merchant banking platform based in London, specialising in the natural resources sector, and has managed investor relations for Yellow Cake Plc. Since its initial public offering in 2018, Yellow Cake has raised over US$800m of equity and secured an inventory of 21.68Mlbs of uranium.

As a geologist, Mr Krelle founded a private exploration company Aozora Minerals exploring for sed-hosted copper and IOCG style deposits in Queensland. Prior to this, Mr Krelle worked for BHP, Endocoal and U&D Mining in Brisbane before joining 121 Group in Hong Kong. Mr Krelle holds a Bachelor of

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Science (Honours) degree in Geology from the University of Queensland and a Graduate Certificate in Applied Finance from Queensland University of Technology.

If Resolution 2 is passed, Mr Krelle will be a Director of the Company, subject to retirement or certain other events, for the next 3 years.

If Resolution 2 is not passed, Mr Krelle will no longer continue to be a Director of the Company.

Resolution 2 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 2.

5.2 **Board Recommendation**

The Board (excluding Mr Andrew Krelle) supports the re-election of Mr Krelle and recommends that Shareholders vote in favour of Resolution 2.

6 Resolution 3 – Re-election of Director – Mr Peter Fox

6.1 **General**

Article 7.3(c) of the Constitution requires that where the Company has three or more Directors, one third of the Directors (excluding Directors required to retire under article 7.3(j) of the Constitution and rounded down to the nearest whole number), excluding the Managing Director, retire at each annual general meeting of the Company.

Article 7.3(e) provides that the Directors to retire under Article 7.3(c) are those who have held their office as Director the longest period of time since their last election or appointment to that office.

Article 7.3(f) provides that a Director retiring from office under Article 7.3(c) is eligible for re-election.

Mr Fox was previously elected by Shareholders at the Company's annual general meeting held on 19 November 2025. Mr Fox was appointed as a Director on 30 June 2025.

Accordingly, Resolution 3 provides that Mr Fox retires and, being eligible, offers himself for re-election.

Mr Fox is a corporate finance executive with extensive experience managing and developing external stakeholder relationships and driving business growth. He has previously developed and executed a downstream strategy for a European graphite project, establishing key collaborations with major technology partners. Mr Fox is highly regarded in the graphite and clean energy materials sector, with a significant network, and regularly provides commentaries to leading market consultancies. Mr Fox transitioned to corporate development from a career in equity capital markets, focusing on capital raising and advice in the metals and mining sector.

If Resolution 3 is passed, Mr Fox will be a Director of the Company, subject to retirement or certain other events, for the next 3 years.

If Resolution 3 is not passed, Mr Fox will no longer continue to be a Director of the Company.

Resolution 3 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 3.

6.2 **Board Recommendation**

The Board (excluding Mr Peter Fox) supports the re-election of Mr Fox and recommends that Shareholders vote in favour of Resolution 3.

7 Resolution 4 – Approval of Additional 10% Placement Capacity

7.1 **General**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to

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25% (**Additional 10% Placement Capacity**).

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company is an eligible entity.

The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the Additional 10% Placement Capacity. The number of Equity Securities to be issued under the Additional 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A (refer to Section 7.2(c)).

If Resolution 4 is passed, the effect will be that the Company will be able to issue Equity Securities under the Additional 10% Placement Capacity in addition to the Company's 15% Placement Capacity (**15% Placement Capacity**) under Listing Rule 7.1 without any further Shareholder approval.

If Resolution 4 is not passed, the effect will be that the Company will not be able to access the Additional 10% Placement Capacity to issue the Equity Securities and will have to rely upon its 15% Placement Capacity under Listing Rule 7.1 for the issue of Equity Securities without Shareholder approval.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chairperson intends to exercise all available proxies in favour of Resolution 4.

7.2 **Listing Rule 7.1A**

(a) **Shareholder approval**

The ability to issue Equity Securities under the Additional 10% Placement Capacity is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) **Equity Securities**

Any Equity Securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the company.

The Company, as at the date of the Notice, has on issue one quoted class of Equity Securities, being Shares.

(c) **Formula for calculating Additional 10% Placement Capacity**

Listing Rule 7.1A.2 provides that eligible entities that have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of shares on issue 12 months before the date of issue or agreement:

(i) plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2 (other than exception 9, 16 or 17);

(ii) plus the number of fully paid ordinary securities issued in the 12 months on the conversion of convertible securities within Listing Rule 7.2 (exception 9) where:

(A) the convertible securities were issued or agreed to be issued before the commencement of the 12 months; or

(B) the issue of, or agreement to issue, the convertible securities was approved, or taken under these Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

(iii) plus the number of fully paid ordinary securities issued in the 12 months under an agreement to issue securities within Listing Rule 7.2 (exception 16) where:

(A) the agreement was entered into before the commencement of the relevant period; or

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(B) the agreement or issue was approved or taken under these rules to have been approved under Listing Rule 7.1 or Listing Rule 7.4;

(iv) plus the number of any other fully paid ordinary securities issued in the 12 months with approval under Listing Rule 7.1 or Listing Rule 7.4 (noting that this may include fully paid ordinary securities issued in the 12 months under an agreement to issue securities within Listing Rule 7.2 (exception 17) where the issue is subsequently approved under Listing Rule 7.1);

(v) plus the number of partly paid ordinary securities that became fully paid in the 12 months; and

(vi) less the number of fully paid ordinary securities cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% Placement Capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months where the issue or agreement to issue has not been approved by Shareholders under Listing Rule 7.1 or 7.4.

(d) **Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% Placement Capacity under Listing Rule 7.1.

At the date of the Notice, the Company has on issue 4,908,399,700 Shares and therefore has a capacity to issue:

(i) 736,259,955 Equity Securities under Listing Rule 7.1; and

(ii) subject to Shareholder approval being sought under Resolution 4, 490,839,970 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c)).

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the Additional 10% Placement Capacity under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

(i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;

(ii) the time and date of the entity's next annual general meeting; or

(iii) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(the **10% Placement Period**).

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7.3 **Effect of Resolution**

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% Placement Capacity under Listing Rule 7.1.

7.4 **Specific information required by Listing Rule 7.3A**

In accordance with Listing Rule 7.3A, the following information is provided:

(a) Shareholder approval will be valid during the 10% Placement Period as detailed in Section 7.2(f).

(b) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(c) If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Capacity, the existing Shareholders' voting power and economic interests in the Company will be diluted as shown in the below table (in the case of listed Options, only if the listed Options are exercised). There is a risk that:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

(d) The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice.

(e) The table also shows:

(i) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		**Dilution**		
		$0.010 50% decrease in Issue Price	$0.020 Issue Price	$0.040 100% increase in Issue Price
Current Variable 'A' 4,908,399,700 Shares	10% voting dilution	490,839,970 Shares	490,839,970 Shares	490,839,970 Shares
	Funds raised	$4,908,400	$9,816,799	$19,633,599
50% increase in current Variable 'A' 7,362,599,550 Shares	10% voting dilution	736,259,955 Shares	736,259,955 Shares	736,259,955 Shares
	Funds raised	$7,362,600	$14,725,199	$29,450,398
	10% voting dilution	981,679,940 Shares	981,679,940 Shares	981,679,940 Shares

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		$0.010 50% decrease in Issue Price	$0.020 Issue Price	$0.040 100% increase in Issue Price
100% increase in current Variable 'A' 9,816,799,400 Shares	Funds raised	$9,816,799	$19,633,599	$39,267,198

(f) The table has been prepared on the following assumptions:

(i) The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Capacity.

(ii) No Options (including any Options issued under the Additional 10% Placement Capacity) are exercised or converted into Shares before the date of the issue of the Equity Securities.

(iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

(iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

(v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% Placement Capacity under Listing Rule 7.1.

(vi) The issue of Equity Securities under the Additional 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes listed Options, it is assumed that those listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

(vii) The issue price is $0.020, being the closing price of the Shares on ASX on 9 October 2026. The Company will only issue the Equity Securities during the 10% Placement Period.

(g) Any Equity Securities issued under the Additional 10% Placement Capacity will be issued for cash consideration only. The Company intends to use any funds raised towards the continued exploration and development of its Drummond Basin gold projects in Queensland, business development activities and for general working capital.

(h) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 4 for the issue of Equity Securities will cease to be valid on the earlier of:

(i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;

(ii) the time and date of the entity's next annual general meeting; or

(iii) the time and date that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(i) The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

(j) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Placement Capacity. The identity of the subscribers of Equity Securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:

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(i) the methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing security holders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) the financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

(k) The subscribers under the Additional 10% Placement Capacity have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company and are likely to be sophisticated and professional investors.

(l) In the 12 months preceding the date of the Meeting, and assuming no further issue of Equity Securities between the date of this Notice and the Meeting, the Company did not issue any securities under Listing Rule 7.1A.2.

(m) A voting exclusion statement is included in the Notice for Resolution 4. However, as at the date of the Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded under the voting exclusion in the Notice.

7.5 **Board Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 4.

8 Resolution 5 – Consolidation of Capital

8.1 **Background**

Resolution 5 seeks Shareholder approval for the consolidation of Shares and Options on issue on a 1 for 20 basis (**Consolidation**).

The purpose of the Consolidation is to implement a more appropriate and effective capital structure for the Company and a share price more appealing to a broader range of investors.

The number of Options on issue will also be consolidated on a 1 for 20 basis, with the exercise price of the Options increasing in accordance with the consolidation ratio.

Resolution 5 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 5.

8.2 **Corporations Act and Listing Rule requirements**

Section 254H of the Corporations Act provides that a Company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

The Listing Rules also require that the number of Options on issue be consolidated in the same ratio as the ordinary shares and the exercise price of Options be amended in inverse proportion to that ratio. Similarly, the number or the conversion price (or both) of convertible securities (other than Options) must be reorganised so that the holders of the convertible securities do not receive a benefit that holders of ordinary securities do not receive.

8.3 **Effect of Resolution 5 on Shareholders**

The Company has 4,908,399,700 Shares (pre-Consolidation) on issue at the date of this Notice.

The Consolidation proposed by Resolution 5 will have the effect of reducing the number of Shares on issue to approximately 245,419,985 Shares. Individual holdings will be reduced in accordance with the Consolidation ratio.

The Consolidation applies equally to all members (subject only to the rounding of fractions), therefore, it will have no material effect on the percentage interest of each member in the Company. Further, the aggregate value of each member's proportional interest in the Company will not materially change

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solely as a result of the Consolidation as the only anticipated changes, which will be a result of rounding, will be immaterial.

Theoretically, the market price of each Share following the Consolidation should increase by 20 times its current value. Practically, the actual effect on the market price of each Share will be dependent on a number of factors which will not be within the control of the Company. Therefore, this may result in the market price of each Share following Consolidation being higher or lower than the theoretical post Consolidation price.

8.4 **Effect of Resolution 5 on Optionholders**

The Company has 437,200,000 Options (pre-Consolidation) on issue at the date of this Notice.

In accordance with Listing Rule 7.22, and the terms of issue of the Options currently on issue, the Consolidation will involve a corresponding adjustment to Options, having the effect that the number of Options will reduce in proportion to the ordinary share capital and the exercise price will increase in inverse proportion to the Consolidation ratio. The effect the Consolidation will have on the terms of Options is set out below:

Series	No. of Options (pre-Consolidation)	Exercise Price (pre-Consolidation)	No. of Options (post-Consolidation)	Exercise Price (post-Consolidation)	Expiry
1.	8,000,000	$0.069	400,000	$1.38	01-Dec-2026
2.	4,200,000	$0.061	210,000	$1.22	19-Feb-2027
3.	100,000,000	$0.009	5,000,000	$0.18	30-Jun-2028
4.	91,666,663	$0.010	4,583,337	$0.20	30-Jun-2028
5.	91,666,668	$0.015	4,583,337	$0.30	30-Jun-2028
6.	91,666,669	$0.020	4,583,337	$0.40	30-Jun-2028
7.	50,000,000	$0.030	2,500,000	$0.60	11-Aug-2028
Total	**437,200,000**		**21,860,011**		

8.5 **Fractional entitlements and taxation**

Not all Shareholders or Optionholders will hold a number of Shares or Options which can be evenly divided by 20. Where a fractional entitlement occurs, the fractional holding will be rounded up to the nearest whole Share or Option.

It is not considered that any taxation consequences will exist for Shareholders or Optionholders arising from the Consolidation. However, Shareholders and Optionholders are advised to seek their own taxation advice on the effect of the Consolidation and neither the Company nor the Directors (or the Company's advisers) accept any responsibility for the individual taxation consequences arising from the Consolidation.

8.6 **Holding Statements**

From the date of the Consolidation, all holdings statements for Shares and Options will cease to have any effect, except as evidence of entitlement to a certain number of Shares and Options on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Shares and Options to be issued to holders of those Equity Securities.

It is the responsibility of each Shareholder or Optionholder to check the number of Shares or Options held prior to disposal.

8.7 **Timetable for the Consolidation**

Refer to the table below for an indicative timetable with key dates for the Consolidation.

Event	**Date**
Meeting date	17 November 2026
Notification to ASX of results of Meeting	17 November 2026
Consolidation Effective Date	17 November 2026
Last day for trading in Equity Securities on a pre-Consolidation basis	18 November 2026
Trading in post-Consolidation Equity Securities commences on a deferred settlement	19 November 2026

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basis	
Record date for Consolidation	20 November 2026
Last day to register transfers on a pre-Consolidation basis	20 November 2026
First day for the Company to update its register and to send holding statements to security holders reflecting the change in the number of securities they hold	23 November 2026
Last day for the Company to update its register and to send holding statements to security holders reflecting the change in the number of securities they hold and to notify ASX that this has occurred	27 November 2026
Deferred settlement trading ends / normal (T+2) trading resumes on next trading day	27 November 2026

8.8 **Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 5.

9 Resolution 6 – Election of Non-Board Endorsed Candidate Mr Stephen Mayne as Director

9.1 **General**

By notice to the Company received on 29 September 2026, Mr Stephen Mayne, an external non-board endorsed candidate, has nominated himself to stand for election as a non-executive Director in accordance with articles 7.2(e) and 7.2(f) of the Constitution.

The Board has considered Mr Mayne's nomination and recommends shareholders vote **AGAINST** Mr Mayne's election as a director for the reasons set out below.

If Resolution 6 is passed, Mr Mayne will be elected to the Board.

If Resolution 6 is not passed, Mr Mayne will not be elected to the Board.

Resolution 6 is an ordinary resolution.

The Chairperson intends to exercise all available undirected proxies against Resolution 6.

9.2 **Resolution NOT supported by Board**

Mr Mayne has provided biographical details for inclusion in this Notice. Other than the details outlined below, the Company has little knowledge of Mr Mayne, his bona fide experiences or attributes he would bring to the Board.

The Board has considered Mr Mayne's nomination in the context of the current Board composition, skills, qualifications, professional experience and diversity against those already represented in line with its well-defined nomination and Director recruitment process. The process the Board undertakes balances the introduction of new skills to the Board while maintaining sufficient continuity and aims to ensure that Shareholders are given the opportunity to elect the most appropriately qualified and experienced candidates to the Board.

Mr Mayne has been assessed by the Board as being independent, based on the information known to the Board as at the date of despatch of this Notice. In its assessment, the Board has considered Mr Mayne's background, skills and expertise, and any relevant experience as a director of other companies of a comparable scale and complexity to the Company. As a result of this process, it has been determined that Mr Mayne will not bring additional skills to the current Board in areas of priority for the Company to support its strategy and long-term objectives. His election as Director would not enhance the overall effectiveness of the Board and would not be in the best interests of the Company at this present time. The Board is satisfied that the current composition aligns with the Company's strategic objectives.

The information provided by Mr Mayne (below) has not been independently verified by the Company, nor does the Company make any representation as to its accuracy. The Company has also not had the opportunity to undertake the usual background checks that apply to prospective directors consistent with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

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The Company notes that Mr Mayne has unsuccessfully nominated himself for numerous other boards of listed companies.

If a majority of shareholders vote in favour of Mr Mayne's election, Mr Mayne's election as a director will become effective even if he has not satisfied the Company's standard requirements for director candidates and met associated regulatory requirements.

As at the date of this Notice, to the best of the Company's knowledge, Mr Mayne holds 22,728 Shares in the Company.

The Board does not support the election of Mr Stephen Mayne and recommends that shareholders vote **AGAINST** Resolution 6.

9.3 **Information provided by Mr Mayne**

Mr Mayne requested the following information be included in this Notice. The information has not been *verified by the Company.*

"Stephen Mayne, 57. BCom (Melb). GAICD. Stephen is a Walkley Award-winning business journalist and Australia's best known retail shareholder advocate. He was the founder of www.crikey.com.au, publishes the corporate governance website www.maynereport.com, writes regular columns for The Intelligent Investor and co-hosts The Money Café podcast with Alan Kohler. His governance experience includes almost 8 years as a City of Manningham councillor in Melbourne's eastern suburbs, a 4 year term (2012-2016) as a City of Melbourne councillor where he chaired the Finance and Governance committee, almost 5 years on the Australian Shareholders' Association board and asking questions at more than 1,400 ASX listed company AGMs and EGMs since 1998.

Stephen nominated for the GBM Resources board out of concern that it has once again chosen to run a physical AGM in Perth, which makes it difficult for interstate or overseas shareholders to participate. The company is capitalised at more than $100m and has around 1,700 shareholders. It should be offering hybrid AGMs with both a physical location and the ability for shareholders to vote and ask questions live online during proceedings, as many other ASX-listed companies now do. Mr Mayne is also concerned that GBM Resources has a record of doing selective institutional placements without offering retail shareholders an opportunity to participate on the same terms through a Share Purchase Plan (SPP). In June 2025 it did a $13m placement at 0.6c and in October 2025 it did a $40 million placement at 5.3c, neither of which was followed by an SPP. Mr Mayne believes GBM Resources should offer retail shareholders a standalone uncapped make-good SPP at a reasonable discount to the prevailing price and that electing Stephen to the board will reduce the prospect of such poor treatment being repeated in the future. Contact Stephen by email at Stephen@maynereport.com of via www.maynereport.com."

9.4 **Board response to statements made by Mr Mayne**

To assist shareholders, the Board provides the following clarifications regarding the Company's governance settings, capital management approach, and format of annual general meetings.

Capital Management

The Company's capital management objective is to lower the cost of capital while providing timely funding for investments to develop its gold projects in the Drummond Basin, Queensland. Capital raisings have been designed to support the Company's growth, maintain a high-quality shareholder base, minimise dilution, protect its interest and ensure efficient execution that delivers the optimum net outcome for all shareholders.

Consistent with these objectives, the Board prioritises outcomes characterised by strong shareholder support, and constructive post-raise share performance, which the Board believes serve GBM Resources' shareholders better than alternative structures that typically entail higher costs or extended execution risk, particularly in periods of market volatility. The Board will continue to assess prevailing market conditions, regulatory settings and shareholder feedback when determining the most appropriate capital management at any given time.

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AGM format and accessibility

The Board's approach is to meet all legal and regulatory requirements on meeting conduct and notice while balancing cost, practicality and shareholder accessibility across all jurisdictions. The Board will continue to review meeting formats that may apply.

Engagement with all shareholders (including retail holders)

The Company maintains extensive and regular communication with shareholders through regulatory announcements, results, presentations, press releases, meetings and an opt-in investor news service. This includes ongoing engagement with retail shareholders, many of whom have supported the Company's successful strategy and ongoing operations.

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Schedule 1
Definitions

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

$ or A$ means Australian Dollars.

10% Placement Period has the meaning given to that term in Section 7.2(f).

15% Placement Capacity has the meaning given to that term in Section 7.1.

Additional 10% Placement Capacity has the meaning given to that term in Section 7.1.

AGM means an annual general meeting of the Shareholders.

Annual Report means the Directors' Report, the Financial Report, and the Auditor's Report, in respect to the year ended 30 June 2026.

ASX means ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

Auditor means the Company's auditor from time to time (being William Buck Audit (WA) Pty Ltd as at the date of the Notice).

Auditor's Report means the Auditor's report on the Financial Report.

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

Board means the board of Directors of the Company.

Chairperson means the person appointed to chair the Meeting convened by the Notice.

Closely Related Party means in relation to a member of a Key Management Personnel:

- a spouse or child of the member; or
- has the meaning given in section 9 of the Corporations Act.

Consolidation has the meaning given to that term in Section 8.1.

Consolidation Effective Date means 17 November 2026.

Constitution means the constitution of the Company as at the commencement of the Meeting.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum which forms part of the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Managing Director means the managing director of the Company (if applicable).

Meeting has the meaning given to that term in the introductory paragraph of the Notice.

Notice means the notice of the Meeting and includes the agenda, Explanatory Memorandum and the Proxy Form.

Option means an option which entitles the holder to subscribe for a Share.

Optionholder means the registered holder of one or more Options.

Proxy Form means the proxy form enclosed with the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution proposed pursuant to the Notice.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of one or more Shares.

Strike means a 'no' vote of 25% or more on the Resolution approving the Remuneration Report.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

VWAP means volume weighted average price.

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GBM Resources Limited | ABN 91 124 752 745

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

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Your proxy voting instruction must be received by **10:00am (AWST) on Sunday, 15 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS
The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY
If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING
Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS
You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY
You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS
Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES
If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automicgroup.com.au.

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://portal.automic.com.au/investor/home or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of GBM Resources Limited, to be held at **10:00am (AWST) on Tuesday, 17 November 2026 at the Conference Room, Ground Floor, 28 The Esplanade, Perth WA 6000** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote except Resolution 6 in which the Chair will vote against.
Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair

STEP 2 – Your voting direction

	Resolutions	Board recommendation	For	Against	Abstain
1	Remuneration Report	FOR	☐	☐	☐
2	Re-election of Director – Mr Andrew Krelle	FOR	☐	☐	☐
3	Re-election of Director – Mr Peter Fox	FOR	☐	☐	☐
4	Approval of Additional 10% Placement Capacity	FOR	☐	☐	☐
5	Consolidation of Capital	FOR	☐	☐	☐
6	Election of Non-Board Endorsed Candidate Mr Stephen Mayne as Director	AGAINST	☐	☐	☐

Please note: *If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.*

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name

Email Address

Contact Daytime Telephone

Date (DD/MM/YY) ___ / ___ / ___

By providing your email address, you elect to receive all your communications despatched by the Company electronically (where legally permissible).

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