

8 November 2023

Pre-quotation disclosure

Great Dirt Resources Ltd (ACN 670 840 301) (**Company**) provides the following pre-quotation disclosures and confirmations to ASX Limited (**ASX**) to satisfy the conditions for admission of the Company's fully paid ordinary shares (**Shares**) to the official list of the ASX.

All capitalised terms used in this announcement have the meaning given in the prospectus issued by the Company and lodged with ASIC on 8 September 2023 (**Prospectus**) unless otherwise stated.

1 Completion of the Offers

The Company confirms that the Offers under the Prospectus have closed, and the Company has issued the following securities:

- (a) 25,000,000 Shares at an issue price of \$0.20 each pursuant to the Public Offer;
- (b) 2,500,000 New Options to the Founders (or their respective nominees) pursuant to the Founder Offer;
- (c) 4,500,000 New Options to the Directors and Company Secretary (or their respective nominees) pursuant to the Management Offer; and
- (d) 2,000,000 New Options to the Lead Manager (or its nominees), and a further 2,000,000 New Options to persons engaged by the Lead Manager to assist with the Public Offer (or their nominees), at an issue price of \$0.00001 each, pursuant to the Lead Manager Offer.

2 Restricted securities

The Company confirms that the following securities will be subject to ASX imposed escrow in accordance with the Listing Rules for the periods outlined below:

Security	Number	Restriction period
Shares	8,073,751	24 months from the date of quotation
Shares	937,500	12 months from 3 May 2023
Shares	275,000	12 months from 28 August 2023
New Options	10,250,000	24 months from the date of quotation

3 Capital structure

The Company's capital structure is as follows:

Security	Number
Shares	37,425,010
New Options ^{1,2}	11,000,000

Notes:

- 1 New Options are exercisable at \$0.25 and expire 4 years from the date the Company is admitted to the Official List of the ASX. New Options issued pursuant to the Lead Manager Offer were issued at \$0.00001 each.
- 2 Comprising:
 - (a) 2,500,000 New Options issued under the Founder Offer;
 - (b) 4,500,000 New Options issued under the Management Offer; and
 - (c) 4,000,000 New Options issued under the Lead Manager Offer.

4 No impediments

For the purposes of Listing Rule 1.3.2(b), the Company confirms that there are no legal, regulatory, statutory or contractual impediments to the Company entering EL9527 and carrying out exploration activities, such that the Company will be able to meet its expenditure commitments.

5 Land access

The Company confirms that the arbitration process has been commenced with various private landholders, however, no final determinations have been reached as at the date of this announcement. The Company will continue to update ASX as to the status of arbitration proceedings and the negotiation of land access arrangements.

By order of the Board.



Jeremy Whybrow
Executive Chairman & Chief Technical Officer