

ASX Announcement

22 January 2020

Company Announcements Office
Australian Securities Exchange
20 Bridge St
Sydney NSW 2000

Appendix 3B – Issue of Placement Shares

Please find attached an Appendix 3B in respect of the issue of 13,846,600 ordinary fully paid shares (Remaining Placement Shares) to unrelated professional and sophisticated investors at 3 cents per share, raising \$415,398 before costs of the issue.

This completes the Placement, raising gross proceeds of \$1.5 million dollars and issuing 50,000,000 ordinary fully paid shares. The Placement was well supported with strong interest and completed pursuant to shareholder approval at the Company's annual general meeting on 25 November 2019.

Proceeds raised under the capital raising will be used for:

- advancing exploration at the Mt Coolon Gold Project;
- the initial 50% earn in of the White Dam Production Joint Venture;
- conducting an orderly review of GBM's entire exploration portfolio, including its Victorian Malmsbury asset which is currently attracting a high level of interest (*refer ASX announcement 4 July 2019*); and
- general working capital.

A cleansing notice in respect of the issues is attached.

This ASX announcement was approved and authorised for release by:
Peter Rohner, Managing Director

For further information please contact:

Investor enquiries

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Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

GBM Resources Limited

ABN

91 124 752 745

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|----------------------------|
| 1 | +Class of +securities issued or to be issued | Ordinary fully paid shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 13,846,600 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | |

+ See chapter 19 for defined terms.

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| | |
|---|---|
| <p>4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | <p>Yes</p> |
| <p>5 Issue price or consideration</p> | <p>3 cents per share</p> |
| <p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p> | <p>Placement shares issued to unrelated parties pursuant to shareholder approval on 25 November 2019.</p> |
| <p>6a Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p> | <p>Yes</p> |
| <p>6b The date the security holder resolution under rule 7.1A was passed</p> | <p>25 November 2019</p> |
| <p>6c Number of ⁺securities issued without security holder approval under rule 7.1</p> | <p>Nil</p> |
| <p>6d Number of ⁺securities issued with security holder approval under rule 7.1A</p> | <p>Nil</p> |
| <p>6e Number of ⁺securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p> | <p>13,846,600 placement shares approved by shareholders on 25 November 2019</p> |
| <p>6f Number of securities issued under an exception in rule 7.2</p> | <p>Nil</p> |

+ See chapter 19 for defined terms.

| | | | |
|----|--|-----------------------|------------------------------------|
| 6g | If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation. | N/a | |
| 6h | If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements | N/a | |
| 6i | Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements | Refer Annexure 1 | |
| 7 | Dates of entering +securities into uncertificated holdings or despatch of certificates | 22 January 2020 | |
| 8 | Number and +class of all +securities quoted on ASX (<i>including</i> the securities in section 2 if applicable) | Number 192,889,829 | +Class Ordinary shares (GBZ) |

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| | Number | +Class |
|--|-----------|---|
| 9 Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable) | 1,880,000 | Options exercisable at \$0.09 each and expiring 31 January 2023. |
| | 8,000,000 | Options exercisable at \$0.05 each and expiring 16 December 2022. |
| | 70,000 | Convertible notes repayable on or before 31 May 2020. |
| 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | N/a | |

Part 2 - Bonus issue or pro rata issue

| | |
|---|-----|
| 11 Is security holder approval required? | N/a |
| 12 Is the issue renounceable or non-renounceable? | N/a |
| 13 Ratio in which the +securities will be offered | N/a |
| 14 +Class of +securities to which the offer relates | N/a |
| 15 +Record date to determine entitlements | N/a |
| 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | N/a |
| 17 Policy for deciding entitlements in relation to fractions | N/a |
| 18 Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small> | N/a |

+ See chapter 19 for defined terms.

| | | |
|----|---|-----|
| 19 | Closing date for receipt of acceptances or renunciations | N/a |
| 20 | Names of any underwriters | N/a |
| 21 | Amount of any underwriting fee or commission | N/a |
| 22 | Names of any brokers to the issue | N/a |
| 23 | Fee or commission payable to the broker to the issue | N/a |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders | N/a |
| 25 | If the issue is contingent on ⁺ security holders' approval, the date of the meeting | N/a |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled | N/a |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | N/a |
| 28 | Date rights trading will begin (if applicable) | N/a |
| 29 | Date rights trading will end (if applicable) | N/a |
| 30 | How do ⁺ security holders sell their entitlements <i>in full</i> through a broker? | N/a |
| 31 | How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | N/a |
| 32 | How do ⁺ security holders dispose of their entitlements (except by sale through a broker)? | N/a |
| 33 | ⁺ Despatch date | N/a |

⁺ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of securities for which ⁺quotation is sought

39 Class of ⁺securities for which quotation is sought

40 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

| | | | |
|----|--|--------|--------------------|
| | | Number | ⁺ Class |
| 42 | Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 38) | | |

⁺ See chapter 19 for defined terms.

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Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

Date: 22 January 2020

Company secretary

Print name:

Kevin Hart

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

Part 1

| Rule 7.1 – Issues exceeding 15% of capital | |
|---|---|
| Step 1: Calculate “A”, the base figure from which the placement capacity is calculated | |
| Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue | 109,059,820 (stated on a post consolidated basis). |
| Add the following: <ul style="list-style-type: none"> • Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> | 9,090,909 placement shares issued 9/10/19 (approved by shareholders 25/11/19 – stated on a post-consolidated basis) 45,892,500 shares issued 11/12/19, approved by shareholders 25/11/19. 15,000,000 shares issued 20/12/19, approved by shareholders 25/11/19. 13,846,600 shares issued 22/1/20, approved by shareholders 25/11/19. |
| Subtract the number of fully paid ordinary securities cancelled during that 12 month period | Nil |
| “A” | 192,889,829 |

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| | |
|---|---|
| Step 2: Calculate 15% of “A” | |
| “B” | 0.15 <i>[Note: this value cannot be changed]</i> |
| Multiply “A” by 0.15 | 28,933,474 |
| Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used | |
| <p>Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> | Nil |
| “C” | Nil |
| Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1 | |
| “A” x 0.15 <i>Note: number must be same as shown in Step 2</i> | 28,933,474 |
| Subtract “C” <i>Note: number must be same as shown in Step 3</i> | Nil |
| Total [“A” x 0.15] – “C” | 28,933,474 <i>[Note: this is the remaining placement capacity under rule 7.1]</i> |

+ See chapter 19 for defined terms.

Part 2

| Rule 7.1A – Additional placement capacity for eligible entities | |
|---|---|
| Step 1: Calculate “A”, the base figure from which the placement capacity is calculated | |
| “A” <i>Note: number must be same as shown in Step 1 of Part 1</i> | 192,889,829 |
| Step 2: Calculate 10% of “A” | |
| “D” | 0.10 <i>Note: this value cannot be changed</i> |
| Multiply “A” by 0.10 | 19,288,982 |
| Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used | |
| Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> | |
| “E” | Nil |

+ See chapter 19 for defined terms.

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| Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A | |
|--|--|
| “A” x 0.10 <i>Note: number must be same as shown in Step 2</i> | 19,288,982 |
| Subtract “E” <i>Note: number must be same as shown in Step 3</i> | Nil |
| Total [“A” x 0.10] – “E” | 19,288,982 <i>Note: this is the remaining placement capacity under rule 7.1A</i> |

+ See chapter 19 for defined terms.

ASX Announcement

22 January 2020

The Manager
Company Announcements Office
Australian Securities Exchange
20 Bridge Street
SYDNEY NSW 2000

Dear Sir or Madam

GBM RESOURCES LIMITED SECONDARY TRADING NOTICE – NOTIFICATION PURSUANT TO PARAGRAPH 708A(5)(e) OF THE CORPORATIONS ACT 2001

This notice is given by GBM Resources Limited (ACN 124 752 745) (“GBM”) under section 708A(5)(e) of the Corporations Act 2001 (Cth) (“the Act”).

On 22 January 2020 GBM issued 13,846,600 placement shares without disclosure under Part 6D.2 of the Corporations Act.

GBM gives notice under section 708A(5)(e) of the Act that:

- (a) The placement shares were issued without disclosure to investors under Part 6D.2 of the Act;
- (b) as a disclosing entity, GBM is subject to regular reporting and disclosure obligations;
- (c) as at the date of this notice, GBM has complied with the provisions of Chapter 2M as they apply to GBM and section 674 of the Act; and
- (d) as at the date of this notice, there is no information that is ‘excluded information’ within the meaning of section 708A(7) and 708A(8) of the Act which is required to be disclosed by GBM under section 708A(6)(e) of the Act.

On behalf of the Board of GBM Resources Limited

A handwritten signature in black ink, appearing to read 'Kevin Hart'.

Kevin Hart
Company Secretary