

ASX Announcement

27 July 2016

Company Announcements Office
 Australian Securities Exchange
 Level 4 20 Bridge St
 Sydney NSW 2000

Appendix 3B and Section 708 Notice – Share Placement Completed

Please find attached an Appendix 3B and Notice given under Section 708 of the Corporations Act in respect of the issue of 160,500,000 ordinary fully paid shares (Shares) pursuant to a share placement (Placement) to sophisticated investors.

The Placement was completed pursuant to the Company’s security issue capacities under Listing Rule 7.1 and 7.1A.

A total of 95,412,053 Shares was issued pursuant to Listing Rule 7.1 and 65,087,947 Shares issued pursuant to Listing Rule 7.1A.

The Company also advises of the issue of 3,000 Shares on the exercise of options and the cancellation of 177,743,562 GBZO options on expiry of the exercise period.

7.1A DISCLOSURE

The Company provides the following Listing Rule 7.1A disclosure in respect of the issue of 65,087,947 ordinary fully paid shares at 1.6 cents per Share raising \$1,041,407, in accordance with Listing Rule 3.10.5A.

(a) Details of the dilution to the existing holders of ordinary securities caused by the issue.

Number of shares held by existing shareholders before the Placement*	653,066,975
Number of Shares on issue after the Placement*	718,154,922
% dilutionary effect of Placement on existing shareholders before the Placement*	9.06%

No existing Shareholders participated in the Placement which was completed pursuant to Listing Rule 7.1A.

**not including Shares issued pursuant to the Placement under Listing Rule 7.1*

ASX Code: GBZ

COMPANY DIRECTORS

Peter Thompson
 Managing Director/ Executive Chairman

Neil Norris
 Exploration Director – Executive

Hun Seng Tan
 Non-Executive Director

CONTACT DETAILS

Principal & Registered Office
 Suite 8, 7 The Esplanade,
 Mt Pleasant, WA 6153

Exploration Office
 10 Parker Street,
 Castlemaine, Victoria 3450

Website
www.gbmr.com.au

Email
info@gbmr.com.au

Phone
 +61 (8) 9316 9100

Fax
 +61 (8) 9315 5475

Phone (Exploration Office)
 +61 (3) 5470 5033



(b) *Where the equity securities are issued for cash consideration, a statement of the reasons why the eligible entity issued the equity securities as a placement under rule 7.1A and not as (or in addition to) a pro rata issue or other type of issue in which existing ordinary security holders would have been eligible to participate.*

The Company recently completed a non-renounceable entitlement issue (Offer) at 1.5 cents per share to eligible shareholders, which closed on 17 December 2015. The Offer enabled eligible existing shareholders to subscribe for additional shares at a discount. The Offer was undersubscribed at the Closing Date with the shortfall securities subsequently allotted on 19 January 2016.

The Placement was completed at an issue price of 1.6 cents per Share, which is a premium to the Company's current market price.

The Company considered that due to the recent date of completion of the Offer, that there would be insufficient support from existing shareholders to raise funds at a premium to the Company's current market price, as achieved by the Placement.

(c) *Details of any underwriting arrangements, including any fees payable to the underwriter.*

No underwriting arrangements or underwriting fees payable were incurred in connection with the Placement.

(d) *Any other fees or costs incurred in connection with the issue.*

A commission fee of 10% is payable to third parties in relation to the Placement.

There were no other fees or costs incurred in connection with the Placement.

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 and cancellation of listed options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ul style="list-style-type: none">- 160,500,000 ordinary fully paid shares issued pursuant to share placement;- 3,000 ordinary fully paid shares issued pursuant to exercise of options; and- 177,743,562 options cancelled. |
| 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) | Cancelled options – GBZO exercisable at 3.5 cents each and expiring 30 June 2016. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<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>Placement shares - 1.6 cents per share; Exercise of options – 3.5 cents per share.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<ul style="list-style-type: none"> – Shares issued pursuant to a share placement under Listing Rules 7.1 and 7.1A. – Shares issued on the exercise of GBZO options. – GBZO options cancelled on expiry of exercise period.
<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 in relation to the +securities the subject of this Appendix 3B, 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>26 November 2015</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>95,412,053</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>65,087,947</p>

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil									
6f	Number of securities issued under an exception in rule 7.2	3,000									
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.	<p>Yes – issue price 1.6 cents per share.</p> <p>75% of 15 day VWAP of 1.56 cents per share is 1.17 cents per share. VWAP calculation source – Orient Capital.</p> <p>Issue date 26 July 2016.</p>									
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	Yes									
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	26 July 2016									
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">813,566,975</td> <td>Ordinary shares (GBZ)</td> </tr> </tbody> </table>	Number	+Class	813,566,975	Ordinary shares (GBZ)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">813,566,975</td> <td>Ordinary shares (GBZ)</td> </tr> </tbody> </table>	Number	+Class	813,566,975	Ordinary shares (GBZ)
Number	+Class										
813,566,975	Ordinary shares (GBZ)										
Number	+Class										
813,566,975	Ordinary shares (GBZ)										

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	
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?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
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>	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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.

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:

Company secretary

Date: 27 July 2016

Print name:

Kevin Hart

== == == == ==

+ 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	557,894,121
<p>Add the following:</p> <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 <ul style="list-style-type: none"> – 41,063,104 shares issued pursuant to entitlement issue closing 17/12/2015 (issued 21/12/2015); – 51,919,250 shares issued pursuant to entitlement issue closing 17/12/2015 (issued 19/1/2016); – 3,000 shares issued pursuant to the exercise of options (issued 26/7/2016) • 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> 	
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	650,879,475

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	97,631,921
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> 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> 	<ul style="list-style-type: none"> – 2,187,500 shares issued pursuant to Listing Rule 7.1 to acquire an interest in an exploration licence (16 February 2016); – 95,412,053 shares issued pursuant to Listing Rule 7.1 (share placement 26 July 2016).
“C”	97,599,553
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>	97,631,921
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	97,599,553
Total [“A” x 0.15] – “C”	32,368 <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>	650,879,475
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	65,087,947
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 Notes: <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> 	– 65,087,947 shares issued pursuant to a share placement completed under Listing Rule 7.1A (issued 26 July 2016).
“E”	65,087,947

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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>	65,087,947
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	65,087,947
Total ["A" x 0.10] – "E"	Nil <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

27 July 2016

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 26 July 2016 GBM issued 160,500,000 ordinary fully paid shares without disclosure under Part 6D.2 of the Corporations Act.

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

- (a) as a disclosing entity, GBM is subject to regular reporting and disclosure obligations;
- (b) 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
- (c) 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.



Kevin Hart
Company Secretary

ASX Code: GBZ

COMPANY DIRECTORS

Peter Thompson
Managing Director/ Executive
Chairman

Neil Norris
Exploration Director – Executive

Hun Seng Tan
Non-Executive Director

CONTACT DETAILS

Principal & Registered Office
Suite 8, 7 The Esplanade,
Mt Pleasant, WA 6153

Exploration Office
10 Parker Street,
Castlemaine, Victoria 3450

Website
www.gbmr.com.au

Email
info@gbmr.com.au

Phone
+61 (8) 9316 9100

Fax
+61 (8) 9315 5475

Phone (Exploration Office)
+61 (3) 5470 5033

