

ASX Announcement

13 March 2025

Mt Morgan Au-Cu Project Sale - Definitive Agreement Executed

KEY POINTS

- GBM Resources Limited (**GBM** or **Company**) has executed the Definitive Agreement (**Agreement**) setting out the terms and conditions for the sale of GBM's Mt Morgan Gold Copper Project Tenements (**Mt Morgan**) to Lithium Energy Limited (ASX:LEL) (**Lithium Energy**).
- As part of the transaction, Lithium Energy will also acquire additional adjoining tenements and applications in QLD from private Canadian company, Great Southern Gold Corp. See ASX:LEL release 13 March 2025 for more details.
- **GBM's consideration for the acquisition of 100% interest in its tenement package comprises:**
 - ~\$2.03 Million in cash payable in stages over approximately two years;
 - Contingent Payments (up to ~\$1.67 Million in total) on achievement of exploration and economic study milestones; and
 - A 1.33% NSR royalty (with partial buyback option).
- Terms of the acquisition include a \$4 Million expenditure commitment by Lithium Energy over two years over the joint tenement package.
- Lithium Energy to undertake systematic, well-funded exploration of the Mt Morgan Project targeting discovery of large-scale gold and copper deposits.

Key transaction benefits for GBM

- Asset sale supports repayment of the Convertible Note.
- Disposal of a non-core asset into a focused vehicle unlocks value while allowing GBM to maintain focus on its flagship Drummond Basin gold assets.
- Alignment with a well-funded, strong technical and corporate partner in the Lithium Energy Limited team.
- Ongoing exposure to the highly prospective Mt Morgan Project via contingent payments.

GBM advises that it has executed a binding Agreement for the sale of its 100% owned Mt Morgan project in Queensland, Australia.

GBM Managing Director and CEO, Peter Rohner, commented: "We are pleased to have executed a definitive agreement for the sale of our Mt Morgan gold-copper project with Lithium Energy Group. It is a further, consistent step in the execution of GBM's stated portfolio management strategy to allow GBM to focus on its highly prospective gold asset base in the Drummond Basin and provide funding further to repay our Convertible Note"

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Summary of Combined Transaction

Lithium Energy and subsidiaries (**LEL Group**) have entered into agreements to acquire a 100% interest in the Capricorn Project, as follows:

- (a) an Asset Sale Agreement (dated 12 March 2025) between LEL (as Buyer Guarantor), LEM, MM (as Buyer) and GBZ (as Seller) to acquire the GBZ tenements and mining information (**GBZ Agreement**);
- (b) an Asset Sale Agreement (dated 12 March 2025) between LEL (as Buyer Guarantor), LEM, MMS (as Buyer), PTr (as Seller) and MZPL and GSGC (as Seller Guarantors), to acquire the PTr tenements and mining information (**PTr Agreement**); and
- (c) a Royalty Deed (dated 12 March 2025) between LEL (as Buyer Guarantor), LEM (as Payer), MMM, MMS and MMS and PTr (as Payees) (**Royalty Deed**).

A summary of the material terms of the GBZ Agreement and PTr Agreement (which are on identical terms to save for the value of the consideration and the Seller Guarantor provisions in the PTr Agreement) (collectively, **Agreements**) are as follows:

<p>Parties</p>	<p>Under the GBZ Agreement:</p> <ol style="list-style-type: none"> (1) Lithium Energy Limited (ABN 94 647 135 108) (ASX:LEL) (LEL) (as Buyer Guarantor); (2) LE Minerals Pty Ltd (ABN 18 682 458 537), being as subsidiary of LEL (LEM); (3) Mt Morgan Pty Ltd (ABN 33 684 352 752), being a subsidiary of LEM (MM) (as Buyer); and (4) GBM Resources Limited (ABN 91 124 752 745) (ASX:GBZ) (GBZ) (as Seller). <p>Under the PTr Agreement:</p> <ol style="list-style-type: none"> (1) LEL (as Buyer Guarantor); (2) LEM; (3) Mt Morgan South Pty Ltd (ABN 15 683 532 578), being a subsidiary of LEM (MMS) (as Buyer); (4) Great Southern Gold Corp. (Incorporation No. BC1089189) (GSGC) (as a Seller Guarantor); (5) Management Z Pty Ltd (ABN 64 607 535 704), being a subsidiary of GSGC (MZPL) (as a Seller Guarantor); and (6) PTr Resources Pty Ltd (ABN 34 153 851 702), being s subsidiary of MZPL (PTr) (as Seller).
<p>Completion in 2 Tranches</p>	<p>The acquisition of the GBZ tenements and PTr tenements (collectively, Tenements) and mining information under the Agreements will occur in 2 tranches:</p> <ol style="list-style-type: none"> (a) Tranche 1 – transfer of a 51% interest in the Tenements and 100% of the mining information, to be completed after the satisfaction or waiver of the Conditions (Tranche 1 Completion Date); and (b) Tranche 2 – transfer of the remaining 49% interest in the Tenements, to be completed 21 months after the Tranche 1 Completion Date (Tranche 2 Completion Date). <p>Completion of each tranche under the GBZ Agreement shall occur contemporaneously with completion of each tranche under the PTr Agreement.</p>

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<p>Consideration</p>	<p>Consideration payable by the Buyers to the Sellers are as follows (ex GST):</p> <p>(GBZ share of payments under Consideration highlighted in bold below)</p> <p>(a) Cash Purchase Price totalling \$3,025,290 comprising:</p> <ul style="list-style-type: none"> (1) Deposit: \$100,000 Paid on execution of the Agreements (Execution Date) to GBZ (\$66,667) and PTr (\$33,333). The deposit is refundable if Tranche 1 does not complete due to a breach by the Seller or if an insolvency event occurs in relation to the Seller prior to Tranche 1 Completion. (2) Tranche 1 Completion Payment: \$600,000 Payable on the Tranche 1 Completion Date to GBZ (\$400,000) and PTr (\$200,000). (3) Tranche 1 Deferred Payment: \$825,290 Payable 9 months after the Tranche 1 Completion Date to GBZ (\$561,675) and PTr (\$263,615). (4) Tranche 2 Payment: \$1,500,000 Payable 21 months after the Tranche 1 Completion Date to GBZ (\$1,000,000) and PTr (\$500,000). <p>(b) Contingent Payments totalling up to \$2,500,000 comprising:</p> <ul style="list-style-type: none"> (1) First JORC MRE: \$250,000 (capped at \$1,000,000) Payable on the delineation and public announcement of a maiden JORC Mineral Resource Estimate (MRE) located within any of the Tenements, to GBZ (\$166,667) and PTr (\$83,333). This payment may be made on multiple maiden MRE's delineated on different deposits but is capped at a total of \$1,000,000 (GBZ share capped at \$666,666). (2) First Scoping Study: \$500,000 Payable on the completion and public announcement of a Scoping Study in respect of the development of one or more mineral deposits located within any of the Tenements, to GBZ (\$333,333) and PTr (\$166,667). This payment shall be paid only once. (3) First DFS: \$1,000,000 Payable on the completion and public announcement of a Definitive Feasibility Study (in respect of the development of one or more mineral deposits within any of the Tenements, to GBZ (\$666,666) and PTr (\$333,334). This payment shall be paid only once. <p>(c) 2% NSR Royalty (pursuant to the Royalty Deed).</p>
<p>Expenditure Commitment</p>	<p>The LEL Group will fund a minimum \$4,000,000 expenditure on the Tenements up to the Tranche 2 Completion Date, as follows:</p> <ul style="list-style-type: none"> (a) Period 1: Within 6 months of the Tranche 1 Completion Date: \$500,000. (b) Period 2: Between 6 to 12 months of the Tranche 1 Completion Date: \$1,000,000; and (c) Period 3: Between 12 to 21 months of the Tranche 1 Completion Date: \$2,500,000. <p>The LEL Group may incur more expenditure in Period 2, which will reduce the required expenditure in Period 3 or incur less expenditure in Period 2, which will increase the required expenditure in Period 3.</p>

	<p>The Buyers may at their election accelerate the completion of Tranche 2 by paying the Tranche 2 Payment to the Sellers without the need for the LEL Group to fully complete the balance of the Period 2 and Period 3 (as the case may be) expenditure commitments.</p>
Conditions	<p>The Agreements are conditional upon the satisfaction or waiver of conditions precedent on or before 4 months after the Execution Date, including relevantly:</p> <ul style="list-style-type: none"> (a) the Buyer being satisfied with due diligence investigations within 14 days after the Execution Date (or such later date as agreed between the parties); (b) execution of all required material contracts; (c) receipt of RTX's waiver of a first right of refusal (in respect of the Moonmera Blocks) under the Rio Agreement; (d) the assignment of all material contracts and required material contracts (including the Rio Agreement and Rio Royalty) from the Seller to the Buyer on terms approved by the Buyer; (e) the receipt of any consents and approvals required under material contracts and required material contracts; and (f) the receipt of any required regulatory approvals.
Failure to make Tranche 1 Deferred Payment	<p>If the Buyers fail to make the Tranche 1 Deferred Payment or the LEL Group fails to complete a minimum \$500,000 expenditure, within 9 months after the Tranche 1 Completion Date, each Buyer will transfer back their respective 51% interest in the Tenements to the relevant Seller for nominal consideration.</p>
Failure to complete Tranche 2	<p>If after Tranche 1 completion, Tranche 2 completion does not occur within 24 months after the Tranche 1 Completion Date, the parties agree to form an unincorporated joint venture for the on-going development of the Tenements/Project (Joint Venture) with the initial participating interests in the Joint Venture being:</p> <ul style="list-style-type: none"> (a) MM – 25.5%; (b) MMS – 25.5%; (c) GBZ – 32.67%; and (d) PTr – 16.33%. <p>LEM will be appointed the initial manager and operator of the Joint Venture and the parties agree to undertake good faith negotiations to enter into an industry standard joint venture agreement (the JVA) and joint venture management and operation agreement. The JVA will have an industry standard dilution mechanism; the initial contribution of each Joint Venture party is deemed to be equal to their interest in the Joint Venture expressed as a percentage of the actual amount of expenditure completed by the LEL Group on the Tenements/Project as at the date of formation of the Joint Venture.</p>
Covenant	<p>The Seller covenants (until the later of 5 years after the Execution Date or 3 years after the Tranche 2 Completion Date) not to use confidential information (which includes exploration results) to (directly or indirectly) apply for or acquire an interest in any tenements within a one sub-block radius from the boundaries of the Tenements.</p>
Guarantees	<p>LEL will guarantee the obligations and performance of MM and MMS (as the Buyers) under the Agreements.</p> <p>MZPL and GSGC will (jointly and severally) guarantee the obligations and performance of PTr (as the Seller) under the PTr Agreement.</p>
Warranties	<p>The Agreements include:</p> <ul style="list-style-type: none"> (a) customary warranties and indemnities for a transaction of this nature to apply up until completion of Tranche 1; and

	(b) limited warranties to apply after the completion of Tranche 1 until the completion of Tranche 2, subject to usual limitations on claims and indemnities.
Termination	A non-defaulting party may elect to terminate the Agreement if Tranche 1 or Tranche 2 does not complete due to a breach by the defaulting party. If a Tranche 2 Condition is not waived or satisfied within 24 months after the Tranche 1 Completion Date, a party may terminate the Agreement. A Buyer may terminate the Agreement at any time by providing 30 days notice.
Governing law	The Agreements are governed by the laws of Western Australia.

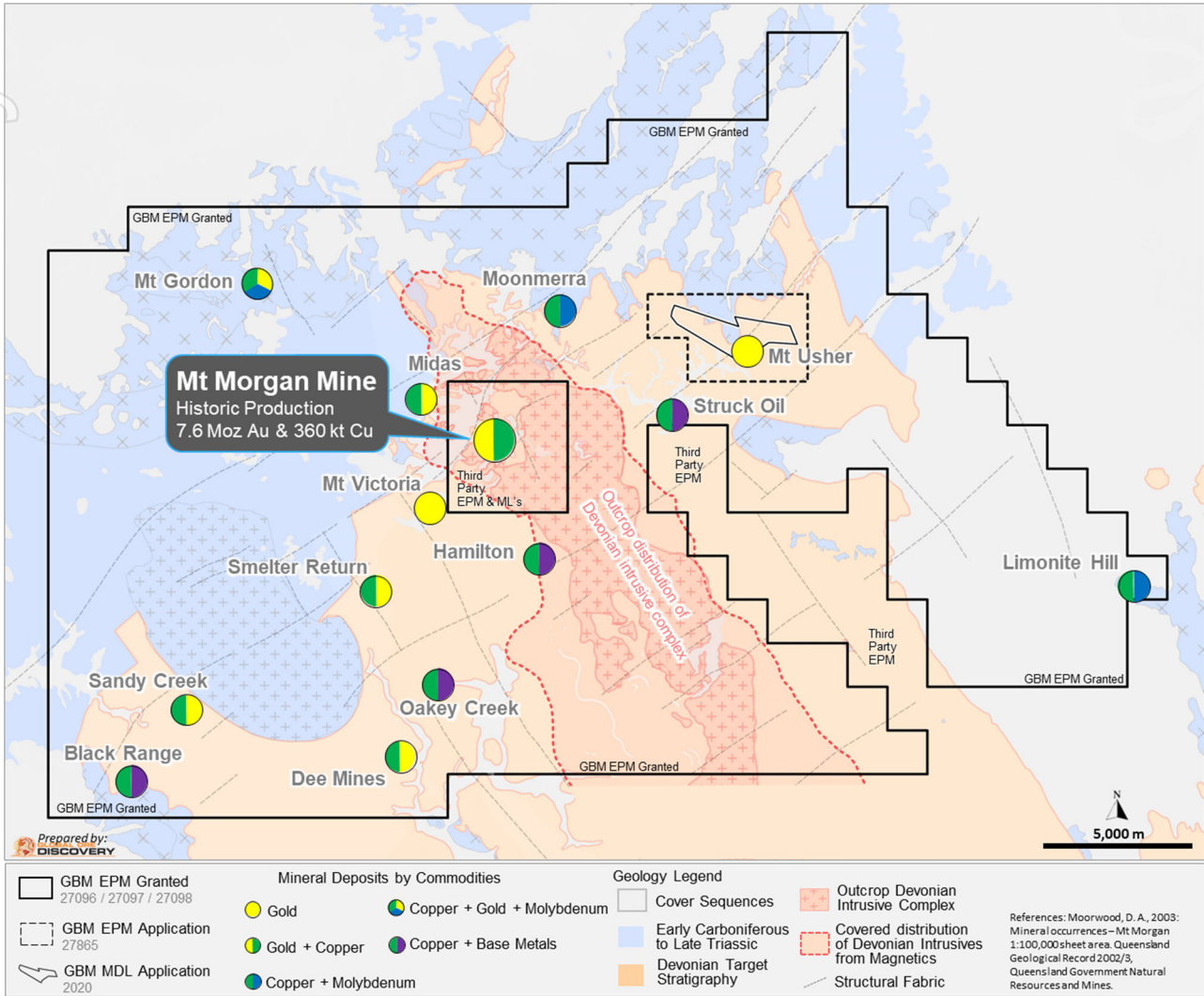
A summary of the Royalty Deed is as follows:

Parties	(1) LEL (as Payer Guarantor); (2) LEM (as Payer); (3) MM; (4) MMS; (5) PTr (as a Payee); and (6) Mt Morgan Metals Pty Ltd (ABN 17 154 596 906), being a subsidiary of GBZ (MMM) (as a Payee).
Royalty	An aggregate 2% Net Smelter Return (NSR) on the sale of product produced from the Tenements, to GBZ (1.333%) and PTr (0.667%), payable quarterly.
Inclusive of other royalties	The Royalty is inclusive of any pre-existing or other royalties payable in respect of the Tenements, including a 1% NSR royalty owed to Rio Tinto Exploration Pty Limited (RTX) in respect of the 5 'Moonmera' sub-blocks within GBZ's EPM 27098 (Mt Morgan Central) (Moonmera Blocks) (Rio Royalty) under a 2016 agreement (Rio Agreement).
Buy-back right	LEM may buy-back 0.5% of the Royalty from GBZ (0.333%) and PTr (0.167%) at any time at a cost of \$500,000, payable to GBZ (\$333,333) and PTr (\$166,667).
Conditions	(a) MM acquiring all the GBZ Tenements and other mining rights pursuant to the GBZ Agreement. (b) MMS acquiring all the PTr Tenements and other mining rights pursuant to the PTr Agreement.
Guarantee	LEL will guarantee the obligations and performance of LEM under the Royalty Deed.
Other	Customary terms and conditions for a NSR, including customary provisions in relation to calculation, adjustment, notification, record keeping and audits (financial and technical), commingling, non-arm's length transactions, dispute resolution, expert determinations and customary covenants, warranties and indemnities.

GBM TENEMENTS

Current Holder/Applicant	Tenement Name	Tenement Type and No.	Status	Grant/ Application Date	Expiry Date	Area (sub-blocks)	Area (km ²)	Relinquishments of sub-blocks
GBZ	'Mt Morgan'	EPM 17850	Granted	15 April 2010	14 April 2025 (pending renewal)	13	42.06	6 on 15 April 2026
GBZ	Mt Morgan West	EPM 27096	Granted	27 August 2019	26 August 2024 (pending renewal)	100	323.5	50 on 27 August 2029
GBZ	Mt Morgan East	EPM 27097	Granted	10 January 2021	9 January 2026	92	297.62	46 on renewal in 2026 23 on renewal in 2031
GBZ	Mt Morgan Central	EPM 27098	Granted	15 December 2020	14 December 2025	98	317.03	48 on renewal in 2025 24 on renewal in 2030
GBZ	Mount Usher	EPM 27865	Application	1 April 2021	Up to 5 years after grant	7	22.65	-
GBZ	Mount Usher	MDL 2020	Application	4 November 2020	Up to 5 years after grant	265.1 Ha	2.651	-

Figure 1: GBM's Mt Morgan Tenements subject to sale agreement



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This ASX announcement was approved and authorised for release by:
The Board of Directors

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About GBM Resources

GBM Resources Limited (ASX: GBZ) is a Queensland based mineral exploration and development company focused on the discovery of world-class gold and copper deposits in Eastern Australia. The company has a high calibre project portfolio, hosting district scale mineral systems, located in several premier metallogenic terrains.

GBM's flagship project in the Drummond Basin (QLD) holds ~1.84 Moz of gold in JORC resources (Mt Coolon, Yandan and Twin Hills). Some tenements (see Appendix 2) in the Basin are subject to a A\$25m farm-in with Newmont and others subject to partial sale and farm-in agreement (to be completed) with Wise Walkers Limited. 2025 will see an expanded drilling program which is aiming to define 2-3 Moz and support GBM's transition into a mid-tier Australian gold company.

Separately GBM also holds tenements in the Mt Morgan district (subject to this announcement), in the Mt Isa Inlier in Queensland and holds a 100% interest in the White Dam Gold-Copper Project in South Australia. Divestment of these non-core assets is in progress.

Competent Persons Statement

The Company confirms that it is not aware of any new information or data that materially affects the information included in the respective announcements and all material assumptions and technical parameters underpinning the resource estimates within those announcements continue to apply and have not materially changed.

The Company confirms that the form and context in which the Competent Persons findings are presented have not been materially modified from the original market announcements.

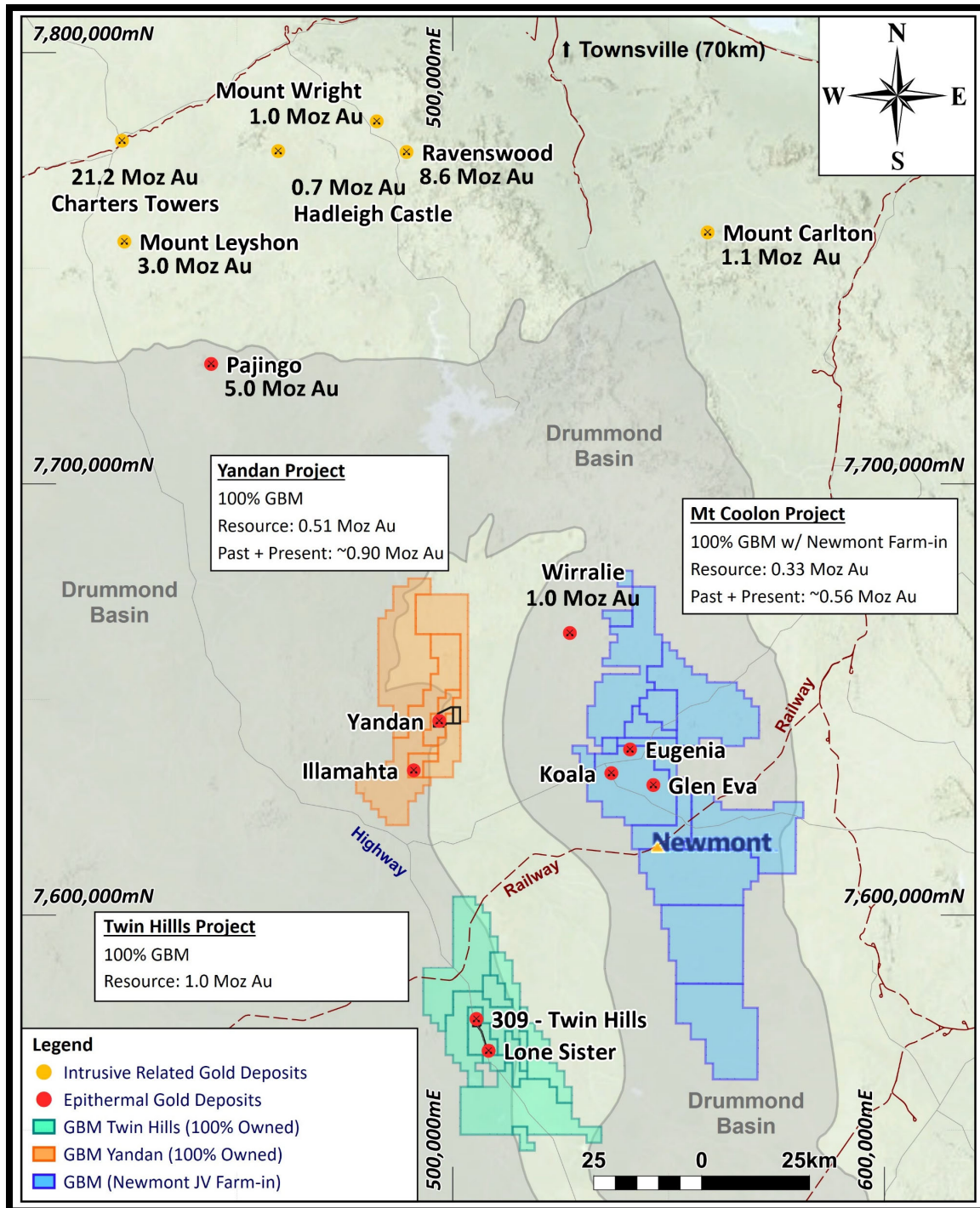
APPENDIX 1: GBM Mineral Resource Estimate for the Drummond Basin Projects (Mt Coolon, Yandan and Twin Hills) along with other company interests

Deposit	Resource Category									Total			Cut-off
	Measured			Indicated			Inferred			000' t	Au g/t	Au oz	
	000' t	Au g/t	Au oz	000' t	Au g/t	Au oz	000' t	Au g/t	Au oz	000' t	Au g/t	Au oz	
Koala -ML													
Open Pit				670	2.6	55,100	440	1.9	26,700	1,120	2.3	81,800	0.4
UG Extension				50	3.2	5,300	260	4	34,400	320	3.9	39,700	2.0
Tailings	114	1.7	6,200	9	1.6	400				124	1.6	6,600	1.0
Sub Total	114	1.7	6,200	729	2.6	60,800	700	2.7	61,100	1,563	2.5	128,100	
Eugenia													
Oxide - Open Pit				885	1.1	32,400	597	1.0	19,300	1,482	1.1	51,700	0.4
Sulphide - Open Pit				905	1.2	33,500	1,042	1.2	38,900	1,947	1.2	72,400	0.4
Sub Total				1,790	1.1	65,900	1,639	1.1	58,200	3,430	1.1	124,100	
Glen Eva - ML													
Sub Total - Open Pit				1,070	1.6	55,200	580	1.2	23,100	1,660	1.5	78,300	0.4
Yandan - ML													
East Hill - Open Pit				4,860	1.5	240,000	7,900	0.8	203,000	12,800	1.1	443,000	0.4
Yandan South - Open Pit							900	0.6	16,000	900	0.6	16,000	0.3
Sub Total				4,860	1.5	240,000	8,800	0.8	219,000	13,700	1.0	459,000	
Illamahta													
Oxide - Open Pit							1,147	0.7	26,900	1,147	0.7	26,900	0.4
Sulphide - Open Pit							1,045	0.9	28,600	1,045	0.9	28,600	0.4
Sub Total							2,192	0.8	55,500	2,192	0.8	55,500	
Twin Hills - ML													
309 - Open Pit	830	2.8	73,900	5,480	1.3	235,200	3,650	1.1	129,800	9,960	1.4	438,900	0.4
309 - UG				190	4.0	24,500	480	3.9	59,900	670	3.9	84,400	2.0
Lone Sister - Open Pit				5,250	1.3	277,300	6,550	0.9	188,500	11,800	1.1	415,800	0.4
Lone Sister - UG				370	2.9	34,300	310	2.6	25,800	680	2.7	60,100	2.0
Sub Total	830	2.8	73,900	11,290	1.4	521,300	10,990	1.1	404,000	23,110	1.3	999,200	
Drummond Basin Total	944	2.6	80,100	19,739	1.5	943,200	24,901	1.0	820,900	45,655	1.26	1,844,200	
White Dam - ML													
Hannaford - Open Pit				700	0.7	16,400	1,000	0.8	26,900	1,700	0.8	43,300	0.2
Vertigo - Open Pit				300	1.0	9,400	1,400	0.6	29,000	1,700	0.7	38,400	0.2
White Dam North - Open Pit				200	0.5	2,800	1,000	0.6	17,600	1,200	0.5	20,400	0.2
Sub Total				1,200	0.7	28,600	3,400	0.7	73,500	4,600	0.7	101,900	
cut-off grade is 0.20 g/t Au for all, Vertigo is restricted to above 150RL (~70 m below surface)													
GBM Total												1,946,100	

The announcements containing the Table 1 Checklists of Assessment and Reporting Criteria relating to the 2012 JORC compliant Resources are:

- Koala/Glen Eva and Eugenia – GBM ASX Announcement, 4 December 2017, Mt Coolon Gold Project Scoping Study, note these resources have not been verified by Newmont and are on tenements subject to the 2022 farm-in agreement with Newmont
 - Yandan – GBM ASX Announcement, 23 December 2020, Mt Coolon and Yandan Combined Resources Total 852,000 oz, following completion of Yandan acquisition, GBM ASX Announcement, 14 March 2023, Results of Yandan Mineral Resource Update
 - Twin Hills – GBM ASX Announcements, 18 January 2019, Mt Coolon and Twin Hills Combined Resource Base Approaches 1 Million Ounces, 2 February 2022, Significant Resource Upgrade at Twin Hills Project and 5 December 2022, Twin Hills Gold Project Upgrades to ~1 Moz Mineral Resource, subject to partial sale and farm-in agreement (to be completed) with Wise Walkers Limited
 - White Dam – GBM ASX Announcement, 18 August 2020, White Dam Maiden JORC 2012 Resource of 102 koz
- a) The preceding statements of Mineral Resources conforms to the “Australasian Code for Reporting Exploration Results, Mineral Resources and Ore Reserves (JORC Code) 2012 Edition”
 - b) All tonnages are dry metric tonnes
 - c) Data is rounded to ('000 tonnes, 0.0 g/t and '000 ounces). Discrepancies in totals may occur due to rounding
 - d) Resources have been reported as both open pit and underground with varying cut-off based off several factors as discussed in the corresponding Table 1 which can be found with the original ASX announcement for each Resource

APPENDIX 2: GBM holds 4,667 km² of mining and exploration tenure across 23 granted EPM's and 7 Mining Leases within the Drummond Basin, Australia's pre-eminent epithermal gold terrain. This includes granted mining leases at Twin Hills, Yandan, and Mt Coolon. Along with a key JV with Newmont on the Mt Coolon tenements and the to be completed JV with Wise Walkers on the Twin Hills tenements.



Mount Coolon Project tenements (blue above) subject to Newmont Farm-in include; EPM's 15902, 25365, 25850, 7259, 26842, 26914, 27555, 27556, 27557, 27558, 27598 and ML's 10227, 1029, 1085, 1086.

Twin Hills Project tenements (green above) subject to Wise Walkers Farm-in (to be completed) include; EPM's 19504, 19856, 25182, 27594, 27597, 27974, 28140, 27554 and ML 70316.