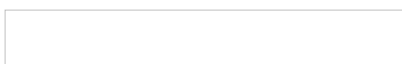


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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF THE MARKET ABUSE REGULATION (596/2014/EU) AS IT FORMS PART OF UK DOMESTIC LAW PURSUANT TO THE EUROPEAN UNION (WITHDRAWAL) ACT 2018, AS AMENDED ("MAR").



Greatland Gold plc (AIM: GGP)

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NEWS RELEASE | 14 October 2024

Acquisition of Haverton & Telfer - Update

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION AS STIPULATED UNDER THE UK MARKET ABUSE REGULATIONS. ON PUBLICATION OF THIS ANNOUNCEMENT VIA A REGULATORY INFORMATION SERVICE, THIS INFORMATION IS CONSIDERED TO BE IN THE PUBLIC DOMAIN.

Greatland Gold plc (AIM:GGP) (**Greatland** or the **Company**) announced on 10 September 2024 that certain of its wholly owned subsidiaries had entered into a binding agreement with certain Newmont Corporation subsidiaries (**Newmont**) to acquire, subject to certain conditions being satisfied, a 70% ownership interest in the Haverton gold-copper project, 100% ownership of the Telfer gold-copper mine, and other related interests in assets in the Paterson region (the **Acquisition**).

Completion of the Acquisition is subject to the satisfaction (or, where applicable, waiver) of a number of conditions precedent, which are summarised in the Company's Admission Document dated 10 September 2024 (**Admission Document**) (refer to Part 2, paragraph 2, on page 41).

Greatland is pleased to provide an update on the significant progress that has been made towards satisfaction of the following conditions precedent to the completion of the Acquisition:

- **Foreign Investment Review Board (FIRB) approval:** Greatland has been granted foreign investment approval by the Treasurer of the Commonwealth of Australia for the Acquisition. Newmont has submitted its own approval application which remains pending.
- **Ministerial consent to tenement transfers:** Consent has been granted by the Western Australia Minister for Mines and Petroleum to the transfer of relevant mining tenements pursuant to the Acquisition.
- **Telfer environmental licence renewal:** The Telfer Part V licence issued under the *Environmental Protection Act 1986* (WA) has been renewed for a period of 10 years.

- **Greatland shareholder approval:** On 30 September 2024, Greatland shareholders voted to overwhelmingly approve the Acquisition and associated equity raising, with 99.75% of votes cast being in favour.

As announced by the Company on 26 September 2024, significant progress has also been towards the satisfaction of the conditions precedent relating to Telfer Tailings Storage Facility 8.

Completion of the Acquisition remains subject to satisfaction (or, where applicable, waiver) of the remaining conditions described in the Admission Document, and continues to be targeted in Q4 2024. The Company will provide further updates as appropriate.

Contact

For further information, please contact:

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About Greatland

Greatland is a mining development and exploration company focused primarily on precious and base metals.

The Company's flagship asset is the world-class Havieron gold-copper project in the Paterson Province of Western Australia, discovered by Greatland and presently under development in joint venture with world gold major, Newmont Corporation.

Havieron is located approximately 45km east of the Telfer gold mine. The box cut and decline to the Havieron orebody commenced in February 2021. Total development exceeds 3,060m including over 2,110m of advance in the main access decline (as at 30 June 2024). Havieron is intended to leverage the existing Telfer infrastructure and processing plant, which would de-risk the development and reduces capital expenditure.

On 10 September 2024, Greatland announced that certain of its wholly owned subsidiaries had entered into a binding agreement with certain Newmont Corporation subsidiaries to acquire, subject to certain conditions being satisfied, a 70% ownership interest in the Havieron gold-copper project (consolidating Greatland's ownership of Havieron to 100%), 100% ownership of the Telfer gold-copper mine, and other related interests in assets in the Paterson region. Completion of the acquisition is subject to the satisfaction of certain conditions precedent and is targeted to occur during Q4 2024.

Greatland has a proven track record of discovery and exploration success and is pursuing the next generation of tier-one mineral deposits by applying advanced exploration techniques in under-explored regions. Greatland has a number of exploration projects across Western Australia and in parallel to the development of Havieron is focused on becoming a multi-commodity miner of significant scale.

IMPORTANT INFORMATION

General

The contents of this announcement are not to be construed as legal, financial or tax advice. Each prospective investor should consult a legal adviser, an independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (FSMA) or a tax adviser for legal, financial or tax advice in relation to any investment in or holding of ordinary shares. Each prospective investor should consult with such advisers as needed to make its investment decision and to determine whether it is legally permitted to hold shares under applicable legal investment or similar laws or regulations. Investors should be aware that they may be required to bear the financial risks of this investment

for an indefinite period of time.

Investing in and holding the ordinary shares involves financial risk. Prior to investing in the ordinary shares, investors should carefully consider all of the information contained in the Admission Document, paying particular attention to the risk factors contained in Part 6 (Risk Factors) of the Admission Document. Investors should consider carefully whether an investment in the ordinary shares is suitable for them in light of the information contained in the Admission Document and their personal circumstances.

To the extent permitted by law and regulation, no undertaking, representation or warranty or other assurance, express or implied, is made or given by or on behalf of the Company, or any of their respective parent or subsidiary undertakings or the subsidiary undertakings of any such parent undertakings or any of their respective directors, officers, partners, employees, agents, affiliates, representatives or advisers, or any other person, as to the accuracy, completeness or fairness of the information or opinions contained in this announcement. None of the Company, SPARK or Canaccord, or any of their respective parent or subsidiary undertakings or the subsidiary undertakings of any such parent undertakings or any of their respective directors, officers, partners, employees, agents, affiliates, representatives or advisers, or any other person their respective affiliates and advisers, agents and/or any other party undertakes or is under any duty to update this announcement or to correct any inaccuracies in any such information which may become apparent or to provide any person with any additional information. Save in the case of fraud, no responsibility or liability is accepted by any such person for any errors, omissions or inaccuracies in such information or opinions or for any loss, cost or damage suffered or incurred, however arising, directly or indirectly, from any use of, as a result of the reliance on, or otherwise in connection with, this announcement. In addition, no duty of care or otherwise is owed by any such person to recipients of this announcement or any other person in relation to this announcement.

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In connection with the Placing, the Bookrunner and any of its respective affiliates, acting as an investor for its or their own account(s), may acquire ordinary shares, and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for its or their own account(s) in ordinary shares and other securities of the Company or related investments in connection with the Placing or otherwise. Accordingly, references in this announcement to the ordinary shares being offered, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, dealing or placing by, the Bookrunner and any of its respective affiliates acting as an investor for its or their own account(s). The Bookrunner does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

The Bookrunner and its affiliates may have engaged in transactions with, and provided various investment banking, financial advisory and other services to, the Company for which they would have received customary fees. The Bookrunner and any of its affiliates may provide such services to the Company and any of its affiliates in the future.

The person responsible for arranging the release of this announcement on behalf of the Company is Shaun Day.

This announcement contains inside information for the purposes of Article 7 of UK MAR, encompassing information relating to the Acquisition and the Equity Raising described herein, and is disclosed in accordance with the Company's obligations under Article 17 of UK MAR. In addition, market soundings (as defined in UK MAR) were taken in respect of the Placing with the result that certain persons became aware of inside information (as defined in UK MAR), as permitted by UK MAR. This inside information is set out in this announcement. Therefore, upon publication of this announcement, those persons that received such inside information in a market sounding are no longer in possession of such inside information relating to the Company and its securities.

Notice to overseas persons

THIS ANNOUNCEMENT DOES NOT CONSTITUTE AN OFFER, OR THE SOLICITATION OF AN OFFER, TO BUY OR SUBSCRIBE FOR, ORDINARY SHARES TO ANY PERSON TO WHOM, OR IN ANY JURISDICTION IN WHICH, SUCH OFFER OR SOLICITATION IS UNLAWFUL AND IS NOT FOR DISTRIBUTION IN OR INTO ANY RESTRICTED JURISDICTION.

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Notice to investors in the United States

The ordinary shares have not been, and will not be, registered under the United States Securities Act of 1933, as

amended, (the "US Securities Act") and, subject to certain exceptions, may not be offered or sold within the United States (including its territories and dependencies, any state of the United States and the District of Columbia) or to, or for the account or benefit of, US persons (as defined in Regulation S under the US Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and applicable State securities laws. There will be no public offering of the ordinary shares in the United States.

THE ORDINARY SHARES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE US SECURITIES AND EXCHANGE COMMISSION OR BY ANY STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER US REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OF THE ORDINARY SHARES OR THE ACCURACY OR ADEQUACY OF THIS ANNOUNCEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.

In particular, the Retail Offer will be made only to persons who are, and at the time the ordinary shares are subscribed for, will be outside the United States and subscribing for the ordinary shares in an "offshore transaction" as defined in, and in accordance with Regulation S under the US Securities Act. Persons who are resident in or otherwise located in the United States will not be eligible to participate in the Retail Offer or subscribe for ordinary shares.

Notice to investors in the United Kingdom

No ordinary shares have been offered or will be offered to the public in the United Kingdom prior to the publication of a prospectus in relation to the ordinary shares which has been approved by the Financial Conduct Authority (FCA), except that the ordinary shares may be offered to the public in the United Kingdom at any time:

- a) to any legal entity which is a qualified investor as defined under Article 2(e) of the UK version of the Prospectus Regulation EU No. 2017/1129 (UK Prospectus Regulation); or
- b) to fewer than 150 natural or legal persons (other than a qualified investor as defined under Article 2(e) of the UK Prospectus Regulation), subject to obtaining the prior written consent of Canaccord; and/or
- c) in any other circumstances falling within Section 86 of FSMA,

provided that no such offer of the ordinary shares shall require the Company or any other person to publish a prospectus pursuant to Section 85 of FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation and each person who initially acquires any ordinary shares or to whom any offer is made under the Placing will be deemed to have represented, acknowledged and agreed that it is a "qualified investor" within the meaning of Article 2(e) of the UK Prospectus Regulation.

In the case of any ordinary shares being offered to a "financial intermediary", as that term is used in Article 5(1) of the UK Prospectus Regulation, such financial intermediary will also be deemed to have represented, acknowledged and agreed that the ordinary shares acquired by it have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer of any ordinary shares to the public, other than their offer or resale to qualified investors in the United Kingdom or a Member State or in circumstances in which the prior consent of the Bookrunner has been obtained to each such proposed offer or resale. The Company, the directors, the Bookrunner and its affiliates, and others will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement.

Neither the Company, the Nominated Adviser nor the Bookrunner have authorised, nor do they authorise, the making of any offer of ordinary shares in circumstances in which an obligation arises for the Company to publish a prospectus or a supplemental prospectus for such offer.

For the purposes of this provision, the expression an "offer to the public" in relation to the ordinary shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any ordinary shares to be offered so as to enable an investor to decide to purchase or subscribe for any ordinary shares.

Notice to investors in the European Economic Area

In relation to each Member State, no offer of ordinary shares has been offered or will be offered to the public in that Member State prior to the publication of a prospectus in relation to the ordinary shares which has been approved by the competent authority in that Member State, all in accordance with Regulation (EU) 2017/1129 (Prospectus Regulation). Each person who initially acquires any ordinary shares (other than any retail offeree) or to whom any offer is made under the Placing will be deemed to have represented, acknowledged and agreed that it is a "qualified investor" within the meaning of the law of the Member State implementing Article 2(e) of the Prospectus Regulation.

In the case of any ordinary shares being offered to a "financial intermediary", as that term is used in Article 5(1) of the Prospectus Regulation, such financial intermediary will also be deemed to have represented, acknowledged and agreed that the ordinary shares acquired by it have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer of any ordinary shares to the public, other than their offer or resale to qualified investors in a Member State or in circumstances in which the prior consent of the Bookrunner has been obtained to each such proposed offer or resale. The Company, the directors, the Bookrunner and its affiliates, and others will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement.

Neither the Company nor the Bookrunner have authorised, nor do they authorise, the making of any offer of ordinary shares in circumstances in which an obligation arises for the Company to publish a prospectus or a supplemental prospectus for such offer.

For the purpose of the above provisions, the expression "an offer to the public" in relation to any ordinary shares in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the ordinary shares to be offered so as to enable an investor to decide to purchase or subscribe for the ordinary shares.

Notice to investors in Australia

This announcement is not a prospectus, product disclosure statement or other disclosure document for the purposes of the Australian Corporations Act 2001 (Cth) (Australian Corporations Act) and has not been lodged with, or notified to, the Australian Securities and Investments Commission in connection with the offer of ordinary shares in the Company and no offer or invitation to subscribe for ordinary shares under this announcement is made to the public in Australia and the ordinary shares may not be offered or sold in Australia in any manner that would require disclosure.

The provision of this announcement to any person does not constitute an offer of ordinary shares to any person to whom such an offer or invitation would be unlawful.

Any invitation to subscribe for ordinary shares has only been made to investors in Australia to whom an offer can be made without a disclosure document in accordance with Chapter 6D of the Australian Corporations Act (as either a "sophisticated investor", a "professional investor" or an "experienced investor" who is exempt from the disclosure requirements under section 708(8), (10) or (11) of the Australian Corporations Act). It is a condition of any person receiving and retaining this announcement in Australia that they represent and warrant to the Company, its directors and the Nominated Advisor that they are a "sophisticated investor", "professional investor" or an "experienced investor" and that they will not distribute this announcement to any other person or entity.

Notice to investors in Canada

The ordinary shares referred to herein have not been and will not be qualified for distribution or distribution to the public under applicable Canadian securities laws and, accordingly, any sale of the securities will be made on a basis which is exempt from the prospectus requirements of such securities laws only to "accredited investors" within the meaning ascribed to that term in National Instrument 45-106 - Prospectus Exemptions, of the Canadian securities administrators (NI 45-106). The ordinary shares referred to herein are not being offered to and may not be purchased by, or for the benefit of, persons resident in Canada except for "accredited investors". The information included in this announcement is not intended to, and does not, comply with all of the disclosure requirements that would apply under applicable Canadian securities law if the Equity Raising was being qualified pursuant to a prospectus filed with the relevant Canadian securities regulatory authorities. No securities commission or similar securities regulatory authority in Canada has reviewed or in any way passed upon this announcement or the contents hereof, or the merits of the ordinary shares and any representation to the contrary is an offense under applicable Canadian securities laws.

No offer of securities is made pursuant to this announcement in Canada except to a person who has represented to the Company that such person: (i) is purchasing as principal, or is deemed to be purchasing as principal in accordance with applicable Canadian securities laws, for investment only and not with a view to resale or distribution; and (ii) is an "accredited investor" as such term is defined in Section 1.1 of National Instrument 45-106 Prospectus Exemptions or, in Ontario, as such term is defined in Section 73.3(1) of the Securities Act (Ontario). Any ordinary shares which are being sold in Canada are done so in reliance on an exemption or exemptions from the requirements to provide the relevant subscribers with a prospectus and, as a consequence of acquiring securities pursuant to this exemption or exemptions, certain protections, rights and remedies provided by the applicable Canadian securities laws will not be available to the relevant subscriber. The ordinary shares will be subject to statutory resale restrictions under the applicable Canadian securities laws and any resale of the ordinary shares must be made in accordance with such resale restrictions or in reliance on an available exemption therefrom. The subscriber is solely responsible (and Company not in any way responsible) for compliance with applicable securities laws in the resale of any ordinary shares.

Notice to investors in Hong Kong

WARNING: THE CONTENTS OF THIS ANNOUNCEMENT HAVE NOT BEEN REVIEWED BY ANY REGULATORY AUTHORITY IN HONG KONG. YOU ARE ADVISED TO EXERCISE CAUTION IN RELATION TO THE OFFER. IF YOU ARE IN ANY DOUBT ABOUT ANY OF THE CONTENTS OF THIS ANNOUNCEMENT, YOU SHOULD OBTAIN INDEPENDENT PROFESSIONAL ADVICE. NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE HONG KONG SPECIAL ADMINISTRATIVE REGION OF THE PEOPLE'S REPUBLIC OF CHINA (HONG KONG) OR IN OR INTO ANY OTHER JURISDICTION IN WHICH OFFERS OR SALES WOULD BE PROHIBITED BY APPLICABLE LAW.

This announcement has not been reviewed by any regulatory authority in Hong Kong and it has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong) (CWUMPO), nor has it been authorised by the Securities and Futures Commission pursuant to the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (SFO). Accordingly, the ordinary shares may not be offered or sold in Hong Kong, by means of any document, other than:

- a) to persons who are "professional investors" as defined in the SFO and any rules made thereunder; or
- b) in other circumstances which do not result in this announcement being a "prospectus" as defined in the CWUMPO or which do not constitute an offer to the public within the meaning of the CWUMPO.

No advertisement, invitation or document relating to the ordinary shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the ordinary shares that are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" (as defined in the SFO and any rules made thereunder). No person to whom a copy of this announcement is issued may issue, circulate or distribute this announcement in Hong Kong or make or give a copy of this announcement to any other person. No person to whom the ordinary shares are issued may sell, or offer to sell, such ordinary shares in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such ordinary shares.

Notice to investors in Singapore

This announcement has not been and will not be registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this announcement and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the ordinary shares may not be circulated or distributed, nor may ordinary shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act 2001 of Singapore (SFA)) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA and (where applicable) Regulation 3 of the Securities and Futures (Classes of Investors) Regulations 2018 of Singapore, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA. A reference to any term as defined in the SFA or any provision in the SFA is a reference to that term or provision as modified or amended from time to time including by such of its subsidiary legislation as may be applicable at the relevant time.

Notification under Section 309B of the SFA: the ordinary shares are "prescribed capital markets products" (as defined

notification under Section 305B of the SFA, the ordinary shares are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore) and "Excluded Investment Products" (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Forward-looking statements

This announcement contains statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements involve known and unknown risks and uncertainties, many of which are beyond the group's control and all of which are based on the directors' current beliefs and expectations about future events. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including, without limitation, the terms "anticipates", "believes", "could", "envisages", "estimates", "expects", "intends", "may", "plans", "projects", "should", "will" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements relate to matters that are not historical facts. They appear in a number of places throughout this announcement and include statements regarding the intentions, beliefs and current expectations of the Company or the directors concerning, among other things, the results of operations, financial condition, liquidity, prospects, growth and strategies of the Company and the industry in which the group operates. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The actual results, performance or achievements of the group or developments in the industry in which the group operates may differ materially from the future results, performance or achievements or industry developments expressed or implied by the forward-looking statements contained in this announcement. Prospective investors are strongly recommended to read the risk factors set out in Part 6 (Risk Factors) of the Admission Document for a more complete discussion of the factors that could affect the Company's future performance and the industry in which the group operates.

These forward-looking statements and other statements contained in this announcement regarding matters that are not historical facts involve predictions. No assurance can be given that such future results will be achieved; actual events or results may differ materially as a result of risks and uncertainties facing the group. Such risks and uncertainties could cause actual results to vary materially from the future results indicated, expressed or implied in such forward-looking statements.

The forward-looking statements contained in this announcement speak only as at the date of this announcement. The Company undertakes no obligation to update or revise publicly the forward-looking statements contained in this announcement to reflect any change in expectations or to reflect events or circumstances occurring or arising after the date of this announcement, except as required in order to comply with its legal and regulatory obligations (including under the AIM Rules for Companies).

No incorporation of website information

The contents of the Company's website, any website mentioned in this announcement or any website directly or indirectly linked to these websites have not been verified and do not form part of this announcement and prospective investors should not rely on such information.

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