



Greatland Gold plc (AIM: GGP)

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Completion of Transformational Acquisition of Havieron & Telfer

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Greatland Gold plc (AIM:GGP) (**Greatland** or the **Company**) announced on 10 September 2024 that it had entered into a binding agreement with certain Newmont Corporation subsidiaries (**Newmont**) to acquire Newmont's 70% ownership interest in the Havieron gold-copper project (**Havieron**), 100% ownership of the Telfer gold-copper mine (**Telfer**), and other related interests in assets in the Paterson region (together, the **Target Assets**), (the **Acquisition**).

Greatland is delighted to announce that completion of the Acquisition (**Completion**) will occur in conjunction and simultaneously with admission of the Consideration Shares (defined and described below) to Newmont, and ownership and control of the Target Assets will transfer to the Greatland group with effect from 8:00 a.m. today, Wednesday 4 December 2024.

Greatland Managing Director, Shaun Day, commented: *"The closing of our acquisition today is a watershed moment for Greatland.*

"Greatland's discovery of the world class Havieron orebody in 2018 established our platform for growth. Returning to 100% ownership of Havieron now gives us the opportunity and control to deliver the project's full potential. We have a defined pathway for Havieron to become a low-cost long life gold-copper asset of significant scale.

"Telfer is an iconic Australian mine that immediately transforms Greatland into a significant producer of gold and copper, with a defined mine plan that is materially de-risked by substantial ore stockpiles, and significant mine life extension prospects. Telfer production is expected to generate significant free cash flow, which we expect will help to self-fund the completion of Havieron's development.

"Combining Havieron and Telfer under our single ownership provides the opportunity to operate efficiently and deliver an exceptional platform for continued growth and a compelling opportunity to create value for our shareholders.

"This transaction was only possible with the support, time and effort of many people and organisations. I would like to thank our shareholders, both long-standing and new, who have supported Greatland's remarkable journey and our funding of the Acquisition. Newmont, our counterparty and now major shareholder, has been highly constructive and collaborative in reaching and completing our bilateral transaction. Our banking syndicate of ANZ, HSBC and ING has supported Greatland for a number of years as we have evolved from a developer to, now, a producer. The exceptional efforts and achievements of our Greatland team, both Board and management, cannot be overstated, and we are pleased to be augmenting our team with an established Telfer workforce.

"Finally, I would like to acknowledge our broader stakeholders. Telfer is an established and important part of the Paterson region and we understand our responsibility as its steward going forward."

Transaction highlights

The acquisition of Havieron and Telfer is a highly accretive and strategically compelling transaction that has the potential to deliver material value to Greatland's shareholders.

Key highlights include:

- **Telfer production:** Telfer is a substantial operating gold-copper mine that is expected to generate significant near-term cash flow. Greatland will benefit from an estimated c.11.5Mt of run-of-mine ore stockpiles that

have already been mined, significantly de-risking and reducing the costs of Greatland's initial Telfer production. A further estimated c.20Mt of low grade stockpiles are also available.

An independently reviewed initial Telfer mine plan was set out in the Competent Person's Report in Greatland's Admission Document published on 10 September 2024, with total estimated production of 426koz gold equivalent at an estimated AISC of US 1,454/oz (net of by-product credits) over 15 months from the restart of processing operations at Telfer (which occurred in late September under Newmont's ownership). Greatland expects to provide production and cost guidance for FY25 following its first complete quarter of ownership and operation.

- **Telfer extension opportunities:** In parallel to executing the initial Telfer mine plan, a number of additional potential Telfer ore sources have already been drill tested and will be assessed with a view to extending the current Telfer mine plan. Greatland will conduct a Telfer-wide review of all mineralisation and stockpiles to produce an updated Telfer Mineral Resource estimate in accordance with the JORC Code, targeted to be completed in the March quarter 2025. Further high priority mine life extension opportunities at Telfer will be drill tested.
- **Havieron:** Havieron is a world class gold-copper project with a Mineral Resource estimate of 8.4Moz gold equivalent metal content. The independently reviewed base case (the **Greatland Base Case**), set out in the Competent Person's Report in Greatland's Admission Document published on 10 September 2024, estimates a 2.8Mtpa mining operation with average annual production of 258koz gold equivalent at a lowest quartile all-in sustaining cost (AISC) globally of US 818/oz in steady state (first 15 years, net of by-product credits), with a 20-year total mine life. The Greatland Base Case will be refined and optimisation opportunities will be assessed in a Feasibility Study targeted to be completed by Greatland in H2 2025, including potential mining throughput expansion and consideration of a bulk ore handling solution.
- **Consolidation of mine, infrastructure and control:** Ownership of the Telfer infrastructure substantially de-risks Havieron's development and provides expansion optionality. With 100% ownership of the Target Assets, Greatland has the opportunity to optimise and develop an integrated Telfer-Havieron mining and processing operation.
- **Telfer workforce:** Greatland is delighted that 435 Telfer employees have accepted offers of employment with Greatland, an acceptance rate of over 98%, securing the transfer of a significant and highly skilled workforce, and preserving the existing capability, expertise and knowledge to enable continuity of efficient operations.
- **Funding and liquidity:** Greatland has entered into a A 100 million syndicated debt facility agreement with its leading Australian and international banking syndicate of ANZ, HSBC and ING, including a A 75 million revolving working capital facility that matures on 1 December 2025. Together with the equity funded working capital successfully raised for the Acquisition, the facility provides important liquidity and financial flexibility for Greatland's working capital requirements for the operation of Telfer.
- **Clear pathway to fund Havieron development:** Greatland has a non-binding letter of support for A 750 million in proposed banking facilities for the development of Havieron, with ANZ, HSBC and ING Bank. Combined with equity funded working capital and expected cash flow generation from Telfer, Greatland expects there is a clear and non-dilutive pathway to the Havieron development being fully funded.
- **Arrangements with Newmont:** Following Completion, Newmont is Greatland's largest shareholder with 20.4% of shares on issue. Newmont's shareholding is subject to an initial 12 month voluntary lock-in, a further 12 month orderly market arrangement, and a relationship agreement. Up to US 100 million of the Acquisition cash consideration is deferred until Havieron commences commercial production and subject to a gold price hurdle. Realisation of any deferred cash consideration is linked to a successful operational scenario, demonstrating Newmont's support of Greatland's stewardship of Havieron and Telfer.
- **Upside potential:** Greatland considers that there are significant upside opportunities as a result of the Acquisition, including potential extension of the current Telfer mine plan, optimisation of Havieron throughput potential and Telfer processing capacity, supplementation of Havieron ore with Telfer ore, and a potential regional 'hub & spoke' strategy enabled by Telfer infrastructure.

Greatland's operating strategy is to renew and develop an integrated Telfer-Havieron mining and processing operation, to create a generational Australian gold-copper mining complex. Further information about Greatland's operating strategy and objectives is set out in the Company's Admission Document dated 10 September 2024 and Supplementary Admission Document dated 3 December 2024, both of which are available at <https://greatlandgold.com/investors/results/>.

As a significant Australian gold-copper producer and developer, Greatland considers a listing on the Australian

Securities Exchange (ASX) to be a natural and compelling step for the group. An ASX listing is targeted in the June quarter 2025, following which the group would be dual listed on both ASX and AIM.

Transaction consideration

Greatland agreed to acquire the Target Assets for total consideration and debt repayment of up to US 475 million (before adjustments).

Greatland has paid the following upfront consideration upon Completion:

- US 167.0 million Acquisition consideration (after estimated purchase price adjustments¹); and
- US 167.5 million in the form of 2,669,182,291 Greatland ordinary shares issued to Newmont (**Consideration Shares**), representing 20.4% of Greatland shares on issue.

In addition, Greatland has made a US 52.4 million cash repayment of the entire outstanding balance of the Havieron joint venture loan, which has now been terminated.

Greatland expects to pay the following amounts to Newmont on a deferred basis:

- A 23 million in aggregate estimated purchase price adjustments¹ due 180 days after Completion, for (i) ore mined and stockpiled between 1 October 2024 and Completion and acquired by Greatland at Completion; and (ii) to compensate Newmont for running only one of the two Telfer processing trains from 27 October 2024 until Completion (thus preserving ore and stockpiles for Greatland to process after Completion); and
- Up to a maximum of US 100 million in deferred cash consideration which may be payable to Newmont on the first five years' Havieron gold production, through a 50% price upside participation by Newmont above a US 1,850/oz hurdle gold price, subject to an annual cap of US 50 million and aggregate cap of US 100 million.

¹ **Note on estimated adjustments:** Pursuant to the Acquisition agreement, the amount of the purchase price adjustments has been estimated for the purposes of the adjustments paid on Completion. A final adjustment will be calculated and made following the preparation and agreement of a final post-completion statement, with the final adjustment expected to be agreed or determined within six months.

Admission

As detailed in the Company's Admission Document dated 10 September 2024 and Supplementary Admission Document dated 3 December 2024, both of which are available at <https://greatlandgold.com/investors/results/>, the Consideration Shares have been issued to Newmont as partial consideration for the Acquisition. The Acquisition constituted a reverse takeover pursuant to the AIM Rules for Companies. As such, trading in the ordinary shares on AIM will be simultaneously cancelled and readmitted (**Admission**) to trading at 8:00 a.m. on Wednesday, 4 December 2024.

Following Admission, the Company's issued share capital comprises 13,079,294,602 ordinary shares each with one voting right per share. There are no shares held in treasury. When calculating the total number voting rights, shareholders should use this figure as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change in their interest in, the share capital of the Company under the Financial Conduct Authority's Disclosure Guidance and Transparency Rules.

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About Greatland

Greatland is a mining company focused on the production, development and exploration of precious and base metals in Western Australia. Greatland is listed on the London Stock Exchange's AIM Market (LSE:GGP) and operates its business from its headquarters in Subiaco, Western Australia.

Greatland discovered the world class Haverton underground gold-copper deposit in 2018, in the Paterson Province in the East Pilbara region of Western Australia.

On 4 December 2024, Greatland completed an acquisition from Newmont that consolidated 100% ownership of Telfer and Haverton, transforming Greatland into a new Australian gold-copper producer of scale at Telfer, with a world class development project in Haverton.

Greatland is targeting a dual listing on the ASX in the June quarter 2025.

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