



Greatland Gold plc (AIM: GGP)

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NEWS RELEASE | 24 April 2025

Posting of Scheme Document

NOTICE OF COURT MEETING AND GENERAL MEETING

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Greatland Gold plc (AIM:GGP) (**Greatland Gold** or the **Company**), is pleased to advise that further to its announcement on 11 April 2025 providing an update on its ASX listing process, the UK Court has by Order on 23 April 2025 given permission for a meeting (**Court Meeting**) to be convened. The purpose of the Court Meeting is to consider and, if thought fit, approve a scheme of arrangement (**Scheme**) proposed to be made between Greatland Gold and the holders of the ordinary shares in Greatland Gold in issue at the Scheme Record Time (as defined below) (**Scheme Shares**). The Scheme will effect the proposed corporate reorganisation that would result in Greatland Gold and its subsidiaries sitting under a new Australian-incorporated parent company, Greatland Resources Limited (**Greatland Resources**).

The Company has today published a scheme document (**Scheme Document**) which is being posted to Greatland Gold shareholders today and which is now available on the Company's website <https://greatlandgold.com/investors/agm-egm/>. The Scheme Document includes full details of the Scheme, together with an explanatory statement and the notices convening the Court Meeting and a general meeting of the Company (**General Meeting**) (**Proposals**). The Scheme Document also contains the expected timetable for the Scheme, which is also set out in the Appendix to this announcement and specifies the necessary action to be taken by Greatland Gold shareholders.

The Court Meeting will be held at the offices of Simmons & Simmons LLP, Citypoint, 1 Ropemaker Street, London, EC2Y 9SS at 9:30 a.m. on 12 May 2025 (BST) at which place and time all the holders of ordinary shares in Greatland Gold (**GGP Shares**) in issue at the date of the Scheme and remaining in issue at the Scheme Voting Record Time (being 6.00p.m on 8 May 2025 or if the Court Meeting is adjourned, 6.00 p.m. on the date which is two working days before the date of the adjourned meeting, excluding any that is not a business day) are requested to attend.

The General Meeting has been convened to consider, and if thought fit, approve the adoption of amended articles of association and certain matters incidental to the Scheme and will be held at the offices of Simmons & Simmons LLP, Citypoint, 1 Ropemaker Street, London, EC2Y 9SS at 9:45 a.m. on 12 May 2025. Voting on these resolutions will be by way of a poll.

Greatland Gold Managing Director, Shaun Day, commented:

"We are pleased that another important step towards our corporate reorganisation to support our ASX listing has been completed today, with the Court giving permission to convene the shareholder meeting that is required to approve the Scheme and the publication of the Scheme Document".

"The Directors have unanimously recommended approval of the Scheme and have also confirmed they intend to vote the GGP Shares that they hold in favour of the Scheme. Greatland Gold's three largest shareholders who collectively account for c.35% of GGP Shares on issue have given undertakings to vote the shares that they hold at the relevant time in favour of all the resolutions at the Scheme Meeting and General Meeting, which is validation of Greatland's strategic direction. I would encourage every shareholder to vote in favour of the Scheme at the Court Meeting and the resolutions proposed at the General Meeting, and to appoint a proxy if they are unable to attend the meetings in person."

"Listing on the ASX, the world's premier stock exchange for metals and mining companies should enhance our capital markets profile, help facilitate increased research coverage and greater institutional ownership to support improved liquidity and interest in our shares. While we see the ASX listing as important in supporting the continued growth of long-term shareholder value, we remain committed to the AIM market and shareholders will continue to be able to trade Greatland Resources shares on AIM."

"We look forward to the support of our existing shareholders as we progress the ASX and AIM listing of Greatland Resources."

Background to the Proposals

The Company's intention to seek an ASX listing has been a long-standing corporate objective and was described in the Company's Admission Document published on 10 September 2024. In parallel with pursuing an ASX listing, a corporate reorganisation is intended to be undertaken which would result in the Company and its subsidiary undertakings (the **Group**) sitting under a new Australian incorporated holding company, to be implemented by means of a scheme of arrangement under Part 26 of the Companies Act 2006. Greatland Resources has been incorporated to become (upon the Scheme becoming effective) the new Australian holding company of the Group for this purpose and will be the entity that is proposed to be listed on ASX and whose shares will be admitted to trading on AIM.

The Group has made significant progress towards its ASX listing. Subject to certain conditions including receiving certain regulatory approvals and the Scheme being approved by the holders of Scheme Shares (**Scheme Shareholders**) and the Court, shares of Greatland Resources (**GRL Shares**) are currently expected to be admitted to the official list of the ASX and to trading on AIM on 23 June 2025, and then quoted on the ASX from 24 June 2025.

There will be no direct impact on the Group's operations caused by the Scheme, with the Group continuing to pursue an operating strategy which is focused on renewing and developing an integrated Telfer-Haverton mining and processing operation, to create a generational gold copper mining complex. The board of directors of the Company and the board of directors of Greatland Resources are the same. It is also intended that on and from the date on which the Scheme becomes effective in accordance with its terms (**Scheme Effective Date**) the management of Greatland Resources will be the same as the current management of the Company.

As part of the ASX listing, the Group may conduct a modest fundraising to assist in creating interest and a liquid market for GRL Shares on ASX, which may help to facilitate Australian index inclusion of Greatland Resources. No decision has been made yet as to whether an offer of shares will be conducted as part of the ASX listing. In the event the Company decides to undertake such an offering, it would be of no more than 2.5% of the issued share capital of Greatland Resources, there will be no general offer to the public in Australia, and any UK investor participation would be facilitated within a prospectus exemption in the UK. A prospectus in respect of any offer of securities in Greatland Resources will be made available if an offer is made. Anyone who wants to acquire, and who may be eligible to acquire, securities in Greatland Resources, under the prospectus will need to complete the application form that will accompany the prospectus and otherwise in accordance with the prospectus.

Separately, under the Lock In and Orderly Market Agreement between the Company and Newmont NOL Pty Ltd (**Newmont NOL**) dated 4 December 2024 which was entered into in connection with the Group's acquisition of Telfer, a 70% in Haverton and related assets in the Paterson Province (**Acquisition**), Newmont NOL agreed to a lock in of 12 months in respect of the GGP Shares which it was issued as part of the consideration for the Acquisition (representing approximately 20.41% of the issued share capital of the Company). One of the carve outs from this lock in comprises any sales made through the Company's broker pursuant to or in connection with the proposed ASX listing, subject to agreement in writing by both parties. Newmont NOL has not, at this stage, sought any formal agreement from the Company to any such sales but it is possible that it may do so prior to admission of Greatland Resources to the official list of ASX. The Company notes that 50% of the GGP Shares held by Newmont NOL are, in any case, subject to a call option in favour of Wyloo Consolidated Investments Pty Ltd (**Wyloo**) and therefore, subject to certain exceptions, are not capable of being sold whilst that option applies, without Wyloo's agreement.

Reasons For the Proposals

The Board believes that the Proposals, which provide for the introduction of Greatland Resources as the new holding company of the Group, whose shares will be admitted to trading on both AIM and ASX, and which will be effected by way of the Scheme, is the most effective and appropriate way to structure the Group.

The Group's principal assets are its 100% interest in the operating Telfer gold-copper mine and its 100% interest in the world-class brownfield Haverton high-grade gold-copper deposit, both located in the Paterson Province in Western Australia. In addition to Haverton and Telfer, the Group has an interest in a significant portfolio of precious and base metals focused exploration tenements in Western Australia.

The Scheme is being undertaken in order to introduce Greatland Resources as the holding company of the Group, after which it is intended that the GRL Shares will be admitted to trading on AIM and ASX. The Company expects that the resulting Group structure will deliver the following benefits:

- better alignment of the Group's corporate structure with its assets and operations given all of the Group's assets and employees are located in Australia;
- reduced costs and complexity associated with the Group owning assets and conducting operations in Australia;
- greater flexibility to pursue new investment and acquisition opportunities; and
- potential for increased institutional ownership of the Group, as certain institutional investors may be more attracted to invest in Greatland Resources as an Australian incorporated, ASX and AIM cross-listed, company.

If the Scheme is approved and implemented, Greatland Resources is expected to be admitted to the official list of the ASX, which is expected to:

- enhance the Group's capital markets profile; the ASX is considered a natural listing venue for mining companies, especially those whose core assets are located in Australia;
- facilitate greater equity research coverage and institutional ownership, as well as index participation in Australia, which in turn will support enhanced liquidity and investor interest in the stock; and
- provide the Group with access to additional deep pools of capital to support longer term growth, and greater flexibility to pursue asset and corporate transactions.

Effects Of The Scheme

To reflect the Group's position as a significant Australian gold-copper producer, an effective share consolidation will occur as part of the UK Scheme, with Greatland Gold shareholders to receive one GRL Share for every 20 GGP Shares held. Details of the effect of fractional entitlements are set out in the Scheme Document.

If approved, the effects of the Scheme upon its implementation will be that all of the GGP Shares will be transferred from Scheme Shareholders to Greatland Resources, and in exchange:

- each Scheme Shareholder who holds their GGP Shares in Certificated form with a registered address in a Permitted Jurisdiction (as defined in the Scheme Document) will be issued with one GRL Share for every twenty GGP Shares held at the close of business on the business day immediately prior to the Scheme Effective Date, being the time at which entitlement to GRL Shares under the Scheme is determined (the **Scheme Record Time**), which will be held in the form of Depositary Interests held in the CSN Facility account held by Computershare Investor Services PLC (**Computershare UK**), as further detailed in paragraph 7 of Part II of the Scheme Document;
- each Scheme Shareholder who holds their GGP Shares in Certificated form with a registered address outside a Permitted Jurisdiction will be issued on the Australian share register with one GRL Share for every twenty GGP Shares held at the Scheme Record Time, and will be issued with holding statements in respect of such shares (with the exception of the holder of the one GRL Share in issue prior to the Scheme Effective Date (**Greatland Resources Subscriber Share**), who will be issued one less GRL Share as a result of their ownership of the Greatland Resources Subscriber Share before the Scheme Effective Date); and
- each Scheme Shareholder who holds their GGP Shares in Uncertificated form through CREST will be issued with one GRL Share for every twenty GGP Shares held at the Scheme Record Time, which will be held in the form of Depositary Interests, as further detailed in paragraph 6 of Part II of the Scheme Document; and
- accordingly, the Company will become a wholly-owned subsidiary of Greatland Resources which will become the new holding company of the Group.

Following the Scheme Effective Date, any future issues of GRL Shares, including any fundraise conducted in conjunction with the ASX listing, shall be by Greatland Resources as determined by its board of directors, in accordance with the Greatland Resources constitution and applicable laws.

It is intended that save in respect of the certain options as announced on 22 April 2025, the rights of all option holders and warrant holders of Greatland Gold will be exchanged for equivalent rights over GRL Shares following the Scheme Effective Date pursuant to deeds entered into with each holder.

The Scheme Document sets out further information on the rights attaching to the GRL Shares and a comparison of the Australian and English company rules. The Scheme Document also provides a general overview of taxation effects of the Scheme.

The City Code on Takeovers and Mergers (**UK Takeover Code**) applies to offers for the Company. The UK Takeover Code is issued and administered by the Takeover Panel. Greatland Resources is incorporated in Australia and has its registered office in Australia. In the event that the Scheme is approved by Scheme Shareholders at the Court Meeting and the Scheme becomes effective, the UK Takeover Code will then cease to apply to the Group and shareholders in Greatland Resources will no longer be afforded the protections provided by the UK Takeover Code, including the requirement for a mandatory cash offer to be made if either:

- (a) a person acquires an interest in shares which, when taken together with the shares in which persons acting in concert with it are interested, increases the percentage of shares carrying voting rights in which it is interested to 30 per cent. or more; or
- (b) a person, together with persons acting in concert with it, is interested in shares which in the aggregate carry not less than 30 per cent. of the voting rights of a company but does not hold shares carrying more than 50 per cent. of such voting rights and such person, or any person acting in concert with it, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which it is interested.

Further details regarding the UK Takeover Code and the rights that Greatland Gold shareholders will be giving up if the Scheme is implemented are set out in the Scheme Document.

Conditions To Implementation Of The Scheme

The implementation of the Scheme is conditional upon:

- the approval of the Scheme by a majority in number, and at least 75 per cent. in value of the Scheme Shares held by Scheme Shareholders present and voting, either in person or by proxy, at the Court Meeting (or at any adjournment of such meeting);
- the passing of the resolutions set out in the notice of the General Meeting to approve the Scheme and various matters in connection with the Scheme which include: (A) changes to the Company's articles of association (as further detailed in paragraph 4.1(c) of Part II of the Scheme Document); and (B) giving the directors of the Company the necessary powers and authorities to implement the Scheme;
- the Company having made an application for the GRL Shares to be admitted to trading on AIM and not having been notified prior to the Scheme Effective Date that admission of the GRL Shares to AIM would not take effect;
- ASX's approval of the Company's listing application (subject only to conditions acceptable to the Company);
- Newmont NOL receiving a statement of no objection from the Treasurer of Australia (or the Treasurer's delegate) to the acquisition of GRL Shares by Newmont NOL under the Scheme for the purposes of the Australian Foreign Acquisitions and Takeovers Act either without conditions or with conditions acceptable to Newmont NOL, or having been notified of that acquisition under the Australian Foreign Acquisitions and Takeovers Act, the Treasurer of Australia has ceased to be empowered to make any orders under Part 3 of the Australian Foreign Acquisitions and Takeovers Act because the applicable time limit on making orders and decisions in respect of that acquisition has expired;
- the sanction of the Scheme by the Court at the Court Hearing; and
- a copy of the order of the Court sanctioning the Scheme having been delivered to the Registrar of Companies for registration,

(together, **Conditions**).

The directors of the Company will not take the necessary steps to implement the Scheme unless the Conditions have been satisfied (or waived to the extent permitted by law) and, at the relevant time, they consider that it continues to be in Greatland Gold's best interests and that of the Greatland Gold shareholders that the Scheme should be implemented.

If the Scheme is sanctioned by the Court and the other conditions to the Scheme are satisfied (or waived so far as is

legally permissible), the Scheme is expected to become effective on 20 June 2025 and dealings in GRL Shares to be issued pursuant to the Scheme are expected to commence, on AIM at 8.00 am (London time) on 23 June 2025 and on ASX on 24 June 2025.

If the Scheme has not become effective by 11:59 p.m. on 31 December 2025 (or such later date as Greatland Gold and Greatland Resources agree and the Court allows) (the **Long Stop Date**), it will lapse, in which event the Scheme will not proceed, there will not be a new holding company of the Group, the Scheme Shareholders will remain shareholders of Greatland Gold, GGP Shares will continue to be admitted to trading on AIM and the GRL Shares will not be admitted to trading on ASX and AIM.

Action To Be Taken

The Scheme is conditional upon the matters which are set out in full in paragraph 5 of Part II of the Scheme Document, and include approval by the Scheme Shareholders of the Scheme at the Court Meeting and of the resolutions at the General Meeting.

In order that the Court can be satisfied that the votes cast fairly represent the views of Scheme Shareholders, it is important that as many votes as possible are cast at the Court Meeting by Scheme Shareholders who are listed on the register of members. If you hold your GGP Shares through a nominee, the nominee who is listed on the register of members of the Company will be entitled to vote. Scheme Shareholders, as are listed on the register of members, are therefore urged to either appoint the Chair of the Court Meeting or another person as a proxy or to attend the Court Meeting in person, further details of which are set out in Part IX of the Scheme Document.

UNDERTAKINGS

The Company's three largest shareholders have given undertakings to vote the shares they hold at the time of the Court Meeting and the General Meeting (the **Scheme Meetings**) in favour of all resolutions at the Scheme Meetings, together currently comprising approximately 35% of GGP Shares on issue. Those shareholders are Newmont NOL (currently the holder of 2,669,182,291 shares), Wyloo (currently the holder of 1,105,136,117 shares), and Tembo Capital Holdings Guemsey Ltd (**Tembo Capital**) (currently the holder of 796,770,833 shares).

Tembo Capital has entered into a deed of irrevocable undertaking (the **Tembo Undertaking**) in connection with Tembo Capital's support of the Scheme. Pursuant to the Tembo Undertaking, Tembo Capital has agreed to vote any GGP Shares held by it in favour of all resolutions to approve the Scheme. The parties have also entered into a deed of termination to terminate the relationship agreement that was previously entered into by the Company and Tembo Capital on 10 September 2024.

The Company and Wyloo have entered into a deed of irrevocable undertaking and undertakings deed (**Wyloo Undertaking**) in connection with Wyloo's support of the Scheme. Under the Wyloo Undertaking, Wyloo has irrevocably undertaken to vote any GGP Shares held by it at that time in favour of the Scheme at the Court Meeting and in favour of the Resolutions at the General Meeting. The Wyloo Undertaking is conditional upon there being no change to the Scheme Document which is material for Wyloo, and the Court and General Meeting being held by 1 August 2025 (or such other date as the parties agree). The Company has also given certain undertakings about how it will exercise its consent under the Lock-In and Orderly Market Deed with Newmont NOL in respect of shares over which Wyloo has an option under the Wyloo Call Option Deed between Newmont NOL and Wyloo.

Recommendation

The Board has considered the Proposals and strongly believes the Proposals and their terms to be in the best interests of the Company and the Greatland Gold shareholders as a whole. Accordingly, the Board unanimously recommends the Scheme Shareholders to, or instruct their nominees or proxies to, vote in favour of the Scheme at the Court Meeting and of the resolutions at the General Meeting, as the directors intend to do in respect of their own shareholdings totalling 46,699,582 Scheme Shares (representing approximately 0.36 per cent. of the issued ordinary share capital of the Company).

Contact

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About Greatland

Greatland is a gold and copper mining company listed on the London Stock Exchange's AIM Market (LSE:GGP) and operates its business from Western Australia.

The Greatland portfolio includes the 100% owned Telfer gold-copper mine, the adjacent 100% owned world class Haveron gold-copper project (under development), and a significant exploration portfolio within the surrounding region. The combination of Telfer and Haveron provides for a substantial and long life gold-copper operation in the Paterson Province of Western Australia.

The group is targeting a cross listing on the ASX and AIM in the June quarter 2025.

Important Notices

THE CONTENTS OF THIS ANNOUNCEMENT OR ANY SUBSEQUENT COMMUNICATION FROM THE COMPANY OR GREATLAND RESOURCES LIMITED OR THEIR RESPECTIVE OFFICERS, DIRECTORS, EMPLOYEES OR AGENTS ARE NOT TO BE CONSTRUED AS LEGAL, FINANCIAL OR TAX ADVICE.

No person has been authorised to give any information or make any representations other than those contained or incorporated into this announcement and the Scheme Document and, if given or made, such information or representations must not be relied upon as having been so authorised by the Company, Greatland Resources Limited, their respective directors or any other person involved in the Scheme. Neither the delivery of this announcement or the Scheme Document nor the holding of the Court Meeting and/or the General Meeting, nor admission of the GRL Shares to trading on AIM or admission of the GRL Shares to the official list of ASX shall, under any circumstances, create any implication that there has been no change in the business or affairs of the Group since the date of this announcement or the Scheme Document or that the information in, or incorporated into, this announcement or the Scheme Document is correct as at any time after its date. Unless explicitly incorporated by reference herein, the contents of the websites of the any Group company do not form part of this announcement.

Overseas Jurisdictions

The release, publication or distribution of this announcement and the Scheme Document in jurisdictions other than the United Kingdom or Australia may be restricted by law and therefore any persons who are subject to the laws of any jurisdictions other than the United Kingdom or Australia should inform themselves about, and observe, any applicable requirements. Any failure to comply with the applicable requirements may constitute a violation of the securities laws of any such jurisdiction. In particular, the ability of persons who are not resident in the United Kingdom or Australia to vote their GGP Shares with respect to the Scheme and the Court Meeting, or to execute and deliver Forms of Proxy appointing another to vote at those meetings on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located.

This announcement and the Scheme Document have been prepared for the purposes of complying with English law and Australian law and the AIM Rules and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside the United Kingdom and Australia.

Unless otherwise determined by the Company, and permitted by applicable law and regulation, the Proposals will not be made directly or indirectly, in or into, or by the use of (electronic) mail or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and no person may vote in favour of the Scheme by any such use, means, instrumentality or facilities. For this purpose, **Restricted Jurisdiction** means Canada, Japan, the Republic of South Africa, New Zealand, Israel, Nicaragua and Philippines or any other jurisdiction where it would be unlawful to market the offer of securities.

Accordingly, copies of this announcement, the Scheme Document, the notices of the Court Meeting and the General Meeting, the Forms of Proxy, and all other documents relating to the Proposals are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction. All persons receiving this announcement or the Scheme Document (including, without limitation, custodians, nominees and trustees) should observe these restrictions and any applicable legal or regulatory requirements of their jurisdiction and must not mail or otherwise forward, send or distribute this announcement or the Scheme Document in, into or from any Restricted Jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Proposals disclaim any responsibility or liability for the violation of such restrictions by any person.

Additional information for US investors

The GRL Shares neither have been nor will be registered under the US Securities Act of 1933 (the "**US Securities Act**") or under the securities laws of any State or other jurisdiction of the United States. Accordingly, the GRL Shares may not be offered, sold, resold, delivered, distributed or otherwise transferred, directly or indirectly, in or into the United States absent registration under the US Securities Act or an exemption therefrom. The GRL Shares to be issued pursuant to the Proposals will be issued in reliance upon the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) thereof. There will be no public offer of GRL Shares in the United States.

The Proposals, to be implemented by way of the Scheme, are being made to acquire the entire issued and to be issued share capital of a company incorporated in England and Wales by way of a scheme of arrangement provided for under Part 26 of the Companies Act. A transaction effected by way of a scheme of arrangement is not subject to the proxy solicitation or tender offer rules under the US Securities Exchange Act of 1934. Accordingly, the Scheme is subject to the disclosure requirements, rules and practices applicable in the UK to schemes of arrangement and takeover offers, which differ from the disclosure requirements, style and format of US tender offer and proxy solicitation rules. Financial information included in this announcement and the Scheme Document has been or will have been prepared in accordance with non-US accounting standards that may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US.

Neither the US Securities and Exchange Commission nor any securities commission of any state of the United States has approved or disapproved the Proposals, nor have such authorities passed upon or determined the fairness of the Proposals or the adequacy or accuracy of the information contained in this document. Any representation to the contrary is a criminal offence in the United States.

The GRL Shares to be issued pursuant to the Proposals will be issued in reliance on the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) thereof and the Company will advise the Court that its sanction of the Scheme will be relied upon as an approval of the scheme of arrangement following a hearing on its fairness to Greatland Gold shareholders at which hearing all such shareholders are entitled to attend in person or through counsel to support or oppose the sanctioning of the Scheme and with respect to which notification has been given to all Greatland Gold shareholders.

None of the securities referred to in this Announcement or the Scheme Document have been approved or disapproved by the US Securities and Exchange Commission or any US state securities commission, nor have any such authorities passed judgment upon the fairness or the merits of the Proposals or the Scheme or determined if this announcement or the Scheme Document is accurate or complete. Any representation to the contrary is a criminal offence in the United States. US shareholders in Greatland Gold (**US Shareholders**) also should be aware that the transaction contemplated herein may have tax consequences in the United States and that such consequences, if

transaction contemplated herein may have tax consequences in the United States and that such consequences, if any, are not described herein, as well as foreign and other tax consequences. US Shareholders are urged to consult with independent professional advisers regarding the legal, tax and financial consequences of the Proposals applicable to them. It may be difficult for US Shareholders to enforce their rights and claims arising out of the US federal securities laws since the Company and Greatland Resources are organised in countries other than the United States and some or all of their officers and directors may be residents of, and some or all of their assets may be located in, jurisdictions other than the United States. US Shareholders may have difficulty effecting service of process within the United States upon those persons or recovering against judgments of US courts, including judgments based upon the civil liability provisions of the US federal securities laws. US Shareholders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgment.

Forward Looking Statements

This announcement includes forward looking statements and forward looking information within the meaning of securities laws of applicable jurisdictions. Forward looking statements can generally be identified by the use of words such as "may", "will", "expect", "intend", "plan", "estimate", "anticipate", "believe", "continue", "objectives", "targets", "outlook" and "guidance", or other similar words and may include, without limitation, statements regarding estimated reserves and resources, certain plans, strategies, aspirations and objectives of management, anticipated production, study or construction dates, expected costs, cash flow or production outputs and anticipated productive lives of projects and mines.

These forward looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance and achievements or industry results to differ materially from any future results, performance or achievements, or industry results, expressed or implied by these forward-looking statements. Relevant factors may include, but are not limited to, changes in commodity prices, foreign exchange fluctuations and general economic conditions, increased costs and demand for production inputs, the speculative nature of exploration and project development, including the risks of obtaining necessary licences and permits and diminishing quantities or grades of reserves, political and social risks, changes to the regulatory framework within which the Group operates or may in the future operate, environmental conditions including extreme weather conditions, recruitment and retention of personnel, industrial relations issues and litigation.

Forward looking statements are based on assumptions as to the financial, market, regulatory and other relevant environments that will exist and affect the Group's business and operations in the future. Greatland Gold does not give any assurance that the assumptions will prove to be correct. There may be other factors that could cause actual results or events not to be as anticipated, and many events are beyond the reasonable control of Greatland Gold. Forward looking statements in this document speak only at the date of issue. Greatland Gold does not undertake any obligation to update or revise any of the forward looking statements or to advise of any change in assumptions on which any such statement is based.

Where To Find Help

Questions and answers about the Proposals are set out in the Scheme Document. If you have any further questions about the Scheme Document, the Scheme, the Court Meeting, the General Meeting or the Proposals or are in any doubt as to how to complete the Forms of Proxy or the voting instruction cards or appoint a proxy electronically, please call the shareholder helpline, operated by Computershare UK, on 0370 707 1397. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open from 8.30 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England & Wales. Please note that the helpline cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. Please note that, for legal reasons the helpline is only able to provide information contained in the Scheme Document and information relating to the register of members of the Company and is unable to give advice on the merits of the Proposals.

Appendix

Expected Timetable Of Principal Events

The times and dates set out in the timetable below are based on the Company's current expectations and are subject to change. These times and dates are indicative only and will depend, inter alia, on the date on which the Court sanctions the Scheme. In particular, certain Court dates are subject to confirmation by the Court. If the scheduled date of the Court Hearing is changed, the Company will give adequate notice of the change by issuing an announcement through an RIS and via the Company's website. Any changes to other times or dates indicated below may, in the Company's discretion, be notified in the same manner. All Shareholders have the right to attend the Court Hearing. Shareholders are encouraged to appoint a proxy in respect of the Court Meeting, as described Part IX of the Scheme Document.

Unless otherwise stated, all references to times and dates above and in this document are to BST.

Item	Date and time
Publication of the Scheme Document	24 April 2025
Latest time for receipt by the Company's Registrar of the blue Form of Proxy from Shareholders for the Court Meeting	9:30 a.m. on 8 May 2025
Latest time for receipt by Company's Registrar of yellow Form of Proxy from Shareholders for the General Meeting	9:45 a.m. on 8 May 2025
Scheme Voting Record Time	6:00 p.m. on 8 May 2025
Court Meeting	9:30 a.m. on 12 May 2025
General Meeting	9:45 a.m. on 12 May 2025
Results of General Meeting and Court Meeting announced through an RIS	12 May 2025
Australian prospectus lodged with ASIC and listing	

Australian prospectus lodged with ASIC and listing documents with ASX	23 May 2025
Second UK Court Hearing	18 June 2025
Last day of dealings in, and for registration of transfers of, GGP Shares	19 June 2025
Scheme Record Time	Close of business on 19 June 2025
Scheme Effective Date	20 June 2025
Scheme Effective Time	6.00 p.m. on 20 June 2025
Issuance of GRL Shares	20 June 2025
Admission of GRL Shares on ASX	4 p.m. AEST on 23 June 2025
Cancellation of Admission of GGP Shares to trading on AIM	7:00 a.m. on 23 June 2025
Admission of, and dealings commence in, the GRL Shares on AIM	8.00 a.m. 23 June 2025
Crediting of Depositary Interests representing the GRL Shares to CREST accounts	23 June 2025
Quotation on and dealings become effective on the ASX	24 June 2025
Dispatch of holding statements for GRL Shares	By 27 June 2025
Dispatch of holding statements for Greatland Resources Limited CSN Facility	By 27 June 2025

Notes:

- (1) Blue Forms of Proxy for the Court Meeting not returned by the time set out above may be handed to the Chair or the Registrar at the Court Meeting prior to the vote being taken.
- (2) To be valid, yellow Forms of Proxy for the General Meeting must be lodged by 9:45 a.m. on 8 May 2025.
- (3) If either the Court Meeting or the General Meeting is adjourned, the voting record time for the adjourned meeting will be 6.00 p.m. (London time) on the date falling two working days before the adjourned meeting.
- (4) For further details of the time and location of the Court Hearing, Shareholders and creditors may consult the Company's website. If it is a physical hearing, it will be held at the Royal Courts of Justice, The Rolls Building, 7 Rolls Buildings, Fetter Lane, London EC4A 1NL, United Kingdom. If it is a remote hearing, or a hybrid hearing, details of how to attend remotely will be published on the Company's website (<https://greatlandgold.com/investors/agm-egm/>) when they become available.

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