



Greatland Gold plc (AIM: GGP)

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## NEWS RELEASE | 12 May 2025

### Scheme of Arrangement

#### RESULTS OF COURT MEETING AND GENERAL MEETING HELD ON 12 MAY 2025

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Further to the announcement on 24 April 2025 that a scheme circular containing details of the scheme of arrangement under Part 26 of the Companies Act 2006 (**Scheme**) proposed to be made between Greatland Gold plc (AIM:GGP) (**Greatland Gold** or the **Company**) and the holders of the ordinary shares in Greatland Gold in issue at the Scheme Record Time (as defined in the scheme circular dated 24 April 2025) (the **Scheme Document**)) (**Scheme Shares**), Greatland Gold is pleased to announce the results of the Court Meeting and General Meeting held today in connection with the Scheme.

Capitalised terms used but not defined in this announcement have the meanings given to them in the Scheme Document. All references to times are to London, UK, times unless otherwise stated.

#### Court Meeting and General Meeting

At the Court Meeting, as set out in detail below, the requisite majorities of Scheme Shareholders voted in favour of the special resolution to approve the Scheme.

At the General Meeting, as set out in detail below, the requisite majority of GGP Shareholders voted to pass the two special resolutions proposed at the General Meeting.

Full details of the resolutions that were proposed are set out in the notices of the Court Meeting and General Meeting contained in the Scheme Document.

#### Voting Results of the Court Meeting

The Court Meeting sought approval of the Scheme from holders of Scheme Shares. The results of the poll at the Court Meeting are set out in the table below. Each Scheme Shareholder present in person or by proxy was entitled to one vote for each Scheme Share held at the Scheme Voting Record Time.

Results of Court Meeting	FOR <sup>(4)</sup>	AGAINST	TOTAL
Number of Scheme Shares voted	8,415,066,940	3,822,856	8,418,889,796
Percentage of Scheme Shares voted <sup>(1)</sup>	99.95%	0.05%	100%
Number of Scheme Shareholders who voted <sup>(2)</sup>	50	9	53
Percentage of Scheme Shareholders who voted <sup>(1) (5)</sup>	84.75%	15.25%	100%
Number of Scheme Shares voted as a percentage of the issued ordinary share capital eligible to be voted at the Court Meeting <sup>(1) (3)</sup>	64.34%	0.03%	64.37%

<sup>(1)</sup> Rounded to two decimal places.

<sup>(2)</sup> This is fewer than the total of the number of Scheme Shareholders shown as having voted "for" and "against" as

This is to reflect that the total of the number of Scheme Shareholders shown as having voted "for" and "against" is a result of multiple accounts being held within the same registered shareholding in some cases.

(3) The total number of Scheme Shares in issue and eligible to vote on the Scheme at the Scheme Voting Record Time was 13,079,294,602.

(4) Includes proxy appointments which gave discretion to the Chair of the Court Meeting.

(5) Where a Scheme Shareholder has cast some of their votes "for" and some of their votes "against" the resolution, such Scheme Shareholder has been counted as having voted both "for" and "against" the resolution for the purposes of determining the number of Scheme Shareholders who voted as set out in this column. In this instance, 6 Scheme Shareholders voted both "for" and "against" the Scheme and are therefore counted twice when calculating percentages, however, only 53 Scheme Shareholders voted in total.

#### Voting Results of the General Meeting

The General Meeting sought approval of: (i) a resolution to approve the adoption of the amended articles of association of the Company (**Special Resolution 1**); and (ii) a resolution to approve granting the directors authority to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect (**Special Resolution 2**). Special Resolution 1 and Special Resolution 2 were each duly passed by the requisite majority.

The results of the poll at the General Meeting are set out in the table below. Each GGP Shareholder present in person or by proxy was entitled to one vote for each GGP Share held at the Scheme Voting Record Time.

	VOTES FOR <sup>(1)</sup>		VOTES AGAINST		WITHHELD <sup>(2)</sup>
Special Resolution	Number of votes	% <sup>(3)</sup>	Number of votes	% <sup>(3)</sup>	Number of votes
Adoption of amended articles of association	8,301,048,016	99.97%	2,540,943	0.03%	904,730
Scheme of Arrangement	8,301,159,288	99.97%	2,693,500	0.03%	639,901

(1) Includes proxy appointments which gave discretion to the Chair of the General Meeting.

(2) A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes 'for' or 'against' the Special Resolution.

(3) Rounded to two decimal places.

#### Expected Timetable of Principal Events

Since the date of the Scheme Document, the condition to the implementation of the Scheme relating to Newmont NOL Pty Limited 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 Pty Limited under the Scheme for the purposes of the Australian Foreign Acquisitions and Takeovers Act, has been satisfied.

The Scheme remains subject to the satisfaction or (where applicable) waiver of the remaining Conditions (as set out in paragraph 5 of Part II of the Scheme Document), including the Court sanctioning the Scheme at the Scheme Sanction Hearing, which is expected to be held on 18 June 2025.

The expected timetable of the remaining principal events for the implementation of the Scheme remains as set out in the announcement made by Greatland Gold plc on 24 April 2025 and is also set out below. Any updates to the expected timetable will be announced through a Regulatory Information Service.

### 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
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) 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>) when they become available.

#### 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 June 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, 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 nor admission of the GRL Shares to trading on AIM or admission of the Greatland Resources Limited ordinary shares (**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 that the information in, or incorporated into, this announcement 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. This announcement does not constitute a prospectus or a prospectus equivalent document.

##### Overseas Jurisdictions

The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdictions other than the United Kingdom 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.

This announcement has been prepared for the purposes of complying with English 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.

Accordingly, copies of this announcement, and all other documents relating to the Scheme and associated proposals contained in the Scheme Document (**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

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#### **Additional information for US investors**

The GRL Shares neither have been nor will be registered under the US Securities Act of 1933 (**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 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 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

international rate. The helpline is open from 9.00 a.m. to 5.00 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.

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