

Great Divide Mining Ltd ACN 655 868 803

Second Supplementary Prospectus

Second Supplementary Prospectus to a Prospectus dated 8 August 2023

Important Information

This second supplementary prospectus is dated 8 August 2023 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date (**Supplementary Prospectus**). This Supplementary Prospectus supplements and is intended to be read together with the prospectus dated 26 May 2023 and the supplementary prospectus dated 5 June 2023 (together the **Prospectus**) which was issued by Great Divide Mining Ltd ACN 655 868 803 (**Company**).

ASIC, the ASX and their officers take no responsibility as to the contents of this Supplementary Prospectus. This Supplementary Prospectus shall be read in its entirety together with the contents of the Prospectus. If you are in any doubt as to the contents of this document, you should consult your professional advisers without delay.

Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms used in this Supplementary Prospectus shall have the same meaning ascribed to them in the Prospectus. To the extent of any inconsistency between this Supplementary Prospectus and the Prospectus, the provisions of this Supplementary Prospectus will prevail.

1. Land Access Risk

1.1 Land Access Risk

- (a) Section 3.2(a) of the Prospectus sets out the Company's Land access risk.
- (b) Accessing private land to conduct exploration is governed by the *Mineral and Energy Resources (Common Provisions) Act 2014* (Qld) (**MERCP Act**). The Company will need to comply with the land access provisions of the MERCP Act before undertaking activities on the Tenements.
- (c) Under the MERCP Act, the Company has a clear statutory path to gain access to private land for the purposes of its exploration programme.
- (d) The MERCP Act requires the Company to notify landholders to enable it to access the tenements to undertake preliminary low impact activities such as walking the area, taking soil and water samples, geophysical surveys (not involving site preparation), and aerial, electrical and environmental surveying.
- (e) The MERCP Act requires the Company to negotiate and enter into conduct and compensation agreements (CCA) with landholders to enable it to carry out higher impact exploration activities such site preparation and drilling.
- (f) As set out in section 3.10 of the Prospectus, for EPM17321 the Company has entered into an access deed with the Commonwealth of Australia, Department of Defence. The Deed of Access provided by the Commonwealth for EPM 17321 will enable the tenement holder to undertake its exploration programme.
- (g) The Company has entered other tenements using the Notice of Entry (**Notice of Entry**) process as legislated under the MERCP Act.

- (h) The Company has not entered into substantive negotiations nor access deeds with the landholders of the other tenements. The Company has not entered into negotiations with landholders on the terms of any CCA as it is able to carry out the requirement preliminary activities through the use of a Notice of Entry and it would be premature to expend resources and commit the Company to compensation obligations until the successful completion of the Offer. On the successful completion of the Offer and subsequent listing on the ASX, the Company will be better positioned and hold sufficient financial resources to enable it to enter into meaningful negotiations with landholders to carry out the exploration activities set out in the Prospectus.
- (i) The Company provides the following by way of a summary of the land access negotiations for each tenement:

| Tenement | GDM Exploration Plan | Status of Negotiations |
|---------------------------|---|---|
| Yellow Jack | | |
| EPM17321 | Tenement containing high priority Yellow Jack Prospect. | Laura Exploration Pty Ltd has entered into an access deed with the Commonwealth of Australia, Department of Defence as set out in section 3.10 of the Prospectus. Under this deed, high impact exploration activities can proceed. |
| Coonambula Project | | |
| EPM 15203 | Low impact site work planned. | <p>There is a Notice of Entry in place for low impact exploration works. Pursuant to the Notice of Entry, low impact site visits and surveys have been undertaken. Additionally, under historical informal access arrangements (predating the MERC Act) high impact exploration including three drill holes were conducted.</p> <p>Under the Company's current exploration program for this tenement:</p> <ul style="list-style-type: none"> (a) subject to the outcome of initial exploration activities to be conducted under a Notice of Entry (including additional soil and rock sampling and geophysics), the Company does not expect to conduct any drilling or other high impact activities within the first 12 months of its exploration programme; (b) accordingly, the Company will look to enter into a CCA with the respective landholder within the next 12 months; and (c) a draft CCA has been prepared pending a future discussion with the landholder. <p>The tenement holder has an active, long-term relationship with the landholder. The tenement holder has not reached an in-principle agreement with the landholder about the compensation payable under any CCA.</p> |
| EPM 16216 | Tenement containing high priority Banshee prospect. GDM targeting to drill within 6 months of listing | There is a Notice of Entry in place for low impact exploration works. Pursuant to the Notice of Entry, low impact site visits and surveys have been undertaken. Additionally, under historical informal access arrangements (predating the MERC Act) high impact exploration including |

| Tenement | GDM Exploration Plan | Status of Negotiations |
|-----------|-------------------------------|--|
| | | <p>nineteen drill holes were conducted.</p> <p>Under the Company's current exploration program for this tenement:</p> <ul style="list-style-type: none"> (a) subject to the outcome of initial exploration activities to be conducted under a Notice of Entry (including soil and rock sampling and geophysics), the Company does not expect to conduct any drilling or other high impact activities within the first 3 months of its exploration programme; (b) accordingly, the Company will look to enter into a CCA with the respective landholder within the next 3 months; and (c) a draft CCA has been prepared and initial discussions have been held with the landholder, with an agreement to be finalised following listing. <p>The tenement holder has an active, long-term relationship with the landholder. The tenement holder has not reached an in-principle agreement with the landholder about the compensation payable under any CCA.</p> |
| EPM 25260 | Low impact site work planned. | <p>There is a Notice of Entry in place for low impact exploration work. Pursuant to the Notice of Entry, low impact site visits and surveys have been undertaken. Additionally, under historical informal access arrangements (predating the MERC Act) high impact activities including track clearance for drill holes were conducted.</p> <p>Under the Company's current exploration program for this tenement:</p> <ul style="list-style-type: none"> (a) subject to the outcome of initial exploration activities to be conducted under a Notice of Entry (including soil and rock sampling and geophysics), the Company does not expect to conduct any drilling or other high impact activities within the first 6 to 12 months of its exploration programme; (b) accordingly, the Company will look to enter into a CCA with the respective landholder within the next 6 to 12 months; and (c) a draft CCA has been prepared and initial discussions have been held with the landholder, with an agreement to be finalised following listing. <p>The tenement holder has an active, long-term relationship with the landholder. The tenement holder has not reached an in-principle agreement with the landholder about the compensation payable under any CCA.</p> |
| EPM | Low impact site work | The tenement holder has not issued a Notice of |

| Tenement | GDM Exploration Plan | Status of Negotiations |
|--------------------------------|--|---|
| 26743 | planned | <p>Entry to access the land. Under the legislative process in the MERC Act, the tenement holder is required to give 10 business days' notice prior to accessing the land. No on site exploration has been previously conducted.</p> <p>Under the Company's current exploration program for this tenement:</p> <ul style="list-style-type: none"> (a) given initial exploration activities are yet to be conducted under a Notice of Entry (including soil and rock sampling and geophysics), the Company does not currently propose any drilling or high impact exploration on this tenement within the next 24 months, with a decision as to such activity to be made following review of initial exploration results; and (b) accordingly, the Company will look to enter into a CCA in the future on an as required basis. <p>There are multiple landholders with new relationships to be built. The tenement holder has not reached an in-principle agreement with the landholders about the compensation payable under any CCA.</p> |
| EPM 28433 | Low impact site work planned | <p>The tenement holder has not issued a Notice of Entry to access the land. Under the legislative process in the MERC Act, the tenement holder is required to give 10 business days' notice prior to accessing the land. No on site exploration has been previously conducted.</p> <p>Under the Company's current exploration program for this tenement:</p> <ul style="list-style-type: none"> (a) given initial exploration activities are yet to be conducted under a Notice of Entry (including soil and rock sampling and geophysics), the Company does not currently propose any drilling or high impact exploration on this tenement within the next 24 months, with a decision as to such activity to be made following review of initial exploration results; and (b) accordingly, the Company will look to enter into a CCA in the future on an as required basis. <p>There are multiple landholders with new relationships to be built. The tenement holder has not reached an in-principle agreement with the landholders about the compensation payable under any CCA.</p> |
| Devils Mountain Project | | |
| EPM | Tenement containing high priority Devils | There is a Notice of Entry in place for low impact exploration works. Pursuant to the Notice of |

| Tenement | GDM Exploration Plan | Status of Negotiations |
|-----------|---|---|
| 17685 | Mountain prospect. GDM targeting to drill within 6 months of listing. | <p>Entry, low impact sampling and site surveys have been previously completed.</p> <p>Under the Company's current exploration program for this tenement:</p> <ul style="list-style-type: none"> (a) subject to the outcome of initial exploration activities to be conducted under a Notice of Entry (including soil and rock sampling and geophysics), the Company does not expect to conduct any drilling or other high impact activities within the first 6 months of its exploration programme; (b) accordingly, the Company will look to enter into a CCA with the respective landholder within the next 6 months; and (c) a draft CCA has been prepared and initial discussions have been held with the landholder, with an agreement to be finalised following listing. <p>The tenement holder has an active, long-term relationship with the landholder.</p> |
| EPM 26709 | Low impact site work planned. | <p>The tenement holder has not issued a Notice of Entry to access the land. Under the legislative process in the MERC Act, the tenement holder is required to give 10 business days' notice prior to accessing the land. No on site exploration has been previously conducted.</p> <p>Under the Company's current exploration program for this tenement:</p> <ul style="list-style-type: none"> (a) given initial exploration activities are yet to be conducted under a Notice of Entry (including soil and rock sampling and geophysics), the Company does not currently propose any drilling or high impact exploration on this tenement within the next 24 months, with a decision as to such activity to be made following review of initial exploration results; and (b) accordingly, the Company will look to enter into a CCA in the future on an as required basis. <p>There are multiple landholders with new relationships to be built. The tenement holder has not reached an in-principle agreement with the landholders about the compensation payable under any CCA.</p> |
| EPM 28438 | Low impact site work planned. | <p>The tenement holder has not issued a Notice of Entry to access the land. Under the legislative process in the MERC Act, the tenement holder is required to give 10 business days' notice prior to accessing the land. No on site exploration has been previously conducted.</p> |

| Tenement | GDM Exploration Plan | Status of Negotiations |
|---------------------|-------------------------------|---|
| | | <p>Under the Company's current exploration program for this tenement:</p> <ul style="list-style-type: none"> (a) given initial exploration activities are yet to be conducted under a Notice of Entry (including soil and rock sampling and geophysics), the Company does not currently propose any drilling or high impact exploration on this tenement within the next 24 months, with a decision as to such activity to be made following review of initial exploration results; and (b) accordingly, the Company will look to enter into a CCA in the future on an as required basis. <p>There are multiple landholders with new relationships to be built. The tenement holder has not reached an in-principle agreement with the landholders about the compensation payable under any CCA.</p> |
| Cape Project | | |
| EPM 26576 | Low impact site work planned. | <p>There is a Notice of Entry in place for low impact exploration works. Pursuant to the Notice of Entry, low impact sampling and site surveys have been previously completed.</p> <p>Under the Company's current exploration program for this tenement:</p> <ul style="list-style-type: none"> (a) subject to the outcome of initial exploration activities to be conducted under a Notice of Entry (including soil and rock sampling and geophysics), the Company does not expect to conduct any drilling or other high impact activities within the first 12-24 months of its exploration programme; (b) accordingly, the Company will look to enter into a CCA with the respective landholder within the next 12-24 months; and (c) a draft CCA has been prepared and initial discussions have been held with the landholder, with an agreement to be finalised as required. <p>The tenement holder has an active, long-term relationship with the landholder. The tenement holder has not reached an in-principle agreement with the landholder about the compensation payable under any CCA.</p> |
| EPM 26646 | Low impact site work planned. | <p>There is a Notice of Entry in place for low impact exploration works. Pursuant to the Notice of Entry, low impact sampling and site surveys have been previously completed.</p> <p>Under the Company's current exploration program for this tenement:</p> |

| Tenement | GDM Exploration Plan | Status of Negotiations |
|----------|----------------------|---|
| | | <p>(a) subject to the outcome of initial exploration activities to be conducted under a Notice of Entry (including soil and rock sampling and geophysics), the Company does not expect to conduct any drilling or other high impact activities within the first 12-24 months of its exploration programme;</p> <p>(b) accordingly, the Company will look to enter into a CCA with the respective landholder within the next 12-24 months;</p> <p>(c) a draft CCA has been prepared and initial discussions have been held with the landholder, with an agreement to be finalised as required.</p> <p>The tenement holder has an active, long-term relationship with the landholder. The tenement holder has not reached an in-principle agreement with the landholder about the compensation payable under any CCA.</p> |

- (j) As set out above, the tenements where the Company is planning near term exploration activities are also the tenements where the tenement holders have advanced or previous land access arrangements.
- (k) The Company has issued the required Notices of Entry to enable it to undertake preliminary activity for the purposes of determining the extent and location of further advanced exploration. This information, in conjunction with historical exploration and geological data, once generated and assessed, will be sufficient to ascertain whether further advanced activity is warranted.
- (l) The Company's exploration programme may be amended from time to time in the ordinary course of its operations, particularly if initial exploration activities produce results outside management's current expectations. Accordingly, the timeframes set out above for the Company seeking CCAs with respective landholders in order to conduct high impact exploration may be subject to further change and accordingly are provided above as indicative only.
- (m) The Company does not anticipate that there will be any material issue with gaining landholder agreement to the access deeds that would affect its ability to undertake its exploration programme as detailed in Section 2 of the Prospectus. If there are timing delays whilst land access arrangements are being finalised (whether by way of negotiation with landholders or undertaking the statutory path set out above), the Company will adjust its exploration programme with a view towards minimising downtime.
- (n) Entering into a CCA with each of the landholders is not mandatory. If the Company cannot reach an agreement with the landholder, the MERC Act sets out a process for obtaining either an agreement or determination of compensation payable to the landholder. This process is summarised in the Supplementary Solicitor's Report is set out in Schedule 1.
- (o) Critically, the Company does not foresee any legal, regulatory, statutory or contractual impediments to accessing the tenements and carrying out the exploration activities. The Company proposes to fund its exploration activities in accordance with the budget

as set out in section 2.8 of the Prospectus and in satisfaction of its commitments in accordance with Listing Rule 1.3.2(b).

- (p) The Company will either enter into CCAs with the landholders or undertake the statutory path as set out above and will be in a position to meet its exploration commitments as contemplated under the Proposed Use of Funds table as set out in section 1.3 of the Prospectus.

1.2 Solicitor's Report

- (a) The Company has caused a Supplementary Solicitor's Report to be issued to reflect the process for obtaining land access under the MERC Act. The Supplementary Solicitor's Report is set out in Schedule 1.

2. Other Material Information

The Directors of the Company are not aware of any acts, matters or things (not already described in the Supplementary Prospectus or the Prospectus) which may be material to the making of an informed assessment of the effect of the Offers on the Company.

3. Director Consent

Directors' authorisation and consent

This Supplementary Prospectus has been signed by a Director of the Company with the authority of each of the Directors and is dated 8 August 2023. Each Director has consented to lodgement of this Supplementary Prospectus with ASIC.



Paul Ryan
Non-Executive Chair
Dated: 8 August 2023

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HopgoodGanim

LAWYERS

7 August 2023

Dear Directors
Great Divide Mining Ltd

Our ref: 2195253 - Damian Roe

Dear Directors

Supplementary Independent Solicitor's Report on Tenements

This Supplementary Independent Solicitor's Report on Tenements is prepared for inclusion in a second supplementary prospectus (**Supplementary Prospectus**) to be issued by Great Divide Mining Ltd ACN 655 868 803 (**GDM**).

This Supplementary Independent Solicitor's Report supplements and is intended to be read together the Independent Solicitor's Report as contained in the prospectus lodged by GDM on 26 May 2023.

Other than as set out below, all details in the Independent Solicitor's Report remain unchanged.

1. Land Access

In section 12 (**Land Access**) of the Independent Solicitor's report, the following provisions are added:

1.1 At the end of subparagraph 12.1(b):

The maximum period of entry that a notice of entry can specify is 6 months unless each owner and occupier has consented to that longer period.

1.2 The insertion of the following subparagraphs into section 12.1:

- (d) *As can be seen above, entering into a CCA is not mandatory as access is permitted if the resource authority holder is an applicant or respondent to an application relating to the land made to the Land Court.*
- (e) *If the resource authority holder cannot agree with each owner and occupier of the land, the MERCPC Act sets out a process for obtaining either an agreement or a determination of compensation payable to the landowner.*
- (f) *The process, in summary, involves:*
- (1) *the issue of a notice of intent to negotiate with a subsequent minimum 20 business day negotiation period (s 85 MERCPC Act);*
- (2) *if no agreement is reached within that period, the issue of an election notice in relation to an ADR process (s 88 MERCPC Act);*

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- (3) *a subsequent ADR period of 30 business days to allow the resource authority holder and landowner to participate in alternative dispute resolution (s 89 MERC Act);*
- (4) *if no agreement is reached in the mediation, an application to the Land Court for a determination of the compensation payable (s 96 MERC Act).*
- (g) *Once the application to the Land Court is made, the resource authority holder can access the land to conduct the advanced activity. As defined under the MERC Act, an advanced activity, for a resource authority, is an authorised activity for the resource authority other than a preliminary activity for the resource authority. Examples include levelling of drilling pads and digging sumps, earthworks associated with pipeline installation, bulk sampling, open trenching or costeaning with an excavator, vegetation clear-felling, constructing an exploration camp, concrete pad, sewage or water treatment facility or fuel dump, geophysical surveying with physical clearing, carrying out a seismic survey using explosives, constructing a track or access road and changing a fence line (s 15A MERC Act).*
- (h) *Under the MERC Act, a preliminary activity, for a resource authority, is an authorised activity for the authority that will have no impact, or only a minor impact, on the business or land use activities of any owner or occupier of the land on which the activity is to be carried out. Examples include walking the area of the authority, driving along an existing road or track in the area, taking soil or water samples, geophysical surveying not involving site preparation, aerial, electrical or environmental surveying and survey pegging (s 15B(1) MERC Act).*
- (i) *The MERC Act does not characterise an authorised activity carried out on land that is less than 100ha and is being used for intensive farming or broadacre agriculture as a preliminary activity. Examples include land used for dryland or irrigated cropping, plantation forestry or horticulture, a dairy, cattle or sheep feedlot, piggery or poultry farm, an authorised activity that affects the lawful carrying out of an organic or bio-organic farming system (s 15B(2) MERC Act).*
- (j) *There is no requirement to wait for Land Court determination to gain access to the land in question.*

Yours faithfully

A handwritten signature in black ink, appearing to read 'Hopgood Ganim'.

HopgoodGanim Lawyers

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