



ASX Release

4 September 2025

Capital Raising under Converting Loan Note Offer to Raise \$1.335m

ASX Announcement

- Capital raising strongly supported by existing and new sophisticated and professional investors
- Funds will primarily support advancement of the Challenger Gold Mine joint venture
- Director participation of \$105k, subject to shareholder approval

Brisbane, Australia, 4 September 2025 - Great Divide Mining Ltd (ASX:GDM) ("**GDM**" or the "**Company**") is pleased to advise that it has received firm commitments to raise a total of \$1.335m (before costs) through the issue of unsecured and unquoted loan notes ("**Loan Notes**").

Directors have agreed, subject to shareholder approval, to participate in the Loan Note offering for a total of \$105k.

Loan Note details

The Company has received firm commitments for \$1.335m (before costs) from the issue of Loan Notes to a number of professional and sophisticated investors.

Each Loan Note has a Face Value of \$1.00 and will be issued as a debt instrument.

The Loan Notes will, however, become convertible into ordinary fully paid shares in the Company ("**Shares**") and unlisted options on a 1:1 basis ("**Attaching Options**") at the election of either GDM or the noteholder, with such issue being subject to GDM seeking and obtaining shareholder approval under ASX Listing Rule 7.1 and Listing Rule 10.11 prior to the end of the loan term. The Company anticipates seeking this approval at its forthcoming Annual General Meeting ("**AGM**").

Subject to Shareholder approval, the number of Shares and Attaching Options to be issued on conversion of the Loan Notes is determined by dividing the aggregate Face Value by the greater of \$0.25 per share; or a discount of 20% to the 15-day VWAP of Shares trading on the ASX ending on the trading day 5 trading days prior to the date the Shares are issued ("**Conversion Price**").

The key terms of the Loan Notes and the Attaching Options are set out in the Schedule to this announcement.



Timetable

The Company anticipates settlement of the Loan Notes on 8 September 2025.

Loan Notes to be issued to Directors will be subject to shareholder approval for the purposes of ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act and, expected to be sought at the AGM. Loan Notes subscribed by Directors will only be issued and settled following receipt of such approval.

Use of funds

Funds raised will be applied towards milestone payments relating to the Challenger Gold Mine joint venture, working capital and costs of the Loan Note offer.

Justin Haines, Chief Executive Officer, commented:

"We are very pleased with the strong response from investors, having raised substantially more capital than initially targeted. We also welcome a number of new investors to the register. This support highlights the market's confidence in GDM advancing from explorer to gold producer, led by a strong team of proven 'doers'. We look forward using these funds to advance the Challenger Gold Mine as soon as possible".

PAC Partners acted as Lead Manager and Bookrunner to the Offer. The Company will issue, subject to shareholder approval, 2,300,000 unlisted options with an exercise price \$0.50 and an expiry date of 3 years from issue and also pay a 6% commission on funds raised.

ASX release authorised by the Board of Great Divide Mining Ltd.

For further information:

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Chief Executive Officer

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About Great Divide Mining

Great Divide Mining Limited is an Australian explorer focused on gold, antimony and critical metals, operating across four projects and eleven tenements in Queensland. The Company's strategy centers on developing assets in historically mined areas with existing infrastructure, enabling rapid project advancement and cost efficiency.

Its key projects include Yellow Jack (advanced gold with a maiden JORC resource of over 50,000 ounces), Coonambula (antimony and gold with more than 15 historic mines), Devils Mountain (gold and copper in a historic mining district), and Cape (two greenfield opportunities with significant historical exploration results). GDM aims to generate early cash flow from initial projects to fund further exploration, leveraging a staged development approach.

In 2025, GDM commenced production at the historic Challenger Gold Mine (CGM) in New South Wales, marking its transition from explorer to producer.

Terms of Loan Notes

Issuer	Great Divide Mining Limited ("GDM" or "the Company")
Face Value	\$1.00 per Loan Note
Loan Term	6 months and repayable in cash at the end of that period, unless repaid earlier by way of the issue of New Shares and Attaching Options (as detailed below).
Conversion	<p>At the election of GDM or the Loan Note holder, the Loan Notes may be repaid by way of the issue of ordinary shares (New Shares) and attaching options (Attaching Options), solely subject to GDM seeking (and obtaining) shareholder approval under LR 7.1 prior to the end of the Loan Term, anticipated to be sought at the AGM (Approval).</p> <p>In the event such Approval is obtained, the Loan Notes will automatically convert into New Shares (with Attaching Options) at the Conversion Price. Such issue must occur within one month of the Approval.</p>
Conversion Price	Loan Notes to convert into New Shares at the greater of \$0.25 per share; or a discount of 20% of the 15-day VWAP* of GDM securities trading on the ASX ending on the trading day 5 trading days prior to the date the New Shares are issued.
Coupon	Nil if converted into New Shares; or 15% p.a. of the face value of the Loan Notes if the Loan Note is repaid in cash.
Attaching Options	Upon conversion, investors will receive an unlisted one-for-one (1:1) attaching option (Attaching Option) for every New Share received, on the terms detailed below.
Terms of the Attaching Options	<p>The Attaching Options are proposed to be issued on the following terms:</p> <ul style="list-style-type: none"> • Entitlement: Subject to and conditional upon any adjustment in accordance with these conditions, each Option entitles the holder to subscribe for one (1) Share upon payment of the Exercise Price. • Exercise Price: The Exercise Price for the Option is A\$0.50 per Option. • Expiry Date: The Option will expire at 5:00pm (Sydney time) on the date that is two years following their issue date. An Option not exercised before that expiry date will automatically lapse on that Expiry Date. • Exercise period: The Option is exercisable at any time from the date of its issue until 5:00pm on the Expiry Date. • Exercise notice: The Option may be exercised during the exercise period specified in these conditions by forwarding to the Company the Exercise Notice together with payment (in cleared funds) of the Exercise Price for the number of Shares to which the Exercise Notice relates. • Partial exercise: The Option may be exercised in full or in parcels of at least 50,000 Options (or such lesser amount in the event the holding of Options by an Optionholder is less than 50,000 Options). • Timing of issue of Shares on exercise: Within fifteen (15) Business Days after the Exercise Notice is received, the Company will: <ul style="list-style-type: none"> ○ allot and issue the number of Shares as specified in the Exercise Notice and for which the Exercise Price has been received by the Company in cleared funds; and

- apply for official quotation on the ASX for the Shares issued pursuant to the exercise of the Option.
 - **Participation in new issues:** The Option does not confer any right on the Optionholder to participate in a new issue of securities without exercising the Option.
 - **Shares issued on exercise:** Shares issued as a result of the exercise of the Option will rank pari passu in all respects with all other Shares then on issue.
 - **Dividend:** The Option does not confer any rights to dividends. Shares issued upon the exercise of the Option will only carry an entitlement to receive a dividend if they were issued on or before the Record Date for the dividend.
 - **Adjustment for pro rata issue:** In the event of a pro rata issue of Shares by the Company (except a bonus issue), the Exercise Price for the Option will not be adjusted in accordance with ASX Listing Rule 6.22.2.
 - **Adjustment for bonus issue:** If there is a bonus issue to Shareholders, the number of Shares over which the Option is exercisable will be increased by the number of Shares which the Optionholder would have received if the Option had been exercised before the Record Date for the bonus issue.
 - **Adjustment for reorganisation of capital:** If the Company reorganises its capital, the rights of the Optionholder (and the Exercise Price) will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital, at the time of the reorganisation.
 - **Not quoted:** The Company will not apply for quotation of the Option on the ASX.
- Transferability:** The Option is only transferable up until it lapses, with the Company's prior written consent and in accordance with the requirements of the ASX Listing Rules and the *Corporations Act 2001* (Cth).

* VWAP = Volume Weighted Average Price