

## Agreement to Sell Remaining 49% Interest in Challenger Mines Pty Ltd to GDM

### HIGHLIGHTS

- **Consideration of 10 million GDM shares, valued at ~\$3.1 million based on GDM's most recent closing price of 31 cents.**
- **Adelong retains a 1 percent NSR royalty over future gold production, with a notional value of ~\$7.9 million at the current gold price (1% of 125,000 oz at A\$6,320/oz).**
- **Transaction strengthens Adelong's balance sheet, secures upside exposure to the Challenger Gold Project, and removes future funding obligations, allowing focus on Lauriston and Apollo projects.**

**Adelong Gold Limited (ASX:ADG)** advises that it has entered into binding transaction documents with Great Divide Mining Limited (ASX:GDM) for the sale of ADG's 49 percent shareholding in Challenger Mines Pty Ltd (CMPL), the owner of the Challenger Gold Project in Adelong, New South Wales.

The agreements resolve all outstanding matters between the parties and provide a clean exit from the CMPL joint venture while maintaining exposure to future production through the royalty.

**Adelong Gold Managing Director, Ian Holland, said:**

*"Finalising this transaction with GDM gives our shareholders clarity and a clean exit from the Challenger joint venture, while still retaining material exposure to any upside through our shareholding in GDM and the royalty. The agreed-upon structure improves our balance sheet, removes future funding risk, and allows us to direct capital to the Lauriston and Apollo gold projects. We also welcome the constructive engagement from GDM's team and look forward to a cooperative working relationship as they advance the Challenger Gold Project."*

### Key Terms of the Transaction

Under the Share Sale and Purchase Agreement:

- ADG will sell its 10,000,000 CMPL shares (49 percent interest) to GDM.
- Consideration will be **10,000,000 fully paid ordinary GDM shares (Consideration Shares)** to be issued to ADG at Completion.
- Completion is subject to standard conditions, including GDM shareholder approval under Listing Rule 7.1 and all required regulatory and third-party consents.

### Settlement and Release

Under the Deed of Termination, Settlement and Release:

- ADG will pay \$27,288 to CMPL on Completion in relation to its tax obligations from the prior non-core property sale in Adelong. The Company notes that it has already paid \$107,000 as its share of joint venture expenses up to the end of October 2025.



- ADG will retain the full \$455,000 in proceeds from the prior non-core property sale in Adelong.
- All claims between the parties relating to the joint venture and the dispute are resolved, other than standard tax indemnities that continue under the joint venture documents.

### **Royalty Over Future Production**

Under the Royalty Deed:

- ADG will receive a 1 percent net smelter return (NSR) royalty, capped at 125,000 ounces of gold produced from the defined Mining Area.
- The royalty commences on the later of Completion and commencement of extraction and recovery of saleable product.

### **Voluntary Escrow and first right of offer**

Under the Voluntary Escrow Deed and the Share Sale and Purchase Agreement:

- 5,000,000 Consideration Shares will be subject to voluntary escrow for 6 months from the date of issue.
- 5,000,000 Consideration Shares will be subject to voluntary escrow for 12 months from the date of issue.
- No selective buy-back right applies to the Consideration Shares.
- If ADG proposes to sell or transfer any Consideration Shares during the period from Completion until 18 months after Completion, ADG must first offer those Shares to GDM (or its nominee), at either:
  - If the sale is by way of off-market transaction to a third party, the off-market sale price agreed to with the third party, or
  - if the sale is on-market, the 5-day volume weighted average price of GDM shares prior to the transfer notice.

### **Termination of Joint Venture**

The CMPL joint venture will terminate at Completion, other than the continuing tax indemnities that survive under the JV documents.

### **Indicative Timetable**

| Event                                                                          | Timing                                   |
|--------------------------------------------------------------------------------|------------------------------------------|
| Execution of transaction documents                                             | 6 December                               |
| Dispatch of GDM Notice of Meeting                                              | Mid-December 2025                        |
| GDM shareholder approval                                                       | Mid-late January 2026                    |
| Completion, issue of Consideration Shares, entry into Escrow and Royalty Deeds | Late January 2026 (subject to approvals) |
| Payment of Settlement Sum by ADG                                               | At Completion                            |

**-Ends-**

Released with the authority of the board of Adelong Gold Limited.

For further information on the Company and our projects, please visit: [adelonggold.com](http://adelonggold.com)

For further information, please contact:

## CONTACT

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## ABOUT ADELONG GOLD

**Adelong Gold Limited (ASX:ADG)** is an Australian mineral exploration company focused on advancing its high-grade Victorian assets - the Apollo Gold and Antimony Project and the Lauriston Gold and Antimony Project. Both projects lie within highly prospective geological corridors and display strong potential for significant epizonal Au-Sb discoveries.

The **Lauriston Project**, acquired in 2025, is a 28,700-hectare tenement adjacent to the Fosterville Mine. It hosts the high-grade Comet discovery, with drill results including 8.0m at 104 g/t Au and 5.9m at 15.3 g/t Au. With minimal historical drilling and a structural setting comparable to Fosterville's Swan Zone, Lauriston offers strong near-term exploration upside. Diamond drilling at Lauriston commenced in October 2025 and is targeting the multi-kilometre Comet-Trojan corridor adjacent to the high-grade Fosterville Mine.

The **Apollo Project**, also acquired in 2025, lies within Victoria's highly prospective Melbourne Zone and demonstrates strong bulk-tonnage gold potential, with mineralisation open at depth and along strike. The project also hosts antimony-bearing stibnite, akin to the nearby Costerfield and Sunday Creek deposits.

The **Adelong Goldfield Project** in NSW covers 70 km<sup>2</sup> and hosts an 188,000oz gold resource. A staged farm-in agreement with Great Divide Mining (ASX:GDM) was executed in March 2025, with GDM earning a 51 percent interest by targeting near-term production.

Adelong also holds a strategic lithium portfolio in Brazil, including tenements in the 'Lithium Valley' and Borborema regions. where early exploration has identified promising pegmatite targets. This diversified portfolio provides exposure to high-grade gold-antimony exploration and the global energy transition, positioning Adelong for long-term value creation.

## COMPETENT PERSONS STATEMENT

Information in this "ASX Announcement" relating to Exploration Results, Mineral Resources and geological data has been compiled by Mr. Ian Holland. Mr Ian Holland is a Fellow (#210118) of the Australasian Institute of Mining and Metallurgy. He is the Managing Director of Adelong Gold Ltd. Ian has sufficient experience that is relevant to the style of mineralisation and types of deposits under consideration and to the activity being undertaken to qualify as a Competent Person (CP) as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (the JORC Code). Mr Ian Holland consents to the inclusion of the Exploration Results and Mineral Resources in the form and context it is presented in this market announcement under Listing Rule 5.22.



## FORWARD LOOKING STATEMENTS

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This announcement may contain forward-looking statements. These statements relate to the Company's expectations, beliefs, intentions or strategies regarding the future. These statements can be identified by the use of words like "anticipate", "believe", "intend", "estimate", "expect", "may", "plan", "project", "will", "should", "seek" and similar words or expressions containing same. These forward-looking statements reflect the Company's views and assumptions with respect to future events as of the date of this release and are subject to a variety of unpredictable risks, uncertainties, and other unknowns. Actual and future results and trends could differ materially from those set forth in such statements due to various factors, many of which are beyond our ability to control or predict. These include, but are not limited to, risks or uncertainties associated with the acquisition and divestment of projects (including risks associated with completing due diligence and, if favourable results are obtained, proceeding with the acquisition of the Lauriston Gold Project), joint venture and other contractual risks, metal prices, exploration, development and operating risks, competition, production risks, sovereign risks, regulatory risks including environmental regulation and liability and potential title disputes, availability and terms of capital and general economic and business conditions.

Given these uncertainties, no one should place undue reliance on any forward-looking statements attributable to the Company, or any of its affiliates or persons acting on its behalf. Subject to any continuing obligations under applicable law the Company disclaims any obligation or undertaking to disseminate any updates or revisions to any forward looking statements in this announcement to reflect any change in expectations in relation to any forward looking statements or any change in events, conditions or circumstances on which any such statement is based

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**Table 1: Total JORC Mineral Resources for the Adelong Gold Project (>1g/tAu Cut Off)**

| Challenger                                 | Gold        | Tonnes         | Grade(g/t Au) | Gold (oz)     |
|--------------------------------------------|-------------|----------------|---------------|---------------|
| Measured                                   | 60%         | 357,000        | 4.17          | 47,900        |
| Indicated                                  | 23%         | 163,000        | 3.5           | 18,300        |
| Inferred                                   | 17%         | 144,000        | 3.07          | 14,100        |
| <b>Total</b>                               | <b>100%</b> | <b>664,000</b> | <b>3.77</b>   | <b>80,300</b> |
| <b>Currajong West &amp; Currajong East</b> |             |                |               |               |
| Measured                                   |             |                |               |               |
| Indicated                                  | 24%         | 126,000        | 2.57          | 10,400        |
| Inferred                                   | 76%         | 407,000        | 2.63          | 34,400        |
| <b>Total</b>                               | <b>100%</b> | <b>533,000</b> | <b>2.62</b>   | <b>44,800</b> |
| <b>Donkey Hill</b>                         |             |                |               |               |
| Measured                                   |             |                |               |               |
| Indicated                                  |             |                |               |               |
| Inferred                                   | 100%        | 103,000        | 5.03          | 16,600        |
| <b>Total</b>                               | <b>100%</b> | <b>103,000</b> | <b>5.03</b>   | <b>16,600</b> |
| <b>Caledonian</b>                          |             |                |               |               |
| Measured                                   |             |                |               |               |
| Indicated                                  | 57%         | 127,000        | 3.90          | 15,900        |
| Inferred                                   | 43%         | 123,000        | 3.04          | 12,100        |
| <b>Total</b>                               | <b>100%</b> | <b>250,000</b> | <b>3.48</b>   | <b>28,000</b> |
| <b>Perkins West, Gibraltar</b>             |             |                |               |               |
| Measured                                   |             |                |               |               |
| Indicated                                  |             |                |               |               |
| Inferred                                   | 100%        | 270,000        | 2.1           | 18,300        |
| <b>Total</b>                               | <b>100%</b> | <b>270,000</b> | <b>2.1</b>    | <b>18,300</b> |

| ADELONG GOLD PROJECT RESOURCES |             | Tonnes           | Grade(g/t Au) | Gold (oz)      |
|--------------------------------|-------------|------------------|---------------|----------------|
| Measured                       | 20%         | 357,000          | 4.17          | 47,900         |
| Indicated                      | 23%         | 416,000          | 3.33          | 44,600         |
| Inferred                       | 58%         | 1,047,000        | 2.84          | 95,500         |
| <b>TOTAL PROJECT RESOURCES</b> | <b>100%</b> | <b>1,820,000</b> | <b>3.21</b>   | <b>188,000</b> |