

9 November 2016

Ms Sandra Wutete
Senior Adviser, Listings Compliance (Perth)
ASX Compliance Pty Ltd
Level 40, Central Park
152-158 St Georges Terrace
PERTH WA 6000

Dear Ms Wutete

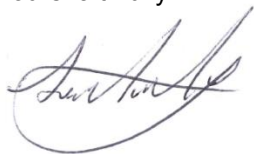
Great Boulder Resources Limited – Pre-Admission Information

I refer to your letter to ASX's conditional listing approval letter dated 1 November 2016 in relation to Great Boulder Resources Limited's (Company), and on behalf of the Company, confirm the following:

1. Pursuant to its prospectus dated 12 September 2016 (**Prospectus**), the Company closed its "Share Offer" on 10 October 2016 with subscriptions for \$6,144,100 received.
2. Please find enclosed:
 - (a) as **Annexure A** an updated statement of commitments based on the actual funds raised under the Share Offer;
 - (b) as **Annexure B** an updated pro-forma statement of financial position for the Company as at 30 June 2016, reflecting the change in financial position resulting from the actual funds raised under the Share Offer;
 - (c) as **Annexure C** an updated table of the Company's tenements; and
 - (d) as **Annexure D** a table of the Company's capital structure and restricted securities.
3. As noted in Annexure C, the Company's application to extend the term of exploration licence E53/1101 in relation to its Jundee South Project for an additional year has been granted. The extension has been granted until 27 July 2017.

Please contact me if you have any queries.

Yours faithfully



Stefan Murphy
Managing Director
Great Boulder Resources Limited

Annexure A – Updated Statement of Commitments

Proposed Use	Amount
Funds available	
Cash on hand pre-admission	\$840,000
Funds from the Share Offer	\$6,144,100
Total funds available	\$6,984,100
Use of funds	
Exploration expenditure for Balagundi Project – Year 1	\$870,000
Exploration and development expenditure for Balagundi Project – Year 2	\$950,000
Exploration expenditure for Broadwood Project – Year 1	\$211,100
Exploration and development expenditure for Broadwood Project – Year 2	\$260,000
Exploration expenditure for Jundee South Project – Year 1	\$230,000
Exploration and development expenditure for Jundee South Project – Year 2	\$270,000
Exploration expenditure for Tarmoola Project – Year 1	\$520,000
Exploration and development expenditure for Tarmoola Project – Year 2	\$550,000
Exploration expenditure for Yamarna Project – Year 1	\$400,000
Exploration and development expenditure for Yamarna Project – Year 2	\$500,000
Costs of the Prospectus offers	\$713,000
Working capital	\$1,510,000
Total	\$6,984,100

Notes:

1. The difference between cash and cash equivalents position in the Company's audited financial statements for the period ended 30 June 2016 and cash on hand pre-admission in the table above relates to the Company incurring corporate overheads, project expenditure and one-off costs associated with the initial public offering.
2. Costs of the Prospectus offers include fees to the lead manager of the Share Offer and the other costs identified in section 10.11 of the Prospectus.
3. Working capital costs comprises the Company's administration and overhead costs, and include operating expenses, accounting costs, auditing costs, insurance costs, legal costs, share registry costs, directors' fees, ASX fees and regulatory compliance costs and expenses.
4. The exploration and development expenditure is in respect of areas which are the subject of granted tenements, and includes annual rental payments and rates.
5. The use of funds may change depending on any intervening events or changes in the Company's circumstances. The Board reserves the right to change the way funds are used and applied.
6. Exploration expenditures will be reviewed on an on-going basis, depending upon the nature of results forthcoming from the respective work programmes.
7. It is the Company's intention to undertake exploration and drilling programmes to achieve results as soon as practicable and, subject to encouraging results being obtained, to delineate JORC Code compliant mineral resources. The Company may seek to raise additional funds within 2 years after listing on ASX to the extent required to increase and accelerate exploration and drilling programmes, as determined by the Board.
8. It is anticipated that the funds available as unallocated working capital may be applied towards any contingency resulting in unforeseen expenses associated with the Company's existing Projects and also towards expenses incurred in identifying and generating new mineral exploration projects or assets. Such expenses may include the cost of purchasing exploration data, commissioning expert reports and studies, acquiring exploration rights and due diligence costs of reviewing potentially suitable projects including associated travel, legal and other professional expenses.

Annexure B – Updated Pro Forma Statement of Financial Position

	Note	Company Audited 30-Jun-16 \$	Subsequent events Unaudited 30-Jun-16 \$	Pro forma adjustments Unaudited 30-Jun-16 \$	Pro forma Unaudited 30-Jun-16 \$
Assets					
Current assets					
Cash and cash equivalents	3	1,333,698	-	5,457,136	6,790,834
Trade and other receivables		10,810	-	-	10,810
Total current assets		<u>1,344,508</u>	<u>-</u>	<u>5,457,136</u>	<u>6,801,644</u>
Non-current assets					
Exploration and evaluation expenditure		109,260	-	-	109,260
Total non-current assets		<u>109,260</u>	<u>-</u>	<u>-</u>	<u>109,260</u>
Total assets		<u>1,453,768</u>	<u>-</u>	<u>5,457,136</u>	<u>6,910,904</u>
Liabilities					
Current liabilities					
Trade and other payables		435,700	-	-	435,700
Borrowings		28,000	-	-	28,000
Total current liabilities		<u>463,700</u>	<u>-</u>	<u>-</u>	<u>463,700</u>
Total liabilities		<u>463,700</u>	<u>-</u>	<u>-</u>	<u>463,700</u>
Net assets		<u>990,068</u>	<u>-</u>	<u>5,457,136</u>	<u>6,447,204</u>
Equity					
Contributed equity	4	1,010,856	-	5,250,136	6,260,992
Reserves	5	-	121,000	207,000	328,000
Accumulated losses	6	(20,788)	(121,000)	-	(141,788)
Total equity		<u>990,068</u>	<u>-</u>	<u>5,457,136</u>	<u>6,447,204</u>

The unaudited pro forma statement of financial position represents the audited statement of financial position of the Company as at 30 June 2016 adjusted for the subsequent events and pro forma transactions outlined in Note 1 below. It should be read in conjunction with the notes to the historical and pro forma financial information.

NOTES:

1. Statement of significant accounting policies

(a) Basis of preparation

The Historical Financial Information has been prepared in accordance with the recognition and measurement requirements of the International Financial Reporting Standards ("IFRS"), adopted by the International Accounting Standards Board and the Corporations Act 2001.

The significant accounting policies that have been adopted in the preparation and presentation of the historical and the Pro forma Historical Financial Information are:

(b) Basis of measurement

The historical and pro forma financial information has been prepared on the historical cost basis except for financial instruments classified at *fair value through profit or loss*, which are measured at fair value.

(c) **Functional and presentation currency**

The historical and pro forma financial information has been presented in Australian dollars which is the Company's functional currency.

(d) **Use of estimates and judgements**

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

(e) **Going concern**

The historical and pro forma financial information has been prepared on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business.

(f) **Income tax**

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustments recognised for prior periods, where applicable.

(g) **Interest Revenue**

Interest revenue is recognised using the effective interest rate method.

All revenue is stated net of the amount of goods and services tax (GST).

(h) **Exploration and evaluation expenditure**

Exploration and evaluation expenditure in relation to separate areas of interest for which rights of tenure are current is carried forward as an asset in the statement of financial position where it is expected that the expenditure will be recovered through the successful development and exploitation of an area of interest, or by its sale; or exploration activities are continuing in an area and activities have not reached a stage which permits a reasonable estimate of the existence or otherwise of economically recoverable reserves. Where a project or an area of interest has been abandoned, the expenditure incurred thereon is written off in the period in which the decision is made.

(i) **Trade and other payables**

These amounts represent liabilities for goods and services provided to the company prior to the end of the financial period and which are unpaid, together with assets ordered before the end of the financial period. The amounts are unsecured and are usually paid within 30 days of recognition.

(j) **Cash and cash equivalents**

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

(k) **GST**

Revenues, expenses, and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated as inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the statement of financial position.

(l) **Borrowings**

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Where there is an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, the loans or borrowings are classified as non-current.

(m) **Issued Capital**

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(n) **Share-based payment transactions**

The Company provides benefits to employees and other parties in the form of share based payments, whereby the employees and parties provide services in exchange for shares and other securities in the Company. The cost of the equity settled share based payment transactions is determined by reference to the fair value of the equity instruments granted.

The fair value of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance/ and or service conditions are fulfilled ("vesting period").

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects:

- (i) The grant date fair value;
- (ii) The extent to which the vesting period has expired; and
- (iii) The number of equity instruments that, in the opinion of the Directors of the Company, will ultimately vest.

This opinion is formed based on the best available information at reporting date. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date.

No expense is recognised for equity instruments that do not ultimately vest, except for equity instruments where vesting is conditional upon a market condition.

2. Cash and cash equivalents

	Audited 30-Jun-16 \$	Unaudited Pro-forma 30-Jun-16 \$
Cash and cash equivalents	1,333,698	6,790,834
GBR cash and cash equivalents as at 30 June 2016		1,333,698
<i>Adjustments arising in the preparation of the pro forma statement of financial position are summarised as follows:</i>		
Proceeds from the Offer pursuant to the Prospectus		6,144,100
Capital raising costs		(686,964)
		5,457,136
Pro-forma cash and cash equivalents		6,790,834

3. Issued capital

	Number of shares	\$
GBR issued share capital as at 30 June 2016	37,673,500	1,010,856
<i>Adjustments arising in the preparation of the pro forma statement of financial position are summarised as follows:</i>		
Fully paid ordinary shares issued at \$0.20 pursuant to this Prospectus	30,720,500	6,144,100
Cash costs associated with the share issue pursuant to this Prospectus	-	(686,964)
Cost of Lead Manager Options issued to in relation to the Offer	-	(207,000)
	30,720,500	5,250,136
Pro-forma issued share capital	68,394,000	6,260,992

4. Reserves

	Audited 30-Jun-16 \$	Unaudited Pro-forma 30-Jun-16 \$
Reserves	-	330,000
GBR reserves as at 30 June 2016		-
<i>Subsequent events are summarised as follows:</i>		
Management Options issued to Managing Director on appointment		123,000
<i>Adjustments arising in the preparation of the pro forma statement of financial position are summarised as follows:</i>		
Lead Manager Options issued to in relation to the Offer		207,000
Pro-forma reserves		330,000

(a) Options

Pursuant to the Offer, the Company will issue 1,500,000 Options to the Lead Manager. The pro forma fair value of the Options is \$0.207 million.

All options have been valued using a standard binomial pricing model based on the fair value of a Company share at the grant date, assuming minimum subscription of the Offer using the following assumptions:

Assumptions	Options
Stock price	\$ 0.20
Exercise price	\$ 0.20
Expiry period	4 years
Expected future volatility	100%
Risk free rate	1.5%
Dividend yield	0%

The terms and conditions of the Options are set out in sections 10.2 of the Prospectus.

(b) Existing Options

At the date of the Prospectus, there is 35,586,750 options over ordinary shares in the Company on issue ("Existing Options").

The Existing Options are exercisable at \$0.20 per options and expire at the earlier of four years after the Company is admitted to the Official List of the ASX or five years from the issue date of the options.

The terms and conditions of the Existing Options are set out in sections 11.4 of the Prospectus.

(c) **Managing Director incentives**

On 1 September the Company appointed Stefan Murphy as Managing Director. Under Mr Murphy's remuneration package he was awarded 2,000,000 performance rights ("Performance Rights") and 1,000,000 options ("Management Options").

The Management Options were issued under the same terms of the Options to the Lead Manager and have been valued at \$0.123 million using a standard binomial pricing model.

The Performance Rights convert into ordinary shares in the Company upon achievement of performance targets as follows:

Class	Performance Hurdle	Entitlement
Class A Performance Right	Within the first 12 months of the Company's admission to ASX, the volume weighted average price ("VWAP") of Shares traded on ASX over any consecutive 3-month period is \$0.30 or more.	500,000 Shares
Class B Performance Right	Within the first 24 months of the Company's admission to ASX, the VWAP of Shares traded on ASX over any consecutive 3-month period is \$0.50 or more.	750,000 Shares
Class C Performance Right	Within the first 36 months of the Company's admission to ASX, the Company delineates and announces to ASX a JORC compliant 'mineral resource' of greater than 500,000 ounces of contained gold reported at 0.5 grams per tonne or more.	750,000 Shares

The cost of the Performance Rights will be recognised over the vesting periods for their respective performance targets.

5. **Accumulated losses**

	Audited 30-Jun-16 \$	Unaudited Pro-forma 30-Jun-16 \$
Accumulated losses	(20,788)	(143,788)
GBR accumulated losses as at 30 June 2016		(20,788)
<i>Subsequent events are summarised as follows:</i>		
Management Options issued to Managing Director on appointment		(123,000)
Pro-forma accumulated losses		<u>(143,788)</u>

6. **Related party disclosure**

Following completion of the Offer, the Directors of GBR will be Gregory Hall, Stefan Murphy, Murray Black and Melanie Leighton. Directors' holdings of shares, directors' remuneration and other directors' interests are set out in Section 11.8 and 11.9 of the Prospectus.

7. Exploration commitments

On 13 June 2016, the company signed Joint Venture Agreements with Eastern Goldfields Mining Company Pty Ltd, which grants the company the rights to earn a 75% interest in the tenements by sole funding certain Joint Venture expenditure upon the terms and conditions set out in the agreements.

Over a five-year period from the commencement date, the company can fund all outgoings payments required to keep the tenements in good standing and all other Joint Venture expenditure, or pay amount to Eastern Goldfields Mining Company Pty Ltd, or a combination of the two to the amounts disclosed below. These obligations are not provided for in the financial statements.

Project	Commitment \$
Balagundi	1,000,000
Broadwood	500,000
Tarmoola	1,400,000
Yamarna	2,000,000
Total	4,900,000

8. Contingent assets and liabilities

The company had no contingent asset or liabilities at the date of this report.

Annexure C – Tenement Schedule

Tenement	Status	Area	Application Date	Grant Date	Expiry Date	Minimum Expenditure	Rent	Application / Grant Date
Balagundi Project – Registered holder: Eastern Goldfields Mining Company Pty Ltd (100%)								
M25/194	Granted	600 ha	1/03/1996	7/01/2008	6/01/2029	\$60,000.00	\$10,230.00	7/01/2008
Broadwood Project – Registered holder: Eastern Goldfields Mining Company Pty Ltd (100%)								
P26/4009	Granted	200 ha	21/08/2014	29/05/2015	28/05/2019	\$8,000.00	\$500.00	29/05/2015
P26/4010	Application	200 ha	21/08/2014					21/08/2014
P26/4030	Granted	187 ha	20/04/2015	4/11/2015	3/11/2019	\$7,480.00	\$467.50	4/11/2015
P26/4037	Granted	200 ha	28/04/2015	1/12/2015	30/11/2019	\$8,000.00	\$500.00	1/12/2015
P26/4038	Granted	175 ha	28/04/2015	1/12/2015	30/11/2019	\$7,000.00	\$437.50	1/12/2015
P26/4039	Granted	121 ha	28/04/2015	1/12/2015	30/11/2019	\$4,840.00	\$302.50	1/12/2015
P26/4049	Granted	200 ha	15/05/2015	1/12/2015	30/11/2019	\$8,000.00	\$500.00	1/12/2015
Jundee South Project – Registered holder: Great Boulder Resources Ltd (100%)								
E53/1101	Granted	6 blocks	1/10/2003	28/07/2006	27/07/2017	\$70,000.00	\$3,105.60	28/07/2006
Tarmoola Project – Registered holder: Eastern Goldfields Mining Company Pty Ltd (100%)								
E37/1241	Granted	3 blocks	21/08/2015	8/03/2016	7/03/2021	\$15,000.00	\$388.50	8/03/2016
E37/1242	Granted	55 blocks	21/08/2015	23/03/2016	22/03/2021	\$55,000.00	\$7,122.50	23/03/2016
P37/8667	Granted	126 ha	24/03/2016	7/10/2016	6/10/2020	\$5,040.00	\$315.00	7/10/2016
P37/8668	Granted	162 ha	24/03/2016	7/10/2016	6/10/2020	\$6,480.00	\$405.00	7/10/2016
P37/8669	Granted	118 ha	24/03/2016	7/10/2016	6/10/2020	\$4,720.00	\$295.00	7/10/2016
P37/8670	Granted	199 ha	24/03/2016	7/10/2016	6/10/2020	\$7,960.00	\$497.50	7/10/2016
P37/8671	Granted	197 ha	24/03/2016	7/10/2016	6/10/2020	\$7,880.00	\$492.50	7/10/2016
P37/8672	Granted	192 ha	24/03/2016	7/10/2016	6/10/2020	\$7,680.00	\$480.00	7/10/2016
P37/8673	Granted	200 ha	24/03/2016	7/10/2016	6/10/2020	\$8,000.00	\$500.00	7/10/2016

P37/8674	Granted	197 ha	24/03/2016	7/10/2016	6/10/2020	\$7,880.00	\$492.50	7/10/2016
P37/8675	Granted	198 ha	24/03/2016	7/10/2016	6/10/2020	\$7,920.00	\$495.00	7/10/2016
P37/8676	Granted	192 ha	24/03/2016	7/10/2016	6/10/2020	\$7,680.00	\$480.00	7/10/2016
P37/8677	Granted	199 ha	24/03/2016	7/10/2016	6/10/2020	\$7,960.00	\$497.50	7/10/2016
P37/8678	Granted	200 ha	24/03/2016	7/10/2016	6/10/2020	\$8,000.00	\$500.00	7/10/2016
P37/8679	Granted	191 ha	24/03/2016	7/10/2016	6/10/2020	\$7,640.00	\$477.50	7/10/2016
P37/8680	Granted	196 ha	24/03/2016	7/10/2016	6/10/2020	\$7,840.00	\$490.00	7/10/2016
P37/8681	Granted	196 ha	24/03/2016	7/10/2016	6/10/2020	\$7,840.00	\$490.00	7/10/2016
P37/8682	Granted	198 ha	24/03/2016	7/10/2016	6/10/2020	\$7,920.00	\$495.00	7/10/2016
P37/8683	Granted	195 ha	24/03/2016	7/10/2016	6/10/2020	\$7,800.00	\$487.50	7/10/2016
P37/8684	Granted	198 ha	24/03/2016	7/10/2016	6/10/2020	\$7,920.00	\$495.00	7/10/2016
P37/8685	Granted	194 ha	24/03/2016	7/10/2016	6/10/2020	\$7,760.00	\$485.00	7/10/2016
Yamarna Project – Registered holder: Eastern Goldfields Mining Company Pty Ltd (100%)								
E38/2685	Granted	12 blocks	20/10/2011	17/09/2013	16/09/2018	\$20,000.00	\$2,417.40	17/09/2013
E38/2952	Granted	3 blocks	23/06/2014	2/08/2016	1/08/2021	\$15,000.00	\$388.50	2/08/2016
E38/2953	Granted	20 blocks	23/06/2014	2/08/2016	1/08/2021	\$20,000.00	\$2,590.00	2/08/2016
E38/2957	Granted	60 blocks	10/07/2014	2/08/2016	1/08/2021	\$60,000.00	\$7,770.00	2/08/2016
E38/2958	Granted	10 blocks	14/07/2014	2/08/2016	1/08/2021	\$20,000.00	\$1,295.00	2/08/2016
P38/4178	Granted	97.38 55 ha	21/08/2015	9/03/2016	8/03/2020	\$3,920.00	\$245.00	9/03/2016

Annexure D – Capital Structure and Restricted Securities

Class	No restriction	Restriction for 12 months from issue	Restriction for 24 months from admission	Total
Fully paid ordinary shares	37,081,225	11,028,132	20,284,643	68,394,000
Options	Nil	8,483,178	29,603,572	38,086,750
Class A Performance Rights	Nil	Nil	500,000	500,000
Class B Performance Rights	Nil	Nil	750,000	750,000
Class C Performance Rights	Nil	Nil	750,000	750,000