



ASX Announcement

ASX Code: GBZ

18 July 2012

Share Purchase Plan – Offer Documents

Pursuant to the Share Purchase Plan (Offer) announced the ASX on 17 July 2012, please find attached copies of Offer documents mailed to Eligible Shareholders today.

A Notice given under ASIC Class Order [CO 09/425] is attached to this announcement.

GBM Resources Limited

Kevin Hart
Company Secretary

18 July 2012

Dear Shareholder

On the 17th of July 2012, GBM Resources Limited (GBM) announced it was undertaking a Share Purchase Plan (SPP) offering to each eligible shareholder of up to a maximum of \$15,000 worth of Shares at 5 cents per Share. The Offer allows Shareholders to increase their holdings without brokerage charges and to support the growth of the Company by making a direct investment.

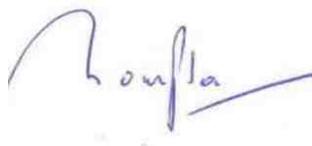
The Company has recently completed a successful 7 hole drill program at its Milo deposit with the following key outcomes:

1. The completed seven hole (numbers MIL014 to MIL20A) program [#] has successfully confirmed that the mineralisation remains open to the north and south and at depth.
2. Drill Hole MIL015 returned 2m @ 6.2% copper which demonstrated that high grade copper mineralisation exists at Milo.
3. Five of the seven holes returned significant rare earth element and copper equivalent results [#].
4. The program confirmed that both the southern extension and northern extension of the mineralised system are beyond the previous maiden rare earth resource outline*.
5. The Milo system is confirmed to be linked to the regionally significant Cloncurry Flexure. To further define the size of the Milo mineralising system, extensive soil geochemistry and mapping is in progress to target additional zones of mineralisation within this extensive hydrothermal system.
6. As a result of the recent successful drilling program the maiden rare earth inferred resource* will be revised and the copper equivalent results will be incorporated to delineate a maiden copper equivalent resource. This work is expected to be completed later this month followed by the completion of the Milo preliminary scoping study.

With a high value opportunity continuing to grow at the Company's "Flagship" Milo project, the Board believes it is very important to ensure momentum is maintained in taking this "company making" project forward into the pre-feasibility study phase as soon as possible.

On behalf of the Board, I recommend the attached SPP offer to you, and look forward to your continued participation in GBM's exciting future as we progress with the scoping study at Milo and advance exploration on the Company's other prospects and highly prospective portfolio of gold tenements.

Your Directors will be subscribing for the maximum amount under the terms of the SPP.



Peter Thompson
Executive Chairman

Refer ASX release dated 12th June and 4th July 2012.

* Maiden inferred resource of 103Mt at an average grade of 760ppm TREEYO, containing 83,500 tonnes of total rare earth elements and yttrium. Announced to ASX on 29 February 2012.

	cutoff (TREEYO)	tonnes	TREEYO (ppm, t)	P2O5 (%, t)	LREEO						HREEY				
					CeO ₂ (ppm, t)	La ₂ O ₃ (ppm, t)	Nd ₂ O ₃ (ppm, t)	Pr ₂ O ₃ (ppm, t)	Sm ₂ O ₃ (ppm, t)	Eu ₂ O ₃ (ppm, t)	Gd ₂ O ₃ (ppm, t)	Y ₂ O ₃ (ppm, t)	Dy ₂ O ₃ (ppm, t)	Er ₂ O ₃ (ppm, t)	Others (ppm, t)
Grades			760	0.85	340	180	95	30	14	5	12	57	9	5	10
Tonnages	400	103,000,000	82,500	873,000	34,600	18,600	9,800	3,080	1,460	520	1,190	5,900	970	550	1,080

Table: total tonnages and grades of TREEYO contained within the Milo Inferred Resource.

(*designates elements assessed as being in critical supply by the US Dept. of Energy, Dec 2011: Critical Materials Strategy, P4.)

Competent Persons Statements

The information in this report that relates to Mineral Resources is based on information compiled by Kerrin Allwood, who is a Member or Fellow of The Australasian Institute of Mining and Metallurgy. Mr Allwood is a full-time employee of the Geomodelling Pty. Ltd a New Zealand based consultancy. Mr Allwood has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Allwood consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The information in this report that relates to Exploration Results is based on information compiled by Neil Norris, who is a Member or Fellow of The Australasian Institute of Mining and Metallurgy. Mr Norris is a full-time employee of the company. Mr Norris has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Norris consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

18 July 2012

Dear Shareholder

INVITATION TO PARTICIPATE IN GBM RESOURCES LTD'S SHARE PURCHASE PLAN

GBM Resources Ltd (ABN 91 124 752 745) (**GBM** or **Company**) is pleased to provide eligible shareholders the opportunity to participate in a share purchase plan to subscribe for ordinary, fully paid shares in the Company (**Plan**) on the terms and conditions (**Terms and Conditions**) enclosed with this letter.

Shareholders Eligible to Participate in the Plan

The right to participate in the Offer under the Plan is optional and is available exclusively to shareholders who are registered as holders of fully paid ordinary shares in the issued capital of GBM (**Shares**) at 5.00pm (WST) on the **Record Date** of Monday 16 July 2012 and whose registered address is in Australia, New Zealand or Singapore (**Eligible Countries**), unless such registered shareholder holds Shares on behalf of another person who resides outside Australia, New Zealand or Singapore or other Eligible Countries as permitted by the Company in light of applicable foreign laws (**Eligible Shareholders**).

Share Purchase Plan

The maximum amount that can be raised under the Plan, if fully subscribed, is approximately A\$3,500,000 and entitles Eligible Shareholders, irrespective of the size of their shareholding, to purchase up to A\$15,000 worth of Shares.

The issue price of 5.0 cents is a 12.3% discount to the volume weighted average price (**VWAP**) of the Company's Shares traded on the Australian Securities Exchange (**ASX**) during the 5 trading days immediately prior to the announcement date of the Offer, and is free of brokerage and commission (**Offer**).

The VWAP of Shares traded on the ASX during the 5 trading days immediately prior to the announcement date of the Offer was 5.7 cents.

An outline of the Plan is set out in this letter and the details are set out in the enclosed Terms and Conditions. An application form for the Plan (**Application Form**) and reply paid envelope are included in this package.

Current Projects

Details of the Company's current activities are set out in the announcements made by GBM to the ASX and are available from the ASX or GBM's website (www.gbmr.com.au).

Purpose of the Offer

The Offer allows many Shareholders to increase their holdings without brokerage and associated charges. It also offers Shareholders the opportunity to support the growth of the Company by making a direct investment in GBM.

The funds raised under the Plan will be used by the Company to:

- Fund the completion of the Milo Scoping Study;
- Undertake further drilling at Milo to continue to define extensions to the known mineralised areas;
- to advance exploration of our gold properties; and
- Increase working capital.

How much can you invest?

Eligible Shareholders may only acquire a maximum of up to A\$15,000 worth of Shares under the Plan.

Subscription and Application Procedure

If you would like to participate in the Offer, the following payment options are available:

(a) Application Form and Accompanying Cheque or Money order

Eligible Shareholders wishing to pay by cheque or money order must follow the instructions on the Application Form and complete the Application Form, provide a cheque or money order that is payable to “**GBM Resources Ltd**” and crossed “**Not Negotiable**” and return the completed Application Form and cheque or money order to:

GBM Resources Limited
c/ - Advanced Share Registry Limited
PO Box 1156
Nedlands WA 6009

to be received by the share registry no later than 5.00pm (**WST**) on 10 August 2012 (**Closing Date**).

(b) Payment by BPAY¹

Eligible Shareholders wishing to pay by BPAY must use the specific biller code and customer reference numbers detailed on their personalised Application Form.

If you choose to pay via BPAY you are not required to submit your Application Form. Your payment will not be accepted after 5:00pm (WST) on the Closing Date and no Shares will be issued to you in respect of that application. If you have multiple holdings you will have multiple BPAY customer reference numbers. To ensure you receive your Shares under the Offer in respect of that holding, you must use the specific biller code and the customer reference number shown on each personalised Application Form when paying for any Shares that you wish to apply for in respect of that holding. If you inadvertently use the same Customer Reference Number for more than one of your applications, you will be deemed to have applied only for the application to which that Customer Reference Number applies and any excess amount will be refunded.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY. It is your responsibility to check that the amount you wish to pay via BPAY does not exceed your limit.

¹ ® Registered to BPAY Pty Ltd, ABN 69 079 137 518

(c) Payment by international wire transfer

If you wish to pay by international wire transfer please register with Mr Kevin Hart, Company Secretary, on (+61) 8 9316 9100, or by email at kevinh@endeavourcorp.com.au to register and receive International Deposit details.

If you have not received your Offer documentation and Personalised Application Form, or require a replacement via post or email, please call Advanced Share Registry on (+61) 8 9389 8033.

Eligible Shareholders may participate by selecting one of the following offers to purchase Shares under the Plan:

	Subscription amount	Shares to be allotted
Offer A	\$1,000	20,000
Offer B	\$3,000	60,000
Offer C	\$5,000	100,000
Offer D	\$10,000	200,000
Offer E	\$15,000	300,000

Once an application under the Plan has been made it cannot be revoked. All valid applications shall be deemed accepted if received before the Closing Date of 5:00pm (WST) on 10 August 2012.

The maximum investment any shareholder may apply for will remain \$15,000 even if a shareholder receives more than one Offer (whether in respect of a joint holding or because the shareholder has more than one holding under a separate account).

Custodians and Nominees

Eligible Shareholders who hold Shares as Custodian or Nominee (**Custodian**) for one or more persons on the Record Date (**Beneficiary**) may apply for up to a maximum amount of A\$15,000 worth of Shares in respect of each Beneficiary who is resident in Australia, New Zealand or Singapore or other Eligible Countries as permitted by the Company in light of applicable foreign laws, subject to providing a Custodian Certificate to the Company, as described in the Terms and Conditions enclosed with this letter. Please refer to the Terms and Conditions for more details.

Acceptance of Risk Factors

The market price of Shares in the Company may rise and fall between the date of the Offer and the date that any Shares are issued to you as a result of your application under this Offer.

By making an application under this Offer and applying for Shares under the Plan, each Eligible Shareholder will be acknowledging that although the purchase price is at a discount to the 5 Day VWAP, Shares are a speculative investment and the price of Shares on ASX may change between the date of the Company announcing its intention to make an Offer and the date of issue of Shares under that Offer and that the value of the Shares received under the Plan may rise or fall accordingly.

On the last trading day immediately prior to the announcement date of the Offer, the closing price of shares trading on ASX was 5.8 cents.

The Board recommends that you obtain your own financial advice in relation to the Offer and consider price movements of Shares in the Company prior to making an application under this Offer.

Additional Information and Important Dates

The Offer cannot be transferred and the directors of the Company (**Directors**) reserve the right to reject any application over \$15,000. Shares allotted under the Plan will be issued as soon as practicable after the Closing Date of the Offer. Application for quotation on ASX of the new Shares will be made immediately following the issue of those Shares.

The approximate number of Shares that may be issued pursuant to this Offer is 70,854,300. The Company, however, reserves absolute discretion regarding the final amount raised under the Plan.

In the event of an oversubscription by the Closing Date the Directors may, in their absolute discretion, scale-back all applications on a pro-rata basis. Scale back for Shares held by a Custodian will be applied at the level of the underlying Beneficiaries.

If the Company rejects or scales-back an application or purported application, the Company will promptly return to the shareholder the relevant application monies, without interest.

Foreign offer restrictions

This document may not be released or distributed in any country other than Australia or New Zealand. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country. In particular, any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

New Zealand

The Shares offered under the Plan are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand and to whom the Offer is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2002* (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Securities Act 1978* (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

Singapore

This document and any other materials relating to the Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Shares, may not be issued, circulated or distributed, nor may the Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Indicative Timetable

Record Date (5:00pm WST)	16 July 2012
Announcement Date of Plan	17 July 2012
Opening Date of Offer*	19 July 2012
Closing Date of Offer (5.00pm WST)*	10 August 2012
Issue of Shares under the Plan*	14 August 2012
Dispatch date for holding statements*	15 August 2012
Quotation of Shares on ASX*	17 August 2012

*These dates are indicative only. The Company may vary the dates and times of the Offer without notice. Accordingly, shareholders are encouraged to submit their Application Forms as early as possible.

Enquiries in Relation to the Application Form or the Plan

If you have any enquiries in relation to your Application Form or the Plan, please call Advanced Share Registry Limited on (+61) 8 9389 8033 or the Company Secretary on (+61) 8 9316 9100.

Yours faithfully

GBM RESOURCES LTD
Peter Thompson
Executive Chairman

GBM RESOURCES LTD
ABN 91 124 752 745

Shareholder Share Purchase Plan - Terms and Conditions

Purpose

The Share Purchase Plan (**Plan**) offers shareholders of GBM Resources Ltd (**Company**) the opportunity to apply for a maximum of \$15,000 to acquire additional fully paid ordinary shares in the Company (**Shares**) at 5 cents per share (being a 12.3% discount to the volume weighted average price (**VWAP**) of Shares on the financial market operated by ASX Limited (**ASX**)) without the need to pay brokerage costs and without the need for Company to issue a Prospectus, upon such terms and conditions as the board of directors of Company, in its absolute discretion, sees fit.

Shareholders eligible to participate

Holders of Shares that are registered with an address in Australia, New Zealand and Singapore (**Eligible Countries**) at the relevant record date, being 16 July 2012, are eligible shareholders (**Eligible Shareholders**) and may participate in the Plan, unless such registered shareholder holds shares on behalf of another person who resides outside Australia, New Zealand or Singapore or other Eligible Countries as permitted by the Company in light of applicable foreign laws. Due to foreign securities laws, it is not practical for shareholders resident in other countries to be offered the opportunity to participate in the Plan.

Participation in the Plan is optional and is subject to these terms and conditions (**Terms and Conditions**). Offers made under the Plan are non-renounceable (i.e. Eligible Shareholders may not transfer their rights to any Shares offered under the Plan).

An offer may, at the discretion of the directors of Company (**Directors**), be made under the Plan once a year. The maximum amount, which any shareholder may subscribe for in any consecutive 12 month period, is \$15,000. The Directors of the Company may also determine in their discretion the minimum amount for participation, the multiple of Shares to be offered under the Plan and the period the offer is available to Eligible Shareholders.

Custodians, trustees and nominees

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Class Order CO 09/425 (refer below) (**Custodian**) or in any more specific ASIC relief granted to the Company in relation to the Plan), you may apply for up to the maximum of new Shares for each beneficiary for whom you act as custodian provided you annexe to your Plan application form (**Application Form**) a certificate to the Company (**Custodian Certificate**) with the following information:

- that you held Shares in the Company on behalf of one or more other persons who are resident in Australia, New Zealand or Singapore and such other country as the Company may permit having regard to the number of shareholders in the country, the number of shares held and the cost of complying with foreign legal requirements (each a **Participating Beneficiary**) at 5:00pm (WST) on Monday 16 July 2012 who have subsequently instructed you to apply for Shares under the Plan on their behalf;
- the number of Participating Beneficiaries and their names and addresses;
- the number of Shares that you hold on behalf of each Participating Beneficiary;
- the dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through another custodian, to apply for on their behalf;

- that the application price for Shares applied under the Offer for each Participating Beneficiary for whom you act plus the application price for any other Shares issued to you as custodian for that Participating Beneficiary under any arrangement similar to the Plan in the prior 12 months does not exceed \$15,000;
- that a copy of the written offer document was given to each beneficiary; and
- where you hold shares on behalf of a beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian.

For the purposes of ASIC Class Order CO 09/425 you are a 'custodian' if you are a registered holder that:

- holds an Australian financial services licence that allows you to perform custodian or depository services or operate IDPS accounts;
- is exempt from holding an Australian financial services licence by virtue of Class Order CO 03/184 or by relying on the Australian financial services licence of your master custodian under regulation 7.1.06(k) of the *Corporations Regulations 2001*;
- is a trustee of a self managed superannuation fund;
- is a trustee of superannuation master trusts;
- is a responsible entity of IDPS like schemes;
- is noted on the Company's register of members as holding the shares on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner describes above. In this case, the rules for multiple single holdings (above) apply.

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To a request Custodian Certificate and if you would like further information on how to apply, you should contact Advanced Share Registry Limited on (+61) 8 9389 8033 from 8.30am to 5.00pm (WST) Monday to Friday during the Offer period.

The Company reserves the right to reject any application for Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements. The Company reserves the right to reject applications in accordance with these Terms and Conditions.

Price of Shares

The price of Shares to be issued under the Plan will be 5 cents per share, being a 12.3% discount to the VWAP of on ASX during the 5 trading days immediately prior to the announcement date of the Offer.

Applications and Notices

At the discretion of the Directors, the Company will send Eligible Shareholders a letter of offer and acceptance procedures, inviting them to subscribe for Shares under the Plan, and accompanied by these Terms and Conditions of the Plan and an Application Form. Over subscriptions to an offer may be refunded without interest.

Notices and statements made by the Company to participants may be given in any manner prescribed by its constitution.

Issue of Shares

Shares to be issued under the Plan will be issued as soon as reasonably practicable after the closing date specified by the Directors in the relevant offer.

Shares issued under the Plan will rank equally in all respects with all other fully paid ordinary shares in the Company from the date of issue.

Shareholding statements or CHESS notification will be issued in respect of all Shares issued under the Plan. The Company will, promptly after the issue of Shares under the Plan, make application for those Shares to be listed for quotation on the official list of ASX.

Modification and Termination of the Plan

The Company may modify or terminate the Plan at any time. The Company will notify ASX of any modification to, or termination of, the Plan. The omission to give notice of any modification to, or termination of, the Plan or the failure of ASX to receive such notice will not invalidate the modification or termination.

Without limiting the above, the Company may issue to any person fewer Shares than the person applied for under the Plan if the issue of the Shares applied for would contravene any applicable law or the Listing Rules of ASX.

Raising Amount and Scaleback

The number of Shares that may be issued pursuant to this Offer is approximately 70,854,300 Shares and if fully subscribed the amount to be raised is approximately \$3,542,715. The Company, however, reserves absolute discretion regarding the final amount raised under the Plan.

In the event of an oversubscription by the Closing Date the Directors may, in their absolute discretion, scale-back all applications on a pro-rata basis. If the Company rejects or scales-back an application or purported application, the Company will promptly return to the shareholder the relevant application monies, without interest.

Dispute Resolution

The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participant, application or Shares. The decision of the Company in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

The Company reserves the right to waive strict compliance with any provision of these Terms and Conditions. The powers of the Company under these conditions may be exercised by the Directors or any delegate of the Directors.

Questions and Contact Details

If you have any questions regarding the Plan or how to deal with this Offer, please contact your stockbroker or professional adviser, Advanced Share Registry Limited on +61 8 9389 8033 or the Company Secretary Mr Kevin Hart on +61 8 9316 9100.

18 July 2012

Company Announcements Office
Australian Securities Exchange Limited
20 Bridge Street
Sydney NSW 2000

NOTICE UNDER ASIC CLASS ORDER [CO 09/425]

GBM Resources Limited (GBM) confirms that it will today dispatch offers to eligible shareholders under the share purchase plan announced to ASX on 17 July 2012. This notice is given pursuant to ASIC Class Order [CO 09/425].

GBM hereby confirms that:

1. GBM will offer up to 70,854,300 fully paid ordinary shares without disclosure to investors under Part 6D.2 of the Corporations Act 2001 (Cth) (**Corporations Act**).
2. This notice is being given in accordance with ASIC Class Order [CO 09/425].
3. As at the date of this notice, GBM has complied with:
 - a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - b) section 674 of the Corporations Act.
4. As at the date of this notice, there is no information:
 - a) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - b) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - ii) the rights and liabilities attaching to the shares for issue.
5. The offer is a Share Purchase Plan offered to all GBM shareholders with a registered address in Australia, New Zealand or Singapore.

The Board expects that the potential effect of the issue of ordinary shares on the control of GBM will be minimal.

Yours sincerely

GBM Resources Limited



Kevin Hart
Company Secretary