RNS Number : 8903I
Valereum PLC
25 November 2025

This announcement contains information which, prior to its disclosure, was inside information as stipulated under Regulation 11 of the Market Abuse (Amendment) (EU Exit) Regulations 2019/310 (as amended). Upon the publication of this announcement via a Regulatory Information Service, this inside information is now considered to be in the public domain.

25/11/25

Valereum Plc
("Valereum", "VLRM" or the "Company")

Valereum Plc has entered into an agreement to raise USD $200m of Royalty and Streaming (R & S) capital from Valereum QGP-SP (a special purpose segregated portfolio company in the process of being formed) ("V-QGP") and pursue a listing on a U.S. National Exchange (NASDAQ/NYSE).

In return for this commitment of USD $200,000,000 of capital (QMTN Perpetual Call Certificates), Valereum Plc will offer a stake of up 49.9% of the Company to Valereum QGP-SP, (a Segregated Portfolio Company (SP) of Quorium Global Photonics SPC 'QGP').

Valereum Plc (AQSE: VLRM) is pleased to announce that it has entered into legally binding heads of terms agreement to raise USD $200m of Royalty and Streaming (R & S) capital from Valereum QGP-SP ("V-QGP").

The Company will also pursue a listing on a U.S. National Exchange (NASDAQ/NYSE).

The strategic investment unlocks significant opportunity for Valereum to:

- ➔ Accelerate the development and deployment of its crypto, blockchain and tokenisation platforms through its AI-driven Royalty and Streaming platforms

- ➔ Build out a broad-based Digital Asset Treasury (DAT) to maximise share price growth

- ➔ Advance strategic acquisitions and partnerships within regulated financial and digital ecosystems that are synergistic, complementary and compatible with AI-driven R & S protocols

- ➔ Substantially strengthen its balance sheet and liquidity position through the injection of new equity from:
    - ◆ Valereum QGP-SP - USD $200m of QMTN Perpetual Call Certificates bearing $10.5m of interest each year (5.25% coupon, payable quarterly)

- ◆ the right to issue shares up to a further 10% of the share capital, to a minority strategic investor (to be confirmed in due course via separate announcement)
- ◆ the right to issue further shares on an opportunistic basis

➔ Expand internationally into new markets and technology verticals, consistent with our focus on AI-driven Royalty and Streaming tokenisation ecosystems and Crypto Banking & Payments, especially via "as a service" white label offerings

➔ Pursue a listing on a U.S. National Exchange (NASDAQ/NYSE).

Under the terms of the agreement, VALEREUM QGP-SP will: **Issue USD $200m asset-backed funding Royalty and Streaming facility to support the Company's strategic growth initiatives and operational expansion.**

In return for this capital commitment, the Company will grant Valereum QGP-SP a 1yr option to purchase up to a maximum 49.9% (of the prevailing share capital of the company) of Ordinary Shares in Valereum Plc, with the conversion price agreed between the Company and V-QGP, reflecting the quantum and quality of capital committed.

Upon any option conversion, the subscription for Ordinary Shares by VALEREUM QGP-SP will thus be in the form of an equity swap of USD $200,000,000 or other QGP-SP R & S secured VALEREUM QGP-SP facilities backed by an over collateralised pool of QGP-SP Royalty and Streaming mining assets. The Royalty and Streaming mining assets collateral is underwritten by Lloyds of London through International Rating Agencies such as A.M. BEST, Fitch, Moody's and S&P, with a minimum rating of at least investment grade, providing institutional validation of asset values and embedded credit default protection.

About Valereum QGP-SP & Segregated Portfolios-

Valereum QGP-SP & Segregated Portfolios- is a Cayman Islands Segregated Portfolio Company delivering secured, Royalty & Streaming asset-backed financing. **Valereum QGP-SP & Segregated Portfolios** delivers next-generation investment vehicles powered by digital treasury innovation, tokenization, and capital injection strategies, connecting global investors with opportunities in advanced R & S finances. They deploy capital through equity, warrants, and structured contracts, secured with credit default protection in a fixed-value structure, where through International Rating Agencies such as A.M. BEST, Fitch, Moody's and S&P underwriting serves as institutional validation of asset value.

Valereum QGP-SP deploys capital into Valereum's R & S mining projects through equity, warrants, and streaming contracts of **Valereum QGP-SP**. Combining disciplined traditional finance with advanced blockchain infrastructure, Valereum QGP-SP equips companies to unlock liquidity, accelerate growth, and implement resilient capital strategies designed for speed, transparency, and long-term value.

The Valereum QGP-SP facility is a tokenised Medium-Term Note program tied to a verifiable blockchain registration, ensuring full transparency and compliance under IFRS and US GAAP. Structured within a Cayman segregated portfolio company (SPC), it maintains traditional MTN protections while adding digital efficiency and real-time traceability.

The VALEREUM QGP-SP R & S facility traceable, and auditable, with verifiable custodial attestations and on-chain records confirming asset validity, ownership, and coupon distributions. Operating under Valereum QGP-SP, a regulated and segregated vehicle, the structure ensures bankruptcy remoteness and liability isolation. Smart contracts automate transfers, coupon payments and reporting. Implementation aligns with standard MTN settlement, with tokenisation layered seamlessly.

U.S. Exchange Listing Application

Valereum will commence the process of applying for a U.S. National Exchange listing. The Company believes this will enhance both the visibility and credibility of Valereum and its strategic partners, unlock access to a broader investor base, and ultimately fuel growth.

Valereum is committed to corporate governance, transparency, and operational excellence, aligning with investors who value forward-thinking businesses at the intersection of finance and technology. We will update shareholders throughout the application process.

Gary Cottle, Group CEO of Valereum, comments:

"The unprecedented scale of this agreement demonstrates the level of institutional belief in our strategy of uniting traditional and digital finance in a regulated framework. It gives us access to major asset-backed capital that can drive expansion, innovation and collaboration. These funds, and further debt and equity that are available working with QGP as a strategic capital partner, will be deployed to build out our Digital Asset Treasury program, a full stack Tokenisation ecosystem that has been thoroughly endorsed by QGP."

James Bannon, Executive Chairperson of Valereum, adds:

"This announcement propels Valereum to the forefront of AI-driven Tokenisation. With decisive institutional backing and a U.S. National Exchange listing about to commence, we're entering a new era of scale, influence, and market leadership."

Pieter Scholtz, Managing Director, Quorium Global Photonics SPC shares:

"QGP is proud to partner with Valereum (VLRM) and their exceptional team. Together, we are combining disciplined, asset-backed capital with visionary digital innovation to unlock liquidity, accelerate strategic growth, and scale the Tokenisation ecosystem responsibly. This partnership sets a new standard for market leadership and long-term value creation."

The agreement is subject to final due diligence, following the binding MoU executed on the 22nd November 2025, and expected to close within 4 weeks, after V-QGP is formed (due this week), funded, and verified independently.

V-QGP will participate in the existing LTIP scheme, subject to threshold and performance revisions, which will be announced in due course, as they will be key revenue generators and drivers.

The Company will announce a new Board structure on completion, with QGP taking 2 of the 5 Board seats, with the requisite controls, governance and oversight agreed to reflect the capital commitment.

The transaction remains subject to the completion of definitive documentation and regulatory approval, along with satisfaction of customary closing conditions.

The Board looks forward to providing further updates as the transaction progresses.

For further information, please contact:

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The Directors of the Company accept responsibility for the contents of this announcement.

Please visit the Company's website at www.vlrm.com

For more information, and the chance to have your questions directly answered by the management team, please head to our interactive investor hub via: Investor Hub.

IMPORTANT NOTICES

The Company holds cryptocurrencies or crypto assets in its treasury. Whilst the Board of Directors of the Company considers holding cryptocurrencies to be in the best interests of the Company, the Board remains aware that the financial regulator in the UK (the Financial Conduct Authority or FCA) considers investment in cryptocurrencies to be high risk. At the outset, it is important to note that an investment in the Company is not an investment in cryptocurrencies, either directly or by proxy and shareholders will have no direct access to the Company's holdings. However, the Board of Directors consider cryptocurrencies to be an appropriate store of value and potential growth and therefore appropriate for the Company. Accordingly, the Company is and intends to continue to be materially exposed to cryptocurrencies.

The Company is neither authorised nor regulated by the FCA, and the purchase of certain cryptocurrencies are generally unregulated in the UK. As with most other investments, the value of cryptocurrencies can go down as well as up, and therefore the value of the Company's cryptocurrencies holdings can fluctuate. The Company may not be able to realise its cryptocurrencies holdings for the same as it paid to acquire them or even for the value the Company currently ascribes to its cryptocurrencies positions due to market movements. Neither the Company nor investors in the Company's shares are protected by the UK's Financial Ombudsman Service or the Financial Services Compensation Scheme.

Cryptocurrencies may present special risks to the Company's financial position. These risks include (but are not limited to): (i) the value of cryptocurrencies can be highly volatile, with value dropping as quickly as it can rise. Investors in cryptocurrencies must be prepared to lose all money invested in cryptocurrencies; (ii) the cryptocurrencies market is largely unregulated. There is a risk of losing money due to risks such as cyber-attacks, financial crime and counterparty failure; (iii) the Company may not be able to sell its cryptocurrencies at will. The ability to sell cryptocurrencies depends on various factors, including the supply and demand in the market at the relevant time. Operational failings such as technology outages, cyber-attacks and commingling of funds could cause unwanted delay; and (iv) crypto assets are characterised in some quarters by high degrees of fraud, money laundering and financial crime. Prospective investors in the Company are encouraged to do their own research before investing.

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