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Valereum PLC
27 August 2026

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FOR IMMEDIATE RELEASE (Aquis Stock Exchange: VLRM)

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

Completion of Definitive Agreement with

Quorium Global Photonics SPC ("QGP")

Security Granted, Issue of Ordinary Shares

and Related Party Transaction

Valereum Plc (AQSE: VLRM | OTCQB: VLRMF), a company aiming to become the global market leader in the tokenised digital markets sector, is pleased to announce that further to the announcement of 22 April 2026, the Definitive Agreement with QGP has become unconditional and the Company has received from QGP, a first-ranking security interest over mining interests in Queensland, Australia ("Security"). In addition, the Company has agreed to issue 55,000,000 new ordinary shares of £0.001 each to QGP at par value increasing QGP's shareholding to 49.9% of Valereum.

Completion of the Definitive Agreement with Quorium Global Photonics SPC

Under the Definitive Agreement, the Company will receive VGOLD-CORE+ tokens (underpinned by independently verified mining assets), with a valuation of approximately $279,500,000. The VGOLD-CORE+ tokens will be paid in quarterly instalments of 13,975 VGOLD-CORE+ tokens, with a face value of $1,000 per token, over a period of 5 years. The first quarterly instalment shall be released to the Company's wallet within 14 business days, with all future tokens being released on a quarterly basis thereafter.

The Company has received 275,000 VGOLD-CORE+ tokens, with the remaining 4,500 tokens due to be transferred into the Company's escrow wallet. Of the 275,000 tokens received, the first four quarterly instalments are held in the Company's wallet and subject to lock-in arrangements until the relevant quarter release date. The remaining tokens delivered to date, together with all future tokens to be transferred, will be held in the Company's escrow wallet and then transferred to the Company's wallet on a quarterly basis (converted according to the active LBMA gold price on each release date).

The VGOLD-CORE+ token (ticker: VCORE) is live on the XRP Ledger, carry a 4.4% yield p.a. (to be satisfied in cash or tokens at the Company's discretion) and are backed by JORC-certified gold reserves with operational infrastructure in place. The Company has been provided with a JORC report confirming the reserves of the underlying mining assets being in excess of $279,500,000. Valereum had previously announced that an international accounting firm had been engaged to lead a verification of the asset backing and proof of reserves. The Company has dispensed with the need for the third party verification as it now has a first-ranking Security interest over mining interest as set out below.

Risk Factors

The VGOLD-CORE+ tokens remain subject to liquidity testing. This testing is intended to establish the liquidity of the tokens and the ability of the Company to realise value from the tokens it holds. The Company is unable to provide a timeline for completion of this testing. Until testing of the liquidity pools has completed, there is a risk that the Company will not be able to sell the tokens or that the value will be less than $275,000,000. The Company has the right to hold the tokens and may choose not to sell them and retain the commercial interest. As part of the completion arrangements, the Company has obtained Security which has enabled the Board to declare the Definitive Agreement unconditional without the testing of liquidity pools.

Shareholders are reminded to read the risk factors contained in the Important Notices section below.

Security

QGP has granted Valereum a first-ranking security interest over mining interest in Queensland, Australia, to which QGP holds all the rights, titles and benefits. This first Security includes the associated mining leases, licences and permits, as extra security for Valereum's liquidity position. The Company has received an undertaking from QGP's legal representative to procure registration of the first ranking security interest against the relevant mining leases and associated assets. The Security is for an amount of US$300 million, and will remain in place for 5 years, reducing on a US$ for US$ basis if and when the Company sells the VGOLD CORE+ tokens for cash.

Subscription Shares

As previously announced on 21 January 2026, the Company entered into a Share Subscription Agreement with QGP. QGP subscribed for 243,478,438 ordinary shares of £0.001 in the Company representing at that time 49.9% of the issued share capital of the Company. The ordinary shares and warrants in respect of Valereum Plc (beneficially owned or held by QGP and its Directors) were pledged until payment of VGOLD-CORE+ tokens and a Definitive Agreement being concluded. As the Definitive Agreement has become unconditional, QGP has now been released from its pledge and share lock-in.

As at the last practical date being 25 August 2026, QGP hold 243,111,439 ordinary shares of £0.001, representing 44.82% of the entire issued share capital of the Company, Valereum has agreed to issue 55,000,000 shares to QGP in order to return QGP to 49.9% of the issued share capital.

On the Definitive Agreement becoming unconditional, the lock-in agreement between QGP and the Company has fallen away and been replaced by an Orderly Market Agreement between QGP, the Company and Guild Financial Advisory Limited, which will remain in place whilst QGP's shareholding represents 20% or more of the Company's issued share capital.

Funding Facility

On 21 January 2026, the Company announced under the Share Subscription Agreement, that QGP had provided to the Company an agreement in principle for a further USD$ 1 billion funding facility. This funding facility has been terminated.

QMTNs to be returned to QGP

Under the Share Subscription Agreement, and in consideration of the subscription shares to QGP, the Company received $200,000,000 of QMTN2601001 ("QMTN" or "QMTNs") tokens, representing direct fractional token ownership of a security (corporate bond within an SPV), in consideration for the issue of the subscription shares, generating an annual coupon of 7.95%, to be paid in USD or USDC quarterly from 29 March 2026 until its maturity on 31 December 2030. Valereum would receive $15,900,000 per annum for the next 5 years and receive the full $200,000,000 principal on maturity.

The QMTN tokens, referred to in announcements dated 21 January 2026, 26 January 2026, 31 March 2026 and 22 April 2026, were issued through QMTN SP, a segregated portfolio of Quorium Global Photonics SPC under Cayman Islands law, representing direct fractional ownership of a referenced Senior Secured Note. As the Definitive Agreement has now become unconditional, the QMTNs will be returned to QGP within 5 business days. The Company is no longer entitled to and will not receive any coupon payments under this instrument and all rights the Company held in relation to the QMTNs under the Share Subscription Agreement will cease.

Historic Payments

The first coupon payment due under the QMTNs of $3,900,000 in cash fell due on 29 March 2026. Subsequently, Valereum agreed to receive payment in a combination of cash and VGOLD-CORE+ tokens. Whilst the Board believed this structure to be better aligned with the Company's strategy as a tokenisation business, the risk at that time was that the VGOLD-CORE+ token had yet to be launched. The VGOLD-CORE+ tokens as announced on 31 March 2026 were not issued because Valereum and QGP entered into a Definitive Agreement before the VGOLD-CORE tokens could be delivered. These VGOLD-CORE+ tokens accepted instead of the first coupon payment under the Share Subscription Agreement now form part of the consideration payable to the Company under the Definitive Agreement as announced on 22 April 2026.

For completeness and clarity, in respect of the $300,000 cash element due to the Company, the Company has received $50,000 in cash and $100,000 in offset credit payments due to QGP, as announced on 21 January 2026. In respect of the remaining amount being $150,000, Valereum agreed to put this towards costs being incurred by QGP in respect of VGOLD CORE+ token development.

Application of New Ordinary Shares

QGP has committed to being a long-term partner and strategic investor. As part of completion negotiations of the Definitive Agreement, Valereum agreed to issue 55,000,000 new ordinary shares of £0.001 each to QGP at par value. The Company confirms that there are no anti-dilution clauses in the Share Subscription Agreement or Definitive Agreement.

Application will be made for the 55,000,000 new ordinary shares, which will rank pari passu with the existing ordinary shares in issue, to be admitted to trading on the Aquis Growth Market ("Admission"). Dealings are expected to commence on or around 2 September 2026.

Conditional on Admission, the Company's issued ordinary share capital will be 597,432,742 ordinary shares of £0.001 each, all carrying voting rights. This figure may be used by shareholders as the denominator for determining whether they are required to notify the Company of an interest in, or a change to their interest in, the Company's securities pursuant to the Company's Articles.

Related Party Transaction

On 6 February 2026, Pieter Scholtz and Gerhard Kotzee were appointed to the Board of Valereum as representatives of QGP. As the Definitive Agreement with QGP has become unconditional, completion of the transaction and entering into the Orderly Marketing Agreement constitutes related party transactions. The Directors (excluding Pieter Scholtz and Gerhard Kotzee) confirm that, having exercised reasonable care, skill and diligence, the related party transactions are fair and reasonable as far as the shareholders of the issuer are concerned.

James Bannon, Chair of Valereum Plc, commented:

"It's done. We are pleased to finally confirm the completion of the Definitive Agreement. The transaction has taken significantly longer than expected due to its size and complexity. We are moving forward with QGP to deliver on our shared ambitions. We'd like to thank our advisers and shareholders for their support and look forward to what's to come."

Pieter Scholtz, Director of QGP, added:

"With the Definitive Agreement now complete, the Company is focused on executing its strategy as market leader in the tokenised digital markets sector. The operational infrastructure is in place and the liquidity facility is ready to be deployed. We will provide further updates on the activation of its liquidity engine in due course."

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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.

Glossary

Term	**Definition**
Liquidity Pools	Collection of money or assets locked in a smart contract.
Liquidity Testing	Testing funding resilience of a financial system.
QMTN or QMTNs	A QMTN is a 'Qualified Medium-Term Note' (often called a Medium-Term Note). It represents direct fractional token ownership of a security (corporate bond within an SPV). Each digital token corresponds to the face value of an underlying asset. The token is purely a technological delivery mechanism for recording fractional ownership. 100% of all value, income, and rights derive exclusively from the underlying asset. The token is a representation and has no independent value in itself. In this instance, the QMTN2601001 are issued through QMTN SP, a segregated portfolio of Quorium Global Photonics SPC under Cayman Islands law, | Face value per token: $10,000 USD with 7.95% annual coupon | Token holders possess economic rights in proportion to their holdings | Maturity: 31 December 2030 | Risk: substantial risks include complete loss of principal, credit risk of the underlying bond issuer, smart contract risk, regulatory uncertainty, and market volatility. Token holders are senior creditors with direct

	proportional claims to all payments and recovery proceeds.
QMTN SP	A segregated portfolio of Quorium Global Photonics
Segregated Portfolio	A company which segregates its assets and liabilities into portfolios.
Token	Unit of value represented digitally on a blockchain.
Tokenisation	The process of representing an asset in digital tokens on a blockchain (digital representation of the real thing).
VGOLD CORE+ (ticker: VCORE)	A gold-backed yield-bearing token issued on the XRP ledger, representing a proportional claim on a diversified pool of physical gold and certified gold reserves.
XRP Ledger	Decentralised, public blockchain favoured in the financial industry for its speed, low cost and institutional-grade features.
Yield-bearing	Generating recurring income (producing returns for holders through dividends, coupon payments, lending interest or fees).

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.

The Company also holds digital tokens as part of its strategy to become the global market leader in the rapidly developing tokenised digital markets sector. Whilst the Board of Directors of the Company considers holding tokens to be in the best interests of the Company, it is important to note that an investment in the Company is not a direct or indirect ownership interest, security, or claim in respect of any underlying asset or reserve to which a token may relate. The valuation of tokens, particularly those linked to mining reserves or other physical assets, is inherently uncertain and may depend on independent third-party verification. Further risks include the liquidity of the tokenised markets, reliance on the security and continued operation of underlying blockchain or smart contract infrastructure, counterparty and custody risk in respect of third party platforms, the risk of misrepresentation or fraud regarding underlying reserves, and evolving regulatory, tax, and accounting treatment. It should not be assumed that tokens carry rights or protections to traditional securities or regulated investment products and investors are encouraged to conduct their own due diligence on the Company's exposure to tokenised assets before making any investment decision.

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