RNS Number : 0065G
Nativo Resources Plc
03 November 2025

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3 November 2025

Nativo Resources Plc

("Nativo" or the "Company")

£2 Million Funding Package

Nativo Resources plc (LON:NTVO), a gold-focused mining company with interests in Peru, announces it has agreed a £2 million funding package with YA II PN Ltd ("YA"), an institutional investor managed by Yorkville Advisors Global, LP (the "Yorkville Group").

The funding package includes a £200,000 equity investment in Nativo on the terms set out below by the Yorkville Group, an unsecured Convertible Loan Note of £1.8 million with YA ("CLN"), and an At-The-Market ("ATM") equity issuance facility with the Company's corporate broker, AlbR Capital Limited ("AlbR Capital"), of up to £2 million. The YA facility has a commitment fee of 1% of the funding package attached, which will be settled in shares at a share price of £0.0044 per share equating to 4,545,454 shares.

Stephen Birrell, Chief Executive Office of Nativo, commented:

"Considering our near-term cash generative opportunities from gold mining and processing in Peru, we have been approached by a multitude of parties offering various funding opportunities over the past few months. Our short-term focus is firmly on resuming gold mining and putting the processing plant into operation. The Yorkville Group funding and ATM facility will enable these goals. We look forward to a partnership with Yorkville Group and believe that it can further assist us in achieving our medium- and long- term goals for bringing the tailings into gold production and acquiring new gold mining opportunities."

Use of Proceeds

The funding package has been conducted within the Company's existing share capital authorities and will provide working capital to resume mining at the Bonanza Gold mine, to build and commission the La Patona Gold Ore Processing Plant ("GOPP") and to initiate the feasibility study for the tailings deposit.

Equity Subscription

Yorkville Group will subscribe £200,000 for 45,454,545 new Ordinary shares (the "Subscription Shares") at a price of £0.0044 per Subscription Share. The proceeds from the Subscription Shares will be used to strengthen the Company's working capital position.

Convertible Loan Note ("CLN")

The principal amount of the CLN is £1.8 million, which will be advanced net of fees. The Company's obligations in respect of the CLN shall be unsecured. The CLN has a maturity date of 12 months after the initial closing of the CLN.

Conditions for payment have been met as of 3 November 2025 (the "Completion Date"), and the funds will be wired to Nativo's UK accounts on the Completion Date. The CLN can be converted into new Nativo shares by YA at £0.0051 per share, representing a 15% premium to the closing price of the shares at the end of the trading day immediately prior to the Completion Date.

Repayment of the loan will be amortised at a rate of £180,000 plus accrued interest per month over 10 months, after the first 60 days from drawdown, unless YA has previously exercised its conversion rights. The loan attracts a modest 5% coupon, which begins to accrue from the Completion Date. The Company has the option to repay the CLN early, at a 5% premium to the amount being repaid. Any proceeds from the ATM described below will be used to meet the amortised repayments, if a payment falls due if not otherwise converted to equity.

Issue of Warrants

Pursuant to the CLN, the Company has issued warrants to YA and agreed that, if an amortisation payment falls due, warrants to the overall value of 25% of the amortisation payment amount will vest and become exercisable (the "Warrants"). The Warrants will have a strike price equal to 115% of the market price of the Company's Ordinary Shares at the end of the trading day immediately prior to the Completion Date and will be valid for a period of three years. The Company may require the exercise of the Warrants if the Company's share price trades at a 30% premium to the strike price for 20 consecutive trading days. YA may offset any payment owed upon exercise of the Warrants against outstanding amounts owed under the CLN. Any conversions made by YA under the CLN will reduce the number of Warrants that can vest on a proportional basis. For the avoidance of doubt, where no monthly amortisation payment is made, no Warrants will vest.

At the Market ("ATM") Facility

As a condition to entering into the CLN, the Company has put in place an ATM facility of up to £2 million with its joint broker AlbR Capital, on terms and conditions agreeable by YA. The purpose of the ATM is to provide the Company with a flexible mechanism to seek to issue new shares and raise capital to repay the amortisation of the YA CLN at prevailing market prices.

AlbR Capital shall undertake, on a reasonable endeavours basis, to facilitate the placing of new shares pursuant to the ATM ("New Securities") over the course of 12 months. The Company shall have the right to place New Securities with AlbR Capital by giving notice to AlbR Capital, at an issue price to be agreed upon by the Company and AlbR Capital.

In no event shall the number of new securities transferred to AlbR Capital cause the aggregate number of new securities of the Company beneficially owned by AlbR Capital and its affiliates to exceed 3% of the Company at any one time.

Upon completion of each sale of New Securities, AlbR Capital shall remit to the Company the amount equal to 97% of the gross sale proceeds (following deduction of, inter alia, costs of sale and commissions).

For so long as the CLN remains outstanding, the Company shall use any proceeds from the ATM to repay the CLN, unless waived by YA.

Both the Warrants and ATM will depend on there being sufficient existing headroom or headroom freed up by the CLN being repaid rather than converted.

Admission and Total Voting Rights

Application will be made to the London Stock Exchange for admission of 49,999,999 ordinary shares being the aggregate of the Subscription Shares of 45,454,545 plus the 1% Commitment Fee, which is being settled with 4,545,454 shares, pursuant to the share capital authorities granted at the last Annual General Meeting, to trading on AIM ("Admission"). It is expected that Admission will become effective, and dealings will commence at 8.00 a.m. on or around 10 November 2025. The Subscription Shares will be issued fully paid and will rank pari passu in all respects with the Company's existing Ordinary Shares.

Following Admission, the total number of Ordinary shares in the capital of the Company in issue will be 514,460,618 with voting rights. This figure may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company's share capital pursuant to (i) the Company's Articles, (ii) the Financial Conduct Authority's Disclosure Guidance and Transparency Rules and/or (iii) the AIM Rules for Companies issued by the London Stock Exchange plc as amended from time to time.

For further information please contact:

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About Nativo Resources plc

Nativo has interests in gold projects in Peru. The Company's strategy is based on three core activities: primary gold mining, gold ore processing, and the recovery of gold from tailings. The Company has already acquired or optioned several projects for development and has identified additional opportunities for expansion. Nativo's nearest-term objective is to scale operations on the Tesoro Gold Concession, focusing on the Bonanza and Morrocota mines. Nativo intends to allocate portions of free cash

flow from mining and processing activities and future fundraises to Bitcoin purchases, and to hold Bitcoin as a long-term treasury reserve asset.

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