RNS Number : 4324E
ValiRx PLC
15 May 2026

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ValiRx PLC

("ValiRx" or the "Company")

Fundraising of up to £1,155,000
for in-licensing, IP portfolio expansion, preclinical development and expansion of ValiRx Animal Health

London, UK - ValiRx Plc (AIM: VAL), an innovative life sciences company focusing on early-stage cancer therapeutics and women's health, with a pipeline of assets including CLX001 and VAL201, announces a fundraising to raise up to £1,155,000 (before expenses) comprising a firm placing ("**Placing**") of 500,000,000 new Ordinary Shares of 0.1 pence ("**New Ordinary Shares**") at a price of 0.2 pence per share (the "**Issue Price**"), (the "**Placing Shares**") and a direct subscription ("**Subscription**") of 2,500,000 new Ordinary Shares (the "**Subscription Shares**") at the Issue Price, raising £5,000 by one of the directors. The Company also intends to shortly implement a facility to enable retail investors to participate in a retail offer (the "**Retail Offer**") of up to £150,000 (the Placing, Subscription and Retail Offer together being the "**Fundraising**"). In addition, for each New Ordinary Share issued pursuant to the Fundraising, the Company will, subject to obtaining shareholder authority at its upcoming annual general meeting in June 2026, grant a warrant to subscribe for one new Ordinary Share on a 1:1 basis, (the "**Fundraising Warrants** ").

The Retail Offer would provide retail investors an opportunity to participate in the Fundraising at the same price as placees. For the avoidance of doubt, the Retail Offer would not be part of the Placing. A further announcement will be made in due course.

The grant of the Fundraising Warrants is subject to shareholder approval of sufficient allotment authorities to be sought at the Company's next annual general meeting.

The Issue Price represents a discount of 17 per cent. to the closing mid-market price of 0.241 pence per Existing Share on 14 May 2026 (being the last practicable Business Day before announcement of the Fundraising).

Shard Capital Partners LLP ("**Shard**") acted as sole broker to the Company for the Placing.

Background to and Reasons for the Fundraising

The Company has identified certain fundamental issues impacting drug development today, in terms of innovation, productivity and access. A lack of expertise in early-stage drug developers, particularly in academia, contributes to low rates of success in translating novel scientific research into valuable new therapeutic assets, hindering both the adoption of innovation and the overall productivity of developing new treatments.

To address these fundamental issues, ValiRx has adopted a strategy to improve the efficacy of translating promising novel research into the preclinical development phase, with a particular focus on women's health and oncology. Combining its clinical knowledge, deep biological expertise, data generation and data interpretation abilities, ValiRx seeks to unlock the substantial potential of early-stage innovation and provide a specialist service for its in-house collaborative projects and third-party innovators through its subsidiary, Inaphaea Biolabs Limited ("Inaphaea").

The Company is focused on a number of near-term operational objectives which may provide potential value inflection points. These include the grant of Cytolytix patents and the filing of new intellectual property, supporting the continued expansion of the Group's intellectual property portfolio; validation of the primary indication for ValiRx Animal Health, with the potential to support external investment and clinical partnering opportunities; and the progression of multiple non-dilutive funding applications, with read-outs expected between July and November 2026.

In addition, the Company is seeking to validate VAL201 2.0 and make associated patent filings, which may further extend the Group's intellectual property portfolio and support potential external investment into Blue Ribbon Bio. The Company is also progressing the establishment of a special purpose vehicle and the in-licensing of the McGill asset, with the potential for a cross-licence to ValiRx Animal Health and external co-development. The Company also expects to complete the 3K screen repurposing selection process and provide a results read-out, which may support future grant funding and/or a partnered asset opportunity.

Fundraising Warrants

In connection with the Fundraising, the Company has offered to all subscribers of New Ordinary Shares, warrants to subscribe for one (1) Ordinary Share for every one (1) New Ordinary Share subscribed for. The Fundraising Warrants will be exercisable at a price of 0.28 pence per Ordinary Share, a premium of approximately 40 per cent. to the Issue Price. The Fundraising Warrants are exercisable at any time until the third anniversary of the date of grant. The Fundraising Warrants will only be granted to subscribers of New Ordinary Shares, conditional *inter alia* on shareholder approval of sufficient allotment authorities to be sought at the Company's forthcoming annual general meeting. **Should the relevant shareholder approval not be obtained, participants in the Fundraising will receive only the New Ordinary Shares subscribed for, and not the related Fundraising Warrants.**

Broker Warrants

Pursuant to the Placing Agreement, the Company has agreed to grant warrants to subscribe for new Ordinary Shares to Shard. The Company has agreed to grant Shard 50,000,000 Broker Warrants. The Broker Warrants will be exercisable at the Issue Price. The Broker Warrants are exercisable at any time until the third anniversary of the date of grant. The Broker Warrants will be granted to Shard, conditional *inter alia* on shareholder approval of sufficient allotment authorities to be sought at the Company's next annual general meeting.

Fundraising highlights

- Placing and Subscription to raise gross proceeds of approximately £1,005,000
- Retail Offer to raise up to an additional £150,000, providing shareholders and other investors an opportunity to participate in the Fundraising
- Warrants to subscribe for one (1) New Ordinary Share for every one (1) New Ordinary Shares subscribed for pursuant to the Fundraising
- Issue Price of 0.2 pence per share represents a discount of 17 per cent. to closing market price on last practicable Business Day prior to this announcement, being 0.241 pence per share.

Admission to trading on AIM

Application has been made to the London Stock Exchange for the Placing Shares and Subscription Shares to be admitted to trading on AIM. It is anticipated that Admission will become effective and that dealings in the New Ordinary Shares will commence on AIM at 8.00 a.m. on or around 1 June 2026 or such other date (being not later than 8.00 a.m. on 15 June 2026) as Cairn, Shard and the Company may agree.

Total Voting Rights

For the purpose of the Disclosure Guidance and Transparency Rules, following Admission the enlarged issued share capital of the Company will comprise 1,320,301,072 (assuming full take up of the Retail Offer if implemented) ordinary shares of 0.1 pence each. The Company does not hold any shares in treasury. The above 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, under the Disclosure Guidance and Transparency Rules.

Martin Gouldstone, Non-Executive Chairman, commented: *"We have had a solid year of progress against our stated goals, notably adding high quality assets to our portfolio. The capital raised will be instrumental in accelerating these and progressing them to value inflection points. ValiRx is building an asset rich business which, we believe is massively undervalued. The current raise is a testament to this."*

Mark Eccleston, CEO, commented: *"This fundraising is intended to support several important strategic and scientific milestones across the ValiRx portfolio. We believe the combination of Cytolytix, the McGill opportunity, our growing companion animal health activities and continued development of our translational capabilities creates multiple opportunities for value creation over the coming 12 months.*

"Importantly, we continue to focus on a capital-efficient model built around licensing, partnerships, SPVs and non-dilutive funding opportunities, rather than relying solely on traditional high-cost biotech development pathways.

"We believe the current valuation does not fully reflect the breadth of assets, intellectual property and commercial optionality within the Group, and this fundraising is designed to help unlock several potential near-term catalysts."

The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulations (EU) No. 596/2014 as it forms part of UK Domestic Law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MAR**"). The Directors of the Company take responsibility for this announcement. In addition, market soundings (as defined in UK MAR) were taken in respect of certain of the matters contained in this Announcement, with the result that certain persons became aware of such inside information, as permitted by UK MAR. Upon the publication of this Announcement, this inside information is now considered to be in the public domain and such persons shall therefore cease to be in possession of inside information.

Information to Distributors

UK Product Governance Requirements

Solely for the purposes of the Product Governance requirements contained within Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK Product Governance Requirements**") and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK Product Governance Requirements) may otherwise have with respect thereto, the Placing Shares and the Fundraising Warrants have been subject to a product approval process, which has determined that the Placing Shares and the Fundraising Warrants are: (i) compatible with an end target market of (a) retail investors, (b) investors who meet the criteria of professional clients and (c) eligible counterparties, each as defined in the FCA Handbook Conduct of Business Sourcebook; and (ii) eligible for distribution through all distribution channels as are permitted by UK Product Governance Requirements (the "**UK Target Market Assessment**"). Notwithstanding the UK Target Market Assessment, distributors should note that: the price of the Placing Shares and the Fundraising Warrants may decline and investors could lose all or part of their investment; the Placing Shares and the Fundraising Warrants offer no guaranteed income and no capital protection; and an investment in the Placing Shares and the Fundraising Warrants is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom.

The UK Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing. Furthermore, it is noted that, notwithstanding the UK Target Market Assessment, Shard will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the UK Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of Chapters 9A or 10A, respectively, of the FCA Handbook Conduct of Business Sourcebook; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to, the Placing Shares and the Fundraising Warrants.

Each distributor is responsible for undertaking its own target market assessment in respect of the Placing Shares and the Fundraising Warrants and determining appropriate distribution channels.

EU Product Governance Requirements

Solely for the purposes of the product governance requirements contained within (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"), (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II and (c) local implementing measures (together the "**EU Product Governance Requirements**") and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the EU Product Governance Requirements) may otherwise have with respect thereto, the Placing Shares and the Fundraising Warrants have been subject to product approval process, which has determined that the Placing Shares and the Fundraising Warrants are: (i) compatible with an end target market of (a) retail investors, (b) investors who meet the criteria of professional clients and (c) eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by EU Product Governance Requirements (the "**EU Target Market Assessment**"). Notwithstanding the EU Target Market Assessment, distributors should note that: the price of the Placing Shares and the Fundraising Warrants may decline and investors could lose all or part of their investment; the Placing Shares and the Fundraising Warrants offer no guaranteed income and no capital protection; and an investment in the Placing Shares and the Fundraising Warrants is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom.

The EU Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing. Furthermore, it is noted that, notwithstanding the EU Target Market Assessment, Shard will only procure investors who meet the criteria of professional clients and eligible counterparties.

Furthermore, it is noted that, notwithstanding the UK Target Market Assessment and the EU Target Market Assessment, Shard will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the EU Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Placing Shares and the Fundraising Warrants.

Each distributor is responsible for undertaking its own target market assessment in respect of the Placing Shares and the Fundraising Warrants and determining appropriate distribution channels.

Cautionary statement

Certain statements made in this announcement are forward-looking statements. Such statements are based on current expectations and assumptions and are subject to a number of risks and uncertainties that could cause actual events or results to differ materially from any expected future events or results expressed or implied in these forward-looking statements. Persons receiving this announcement should not place undue reliance on forward-looking statements. Unless otherwise required by applicable law, regulation or accounting standard, the Company does not undertake to update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise.

For more information, please contact:

Investor questions on this announcement We encourage all investors to share questions on this announcement via our investor hub	https://valirx.com/link/eNbnle
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ValiRx is an AIM-quoted life science company focused on cancer therapeutics and women's health. The Company seeks to identify the most promising research in academia and innovative biotechnology companies and translate this research towards clinical development, providing a pathway to commercialisation.

Use of Proceeds

The proceeds of the Fundraising, in aggregate of approximately £1,155,000 (before expenses and assuming full take up of the Retail Offer if implemented), are intended to be used by the Group for the following:

	Estimated cost
· Set up of new SPV and in licensing of McGill Asset	£0.35M
· Preclinical development of Cytolytix - Immune engagement and toxicity testing	£0.25M
· 3K Screen and new evaluations (including VAL201 2.0)	£0.15M
· Operational costs with balance from R&D tax credits, revenue and grants	£0.25M

The money raised will allow ValiRx and its subsidiaries to build on recent progress, further enhancing its patent protection around both Cytolytix and VAL201 assets which will increase the patent lifetime of the assets and strengthen our negotiating position with potential Pharma partners.

The Directors believe this funding strategy balances disciplined capital allocation with progression of multiple independent commercial and scientific opportunities.

For the purposes of section 571(6)(c) of the Companies Act 2006, the Issue Price has been determined by the Company following discussions with market participants and its professional advisers.

Details of the Placing, Subscription and Fundraising Warrants

Details of the Fundraising

The Fundraising comprises the Placing, the Subscription, Retail Offer and the grant of the Fundraising Warrants.

Further details of each element of the Fundraising are set out below.

The Placing
The Company has conditionally raised approximately £1,000,000 (before expenses) through the Placing.

The Placing Units have been conditionally placed with new and existing investors. The Placing Units are not being underwritten.

The Placing Units were not, and are not being, offered to the public and are not being offered or sold in any jurisdiction where it would be unlawful to do so.

The issue of the Placing Shares is conditional, *inter alia*, on Admission becoming effective by no later than 8.00 a.m. on or around 1 June 2026 or such other date (being not later than 8.00 a.m. on 15 June 2026) as Cairn, Shard and the Company may agree.

The grant of the Fundraising Warrants is conditional, *inter alia*, on shareholder approval of sufficient allotment authorities to be sought at the Company's forthcoming annual general meeting.

The Subscription & Director Participation

The Company has conditionally raised approximately £5,000 (before expenses) through the Subscription.

Gerry Desler has agreed to subscribe for, in aggregate 2,500,000 Subscription Shares and 2,500,000 Fundraising Warrants. In addition, Mark Eccleston has indicated his intention to subscribe for New Ordinary Shares through the Retail Offer if it is implemented. It is expected that, in aggregate, £55,000 will be raised via these subscriptions by the Directors.

The issue of the Subscription Shares is conditional, *inter alia*, on Admission becoming effective by no later than 8.00 a.m. on or around 1 June 2026 or such other date (being not later than 8.00 a.m. on 15 June 2026) as Cairn, Shard and the Company may agree.

Related Party Transaction
The participation of Gerry Desler in the Fundraising is a "related party transaction" for the purposes of Rule 13 of the AIM Rules (the "Transaction"). Cathy Tralau-Stewart and Martin Gouldstone, being directors of the Company independent of the Transaction, having consulted with the Company's nominated adviser, Cairn Financial Advisers LLP, consider that the terms of the Transaction are fair and reasonable in so far as the Company's shareholders are concerned.
Issue Price

The Issue Price represents a discount of approximately 17 per cent. to the closing middle market price of 0.241 pence per Ordinary Share on 14 May 2026, being the latest practicable date prior to the publication of this announcement by the Company on 15 May 2026.

The New Ordinary Shares will be issued as fully paid and will, upon issue, rank *pari passu* with the Existing Ordinary Shares including the right to receive all dividends and other distributions declared, made or paid on or in respect of such shares after their date of issue.

Notification of a Transaction pursuant to Article 19(1) of Regulation (EU) No. 596/2014		
1	**Details of the person discharging managerial responsibilities/person closely associated**	
a.	Name	Gerry Desler
2	**Reason for notification**	
a.	Position/Status	Director
b.	Initial notification/ Amendment	Initial notification
3	**Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor**	
a.	Name	ValiRx PLC

b.	LEI	213800VQKB9SJCQDET40
4	**Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted**	
a.	Description of the financial instrument, type of instrument Identification Code	Ordinary Shares ISIN: GB00BLH13C52
b.	Nature of the transaction	Purchase of shares as part of the Fundraising
c.	Price(s) and volume(s)	Price(s): 0.20 pence; Volume(s): 2,500,000
d.	Aggregated information - Aggregated Volume - Price	N/A
e.	Date of the transaction	14 May 2026
f.	Place of the transaction	Outside a trading venue

DEFINITIONS

The following words and expressions shall have the following meanings in this Announcement unless the context otherwise requires:

· "**Admission**"	· admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules which is expected to occur at 8.00 a.m. on 1 June 2026;
· "**AIM**"	· the market of that name operated by London Stock Exchange;
· "**AIM Rules**"	· the AIM Rules for Companies published by London Stock Exchange from time to time;
· "**Broker Warrant Instrument**"	· the instrument constituting the Broker Warrants which shall be entered into by the Company following and subject to shareholder approval of sufficient allotment authorities being passed at the Company's next annual general meeting, expected to be held in June 2026;

"**Broker Warrants**"	the warrants constituted by the Broker Warrant Instrument and conditionally issued to Shard;
"**Business Day**"	any day other than a Saturday, Sunday or public holiday in England and Wales on which clearing banks in London are open for general banking business;
"**Cairn**"	Cairn Financial Advisers LLP;
"**certificated**" or "**in certificated form**"	not in uncertificated form;
"**Company**" or "**ValiRx**"	ValiRx PLC;
"**CREST**"	the facilities and procedures for the time being of the relevant system of which Euroclear has been approved as operator pursuant to the CREST Regulations;
"**CREST Regulations**"	the Uncertificated Securities Regulations 2001 (SI 2001/3755);
"**Directors**" or "**Board**"	the directors of the Company, or any duly authorised committee thereof;
"**Enlarged Share Capital**"	the issued ordinary share capital of the Company immediately following Admission;
"**Existing Shares**"	the 742,801,072 Shares in issue as at the date of this document;
"**FCA**"	Financial Conduct Authority;
"Form of Proxy"	the form of proxy for use at the General Meeting, which accompanies this document;
"Fundraising"	the fundraising being undertaken by the Company, comprising the Placing, the Subscription, the Retail Offer and the grant of the Fundraising Warrants;
"Fundraising Warrant Instrument"	the instrument constituting the Fundraising Warrants which shall be entered into by the Company following and subject to shareholder approval of sufficient allotment authorities being passed at the Company's next annual general meeting, expected to be held in June 2026;
"Fundraising Warrants"	the warrants constituted by the Fundraising Warrant Instrument and issued to subscribers of New Ordinary Shares;
"**Group**"	the Company and its subsidiary undertakings from time to time;
"**Issue Price**"	0.2 pence per New Ordinary Share;
"Broker"	Shard;
"**London Stock Exchange**"	London Stock Exchange Group plc;
"**Neville Registrars**" or "**Receiving Agent**"	Neville Registrars Limited;
"**New Ordinary Shares**"	the Placing Shares, the Subscription Shares and the Retail Offer Shares;
"**Ordinary Shares**" or **"Shares"**	the ordinary shares of 0.1 pence each in the capital of the Company;
"**Placing**"	the placing by Shard, as agent of the Company, of the Placing Units;

"**Placing Shares**"	500,000,000 Ordinary Shares to be issued by the Company at the Issue Price pursuant to the Placing;
"**Placing Units**"	the Placing Shares and the Fundraising Warrants to be issued to Placees;
"**Register**"	the register of members of the Company;
"**Regulatory Information Service**"	a regulatory information service approved by the FCA and on the list of regulatory information services maintained by the FCA;
"**Resolutions**"	the resolutions to be proposed at the upcoming Annual General Meeting of the Company, expected to be held in June 2026;
"**Restricted Jurisdiction**"	any of Canada, Australia, Belarus, New Zealand, the Republic of Ireland, the Republic of South Africa, Russia, Switzerland or Japan;
"Retail Offer Shares"	means up to 75,000,000 Ordinary Shares to be issued by the Company at the Issue Price conditional on a Retail Offer;
"**Shareholders**"	holders of Shares;
"**Shard**"	Shard Capital Partners LLP;
"Subscriber"	Gerry Desler, who has agreed to subscribe for the Subscription Shares at the Issue Price pursuant to the Subscription Agreement;
"Subscription"	the conditional subscription by the Subscriber for the Subscription Shares at the Issue Price made on the terms and subject to the conditions set out in the Subscription Agreement;
"Subscription Agreement"	the conditional agreement entered into between the Company and the Subscriber, relating to the Subscription;
"**uncertificated form**" or "**in uncertificated form**"	recorded in the Register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST;
"**United Kingdom**" or "**UK**"	the United Kingdom of Great Britain and Northern Ireland;
"**United States**" or "**US**"	the United States of America;
"US Dollar"	the lawful currency of the United States;
"US Securities Act"	the U.S. Securities Act of 1933, as amended; and
"Warrant Instrument"	the instrument which, subject to shareholder approval of sufficient allotment authorities to be sought at the Company's next annual general meeting, expected to be held in June 2026.

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