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Nativo Resources Plc
20 May 2026

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20 May 2026

Nativo Resources Plc

("Nativo" or the "Company")

£2.1 Million Replacement Funding Package

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Issue of warrants

Nativo Resources plc (LON:NTVO), the Peru-focused gold mining company, announces it has agreed a new funding package with YA II PN Ltd (the "Lender"), an institutional investor managed by Yorkville Advisors Global, LP (the "Yorkville Group"). The new package replaces the previous convertible loan note announced on 3 November 2025 (the "November CLN").

The funding package comprises an unsecured loan agreement of £2.1 million provided by the Lender ("Loan Agreement") and an At-The-Market ("ATM") equity issuance facility with the Company's corporate broker, Axis Capital Markets ("Axis"), which is already in place as announced on 2 April 2026.

Use of Proceeds

The funding package has been conducted within the Company's existing share capital authorities. Approximately £1 million of the proceeds from the Loan Agreement will be used to pay off the November CLN early with no penalties. The balance will provide working capital to evaluate the Tesoro 1 and Tesoro veins within the Tesoro Gold Concession, finalise the engineering design for La Patona Gold Ore Processing Plant, and for general and administrative costs.

Loan Agreement

The principal amount of the Loan Agreement is £2.1 million, which will be advanced net of fees.

The Company will repay the outstanding principal of the Loan Agreement in £210,000 equal monthly instalments (each a "Payment Date"), starting on the 60-day anniversary of closing, in cash by paying the instalment amount plus accrued and unpaid interest. The Company shall, at its own option, repay each instalment amount in cash on or before the Payment Date.

The interest rate is 5% (or 18% upon the occurrence of an event of default).

For so long as any payment under the Loan Agreement remains outstanding, the first £220,000 of proceeds drawn from the ATM in each calendar month shall be applied to reduce the outstanding balance unless waived by the Lender.

Warrants

The Company will issue to the Lender 443,105,263 warrants exercisable at £0.004739, being a premium of 39.4% to the mid-market closing price of the Company's shares on 19 May 2026. The Warrants shall be exercisable for three years and shall be exercised on a cash basis.

Under the November CLN, the repayment instalments for February and April 2026 totalled £360,000, and in addition to the cash payment, 17,991,103 warrants were issued to the value of 25% of the instalment payment. The number of warrants issued was calculated using the Company's closing share price on 31 October 2025 and a 15% premium applied, in accordance with the terms of the November CLN, resulting in a warrant subscription price of £0.005003.

As a condition of the new facility being completed, the Company made a final cash payment of £80,000 against the November CLN facility, drawing the balance to £1 million combined with an award of £20,000 in warrants (3,997,601) at a subscription price of £0.005003.

A total of 21,988,605 warrants have been issued to Yorkville Group. The warrants vest immediately and will expire on 3 November 2028. Each warrant entitles the holder to subscribe for one new ordinary share in the Company at the subscription price stated above. The warrants were issued under existing authorities granted to the Directors.

This will bring the total number of warrants outstanding in the Company, including those issued to Yorkville Group pursuant to the new Loan Agreement, to 559,384,488, representing 56% of the Company's currently issued share capital.

The Company shall pay the Lender (or its designee) a non-refundable fee for structuring and due diligence in connection with this transaction of £20,000. The Company shall pay the Lender a commitment fee in the amount of 1% of the Loan Agreement

amount.

Stephen Birrell, Chief Executive Office of Nativo, commented:

"This facility allows Nativo to remove the convertible loan structure of the November 2025 CLN whilst providing working capital to evaluate the other veins on the Tesoro concession and allowing Nativo to finalise the engineering design for La Patona Gold Ore Processing Plant."

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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 may allocate portions of free cash flow from mining and processing activities and future fundraises to Bitcoin purchases and may consider holding Bitcoin as a long-term treasury reserve asset.

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