RNS Number : 7278G
Nativo Resources Plc
02 June 2026

2 June 2026

Nativo Resources Plc

("Nativo" or the "Company")

Publication of Annual Report and Accounts
&
Notice of Annual General Meeting

Nativo Resources plc (LON: NTVO), the growth-focused natural resources company with gold mining and processing interests in Peru, announces that the Company's 2025 Annual Report and Accounts ("ARA") and Notice of Annual General Meeting ("AGM") have been posted to shareholders today. The ARA and AGM Notice are available on the Company's website: https://www.nativoresources.com/.

The Company's 2026 Annual General Meeting (the "AGM") will be held on Monday, 29 June 2026 at 1:00 p.m. BST at the offices of DMH Stallard, Barnards Inn, Fetter Yard, 86 Fetter Lane, London, EC4A 1EN.

At the AGM, the Board is seeking authority to allot shares and disapply pre-emption rights for authorities up to an aggregate nominal amount of £2,258,282.19 to enable the Company to take advantage of specific opportunities to raise additional finance quickly if required, and without the time, cost and expense of the Company having to publish a circular to shareholders.

The resolutions proposed for consideration at the AGM are set out in full in the Notice and are summarised below.

Resolution 5 - Allotment of share capital

The Directors may allot shares and grant rights to subscribe for, or convert, any security into shares only if authorised to do so by shareholders. Resolution 5 will be proposed as an ordinary resolution to grant new authorities to the Directors. This resolution will, if passed, provide the directors with flexibility to allot shares and grant rights to subscribe for, or convert any security into shares up to an aggregate nominal amount of £2,258,282.19. If granted, this authority will expire on 29 June 2028 or if earlier, the date of the Company's AGM in 2028.

Resolution 6 - Disapplication of statutory pre-emption rights

Resolution 6 (which is conditional on Resolution 5 being passed) will, if passed as a special resolution, renew broadly on the same terms as the authority given at the last General Meeting enabling your Directors to allot shares (and other equity securities) for cash and otherwise, on a non-pre-emptive basis, up to an aggregate nominal amount of £2,258,282.19. The purpose of this authority is to enable the Company to take advantage of specific opportunities to raise additional finance quickly if required, and without the time, cost and expense of the Company having to publish a circular to shareholders. If given, this authority will expire on 29 June 2028 or if earlier, the date of the Company's AGM in 2028.

The Board is seeking shareholder approval to authorise the issue of equity securities on a non-pre-emptive basis up to 150% of the Company's issued share capital. This request is being made to provide the Company with the flexibility to respond quickly to growth opportunities and to strengthen its capital position, should suitable opportunities arise.

The Board recognises that the level of authority sought represents a disapplication of pre-emption rights above standard market practice. However, it considers this request to be appropriate in the context of the Company's current financing requirements and growth strategy, and consistent with market practice for companies of a similar size and resources, where enhanced capital flexibility is often necessary to support development and transaction activity.

The Company is focused on pursuing strategic initiatives that will enhance shareholder value, including potential acquisitions, investments in innovation, and the scaling of operations. These opportunities can often require swift execution and timely access to capital.

While the Board remains fully committed to the principles of pre-emption and does not intend to use this authority lightly, it believes that having the flexibility to raise capital at short notice - and potentially at a lower cost - is in the best long-term interests of shareholders. The Company will continue to consider the effects of dilution carefully and will provide clear rationale and disclosure should this authority be exercised.

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 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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