RNS Number : 0613O
Nativo Resources Plc
28 July 2026

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28 July 2026

**Nativo Resources Plc**

("Nativo" or the "Company")

**Placing and Subscription to Raise £640,000**
**&**
**Retail Offer to Shareholders of up to £60,000 Through BookBuild**

Nativo Resources Plc (LON: NTVO), the precious metals company with gold mining and processing interests in Peru, announces it has raised £640,000 (gross proceeds) through Hybridan LLP ("**Hybridan**") by way of a placing ("**Placing**") of 210,000,000 new ordinary shares of 0.15 pence each ("**Ordinary Shares**") in the capital of the Company ("**Placing Shares**") and subscription ("**Subscription"**) for 110,000,000 new Ordinary Shares ("**Subscription Shares**") at an issue price of 0.2 pence per Placing Share and Subscription Share ("**Issue Price**") to accelerate the Company's near-term gold mining and processing opportunities in Peru. The Issue Price represents a discount of approximately 4.8% to the mid-market closing price of an Ordinary Share on 27 July 2026 (being the latest practicable date prior to this announcement).

In addition to the Placing and the Subscription, and in recognition of the continuing support from long-term shareholders, the Company also announces that it will be providing existing eligible retail investors with the opportunity to participate in a retail offer through BookBuild to raise additional gross proceeds of up to £60,000 at the Issue Price ("**Retail Offer**") (together with the Placing and the Subscription, the "**Fundraising**"). A separate announcement will be made by the Company in due course regarding the Retail Offer and its terms. For the avoidance of doubt, the Retail Offer is not part of the Placing or the Subscription. Subject to demand, the Company and Hybridan may decide to increase the size of the Retail Offer.

Participants in the Fundraising will be issued one warrant for every two new Ordinary Shares subscribed ("**Warrants**") in CREST only, with an exercise price of 0.28 pence per Warrant, being a 40% premium to the Issue Price, exercisable for a period of 2.5 years following the date of grant. Warrants will be issued by 30 September

2026 in CREST only and will be transferable. No fractions of Warrants will be issued. The Warrants will not be listed on AIM or any other exchange. The Warrants are conditional on Admission only (as defined below). On exercise of a Warrant, a new Ordinary Share will only be issued in CREST.

**Use of Proceeds**

Net proceeds from the Fundraising will be allocated to working capital to progress the Company's three core gold activities - primary gold mining, gold ore processing and tailings opportunities. Proceeds will go towards the commissioning phase of the Gold Ore Processing Plant ("**Plant**") and positioning the Company to deliver a targeted sequence of catalysts in H2 2026, including project-level Plant financing, a Plant off-take agreement, a new tailings project and further underground development at the Tesoro Gold Concession. Specifically, net proceeds of the Fundraising are intended to be applied as follows:

- To advance Plant construction works, procurement and EPC contractor engagement, supporting commissioning targeted for H2 2026
- To advance the Tesoro Gold Concession development strategy outlined on 29 June 2026
- To advance the Company's tailings recovery pipeline, and to initiate a mineral resource estimate and feasibility study on the 1.8 million tonne Toma La Mano deposit
- To progress due diligence on additional gold mines and processing plants identified through the Kuboc Joint Venture framework announced on 21 May 2026
- For working capital and general corporate purposes, including legal, listing and regulatory requirements

**H2 2026 Catalysts Targeted**

- **Project-Level Plant Funding**

Announce plant financing structured to combine project finance, royalty/stream and equity - designed to optimise dilution for Nativo shareholders. This financing round should take the Company through to project financing.

- **Plant Off-Take Agreement**

Announce a formal off-take agreement with a major commodities group for gold doré production from the Plant - providing revenue certainty ahead of commissioning.

- **New Tailings Project**

Announce a new tailings cleaning project with a major Peruvian mine and plant operator, expanding the scalable pipeline.

- **Maiden Production Enhancement Deal**

Announce entry into a new gold mine and plant project as the Company's first 'production enhancement' engagement on an existing producing operation.

- **Tesoro Mining - Tesoro_1 Focus**

Advance underground development targeting Tesoro_1 - the highest-grade vein in the May 2026 JORC Exploration Target (up to 28,177 oz Au at grades to 11.85 g/t). Next shaft positioning now confirmed to target Tesoro and Tesoro_1 vein systems.

**Directors' Participation**

Certain Directors of the Company are participating by way of separate subscription for new Ordinary Share at the Issue Price in satisfaction of certain outstanding sums owing to them as set out below ("**Director Subscription**"). Warrants will not be issued to Directors in relation to the new Ordinary Shares they are subscribing for.

| Director | Shares subscribed | Equivalent net pay owing | Resultant shareholding | Resultant % of issued share capital* |
|---|---|---|---|---|
| Stephen Birrell (CEO) | 6,625,000 | £13,250 | 18,701,996 | 1.41% |
| Christian Yates (Executive Chair) | 6,625,000 | £13,250 | 14,461,577 | 1.09% |

**As enlarged by the issue of the Placing Shares and Subscription Shares*

The Directors' Subscriptions have been treated as related party transactions under AIM Rule 13. The independent director, Andrew Donovan, considers, having consulted with Zeus Capital, the Company's nominated adviser, that the participation of Mr Birrell and Mr Yates in the Fundraising is fair and reasonable insofar as the Company's shareholders are concerned.

**Retail Offer**

The Company is pleased to announce that the Retail Offer to existing shareholders will shortly be launched via the BookBuild platform to existing retail investors alongside the Placing and Subscription.

The Company values its retail shareholder base and believes it is appropriate to provide its existing retail shareholders in the United Kingdom the opportunity to participate in the Retail Offer at the via the BookBuild platform.

The Retail Offer will be directed at existing retail investors and is intended to give them an opportunity to participate in the Fundraising at the same Issue Price.

The Placing is not conditional upon any minimum amount being raised under the Retail Offer. For the avoidance of doubt, the Retail Offer is not part of the Placing or Subscription.

Participants in the Retail Offer shall also be eligible to receive Warrants in CREST as described above.

No prospectus will be published in connection with the Retail Offer.

**Stephen Birrell, Chief Executive Officer of Nativo, commented:**

*"The Board believes that, at the Company's current market capitalisation, the market has yet to fully recognise the value of Nativo's diversified gold platform, and that completion of the Plant's financing together with delivery of first gold have the potential to support a re-rating of the Company.*

*"We are delighted with the support this Fundraising has received, both from current shareholders and new institutional investors. This funding will take us through to receiving project financing for the Plant. We have a clear near-term production strategy, with an offtake proposal under consideration, and we remain focused on targeting first gold production during Q4 2026, subject to financing and construction.*

*"This Fundraising enables us to progress our core projects simultaneously and position the Company to deliver material milestones within the current year."*

**Admission, Settlement and Dealings**

Application will be made to the London Stock Exchange for the new Ordinary Shares to be issued pursuant to the Fundraising and Director Subscription ("**Fundraising Shares**") to be admitted to trading on AIM ("**Admission**"). It is expected that Admission will become effective and that dealings in the Fundraising Shares will commence, at 8 a.m. on or around 3 August 2026.

The Fundraising Shares will, on Admission, rank pari passu in all respects with the existing Ordinary Shares in issue and will rank in full for all dividends and other distributions declared, made or paid on Ordinary Shares after Admission.

**For further information please contact:**

**Nativo Resources**
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Via Vigo Consulting

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**About Nativo Resources Plc**

Nativo aims to establish itself as a vertically integrated gold mining and processing business in Peru. The Company's strategy is based on developing 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 objectives are to establish gold production and develop La Patona Gold Ore Processing Plant to process Nativo's own and third-party material.

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**Appendix - Notification and public disclosure of transactions by persons discharging managerial responsibilities and persons closely associated with them.**

| | | |
|---|---|---|
| **1.** | **Details of the person discharging managerial responsibilities/person closely associated** | |
| a) | Name | Stephen Birrell |
| **2.** | **Reason for notification** | |
| a) | Position/Status | Chief Executive Officer |
| b) | Initial notification/ Amendment | Initial notification |
| **3.** | **Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor** | |
| a) | Name | Nativo Resources Plc |
| b) | LEI | 2138006SNII7SKIGG445 |
| **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<br><br>Identification Code | Ordinary shares of GBP0.0015 per share par value<br><br>ISIN: GB00BRYPS729 |
| b) | Nature of the transaction | Subscription for new Ordinary Shares |

| | | |
|---|---|---|
| c) | Price(s) and volume(s) | <table><tr><th>Price</th><th>Volume</th></tr><tr><td>0.2 pence</td><td>6,625,000</td></tr></table> |
| d) | Aggregated information<br><br>- Aggregated Volume<br><br>- Price | As above |
| e) | Date of the transaction | 27 July 2026 |
| f) | Place of the transaction | Outside a trading venue |

| | | |
|---|---|---|
| **1.** | **Details of the person discharging managerial responsibilities/person closely associated** | |
| a) | Name | Christian Yates |
| **2.** | **Reason for notification** | |
| a) | Position/Status | Executive Chairman |
| b) | Initial notification/ Amendment | Initial notification |
| **3.** | **Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor** | |
| a) | Name | Nativo Resources plc |
| b) | LEI | 2138006SNII7SKIGG445 |
| **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<br><br>Identification Code | Ordinary shares of GBP0.0015 per share par value<br><br>ISIN: GB00BRYPS729 |
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| | | |
|---|---|---|
| | | |
| d) | Aggregated information<br><br>- Aggregated Volume<br><br>- Price | As above |
| e) | Date of the transaction | 27 July 2026 |
| f) | Place of the transaction | Outside a trading venue |

**Important Notices**

The content of this Announcement has been prepared by and is the sole responsibility of the Company.

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The new Ordinary Shares issued pursuant to the Retail Offer ("**Retail Offer Shares**") have not been and will not be registered under the US Securities Act of 1933, as amended ("**US Securities Act**") or under the applicable state securities laws of the United States and may not be offered or sold directly or indirectly in or into the United States. No public offering of the Retail Offer Shares is being made in the United States. The Retail Offer Shares are being offered and sold outside the United States in "**offshore transactions**", as defined in, and in compliance with, Regulation S under the US Securities Act ("**Regulation S**") to non-US persons (within the meaning of Regulation S). In addition, the Company has not been, and will not be, registered under the US Investment Company Act of 1940, as amended.

This Announcement does not constitute an offer to sell or issue or a solicitation of an offer to buy or subscribe for Retail Offer Shares in the United States, Australia, Canada, New Zealand, Japan, the Republic of South Africa, any member state of the EEA or any other jurisdiction in which such offer or solicitation is or may be unlawful. No public offer of the securities referred to herein is being made in any such jurisdiction.

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The value of Ordinary Shares and the income from them is not guaranteed and can fall as well as rise due to stock market movements. When you sell your investment, you may get back less than you originally invested. Figures refer to past performance and past performance is not a reliable indicator of future results. Returns may increase or decrease as a result of currency fluctuations.

Certain statements in this Announcement are forward-looking statements which are based on the Company's expectations, intentions and projections regarding its future performance, anticipated events or trends and other matters that are not historical facts. These forward-looking statements, which may use words such as "aim", "anticipate", "believe", "intend", "estimate", "expect" and words of similar meaning, include all matters that are not historical facts. These forward-looking statements involve risks, assumptions and uncertainties that could cause the actual results of operations, financial condition, liquidity and dividend policy and the development of the industries in which the Company's businesses operate to differ materially from the impression created by the forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Given those risks and uncertainties, prospective investors are cautioned not to place undue reliance on forward-looking statements.

These forward-looking statements speak only as at the date of this Announcement and cannot be relied upon as a guide to future performance. The Company and BookBuild expressly disclaim any obligation or undertaking to update or revise any

forward-looking statements contained herein to reflect actual results or any change in the assumptions, conditions or circumstances on which any such statements are based unless required to do so by the Financial Conduct Authority, the London Stock Exchange or applicable law.

It is further noted that the Retail Offer is only open to investors in the United Kingdom who fall within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (which includes an existing member of the Company).

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