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**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

**THIS ANNOUNCEMENT AMOUNTS TO A FINANCIAL PROMOTION FOR THE PURPOSES OF SECTION 21 OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 ("FSMA") AND HAS BEEN APPROVED BY PRIMARYBID LIMITED ("PRIMARYBID") WHICH IS AUTHORISED AND REGULATED BY THE FINANCIAL CONDUCT AUTHORITY (FRN 779021)**

**For immediate release**

## News Release

**24 February 2021**

### **Anglo Pacific Group PLC Retail Offer via [PrimaryBid.com](https://PrimaryBid.com)**

Anglo Pacific Group PLC ("**Anglo Pacific**", the "**Company**" or the "**Group**") (LSE: APF, TSX: APY) today announces a retail offer via PrimaryBid of new ordinary shares of 2 pence each in the capital of the Company (the "**Ordinary Shares**") (the "**Retail Shares**") at the Placing Price (as defined below) to retail investors (the "**Retail Offer**").

As separately announced today, the Company is conducting a placing of new Ordinary Shares (the "**Placing Shares**") to institutional investors (the "**Placing**") through an accelerated bookbuild (the "**Bookbuild**"). The price at which the Placing Shares are to be placed (the "**Placing Price**") will be determined at the close of the Bookbuild.

While the Placing structure has been chosen due to its reduced timeframe to completion which enables Anglo Pacific to execute a strategically transformational acquisition as part of its growth strategy, the Company highly values its retail investor base which has supported the Company alongside institutional investors.

Given the longstanding support of retail shareholders, the Company believes that it is appropriate to provide retail investors

the opportunity to participate in the equity fundraise. The Company is therefore making the Retail Offer available exclusively through PrimaryBid.

### **Details of the Retail Offer**

Members of the public may participate in the Retail Offer by applying exclusively through the [www.PrimaryBid.com](http://www.PrimaryBid.com) platform and PrimaryBid mobile app available on the Apple App Store and Google Play. PrimaryBid does not charge investors any commission for this service.

The Retail Offer will be open to retail investors with immediate effect following release of this Announcement. The Retail Offer will close at the same time as the Bookbuild is completed. The Retail Offer may close early if it is oversubscribed.

There is a minimum subscription of £100 per investor under the terms of the Retail Offer which is open to existing shareholders and other investors subscribing via PrimaryBid. The Company, in consultation with PrimaryBid, reserves the right to scale back any order at its discretion. The Company and PrimaryBid reserve the right to reject any applications under the Retail Offer without giving any reason for such rejection.

No commission will be charged to investors on applications to participate in the Retail Offer made through PrimaryBid. It is important to note that once an application for the Retail Shares has been made and accepted via PrimaryBid, that application is irrevocable and cannot be withdrawn.

It is a term of the Retail Offer that the total value of Retail Shares available for subscription at the Placing Price does not exceed €8 million or equivalent. Accordingly, the Company is not required to publish (and has not published) a prospectus in connection with the Retail Offer as it falls within the exemption set out in section 86(1)(e) and 86(4) of the Financial Services and Markets Act 2000. The Retail Offer is not being made into any jurisdiction where it would be unlawful to do so. In particular, the Retail Offer is being made only to persons who are, and at the time the Retail Shares are subscribed for, will be outside the United States and subscribing for the Placing Shares in an "offshore transaction" as defined in, and in accordance with, Regulation S ("**Regulation S**") under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"). Persons who are resident or otherwise located in the United States will not be eligible to register for participation in the offer through PrimaryBid or subscribe for Retail Shares.

The Retail Shares, when issued, will be credited as fully paid and will rank *pari passu* in all respects with each other, the Placing Shares and with the existing Ordinary Shares, including, without limitation, the right to receive all dividends and other distributions declared, made or paid after the date of issue.

Together, the total number of Placing Shares and Retail Shares will be less than 20 per cent. of the Company's existing ordinary share capital.

The Company has also separately announced today that it has agreed to acquire a holding company that, in turn, holds a 70%

net interest in a stream on cobalt production from the Voisey's Bay mine in Canada from private equity sellers for cash consideration of US\$205 million at closing and further contingent consideration of up to US\$27 million (the "**Acquisition**"). The net proceeds of the Placing and the Retail Offer are intended to fund part of the cash consideration payable at completion of the Acquisition. The Placing and the Retail Offer are not conditional upon completion of the Acquisition. In the event that the Acquisition does not complete, the Company will retain the net proceeds of the Placing and the Retail Offer for future potential investment opportunities and general corporate purposes.

The Retail Offer does not require any further shareholder approval. Applications will be made for the Placing Shares and Retail Shares to be admitted to the standard listing segment of the Official List of the Financial Conduct Authority (the "**FCA**") and to be admitted to trading on the main market for listed securities of the London Stock Exchange plc (together, "**Admission**"). It is expected that settlement for the Placing Shares and Retail Shares and Admission will take place on or before 8.00 a.m. on 26 February 2021. The Placing and the Retail Offer are conditional, among other things, upon Admission becoming effective and the Placing Agreement not being terminated in accordance with its terms.

For further details, please refer to the PrimaryBid website at [www.PrimaryBid.com](http://www.PrimaryBid.com). The terms and conditions on which the Retail Offer is made, including the procedure for application and payment for the Retail Shares, is available to all persons who register with PrimaryBid.

**It should be noted that a subscription for Retail Shares and any investment in the Company carries a number of risks. Investors should make their own investigations into the merits of an investment in the Company. Nothing in this Announcement amounts to a recommendation to invest in the Company or amounts to investment, taxation of legal advice. Investors should take independent advice from a person experienced in advising on investment in securities such as the Ordinary Shares if they are in any doubt.**

**This Announcement should be read in its entirety. In particular, you should read and understand the information provided in the "Important Notices" section of this Announcement.**

The person responsible for arranging this announcement on behalf of Anglo Pacific Group PLC is Jason Gray, Company Secretary.

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## **Notes to Editors**

### About the Company.

Anglo Pacific Group PLC is a global natural resources royalty and streaming company. The Company's strategy is to become a leading natural resources company through investing in high quality projects in preferred jurisdictions with trusted counterparties, underpinned by strong ESG principles. It is a continuing policy of the Company to pay a substantial portion of these royalties and streams to shareholders as dividends.

## **IMPORTANT NOTICES**

This announcement (the "**Announcement**") and the information contained in it is not for publication, release or distribution, in whole or in part, directly or indirectly, in or into the United States, Australia, Canada, Japan or South Africa or any other jurisdiction in which publication, release or distribution would be unlawful. This Announcement is for information purposes only and does not constitute an offer to sell or issue, or the solicitation of an offer to buy, acquire or subscribe for shares in the capital of Anglo Pacific Group PLC (the "**Company**") in the United States, Australia, Canada, Japan or South Africa or any other state or jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdictions. The Retail Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold or transferred, directly or indirectly, in or into the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. The Retail Shares are only being offered and sold outside the United States in accordance with Regulation S ("**Regulation S**") under the Securities Act.

All offers of the Retail Shares will be made pursuant to an exemption under the Prospectus Regulation (EU) 2017/1129, as it forms part of United Kingdom law by virtue of the European Union (Withdrawal) Act 2018, as amended, and any acts, regulations, technical standards and guidelines thereunder (the "**UK Prospectus Regulation**") from the requirement to produce a prospectus. No prospectus will be made available in connection with the matters contained in this Announcement and no such prospectus is required (in accordance with the UK Prospectus Regulation) to be published.

The distribution of this Announcement and the offering of the Retail Shares in certain jurisdictions may be restricted by law. No action has been taken by the Company that would, or which is intended to, permit an offering of the Retail Shares in any jurisdiction or result in the possession or distribution of this Announcement or any other offering or publicity material relating to Retail Shares in any jurisdiction where action for that purpose is required. Persons into whose possession this Announcement comes are required by the Company to inform themselves about, and to observe, such restrictions.

This Announcement contains (or may contain) certain forward-looking statements with respect to certain of the Company's current expectations and projections about future events. These statements, which sometimes use words such as "aim", "anticipate", "believe", "intend", "plan", "estimate", "expect" and words of similar meaning, reflect the directors' beliefs and expectations and involve a number of risks, uncertainties and assumptions which could cause actual results and performance to differ materially from any expected future results or performance expressed or implied by the forward-looking statement. Statements contained in this Announcement regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. The information contained in this Announcement is subject to change without notice and, except as required by applicable law, the Company does not assume any responsibility or obligation to update publicly or review any of the forward-looking statements contained in it and nor do they intend to. You should not place undue reliance on forward-looking statements, which speak only as of the date of this Announcement. No statement in this Announcement is or is intended to be a profit forecast or profit estimate or to imply that the earnings of the Company for the current or future financial years will necessarily match or exceed the historical or published earnings of the Company. As a result of these risks, uncertainties and assumptions, the recipient should not place undue reliance on these forward-looking statements as a prediction of actual results or otherwise.

This Announcement does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in the Retail Shares. Any investment decision to buy Retail Shares in the Retail Offer must be made solely on the basis of publicly available information.

The information in this Announcement may not be forwarded or distributed to any other person and may not be reproduced in any manner whatsoever. Any forwarding, distribution, reproduction or disclosure of this information in whole or in part is unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions.

This Announcement does not constitute an invitation to underwrite, subscribe for or otherwise acquire or dispose of any securities in any jurisdiction. This Announcement does not constitute a recommendation concerning any investor's option with respect to the Retail Offer. Each investor or prospective investor should conduct his, her or its own investigation, analysis and evaluation of the business and data described in this Announcement and publicly available information. The price and

value of securities can go down as well as up. Past performance is not a guide to future performance.

The Retail Shares to be issued pursuant to the Retail Offer will not be admitted to trading on any stock exchange other than the London Stock Exchange and the Toronto Stock Exchange (the "**TSX**"), subject to the approval of the TSX. The Company intends to rely on the exemption for "Eligible Interlisted Issuers" under section 602.1 of the TSX Company Manual in connection with the listing of the Retail Shares on the TSX.

Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this Announcement.

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