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16 February 2024

Beowulf Mining plc

("Beowulf" or the "Company")

Proposed fundraising to advance Beowulf projects and Notice of General Meeting

Beowulf (AIM: BEM; Spotlight: BEO), the mineral exploration and development company, announces its intention to undertake a capital raise to advance the Kallak Iron Ore Project in northern Sweden ("Kallak"), the Graphite Anode Materials Plant ("GAMP") in Finland, and for general corporate purposes.

In connection with this capital raise, the Company announces that a General Meeting ("GM") of the Company will be held at Arena Sergel, Malmkillnadsgatan 36, 111 57 Stockholm, Sweden at 2:00 p.m. CET (1:00 p.m. GMT) on 5 March 2024. Further details are set out in the Notice of General Meeting ("Notice of GM"), which will be posted to shareholders later today. The following documents will shortly be available on the "Investors" section of the Company's website under "GM 2024": <https://beowulfmining.com/investors/> :

- Notice of GM;
- Form of Proxy (Shareholders);
- Form of Proxy (Holders of SDRs); and
- Short Notice of GM (Holders of SDRs) (Swedish).

Shareholders who have elected to receive e-communications from the Company will receive a Form of Proxy containing a notification as to the availability of the Notice of GM on the Company's website. All other shareholders will receive a physical copy of the Notice of GM and a Form of Proxy.

Summary

- Beowulf announces its intention to undertake a preferential rights issue of Swedish Depository Receipts ("SDRs") (the "Rights Issue") and a PrimaryBid retail offer of ordinary shares in the Company ("Ordinary Shares") in the UK (the "UK Issue") in the aggregate total of up to the equivalent of approximately SEK 100 million (approximately £7.5 million) (the "Capital Raise").
- The Rights Issue will be for up to the equivalent of approximately SEK 80 million (approximately £6.0 million) before deduction for transaction related costs.
- The main purpose of the Rights Issue will be to finance the continued development of Kallak, including completion of the ongoing Pre-Feasibility Study ("PFS") and environmental studies in preparation for the Environmental Impact Assessment ("EIA") and subsequent application for the environmental permit for Kallak, and the completion of the ongoing PFS and EIA for the GAMP.
- The Company values its UK investor base and therefore the purpose of the UK Issue will be to allow existing

holders of Ordinary Shares ("Shareholders"), along with private and other investors, the opportunity to participate in the Capital Raise, as well as to provide additional working capital in support of the Company's ongoing projects.

- The proposed split of the Capital Raise between the Rights Issue and the UK Issue will be proportionate to the relative shareholdings of SDRs and Ordinary Shares, currently approximately 80 per cent SDRs and 20 per cent Ordinary Shares.
- The UK Issue will be for up to the equivalent of approximately SEK 20 million (approximately £1.5 million) before deduction for transaction related costs.
- Beowulf has secured underwriting commitments which, subject to customary conditions, in aggregate, amount to maximum SEK 50 million (approximately £3.75 million), corresponding to approximately 62.5 per cent of the maximum amount of the Rights Issue.
- Members of the Board of Directors, Executive and Senior Management (including the Company's Chairman and CEO), have declared their intentions to subscribe in the Capital Raise in aggregate of equivalent approximately SEK 1-2 million (approximately £75,000-150,000).
- The Company has entered into a short-term loan agreement ("Bridge Loan") with the Underwriters (as defined below) to provide SEK 10 million to ensure the Company has sufficient financial resources to continue advancing its projects over the coming weeks.
- In order to complete the Capital Raise without unnecessary delay, a GM is planned to be held on 5 March 2024, the purpose of which is to seek an increase in the authorities granted at the 2023 Annual General Meeting to issue securities in the Company to ensure that the Board of Directors has the requisite authorisation and flexibility to increase the Company's share capital, as needed. In addition, given the Company's share price is near the nominal value of the Ordinary Shares, and recognising that the Capital Raise will be conducted at a discount to the current share price, resolutions will be proposed to subdivide the existing Ordinary Shares of 1p each into a new Ordinary Share of 0.1p ("New Ordinary Share") and a deferred A share of 0.9p ("Deferred Share") (the "Capital Reorganisation").
- The formal decision to proceed with the Capital Raise as well as an announcement of its full terms and conditions, inter alia, the proposed subscription price, number of SDRs and Ordinary Shares to be offered, and the proposed timeline, is planned for 7 March 2024.
- A prospectus for the Rights Issue is expected to be published on 12 March 2024 and ahead of the subscription period which is intended to take place between 13 March and 27 March 2024 for both the Rights Issue and the UK Issue.

Background to and reasons for the Capital Raise

Beowulf's strategy is to develop mineral projects critical to Europe's green transition. Beowulf operates through its subsidiaries Jokkmokk Iron Mines AB ("Jokkmokk Iron"), active in Sweden, Grafintec Oy ("Grafintec"), active in Finland, and through 61.1 per cent owned Vardar Minerals Limited ("Vardar"), active in Kosovo.

In March 2022, Jokkmokk Iron was granted a mining concession for the Kallak North iron ore deposit in Norrbotten County in northern Sweden. Kallak North is Beowulf's most advanced project, and the Company's top priority. The main objective for Jokkmokk Iron is to become a supplier of market leading, high-grade, low-impurity iron ore concentrates to support the decarbonisation of the steel industry and, in particular, for the developing green steel producers in the Nordic region.

In January 2023, the Company completed a Scoping Study for Kallak North and shortly after initiated a number of environmental studies in preparation for the EIA and environmental permit application. Following a full review of the Scoping Study, a PFS was initiated in October 2023 with lead mining consultancy group, SLR Consulting Ltd. Metallurgical test-work has been initiated to confirm that the project can produce the high-quality concentrate as this is a key value driver for the project. The intention is to complete the PFS and EIA during the third quarter of 2024, submit the environmental permit application in the fourth quarter and complete a Definitive Feasibility Study ("DFS") for the project in 2025.

In addition to the Kallak North deposit - the focus of the economic studies - resources have been defined at the two Kallak South deposits and a significant exploration target has been identified within the Company's surrounding permits. Further exploration will be considered to assess the economic viability of developing these targets to provide a potential extension to the mine life.

Given the quality of the concentrate that the Kallak project is expected to produce, the Company has already received interest from a number of third-parties. As the project is advanced further, it is anticipated that this interest

will increase and the Company will consider opportunities to form strategic partnerships that could de-risk the project from financing, technical, and market access perspectives and enable an accelerated development.

Grafintec continues to advance the development of the GAMP. In July 2023, the Company completed a PFS on the final stage of the graphite anode material processing. The study envisaged importing spherical coated graphite which would then be coated to produce Coated Spherical Graphite or CSPG which would be sold to anode manufacturers for the lithium-ion battery industry. China, which currently controls 99 per cent of global spherical graphite refining of natural graphite, introduced export controls on graphite products in December 2023. In order to mitigate the supply chain risks that these export controls highlighted, the Company updated its strategy to focus on a fast-track development of the full graphite anode materials plant. A PFS has been initiated which incorporates spheronisation, purification and coating to produce 20,000 tonnes per year of CSPG and will be completed during 2024 along with the EIA. During 2025, a DFS and the environmental permitting process will be concluded with construction possible in 2026 and first production in 2027.

The strategy is to initially import graphite concentrate to feed the GAMP but longer-term, Grafintec intends to develop its own graphite deposits in Finland. The Aitolampi project is one of Europe's largest flake graphite projects and current test-work suggests it is highly amenable to processing into anode material. The Company has a number of earlier stage graphite projects that have the potential to provide additional resources and future feed for the GAMP. Subject to the availability of funds, further exploration work will be undertaken to advance these projects. Following the introduction of the Chinese export controls, the Company has received interest from a number of international groups involved in the production and trade of battery minerals. Grafintec will continue to review opportunities to form strategic partnerships that can both fast-track development and mitigate technical and financing risks.

In Kosovo, Vardar is focused on making discoveries of base and precious metals. The Company has a large and highly prospective land package in a region that has seen very limited exploration since the 1980s. The Mitrovica licence package surrounds the Stan Terg mine that was one of Europe's largest lead/zinc mines. Highly anomalous base and precious metal values have been returned from soil and rock-chip sampling and drilling. To the north of the Mitrovica licence, the Company is exploring the Shala licence package in order to identify and refine exploration targets. In eastern Kosovo, the Company holds the Viti licences that host anomalous copper and gold values and have the potential to host lithium mineralisation. The focus of the current exploration programme is on refining existing exploration targets and identifying new areas of interest.

The main purpose of the Capital Raise will be to finance the continued development of Kallak and the GAMP, including completion of the ongoing PFSs and EIAs during 2024. The Rights Issue will also repay amounts advanced under the Bridge Loan. With sufficient funding available, further programmes will be considered at each of the Company's exploration projects.

Ed Bowie, Chief Executive Officer of Beowulf, commented:

"Since joining Beowulf in mid-August, it is pleasing to have made significant progress across each of our business areas. The team remains focused on optimising the value of our portfolio by advancing each project through its technical and permitting steps.

"The Company's projects are located in tier-one jurisdictions and in commodities that stand to benefit from the drive to decarbonise the global economy and secure supply chains.

"The next 12 months will be an exciting time for the Company as we deliver the PFSs and EIAs at both Kallak and GAMP. We will continue to review opportunities to derisk the projects and fast track their development, including through strategic partnerships. Our objective is to demonstrate the underlying value of our assets and deliver shareholder value."

Use of proceeds

The Rights Issue, if fully subscribed, will provide the Company with the equivalent of approximately SEK 80 million (approximately £6.0 million) before deduction of transaction related costs and compensation to the Underwriters (see "Commitments in relation to the Capital Raise" below). The UK Issue, if fully subscribed, will amount to the equivalent of SEK 20 million (approximately £1.5 million) before deductions for transaction related costs.

With the net proceeds from the Rights Issue, the Company intends to finance the following activities in summary:

- Kallak Iron Ore Project workstreams including PFS, EIA and environmental permitting and stakeholder engagement: SEK 28.5 million (approximately £2.1 million).
- Grafintec workstreams including GAMP PFS and EIA, and ongoing test-work: SEK 19.5 million (approximately £1.5 million).
- Ongoing low-cost exploration at Vardar: SEK 3 million (approximately £0.2 million).
- Corporate costs including repayment of amounts advanced under the Bridge Loan: SEK 16 million (approximately £1.2 million).

Additional proceeds from the UK Issue will be distributed across Beowulf's projects and workstreams to further advance the Company's position and add value to the asset portfolio.

In the event that the Capital Raise is fully subscribed, the Board of Directors anticipates that the working capital will cover the Company's operations for at least 15 months. In a scenario where the Rights Issue is subscribed to the underwritten level of 62.5 per cent and no further funds are provided in the UK Issue, the Board of Directors assesses that the available working capital will cover the Company's operations for the upcoming 12-month period after completion of the intended Capital Raise.

Commitments in relation to the Capital Raise

Beowulf has received underwriting commitments from the Formue Nord Marknadsneutral A/S, Buntel AB, Oscar Molse, Wilhelm Risberg and Fredrik Lundgren (the "Underwriters"). The Underwriters have committed to the Company to the extent that SDRs in the Rights Issue are not subscribed up to SEK 50 million to subscribe for the amount of SDRs required for the Rights Issue to be subscribed up to SEK 50 million, provided that the total underwritten amount does not exceed 65 per cent of the number of SDRs offered in the Rights Issue. Subscription of SDRs according to the underwriting commitments shall be carried out to the subscription price in the Rights Issue.

In addition, members of the Board of Directors and Executive Management (including the Company's Chairman and CEO) have declared their intention to subscribe in the Capital Raise in aggregate equivalent to approximately SEK 1-2 million.

A cash compensation of 12 per cent of the underwritten amount is payable by the Company to the underwriters after completion of the Rights Issue. The underwriters have the option to request that the compensation is received in new SDRs in the amount of 14 per cent of the underwritten amount or as a combination of cash and SDRs. If compensation is to be received in SDRs, the Company will conduct a placing of new additional SDRs to the underwriters, after completion of the Rights Issue, at the same subscription price as in the Rights Issue. No compensation will be paid for the declared intentions of subscription by the Board of Directors and Executive Management. The underwriting commitments and the declared intentions are not secured via bank guarantee, pledging or similar arrangements. If the Board of Directors has not resolved to proceed with the Capital Raise by 30 April 2024, then the Company is liable for 50 per cent of the cash compensation due to the underwriters.

The Underwriters have also agreed to provide the Bridge Loan of SEK 10 million to the Company to ensure the Company has sufficient financial resources to continue the work programmes on its projects. The Bridge Loan carries a monthly interest charge of 1.5 per cent and a commitment fee of 5 per cent.

General Meeting

At the Company's annual general meeting in June 2023, shareholders passed resolutions which would allow the Company to allot, prior to the Capital Reorganisation, approximately 115,000,000 Ordinary Shares for cash on a non-pre-emptive basis. Following the Capital Reorganisation this authority now provides for approximately 1,150,000,000 Ordinary Shares for cash on a non-pre-emptive basis. In any event, this authority will be insufficient to allow the Capital Raise to complete and accordingly the Company is convening the General Meeting in order to seek approval from Shareholders to additional share authorities.

In addition, the Company is not permitted by law to issue Ordinary Shares at an issue price which is below their

In addition, the Company is not permitted by law to issue Ordinary Shares at an issue price which is below their nominal value, currently 1 penny per Ordinary Share. Given the Company's current share price and that the subscription price under the Capital Raise will be determined by reference to a discount to the prevailing market price, the Company feels that it is prudent to sub-divide the existing Ordinary Shares in order to reduce their nominal value. Subject to passing of the necessary resolutions at the General Meeting, each of the existing Ordinary Shares will be sub-divided into one New Ordinary Share of 0.1 pence and a Deferred A Share of 0.9 pence.

The Capital Reorganisation will not of itself affect the value of the shares held by Shareholders. After the Capital Reorganisation there will be the same number of New Ordinary Shares in issue as there are existing Ordinary Shares and therefore Shareholders will not be diluted (other than as a result of the Capital Raise).

The New Ordinary Shares will have the same rights as those currently accruing to the existing Ordinary Shares in issue, including those relating to voting and entitlement to dividends. New share certificates for New Ordinary Shares will not be issued and the existing certificates will remain valid.

The Deferred A Shares will have no significant rights attached to them and will carry no right to vote or participate in distribution of surplus assets and will not be admitted to trading on the AIM market of the London Stock Exchange. The Deferred A Shares will effectively carry no value.

Timetable for the Capital Raise and additional information

The formal decision to proceed with the Capital Raise as well as an announcement of its full terms and conditions, inter alia, the proposed subscription price, number of SDRs and Ordinary Shares to be offered and the proposed timeline, is planned for 7 March 2024. The subscription price in the Capital Raise will be determined by the Board of Directors in consultation with its advisors and in accordance with relevant market conditions, and is planned to be based upon a discount customary in the Swedish market to the average daily weighted average price for the SDRs and the Ordinary Shares during a trading period of a of 10 days prior to the resolution by the Board of Directors. The subscription period for both the Rights Issue and the UK Issue is intended to take place between 13 March and 27 March 2024.

A prospectus related to the Rights Issue containing the full terms and conditions and instructions on subscription and payment will be made available together with other investor material on 12 March 2024 and before the subscription period commences on Beowulf's website (<https://beowulfmining.com/>), Evli Plc's website (www.evli.com), Aqurat's website (www.aqurat.se), as well as Finansinspektionen's website (www.fi.se).

The Company values its UK investor base and therefore the purpose of the UK Issue will be to allow Shareholders, along with private and other investors, the opportunity to participate in the Capital Raise.

Once announced, Shareholders and other investors will be able to access the UK Issue by visiting www.PrimaryBid.com or downloading the PrimaryBid mobile app available on the Apple App Store and Google Play. Shareholders and other investors may also be able to take part through PrimaryBid's extensive network of retail brokers, wealth managers and investment platforms. Subscriptions through these partners can be made from tax efficient savings vehicles such as ISAs or SIPPs, as well as General Investment Accounts (GIAs).

For further details of how to register with PrimaryBid, please refer to the PrimaryBid website at www.PrimaryBid.com. The terms and conditions on which the UK Issue will be made, including the procedure for application and payment for new Ordinary Shares, will be available to all persons who register with PrimaryBid.

Timetable for the Capital Reorganisation

Publication and dispatch of the Circular and Form of Proxy	16 February 2024
Latest time and date for receipt of the Form of Proxy	1:00p.m. GMT on 3 March 2024
Time and date of the General Meeting	1:00 p.m. GMT on 5 March 2024
Results of the General Meeting announced through RNS	5 March 2024
Record date for the share sub-division	6:00pm GMT on 5 March 2024

Advisers

In relation to the Rights Issue, the Company has engaged Evli Plc as Swedish financial adviser, Bird & Bird Advokat KB as Swedish legal advisor and Aqurat Fondkommission AB as Swedish issuing agent.

Enquiries:**Beowulf Mining plc**

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Cautionary Statement

Statements and assumptions made in this document with respect to the Company's current plans, estimates, strategies and beliefs, and other statements that are not historical facts, are forward-looking statements about the future performance of Beowulf. Forward-looking statements include, but are not limited to, those using words such as "may", "might", "seeks", "expects", "anticipates", "estimates", "believes", "projects", "plans", "strategy", "forecast" and similar expressions. These statements reflect management's expectations and assumptions in light of currently available information. They are subject to a number of risks and uncertainties, including, but not limited to, (i) changes in the economic, regulatory and political environments in the countries where Beowulf operates; (ii) changes relating to the geological information available in respect of the various projects undertaken; (iii) Beowulf's continued ability to secure enough financing to carry on its operations as a going concern; (iv) the success of its potential joint ventures and alliances, if any; (v) metal prices, particularly as regards iron ore. In the light of the many risks and uncertainties surrounding any mineral project at an early stage of its development, the actual results could differ materially from those presented and forecast in this document. Beowulf assumes no unconditional obligation to immediately update any such statements and/or forecast.

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