

LANDORE RESOURCES LIMITED

£3.683 MILLION EQUITY FUNDRAISE AND PROPOSED CEO APPOINTMENT & DIRECTORATE CHANGE

London, United Kingdom - 12 June 2024 - Landore Resources Limited (AIM: LND) ("Landore Resources" or the "Company") is pleased to announce that it has conditionally raised £3.683 million before expenses by way of a two tranche subscription (the "Subscription") of, in aggregate, 153,470,334 new ordinary shares of nil par value each in the capital of the Company ("Ordinary Shares") at a price of 2.4 pence per share (the "Subscription Shares"). The Subscription is being cornerstoneed by a new strategic investor, Luso Global Mining B.V. ("LGM"), a subsidiary of the Portuguese quoted Mota-Engil SGPS S.A. (EGL: MOTA.LS), with Mr Alexander Shaw, Managing Director & CEO of LGM, to be appointed as CEO of the Company.

Highlights:

- £3.683m gross Subscription, with a cornerstone amount of £1m being subscribed for by new strategic investor, LGM, a subsidiary of the Portuguese quoted multinational Mota-Engil SGPS S.A which has a current market capitalisation of approximately €1.2bn
- £1.315m of the Subscription will be subscribed for by two well renowned high net worth individuals, both highly experienced in investing in natural resource opportunities, being welcome and supportive investors for the Company
- The net proceeds of the fundraising will significantly strengthen the group's financial position and, *inter alia*, enable further drilling to progress the development of its flagship BAM Gold Project at the Junior Lake property in Northwestern Ontario, with a particular emphasis on increasing the size of the existing resource and targeting high grade areas of the deposit as well as upgrading inferred resources to indicated
- Planned appointment of Alexander Shaw, a highly accomplished geologist with over 15 years' experience of global exploration and production projects, as CEO to spearhead the next phase of the group's growth and development

Interim CEO, Glenn Featherby, commented:

"We are delighted to have secured the support of LGM as cornerstone investor to this substantial Subscription alongside a number of well renowned high net worth individuals, as well as introducing certain other new experienced investors to the Company's register.

"This fundraising is potentially transformational for the Company and serves to demonstrate the inherent value and potential of our existing high-quality asset portfolio. In particular, it will provide a runway to enable us to swiftly commence our planned drill programme on our flagship BAM Gold Project at Junior Lake to further advance this key asset.

"We also look forward to welcoming Alexander as CEO to help drive the strategic growth and further development of the group as we endeavour to generate long term value for our shareholders as a whole from a significantly strengthened position."

Details of the Subscription

The Subscription Shares will represent approximately 49.56 per cent. of the Company's issued share capital as enlarged by the Subscription and associated Fee Shares (as defined below). The Subscription price of 2.4 pence (the "Subscription Price") represents a discount of approximately 15.79 per cent. to the mid-market closing price on AIM of 2.85 pence per Ordinary Share on 11 June 2024, being the latest practicable business day prior to the publication of this announcement.

A further 9,208,220 new Ordinary Shares are to be issued in settlement of certain advisory and introducer fees in relation to the Subscription (the "Fee Shares") (together with the Subscription Shares, the "New Ordinary Shares").

Of the, in aggregate, 162,678,554 New Ordinary Shares, 80,000,000 Subscription Shares have been subscribed for pursuant to the Subscription utilising the Company's existing authority to allot shares for cash on a non-pre-emptive basis (the "Firm Subscription Shares"). The issue of the remaining 82,678,554 New Ordinary Shares (comprising the Fee Shares and the balancing 73,470,334 Subscription Shares pursuant to the Subscription (the "Conditional Subscription Shares"), together, the "Conditional New Ordinary Shares") is conditional, *inter alia*, on the Company obtaining the requisite shareholder approvals in respect of the issue of such shares from its Shareholders at its forthcoming annual general meeting ("AGM"), as detailed further below.

In addition, the Company has agreed, subject to shareholder approval at the AGM, to issue, in aggregate, 10,355,720 warrants to Novum Securities Limited and SCP Resource Finance LP in connection with their services pursuant to the Subscription. Each warrant affords the holder the right to acquire a new Ordinary Share at an exercise price of 2.4 pence for a period of three years from the date of admission of the Conditional New Ordinary Shares.

LGM

LGM was incorporated as an investment and asset development vehicle for the Mota-Engil Group, which was founded more than 77 years ago. With more than 25 years of experience in the mining sector, the Mota-Engil Group has significant multi-commodity experience and an operational presence in both the African and Latin American contract mining and EPC markets. Further information on the Mota-Engil Group is available on its corporate website at: www.mota-engil.com.

LGM is subscribing £1m for 26,875,000 Firm Subscription Shares and 14,791,667 Conditional Subscription Shares such that it will be interested in approximately 11.84 per cent. on Admission (as defined below) of the Firm Subscription Shares and, following the issue of the Conditional Subscription Shares, approximately 13.45 per cent. of the Company's issued share capital as enlarged by the issue of all the New Ordinary Shares.

Use of Proceeds

The net proceeds of the Subscription will primarily be utilised for a drill programme to advance the Company's flagship BAM Gold Project at the Junior Lake property in Northwestern Ontario, with a particular emphasis on increasing the size of the existing resource and targeting high grade areas of the deposit as well as upgrading inferred resources to indicated, and also for the group's general working capital requirements. It will also facilitate the identification and evaluation of potential new project opportunities to augment the group's existing portfolio in due course.

Related Party Transaction

William Humphries, a former director of the Company within the last 12 months, is subscribing £20,000 for 833,333 new Ordinary Shares pursuant to the Subscription. The participation by Mr Humphries in the Subscription is deemed to constitute a related party transaction pursuant to the AIM Rules for Companies. Accordingly, the Company's Board, having consulted with the Company's Nominated Adviser, Strand Hanson Limited, considers the terms of such participation to be fair and reasonable insofar as the Company's shareholders are concerned.

Relationship Deed

In connection with the Subscription, LGM has entered into a relationship deed (the "Relationship Deed") with the Company and its Nominated Adviser, to, *inter alia*, regulate the relationship between itself and the Company on arm's length terms and a normal commercial basis, with the aim that the business and affairs of the Company are undertaken independently of LGM and any person or entity considered to be acting in concert with it. The Relationship Deed also affords LGM the right to nominate a director to the Company's Board. Such deed shall terminate and cease to apply upon LGM ceasing to hold 10 per cent. or more of the Company's issued ordinary share capital.

Proposed CEO Appointment and Directorate Change

It is intended that Mr Alexander Shaw, Managing Director & CEO of LGM, will serve as LGM's representative on the Company's Board, pursuant to its rights under the Relationship Deed, in due course. Such appointment remains subject to satisfactory completion of the due diligence required by the AIM Rules for Companies and AIM Rules for Nominated Advisers to be undertaken by the Company's Nominated Adviser. A further announcement, including the requisite Schedule 2(g) disclosures required under the AIM Rules for Companies, will be made in due course upon Mr Shaw's appointment to the Board.

In the meantime, the Company is pleased to announce that Mr Shaw will assume the role of CEO of the Company in a non-board capacity with effect from 17 June 2024, at which point Mr Glenn Featherby will assume the role of executive director to assist with an orderly transfer of his CEO responsibilities, and thereafter intends to move to a non-executive role.

Mr Shaw is a highly accomplished geologist with over 15 years of global experience in exploration and production. He has spent the majority of his career exploring for and developing diamond, base and precious metal deposits within Africa and Central and South America.

Mr Shaw holds an interdisciplinary DPhil from the University of Oxford which included isotope geochemistry work with the British Geological Survey. He is a Fellow of the Geological Society of London and also a member of the following professional bodies: Australian Institute of Geoscientists, Southern Africa Institute of Mining and Metallurgy, American Institute of Professional Geologists and the Society of Economic Geologists. Mr Shaw also worked for First Quantum Minerals Ltd. in a number of senior technical roles and is the non-executive chairman of Chilwa Minerals Limited (ASX: CHW) which is developing a heavy mineral sands project in Malawi.

Mr Shaw is subscribing for 1,041,667 Conditional New Ordinary Shares pursuant to the Subscription, such that he will be interested in approximately 0.34 per cent. of the Company's issued share capital as enlarged by the New Ordinary Shares.

In connection with his appointment as CEO, the Company has agreed to issue to Mr Shaw 1,000,000 options over Ordinary Shares exercisable at 5 pence each, and a further 1,000,000 options over Ordinary Shares exercisable at 7.5 pence each. Each tranche of options will have an exercise period of five years from the date of issue and will be issued following conclusion of the AGM.

Notice of AGM

A formal Notice of AGM (the "Notice") will be incorporated in the Company's forthcoming Annual Report and financial statements for its financial year ended 31 December 2023. Such Notice will, *inter alia*, include the requisite resolutions to secure sufficient share capital authorities to issue the abovementioned Conditional New Ordinary Shares. The AGM is currently expected to be held on or around Monday 8 July 2024 at La Tonnelle House, Les Banques, St Sampson, Guernsey, GY1 3HS which shareholders will also be permitted to attend online in accordance with the instructions to be set out in the notes to the Notice. The Notice will be made available to view on the Company's website at: www.landore.com once published in due course.

Proposed Additional Director and Management Subscription and Proposed Conversion of Certain Director's Fees

In addition to the above, it is intended that Helen Green, non-executive director, and Michele Tuomi, CEO of Landore Resources Canada Inc., will subscribe £10,000 and £5,000, respectively, for a further, in aggregate, 625,000 new Ordinary Shares at the Subscription Price (the "Proposed Director and Management Subscription") and that Glenn Featherby, Interim CEO, will agree to settle £60,000 of accrued fees/salary from 1 January 2024 to 31 May 2024 by way of the issue of a further 2,500,000 new Ordinary Shares at the Subscription Price (the "Proposed Director Fee Shares"). The Proposed Director and Management Subscription and issue of the Proposed Director Fee Shares are expected to take place once the Company is in an open period, following the forthcoming publication of the Company's Annual Report and financial statements, and subject to shareholder approval of the requisite share capital authorities at the Company's forthcoming AGM. A further update will be provided in due course.

Application for Admission and Total Voting Rights

Application will be made to the London Stock Exchange for admission of the Firm Subscription Shares to trading on AIM ("Admission"). The Firm Subscription Shares will rank *pari passu* with the existing Ordinary Shares and it is expected that Admission will become effective and dealings commence at 8.00 a.m. on or around 18 June 2024.

On Admission, the Company's issued share capital will consist of 227,013,058 Ordinary Shares with voting rights. Landore Resources does not hold any Ordinary Shares in treasury. This figure of 227,013,058 may therefore be used by shareholders in the Company following Admission as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company under the UK Financial Conduct Authority's Disclosure Guidance and Transparency Rules.

A further announcement will be made in due course with respect to the application for admission of the Conditional New Ordinary Shares, the issue of which will, *inter alia*, be subject to the receipt of shareholder approval at the Company's forthcoming AGM.

For further information, please contact:

Landore Resources Limited

Glenn Featherby (Interim CEO)
Tel + 44 7730420318

Strand Hanson Limited (Nominated Adviser and Joint Broker)

James Dance/Matthew Chandler/Robert Collins
Tel: 020 74093494

Novum Securities Limited (Joint Broker)

Jon Belliss/Colin Rowbury
Tel: 020 73999402

About Landore Resources

Landore Resources Limited is an exploration/development company that seeks to grow shareholder value through the advanced exploration and development of precious and battery metals projects in eastern Canada. The Company is primarily focused on the development of its 100% owned BAM Gold Project, located on the Junior Lake Property in Northwestern Ontario.

The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulation (EU) No. 596/2014 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended by virtue of the Market Abuse (Amendment) (EU Exit) Regulations 2019.

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact ms@seq.com or visit www.ms.com.

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

IOEFBMBTMTIBTFI