

Critical Mineral Resources PLC
('CMR' or the 'Company')
£2.5m Financing from New Strategic Investor

Critical Mineral Resources PLC ('CMR' or the 'Company'), the exploration and development company focused on critical metals and minerals in Morocco is pleased to announce it has signed an investment agreement with Gilini Holdings Ltd (the "**Investor**").

The Investor has committed to the provision of £2,500,000 in funding, of which £2,075,000 has an average purchase price of 1.48p per new ordinary share.

The funding will be used for project acquisitions, expanding the Company's commodities trading venture, working on the existing portfolio and general working capital. The Company will continue to focus all its efforts on Morocco.

Financing Cashflows

The first £425,000, which has been received by the Company, has been provided via the issue of loan notes, convertible into ordinary shares of the Company at £0.011 per share, maturing on 31 December 2028 ("CLNs").

The CLNs attract interest of 15% per annum (which accrues) and have one warrant for every two ordinary shares represented by the principal amount of CLNs. Each of the warrants will be exercisable at a price of £0.013 until 31 December 2028 ("**First Tranche CLNs**").

The balance of £2,075,000 ("**Subsequent Finance**") is structured as follows:

£1,325,000 is expected in the second quarter of 2025 (the "**Second Tranche Investment**") and will consist of an £825,000 subscription for new ordinary shares at a price of 1.45p, and £500,000 to be provided through a second loan instrument, convertible at 1.45p and with 5% accruing interest.

The third tranche of £750,000 will be invested in the first quarter of 2026 through a subscription for new ordinary shares at a price of 1.53p.

The Subsequent Finance is contingent on the Company entering into a formal agreement on one or more development projects in Morocco, most likely to be copper or manganese. The Investor may choose to accelerate the provision of the Subsequent Finance, depending on the capital requirements of the Company.

If the issue of ordinary shares to the Investor would bring their shareholding above 29.9% and require them to make a mandatory offer for the Company under the Takeover Code, the ratio of ordinary shares to convertible loan notes to be subscribed for would be adjusted to ensure that this does not occur.

Charlie Long, Chief Executive Officer of CMR PLC, commented:

"We are very pleased to have secured this strategic investment which will allow CMR to deliver an exciting business development story throughout the remainder of 2025 and beyond. The main challenge for junior mining companies is securing sufficient finance to fund exploration and development work, whether on their own assets or as part of an earn-in. CMR is now in the excellent position of being well-financed, enabling it to focus on creating value in Morocco and executing on some extremely exciting opportunities".

Russell Tucker from the Gilini Investment Team shared their enthusiasm for investing in CMR and Morocco, stating, *"We are thrilled to support CMR as we see immense untapped potential in Morocco, particularly for copper. Following thorough due diligence, we have full confidence in CMR's leadership to unlock this opportunity. At Gilini Holdings, we focus on world-class assets and building exceptional teams, and we look forward to applying our expertise in close collaboration with CMR's executive team to maximise success".*

Existing Convertible Loan Instruments

Further to the announcement in the Company's interims on 30 September 2024, the Company confirms that of the undrawn £500,000 convertible loan notes from 17 July 2024 (the "2024 CLNs"), £425,000 have not been drawn and will therefore be cancelled, and effectively be replaced with the First Tranche CLNs announced today. The Investor's provision of the First Tranche CLNs is therefore aligned with that of the 2024 CLNs

notenolders.

The Company also announces that, further to an agreed amendment with noteholders of the terms, the 2024 CLNs convertible instrument has been amended to increase the coupon to 15% and extend the redemption date to 31 December 2025.

The Company has existing 2024 CLNs including capitalised interest outstanding of £230,327 with the following terms:

- Redemption Date: 31 December 2025
- Conversion: any time after the Issue Date but prior to the Maturity Date on 31 December 2025
- Conversion Price: 1.1p
- Interest: 15% coupon

- ENDS -

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Notes to Editors

Critical Mineral Resources (CMR) PLC is an exploration and development company focused on developing assets that produce critical minerals for the global economy, including those essential for electrification and the clean energy revolution. Many of these commodities are widely recognised as being at the start of a supply and demand supercycle.

CMR is building a diversified portfolio of high-quality metals exploration and development projects in Morocco, focusing on copper, manganese and potentially other critical minerals and metals. CMR identified Morocco as an ideal mining-friendly jurisdiction that meets its acquisition and operational criteria. The country is perfectly located to supply raw materials to Europe and possesses excellent prospective geology, good infrastructure and attractive permitting, tax and royalty conditions. In 2023, the Company acquired an 80% stake in leading Moroccan exploration and geological services company Atlantic Research Minerals SARL.

The Company is listed on the London Stock Exchange (CMRS.L). More information regarding the Company can be found at www.cmrplc.com

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