RNS Number : 4583J
Nativo Resources Plc
20 May 2025

This announcement contains inside information for the purposes of Article 7 of the UK version of Regulation (EU) No 596/2014 which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended ("MAR"). Upon the publication of this announcement via a Regulatory Information Service, this inside information is now considered to be in the public domain.

20 May 2025

Nativo Resources Plc

("Nativo" or the "Company")

Publication of Bond Restructuring Proposals

Nativo Resources plc (LON:NTVO), which has interests in gold mines in Peru, is pleased to announce that, following constructive discussions with certain holders of the Company's EUR 10,000,000 Nominal Variable Rate Redeemable Secured Notes 2032 (XS1614175567) (the "Notes"), the Company will shortly publish its proposals in respect of a restructuring of the Notes (the "Proposals") and in doing so convene a meeting of the holders of the Notes (the "Noteholders") to consider the Proposals at 10 a.m. (London Time) on 12 June 2025 at the offices of Peterhouse Capital Limited, 80 Cheapside, London, EC2V 6EE, United Kingdom.

Pursuant to the Proposals, the Company is seeking Noteholder consent to:

- Amend the Notes to allow for conversion of the capital (amounting to €10,000,000) and interest accrued to 31 December 2024 (amounting to approximately €463,992) on the terms summarised below
- Set the rate of interest accrued on the Notes at 0% from 1 January 2025

It is proposed that the Notes shall not be convertible before 1 January 2032 unless the Company's market cap exceeds £35 million for a period of 10 consecutive business days and at Nativo's discretion (the "Market Capitalisation Threshold").

It is proposed that Nativo shall have the right to elect (a) after the Market Capitalisation Threshold has been met or (b) after 1 January 2032 but no later than 30 April 2032, to convert the Notes into Ordinary Shares in the Company at a 10 per cent discount to the price equal to the volume weighted average price of an Ordinary Share for the 10 Business Days before the final conversion date.

It is further proposed that a restructuring success fee be awarded to Noteholders that vote in favour of the Proposals, to be satisfied by the issue of warrants to subscribe for such number of Ordinary Shares in the Company as is equal to 5% of the principal value of the Notes which have been voted in favour with an exercise price of 1.5 pence.

A copy of the circular sent to Noteholders will shortly be available on the Company's website at www.nativoresources.com.

Christian Yates, Executive Chairman of Nativo, commented:

"We are encouraged by the positive and pragmatic dialogue with certain holders of the Notes regarding the proposed restructuring of the Notes in a way that enables Nativo to continue its business plan without the weight of this legacy debt and repayment obligation hanging over it. We believe the proposed restructuring and effective removal of this future cash repayment obligation will make the Company significantly more investible and therefore we encourage all Noteholders to support the proposals.

Our goals, underpinned by record high commodity prices, are to reinitiate production at our gold mines, establish a gold ore processing plant, and develop a large-scale tailings cleaning plant to recover gold and silver. In doing so, we aim to create value for our shareholders and Noteholders alike."

For further information please contact:

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About Nativo Resources plc

Nativo has interests in gold mining and exploration projects in Peru.

Through a 50:50 joint venture established in July 2024 with an experienced local partner ("Boku"), Nativo secured an opportunity to scale operations at the Tesoro Gold Concession, owning 50% of the production and resources. Production and sales of ore to a local gold ore processing plant began in late December 2024.

In March 2025, Nativo acquired directly a 100% interest in the Morrocota Gold Mine, proximal to the Tesoro Gold Concession.

Longer-term, the Company plans to establish its own gold ore processing plant to retain a higher margin from production at its mines.

In March 2025, Boku also secured an option agreement to evaluate the opportunity to recover and sell gold and silver from the Toma La Mano tailings dump in the Ancash region and redeposit the tailings in line with legislation. The Company is investigating other similar regional tailings opportunities.

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