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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

2 December 2024

KEFI Gold and Copper plc

(“KEFI” or the “Company”)

Issue of Equity

Capital Raise of up to £10.6 million

Firm placing, conditional placing and conditional subscription to provide gross cash proceeds of up to £5.5 million for KEFI

and

Retail offer through PrimaryBid to raise up to £500,000

and

Issue of equity to extinguish c.£4.6 million of liabilities

KEFI Gold and Copper (AIM: KEFI), the gold and copper exploration and development company with projects in the Federal Democratic Republic of Ethiopia and the Kingdom of Saudi Arabia, announces a Capital Raise (as defined below) to fund closing costs and final preparations for project launch at Tulu Kapi, with full project launch expected in early 2025.

The fundraising package comprises (together, the “**Capital Raise**”):

- i. a firm placing of 903,193,818 new ordinary shares of 0.1 pence each in the capital of the Company (the “**Ordinary Shares**”) at a price of 0.55 pence per Ordinary Share (the “**Placing Price**”), to raise £4,967,566 (excluding expenses) (the “**Firm Placing**”), including approximately £3.1 million in settlement of existing liabilities, arranged by Tavira Financial Limited (“**Tavira**” or the “**Broker**”);
- ii. a conditional placing of 315,653,909 new Ordinary Shares at the Placing Price, subject to the approval of the Company's shareholders (the “**Shareholders**”) at the Company's general meeting to be held on 2 January 2025 (the “**General Meeting**”), to raise £1,736,097 (excluding expenses) (the “**Conditional Placing**” and, together with the Firm Placing, the “**Placing**”), including approximately £0.7 million in settlement of existing liabilities, also arranged by Tavira;
- iii. a conditional subscription of 472,727,273 Ordinary Shares at the Placing Price by Safaya Investment In Commercial Enterprises & Management Co. L.L.C (the “**Subscriber**”), subject to approval of the Company's shareholders at the General Meeting, to raise £2,600,000 (excluding expenses) (the “**Conditional Subscription**”);

- iv. a conditional issue of 144,788,636 new Ordinary Shares at the Placing Price, subject to approval by the Shareholders at the General Meeting, pursuant to which certain Directors of the Company and corporate advisers have elected to receive new Ordinary Shares in lieu of accrued fees of approximately £800,000 (the “**Conditional Remuneration Issue**”); and
- v. an offer through PrimaryBid of up to 90,909,091 new Ordinary Shares at the Placing Price (the “**Retail Shares**”), to raise up to £500,000 (excluding expenses) (the “**PrimaryBid Offer**”). Further details of the PrimaryBid Offer will be announced shortly after this announcement.

Participants in the Firm Placing, Conditional Placing and Conditional Remuneration Issue have elected to convert certain outstanding liabilities payable by KEFI into new ordinary shares in the capital of the Company. A total of 828,471,733 new shares, will be issued to extinguish £4.6 million of the Company’s outstanding liabilities. Assuming full take up of the PrimaryBid Offer, KEFI will receive cash of £6.0 million (before expenses) as a result of the Capital Raise.

The net proceeds of the Capital Raise will cover the incurred and planned expenditure associated with site and community preparations for the Tulu Kapi gold project (the “**Early Works Programme**”) and costs related to finalising the definitive agreements for financial commitments for capital and operating expenditures aggregating to almost US\$1 billion including capital expenditure \$320 million and life-of-mine operating expenditures such as mining services and power purchases over the life of the project, which are expected to be finalised during the next month or so to enable launch of major works (the “**Major Works**”) at the Tulu Kapi gold project (the “**Project**”) as soon as independent certification confirms final capital budgets and the readiness of the community and the project site and transport routes.

Participants in the Capital Raise include long-standing UK Shareholders along with new institutional and other investors from Europe and the Middle East.

Harry Anagnostaras Adams, Executive Chairman of KEFI Gold and Copper commented:

“KEFI is pleased to have secured this international funding package to underpin the launch of Major Works at the Tulu Kapi gold project which are expected to commence in early 2025. We have at the same time provided a mechanism for existing Shareholders to participate.

“We also expect this capital raise will facilitate the granting of additional long-targeted licences in Ethiopia, which we believe will be complementary to operations and the value proposition of Tulu Kapi.”

Placing

The Company will raise £4,967,566 (excluding expenses) through the issue of 903,193,818 new Ordinary Shares (the “**Firm Placing Shares**”) at the Placing Price, and £1,736,097 (excluding expenses) through the issue of 315,653,909 new Ordinary Shares (the “**Conditional Placing Shares**”) at the Placing Price, subject to the approval of the Shareholders at the General Meeting.

Conditional Subscription

The Company will raise £2,600,000 (excluding expenses) through the issue of 472,727,273 new Ordinary Shares (the “**Conditional Subscription Shares**”) at the Placing Price, subject to the approval of the Shareholders at the General Meeting.

Conditional Remuneration Issue

The Company is proposing to issue 144,788,636 new Ordinary Shares to certain Directors and corporate advisers (the "**Conditional Remuneration Shares**") in lieu of accrued fees of approximately £800,000, subject to the approval of the shareholders at the General Meeting.

Primary Bid Offer

The Directors recognise the importance of providing retail shareholders and investors an opportunity to participate in the Company's ongoing funding. Consequently, the Company intends to make the Primary Bid Offer.

Further details of the Primary Bid Offer will be announced shortly after this announcement.

Use of Proceeds

The expected net proceeds of the Capital Raise of approximately £10.1 million (the "**Net Proceeds**") will be applied to:

- completion of project financing and launch of the Company's Tulu Kapi gold project (the "**Project**"), including legal and professional fees of KEFI and its banks, preparation of the community, site and district security installation and administrative costs of satisfying the remaining conditions for the project finance package;
- settling current liabilities and advances to strengthen the Company's balance sheet ahead of proposed Project development and anticipated issuance of a number of exploration licence applications in Ethiopia; and
- general working capital purposes.

The Company expects the Project's Major Works to launch in early 2025 following the signing of detailed definitive documentation and satisfaction of the outstanding conditions precedent that are typical for a transaction of this nature.

Placing Agreement and Issue of Warrants

Tavira is acting as broker for the Placing. The Company has appointed Tavira as its agent pursuant to the terms of a placing agreement executed on or about today's date (the "**Placing Agreement**").

The Company has agreed to pay the Broker certain commissions and fees, some of which will be satisfied through the grant of 68,796,818 warrants over Ordinary Shares (the "**Broker Warrants**"). Each Broker Warrant will entitle the Broker to subscribe for one new Ordinary Share at a price of 0.55 pence per Ordinary Share, exercisable for a period of three years from the date of Second Admission.

Conditional Remuneration Issue to Director and PDMR and Advisers for the settlement of debt and accrued fees

The number of Conditional Remuneration Shares to be issued to Director, person discharging managerial responsibilities ("**PDMR**") and their resulting shareholdings are set out below:

Name	Number of existing ordinary shares in KEFI	Number of Conditional Remuneration Shares	Number of Ordinary Shares held on Second Admission	Value of Conditional Remuneration Shares (£)
John Leach (Finance Director)	61,978,123	45,454,545	107,432,668	250,000

Eddy Solbrandt (Chief Operating Officer)	82,054,572	56,788,636	138,843,208	312,337
Total Conditional Remuneration Shares	144,032,695	102,243,181	246,275,876	562,337

The Directors will receive a portion of the Conditional Remuneration Shares through consultancy companies in which they have a stake.

In addition, 42,545,454 Conditional Remuneration Shares, with a total value of £234,000 will be issued at the Placing Price to certain key advisers to the Company in consideration for their services to support various value-adding initiatives for the Project.

Related Party Transaction

The participation in the Conditional Remuneration Issue by Finance Director John Leach and Chief Operating Officer Eddy Solbrandt, is being treated as a related party transaction under AIM Rule 13 of the AIM Rules. Alistair Clark, Harry Anagnostaras Adams, Addis Alemayehou and Richard Robinson, being the Directors independent of the Conditional Remuneration Issue, consider after having consulted with the Company's nominated adviser, SP Angel Corporate Finance LLP, that the terms of the Conditional Remuneration Issue are fair and reasonable insofar as the Shareholders are concerned.

Shareholder approval and notice of General Meeting

A circular convening the General Meeting will be circulated in the coming days. Shareholders will be asked at the General Meeting:

- to approve the allotment and issue and the disapplication of pre-emption rights in connection with the issue of:
 - the Conditional Placing Shares;
 - the Conditional Subscription Shares;
 - the Conditional Remuneration Shares; and
 - the Broker Warrants; and
- to grant the Directors additional authorities to issue shares in the future (including on a non-pre-emptive basis).

The General Meeting is to be held at 12:00 p.m. (AEDT) on 2 January 2025 at 49 Pennant Avenue, Denistone East 2112, NSW, Australia.

Once published, the circular will be available to download from the Company's website at www.kefi-goldandcopper.com. It is important that Shareholders lodge their votes in advance of the General Meeting through submission of their proxy votes.

Shareholders are reminded that because the Conditional Placing, the Conditional Subscription and the Conditional Remuneration Issue are conditional, among other things, on the passing of the share allotment and disapplication of pre-exemption rights resolutions to be proposed at the General Meeting, and should the resolutions not be passed, these will not proceed.

If the resolutions required to approve the Conditional Placing, the Conditional Subscription and the Conditional Remuneration Issue are not approved at the General Meeting, the Company will need to seek an increased amount of additional funding from alternative sources to support its operations. However, there is no guarantee that such

increased amount of additional funding could be obtained in the requisite time frame or at all. If the resolutions are not approved at the General Meeting, and no alternative funding can be raised, the Company's ability to operate as a going concern may be put at risk.

The Firm Placing Shares, the Conditional Placing Shares, the Conditional Subscription Shares, the Conditional Remuneration Shares and the Retail Shares (together, the "**New Shares**") will rank *pari passu* in all respects with the existing Ordinary Shares of the Company.

Admission and Total Voting Rights

Application will be made to the London Stock Exchange for admission of the Firm Placing Shares and the Retail Shares to trading on AIM and it is expected that admission will become effective and that dealings in the Firm Placing Shares and the Retail Shares will commence at 8.00 a.m. on or around 6 December 2024 ("**First Admission**").

Following First Admission of the Firm Placing Shares and the Retail Shares, the total issued share capital of the Company will consist of 7,053,192,215 Ordinary Shares each with one voting right. The Company does not hold any Ordinary Shares in treasury. Therefore, the total number of voting rights in the Company will be 7,053,192,215 and this figure may be used by Shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change in their interest in, the share capital of the Company under the FCA's Disclosure Guidance and Transparency Rules.

Application will be made to the London Stock Exchange for admission of the Conditional Placing Shares, the Conditional Subscription Shares, and the Conditional Remuneration Shares to trading on AIM and it is expected that admission will become effective and that dealings in the Conditional Placing Shares, the Conditional Subscription Shares, the Retail Shares and the Conditional Remuneration Shares will commence at 8.00 a.m. on or around 3 January 2025 ("**Second Admission**").

Market Abuse Regulation (MAR) Disclosure

This announcement contains inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("MAR"), and is disclosed in accordance with the Company's obligations under Article 17 of MAR. The person responsible for the release of this announcement is Harry Anagnostaras-Adams (Executive Chairman).

Enquiries

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Further information on KEFI can be viewed at www.kefi-minerals.com

IMPORTANT NOTICES

THIS ANNOUNCEMENT, INCLUDING THE APPENDICES AND THE INFORMATION CONTAINED IN THEM, IS RESTRICTED AND IS NOT FOR PUBLICATION, RELEASE, FORWARDING OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES OF AMERICA (THE "UNITED STATES")), AUSTRALIA, CANADA, THE REPUBLIC OF SOUTH AFRICA, JAPAN OR ANY OTHER JURISDICTION IN WHICH SUCH PUBLICATION, RELEASE OR DISTRIBUTION WOULD BE UNLAWFUL.

No public offering of the securities referred to herein is being made in any such jurisdiction or elsewhere.

The New Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "**US Securities Act**"), or with any securities regulatory authority or under any securities laws of any state or other jurisdiction of the United States and may not be offered, sold, resold, pledged, transferred or delivered, directly or indirectly, in or into the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with the securities laws of any state or other jurisdiction of the United States. No public offering of securities is being made in the United States. The New Shares have not been approved, disapproved or recommended by the U.S. Securities and Exchange Commission, any state securities commission in the United States or any other U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the New Shares. Subject to certain exceptions, the securities referred to herein may not be offered or sold in the United States, Australia, Canada, Japan, New Zealand, the Republic of South Africa or to, or for the account or benefit of, any national, resident or citizen of the United States, Australia, Canada, Japan, New Zealand or the Republic of South Africa.

No public offering of the New Shares is being made in the United States, United Kingdom or elsewhere. All offers of the New Shares will be made pursuant to an exemption from the requirement to produce a prospectus under the Prospectus Regulation (EU) 2017/1129 (as supplemented by Commission Delegated Regulation (EU) 2019/980 and Commission Delegated Regulation (EU) 2019/979) as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**").

No action has been taken by the Company, the Broker or any of their respective affiliates, or any of its or their respective directors, officers, partners, employees, advisers or agents (collectively, "**Representatives**") that would, or is intended to, permit an offer of the New Shares or possession or distribution of this announcement or any other publicity material relating to such New Shares in any jurisdiction where action for that purpose is required. Persons receiving this announcement are required to inform themselves about and to observe any restrictions contained in this announcement. The distribution of this announcement, and the Capital Raise and/or the offer or sale of the New Shares, may be restricted by law in certain jurisdictions. Persons (including, without limitation, nominees and trustees) who have a

contractual or other legal obligation to forward a copy of this announcement should seek appropriate advice before taking any action. Persons distributing any part of this announcement must satisfy themselves that it is lawful to do so.

Members of the public are not eligible to take part in the Placing, the Subscription and the Conditional Remuneration Issue. This announcement is for information purposes only and is directed only at: (a) persons in Member States of the European Economic Area ("**EEA**") who are qualified investors within the meaning of article 2(e) of the Prospectus Regulation (EU) 2017/1129; (b) in the United Kingdom, qualified investors within the meaning of Article 2(e) of the UK Prospectus Regulation who are persons who (i) have professional experience in matters relating to investments falling within the definition of "investment professionals" in article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"); or (ii) are persons falling within article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc") of the Order; and (c) persons to whom it may otherwise lawfully be communicated, (all such persons in (a), (b) and (c) together being referred to as "**Relevant Persons**"). This announcement must not be acted on or relied on by persons who are not Relevant Persons. Persons distributing this announcement must satisfy themselves that it is lawful to do so.

This announcement may contain, and the Company may make, verbal statements containing "forward-looking statements" with respect to certain of the Company's plans and its current goals and expectations relating to its future financial condition, performance, strategic initiatives, objectives and results. Forward-looking statements sometimes use words such as "aim", "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "seek", "may", "could", "outlook" or other words of similar meaning. By their nature, all forward-looking statements involve risk and uncertainty because they relate to future events and circumstances which are beyond the control of the Company. As a result, the actual future financial condition, performance and results of the Company may differ materially from the plans, goals and expectations set forth in any forward-looking statements. Any forward-looking statements made in this announcement by or on behalf of the Company speak only as of the date they are made. These forward-looking statements reflect the Company's judgment at the date of this announcement and are not intended to give any assurance as to future results and the Company cautions that its actual results of operations and financial condition, and the development of the industry in which it operates, may differ materially from those made in or suggested by the forward looking statements contained in this announcement and/or information incorporated by reference into or referred to in this announcement. The information contained in this announcement is subject to change without notice and except as required by applicable law or regulation, the Company expressly disclaims any obligation or undertaking to publish any updates, supplements or revisions to any forward-looking statements contained in this announcement to reflect any changes in the Company's expectations with regard thereto, or any changes in events, conditions or circumstances on which any such statements are based, except where required to do so under applicable law.

The New Shares to be issued or sold pursuant to the Capital Raise will not be admitted to trading on any stock exchange other than AIM.