

Anglo Pacific Group PLC Announces Results of Placing

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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION.

LONDON, February 24, 2021 - Further to the announcement earlier today in relation to the proposed placing of ordinary shares, [Anglo Pacific Group PLC](#) ("Anglo Pacific", the "Group" or the "Company") (LSE:APF)(TSX:APY) is pleased to announce that it has successfully placed 33,664,371 new ordinary shares of 2 pence each (the "Placing Shares") with institutional investors ("Placees") and certain Directors and employees of the Company at a price of 128 pence per Placing Share (the "Placing Price") via an accelerated bookbuild (the "Placing"). RBC Europe Limited ("RBC"), Peel Hunt LLP ("Peel Hunt") and Joh. Berenberg, Gossler & Co. KG ("Berenberg") acted as joint bookrunners in connection with the Placing. The Placing, which was meaningfully oversubscribed, has raised gross proceeds of approximately US\$61 million / £43 million.

292,223 Placing Shares have been placed with certain Directors of the Company at the Placing Price. The total gross proceeds of such Director participation will be approximately US\$528,000 / £374,000.

In addition, retail investors have subscribed in the separate offer made by the Company via the PrimaryBid platform for a total of 2,687,372 new ordinary shares (the "Retail Shares") at the Placing Price (the "Retail Offer") raising gross proceeds of approximately US\$5 million / £3 million.

Together, the Placing and Retail Offer in aggregate comprises 36,351,743 new ordinary shares, and will raise gross proceeds of approximately US\$66 million / £47 million. The Placing Price represents a discount of approximately 6.2 per cent. to the middle market closing price on 23 February 2021. The Placing Shares and the Retail Shares being issued represent, in aggregate, approximately 20.0 per cent. of Anglo Pacific's issued ordinary share capital prior to the Placing and Retail Offer.

Application has been made to the Financial Conduct Authority ("FCA") for admission of the Placing Shares and the Retail Shares to the standard listing segment of the Official List and to the London Stock Exchange for admission to trading of the Placing Shares and the Retail Shares on its Main Market for listed securities (together "Admission"). It is expected that Admission will become effective at 8.00 a.m. on 26 February 2021 and that dealings in the Placing Shares and the Retail Shares will commence at the same time. The Company has applied to list the Placing Shares on the Toronto Stock Exchange ("TSX") and expects to be able to rely on the exemption for "Eligible Interlisted Issuers" under section 602.1 of the TSX Company Manual in connection with the listing of the Placing Shares on the TSX.

The Placing Shares and the Retail Shares will, when issued, be credited as fully paid and will rank pari passu in all respects with the existing ordinary shares, including the right to receive all dividends and other distributions declared, made or paid on or in respect of such shares after the date of issue.

Following Admission, the total number of shares of the Company in issue will be 218,110,462, of which 4,629,703 ordinary shares are held in treasury and the total number of voting shares in the Company will be 213,480,759. 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 to their interest in, the Company under the FCA's Disclosure and Transparency Rules.

PDMR participation in the Placing

Certain directors of the Company have agreed to participate via the Placing for the number of Placing Shares at the Placing Price opposite his/her name as set out below:

Name	Number of Placing Shares
Patrick Meier	56,167
Julian Treger	100,000
Graeme Dacomb	39,063
Vanessa Dennett	8,400
Jim Rutherford	68,593
Robert Stan	20,000

Capitalised terms used but not defined in this announcement have the same meanings as set out in the placing announcement of the Company released at 7:00 a.m. on the date hereof.

For further information, please contact:

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Julian Treger - Chief Executive Officer

Kevin Flynn - Chief Financial Officer

Marc Bishop Lafleche - Chief Investment Officer

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Gordon Poole / Owen Roberts / James Crothers

Notes to Editors

About the Company

[Anglo Pacific Group PLC](#) is a global natural resources royalty and streaming company. The Company's strategy is to become a leading natural resources company through investing in high quality projects in preferred jurisdictions with trusted counterparties, underpinned by strong ESG principles. It is a continuing policy of the Company to pay a substantial portion of these royalties and streams to shareholders as dividends.

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This announcement (together, the "Announcement") and the information contained in it is not for publication, release or distribution, in whole or in part, directly or indirectly, in or into the United States, Australia, Canada, Japan or South Africa or any other jurisdiction in which publication, release or distribution would be unlawful. This Announcement is for information purposes only and does not constitute an offer to sell or issue, or the solicitation of an offer to buy, acquire or subscribe for shares in the capital of [Anglo Pacific Group PLC](#) (the "Company") in the United States, Australia, Canada, Japan or South Africa or any other state or jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdictions. The Placing Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold or transferred, directly or indirectly, in or into the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. The Placing Shares are only being offered and sold outside the United States in accordance with Regulation S ("Regulation S") under the Securities Act.

No public offering of the Placing Shares is being made in the United States, United Kingdom or elsewhere. All offers of the Placing Shares are being made pursuant to an exemption under the Prospectus Regulation (EU) 2017/1129, as it forms part of United Kingdom law by virtue of the European Union (Withdrawal) Act 2018 (the "UK Prospectus Regulation") from the requirement to produce a prospectus. This Announcement is being distributed to persons in the United Kingdom only in circumstances in which section 21(1) of the Financial Services and Markets Act 2000, as amended ("FSMA") does not apply.

No prospectus is being made available in connection with the matters contained in this Announcement and no such prospectus is required (in accordance with the UK Prospectus Regulation) to be published. This Announcement is for information purposes only and is directed only at persons who are: (a) persons in Member States of the European Economic Area who are qualified investors (within the meaning of article 2(e) of the Prospectus Regulation 2017/1129 as amended from time to time, and includes any relevant implementing measure in any Member State (the "Prospectus Regulation") ("Qualified Investors"); and (b) in the United Kingdom, qualified investors within the meaning 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"); (ii) are persons falling within article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc") of the Order; or (iii) are persons to whom it may otherwise be lawfully communicated; and (c) in Canada a (i) "permitted client" as defined in Section 1.1 of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Relationships ("NI 31-103") and (B) an "accredited investor" as defined in Section 73.3(1) of the Securities Act (Ontario) and Section 1.1 of National Instrument 45-106 Prospectus and Registration Exemptions ("NI 45-106") (all such persons 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. Any investment or investment activity to which this Announcement relates is available only to relevant persons and will be engaged in only with relevant persons.

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The distribution of this Announcement and the offering of the Placing Shares in certain jurisdictions may be restricted by law. No action has been taken by the Company and/or the Joint Bookrunners or any of their respective affiliates that would, or which is intended to, permit an offering of the Placing Shares in any jurisdiction or result in the possession or distribution of this Announcement or any other offering or publicity material relating to Placing Shares in any jurisdiction where action for that purpose is required. Persons into whose possession this Announcement comes are required by the Company and the Joint Bookrunners to inform themselves about, and to observe, such restrictions.

This Announcement contains (or may contain) certain forward-looking statements with respect to certain of the Company's current expectations and projections about future events. These statements, which sometimes use words such as "aim", "anticipate", "believe", "intend", "plan", "estimate", "expect" and words of similar meaning, reflect the directors' beliefs and expectations and involve a number of risks, uncertainties and assumptions which could cause actual results and performance to differ materially from any expected future results or performance expressed or implied by the forward-looking statement. Statements contained in this Announcement regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. The information contained in this Announcement is subject to change without notice and, except as required by applicable law, the Company does not assume any responsibility or obligation to update publicly or review any of the forward-looking statements contained in it and nor do they intend to. You should not place undue reliance on forward-looking statements, which speak only as of the date of this Announcement. No statement in this Announcement is or is intended to be a profit forecast or profit estimate or to imply that the earnings of the Company for the current or future financial years will necessarily match or exceed the historical or published earnings of the Company. As a result of these risks, uncertainties and assumptions, the recipient should not place undue reliance on these forward-looking statements as a prediction of actual results or otherwise.

This Announcement does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in the Placing Shares. Any investment decision to buy Placing Shares in the Placing must be made solely on the basis of publicly available information, which has not been independently verified by the Joint Bookrunners.

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The Placing Shares to be issued pursuant to the Placing will not be admitted to trading on any stock exchange other than the London Stock Exchange and the Toronto Stock Exchange (the "TSX"), subject to the approval of the TSX. The Company expects to be able to rely on the exemption for "Eligible Interlisted Issuers" under section 602.1 of the TSX Company Manual in connection with the listing of the Placing Shares on the TSX.

Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this Announcement.

Information to Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures, including the requirements of 3.2.7R of the FCA Handbook Product Intervention and Product Governance Sourcebook, in so far as it applies to a Joint Bookrunner (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Placing Shares have been subject to a product approval process, which has determined that such securities are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Placing Shares may decline and investors could lose all or part of their investment; the Placing Shares offer no guaranteed income and no capital protection; and an investment in the Placing Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Placing Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Placing Shares and determining appropriate distribution channels.

NOTWITHSTANDING ANYTHING IN THE FOREGOING, NO PUBLIC OFFERING OF THE PLACING SHARES IS BEING MADE BY ANY PERSON ANYWHERE AND THE COMPANY HAS NOT AUTHORISED OR CONSENTED TO ANY SUCH OFFERING IN RELATION TO THE PLACING SHARES.

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