

19 August 2019

## **Rambler announces Convertible Loan Note Financing**

**London, England - Newfoundland and Labrador, Canada** – Rambler Metals and Mining plc (AIM: RMM) (“Rambler” or the “Company”), a copper and gold producer, explorer, and developer, is pleased to announce that it has entered into a definitive subscription agreement (the “Subscription Agreement”) with CE Mining III Rambler Limited (“CEIII”) and Lombard Odier Asset Management (Europe) Limited (“Lombard Odier”), together the “Investors.” The Subscription Agreement provides for a total investment of US\$5 million (the “Convertible Loan”), the proceeds of which will be used to provide capital for the move to improved tonnage and grades, reduce debt and strengthen the working capital position

### **Andre Booyzen, President and CEO, commented:**

“The first half of 2019 has seen steady improvement in efficiencies and resulting production performance as a result of our focus on continuous improvements that were started in late 2018 and still continue. We will remain focussed on producing safely and exceeding production targets.”

“This funding demonstrates the confidence our major shareholders have in the board and new executive management of Rambler. It is the start of an exciting era for Rambler as the funding will aid us in starting a process of critical fleet replacement and allow us to repay some important debt, whilst buffering our working capital. Management believe that this will eventually enable us to increase our production to our target of over 1,350 tonnes per day milled at 2% copper grade. “

### **Information on the Convertible Loan**

The Subscription Agreement provides for a total investment of US\$5 million with the Investors each committing US\$2.5 million, in the form of unsecured convertible loan notes (the “Loan Notes”), the terms of which are set out in a Convertible Loan Note Instrument (the “Convertible Loan Instrument” and, collectively with the Subscription Agreement and the Loan Notes, the “Convertible Loan Documents”). The obligation of each Investor to fund its respective commitment under the Subscription Agreement is several and unconditional. Lombard Odier is contractually obligated to fund its US\$2.5 million commitment by no later than 21 August 2019 and CEIII is contractually obligated to fund its US\$2.5 million commitment by no later than 6 September 2019. CEIII is a wholly-owned subsidiary of CE Mining Fund III L.P., a Cayman Islands exempted limited partnership whose general partner is under common ownership with the general partner of CE Mining II L.P., whose subsidiary CE Mining II Rambler Limited (“CEII”) is a control person of Rambler.

The Loan Notes will bear interest at a rate of 7% per annum and will mature on the first business day prior to the first anniversary of the issuance of the Loan Notes. The Loan Notes are convertible, in whole or in

part, at the election of the Investors at a price per Ordinary Share equal to GBP£0.014 (the “Conversion Price”).

Accrued but unpaid interest on the Loan Notes may also be converted into Ordinary Shares at the option of the holder. The Company may, by a decision of its board of directors and with the sanction of a special resolution of the holders of the Loan Notes, repay the Loan Notes in full at par on a date falling prior to the maturity date.

Assuming conversion at maturity by the Investors of all of the principal amount and accrued interest in respect of the Loan Notes at the Conversion Price, CEIII would acquire ownership and control over a total of 151,643,990 Ordinary Shares, representing approximately 9.2% of the issued and outstanding Ordinary Shares. Immediately following such a conversion, together with the Ordinary Shares of the Company already owned by CEII, CEIII and CEII would together have ownership and control over 1,035,667,346 Ordinary Shares of the Company, representing approximately 62.5% of the issued and outstanding Ordinary Shares.

Assuming conversion at maturity by the Investors of all of the principal amount and accrued interest in respect of the Loan Notes at the Conversion Price, Lombard Odier would acquire ownership and control over a total of 151,643,990 Ordinary Shares, representing approximately 9.2% of the issued and outstanding Ordinary Shares. Immediately following such a conversion, Lombard Odier would have ownership and control over 336,888,590 Ordinary Shares of the Company, representing approximately 20.3% of the issued and outstanding Ordinary Shares.

Pursuant to the Subscription Agreement, the Company is required to convene a General Meeting at which shareholders will be asked to vote on a resolution authorising the Directors to grant authority to allot and issue such number of Ordinary Shares on a non-pre-emptive basis as would satisfy full conversion of the Loan Notes. The Company expects to post a circular and meeting materials to shareholders on or around the week of 17 September 2019, and further announcements will be made as appropriate.

The Loan Notes and Ordinary Shares issued pursuant to conversion of the Loan Notes will be subject to hold periods imposed in accordance with applicable securities laws which expire four months from the date of issuance of the Loan Notes. Subject to and pursuant to the exercise of conversion rights under the Convertible Loan Instrument, new Ordinary Shares will be conditionally issued and allotted and application will be made to the London Stock Exchange plc for their admission to trading on AIM.

The entering into of the Convertible Loan Documents by the Company and the Investors are deemed to be related party transactions pursuant to Rule 13 of the AIM Rules for Companies. The terms of the Convertible Loan were approved by the Rambler's Non-Investor Directors (as defined in the Company's Relationship Agreement who are currently, Andre Booyzen, Glenn Poulter and Eason Chen) who unanimously determined that the Convertible Loan was in the best interests of the Company. The Non-Investor Directors, having consulted with the Company's nominated adviser, SP Angel Corporate Finance LLP, consider that the terms of the Convertible Loan Documents are fair and reasonable insofar as the Company's shareholders are concerned. In reaching this determination, the Non-Investor Directors

considered, among other things, the liquidity the Convertible Loan would provide the Company with for its short-term working capital and debt reduction.

This announcement has been posted on the Company's website at [www.ramblermines.com](http://www.ramblermines.com).

**The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulations (EU) No. 596/2014 ('MAR'). Upon the publication of this announcement via Regulatory Information Service ('RIS'), this inside information is now considered to be in the public domain.**

#### **ABOUT RAMBLER METALS AND MINING**

Rambler is a mining and development company that in November 2012 brought its first mine into commercial production. Rambler has a 100 per cent ownership in the Ming Copper-Gold Mine, a fully operational base and precious metals processing facility and year-round bulk storage and shipping facility; all located on the Baie Verte peninsula, Newfoundland and Labrador, Canada.

Following the completion of its recent productivity improvement initiative Rambler's focus is on sustaining mine and mill production at over 1,350 metric tonnes per day at 2% Copper at the Ming Mine. With a return to profitability and positive cash flow, Rambler will continue advancing engineering studies and capital asset additions with a view to further increase production.

Along with the Ming Mine, Rambler also owns 100 per cent of the former producing Little Deer/ Whales Back copper mines and has strategic investment in the former producing Hammerdown gold mine.

**Rambler is listed in London under AIM:RMM.**

**For further information, please contact:**

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#### **Nominated Advisor (NOMAD)**

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#### **Caution Regarding Forward Looking Statements:**

*Certain information included in this press release, including information relating to future financial or operating performance and other statements that express the expectations of management or estimates of future performance constitute "forward-looking statements". Such forward-looking statements include, without limitation, statements regarding copper, gold and silver forecasts, the financial strength of the Company, estimates regarding timing of future development and production and statements concerning possible expansion opportunities for the Company. Where the Company expresses or implies an expectation or belief as to future events or results, such expectation or belief are based on assumptions made in good faith and believed to have a reasonable basis. Such assumptions include, without limitation, the price of and anticipated costs of recovery of, copper concentrate, gold and silver, the presence of and continuity of such minerals at modeled grades and values, the capacities of various*

*machinery and equipment, the availability of personnel, machinery and equipment at estimated prices, mineral recovery rates, and others. However, forward-looking statements are subject to risks, uncertainties and other factors, which could cause actual results to differ materially from future results expressed, projected or implied by such forward-looking statements. Such risks include, but are not limited to, interpretation and implications of drilling and geophysical results; estimates regarding timing of future capital expenditures and costs towards profitable commercial operations. Other factors that could cause actual results, developments or events to differ materially from those anticipated include, among others, increases/decreases in production; volatility in metals prices and demand; currency fluctuations; cash operating margins; cash operating cost per pound sold; costs per ton of ore; variances in ore grade or recovery rates from those assumed in mining plans; reserves and/or resources; the ability to successfully integrate acquired assets; operational risks inherent in mining or development activities and legislative factors relating to prices, taxes, royalties, land use, title and permits, importing and exporting of minerals and environmental protection. Accordingly, undue reliance should not be placed on forward-looking statements and the forward-looking statements contained in this press release are expressly qualified in their entirety by this cautionary statement. The forward-looking statements contained herein are made as at the date hereof and the Company does not undertake any obligation to update publicly or revise any such forward-looking statements or any forward-looking statements contained in any other documents whether as a result of new information, future events or otherwise, except as required under applicable security law.*

**NOTIFICATION AND PUBLIC DISCLOSURE OF TRANSACTIONS BY PERSONS DISCHARGING MANAGERIAL RESPONSIBILITIES AND PERSONS CLOSELY ASSOCIATED WITH THEM:**

**MANAGERIAL RESPONSIBILITIES AND PERSONS CLOSELY ASSOCIATED WITH THEM**

<b>1</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>	
a)	Name	Brad Mills
<b>2</b>	<b>Reason for the notification</b>	
a)	Position/status	Non-Executive Director and Chairman of Rambler Metals and Mining plc, and Person Closely Associated with CE Mining III
b)	Initial notification /Amendment	Initial notification
<b>3</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>	
a)	Name	Rambler Metals and Mining plc
b)	LEI	213800IB64T72HG7SD88
<b>4</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>	
a)	Description of the financial instrument, type of instrument	Ordinary Shares of 1 pence each
	Identification code	ISIN: GB00B06Y3F14

b)	Nature of the transaction	Issue of Convertible Loan Note to CEIII					
c)	Price(s) and volume(s)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th data-bbox="625 380 915 453">Price(s)</th> <th data-bbox="915 380 1208 453">Volume(s)</th> </tr> </thead> <tbody> <tr> <td data-bbox="625 453 915 531">US\$2,500,000</td> <td data-bbox="915 453 1208 531" style="text-align: center;">-</td> </tr> </tbody> </table>		Price(s)	Volume(s)	US\$2,500,000	-
Price(s)	Volume(s)						
US\$2,500,000	-						
d)	Aggregated information - Aggregated volume - Price	Single transaction as above					
e)	Date of the transaction	7:01am BST on 19 August 2019					
f)	Place of the transaction	Outside a trading venue					