

28 September 2020

Rambler Announcement of 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, today announces the structure and terms of a corporate refinancing that will position the Company to re-establish full production, implement options for increased production and continue with highly prospective exploration. All currency references in this press release are in U.S. dollars except as otherwise indicated.

NOTE FINANCING

Rambler has entered into a binding term sheet for a US\$ 5million conditional secured loan from institutional investor West Face Capital Inc. (“West Face”) (“Note Financing”). The principal terms of the Note Financing are:

- US\$ 5million senior secured notes with a 3 year term at 10% interest per annum payable bi-annually, the principal to be repaid as a single bullet payment with early repayment provision, and carries 5 year warrants to purchase up to 10% of the equity capital of the Company, as fully diluted by the proposed equity financing (“Equity Raising”) and conversion of the convertible loan notes and bridging loans set out below, at the same share price as the equity placement price anticipated by the Note Financing transaction;
- The Note Financing carries covenants typical for this type of transaction;
- The intention is to replace the term sheet with a binding Note Financing agreement;
- The Note Financing will be secured as a first ranking charge over the assets of the Company, including secured guarantees from all controlled subsidiaries of the Company;
- Mandatory covenant to repay the Note Financing with the proceeds of future asset sales and/or equity financings;
- The Note Financing is subject to the following, inter alia, conditions precedent:
 1. Completion of non-core asset sales and a concurrent Equity Raising sufficient to generate minimum net proceeds of US\$ 15 million, when combined with the net proceeds of the Note Financing;
 2. Unsecured creditor plan of arrangement and repayment schedule for trade payables in arrears, satisfactory to West Face;
 3. Conversion of all existing convertible notes in issue (“CLNs”), together with accrued interest, into equity at the same price as the Equity Raising. The total principal of the CLNs is US\$ 7m and the accrued interest at the end of August 2020 stands at US\$ 0.72m;
 4. Conversion of bridging loans from CE Mining III Rambler Limited and Aether Real Assets Co-Investment I, L.P, entered into on 7 May 2020 and 2 June 2020, US\$ 1m and US\$ 0.83m,

respectively, and total accrued interest at the end of August 2020 of approximately US\$ 53,000 at the proposed Equity Raising price;

5. Repayment of the Sandstorm working capital loan of US\$933,218 in full;
6. Satisfactory due diligence - business, legal, environmental, tax and regulatory;
7. Hedging agreements, satisfactory to West Face;
8. Required shareholder approval and/or exchange consents, as required.

BACKGROUND

Rambler entered 2020 in a challenging position as a result of a deficit in development in Q4 2019. Prior to this, ore production from the mine had reached a point at which its mill capacity was fully utilised at 1,350 tonnes per day (tpd). While seeking finance to recapitalise the mine at the start of this year, the onset of COVID-19 had a negative impact on the financial markets and commodity prices, in particular copper.

Since March 2020, the mine has operated at a reduced level (~50%) to protect the health and safety of its people, to reduce cost, maintain the asset and preserve cash.

The Ming Mine and the Newfoundland Labrador Province are well prepared to deal with the impact of COVID-19 which, through the measures implemented, has maintained a very low incidence of cases in the pandemic. The Ming Mine has the ability to resume its full production potential.

In June 2020, the Company appointed Toby Bradbury as CEO; specifically experienced in successfully executing mining operation turn-arounds and developing and implementing sustainable strategies for optimal shareholder returns.

Building on the back of a successful drilling campaign and new resource statement announced on 5 March 2020, Rambler has generated a new mine plan targeting an increase in feed grade to the mill of ~2% Cu, further improving the business economics. Significant mineralised intersections were found last year identifying further exploration targets with the potential to add mine life and/or create expansion options (as outlined in the RNS announcements of 4 and 26 November 2019).

CURRENT STATUS

In preparation for the Note Financing, Rambler has agreements in principle for the terms reflected in conditions 3, 4 and 5 above as well as the asset sale element of condition 1, all of which are noted under the 'Note Financing' section above. However, there can be no certainty at this stage that final binding agreements will be entered into on the terms disclosed above or that the Company will be able to secure the financing outlined in this announcement.

Following this announcement, detailed negotiation will be entered into with unsecured creditors to conclude a payment plan.

Rambler will today embark on the Equity Raising process to raise at least US\$ 6.5m at a price to be determined, with a view to procuring final binding agreements for: the Equity Raising; conversion of CLNs

and bridging loans to equity; the Note Financing; non-core asset sale and agreement of creditors to the deferment of payments and/or re-scheduling of debt repayments.

Depending on the terms, of the Equity Raising, the Company may need to hold a general meeting of shareholders to effect a re-structuring of the share capital of Rambler.

USE OF PROCEEDS

Proceeds of the Note Financing will be used for the funding the capital plan, including repayment of trade payables and borrowed money.

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.

Rambler's focus is to regain its production profile at 1,350 metric tonnes per day at 2% Cu in the course of 2021 and evaluate expansion opportunities from that base. Along with the Ming Mine, Rambler also owns 100 per cent of the former producing Little Deer/Whales Back copper mines.

Rambler is listed in London under AIM:RMM.

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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.