



Kore Potash plc  
25 Moorgate, London EC2R 6AY  
United Kingdom

8 August 2023

**KORE POTASH PLC**  
("Kore Potash" or "the Company")

**Fundraise of US\$1 million**

Kore Potash plc, the potash development company with 97% ownership of the Kola and DX Potash Projects in the Sintoukola Basin, located in the Republic of Congo, is pleased to announce the successful completion of a share subscription, which has raised US\$ 0.8 million through the proposed issue of 124,384,000 new ordinary shares of US\$0.001 each in the company ("**Subscription Shares**") to certain eligible existing shareholders at a price of 0.5 pence per share (the "**Subscription Price**") and the issue of convertible loans by the Company with an aggregate value of US\$ 0.2 million ("**Convertible Loans**") (collectively the "**Fundraise**").

The gross proceeds of the Fundraise of US\$1 million will be used to further advance work that is expected to lead to the delivery of an Engineering, Procurement and Construction contract for the Kola Potash Project, as announced earlier by the Company today 8 August 2023.

The Company's two largest shareholders, the Oman Investment Authority ("**OIA**") and Sociedad Quimica y Minera ("**SQM**") will be offered the opportunity to subscribe for new ordinary shares at the Subscription Price as is required under their Investment Agreements with Kore Potash. OIA and SQM have up to 21 business days to inform the Company if they intend to subscribe and any such participation will be deemed a related party transaction for the purposes of AIM Rule 13 and ASX Listing Rule 10.11.3, and will accordingly require relevant shareholder approvals.

Any participation by OIA and SQM would be in addition to funds raised via the Fundraise and announced here.

**Convertible Loans**

David Hathorn, the Chairman of Kore Potash, has participated in the Fundraise, by way of two Convertible Loans of US\$0.1 million each, via two separate trusts further details of which are set out below. A General Meeting will be held in due course to seek approval of the conversion of the Convertible Loans from both trusts which are associated with David Hathorn, a related party of the Company, following which (if approved) 15,548,000 new ordinary shares of US\$0.001 each will be issued to each trust, resulting in 31,096,000 new ordinary shares being issued in aggregate ("**Conversion Shares**"). Each Convertible Loan has a zero interest coupon, must be converted immediately following the approval of shareholders at the General Meeting and is otherwise repayable by the Company within three months from 24 July 2023, should shareholders not approve the conversion.

**Related party transactions**

Harlequin Investments Ltd ("**Harlequin**") is a substantial shareholder of the Company, holding 10.77% of the Company's issued share capital prior to the Fundraise, and has agreed to subscribe for 31,096,000 Subscription Shares. As a substantial shareholder, Harlequin's participation in the Fundraise is deemed to be a related party transaction for the purposes of AIM Rule 13. The directors of the Company, having consulted with the Company's nominated adviser, SP Angel Corporate Finance LLP, consider that the terms of Harlequin's participation in the Fundraise are fair and reasonable insofar as shareholders of the Company are concerned. Harlequin is not a party noted under ASX Listing Rule 10.11.



David Hathorn is a director of the Company and the issue of the Convertible Loan and proposed conversion into the Conversion Shares in relation to the trusts which are associated with him are deemed to be a related party transactions for the purposes of AIM Rule 13 and ASX Listing Rule 10.11.1. The directors of the Company, other than David Hathorn, having consulted with the Company's nominated adviser, SP Angel Corporate Finance LLP, consider that the terms of his participation in the Fundraise are fair and reasonable insofar as shareholders of the Company are concerned.

### **Application for admission**

The subscription shares will, when issued, be credited as fully paid and will rank *pari passu* in all respects with the existing issued ordinary shares. This includes the right to receive all dividends and other distributions declared or paid in respect of such ordinary shares after the date of issue of the new ordinary shares. Kore Potash advises that application has been made for the admission of 124,384,000 Subscription Shares to trading on AIM, the Johannesburg Stock Exchange and the Australian Securities Exchange with admission expected to take place on 11 August 2023.

### **Total voting rights**

Following the issue of the Subscription Shares, the Company's total issued share capital will consist of 3,546,321,120 ordinary shares of US\$0.001 each. No shares are held in treasury. Accordingly, the total number of voting rights in the Company will be 3,546,321,120.

The above figure may be used by shareholders in the Company 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 Financial Conduct Authority's Disclosure Guidance and Transparency Rules.

The Subscription Shares will be issued within the Company's existing ASX Listing Rule 7.1 capacity. Issue of the Conversion Shares remains subject to shareholder approval under ASX Listing Rule 10.11. The Company can confirm that none of the Subscription Shares are being issued to a party noted in ASX Listing Rule 10.11.

The Company did not use a broker or lead manager for the Fundraise.

### **Market Abuse Regulation**

Market Abuse Regulation (MAR) Disclosure 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 which has been incorporated into UK law by the European Union (Withdrawal) Act 2018. Upon the publication of this announcement via Regulatory Information Service ('RIS'), this inside information is now considered to be in the public domain.

The Company will also lodge an Appendix 3B *Proposed issue of securities*, with the ASX notifying of the proposed issues.

This announcement has been approved for release by the Board.

For further information, please visit [www.korepotash.com](http://www.korepotash.com) or contact:

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#### Notification of transaction by Person Discharging Managerial Responsibilities (“PDMR”)

1	Details of the person discharging managerial responsibilities/person closely associated	
a)	Name	Belle Terre Trust
2	Reason for the notification	
a)	Position/status	A trust closely associated with David Hathorn, Chairman and PDMR
b)	Initial notification/Amendment	Initial notification
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	Kore Potash Plc
b)	LEI	213800NWX7EHG4UVC107
4	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	
a)	Description of the financial instrument, type of instrument	Ordinary Shares of US\$0.001 each
	Identification code	GB00BYP2QJ94
b)	Nature of the transaction	Issue of Convertible Loan, convertible into 15,548,000 ordinary shares of US\$0.001 each.
c)	Price(s) and volume(s)	Price: 0.5 pence Volume: 15,548,000
d)	Aggregated information	Price: 0.5 pence Aggregated volume: 31,096,000
e)	Date of the transaction	2023-008-08
f)	Place of the transaction	Outside a Trading Venue

1	Details of the person discharging managerial responsibilities/person closely associated	
a)	Name	Stapleford Trust
2	Reason for the notification	
a)	Position/status	A trust closely associated with David Hathorn, Chairman and PDMR
b)	Initial notification/Amendment	Initial notification
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	Kore Potash Plc
b)	LEI	213800NWX7EHG4UVC107
4	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	
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	Identification code	GB00BYP2QJ94
b)	Nature of the transaction	Issue of Convertible Loan, convertible into 15,548,000 ordinary shares of US\$0.001 each.
c)	Price(s) and volume(s)	Price: 0.5 pence Volume: 15,548,000
d)	Aggregated information	Price: 0.5 pence Aggregated volume: 31,096,000
e)	Date of the transaction	2023-08-08
f)	Place of the transaction	Outside a Trading Venue