

31 October 2023

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

**Fundraise of US\$2.5 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 (the "**Fundraise**"), which has raised US\$ 2.5 million through the proposed issue of 542,250,000 new ordinary shares of US\$0.001 each in the Company ("**Subscription Shares**") to certain eligible existing shareholders at a price of 0.38 pence per share the ("**Subscription Price**").

**Highlights**

- Successful Fundraise of US\$ 2.5 million via placement to existing large shareholders.
- Kore Potash Chairman participating with US\$ 750,000 investment.
- Proceeds will be used to advance work expected to lead to delivery of an Engineering, Procurement and Construction ("**EPC**") contract for the Kola Potash Project.
- Company exploring options to facilitate broader shareholder base investing on similar terms across the three stock exchanges.
- No broking fees incurred on this fund raise.

**Fundraise**

The gross proceeds of the Fundraise will be used to further advance work that is expected to lead to the delivery of an EPC contract for the Kola Potash Project, as announced by the Company on 8 August 2023, and for working capital for Kore Potash.

The Company has conditionally raised US\$ 2.5 million through the proposed issue of:

- 336,575,000 new ordinary shares of US\$ 0.001 each in the Company (the "**Unconditional Subscription Shares**") with existing shareholders at the Subscription Price (the "**Unconditional Placing**"). The Unconditional Subscription Shares proposed to be issued pursuant to the Unconditional Placing will be issued within the Company's existing ASX Listing Rule 7.1 capacity; and
- 205,675,000 new ordinary shares of US\$ 0.001 each in the Company (the "**Conditional Subscription Shares**") conditionally placed with existing shareholders at the Subscription Price (the "**Conditional Subscription**"), (collectively, the "**Fundraise**").

Completion of the Conditional Subscription is subject to shareholder approval of certain resolutions (including for the purposes of ASX Listing Rule 7.1 and ASX Listing Rule 10.11) to authorise the issue of the Subscription Shares, which will be sought at a general meeting of the Company, details of which will be made available in due course.

David Hathorn, the Chairman of Kore Potash, has participated in the Conditional Subscription, via two separate trusts, the Belle Terre Trust and Stapleford Trust. The trusts are associated with David Hathorn, a related party of the Company as defined by AIM Rule 13 and ASX Listing Rule 10.11.1. 81,187,500 new ordinary shares of US\$0.001 each in the Company will be issued to each trust, resulting in 162,375,000 new ordinary shares being issued in aggregate. Participation by the trusts will be deemed as a related party transaction for the purposes of AIM Rule 13 and ASX Listing Rule 10.11.1, and accordingly require relevant shareholder approvals.

The Company is currently also reviewing options to enable other shareholders an opportunity to participate in a fundraise in the near future on all three exchanges on which the Company is listed (Australian, London and Johannesburg).

### **Related party transactions**

Harlequin Investments Ltd (“**Harlequin**”) is a substantial shareholder of the Company, holding 11.17% of the Company’s issued share capital prior to the Fundraise, and has agreed to subscribe for 108,250,000 Unconditional 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 related party noted under ASX Listing Rule 10.11.

David Hathorn is a director of the Company and the proposed issue of 162,375,000 Conditional Subscription shares to the trusts which are associated with him are deemed to be a related party transaction 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 Unconditional 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 336,575,000 Unconditional Subscription Shares to trading on AIM, the Johannesburg Stock Exchange and the Australian Securities Exchange with admission expected to take place on 7 November 2023.

### **Total voting rights**

Following the issue of the Unconditional Subscription Shares, the Company's total issued share capital will consist of 3,913,992,120 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 3,913,992,120.

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 Unconditional Subscription Shares will be issued within the Company’s existing ASX Listing Rule 7.1 capacity. Issue of the Conditional Subscription Shares remains subject to shareholder approval under ASX Listing Rule 7.1 and 10.11. The Company can confirm that none of the Unconditional 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:

**Kore Potash**  
Brad Sampson - CEO

Tel: +27 84 603 6238

**Tavistock Communications**

Nick Elwes  
Adam Baynes

Tel: +44 (0) 20 7920 3150

**SP Angel Corporate Finance - Nomad and Broker**

Ewan Leggat  
Charlie Bouverat

Tel: +44 (0) 20 7470 0470

**Shore Capital - Joint Broker**

Toby Gibbs  
James Thomas

Tel: +44 (0) 20 7408 4050

**Questco Corporate Advisory - JSE Sponsor**

Doné Hattingh

Tel: +27 (11) 011 9205

**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  Identification code	Ordinary Shares of US\$0.001 each  GB00BYP2QJ94
b)	Nature of the transaction	Subscription for 81,187,500 ordinary shares of US\$0.001 each subject to shareholder approval.
c)	Price(s) and volume(s)	Price: 0.38 pence Volume: 81,187,500
d)	Aggregated information	Price: 0.38 pence Aggregated volume 81,187,500
e)	Date of the transaction	2023-10-31
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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f)	Place of the transaction	Outside a Trading Venue