Lions Bay Resources Proposed Transaction to Acquire the Barbrook Mine Has Failed

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Confirmation provided by the South African Mining Regulator means that Lions Bay Resources, owned by Metals One Plc (MET1) and Lions Bay Capital Inc. (LBI), cannot obtain mining regulatory approval, so that the Proposed Transaction to acquire the Barbrook Mine has failed

Sydney, August 25, 2026 - Vantage Goldfields Ltd. (Vantage Goldfields) owns Vantage Goldfields Pty Ltd, Barbrook Mines Pty Ltd (Barbrook) and Makonjwaan Imperial Mining Company (Pty) Ltd (MIMCO) (collectively the Vantage Companies), which own the Barbrook and Lily mines in South Africa.

Lions Bay Resources Pty Ltd and Lions Bay Mining Pty Ltd (together LBR), controlled by AIM listed Metals One Plc (Metals One) and TSX-V listed Lions Bay Capital Inc. (Lions Bay), attempted to acquire the mining assets of Barbrook. The acquisition of any assets of Barbrook was entirely conditional upon LBR obtaining section 11 consent under the Mineral and Petroleum Resources Development Act (MPRDA). This was critical to LBR, Metals One and Lions Bay being able to implement any acquisition of Barbrook assets and their complicated, highly conditional reverse takeover scheme (Proposed Transaction).

Both Metals One and Lions Bay previously announced that "There can be no assurance that the Proposed Transaction will be completed as proposed or at all."

It is now clear that the Proposed Transaction has failed and cannot be completed at all.

On 18 August 2026, the South African Department of Mineral and Petroleum Resources (DMPR) provided written confirmation to Vantage Goldfields and LBR, that means LBR cannot obtain section 11 consent, so that the Proposed Transaction has failed.

The DMPR confirmation was based on submissions made by Vantage Goldfields and other parties that the application by LBR for section 11 consent should be rejected as:

- LBR was unable to satisfy the necessary statutory criteria for such consent, including because LBR did not have all the funds required to complete the acquisition of the Barbrook assets and reopen and operate the Barbrook mine, and did not have the technical ability to conduct operations, nor the capability of complying with all MPRDA obligations; and
- Both the Barbrook and Lily mines owned by the Vantage Companies are operationally, functionally and legally interdependent, so they need to be reopened and operating together, so that section 11 consent could not be granted for Barbrook alone.

Metals One should have been aware of these facts but its announcement on 21 August (Announcement) failed to disclose these critical facts and made numerous misleading statements.

The key facts are:

- LBR has not obtained section 11 consent under the MPRDA, does not satisfy the statutory requirements to obtain such consent, and the DMPR confirmation means the LBR cannot obtain section 11 consent, so that the Proposed Transaction has failed.
- Ongoing litigation to remove the current business rescue practitioner and set aside and invalidate LBR's proposal for Barbrook prevents LBR from implementing or completing any acquisition of Barbrook's assets.

- LBR has not concluded or substantially implemented any transaction involving Barbrook, does not own or have title to any Barbrook assets or any security over those assets. LBR does not own, and cannot produce, any gold concentrate from Barbrook that can be sold under any offtake agreement.
- LBR, Metals One and Lions Bay do not have the US$37 million in funds required to acquire Barbrook's assets and reopen the mine and have no binding funding agreement for such funds.
- Metals One and Lions Bay used almost all their cash resources to fund LBR, have run out of funds and are likely insolvent.
- Alternative offerors who have provided viable funded offers of at least US$50 million, which are ready to be implemented and are far superior to the unfunded LBR proposal, have made submissions in relation to their offers to the DMPR.

The DMPR confirmation means the LBR cannot obtain section 11 consent, so that the Proposed Transaction has failed.

In its confirmation, the DMPR accepted that the section 11 application depends on the ongoing litigation and that it will not grant section 11 consent in those circumstances. In particular, the DMPR confirmed the section 11 application will immediately fall away and be invalidated when the application to set aside the LBR proposal succeeds.

Metals One falsely claims that all proceedings have been dismissed, despite those proceedings being specifically acknowledged in the DMPR confirmation. The only matter decided was a procedural issue.

Key proceedings involving Barbrook and LBR are ongoing and include:

- On 3 September, the Court will hear the application to remove Mr Devereux as business rescue practitioner due to unlawful acts and failure to comply with the Companies Act and to act in the best interests of creditors; and for the recognition of a second business rescue practitioner (BRP) appointed by Vantage Goldfields as confirmed by the corporate regulator CIPC. The DMPR has accepted that if Mr Devereux is removed, he will have no authority to give effect to LBR's proposal or to seek section 11 consent, and it would not be granted.
- On 12 October, the Court will hear the application to set aside and invalidate the LBR proposal based on failure to comply with Companies Act requirements, misrepresentations regarding LBR's funding, and unlawful acts. Vantage Goldfields expects this application to be granted, and the Court will invalidate the LBR proposal, as LBR does not own any Barbrook assets and is only an unsecured creditor. The judgment in this case is expected in late November or December, so any claims by Metals One that it can implement anything before then are false.

This ongoing litigation represents a significant risk for LBR, Metals One and Lions Bay.

The DMPR confirmation required verifiable proof to be provided that LBR has all the funds required of at least US$37 million by 15 September, which is impossible, so that section 11 consent cannot be obtained and the Proposed Transaction has failed.

Importantly, in its confirmation, the DMPR has demanded that Mr Devereux provide to the DMPR by 15 September verifiable proof that LBR has all the funds required to complete the acquisition of the Barbrook assets and to pay creditors requiring at least an additional US$7 million, and the further US$30 million required to reopen and operate the Barbrook mine, which is impossible, so that section 11 consent cannot be granted and the Proposed Transaction has failed.

LBR has repeatedly failed to provide verifiable proof that it has all funds required of at least US$37 million. Metals One and Lions Bay do not have such funds, and both have conceded in previous announcements that they do not have and have not secured such funding. Metals One again confirmed in the Announcement that there is no binding funding agreement for such funds.

Metals One and Lions Bay are trying to raise funds by a complicated, highly conditional reverse takeover

scheme, which is conditional on section 11 consent, and significant further conditions including approvals of the TSX-V, AIM, preparation and registration of a prospectus/registration statement and admission document, and approvals by SEC, shareholders and other third parties. These approvals are impossible to obtain by 15 September while there is ongoing litigation and LBR does not own any Barbrook assets and cannot provide any security over them, and it will be impossible to raise funds in those circumstances. This complicated proposed scheme would take at least a year to implement so that the required funds could never have been available by the 15 September deadline.

Given those circumstances, it is already clear that LBR cannot provide verifiable proof that it has all funds required of at least US$37 million by the DMPR's deadline of 15 September, so that the DMPR's requirements cannot be satisfied and section 11 consent cannot be granted, so that the Proposed Transaction has failed.

The DMPR confirmation recognises that the Barbrook and Lily Mines are interdependent, so that section 11 consent for Barbrook alone cannot be obtained and the Proposed Transaction has failed

The DMPR confirmation recognises that the Barbrook and Lily Mines are interdependent and the DMPR has challenged Mr Devereux to prove otherwise by 15 September. This is impossible so that section 11 consent for Barbrook alone cannot be obtained and the Proposed Transaction has failed.

Furthermore, the processing plant required to implement Phases 1 and 2 of LBR's supposed mine plan is jointly owned by MIMCO and Barbrook, and is secured in favour of secured creditors who have not agreed to any sale of any part of that plant to LBR. LBR would not be able to implement its mine plan so the Proposed Transaction has failed.

There are alternative credible, viable and funded offers to provide at least US$50 million to pay creditors of all three Vantage Companies, resulting in the rescue of all those companies and reopening of both the Barbrook and Lily mines, which are far superior to the unfunded LBR proposal, and ready to be implemented.

Alternative offerors with real mining operations experience have made credible, viable, funded offers for over an initial US$50 million for payments to creditors and reopening of the mines, supported by institutional funders. These offers remain far superior to the previous unfunded LBR proposal and are ready to be implemented. Those alternative offerors have lodged submissions in relation to their offers with the DMPR.

Now that the LBR Proposed Transaction has failed, Vantage Goldfields intends to ensure such viable proposals are properly considered and lawfully implemented to rescue the Vantage Companies. Vantage Goldfields remains committed to reopening the Lily and Barbrook mines for the benefit of all creditors, former employees and other stakeholders.

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