



NS Agreement

ARBITRATION FUNDING FOR UP TO US\$10.5 MILLION

PANTHERA RESOURCES PLC

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Panthera Resources Plc
("Panthera" or the "Company")

Bhukia Project **Conditional Agreement on Arbitration Funding for up to US\$10,500,000**

Gold exploration and development company Panthera Resources Plc (AIM: PAT), with assets in West Africa and India, is pleased to announce that the Company's subsidiary, Indo Gold Pty Ltd ("IGPL"), has executed a conditional arbitration funding agreement (the "AFA") for up to US\$10.5 million in litigation financing with LCM Funding SG Pty Ltd ("LCM Funding" or the "Funder"). LCM Funding is a subsidiary of Litigation Capital Management Limited ("LCM"), a firm quoted on the AIM Market of the London Stock Exchange. LCM is a leading global litigation financier with significant expertise in international arbitration and cross-border disputes, including bilateral investment treaty claims over mineral resource assets.

Highlights

- Conditional AFA entered into with LCM Funding to support the damages claim against the Republic of India for breaches of its obligations under the Australia-India Bilateral Investment Treaty (the "BIT").
- The AFA provides funding for up to US\$10.5 million to support all ordinary course costs associated with IGPL pursuing the BIT claim (the "Claim").
- All monies advanced through the AFA are non-recourse and only repayable in the event of a successful recovery pursuant to the Claim.
- Appointment of Fasken Martineau LLP ("Fasken"), a leading international law firm with extensive experience in mining, international arbitration and dispute resolution, as counsel to pursue the Claim.

Commenting on the announcement, Mark Bolton, Managing Director of Panthera said:

"We are pleased that LCM has chosen to partner with Panthera. Its willingness to support our Claim is a tremendous vote of confidence. The AFA reflects an equitable sharing of the risk and reward between the partners. The AFA ensures that Panthera has the necessary resources to fully prosecute the merits of its Claim under the treaty.

We extend our appreciation to Fasken who have committed significant resources over an extended period in support of the Company's pursuit of financing and the advancement of the Claim."

Arbitration Funding Agreement

Amongst other conditions precedent, LCM Funding has two months from the date of entering into the AFA to complete its detailed due diligence in relation to the Claim (the "LCM Funding Due Diligence"). Following successful completion of the LCM Funding Due Diligence, the parties can move to complete a Funding Confirmation Notice.

Following completion of the Funding Confirmation Notice, LCM Funding will provide up to US\$10.5 million in non-recourse financing to IGPL (the "Facility") for use in prosecuting the Claim. For the avoidance of doubt, IGPL will receive little of the Facility to defray ongoing operating costs. If no award and/or recovery are achieved, then LCM Funding is not entitled to any repayment of the Facility.

In the event that there is a award and/or recovery, LCM Funding shall be entitled, in the first instance, to the amounts it has deployed from the Facility, as well as the greater of:

- a) approximately US\$1.05 million being 10% of the Funding Limit;
- b) a Funder's commission (the "Commission") of between 5% and 15% of the damages recovered, based upon the number of years that have passed from the date of the Funding Confirmation Notice; or
- c) a multiple (the "Multiple") of between 2 and 4.25 times the total of the Facility, based upon the number of years that have passed from the date of the Funding Confirmation Notice.

Time period	Multiple	Commission
Funding Confirmation Notice to its one-year anniversary	2	5%
1st year anniversary of Funding Confirmation Notice to 2nd anniversary thereof	2.5	7.5%
2nd year anniversary of Funding Confirmation Notice to 3rd anniversary thereof	3	10%
3rd year anniversary of Funding Confirmation Notice to 4th anniversary thereof	3.75	12.5%
Any time following the prior period	4.25	15%

Following the fifth year, the Funder is additionally entitled to an agreed interest rate at 25% per annum on the Deployed Funding until receipt of damages payments.

In the event that the settlement or award includes the value or benefit of any property other than cash, pursuant to the terms of the AFA, IGPL are required to realise and convert this property to cash and then apply it in accordance with the above.

Notwithstanding the positive nature of discussions to date with the Funder, there can be no assurance that the Funder's due diligence will be satisfactory. Furthermore, there can be no certainty as to the outcome of the Claim.

Background to Claim

The Bhukia Project comprises legal rights that the Company holds via its Australian subsidiary, IGPL, in respect of an area that was the subject of a rejected Prospecting Licence Application in Rajasthan, India. The Company made its initial investment in Bhukia (through IGPL) in January 2005. The Company provided all of the funding and managed the joint venture exploration programmes. The work programmes were carried out in accordance with government rules and regulations and reported on time and in a professional manner.

The Company's right to be granted a Prospecting Licence over Bhukia, through its joint venture holding, has been consistently frustrated over an extended period of time by the Government of Rajasthan ("GoR"). The Prospecting Licence Application over Bhukia was rejected by the GoR in August 2018 on various spurious and legally untenable grounds. An interim Stay Order was obtained from the Rajasthan High Court, which remains in place subject to ongoing proceedings to challenge the GoR's decision.

In 2021, the Government of India ("GoI") passed a new act ("MMDR2021") to amend the Mines and Minerals (Development and Regulation) Act of 2015 ("MMDR2015"). Under Clause 13 of the MMDR2021, any pending Prospecting Licence Applications ("PLA") were deemed to have lapsed and provisions were included in the Act to reimburse parties for expenditures incurred. Under the BIT, the Company is entitled to fair and equitable compensation, not merely reimbursement of expenditures.

As described above, it is clear that the Company's investment in Bhukia was expropriated by the GoI through the enactment of MMDR2021, contrary to Article 7(1) of BIT. The GoI has also breached the obligation to accord fair and equitable treatment to the Company's investment under Article 3 of BIT.

The claim for compensation will involve an assessment of the market value of the Bhukia Project immediately before the expropriation. The Company believes that the market value of Bhukia is substantial with the project ranking among the top undeveloped gold projects in the world.

Bhukia Background

The Company completed a total of 21 holes drilled by IGPL and reported a JORC compliant mineral resource estimate of 1.74 million ounces at an average grade of 1.4 g/t Au (2008). Subsequently, much more work has been done on the project to demonstrate, with confidence, a much larger and more important gold deposit. The Geological Survey of India, an agency of the GoI, published a report in 2014 after the completion of over 150 drill holes (Bulletin Series A (April 2014)), wherein it reported reserve/resource estimates that far exceed the prior figure published by the Company. The report demonstrated the project's merit as supporting a large, low-cost gold mining operation with low stripping ratios and copper and cobalt by-product credits.

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Qualified Person

The technical information contained in this disclosure has been read and approved by Ian S Cooper (BSc, ARSM, FAusIMM, FGS), who is a qualified geologist and acts as the Qualified Person under the AIM Rules - Note for Mining and Oil & Gas Companies. Mr Cooper is a geological consultant to Panthera Resources PLC.

UK Market Abuse Regulation (UK MAR) Disclosure

The information contained within this announcement is deemed by the Company to constitute inside information for the purposes of Regulation 11 of the Market Abuse (Amendment) (EU Exit) Regulations 2019/310. Upon the publication of this announcement via a Regulatory Information Service ("RIS"), this inside information is now considered to be in the public domain.

Forward-looking Statements

This news release contains forward-looking statements that are based on the Company's current expectations and estimates. Forward-looking statements are frequently characterised by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate", "suggest", "indicate" and other similar words or statements that certain events or conditions "may" or "will" occur. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause actual events or results to differ materially from estimated or anticipated events or results implied or expressed in such forward-looking statements. Such factors include, among others: the actual results of current exploration activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; possible variations in ore grade or recovery rates; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing; and fluctuations in metal prices. There may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Forward-looking statements are not guarantees of future performance and accordingly, undue reliance should not be put on such statements due to the inherent uncertainty therein.

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