

Schedule One – Ovoca Bio Plc

Released : 31 December 2025 8:00

RNS Number : 2768N
 AIM
 31 December 2025

ANNOUNCEMENT TO BE MADE BY THE AIM APPLICANT PRIOR TO ADMISSION IN ACCORDANCE WITH RULE 2 OF THE AIM RULES FOR COMPANIES ("AIM RULES")
COMPANY NAME:
Ovoca Bio Plc ("Ovoca") to be renamed <i>Talisman Metals plc</i> on Admission ("Talisman" or the "Company")
COMPANY REGISTERED OFFICE ADDRESS AND IF DIFFERENT, COMPANY TRADING ADDRESS (INCLUDING POSTCODES):
17 Pembroke Street Upper Dublin 2 D02 AT22 Ireland
COUNTRY OF INCORPORATION:
Ireland
COMPANY WEBSITE ADDRESS CONTAINING ALL INFORMATION REQUIRED BY AIM RULE 26:
https://www.ovocabiopl.com to be www.talismanmetalsplc.com after re-Admission
COMPANY BUSINESS (INCLUDING MAIN COUNTRY OF OPERATION) OR, IN THE CASE OF AN INVESTING COMPANY, DETAILS OF ITS INVESTING POLICY). IF THE ADMISSION IS SOUGHT AS A RESULT OF A REVERSE TAKE-OVER UNDER RULE 14, THIS SHOULD BE STATED:
On 7 May 2025, Ovoca announced it had entered into a conditional Letter of Intent (" LOI ") to acquire 100% of Tadeen, a UK-registered company, which indirectly owns 100% of the Licences in Morocco, prospective for Copper and Silver (the " Acquisition "), through its wholly owned subsidiary, Horizons Mines SARL.
Tadeen was incorporated in 2021 and since that time has sought to develop and subsequently commercialise mineral exploration and exploitation properties with strong

geological potential in the promising jurisdiction of Morocco. The Company will only focus its work on 10 of the exploration permits, five comprising the **Tizert Project** and five making up the **Argana Project**, with a total combined area of 129.8km² (together the "**Exploration Permits**" for the purposes of this Document). These are between 8 and 30km from the large Tizert Copper-Silver Project being developed by the Managem SA Group (Managem) the Moroccan listed Mining Group for which the Government owns a majority stake. On completion of the Transaction, various members of the senior management team of Tadeen will be integrated into the Enlarged Group. The existing Chief Executive Officer of Ovoca, Timothy McCutcheon, will serve as Chief Executive Officer of the Enlarged Group.

The Transaction constitutes a reverse takeover under AIM Rule 14, requiring the approval of a majority of the Shareholders voting in person or by proxy at a general meeting

On Admission, Talisman Metals plc will, through its wholly owned Bermudan subsidiary T Metals Limited, will own 100% of Tadeen (the acquisition target) which in turn holds 100% of Horizons Mines SARL who own the Exploration Permits.

DETAILS OF SECURITIES TO BE ADMITTED INCLUDING ANY RESTRICTIONS AS TO TRANSFER OF THE SECURITIES (i.e. where known, number and type of shares, nominal value and issue price to which it seeks admission and the number and type to be held as treasury shares):

Number of ordinary shares of €0.02 each ("Ordinary Shares") for which Admission is being sought: 64,174,918

The Ordinary Shares are and will remain freely transferable and have no restrictions as to transfer placed on them.

The issue price: 7.7 pence (the "Issue Price").

No Shares are or will be held in treasury.

CAPITAL TO BE RAISED ON ADMISSION (AND/OR SECONDARY OFFERING) AND ANTICIPATED MARKET CAPITALISATION ON ADMISSION:

Capital to be raised on Admission: £1.155 million

Anticipated market capitalisation on Admission: approximately £4.9 million (at the Issue Price)

PERCENTAGE OF AIM SECURITIES NOT IN PUBLIC HANDS AT ADMISSION:

39.01%

DETAILS OF ANY OTHER EXCHANGE OR TRADING PLATFORM TO WHICH THE AIM SECURITIES (OR OTHER SECURITIES OF THE COMPANY) ARE OR WILL BE ADMITTED OR TRADED:

N/A

THE COMPANY HAS APPLIED FOR THE VOLUNTARY CARBON MARKET DESIGNATION (Y/N)

No

FULL NAMES AND FUNCTIONS OF DIRECTORS AND PROPOSED DIRECTORS

(underlining the first name by which each is known or including any other name by which each is known):

Timothy ("Tim") Rand McCutcheon - Chief Executive Officer
Leah Ellen O'Donovan - Chief Financial Officer
Jonathan George Henry - Independent Non-Executive Chair
Anastasia Levashova - Independent Non-Executive Director
Thomas ("Tom") Alan Garagan - Independent Non-Executive Director
Dr Mohammed Mouhib - Non-Executive Director

FULL NAMES AND HOLDINGS OF SIGNIFICANT SHAREHOLDERS EXPRESSED AS A PERCENTAGE OF THE ISSUED SHARE CAPITAL, BEFORE AND AFTER ADMISSION (underlining the first name by which each is known or including any other name by which each is known):

Name	Number of Ordinary Shares before Admission	Percentage of Existing Ordinary Shares	Number of Ordinary Shares on Admission**	Percentage of Enlarged Share Capital
Euoclear Nominees Limited*	67,913,860	76.77%	22,637,953	35.28%
Timothy McCutcheon (CEO)*	19,506,203	22.05%	6,679,613	10.41%
Picko Trading Co Limited	10,002,077	11.31%	3,334,026	5.20%
National Settlement Depository*	9,893,214	11.18%	3,297,738	5.14%
Investor Services Nominees Limited*	4,158,532	4.70%	1,386,177	2.16%
Cambrian Limited	-	-	6,252,049	9.74%
Charterhouse Trustees Limited	-	-	6,252,049	9.74%
Aya Silver & Gold Inc.	-	-	3,000,000	4.67%
Zakariae Mouhib	-	-	2,925,610	4.56%
Mohamed Baoutoul	-	-	2,925,610	4.56%

* All of these shares are held through Euroclear Nominees Limited

** Following a 3:1 share consolidation

NAMES OF ALL PERSONS TO BE DISCLOSED IN ACCORDANCE WITH SCHEDULE 2, PARAGRAPH (H) OF THE AIM RULES:

None

- (i) ANTICIPATED ACCOUNTING REFERENCE DATE
(ii) DATE TO WHICH THE MAIN FINANCIAL INFORMATION IN THE ADMISSION DOCUMENT HAS BEEN PREPARED (this may be represented by unaudited interim financial information)
(iii) DATES BY WHICH IT MUST PUBLISH ITS FIRST THREE REPORTS PURSUANT TO AIM RULES 18 AND 19:

- (i) 31 December
(ii) 30 June 2025
(iii) As follows:
– 30 June 2026 (audited accounts for the year ended 31 December 2025)
– 30 September 2026 (unaudited interim financial statements for 6 months ended 30 June 2026)
– 30 June 2027 (audited accounts for the year ended 31 December 2026)

EXPECTED ADMISSION DATE:

28 January 2026

NAME AND ADDRESS OF NOMINATED ADVISER:
<u>Beaumont Cornish Limited</u> 5-10 Bolton Street London W1J 8BA
NAME AND ADDRESS OF BROKER:
<u>CMC Markets UK plc</u> 133 Houndsditch London EC3A 7BX
OTHER THAN IN THE CASE OF A QUOTED APPLICANT, DETAILS OF WHERE (POSTAL OR INTERNET ADDRESS) THE ADMISSION DOCUMENT WILL BE AVAILABLE FROM, WITH A STATEMENT THAT THIS WILL CONTAIN FULL DETAILS ABOUT THE APPLICANT AND THE ADMISSION OF ITS SECURITIES:
The AIM Admission Document, which will contain full details of the applicant and admission of its securities, will be available from the Company's website: https://www.ovocabiopl.com to be www.talismanmetalspl.com after re-Admission
THE CORPORATE GOVERNANCE CODE THE APPLICANT HAS DECIDED TO APPLY
QCA Code
DATE OF NOTIFICATION:
31 December 2025
NEW/ UPDATE:
New

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