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MONGOLIAN MINING CORPORATION

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 975)

VOLUNTARY ANNOUNCEMENT IN RELATION TO THE ACQUISITION OF 50.5% EQUITY INTEREST IN THE TARGET COMPANY

This announcement is made by Mongolian Mining Corporation (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis to provide the shareholders and potential investors of the Company with updated information on the latest business development of the Group.

The board of directors (the “**Board**”) of the Company is pleased to announce that on 11 December 2024 (after trading hours), the Company and Mongolian Mining Corporation Pte. Ltd, a wholly-owned subsidiary of the Company and a limited liability company incorporated under the laws of Singapore (the “**Buyer**”), entered into a securities purchase agreement (the “**Securities Purchase Agreement**”) with Talst Investment LLC (the “**Seller**”), an independent third party and a limited liability company incorporated under the laws of Mongolia.

Pursuant to the Securities Purchase Agreement, the Buyer has conditionally agreed to purchase, and the Seller has conditionally agreed to sell, 50.5% of the issued and outstanding share capital of Universal Copper LLC (the “**Target Company**”), a limited liability company incorporated and existing under the laws of Mongolia, for an aggregate cash consideration of US\$20,500,000 (the “**Purchase Price**”).

The Purchase Price shall be payable in two tranches, subject to the conditions precedent set forth in the Securities Purchase Agreement between the Buyer and the Seller: (i) an initial payment of US\$8,500,000, to be made no later than 10 January 2025; and (ii) a deferred payment of US\$12,000,000, to be settled in two equal installments of US\$6,000,000 each. The first installment shall be payable within 12 months following the closing and the second installment shall be payable within 24 months following the closing.

Upon closing, the Group will be beneficially interested in 50.5% equity interest of the Target Company.

The Target Company is principally engaged in the exploration for copper and other non-ferrous metals and holds three minerals exploitation special permits, as follows: MV-017089 covering an area of 2,931.07 hectares named Khar Tolgoi (White Hill); MV-017579 covering an area of 5,300.54 hectares named Urkhut; and MV-021014 covering an area of 6,557.08 hectares named Khukh Tolgoi, all located in Bayankhongor aimag (province), Mongolia. These permits were issued by the Mineral Resources and Petroleum Authority of Mongolia on 30 July 2012, 17 July 2014 and 30 January 2018, respectively. According to the Minerals Law of Mongolia, a minerals exploitation special permit issued is effective for 30 years and extendable twice, each by a 20-year period.

According to the information in Mineral Resource Statement as at 30 June 2024, prepared by a competent person in line with Joint Ore Reserves Committee (the “JORC”) 2012 reporting standards, the White Hill copper deposit (primary mining asset of the Target Company) has the following resources:-

White Hill Deposit – Mineral Resource Estimate
(Reported on a dry in-situ basis)

Classification	Ore Type	Quantity tonnes	Average Grade				Metal Contained			
			Cu %	Au g/tonne	Ag g/tonne	Zn %	Cu tonnes	Au oz	Ag oz	Zn tonnes
Measured	Oxide	193,708	0.74	0.71	24.36	0.08	1,434	4,422	151,731	159
	Transition	132,700	1.98	0.44	13.40	0.19	2,625	1,863	57,162	254
	Sulfide	893,808	2.69	0.26	12.06	0.69	24,026	7,581	346,642	6,125
	Total	1,220,216	2.30	0.35	14.16	0.54	28,085	13,865	555,535	6,539
Indicated	Oxide	4,172,386	1.01	0.06	1.97	0.13	42,022	7,809	264,606	5,526
	Transition	1,005,548	1.38	0.07	3.93	0.26	13,874	2,391	127,047	2,615
	Sulfide	3,806,100	1.95	0.20	9.51	0.86	74,395	24,113	1,163,197	32,791
	Total	8,984,033	1.45	0.12	5.38	0.46	130,291	34,314	1,554,850	40,932
Inferred	Oxide	1,817,269	0.95	0.02	0.93	0.06	17,274	1,076	54,530	1,057
	Transition	153,036	1.26	0.02	0.65	0.45	1,934	85	3,208	693
	Sulfide	588,326	1.26	0.13	4.76	1.01	7,440	2,381	89,976	5,955
	Total	2,558,630	1.04	0.04	1.80	0.30	26,647	3,542	147,713	7,705
Total	Oxide	6,183,362	0.98	0.07	2.37	0.11	60,731	13,307	470,867	6,741
	Transition	1,291,283	1.43	0.10	4.51	0.28	18,433	4,339	187,417	3,562
	Sulfide	5,288,234	2.00	0.20	9.41	0.85	105,861	34,075	1,599,814	44,872
	Total	12,762,879	1.45	0.13	5.50	0.43	185,024	51,721	2,258,098	55,175

Notes:

1. The Statement of Estimates of Mineral Resources has been compiled under the supervision of Mr. Stephen Pearson who is an independent consultant and a Member of the Australian Institute of Geoscientists. Mr. Pearson has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity that he has undertaken to qualify as a Competent Person as defined in the JORC Code 2012.
2. All Mineral Resources figures reported in the table above represent estimates based on drilling completed up to 7 November 2013. Mineral Resource estimates are not precise calculations, being dependent on the interpretation of limited information on the location, shape and continuity of the occurrence and on the available sampling results. The totals contained in the above table have been rounded to reflect the relative uncertainty of the estimate. Rounding may cause some computational discrepancies.
3. Glogex Consulting LLC is responsible for changes in Mineral Resources or the factor affecting Mineral Resources. The review conducted as at 30 June 2024 revealed that there is no material change that would require a restatement of the mineral resource.

The Board believes that the proposed acquisition of the Target Company will potentially diversify the Company's revenue sources, reduce its reliance on a single commodity, and align with the Group's long-term development objectives, enabling further expansion of its business operations. Additionally, it underlines efforts in line with the Company's key strategies, which includes exploring opportunities for expanding and diversifying its business operations through potential strategic cooperation and joint venture arrangements, and also identifying possible investment targets primarily in Mongolia.

As the applicable percentage ratios (as defined in Rule 14.07 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")) of the proposed acquisition does not exceed 5%, the proposed acquisition contemplated under the Securities Purchase Agreement does not constitute a notifiable transaction under Chapter 14 of the Listing Rules.

As closing is conditional upon fulfilment of the conditions precedent set out in the Securities Purchase Agreement, the proposed acquisition may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

For and on behalf of the Board
Mongolian Mining Corporation
Odjargal Jambaljamts
Chairman

Hong Kong, 11 December 2024

As at the date of this announcement, the Board consists of Mr. Odjargal Jambaljamts and Dr. Battsengel Gotov, being the executive Directors, Mr. Od Jambaljamts, Ms. Enkhtuvshin Gombo and Mr. Myagmarjav Ganbyamba, being the non-executive Directors, and Dr. Khashchuluun Chuluundorj, Mr. Unenbat Jigjid and Mr. Chan Tze Ching, Ignatius, being the independent non-executive Directors.