

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION**

**6 December 2022**

**CASH OFFER**

**for**

**FIRESTONE DIAMONDS PLC**

**by**

**PRRF II INVESTMENT HOLDINGS LP ("PRRF II")**

**(a newly established limited partnership owned by a fund advised by Pacific Road Capital)**

**CLOSURE OF FINNCAP MICROSITE**

**1. Introduction**

On 24 June 2022, PRRF II, a newly established limited partnership owned by Pacific Road Resources Fund II L.P., a fund advised by Pacific Road Capital ("**Pacific Road**") announced a cash offer for the entire issued and to be issued ordinary share capital of Firestone, other than the Firestone Shares already held by PRRF II (the "**Offer**"). The full terms and conditions of the Offer and the procedures for acceptance of the Offer were set out in the offer document published and sent by PRRF II to Firestone Shareholders on 22 July 2022 (the "**Offer Document**"). Capitalised terms used but not defined in this announcement shall have the meanings given to them in the Offer Document.

On 20 September 2022, Pacific Road announced that the Offer will continue to be kept open for acceptance until further notice, with 14 days' notice being given in advance of final closure of the Offer.

**2. Closure of finnCap microsite**

With effect from 1 January 2023, all past and future announcements and documents in relation to the Offer will be published and held only on Firestone's website at [www.firestonediamonds.com](http://www.firestonediamonds.com). finnCap's microsite for the Offer ([www.finnventures.org/project-downloads](http://www.finnventures.org/project-downloads)) will be closed and no longer accessible from 1 January 2023.

**Enquiries:**

**PRRF II**

Scot Sobey

+ 61 (2) 9241 1000

**finnCap Ltd (financial adviser to PRRF II)**

Henrik Persson/Seamus Fricker

+ 44 (0) 20 7220 0500

finnCap Ltd ("**finnCap**"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for PRRF II and no one else in connection with the matters described in this announcement and will not be responsible to anyone other than PRRF II for providing the protections offered to clients of finnCap or for providing advice in connection with any matter referred to in this announcement. Neither finnCap nor any of its affiliates (nor their respective directors, officers, employees or agents) owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of finnCap in connection with this announcement, any statement contained herein, the Offer or otherwise. No representation or warranty, express or implied, is made by finnCap as to the contents of this announcement.

This announcement is for information purposes only. It is not intended to and does not constitute, or form part of, any offer or invitation or the solicitation of any offer to sell or purchase any securities or the solicitation of any offer to otherwise acquire, subscribe for, sell or otherwise dispose of any security pursuant to the Offer or otherwise. The Offer is made solely by the Offer Document and Firestone Shareholders should carefully read the Offer Document (and, if they hold their Firestone Shares in certificated form, the Form of Acceptance) in its entirety before making a decision with respect to the Offer.

This announcement does not constitute a prospectus or prospectus equivalent document.

### **Overseas jurisdictions**

The release, publication or distribution of this announcement in, and the availability of the Offer to persons who are residents, citizens or nationals of, jurisdictions other than the United Kingdom may be restricted by laws and/or regulations of those jurisdictions. Therefore any persons who are subject to the laws and regulations of any jurisdiction other than the United Kingdom should inform themselves about and observe any applicable requirements in their jurisdiction. Any failure to comply with the applicable requirements may constitute a violation of the laws and/or regulations of any such jurisdiction. In particular, copies of this announcement and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send it in or into or from any Restricted Jurisdiction. Unless otherwise permitted by applicable law and regulation, the Offer may not be made, directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, email or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.

This announcement has been prepared for the purpose of complying with English law and the Takeover Code, and information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside of England and Wales.

### **Important Notice to US holders of Firestone Shares**

The Offer relates to the shares of an English company and is made by means of a contractual takeover offer under the Takeover Code and under the laws of England and Wales. The Offer is made in the United States pursuant to all applicable laws and regulations, including, to the extent applicable, Section 14(e) and Regulation 14E under the US Exchange Act of 1934 and otherwise in accordance with the requirements of the Takeover Code. Accordingly, the Offer is subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, payment and settlement procedures that are different from those applicable under US domestic tender offer procedures and law, particularly with regard to the date of payment of consideration. The Offer is made in the United States

by PRRF II and no one else.

The financial statements and financial information included or incorporated by reference into the Offer Document relating to Firestone have been prepared in accordance with accounting standards applicable in the United Kingdom and thus may not be comparable to financial statements and information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US ("US GAAP"). US GAAP differs in certain significant respects from accounting standards applicable in the United Kingdom. None of the financial information in the Offer Document has been audited in accordance with auditing standards generally accepted in the United States or the auditing standards of the Public Company Accounting Oversight Board (United States).

Neither the Offer nor this announcement has been approved or disapproved by the Securities and Exchange Commission, any state securities commission in the United States or any other US regulatory authority, nor have such authorities passed upon or determined the adequacy or accuracy of the information contained in this announcement or the merits of this Offer. Any representation to the contrary is a criminal offence in the US.

The receipt of cash by a US holder as consideration for the transfer of its Firestone Shares pursuant to the Offer will likely be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each US holder of Firestone Shares is urged to consult their independent professional adviser immediately regarding the tax consequences of the Offer applicable to him or her.

### **Rule 8 and 30 dispensations**

The Panel has granted a dispensation from the requirements under the Takeover Code that announcements must be published via a Regulatory Information Service. PRRF II and Firestone are instead required to publish all announcements (other than the announcement published on 24 June 2022 and the announcement ending the Offer Period published on 12 August 2022, which were published via a Regulatory Information Service) on [www.finnventures.org/project-downloads](http://www.finnventures.org/project-downloads) and/or on Firestone's website at [www.firestonediamonds.com](http://www.firestonediamonds.com). From 1 January 2023, all announcements will be published and held only on Firestone's website at [www.firestonediamonds.com](http://www.firestonediamonds.com).

The Panel has also granted a dispensation from the requirement in Note 3 on Rule 8 of the Takeover Code that disclosures made under Rule 8 of the Takeover Code must be made to a Regulatory Information Service. Therefore, any Opening Position Disclosures and Dealing Disclosures required under Rule 8 of the Takeover Code may be made by email to [sfricker@finncap.com](mailto:sfricker@finncap.com) and [tharper@finncap.com](mailto:tharper@finncap.com) and will be published on [www.finnventures.org/project-downloads](http://www.finnventures.org/project-downloads) (until 31 December 2022 only) and/or Firestone's website at [www.firestonediamonds.com](http://www.firestonediamonds.com). A copy must also be sent to the Panel's Market Surveillance Unit by email ([monitoring@disclosure.org.uk](mailto:monitoring@disclosure.org.uk)).

### **Publication on website**

A copy of this announcement, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, will be made available at [www.finnventures.org/project-downloads](http://www.finnventures.org/project-downloads) (until 31 December 2022) and on Firestone's website at [www.firestonediamonds.com](http://www.firestonediamonds.com) no later than 12 noon (London time) on the Business Day following this announcement, pursuant to Rule 26 of the Takeover Code. The contents of the websites referred to in this announcement are not incorporated into, and do not form part of, this announcement.

### **General**

If you are in any doubt about the contents of this announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor or independent financial adviser duly authorised under the Financial Services and

Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriate authorised independent financial adviser.