

News Release

August 26, 2015

Anglo Pacific Group PLC **Proposed transfer of listing category on the Official List from premium to standard**

Anglo Pacific Group PLC ("Anglo Pacific" or the "Company") (LSE: APF, TSX: APY), announces that, further to the announcement on December 22, 2014, the Board is seeking to transfer the Company's listing category from a premium listing as a commercial company on the Official List to a standard listing on the Official List under Rule 5.4A of the Listing Rules (the "Proposed Transfer"). It is anticipated that, subject to shareholder approval, the Proposed Transfer will take effect at 8.00 a.m. on October 16, 2015.

A circular in relation to the Proposed Transfer and a Notice of General Meeting will be sent to shareholders and will be available to view on the Company's website later today.

The circular will also be submitted to the National Storage Mechanism and will be available for inspection at: www.morningstar.co.uk/uk/NSM.

Commenting on the Proposed Transfer, Julian Treger, Chief Executive Officer to Anglo Pacific, said:

"We have been in discussions with major shareholders about the move to a Standard Listing since early 2015 and have a clear commitment, following the move, to ensure Anglo Pacific will continue to maintain high standards of corporate governance. The move will provide us with greater flexibility as we continue to grow the business, whilst still providing all current and future shareholders with a high standard of protection from being a London listed company. As a shareholder myself, I support this move and believe it is the right thing for the next stage of Anglo Pacific's development"

For further information:

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Background

The Proposed Transfer is a result of discussions with the UKLA in relation to the appropriate categorisation of the Company under the Listing Rules with respect to technical considerations related to the Company's royalty business model which may be considered to be incompatible with a Premium Listing. In November 2014, the UKLA notified the Company that, having regard to certain disclosures made to the UKLA, its preliminary view was that the Company may be in breach of its continuing obligation set out under Listing Rule 9.2.2AR, that a listed company must carry on an independent business as its main activity. In reaching this conclusion, the UKLA took into account, amongst other things, the nature of the Company's business, specifically that the Company has a limited ability to participate in the

decision-making process relating to the royalty properties on which it is dependent for its revenue. The UKLA therefore did not believe that the Company could be said to be carrying on an independent business as its main activity as required by Listing Rule 9.2.2AR(1) and the Company consequently entered into discussions with the UKLA regarding a possible transfer of the Company's listing category.

After careful consideration and analysis of the various alternative listing regimes available to the Company, the Board has concluded that remaining on the Official List with a Standard Listing will be the most appropriate listing category for the Company. As set out below, the Standard Listing fully complies with the relevant European Directives setting common listing standards across all European Union member states. Accordingly, the Company would remain subject to those provisions of the Listing Rules that are applicable to a company with a Standard Listing, the UK Disclosure and Transparency Rules and the UK Prospectus Rules. The Company intends to continue to maintain its high standards in corporate governance that are familiar to its investors. In addition, the Company has considered compliance on a voluntary basis with certain of the governance practices that go beyond the standard listing requirements and, as a result, following the Proposed Transfer intends to continue to comply with related party requirements that are substantially equivalent to those set out in Chapter 11 of the Listing Rules.

Under the Listing Rules, the Proposed Transfer requires the Company first to obtain the prior approval of a resolution for such transfer from not less than 75 per cent. of Shareholders who vote in person or by proxy at a general meeting. Therefore, the Resolution being proposed at the General Meeting to approve the Proposed Transfer is being proposed as a special resolution.

Pursuant to the Listing Rules, the date of transfer of listing category must not be less than 20 business days after the passing of the Resolution. The Board proposes to apply as soon as possible for the transfer to be effected and so, subject to the passing of the Resolution and the UKLA confirming that the Company meets the eligibility requirements for such a listing, it is anticipated that the date of transfer will be 16 October 2015. The Ordinary Shares will, on completion of the transfer, continue to be traded on the Main Market, but under the designation "Listed: Standard".

Transfer to Standard Listing

A Standard Listing requires the issuer to comply with the minimum regulatory requirements imposed by the EU that apply to all securities that are admitted to trading on EU regulated markets. As an issuer with a Standard Listing, the Company will remain subject to the Listing Rules (as applicable to a company whose equity shares have a Standard Listing), the Prospectus Rules and the Disclosure and Transparency Rules, however it will not be required to comply with super-equivalent provisions of the Listing Rules which apply to companies with a Premium Listing.

A summary of the key differences between the regulatory requirements of companies with a Standard Listing and those with a Premium Listing is contained in the circular being sent to Shareholders. While the Ordinary Shares have a Standard Listing, they will not be eligible for inclusion in the UK Index Series of FTSE indices.

General Meeting

Completion of the transfer of listing category on the Official List from premium to standard is conditional upon Shareholders' approval being obtained at the General Meeting. Accordingly, a notice convening a General Meeting to be held at 11.00 a.m. on 17 September 2015 at which the Resolution approving the transfer of listing category on the Official List from premium to standard will be proposed is being sent to the Company's Shareholders.

Importance of the vote

As a consequence of the discussions with the UKLA referred to above, due to certain technical considerations, the Company may be deemed not to satisfy certain ongoing eligibility criteria for a premium listed company. If the Resolution is not passed and the Proposed Transfer does not take place, the Company may be ineligible to retain its Premium Listing and the Board would need to conduct a further analysis of other alternative listing regimes available to the Company. Complying with the eligibility requirements of such alternative regimes may be more difficult, costly to implement and may provide less flexibility for the Company to conduct its business. In addition, there is no guarantee that the Directors would be successful in achieving admission to an alternative exchange and, as such, that there would not be a period during which the Ordinary Shares would not be admitted to

trading on any UK exchange (although the listing on the Toronto Stock Exchange would remain in place subject to compliance with the relevant requirements), which may, amongst other things, impact on the liquidity of the market in the Ordinary Shares.

Recommendation

The Board considers that the Proposed Transfer is in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolution, as the Directors intend to do in respect of their own respective individual beneficial holdings of, in aggregate, 5,820,317 Ordinary Shares, representing approximately 3.42 per cent. of the total issued share capital of the Company (excluding treasury shares) as at 25 August 2015.

Expected Timetable of Principal Events

Latest time and date for receipt of Forms of Proxy for use at the General Meeting	11.00 a.m. on 15 September 2015
General Meeting	11.00 a.m. on 17 September 2015
Expected date upon which the transfer of listing category will become effective	16 October 2015

Notes to editors:

About Anglo Pacific

Anglo Pacific is a global natural resources royalty company. The Company's strategy is to develop a leading international diversified royalty company with a portfolio centred on base metals and bulk materials, focusing on accelerating income growth through acquiring royalties on projects that are currently cash flow generating or are expected to be within the next 24 months. It is a continuing policy of the Company to pay a substantial portion of these royalties to shareholders as dividends.

Definitions

2006 Act	the Companies Act 2006
Board	the board of directors of the Company
Company	Anglo Pacific Group PLC, a public limited company incorporated in England and Wales with registered number 00897608
Directors	the existing directors of the Company at the date of this announcement
Disclosure and Transparency Rules	the disclosure and transparency rules made by the FCA under Part VI of FSMA
EU	the European Union
FCA	the Financial Conduct Authority
FSMA	the Financial Services and Markets Act 2000
General Meeting	the general meeting of the Company convened for 11.00 a.m. on 17 September 2015 at the Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS, United Kingdom by the Notice of General Meeting
Group	the Company and, where the context requires, each of its subsidiary undertakings (within the meaning of the 2006 Act) at the date of this announcement
Listing Rules	the listing rules made by the FCA under Part VI of FSMA
London Stock Exchange Model Code	London Stock Exchange plc the model code on directors' dealings in securities, as set out in the Appendix to Chapter 10 of the Listing Rules
Notice or Notice of General Meeting	the notice convening the General Meeting being sent to Shareholders
Official List	the Official List of the FCA
Ordinary Shares	ordinary shares of two pence each in the capital of the Company from time to time

Premium Listing	the "Premium listing (commercial company)" segment of the Official List
Proposed Transfer	the proposed transfer of the Ordinary Shares out of the category of a "premium listing (commercial company)" on the Official List and into the category of a "standard listing (shares)" on the Official List
Prospectus Rules	the prospectus rules made by the FCA under Part VI of FSMA
Registrar	Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA
Resolution	the resolution set out in the Notice of General Meeting
Shareholder	a holder of Ordinary Shares
Standard Listing	the "Standard listing (shares)" segment of the Official List
UK Corporate Governance Code	the UK Corporate Governance Code published by the Financial Reporting Council, in force from time to time
UKLA	the United Kingdom Listing Authority, acting in its capacity as the competent authority for the purposes of Part VI of FSMA