

# Tinma International Ltd to Become a Strategic Shareholder in Rambler Metals and Mining through Private Placement

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LONDON, ENGLAND and BAIE VERTE, NEWFOUNDLAND AND LABRADOR -- ([Marketwire](#) - March 6, 2012) - Rambler Metals and Mining plc (TSX VENTURE:RAB) (AIM:RMM) ('Rambler' or the 'Company') is pleased to announce that it has accepted an offer from Tinma International Ltd ('Tinma'), a wholly-owned subsidiary of a China-based investor, to become a strategic shareholder in Rambler through a non-brokered private placement by entering into a conditional subscription agreement with Tinma (the 'Subscription Agreement').

Provided the conditions for closing are met, the placement will result in the issuance by Rambler of 10,403,980 ordinary shares to Tinma at a placing price of Can\$0.44 (approximately 0.28 pence) per ordinary share, being the weighted average price of the Company's shares on the TSX Venture Exchange over the 90 trading days prior to 14 February 2012. This placement, combined with Tinma's current holdings, will bring Tinma's total shareholdings in Rambler to 13,388,980 million shares representing approximately 9.9 per cent of the issued share capital of Rambler, on a post-closing basis. Proceeds from the placement will be used for general working capital purposes and to advance the Ming Mine's Lower Footwall Zone through a feasibility study.

Closing is conditional upon, among other things, admission of the Subscription Shares to trading on the AIM market and acceptance by the TSX Venture Exchange of the listing of the subscription shares, which is expected to occur on or about 16 March 2012, or on such later date as may be agreed following fulfillment of the other conditions of the Subscription Agreement. Such additional conditions include no material adverse change (as defined in the Subscription Agreement) having occurred between the date of the Subscription Agreement and Admission, and the delivery of certain legal opinions.

Upon completion of the subscription, Rambler will grant a right of first refusal to Tinma to participate in all subsequent equity fundraisings so as to enable Tinma to increase its shareholding in the Company to not more than 19.9 per cent of the issued share capital of the Company, and thereafter to maintain its percentage shareholding for so long as it holds at least 10 per cent of the issued share capital of the Company.

As well, upon completion of the subscription, Tinma will have the right to nominate one director to the Rambler board of directors for such time as Tinma controls (directly or indirectly) at least 9.9 per cent of the Company's issued share capital. Tinma will also have the right to nominate a second member of the board for such time as Tinma controls (directly or indirectly) at least 15 per cent of the Company's issued share capital. An announcement will be made in due course regarding Tinma's director representative and closing of the private placement.

Admission to trading on the AIM market of the new 10,403,980 ordinary shares is expected to occur on or about 16 March 2012. For the purposes of the Disclosure and Transparency Rules, the Company's total issued share capital at the date of this notice consists of 124,838,248 ordinary shares of 1 penny each.

The above figure may be used by shareholders as the denominator for the calculations by which they will determine their interest if they are required to notify their interest in, or a change to their interest in, the Company, under the Disclosure and Transparency Rules.

George Ogilvie, President and CEO of Rambler, commented:

"This new alliance has been specifically formed to provide the Company with increased financial strength. In addition, with Tinma's international connections and Rambler's proven ability in developing its mineral properties, there is now new potential to expand the Company, both at the existing Ming Copper Gold Mine and regionally.

We understand that following an extensive search, Rambler was selected for Tinma's first investment in a mining operation. In early 2011 Tinma commissioned a study to find a junior mining company that had a

good quality asset, located in a geopolitically safe jurisdiction, was at or near production, had good growth potential and was undervalued. This study revealed Rambler to be an ideal fit to those prerequisites. Subsequently, Tinma made contact with Rambler in March 2011 and, over the last year, we have familiarized ourselves with one another's business models and Executive Groups. Tinma began acquiring the Rambler stock on the AIM market and, after 4 months, held 2.985 million shares, 2.39% of the outstanding shares. We saw this as very encouraging as it showed Tinma's commitment to the investment and we are excited about having Tinma as a strategic partner."

Mr. Huang, Chairman of Tinma International, commented:

"To leverage on China's increasing demand of natural resources and to cope with its fast growing business in China, Tinma has always wanted to expand upstream to the mining arena. With this vision, Tinma began exploring into numerous mining companies and eventually come to reaching a strategic investment with Rambler. This is a win-win alliance and the synergistic values between Tinma's non-ferrous metals trading and processing businesses with Rambler's mining operation are obvious.

Besides asset quality and other qualitative measures, Tinma places a lot of value in management quality and vision. Tinma trusts the execution capability of Rambler's management team and the parties' visions are allied. As a strategic investor, Tinma commits to utilize its resources, connections and networks to support the growth of Rambler."

#### **ABOUT TINMA INTERNATIONAL LTD**

Tinma International Ltd is a privately held Company with offices in Hong Kong and China. Tinma's major shareholders and business affiliates (the "Group") has, in the past, primarily focused in the trading and processing of non-ferrous metals. The Group conducts businesses both domestically in China and internationally. Expanding from its non-ferrous metals operations, specifically scrap metal operations, the Group has gradually expanded its footprint to cover most other aspects of the non-ferrous metals value chain including logistics, financial investment and now mining with Rambler.

Leveraging on the increasing international trade flows and the robust economic growths in China, the Group has developed strong business relationships throughout the years with a number of leading Chinese non-ferrous metals companies, especially those with specific interests in copper concentrates and copper by-products. The extensive business network includes companies in the trading, processing, logistics, and investment industries in China.

The Group's business partners include listed companies in China and Hong Kong. Due to business needs, the Group has established a close trading relationship with a number of the major Chinese banks and other international banks which have supported and continue to support the Group in its day-to-day activities and other business interests.

Financial Advisor to Tinma International Ltd:  
[http://media3.marketwire.com/docs/ccb\\_logo.jpg](http://media3.marketwire.com/docs/ccb_logo.jpg)

#### **ABOUT RAMBLER METALS AND MINING**

Rambler Metals and Mining plc is a Junior Mining Company that has 100% ownership of the Ming Copper-Gold Mine in Baie Verte, Newfoundland and Labrador, Canada. As a producing gold and copper miner, our objective is to become a mid-tier mining company by continuing the development of the Ming Mine, discovering new deposits and through mergers and acquisitions.

The initial six years of the Ming Mine project is based on the underground mining of massive sulphides with a mineable reserve estimate of 1.498 million ore tonnes grading 1.62% copper, 2.40 g/t gold and 10.90 g/t silver (24,252 tonnes of copper, 115,549 ounces of gold and 525,139 ounces of silver of contained metal). All massive sulphide zones remain open both up and down plunge with the current exploration program focused on extending the known mineralization for inclusion in the resource/ reserve estimate.

In addition to the outlined reserve estimate there is a sizeable footwall deposit, beneath the massive sulphide horizon, that has been outlined with an indicated resource grade of 9.85 million tonnes grading 1.70% copper (167,355 tonnes of contained copper at a 1.25% copper cut-off grade). This zone forms the basis of a preliminary economic assessment, currently being compiled by the Company, which envisions the Ming Mine transitioning itself into a bulk tonnage mining operation. For further information on the Ming Mine project, please refer to the Company's NI 43-101 compliant technical reports, available under the Company's profile

on SEDAR ([www.sedar.com](http://www.sedar.com)).

Over the coming months and years, as the Company seeks to optimize the Ming Mine project into cash positive position, it is expected that future expansion into the footwall zone will be formalized with the goal of maximizing returns for shareholders and increasing the life of mine.

Website: [www.ramblermines.com](http://www.ramblermines.com)

Larry Pilgrim, P.Geo., is the Qualified Person responsible for the technical content of this release and has reviewed and approved it accordingly. Mr. Pilgrim is an independent consultant contracted by Rambler Metals and Mining plc.

All tonnes reported are dry metric tonnes unless otherwise indicated.

### **Caution Regarding Forward Looking Statements:**

*Certain information included in this press release, including information relating to future financial or operating performance and other statements that express the expectations of management or estimates of future performance constitute "forward-looking statements". Such forward-looking statements include, without limitation, statements regarding the financial strength of the Company, estimates regarding timing of future development and production and statements concerning possible expansion opportunities for the Company. Where the Company expresses or implies an expectation or belief as to future events or results, such expectation or belief is expressed in good faith and believed to have a reasonable basis. However, forward-looking statements are subject to risks, uncertainties and other factors, which could cause actual results to differ materially from future results expressed, projected or implied by such forward-looking statements. Such risks include, but are not limited to, interpretation and implications of drilling and geophysical results; estimates regarding timing of future capital expenditures and costs towards profitable commercial operations. Other factors that could cause actual results, developments or events to differ materially from those anticipated include, among others, increases/decreases in production; volatility in metals prices and demand; currency fluctuations; cash operating margins; cash operating cost per pound sold; costs per ton of ore; variances in ore grade or recovery rates from those assumed in mining plans; reserves and/or resources; the ability to successfully integrate acquired assets; operational risks inherent in mining or development activities and legislative factors relating to prices, taxes, royalties, land use, title and permits, importing and exporting of minerals and environmental protection. Accordingly, undue reliance should not be placed on forward-looking statements and the forward-looking statements contained in this press release are expressly qualified in their entirety by this cautionary statement. The forward-looking statements contained herein are made as at the date hereof and the Company does not undertake any obligation to update publicly or revise any such forward-looking statements or any forward-looking statements contained in any other documents whether as a result of new information, future events or otherwise, except as required under applicable securities law.*

*Certain information regarding Tinma has been provided to the Company by Tinma for purposes of this press release and the Company assumes no responsibility for the accuracy or completeness of such information or for any failure by Tinma to disclose to the Company any material information which may affect the significance or accuracy of such information.*

*Neither TSX Venture Exchange nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

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