Ventora Development

VENTORA REBUTTAL
of CNPAV report concerning Mutanda Mining and Kansuki Mining

August 2025

Contents

This memorandum has been prepared by Ventora Group ("Ventora") as a rebuttal to the Coalition Congo N'est Pas à Vendre ("CNPAV") report published 31 July 2025: "Le Cobalt à Prix Cassé, la Corruption à Plein Tarif".

INTRODUCTION

CNPAV's latest report (the "Report") outlines the ownership history of the Mutanda and Kansuki Mining Projects in an attempt to challenge past sale transactions and to criticize the profits realized by private investor groups such as Groupe Bazano, Fleurette/Ventora, and Glencore – profits which CNPAV claims came at the expense of Gécamines.

However, the Report is deeply flawed: it is complex, confusing, internally contradictory, and riddled with inconsistencies. Most significantly, it is wilfully inaccurate in its presentation of the facts. It relies on unsubstantiated or irrelevant valuations to support its narrative, which is not only misleading but also fundamentally detached from reality. The version of events it puts forward is more fiction than fact and does not reflect the true history of these projects.

EXECUTIVE SUMMARY

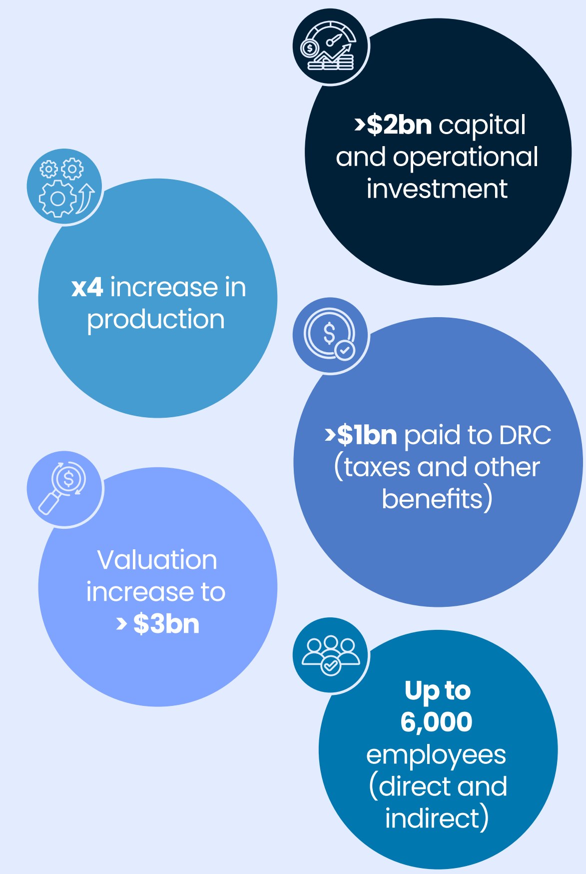
For years, we have warned that CNPAV cannot be relied upon as a credible source of factual evidence. Whether their output stems from gross incompetence or deliberate deception, the effect is the same: misinformation presented as fact.

This document exposes the serious errors in CNPAV's latest report on the sale of Gécamines' minority holdings in Mutanda Mining and Kansuki Mining. While CNPAV relies on fictional numbers, this analysis presents verifiable evidence, independent valuations, real-world examples and detailed comparisons that dismantle CNPAV's false claims.

The Report's repeated spelling mistakes, including of CNPAV's own name, and basic mathematical blunders point to incompetence. The omission of widely accepted valuations and blatant contradictions with CNPAV's own prior work point to deliberate manipulation.

This document highlights that these failures are not isolated, but part of CNPAV's ongoing campaign against Dan Gertler and related entities, pursued at the expense of evidence and sound analysis, fixating on minor historic details while ignoring broader context and other relevant facts. CNPAV's disconnection from the truth is now so severe it has even caught the attention of respected international organizations such as the Henry Jackson Society and NGO Monitor.

For the period 2011 – 2017:



WHO ARE CNPAV? WHAT IS THEIR MOTIVATION?

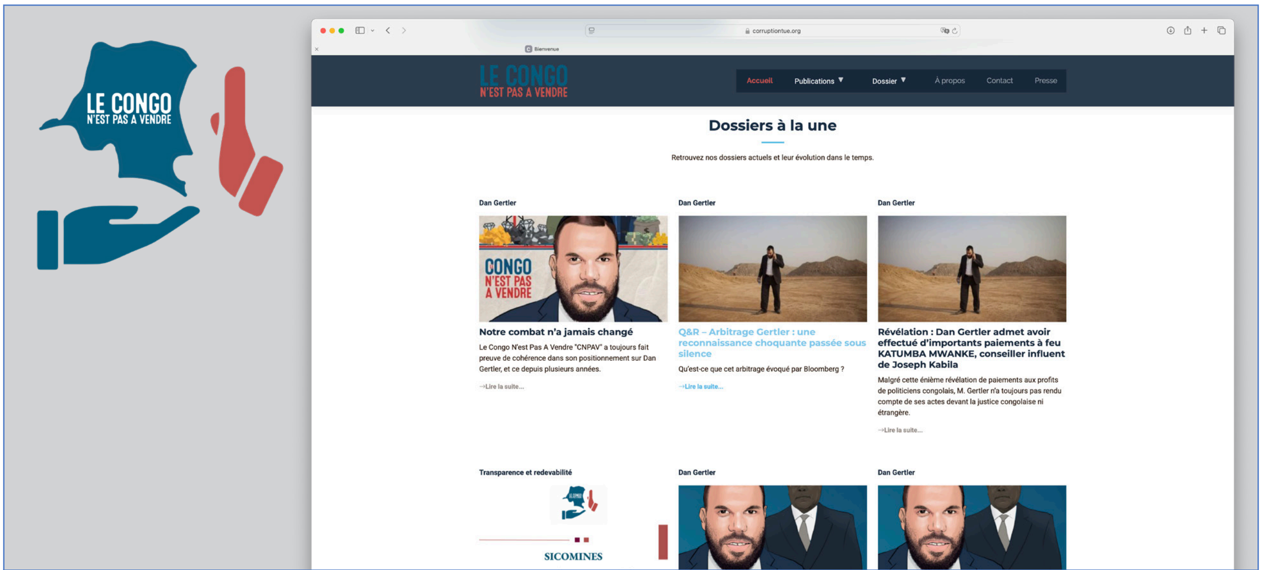
The coalition behind CNPAV (Congo N'est Pas à Vendre) presents itself as a civil society initiative advocating for transparency and accountability in the Democratic Republic of the Congo's natural resource sector. It is made up of a variety of Congolese and international NGOs and activist organizations.

While CNPAV has been active for several years, it is notable that some of its original coalition partners have since withdrawn, some after they felt their aims had been achieved and others, reportedly due to disagreements over the coalition's increasingly narrow and adversarial campaign against Dan Gertler.

This internal fragmentation is significant. When organizations that once aligned with a cause choose to dissociate, it signals concern over the integrity and direction of the campaign. These departures raise legitimate questions about whether CNPAV continues to represent a genuine civil society effort, or whether it has become a vehicle for pushing a one-sided and politically motivated agenda.

Equally concerning is CNPAV's lack of transparency around its own funding. The identity of its financial backers remains undisclosed, making it impossible to assess who its true stakeholders are and what external agendas might be influencing its activities. For a group demanding transparency from others, this opacity is particularly troubling—and undermines its credibility. Without knowing who funds CNPAV, we cannot know whether its actions are driven by public interest or private influence.

These concerns reflect a broader debate around NGO accountability, particularly in the context of Africa. In recent years, NGOs such as NGO Monitor and the Henry Jackson Society have raised serious questions about the lack of regulatory oversight, questionable funding sources, and the blurred lines between advocacy and activism in parts of the NGO sector. Unlike journalists, who are subject to professional codes of conduct and the fundamental obligation to offer a right of reply, NGOs operate without formal standards. They are not required to verify claims, follow due process, or give subjects a meaningful chance to respond—nor are they obliged to consider those responses if offered. As such, there are no guarantees about the skillset, methodology, or motivations behind their reporting.[1]



Screen-grab of the CNPAV home page- an insight into its sole-purpose multi-year campaign against Dan Gertler

CNPAV's conduct in relation to Ventora illustrates these concerns. Despite receiving a written request from Ventora to be given a timeline for publication and an opportunity to respond to the allegations, CNPAV went ahead and published the Report just two days later.[2] Their refusal to engage in good faith, combined with the fact that the Report was riddled with errors, inconsistencies, and even basic spelling mistakes (including of their own name), suggests the publication was rushed, perhaps to avoid including a response that might contradict their conclusions. The result is a Report that is not only confusing and poorly constructed, but one that appears more concerned with making headlines than finding truth.

Even within the DRC, CNPAV's version of events is being directly challenged. Gécamines, the state-owned mining company, has published materials rebutting claims made by NGOs concerning its 2011 share sales in the Mutanda and Kansuki projects[3], and several journalists active in investigating business dealings in the country have directly challenged CNPAV's motivations and agenda.[4]

Litsani Choukran: "La Lutte Téléguidée"

[1] Examples of challenges to NGO trustworthiness: NGO Monitor Report: Extractive Industry and NGOs, May 2025 https://ngo-monitor.org/wp-content/uploads/2025/05/May-2025-Extractive-Industry-and-NGOs-Report-.pdf. Henry Jackson Society May 2025 Report https://henryjacksonsociety.org/wp-content/uploads/2025/05/HJS-Human-Rights-NGOs-%E2%80%93-A-Crisis-of-Trust-Report.pdf

[2] See exchange of communications between CNPAV and Ventora prior to publication of the CNPAV Report: https://bit.ly/4l8iH0Y

[3] "The truth about the lies of NGOs in the Democratic Republic of Congo: or how under cover of morality one would like to deprive the country of its sovereignty over is raw materials" Gécamines Report November 2018 https://bit.ly/GCMReportNGOlies

[4] https://x.com/LitsaniChoukran/status/1951652854818582777
https://beto.cd/grand-angle/magazine/2025/08/02/comment-une-belge-est-au-coeur-de-linstrumentalisation-de-la-lutte-anti-corruption-en-rdc.html/192097/

This is a clear indication that CNPAV's narrative is not only contested internationally but also rejected by credible institutions within the country itself.

Taken together, these issues cast serious doubt on CNPAV's legitimacy, objectivity, and motivations. Rather than operating as a transparent and constructive watchdog, CNPAV appears to be driving a campaign rooted in preconceptions—one that lacks accountability, ignores engagement, and ultimately undermines the very principles of truth and transparency it claims to defend.

CNPAV show no interest in understanding Ventora's position, no willingness to acknowledge facts that undermine its conclusions, and no commitment to genuine inquiry. Instead, it ignored critical materials, distorted facts, and published a narrative that is both misleading and manufactured.

This is not new for Ventora. CNPAV's Report is a repeat of the same material they published about Dan Gertler in 2021, with minor adjustments. The new Report is merely additional proof of CNPAV's relentless obsession with Dan Gertler and historic transactions related to him.

The report highlighted a trend seen across Africa, in which NGO's prioritize pre-set agendas over reflecting the full facts on the ground:

"The Middle East is not the only region where the conduct of NGOs has come under scrutiny. Increasing concerns are being raised about the ethics and effectiveness of NGO operations in Africa. Experts suggest that Western influence - beyond NGOs and extending to political and military decision-makers - has waned across the continent.

Importantly, according to the latest report by NGO Monitor, human rights NGOs are often criticised for their "dependency on donor funding, which can skew priorities towards external agendas rather than local needs." Moreover, NGO Monitor also argued that NGOs are increasingly facing "accusations of selective advocacy, with some focusing disproportionately on Western actors while neglecting the actions of non-Western powers like China and Russia.

Moreover, African Arguments highlights four additional problems with NGOs' conduct in Africa...
it argues that "INGOs frequently focus on donor compliance - i.e. conforming to all the relevant standards and policies - over actual impact. In practice, this often leads to INGOs prioritising donor expectations over creating meaningful, positive change in the regions they operate."

Henry Jackson Society: "Human Rights NGOs: A Crisis of Trust"

In the report, NGO Monitor raise multiple concerns regarding CNPAV in particular, while also highlighting the case study of Gertler:

"By 2024, organizations such as The Congo is Not for Sale and Transparency International continued their rigid opposition to any settlement. These NGOs focused exclusively on maintaining sanctions against Gertler without addressing the broader implications for resource governance in the DRC.

The rigid stance of NGOs inadvertently created an opportunity for Chinese state-backed companies to consolidate their position in the DRC's mining sector.

[DRC President Tshisekedi] also noted that Gertler had been "one of the few, if not the sole" people willing to engage wth the DRC in an "innovative process" for a settlement, and that the two sides had reached an "unprecedented amicable agreement that we believe is optimal for the Democratic Republic of Congo and its people."

NGO Monitor: "Resource Extraction in Africa and the Controversial Role of NGOs"

CONTEXT

Here is the context of CNPAV's "new" investigation into Mutanda and Kansuki:

- The Fleurette transactions in Mutanda/ Kansuki took place in March 2011, more than 14 years ago;
- In 2022 the Democratic Republic of Congo and Ventora Group settled ALL issues between them and waived all claims against one another relating to all historic transactions with Gertler-related entities, including Mumi/Kansuki;
- The DRC State and Gécamines expressly re-affirmed the validity of Ventora's rights to Mumi royalties, and waived all claims in that regard;
- Ventora transferred to the DRC, as part of the settlement terms, up to $2bn of assets (valued at the time of the 2022 settlement);
- CNPAV has already published an error-strewn and defamatory financial investigation report into Ventora's acquisition of Mumi/Kansuki shares and royalty rights in May 2021;
- Gertler has consistently denied any wrongdoing with regard to his business activities in the DRC and none of the investigations, legal processes, inquiries and audits into Fleurette, Ventora, Gertler or related parties have led to legal charges. Indeed, the SFO closed a 10-year investigation into Gertler, relating to business activities in the DRC, in August 2023 for lack of evidence; and Judge (ret.) Eitan Orenstein, former President of the Tel Aviv District Court, determined in April 2024, at the end of a 14-year arbitration in Israel relating to Gertler business activities in the DRC involving more than 10,000 pages of evidence and witness testimony: "I have not been presented with convincing evidence of improper payments. I have not been presented with convincing evidence of bribery, that there was mediation of bribes and/or improper payments… no convincing evidence has shown that payments were made illegally."

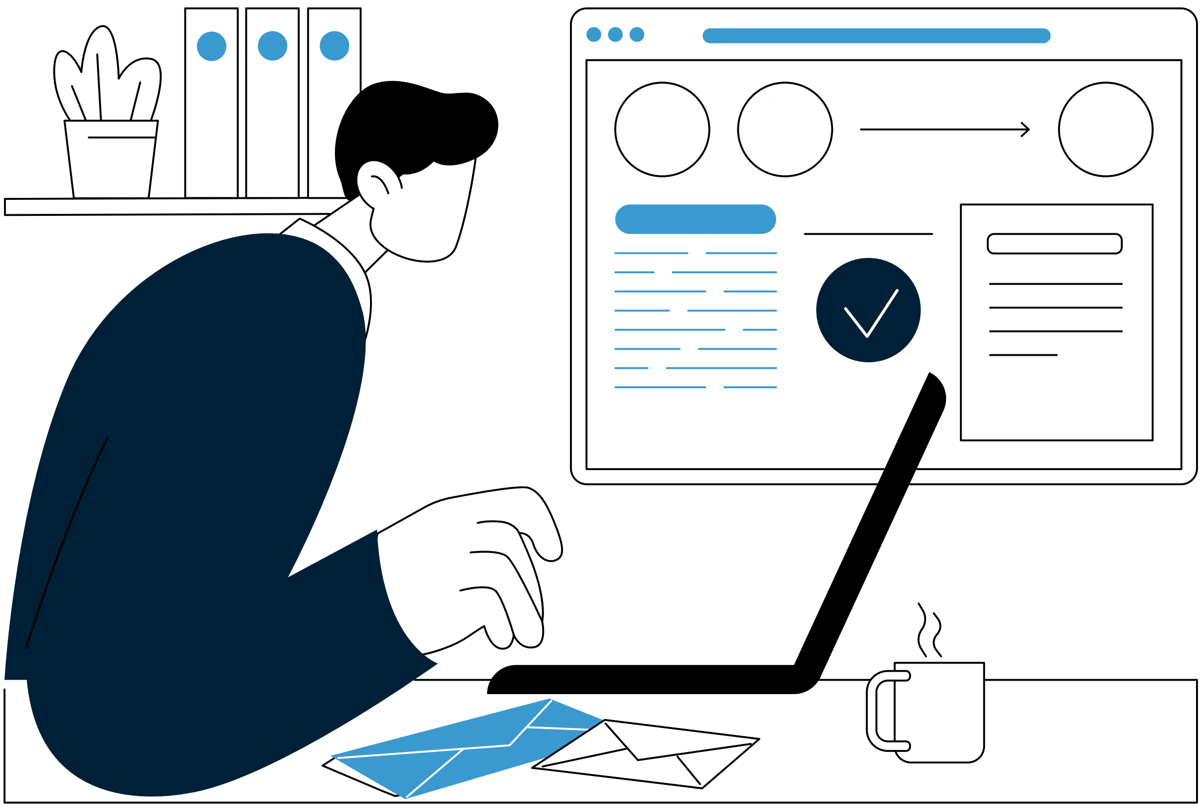
That is the context of CNPAV's Report. This isn't about uncovering past wrongdoings and campaigning for a better Congo, it is about perpetuating and repeating the same old inaccurate facts and defamatory accusations against Dan Gertler and Ventora Group.

DEFAMATION

It should be clearly understood, defamation is both a criminal and civil offence under the laws of the Democratic Republic of the Congo. There can be no doubt that the Report is defamatory of both Dan Gertler and Ventora. Ventora is, however, guided by experience, particularly from its ongoing prosecution of CNPAV's chief executive, Jean-Claude Mputu, for defamation. That case demonstrates Mputu's pattern of using court proceedings not to address the legal issues at hand, but as a platform for publicity and further public relations efforts.

Therefore, any decision by Ventora to initiate criminal defamation proceedings in respect of this Report will be guided by practical considerations rather than legal necessity. Given that no right of reply was afforded, this rebuttal, and the evidence presented within it, will make it abundantly clear that CNPAV's Report is defamatory and was published in clear disregard of the truth.

Given that no right of reply was afforded, this rebuttal, and the evidence presented within it, will make it abundantly clear that CNPAV's Report is defamatory and was published in clear disregard of the truth.



HERE ARE THE REAL FACTS...

Rebuttal

The CNPAV Report is confusing, unnecessarily complex, and riddled with figures, valuations, and numerical references that are extremely difficult to interpret or trace to any coherent source. The extent of the inaccuracies is such that it is hard to determine whether they stem from incompetence, dishonesty, or a combination of both. Attempting to address and rebut each individual number would be both impractical and unproductive. For the purposes of this rebuttal, Ventora has therefore chosen to focus on the more readily identifiable falsehoods, factual errors, and statements that are clearly misleading to the reader. This document is not intended to be an exhaustive response to every allegation or inaccuracy contained in the Report.

#1 FUNDAMENTAL FLAW

Comparing amounts received by Gécamines with future amounts received by other parties

This comparison is at the heart of the CNPAV Report, indeed, it is the entire purpose of the Report. By showing the difference between the value/amount when Gécamines sold, and future value/sale prices achieved by the buyers of those shares, CNPAV are trying to do two things:

(1) to imply that the original value was too low; and
(2) to suggest that Gécamines shouldn't have sold at all but should have held on to the shares and enjoyed the improved future values.

The second of these is how CNPAV construct their allegation that Fleurette (and others) benefited at the expense of Gécamines. Or put another way, it is how CNPAV allege that Gécamines or the DRC suffered loss through these deals. Such allegation is only possible because of CNPAV's supposition that Gécamines shouldn't have sold in the first place.

Ventora challenges the legitimacy of the entire exercise carried out by CNPAV.

Consider this scenario:
Party A sells an operating asset to Party B in year 1 for $100. Party B invests in that operation, triples its productivity and value, and then sells the asset in year 7 for $300.

Ordinarily, in year 7, or year 10 or year 14, no-one would look back and determine that Party B's $200 profit demonstrates that Party A sold at an under-value, nor would they say that Party A shouldn't have sold and would have earned that extra $200 if it held on to the asset itself. That would be a ridiculous supposition.

But that is exactly what CNPAV do.

Ignoring the activity during 7 years of operation
Using a future valuation to imply that a past sale price was too low is fundamentally flawed. This approach disregards the natural and legitimate increase in value that occurred as the Mumi project developed over time. In doing so, CNPAV ignores the billions of dollars invested into the project in the years following Fleurette's purchase, which were essential to ramping up production and driving value.

On page 7 of the Report, CNPAV states: *"In 2017, Mumi was the world's leading cobalt producer, with output of 23.9 kilotonnes of cobalt, and remains one of the largest copper producers."* However, Mumi was not the world's leading cobalt producer in 2011, the year of the transaction. The valuation at that time accurately reflected the project's status and production levels. Between 2011 and 2017, Mumi's production and value tripled, directly resulting from significant capital and operational investments during that period.

This same growth led to a substantial increase in revenues for the DRC, through both taxes and other benefits. It is regrettable that CNPAV fails to acknowledge these facts, or the economic benefits that flowed to the country as a result of the project's successful expansion.

To help illustrate this point, the Tenke Fungurume mining project (TFM) offers a relevant and instructive comparison. In 2007, TFM's board of directors drew up initial plans for the financing of a mining facility that was capable of processing up to 115,000 tonnes of copper per annum[5] At that time, before production, TFM was valued solely based on its mineral reserves and resources, at less than $2bn.

Eight years later, in 2015, TFM was producing at the rate of 204,000 tonnes of copper[6], following at least $2 billion of investment by the owner-operator Freeport Mcmoran[7], and was reflected in the sale price achieved by Freeport in 2016, when they sold their interest in TFM to China Molybdenum Company Limited (now called CMOC Group) at an implied valuation for the entire project of $4.7 billion[8].

In July 2024, CMOC Group announced its third-phase expansion plan at Tenke Fungurume mine, in which it has already invested more than $2.5 billion, to reach the current capacity of 450,000 tonnes. The new expansion will increase production at TFM to 1,000,000 tonnes per annum.[9] As a result of their investments, CMOC has seen its value increase to approximately $18 billion.

To appreciate this comparison with the Mutanda Mining Project, consider TFM: over the years, substantial investment, increased production, and significant growth in valuation have reflected the normal trajectory of a successful African mining company. Mutanda displays a comparable pattern of investment, growth, and rising valuation, yet CNPAV wrongly present this as evidence of alleged corrupt transactions.

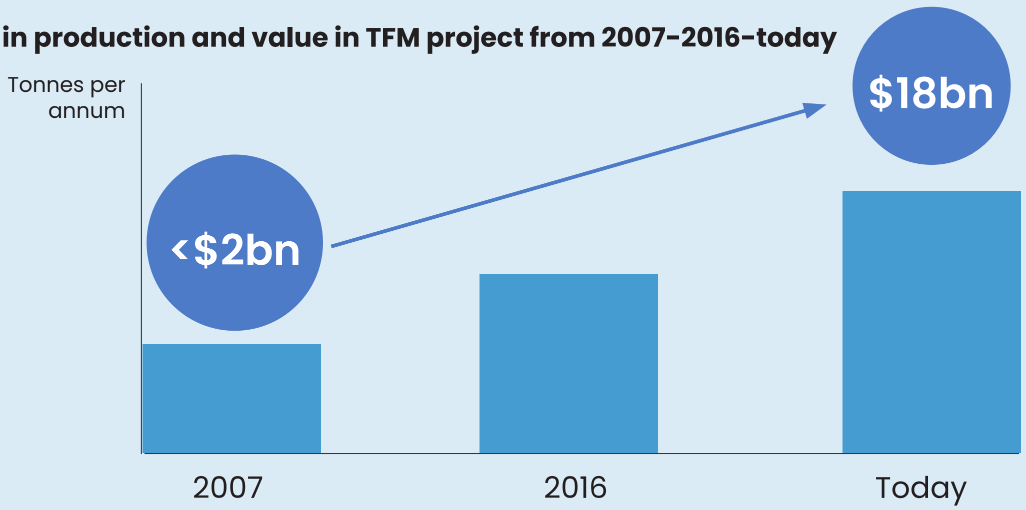
Failing to properly compare the sale proceeds

Even if absolutely nothing had changed in the project between 2011 and 2017—no increase in mining production, no new investment, no additional reserves, no change in commodity prices—comparing the asset or sale value from 2011 directly to that of 2017 would still be fundamentally flawed.

Money has a time value: $1m million in 2011 is not equivalent to $1m million in 2017. (If given the choice between receiving $1m million today or the same amount six years from now, the rational choice is obvious.)

To make a meaningful comparison between the 2011 and 2017 sale proceeds of the Mumi shares and royalties, the time value of money must be taken into account. This means revaluing the 2011 proceeds as if they were realized in 2017—by applying the same valuation metrics or discount rate used in the original 2011 net present value calculations. When a reverse discounting is applied to the $220 million value received by Gécamines in 2011[10] —using a 14% discount rate—the equivalent 2017 value is approximately $483 million.[11]

Increase in production and value in TFM project from 2007-2016-today



[5] See 2007 TFM financing plan: https://bit.ly/3Hmbpc5
[6] See news article regarding CMOC acquisition of TFM: https://bit.ly/45kGUvk
[7] See references to $157m initial capital cost; $900m first phase development capital cost; and $850m second-phase capital costs: https://bit.ly/452pjt5 and https://bit.ly/4If4QpE
[8] See footnote 6
[9] https://www.mining.com/web/cmoc-to-double-copper-output-at-congo-mines-to-1-million-tons-by-2028/
[10] the $220m amount is explained in Rebuttal No. 5 below:
[11] 14% is the discount rate applied by BNP Paribas in their valuations for Gécamines and is an industry standard, appropriate discount rate when assessing DRC mining assets.

Comparison between the 2011 and 2017 sale proceeds of the Mumi in NPV

This is the result of applying a 14% discount rate in reverse

In other words, as it relates to the Mumi project, $220 million in 2011 is the same as $483 million in 2017. These figures represent the same economic value across time. The $263 million difference is not a gain, not a profit, and not evidence of a higher or more favorable transaction—it simply reflects the time value of money over six years.

Viewed differently, the $220m achieved by Gécamines in 2011 would or could have been used for other purposes, potentially profit-making at an even higher (or lower) rate than demonstrated in the above calculation. What is clear, however, is that a comparison of a sale price in 2011 vs 2017 MUST take into account the time value and opportunity cost of the $220m actually received by Gécamines.

The CNPAV supposition that Gécamines should not have sold

Arguing that Gécamines shouldn't have sold its interests back in 2011 simply because those same assets might have been worth more in 2017, or even now in 2025, is both misleading and unrealistic. That kind of hindsight analysis completely ignores how business decisions are actually made. You can't fairly assess a deal from the past using information that only became available years later. The only legitimate way to judge whether the 2011 transactions were fair is by looking at the context in which they happened: what was known at the time, the market conditions, the independent valuations available, the financial pressures Gécamines was facing, and its operational priorities.

It is also worth pointing out the contradiction in CNPAV's position. In footnote 27 of their own Report, they cite World Bank data showing that the DRC was carrying billions of dollars in debt. And yet, they imply that Gécamines should have refused hundreds of millions of dollars in immediate revenue and instead held onto its assets indefinitely, in the hope that they would be worth more down the line. That suggestion isn't just unrealistic; it is disconnected from the financial operational realities Gécamines faced at the time.

There's a certain arrogance in trying to second-guess those decisions from the comfort of the present, with the benefit of knowing how things turned out. Gécamines didn't have that luxury. Like any company or institution operating under financial pressure, it had to make the best decision it could with the information it had. And it did so based on valuations and terms that were independently assessed and commercially reasonable at the time. Suggesting otherwise now, based solely on how values changed in the years that followed, is not a serious or credible way to assess those transactions.

#2 MANIPULATIVE AND MISLEADING COMMENTS

CNPAV say that Gécamines were "dispossessed" of the Mumi assets

On page 4 of the Report, CNPAV writes:
"Le cas de la vente des actifs de la Gécamines dans le projet minier MUMI examiné dans cette étude illustre parfaitement comment cette entreprise d'État s'est retrouvée dépossédée de tous ses actifs dans l'un des plus grands projets miniers de cobalt au monde.

Translated:
"The case of the sale of Gécamines assets in the Mumi mining project examined in this study is a perfect illustration of how this state-owned enterprise found itself dispossessed of all its assets in one of the world's largest cobalt mining projects.

This language was no accident. It reflects yet another exaggerated and unfounded accusation against Gécamines' autonomy and its right to determine what was in its own—and the DRC's—best interests.

The suggestion that Gécamines were passive victims in the sale of their Mutanda and Kansuki interests is not only misleading, it is deeply condescending. CNPAV's use of the word "dispossessed" is designed to frame Fleurette as a predatory or corrupt counterparty — a narrative that is entirely false. It misrepresents the true commercial and financial context in which these transactions took place.

At the time of the sales, Gécamines was in significant financial distress. The company was, arguably technically insolvent. It was unable to meet many of its financial obligations, including the payment of thousands of employees' salaries. Most of its mining operations were dormant due to a lack of capital. Gécamines faced an urgent need for liquidity simply to remain operational. These facts are essential to understanding the rationale behind the asset sales, yet CNPAV conveniently ignores them.

Gécamines did not *"find itself dispossessed"* of anything. The company willingly entered negotiated, consensus-based transactions. These were decisions made by Gécamines leadership, considering the company's immediate financial needs, long-term commercial and operational priorities, and the broader context of the DRC's economic situation.

The 2011 Mutanda/Kansuki sales to Fleurette were conducted on arm's-length, commercially reasonable terms. To suggest otherwise is to undermine the agency, competence, and sovereignty of both Gécamines and the DRC Government.

To characterize Gécamines as a helpless victim, incapable of making its own commercial decisions and exploited by external actors, is not only inaccurate, it is insulting. It perpetuates a narrative that ignores the complexity of the situation and diminishes the legitimacy of Gécamines' role as a negotiating party. That portrayal is simply untrue—and it should be rejected.

#3 MANIPULATIVE AND MISLEADING VALUATION

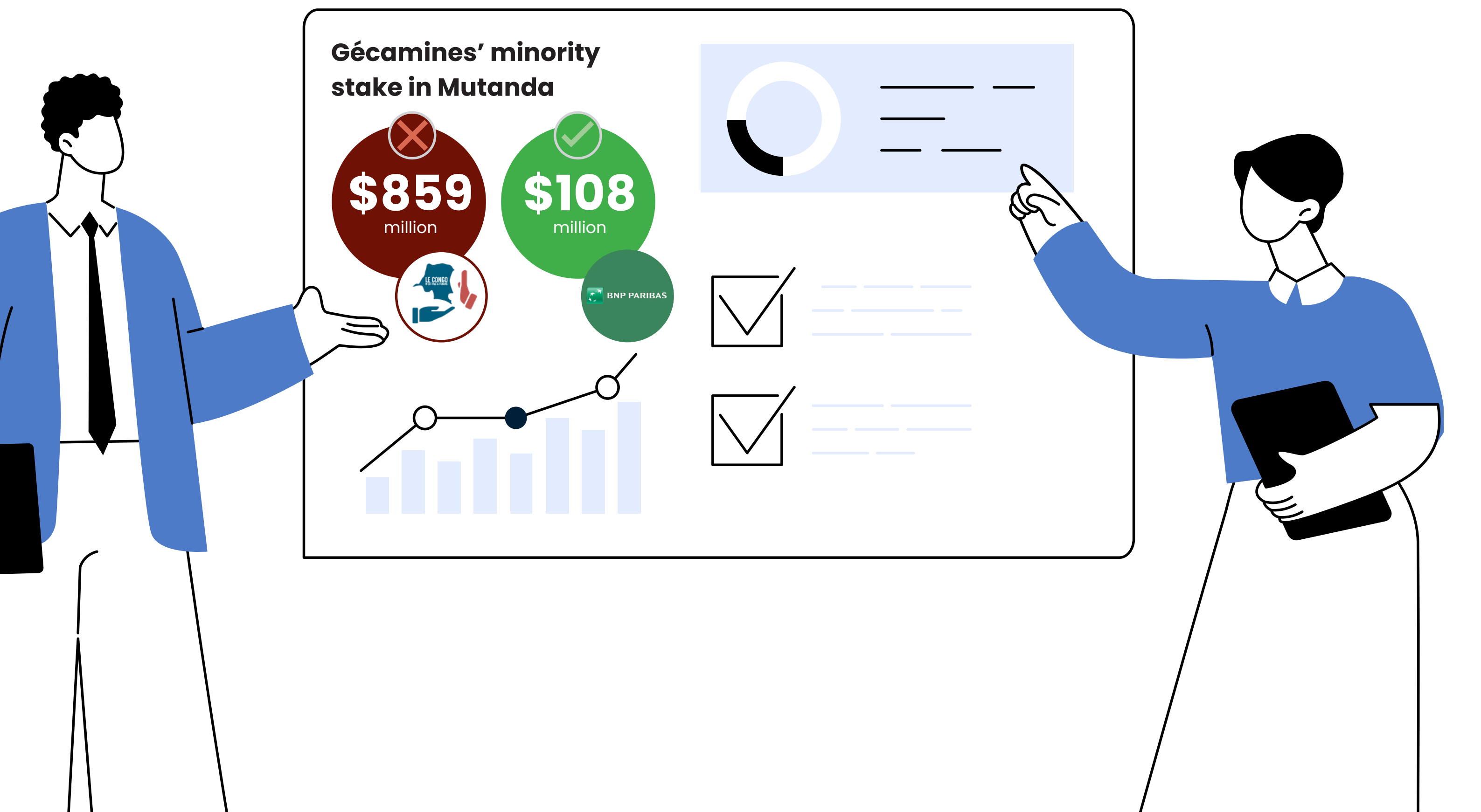
Fictitious CNPAV Valuation of Mutanda in 2011

Over the years, CNPAV has published a series of shifting, exaggerated, and ultimately unreliable valuations of Gécamines' 2011 minority shareholdings and royalty rights in the Mutanda and Kansuki projects. One of the most egregious examples is their claim that Gécamines' minority stake in Mutanda alone was worth $859 million in 2011. According to CNPAV, this figure was derived from their Coalition partner, Global Witness.

This valuation is not just unsupported—it is indefensible. CNPAV has never provided any credible financial analysis or independent expert assessment to justify it, and for good reason: the number is so inflated that it even exceeds the price paid by Glencore in 2017 when it acquired these same shareholdings from Fleurette. And this was after the Mutanda project had significantly expanded—more than tripling in production capacity and overall value.

Are we now to believe that Glencore underpaid Fleurette for a substantially more valuable asset in 2017 than what CNPAV claims it was worth six years earlier? Or is this just another example of CNPAV retrofitting the numbers to support a narrative rather than presenting an honest, fact-based analysis? Either way, the $859 million figure is a gross distortion of reality, and its use undermines the credibility of CNPAV's broader claims.

> Over the years, CNPAV has published a series of shifting, exaggerated, and ultimately unreliable valuations of Gécamines' 2011 minority shareholdings and royalty rights in the Mutanda and Kansuki projects.



#4 WILFUL AND MISLEADING OMISSION

Wilful omission of the BNP Paribas Valuation

In fact, the only independent, Tier 1 bank valuation conducted close to the time of the transaction was the one prepared by BNP Paribas at the request of Gécamines. This was a professional, arm's-length valuation by a globally recognised financial institution.

Crucially, CNPAV was fully aware of this assessment—it is referenced in the very same Global Witness report from which CNPAV derived their fantastical $859 million valuation.

As shown below, BNP Paribas valued Gécamines' Mutanda (Mumi) minority shareholding at $108 million.

Yet CNPAV chose not to include this in their Report. On the contrary, on page 16, they go so far as to state that one of their concerns with the transaction is that the *"sale of assets was without evaluation of their real value" ("vente d'actifs sans évaluation de leur valeur réelle")*. That claim is demonstrably false. The BNP Paribas valuation was a legitimate, professional appraisal of value carried out for the seller, Gécamines.

Was this omission by CNPAV simply a case of incompetence, or was it a deliberate choice intended to mislead readers and support a pre-determined narrative? Either way, omitting the only known independent valuation while citing a wildly inflated, unsourced estimate from an allied NGO is indefensible and casts serious doubt on the reliability and objectivity of the Report as a whole.

Mutanda Mining: value of Gécamines shares

Sensitivity to Copper price

Copper Price	WACC				
	12.0%	13.0%	14.0%	15.0%	16.0%
-20%	81.5	74.5	68.1	62.5	57.4
-10%	104.5	95.6	87.7	80.6	74.2
0%	127.9	117.3	$\boxed{107.8}$	99.2	91.6
10%	151.7	139.4	128.3	118.4	109.4
20%	175.5	161.4	148.8	137.5	127.3

Sensitivity to Cobalt price

Cobalt Price	WACC				
	12.0%	13.0%	14.0%	15.0%	16.0%
-20%	89.4	81.6	74.7	68.5	62.9
-10%	108.4	99.2	91	83.6	77
0%	127.9	117.3	$\boxed{107.8}$	99.2	91.6
10%	147.8	135.8	125.1	115.5	106.8
20%	167.7	154.3	142.3	131.6	121.8

Sensitivity to production costs

Production Costs	WACC				
	12.0%	13.0%	14.0%	15.0%	16.0%
-20%	150	137.8	126.8	117	108.2
-10%	138.9	127.5	117.3	108.1	99.9
0%	127.9	117.3	$\boxed{107.8}$	99.2	99.6
10%	117	107.2	98.4	90.6	83.5
20%	106.2	97.2	89.1	81.8	75.4

Sensitivity to actual corporate tax rates

Actual Corporate Tax Rates	WACC				
	12.0%	13.0%	14.0%	15.0%	16.0%
25%	150.9	138.6	127.5	117.6	108.7
30%	139.4	127.9	117.6	108.4	100.1
35%	127.9	117.3	$\boxed{107.8}$	99.2	90.6
40%	116.6	106.8	98	90.2	83.5
45%	105.3	96.3	88.4	80.3	74.9

[extract from BNP Paribas Valuation (re-typed for legibility)] See BNP Paribas Valuation
https://bit.ly/4otNtEz

Gécamines engagement of BNP Paribas

In 2009, BNP Paribas Corporate Banking (BNP Paribas) was commissioned by Gécamines to conduct a comprehensive evaluation of all its mining partnerships. This engagement followed a 2008 World Bank report recommending reforms to the DRC's mining law, which encouraged the Congolese Government, including state-owned firms like Gécamines, to divest its production activities and move towards privatization.

Over a period of more than six months, a specialist team from BNP Paribas carried out detailed on-site and field evaluations of Gécamines' mining interests. The BNP Paribas assessment was a rigorous, hands-on process, unlike other valuations that emerged in 2011 and later, often performed remotely or "on desktop," without access to crucial operational data or direct engagement with the management teams of the relevant mining companies.

By April 2010, BNP Paribas delivered a full report to Gécamines, including detailed valuations, underlying business plans, and financial models covering all of Gécamines' mining partnerships at the time. Gécamines relied heavily on this work as the basis for its decision to sell certain interests, in alignment with the World Bank's recommendations. [12]

BNP Paribas Valuation

Based on their six-month study into Gécamines assets and intense valuation process, BNP Paribas determined that the NPV of Gécamines 20% shareholding in Mumi was **$107.8m**, and the NPV of Gécamines royalty interest in the project was **$80.6m**.

Accordingly, based on the BNP Paribas valuation, at the time of the sale in March 2011, the Mumi shares and royalties were valued at a total of $184m[13]. As demonstrated in the coming pages, Fleurette paid $220.4m for them.

The BNP Paribas valuation stands as the only Tier 1 expert assessment conducted close in time to the sales. Crucially, it was prepared specifically for Gécamines, based on real operational data and direct input from company management. Given this, it is entirely legitimate and appropriate that Gécamines relied on this valuation as the benchmark for the price at which it sold its shares and royalty interests to Fleurette.

[12] BNP Paribas Valuation of Mutanda for Gécamines, April 2010: https://bit.ly/4otNtEz

[13] $184m reflects the total BNP valuation for the shares and royalties minus the amount of actual royalty paid to Gécamines between the time of the BNP valuation and the sale transaction.

#5 CREATING CONFUSION WHERE THERE IS NONE

Manipulating the Fleurette purchase price for Mumi/Kansuki

In CNPAV's latest report, they summarize that Fleurette paid $120 million for the Mumi project and $17 million for Kansuki in 2011—a total of $137 million. However, they also state:

"The amount of this sale, however, remains the subject of controversy. The 2011 EITI Report states that Gécamines received $189 million for the sale of the Mumi and Kansuki assets."

This is puzzling, given that in May 2021, CNPAV themselves reported that Fleurette paid $189 million—and confirmed that figure had been verified after reviewing Gécamines' financial statements.

ASSET AND DESCRIPTION	WHAT GERTLER'S COMPANIES PAID TO THE DRC/STATE COMPANIES TO ACQUIRE THE ASSET (US$)
MUTANDA and KANSUKI Shares March 2011 – February 2017	**$189 million** According to Gécamines' financial statements, it sold its stake for $189 million.[37]

Extract from p12 of CNPAV's May 2021 Report

Yet now, four years later, CNPAV have arbitrarily deducted $52 million from the purchase price, citing a supposed "controversy." The truth is, there is no such controversy. This was neither an error nor an oversight. CNPAV is fully aware that the contractual purchase price for Gécamines' minority shareholdings in Mutanda and Kansuki in 2011 was $189 million. This amount is reported by EITI[14], included in Gécamines' audited financial statements, and has been independently verified by CNPAV themselves.

By wilfully omitting this figure in their recent report, CNPAV misrepresents the facts to make it appear that Gécamines received less than it actually did, thereby artificially inflating Fleurette's supposed profit. This selective presentation of facts undermines the credibility of their entire analysis.

Wilful omission of $31.4m of debt assumption

CNPAV are also aware of, and have wilfully ignored, that Fleurette Group absorbed the $31.4m loan that Gécamines owed to Mutanda at the time of the 2011 sales. In simple terms, from the moment that Fleurette acquired the Mutanda shares from Gécamines, Gécamines was relieved of $31.4m debt that it owed to Mutanda. This is why Fleurette expresses the purchase price it paid to Gécamines as $220.4m.[15] (Fleurette later repaid that $31.4m loan to Mutanda in accordance with the loan terms.) The $31.4m loan has been referenced and reported by Africa Intelligence; Bloomberg; RAID; Global Witness, the EITI amongst others. It is an undeniable element of the value received by Gécamines from Fleurette in 2011.[16]

Internal Fleurette calculations from Feb 2017 showing the $31.4m loan it had inherited from Gécamines

Value date	Loan	**Loan** RUNNING BALANCE INC. INTEREST US DOLLARS	**OUTSTANDING PRINCIPAL**** US DOLLARS
Consolidated Loan			
13-Feb-2017	Balance outstanding	524,666,809.38	521,280,793.64
Rowny Loan*			
13-Feb-2017	Balance outstanding	31,404,041.88	31,404,041.88
	Total:	**556,070,851.26**	

* Loan owed by Gécamines to Mutanda, assumed by Rowny in March 2011[17]

** Loan Principal (including previously capitalised interest)

[14] See p6, p34, p70 of 2011 EITI Report on the DRC (French) https://eiti.org/sites/default/files/attachments/2011_drc_eiti_report_mining_fr.pdf
See p7, p36, p72 of 2011 EITI Report on the DRC (French) https://eiti.org/sites/default/files/attachments/2011_drc_eiti_report_mining_en.pdf

[15] See Fleurette Press release https://www.prnewswire.com/news-releases/fleurette-and-glencore-complete-merger-of-mutanda-and-kansuki-mining-operations-216882021.html

[16] The $31.4m loan was settled amongst the $556m loan repayment made by Fleurette to Glencore in February 2017 at completion of the sale transaction between them. https://www.glencore.com/dam/jcr:d086b7bc-6f03-4cfd-befc-28b5b353e750/20170213-Glencore-purchases-stakes-in-Mutanda-and-Katanga.pdf

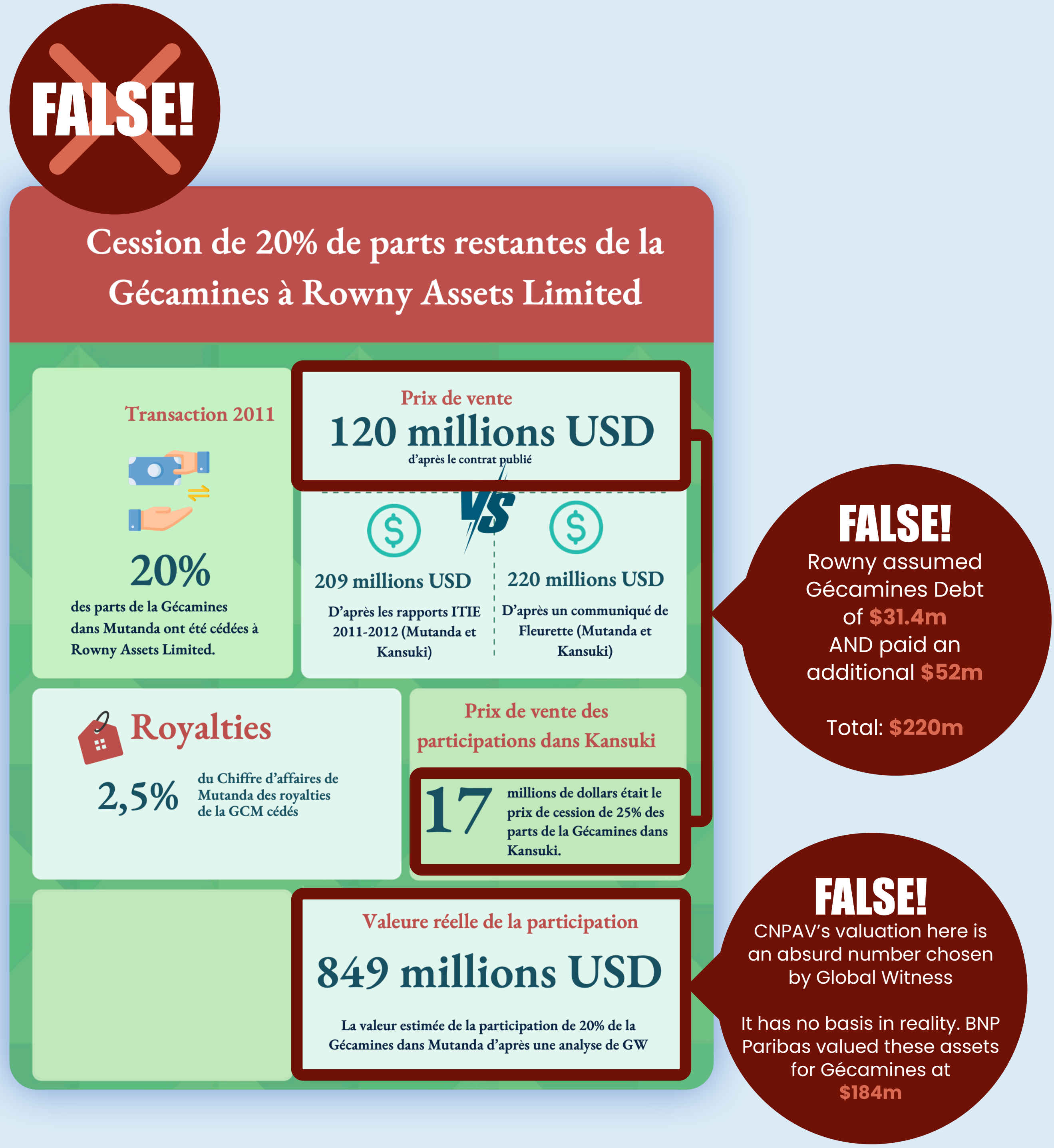
How much did Fleurette actually pay in 2011 to acquire Gécamines shares and royalties in Mutanda and Kansuki?

Four elements to the Fleurette purchase price paid for Gécamines Mumi/Kansuki interest

For the sake of clarity, the Fleurette purchase price of $220m is made up of four components:

i. $120m March 2011 purchase price by Rowny for 20% Mutanda
ii. $17m March 2011 purchase price by Biko for 25% Kansuki
iii. $52m additional purchase added in December 2011 to be paid in addition to the $137m above, in respect of both projects
iv. $31.4m assumption of debt owed by Gécamines to Mutanda

Page 14 of CNPAV Report



#6 INTENTIONAL AND MISLEADING MISCALCULATION

Intentional misleading description of $922m sale proceeds

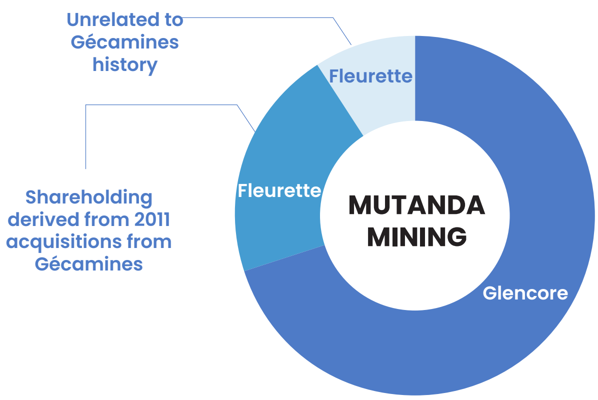
Fleurette Group's other shareholding in Kansuki

As CNPAV acknowledges in the Report, aside from the shares in Mumi and Kansuki that Fleurette acquired from Gécamines in 2011, Fleurette was already a shareholder in Kansuki through historic private acquisitions entirely unrelated to Gécamines.

At the time of the 2013 merger between Kansuki and Mutanda, Fleurette's total shareholding in the post-merger Mutanda entity was 31%. CNPAV have reported this as well.

Out of this 31% in Mutanda, 69% of it is attributable to the shares Fleurette acquired from Gécamines in 2011; and 31% (coincidentally) is derived from Fleurette's other shareholding in Kansuki. (See pie chart below).

Shareholding in Mutanda Mining after the merger between Mumi and Kansuki in 2013



KEY:	Post-2013 Merger of Mutanda and Kansuki
	69% of Mutanda owned by Glencore
	31% of Mutanda owned by Fleurette Group
	69% of Fleurette's shares. These derived from Rowny and Biko's 2011 acquisition of shares from Gécamines
	31% of Fleurette's shares. These derived from transactions unrelated to Gécamines.

This detail is crucially relevant in the context of examining the $922m sale proceeds received by Fleurette when it sold its Mutanda shares in 2017.

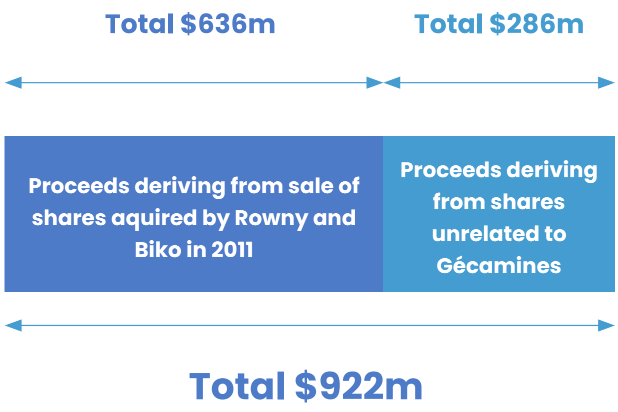
Blatant misrepresentation of sale proceeds amount

CNPAV correctly report that Fleurette sold its Mumi shares to Glencore in February 2017 for a sale price of $922m. But what CNPAV wilfully ignore is that only 69% of those proceeds (i.e. $636m) relate to the shares in Mumi that Fleurette had acquired from Gécamines in 2011.

The remaining sale proceeds relate to Fleurette's Mumi shares that were never owned by Gécamines, had no relation to Gécamines, and no relevance to Gécamines. Therefore, there can never be an accusation about whether Gécamines should have held them, sold them or whether they should have made a different profit or loss in relation to them.

CNPAV have wilfully and repeatedly misled its readers by over-stating Fleurette sale proceeds by more than $286m.

Correct attribution of Fleurette 2017 sale proceeds



TRUE

THIS is what CNPAV should have published!

Sale of Gécamines remaining 20% Mutanda shares to Rowny Assets Ltd and 25% Kansuki shares to Biko Invest Ltd and rights to royalties

20%
Mutanda acquired by RownyAssets

25%
Kansuki acquired by Biko Invest

Total Sale Price

220m USD

120m	Initial Price for Mumi shares and royalty
17m	Initial Price for Kansuki shares and royalty
31.4m	Gécamines debt to Mumi assumed by Fleurette
52m	Additional Purchase Price

Royalties

2,5% **royalty of Mutanda and Kansuki's turnover transferred from GCM.** Royalties adjusted to 2.43% after the merger of Mutanda in 2013

Actual value of participation and royalties

184 millions USD

This is the value determined by Tier 1 Bank, BNP Paribas. The valuation was commissioned by Gécamines and is the ONLY valuation of a Tier 1 Expert that Gécamines could have relied on at the time of the sale.

#7 Mutanda Mining Project Chronology

2008

World Bank Report urging Gécamines to sell assets due to overwhelming state of debt

2009

Gécamines instruct BNP Paribas to carry out in-depth valuations of all their mining assets

April 2010

BNP Paribas complete their work and submit valuations to Gécamines

July 2010

Fleurette and Glencore (75%) establish new joint venture with Gécamines (25%) over Kansuki

March 2011

Fleurette acquire 20% Mutanda and 25% Kansuki for $137m

2011-2013

Dec 2011

Gécamines/Fleurette agree additional purchase price of $52m

For the period 2011 - 2017:

>$2bn capital and operational investment

x4 increase in production

valuation increase to > $3bn

>$1bn paid to DRC (taxes and other benefits)

up to 6,000 employees (direct and indirect)

2013

Kansuki & Mutanda merger

2013-2017

Feb 2017

Glencore acquires full control of Mutanda. 69% of the shares acquired from Fleurette were previously owned by Gécamines

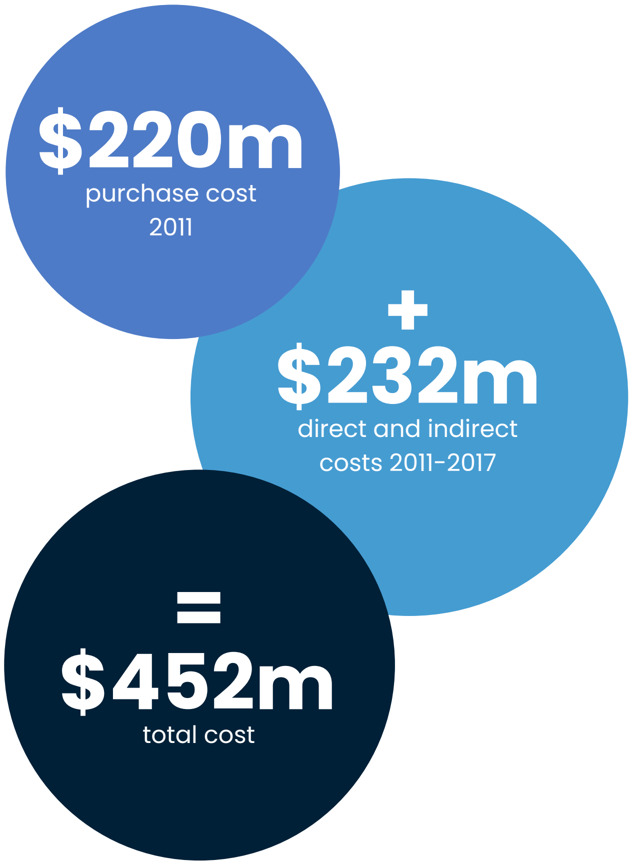
#8 IGNORING KEY FINANCE METRICS

Fleurette expenses in relation to Mutanda Mining

In August 2021, Fleurette Group engaged forensic accounting experts to carry out an independent review of Fleurette's investment in Mutanda/Kansuki. They were tasked to determine, on the basis of a detailed analysis of all relevant documents, the total funds invested by Fleurette for the purchase of its Mumi/Kansuki shares and rights to royalties. (It is noteworthy that at the time of such engagement, Mumi had ceased production since November 2019 and there was no imminent indication of its recommencement of operations).

The review was based on a comprehensive and detailed analysis of more than 300 documents, including contractual documentation, invoices and valuations. Where possible this was complemented by publicly available information such as regulatory filings, company announcements and other official documents obtainable through open sources.

In addition to the $220.4m transaction value paid to Gécamines referred to above, the forensic accountants determined that Fleurette had incurred expenses directly attributable to its investment in Mumi between March 2011 and February 2017, which, including financing costs such as interest on loans apportioned to its Mumi investment, and indirect general expenses related to the project, amounted to $232m.



This analysis did not take into account taxes paid by Fleurette or Mutanda in the DRC or elsewhere. Nor did they include more than $120m of loan interest Fleurette paid to Glencore in respect of loans it borrowed related to its Mutanda shares. The engagement was purely to investigate Fleurette direct and indirect costs in Mutanda/Kansuki.

For CNPAV, this is irrelevant. Fleurette acquired for $Xm and sold for $Ym. They simply deduct X from Y and view all the difference as Fleurette's gain. Even worse, they consider it Gécamines loss. It is neither. In terms of Fleurette's actual gain, of course all of its expenses (direct and indirect) have to be deducted from the total sale proceeds. For CNPAV to ignore this is either a reflection of their lack of understanding of business, naivety, or incompetence – or yet another wilful omission. In terms of viewing the difference as Gécamines loss – this fallacy has been addressed at length earlier in this report.

#9 APPLYING HINDSIGHT VALUATIONS

Rights to royalties
As well as assuming Gécamines obligations (i.e. the $31.4m debt) relating to Mumi/Kansuki, Fleurette Group also acquired Gécamines rights (i.e. the rights to royalties) under the Mumi/Kansuki joint venture agreements at the time of the 2011 share purchases.

The total price of $220m that Fleurette paid to Gécamines for shares and royalties, has been described at length above. This total was higher than the BNP Paribas valuation on which Gécamines based its sale price.

Assessing the value of rights to royalties
The amount of royalty payments actually received over time directly relate to the success or failure of the underlying mining operation. Of course, they also relate to external factors such as the volatility of copper and cobalt prices.

CNPAV allege that Fleurette's acquisition of Mumi royalty rights was at an undervalue price and they bring evidence of how much royalty Fleurette has allegedly received since the acquisition as proof of this. Ignoring CNPAV's errors in the amount of royalty actually received by Fleurette, this method of looking at future royalties received as an indication of the fairness of a historic sale price is fundamentally flawed.

By way of example, when the rights were acquired in 2011:

No-one would have predicted that from 2019 to 2021 the mine would be put on "care and maintenance" and cease operations entirely (i.e. no royalty payments would be made relating to that time-period).

(Indeed, when operations halted in 2019, no-one would have predicted when they might re-start, if at all.)

No-one would have predicted that the cobalt price would peak at more than $75,000/tonne having been less than half, at $30,000/tonne in 2011.

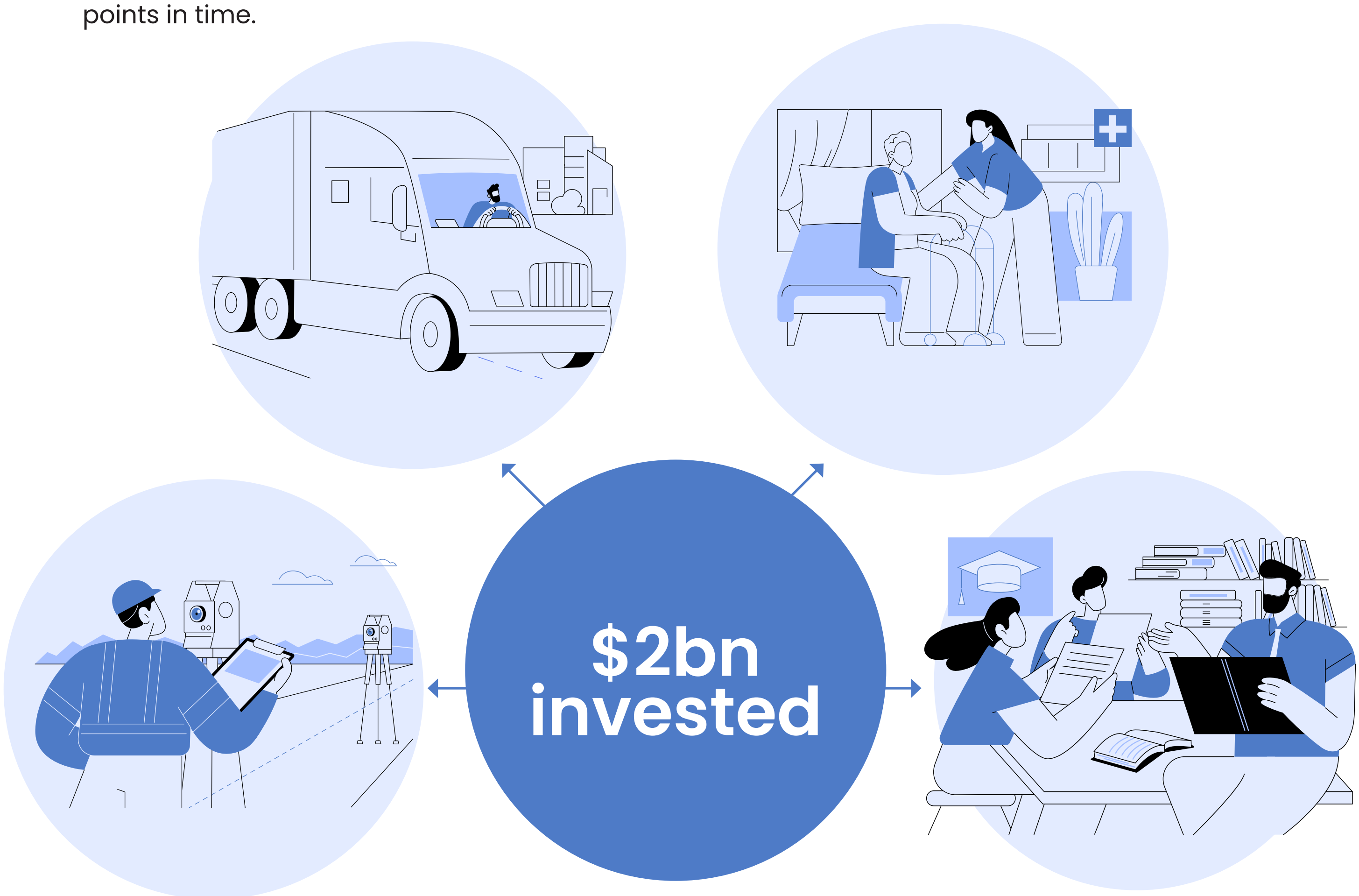
No-one would have predicted that the cobalt price would fall to $20,000/tonne over the same period. (Note how actual royalty payments would have been affected by 375% in relation to exactly the same production figures just because of commodity volatility.)

At the time of the 2011 transaction, it would have been impossible to foresee the scale of capital investment that Mumi would attract in subsequent years. Since then, more than $2 billion has been invested in the project's mining operations, fundamentally altering its production profile and market position. This level of investment has driven significant operational expansions, including new shaft developments, processing facilities, and infrastructure upgrades.

As a result, Mumi's cobalt production has increased considerably since 2011, transforming it into the world's largest cobalt producer. These changes have exponentially increased the project's output and revenue-generating capacity, and any valuation comparison between 2011 and later years must fully account for this enhanced scale and operational performance. Failure to do so risks drawing inaccurate conclusions about the relative value of the asset at different points in time.

All of these factors and more impact the royalty price—and indeed the overall project valuation—highlighting that any fair assessment of a historic transaction must be based solely on the information and parameters known to the parties at the time it was executed.

At the time of the 2011 transaction, it would have been impossible to foresee the scale of capital investment that Mumi would attract in subsequent years. Since then, more than $2 billion has been invested in the project's mining operations, fundamentally altering its production profile and market position.



CONCLUSION

In their latest report, CNPAV once again abandons objectivity in favour of a tired and transparent agenda: the continued targeting of Dan Gertler. Years after the transactions in question were concluded—many scrutinised in courts, the media, and by international observers, CNPAV remains fixated on rewriting the narrative, clinging to their familiar scapegoat while ignoring the facts.

Their so-called “analysis” demonstrates a shallow grasp of business and financial realities, with repeated misinterpretations of valuation principles, disregard for fundamental accounting practices, and a refusal to acknowledge the dynamic nature of mining assets, whose value is shaped by commodity cycles, operational risk, and ongoing investment. These aren’t minor oversights; they are glaring errors, whether born of incompetence or deliberate distortion.

More troubling is CNPAV’s selective lens. Their obsession with Dan Gertler borders on the compulsive, as they continuously cherry-pick facts and sideline context to sustain their narrative. It raises an obvious question: why is one individual the constant focus, regardless of the deal, the counterparties, or the outcomes?

Let’s be clear: these transactions were not backroom bargains. They were significant, transparent deals involving Gécamines, Glencore, Fleurette/Ventora, and others, forged in a complex operating environment and subject to legal and regulatory scrutiny. The outcomes speak for themselves: key DRC mining projects were unlocked, value was delivered to stakeholders including Gécamines and the Congolese state, and long-term investments were made that continue to benefit the country.

CNPAV’s relentless pursuit of Gertler, at the expense of balanced analysis, undermines any claim to independence or credibility. Their latest report is not an exposé, it’s a campaign piece, aimed more at stoking outrage than uncovering truth.

Ventora Development

Ventora Group
dev.ventora@gmail.com