

To the shareholders in Nordic Mining ASA

SUMMONS TO THE EXTRAORDINARY GENERAL MEETING IN NORDIC MINING ASA

The extraordinary general meeting in Nordic Mining ASA ("Company") will be held

Friday 3 March 2023 at 10:00 hours

The general meeting will be held as a virtual general meeting. Shareholders will only be able to vote electronically. See the guide enclosed for more information about digital participation and voting. The meeting will be held in Norwegian.

AGENDA:

- 1. Opening of the meeting by the Chair of the Board or a person authorized by him, and registration of attending shareholders and shares represented by proxy**
- 2. Election of Chair of the meeting and one person to co-sign the minutes together with the Chair**
- 3. Approval of the summons and the agenda**
- 4. Private Placement**

Nordic Mining has started a process for a private placement with total gross proceeds of at least NOK 900 million ("Private Placement"). As previously announced, Iwatani Corporation will, subject to certain conditions, participate in the Private Placement with approximately NOK 192 million. Orion Resource Partners will participate with approximately NOK 49 million, subject to the parties signing binding agreements and the satisfaction of certain conditions and approvals. For further information regarding the Private Placement and its background, please refer to the company's stock exchange notice 2 February 2023. The shares issued in the Private Placement will be listed upon approval of a prospectus approved by the Norwegian Financial Supervisory Authority.

The purpose of the Private Placement is to secure the remaining financing of the Engebø Project.

For the purpose of carrying out the Private Placement, the pre-emptive rights of the current shareholders will be waived. This is necessary in order to secure funding of the Engebø Project and its progress. Nordic Mining intends, subject to completion and the final terms of the Private Placement and equal treatment considerations and other considerations, to propose a subsequent repair offering (subsequent offering) of new shares at the subscription price in the Private Placement.

The Board of Directors proposes that the general meeting passes the following resolution:

"The company's share capital is increased pursuant to section 10-1 in the Public Limited Liability Companies Act on the following terms:

- 1. The company's share capital is increased by a minimum of NOK 108,000,000 and a maximum of NOK 900,000,000 by issuing a minimum of 180,000,000 and a maximum of 1,500,000,000 offer shares, with gross proceeds of NOK 900,000,000.*
- 2. The nominal value of each share is NOK 0.60.*
- 3. The Board of Directors determines the subscription price, which shall be minimum NOK 0.60 per share and maximum NOK 5 per share.*
- 4. The shares are subscribed for by the company's managers in the Private Placement, Clarksons Securities AS and/or SpareBank 1 Markets, on behalf of and pursuant to authorizations from investors who have received a conditional allocation of shares from the Board of Directors in the Private Placement. The subscribers are set out in the schedule to the minutes from the general meeting. Subscription shall take place no later than 3 March 2023 on a share subscription form.*
- 5. The share subscription amount shall be paid to a separate account. Due date of payment for the share subscription amount is 6 March 2023.*
- 6. The shares are entitled to dividends as from the date of registration of the share capital increase with the Companies Register.*
- 7. The costs associated with the share capital increase are assumed not to exceed NOK 35,000,000."*

As a consequence of the above proposal, the Board of Directors proposes that section 4 of the company's Articles of Association is amended to read:

"The company's share capital is [increased by a minimum of NOK 108,000,000 and a maximum of NOK 900,000,000] divided on [increased by a minimum of 180,000,000 and a maximum of 1,500,000,000 shares] shares, each with a nominal value of NOK 0.60. The company's shares must be registered in the Central Securities Depository."

The Board of Directors is not aware of specific circumstances to be considered upon subscription of shares in the company/in the Private Placement, beyond what is mentioned above and what has previously been announced to the market.

* * *

Shareholders are requested to cast advance votes or vote by proxy by using the form enclosed the call for the general meeting. See the guide enclosed for more information about digital participation and voting.

Shareholders wishing to attend the general meeting must inform the company's registrar DNB Bank ASA no later than 27 February 2023 at 23:59 (CET). Shareholders who have not given notice as described above within the above-mentioned deadline may be denied right to attend, ref section 9 of the Articles of Association.

Please use the form enclosed. Notice of attendance may also be given electronically via VPS Investor Services. To get access to electronic registration, a pin code and a reference number must be stated. Alternatively, by email to genf@dnb.no or mail to DNB Bank ASA, Registrar's Department, P. O. Box 1600 Sentrum, N-0021 Oslo, Norway.

Shareholders who do not have the opportunity to attend the general meeting, may be represented by a representative. The form for issuance of proxy, with more detailed instructions for use of the proxy form, is enclosed. The proxy form may be sent to DNB Bank ASA, Registrar's Department, or electronically via VPS Investors Services, by the abovementioned deadline. Identity papers of both the proxy and the shareholder, and a company certificate if the shareholder is a legal entity, must be enclosed to the proxy form.

A shareholder who cannot attend at the general meeting, may prior to the general meeting cast a vote on each agenda item via VPS Investor Services. The deadline for prior voting is 27. February 2023 at 23:59 (CET). Until the deadline, votes already cast may be changed or withdrawn. Votes already cast prior to the general meeting will be considered as withdrawn in the event of a shareholder attending the general meeting in person or by proxy.

If shares are registered by a nominee in the VPS register, cf. section 4-10 of the Norwegian Public Limited Companies Act, and the beneficial shareholder wants to vote for their shares, the beneficial shareholder must re-register the shares in a separate VPS account in its own name prior to the general meeting or prove that the transfer to such account has been reported to the VPS prior to the general meeting.

Nordic Mining ASA is a Norwegian public limited liability company subject to the Norwegian Public Limited Companies Act. As per the date of this summons, the company has 232 316 772 issued shares. Each share gives one voting right. The shares do also in all other respects carry equal rights.

A shareholder may bring an advisor to the general meeting and let one advisor speak on its behalf.

A shareholder has the right to propose draft resolutions for items included on the agenda and to require that members of the board of directors and the CEO in the general meeting provide available information about matters which may affect the assessment of (i) the approval of the annual accounts and the annual report, (ii) items which are presented to the shareholders for decision, and (iii) the company's financial situation, including information about activities in other companies in which the company participates, and other matters to be discussed in the general meeting, unless the requested information cannot be disclosed without causing disproportionate harm to the company.

This summons and other relevant documentation, including copies of the annual report with financial statements, the Board of Directors' report and the auditor's report for 2021, the Articles of Association are available at www.nordicmining.com. Shareholders may contact the company by mail, email or phone in order to request the documents in question: Nordic Mining ASA, Munkedamsveien 45, N-0250 Oslo, Norway, email: post@nordicmining.com or phone: + 47 22 94 77 90. The documents are also available at the company's office.

Oslo, 2 February 2023
The Board of Directors of Nordic Mining ASA

Ref no:**PIN-code:****Notice of Extraordinary General Meeting**

Extraordinary General Meeting in Nordic Mining ASA will be held on 3 March 2023 10:00 as a virtual meeting.

The shareholder is registered with the following amount of shares at summons: _____ and vote for the number of shares registered in Euronext per Record date 2. March 2023.

The deadline for electronic registration of attendance, advance votes, proxy of and instructions is 27. February 2023.

Electronic registration

Alternatively, "Form for submission by post or e-mail for shareholders who cannot register their elections electronically".

Step 1 – Register during the enrollment/registration period:

- Either through the company's website www.nordicminin.com using a reference number and PIN – code (for those of you who receive the notice by post-service), or
- Log in through VPS Investor services; available at euronextvps.no or through own account keeper (bank/broker)

Once logged in - choose Corporate Actions – General Meeting – ISIN

You will see your name, **reference number**, **PIN - code** and balance. At the bottom you will find these choices:

"Enroll" – There is need for registration for online participation

"Advance vote" - If you would like to vote in advance of the meeting

"Delegate Proxy" - Give proxy to the chair of the Board of Directors or another person

"Close" - Press this if you do not wish to register

Step 2 – The general meeting day:

Online participation: Please login through <https://web.lumiagm.com/127112569>. You must identify yourself using the **reference number and PIN - code** from VPS which you can find in investor services or sent by post on this form (see step 1 above).

Shareholders can also get their reference number and PIN code by contacting DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00-am – 3:30 pm).

If you are not logged in before the meeting starts, you will be granted access, but without the right to vote.

Ref no:
PIN-code:
Form for submission by post or e-mail for shareholders who cannot register their elections electronically.

The signed form can be sent as an attachment in an e-mail* to genf@dnb.no (scan this form) or by post service to DNB Bank Registrars Department, P.O Box 1600 centrum, 0021 Oslo. Deadline for registration of attendance, advance votes, proxies and instructions must be received no later than **27 February 2023 at 4:00 pm (CET)** If the shareholder is a company, the signature must be in accordance with the company certificate.

*Will be unsecured unless the sender himself secure the e-mail.

_____ shares would like to be represented at the general meeting in Nordic Mining ASA as follows (mark off):

- Registration of attendance (do no mark on the below items)
- Open proxy for the Board of Directors (or the person he or she authorizes) (do not mark the matters below)
- Proxy of attorney with instructions to the Board of directors (or the person he or she authorizes) (mark "For", "Against" or "Abstain" on the individual items on the agenda)
- Open proxy (do not mark the items below – agree directly with your proxy solicitor if you wish to give instructions on how to vote) to

_____ (enter the proxy solicitors name in the block letters)

Note: Proxy solicitor must contact DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00-am – 3:30 pm) for login details for online participation.

- Advance votes («For», «Against» or «Abstain» on the individual case on the agenda)

Voting must take place in accordance with the instructions below. Missing or unclear markings are considered a vote in line with the board's and the election committee's recommendations. If a proposal is put forward in addition to, or as a replacement for, the proposal in the notice, the proxy solicitor determines the voting.

Agenda for the Extraordinary/Annual General Meeting date/year	For	Against	Abstain
1. Opening of the meeting by the Chair of the Board or a person authorized by him, and registration of attending shareholders and shares represented by proxy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Chair of the meeting and one person to co-sign the minutes together with the Chair	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the summons and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Private Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The form must be dated and signed

Place

Date

Shareholder's signature

GUIDE FOR ONLINE PARTICIPATION NORDIC MINING ASA 3 MARCH 2023

Nordic Mining ASA will hold extraordinary general meeting on 3 March 2023 at 10:00 am CET as a digital meeting, where you get the opportunity to participate online with your PC, phone or tablet. Below is a description of how to participate online.

We also point out that you can vote in advance or also can give a proxy before the meeting. See the notice for further details on how to vote in advance or authorize a proxy. If you vote in advance or give a proxy, you can still log on to the general meeting to follow and ask questions, but you will not have the opportunity to vote on the items.

By participating online, shareholders will receive a live webcast from the general meeting, the opportunity to ask written questions, and vote on each of the items. Secure identification of shareholders is done by using the unique reference number and PIN code assigned to each shareholder by the Norwegian Central Securities Depository (**Euronext VPS**) in relation to this General Meeting.

Registration is required for shareholders who want to participate online, and shareholders **must be logged in before the general meeting starts.**

Shareholder who does not find their reference number and PIN code for access or have other technical questions is welcome to call DNB Registrars Department on phone + 47 23 26 80 20 (between 08:00-15:30), or send an e-mail to genf@dnb.no

HOW TO ACCESS THE ONLINE GENERAL MEETING

To be able to participate online, you must go to the following website: <https://web.lumiagm.com>

either on your smartphone, tablet or PC. All major known browsers, such as Chrome, Safari, Edge, Firefox etc. are supported.

enter

Meeting ID: **127-112-569** and click **Join**:

You must then identify yourself with.

a) Ref. number from VPS for the general meeting

b) PIN code from VPS for general meeting

You will have the opportunity to log in one hour before the general meeting starts.

Once you have logged in, you will be taken to the information page for the general meeting. Here you will find information from the company, and how this works technically. Note that you must have internet access throughout the meeting.



HOW TO RECEIVE YOUR REFERENCE NUMBER AND PIN CODE

All shareholders registered in the VPS are assigned their own unique reference and PIN code for use in the General Meeting, available to each shareholder through VPS Investor Services. Access VPS Investor Services, select Corporate Actions, General Meeting. Click on the ISIN and you can see your reference number (Ref.nr.) and PIN code.

All VPS directly registered shareholders have access to investor services either via <https://www.euronextvps.no> or internet bank. Contact your VPS account operator if you do not have access.

Shareholders who have not selected electronic corporate messages in Investor Services will also receive their reference number and PIN code by post together with the summons from the company (on registration form).

Custodian registered shareholders: Shares held through Custodians (nominee) accounts must be transferred to a segregated VPS account registered in the name of the shareholder to have voting rights on the General Meeting. Once shares are transferred to the segregated VPS account, a reference number and PIN code are assigned to this account. Please contact your custodian for further information.

HOW TO VOTE

VOTING

When items are available for voting, you can vote on all items as quickly as you wish. Items are closed for voting as the general meeting considers them. Items will be pushed to your screen. Click on the vote icon if you click away from the poll.

To vote, press your choice on each of the issues. FOR, AGAINST or ABSTAIN. Once you have cast your vote, you will see that your choice is marked. You also get a choice where you can vote jointly on all items. If you use this option, you can still override the choice on items one by one if desired.

To change your vote, click on another option. You can also choose to cancel. You can change or cancel your vote until the chair of the meeting concludes the voting on the individual items. Your last choice will be valid.

NB: Logged in shareholders who have voted in advance or given a power of attorney will not have the opportunity to vote but can follow and write messages if desired.



QUESTIONS TO THE CHAIRPERSON

MESSAGING

Questions or messages relating to the items on the agenda can be submitted by the shareholder or appointed proxy at any time during the meeting as long as chair of the meeting holds this open.

If you would like to ask a question relating to the items on the agenda, select the messaging icon.

Enter your question in the message box that says "Ask a Question". When you have finished writing your question, click on the submit button.

Questions submitted online will be moderated before going to the chair. This is to avoid repetition of questions as well as removal of inappropriate language.

All shareholders who submit questions will be identified with their full names, but not holding of shares.