

To the shareholders in Nordic Mining ASA

## **SUMMONS TO EXTRAORDINARY GENERAL MEETING IN NORDIC MINING ASA**

Extraordinary general meeting in Nordic Mining ASA will be held

**Thursday 30 March 2023 at 10:00 hours (CEST)**

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 Chairman of the Board or a person authorized by him, and registration of attending shareholders and shares represented by pro xy**
- 2. Election of Chairman of the meeting and one person to co-sign the minutes together with the Chairman**
- 3. Approval of the summons and the agenda**
- 4. Subsequent Offering**

As announced on 3 March 2023, Nordic Mining has carried out a private placement with total gross proceeds of NOK 940 million ("Private Placement").

The board of directors proposes to carry out a subsequent offering ("Subsequent Offering"), with an offer to subscribe for up to 216,666,667 new shares at a price equal to the subscription price in the Private Placement, i.e. NOK 0.60 per share. The Subsequent Offering will be directed to existing shareholders in the company as of 2 March 2023 who (i) did not participate in the market sounding of the Private Placement, (ii) were not allocated Offer Shares in the Private Placement, and (iii) are not resident in a jurisdiction where such offering would be unlawful, or would (in jurisdictions other than Norway) require any prospectus filing, registration or similar action (the "Eligible Shareholders").

The Subsequent Offering will entail a waiver of existing shareholders' preferential right to subscribe for new shares in the company. The purpose of the Subsequent Offering is to contribute to equal treatment of shareholders. Therefore, the board considers the deviation to be reasonable and in the best interests of the Company and its shareholders.

The board of directors proposes that the general meeting passes the following resolution:

*"The share capital of the company shall be increased pursuant to section 10-1 of the public limited liabilities act on the following terms:*

1. *The company's share capital shall be increased with minimum NOK 0.60 and maximum NOK 130,000,000.20 through the issuance of up to 216,666,667 new shares.*
2. *The nominal value of each shares is NOK 0.60.*
3. *The subscription price per offer share is NOK 0.60.*
4. *The offer shares may be subscribed by shareholders that owned shares in the Company as of the expiry of 2 March 2023 (as documented in the Norwegian Central Securities Depository (VPS) as of expiry of 6 March 2023 (the "Record Date")) who (i) did not participate in the market sounding of the Private Placement, (ii) were not allocated Offer Shares in the Private Placement, and (iii) are not resident in a jurisdiction where such offering would be unlawful, or would (in jurisdictions other than Norway) require any prospectus filing, registration or similar action (the "Eligible Shareholders"). The shareholders' preferential right is deviated from.*
5. *Non-tradeable subscription rights will be issued. The Eligible Shareholders will be granted non-tradeable subscription rights corresponding with their pro rata ownership as registered in the VPS per the Record Date. The number of subscription rights granted to each Eligible Shareholder will be rounded down to the nearest whole subscription right. Each subscription right gives the right to subscribe for and be allocated, one share in the subsequent offering.*
6. *Over-subscription exceeding allotted subscription rights is permitted. In the event of an over-subscription, allocation will be carried out in the discretion of the board of directors.*
7. *The Company has issued a prospectus approved by the Financial Supervisory Authority of Norway. The offer shares are to be subscribed for on a subscription form enclosed to the prospectus. The subscription period shall be from 31 March to 14 April 2023 at 1630 CEST. The board of directors may decide to extend the subscription period; nevertheless it shall expire no later than 28 April 2023.*
8. *Payment for the subscription amount shall be made to a special share issue account. Due date for payment of the subscription amount is 20 April 2023. The board of directors may decide to extend the due date; nevertheless the due date for payment shall be no later than 4 May 2023.*
9. *The offer shares shall carry rights to dividend as from the date in which the capital increase is registered with the Norwegian Register of Business Enterprises.*
10. *The expenses of the share capital increase are estimated not to exceed NOK 5,000,000.*

*The general meeting resolved to amend section 4 of the articles of association to read:*

*"The company's share capital is [increased by minimum NOK 0.60 and NOK 130,000,000.20] divided on [increased by minimum 1 and maximum 216,666,667 shares] shares each with a nominal value of NOK 0.60. The company's shares shall be registered in the Norwegian 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 Subsequent Offering, 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.** Arrangements are also being made to enable shareholders, who shall not attend physically, to participate the general meeting digitally. Shareholders who give notice of attendance to the general meeting will receive a link for connecting to the meeting.

Shareholders wishing to attend the general meeting must inform the company's registrar DNB Bank ASA no later than 27 March 2023 at 23:59 (CEST). 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](mailto: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 March 2023 at 23:59 (CEST). 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 232 316 772,00 issued shares (please note that at the time of the general meeting it is expected that the company will have 2,031,686,564 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](http://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](mailto:post@nordicmining.com) or phone: + 47 22 94 77 90. The documents are also available at the company's office.

Oslo, 3 March 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 Thursday 30 March 2023 10:00 hours (CEST) 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 29 March 2023.

**The deadline for electronic registration of advance votes, proxy of and instructions is 27 March 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](http://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](http://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://dnb.lumiagm.com/103502544>. 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](mailto:genf@dnb.no) (scan this form) or by post service to DNB Bank Registrars Department, P.O Box 1600 Sentrum, 0021 Oslo. Deadline for registration of advance votes, proxies and instructions must be received no later than **27 March 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 not mark on the below items)
- Open proxy for the Board of Directors (or the person he or she authorizes) (do not mark the items 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)
- Advance votes («For», «Against» or «Abstain» on the individual items below)
- Open proxy to (do not mark 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.*

*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 General Meeting 30 March 2023	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. Subsequent Offering	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**The form must be dated and signed**

 \_\_\_\_\_  
 Place

 \_\_\_\_\_  
 Date

 \_\_\_\_\_  
 Shareholder's signature