



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

An extraordinary general meeting in Nordic Mining ASA will be held

**Tuesday 10 January 2017 at 16.30 hours**

at the Company's premises, Vika Atrium, Munkedamsveien 45 (Entrance A, 5<sup>th</sup> floor), 0250 Oslo.

### THE AGENDA IS:

- 1. Opening of the meeting and registration of attending shareholders and shares represented by proxy**
- 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. Private placement**

Reference is made to stock exchange notice 16 December 2016 regarding the private placement towards selected investors. As outlined in the notice the Board of Directors proposes that the general meeting passes the following resolution:

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

- 1. The company's share capital is increased by NOK 1,344,800.40 to NOK 56,895,280.80 by issuing 2,241,334 new shares.*
- 2. The nominal value per share is NOK 0.60.*
- 3. The subscription price per share is NOK 3.10.*
- 4. The shares shall be subscribed by Clarksons Platou Securities AS on behalf of the investors.*
- 5. The shareholders' preferential rights are waived.*
- 6. The shares are subscribed for in the minutes from the general meeting.*
- 7. Payment of the share contribution shall be made immediately.*
- 8. The shares will carry right to dividend from the date of registration of the capital increase in the Norwegian Register of Business Enterprises.*
- 9. The costs related to the capital increase are estimated not to exceed NOK 375,000."*

*Consequently, the Board of Directors proposes that section 4 of the Company's Articles of Association is amended to read as follows:*

*"The share capital is NOK 56,895,280.80 divided into 94,825,468 shares, each with nominal value NOK 0.60. The shares shall be registered in the Securities Registry."*

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Oslo, 18 December 2016  
Nordic Mining ASA

Tarmo Tuominen  
Chairman of the Board of Directors  
(sign.)

Shareholders wishing to attend the general meeting must inform the company's registrar DNB Bank ASA no later than 6 January 2017 at 16:00 (CET). Shareholders who have not given notice as described above within the above-mentioned deadline may be denied entrance, 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 be present at 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 6 January 2017 at 16:00 (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 notice, the company has 86,205,468 issued shares (following registration of the shares issued in the private placement resolved 16 December 2016, the number of issued shares will be 92,584,134). 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 notice and other relevant documentation, including copies of the annual report with financial statements, the Board of Directors' report and the auditor's report for 2015, the recommendation by the election committee and 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, 18 December 2016  
The Board of Directors of Nordic Mining ASA