

Notice to the Annual General Meeting of Endomines Finland Plc

Endomines Finland Plc – Stock Exchange Release, 3.5.2023, at 14.00 EET.

The shareholders of Endomines Finland Plc are invited to the Annual General Meeting to be held on Thursday 25 May 2023 at 14.00 p.m. (EET) at Espoo Museum of Modern Art EMMA meeting room Aitio at the address Exhibition Centre WeeGee, Ahertajantie 5, Tapiola, Espoo, Finland. The reception of shareholders who have registered for the meeting and distribution of ballot papers will start at 13.15 p.m. (EET) at the meeting venue.

The meeting is held as a hybrid meeting in accordance with Chapter 5, Section 16 (2) of the Finnish Limited Liability Companies Act. As an alternative to attending the General Meeting at the meeting venue, shareholders can also exercise their rights fully during the meeting remotely. Instructions for remote participation are set out in Part C of this notice to the General Meeting.

A. Matters to be discussed at the General Meeting

The General Meeting will discuss the following matters:

- 1. Opening the meeting**
- 2. Matters of order for the meeting**
- 3. Election of the persons to scrutinize the minutes and to supervise the counting of votes**
- 4. Recording the legal convening of the meeting and quorum**
- 5. Establishment of the persons present and confirmation of the voting list**
- 6. Presentation of the financial statements, including consolidated financial statements and annual report as well as auditor's report for financial year 1.1.-31.12.2022**

- Presentation of the CEO's review.

The financial statements, which include the consolidated financial statements, the annual report and the auditor's report, are available on the company's website at <https://www.endomines.com/en/annual-general-meeting-2023>.

- 7. Adoption of the financial statements**
- 8. Resolution on the use of the profit shown on the balance sheet and the distribution of dividend**

The Board of Directors proposes that the net gain of EUR 26,643,994.24 be transferred to the retained earnings / loss account and that no dividend be paid.

- 9. Resolution on the discharge of the members of the Board of Directors and CEO from liability**
- 10. Handling of the remuneration report for governing bodies**

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The Board of Directors proposes that the General Meeting adopts the remuneration report for the governing bodies for the year 2022. According to the Limited Liability Companies Act, the decision is advisory.

The remuneration report for the governing bodies is available on the company's website at <https://www.endomines.com/en/annual-general-meeting-2023>.

11. Handling of the remuneration policy for governing bodies

The Board of Directors proposes that the General Meeting adopts the remuneration policy of the governing bodies. According to the Limited Liability Companies Act, the decision is advisory.

The remuneration policy of the governing bodies is available on the company's website at <https://www.endomines.com/en/annual-general-meeting-2023>.

12. Resolution on the remuneration of the members of the Board of Directors

The Shareholders' Nomination Board proposes that the elected members of the Board of Directors be paid the following remuneration for the term of office that begins at the end of the General Meeting and ends at the end of the next Annual General Meeting:

- The chairman of the Board of Directors be paid an annual remuneration of EUR 35,000; and
- The member of the Board of Directors be paid an annual remuneration of EUR 20,000.

The Nomination Board proposes that the annual remuneration of the Board members be paid in company shares and in cash, so that approximately 30% of the annual remuneration amount is used to acquire company shares for the Board members and the rest is paid in cash. The company is responsible for the costs and transfer tax arising from the acquisition of the shares. The company's shares will be acquired within two (2) weeks after the company's interim report for the period 1 January - 30 June 2023 has been published.

In addition, a meeting remuneration of EUR 300 is proposed for each physical Board meeting per member who attended the meeting.

The Nomination Board proposes that the annual remuneration for the Board member's work in the Board-appointed ESG Committee, the Audit Committee and the Technology and Safety Committee is EUR 2,500 per Board member per committee where the Board member serves. EUR 5,000 is proposed as the annual remuneration of the chairman of the committees.

Annual remunerations for committees and meeting remunerations for Board meetings are paid in cash.

13. Resolution on the number of members of the Board of Directors

The Shareholders' Nomination Board proposes that five (5) members be elected to the Board of Directors.

14. Election of members of the Board of Directors

The Shareholders' Nomination Board proposes that the current members of the Board of Directors Jukka-Pekka Joensuu, Jeremy Read, Eeva Ruohonen, Markus Ekberg ja Jukka Jokela be re-elected. The term of office of the members of the Board of Directors ends at the closing of the Annual General Meeting 2024 following the election. All proposed members have indicated their availability.

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The Shareholders' Nomination Board has taken into account the requirements set by Endomines Finland Plc's operations and the principles regarding diversity when preparing the composition of the Board of Directors.

The information on the proposed members of the Board of Directors is available on the company's website at <https://endomines.com/company/management/board-of-directors/>.

The Shareholders' Nomination Board recommends to the organizing meeting of the Board of Directors that Jukka-Pekka Joensuu be re-elected as chairman of the Board of Directors.

15. Resolution on the remuneration of the auditor

The Board of Directors proposes, on the recommendation of the Audit Committee, that the auditor's fees be paid according to the auditor's reasonable invoice approved by the Audit Committee.

16. Election of the auditor

The Board of Directors proposes that auditing firm KPMG Oy Ab, be elected as the company's auditor. KPMG Oy Ab has informed that the principal auditor will be Antti Kääriäinen, Authorised Public Accountant. The term of office of the auditor ends at the closing of the Annual General Meeting following the election.

17. Adoption of the charter of the Shareholders' Nomination Board

The Board of Directors proposes confirmation of the new charter of the Shareholders' Nomination Board. The Annual General Meeting of Endomines AB, which has merged with the company on 16 December 2022, has established a Nomination Board for the company in question. Endomines Finland Plc has established a Shareholder' Nomination Board by a unanimous decision of the shareholders made on 23 November 2022. At that time, it has been decided to confirm the charter of the Nomination Board in question in accordance with the charter of the Nomination Board of Endomines AB in the applicable parts.

The Shareholders' Nomination Board prepares proposals for the composition of the Board of Directors and remuneration for the General Meeting. The company's two largest shareholders each have the right to appoint a member to the Shareholders' Nomination Board in accordance with the procedure described in more detail in the charter. The chairman of the company's Board of Directors acts as an expert member of the Shareholders' Nomination Board.

The charter of the Shareholders' Nomination Board is available on the company's website at <https://www.endomines.com/en/annual-general-meeting-2023>.

18. Proposal by the Board of Directors to amend section 3 of the Articles of Association (Company's Line of Business)

The Board of Directors proposes that section 3 of the Articles of Association (Company's Line of Business) be amended to read as follows:

"3 THE COMPANY'S LINE OF BUSINESS

The company acts as the parent company of a group focused on exploration, mining and metal trading. The company defines the group's strategy and financial structure and takes care of certain centrally managed group-level tasks. The company can also own and manage shares, other securities and real estate, and engage in securities trading and other investment activities."

19. Proposal by the Board of Directors to amend section 12 of the Articles of Association (the Annual General Meeting).

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The Board of Directors proposes that section 12 of the Articles of Association (the Annual General Meeting) be amended to read as follows:

"12 GENERAL MEETING

In addition to the company's domicile, the General Meeting can also be held in Helsinki, Vantaa or Ilomantsi. The Board of Directors may resolve on organizing a General Meeting without a meeting venue whereby the shareholders shall exercise their power of decision in full in real time during the meeting by the use of telecommunication connections and technical means (remote meeting).

The Annual General Meeting must be held annually on a date determined by the Board of Directors within six (6) months of the end of the financial year.

At the meeting, the following must be presented:

1. the financial statements;
2. the audit report;

decided

3. the adoption of the financial statements, which in the parent company also includes adoption the consolidated financial statements;
4. the measures to which the profit or loss according to the adopted balance sheet gives rise;
5. the discharge of liability for the members of the Board of Directors and the CEO;
6. the number of members of the Board of Directors;
7. the remuneration of the members of the Board of Directors and auditors;

elected

8. the members of the Board of Directors;
9. the auditor;

handed

10. the other matters possibly mentioned in the General Meeting notice."

20. Authorizing the Board of Directors to decide on the issue of shares, options and other special rights entitling to shares

The Board of Directors proposes that it be authorized to decide, in one or more transactions, on the issuance of shares and the issuance of options and other special rights entitling to shares referred to in Chapter 10 Section 1 of the Companies Act as follows:

The number of shares to be issued based on the authorization may in total amount to a maximum of 10,000,000 shares. The shares can be either new or treasury shares of the company.

The Board of Directors decides on all the terms and conditions of the issuances of shares, options and other special rights entitling to shares. The issuance of shares, options and other special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue), if there is a weighty financial reason for the company.

Shares may be conveyed either against payment or free of charge in the company's share issues. A directed share issue may be a share issue without payment only if there is an especially weighty reason for the same both for the company and in regard to the interests of all shareholders in the company.

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The authorization is valid until 31 December 2025 and it replaces the previously granted authorizations by the Board of Directors to decide on the issue of shares, options and other special rights entitling to shares.

21. Authorizing the Board of Directors to decide on the acquisition of the company's own shares

The Board of Directors proposes that it be authorized to decide on the acquisition of a maximum of 100,000 own shares in one or more installments. The amount corresponds to approximately 1.0% of all the company's shares. Own shares are acquired with funds belonging to the company's unrestricted equity, in which case the acquisitions reduce the funds available for the company's profit distribution. Own shares can be acquired on the day of acquisition at the price established for the shares in public trading or otherwise at the price established in the market. Own shares can be acquired other than in proportion to the shares owned by the shareholders (directed acquisition). Own shares acquired for the company can be kept by the company, canceled, or transferred further. The authorization includes the Board's right to decide how own shares are acquired and all other matters related to the acquisition of own shares. The authorization is proposed to be valid until 30 June 2024.

22. Closing the meeting

B. Documents of the General Meeting

This notice of the General Meeting, which contains all the proposed resolutions on the agenda of the General Meeting, the financial statements of Endomines Finland Plc, which include the consolidated financial statements, the annual report and the auditor's report, as well as the remuneration policy, the remuneration report and the charter of the Shareholders' Nomination Board are available on Endomines Finland Plc's website at <https://www.endomines.com/en/annual-general-meeting-2023>. The above-mentioned documents will also be available for inspection at the General Meeting.

The minutes of the General Meeting will be available on the above-mentioned website from 8 June 2023 onwards.

C. Instructions for meeting participants

1. Shareholder registered in the shareholders' register

Shareholders who are registered in the shareholders' register of Euroclear Finland Oy on the record date of the General Meeting 12 May 2023 are entitled to participate in the General Meeting. A shareholder whose shares in the company are registered in his/her personal Finnish book-entry account is registered in the company's shareholders' register.

Registration for the General Meeting starts on 4 May 2023 at 10.00 a.m. (EET). A shareholder entered in the company's shareholders' register who wishes to attend the General Meeting must register no later than 22 May 2023 at 16.00 p.m. (EET), by which time the registration must be received. You can register for the General Meeting:

a) via the company's website at <https://www.endomines.com/en/annual-general-meeting-2023>. Electronic registration requires strong identification of the shareholder or his/her legal representative or proxy with a Finnish or Swedish bank ID or mobile certificate.

b) by e-mail or mail. Shareholders registering by mail or e-mail shall submit the registration form available on the company's website <https://www.endomines.com/en/annual-general-meeting-2023> or equivalent information to Innovatics Oy by mail to Innovatics Oy, General Meeting / Endomines Finland Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki or by e-mail to agm@innovatics.fi.

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When registering, the shareholder must provide the requested information, such as the shareholder's name, date of birth or business ID, contact details, the name and date of birth of any assistant or proxy and whether the shareholder or his/her proxy will attend the General Meeting in person or remotely. The personal data provided by shareholders to Endomines Finland Plc or Innovatics Oy will only be used in connection with the General Meeting and the processing of the necessary registrations related thereto.

The shareholder, his/her representative or proxy must be able to prove his/her identity and / or right of representation at the meeting venue, if necessary.

Further information on registration is available by telephone during the registration period of the General Meeting by calling Innovatics Oy to +358 10 2818 909 on weekdays from 9.00 a.m. to 12.00 p.m. and from 13.00 p.m. to 16.00 p.m.

2. Holder of nominee-registered shares

A holder of nominee-registered shares is entitled to participate in the General Meeting on the basis of the shares which would entitle him/her to be entered in the shareholders' register kept by Euroclear Finland Oy on the record date for the General Meeting 12 May 2023. Participation also requires that the shareholder is temporarily registered in the shareholders' register held by Euroclear Finland Oy by 22 May 2023, by 10.00 a.m. (EET) at the latest. In the case of nominee-registered shares, this is considered as registration for the General Meeting. Changes in the shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the shareholder's voting rights.

The holder of nominee-registered shares is advised to request well in advance the necessary instructions from his/her custodian bank regarding temporary registration in the register of shareholders, the issuing of proxies and voting instructions, registration and attendance at the General Meeting. The account manager of the custodian bank shall register the holder of nominee-registered shares who wishes to attend the General Meeting temporarily in the register of shareholders of the company by the aforementioned date and time at the latest. Further information is also available on the company's website at <https://www.endomines.com/en/annual-general-meeting-2023>.

3. Proxy representatives and powers of attorney

A shareholder may attend the General Meeting and exercise his/her rights there through a proxy representative. The proxy representative must authenticate to the electronic registration service personally with strong authentication, after which he/she will be able to register on behalf of the shareholder that he/she represents. The shareholder's proxy must present dated proxy documents, or otherwise in a reliable manner prove that he/she is entitled to represent the shareholder at the General Meeting. You can prove your right to representation by using the suomi.fi e-Authorizations service available in the electronic registration service.

Model proxy documents and voting instructions are available on the company's website <https://www.endomines.com/en/annual-general-meeting-2023>. If a shareholder participates in the General Meeting through several proxies representing the shareholder with shares held in different securities accounts, the shares on the basis of which each proxy represents the shareholder shall be identified in connection with the registration.

Any proxy documents are requested to be submitted preferably as an attachment with the electronic registration or alternatively by mail to Innovatics Oy, General Meeting / Endomines Finland Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki] or by e-mail to agm@innovatics.fi before the end of the

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registration period. In addition to submitting the proxy documents, the shareholder or his/her proxy shall register for the General Meeting in the manner described above in this notice.

4. Remote participation in the meeting

A shareholder entitled to attend a General Meeting may participate in the meeting and exercise his/her rights fully during the meeting not only by attending the meeting venue but also by remote access.

A shareholder or proxy who has registered to attend the General Meeting at the meeting venue may not change his/her participation to remote participation.

Remote access to the General Meeting will be provided through Inderes Plc's general meeting service on the Videosync platform, which includes video and audio access to the General Meeting. Remote access does not require any paid software or downloads. In addition to an internet connection, participation requires a computer, smartphone or tablet with speakers or headphones for sound and a microphone if you want to speak. One of the following browsers is recommended for participation: Chrome, Firefox, Edge, Safari, or Opera. It is advisable to log in to the meeting system well in advance of the meeting.

The participation link and password for remote participation will be sent by e-mail and/or SMS to the e-mail address and/or mobile phone number provided at the time of registration to all those who have registered for the General Meeting no later than the day before the General Meeting.

For more information on the general meeting service, additional instructions for proxies representing more than one shareholder, contact details of the service provider and instructions in case of possible disruptions can be found here: <https://videosync.notion.site/Ohjeita-et-n-osallistuville-osakeomistajille-Inderes-Yhti-kokousratkaisut-ae488811332e49c2b4c990ab62148d53>. A link to test the compatibility of your computer, smartphone or tablet with the network connection can be found here: <https://flik.videosync.fi/katsoja-testi>. It is recommended that you read the detailed participation instructions before the meeting.

5. Other instructions/information

The meeting language is Finnish, simultaneous interpretation is not available.

Shareholders present at the General Meeting have the right to ask questions about the matters discussed at the meeting in accordance with Chapter 5, Section 25 of the Finnish Limited Liability Companies Act.

Changes in the shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the shareholder's voting rights.

On the date of the notice to the General Meeting 3 May 2023, Endomines Finland Plc has a total of 9,545,820 shares representing the same number of votes. The company holds a total of 8,000 of its own shares which are not entitled to vote at the General Meeting.

We offer participants the opportunity to get to know Espoo's modern art museum Emma's exhibition on a guided tour at 13:30 p.m. The guided tour lasts about 15 minutes.

Coffee is served at the beginning of the meeting.

Parking is possible at the meeting place in the Espoo Museum of Modern Art Emma's paid parking lot.

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In Espoo, 3 May 2023

Endomines Finland Plc

Board of Directors

Contact persons:

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Mikko Sopanen, CFO
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Endomines

Endomines is a mining and exploration company with a primary focus on gold. Endomines is engaged in mining operations at the Pampalo mine in Ilomantsi, and in exploration activities along the Karelian Gold Line in Eastern Finland. Endomines also owns rights to several gold deposits in Idaho and Montana, US, where Endomines aims to continue the development work through partnership agreements. www.endomines.com