



To the shareholders in Nordic Mining ASA

SUMMONS TO THE ANNUAL GENERAL MEETING IN NORDIC MINING ASA

The annual general meeting in Nordic Mining ASA will be held

Thursday 14 May 2020 at 15:30 hours

Due to the corona situation, the general meeting will be held digitally. **Shareholders are requested to cast advance votes or vote by proxy, as described on page 7 in this notice of the meeting.** Shareholders who gives notice of attendance to the general meeting will receive a link for connecting to the meeting. The meeting will be held in Norwegian.

THE AGENDA IS:

- 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. Approval of the financial statements and the annual report, including the report on corporate governance**
- 5. Determination of remuneration to the Board of Directors**

The Nomination Committee proposes the following remuneration for 2019:

Chair:	NOK 350,000
Board members:	NOK 210,000

- 6. Determination of remuneration to the Nomination Committee**

The following remuneration is proposed for 2019:

Leader:	NOK 50,000
Members:	NOK 30,000

- 7. Determination of remuneration to the company's auditor**

It is proposed that the remuneration to the company's auditor is settled according to the auditor's invoicing.

8. Election of Board of Directors

The Nomination Committee has in accordance with the company's articles of association and in connection with the upcoming general meeting, presented its recommendation for the composition of the Board of Directors.

The term for the following board members expires as of this year's ordinary general meeting:

Kjell Roland	Chair
Kjell Sletsjøe	Deputy Chair

The Nomination Committee proposes that Kjell Roland and Kjell Sletsjøe are re-elected as Chair and Deputy Chair to the Board.

If the general meeting follows the Nomination Committee's recommendation, the Board of Directors will consist of the following:

Kjell Roland	Chair	term expires AGM 2022
Kjell Sletsjøe	Deputy Chair	term expires AGM 2022
Eva Kaijser	Board member	term expires AGM 2021
Benedicte Nordang	Board member	term expires AGM 2021
Antony Beckmand	Board member	term expires AGM 2021

The Nomination Committee's recommendation, which contains information regarding the proposed Board members, is enclosed this summons (in Norwegian only).

In accordance with the Norwegian Code of Practice for Corporate Governance, the general meeting will be given the opportunity to vote for each candidate separately.

9. Election of members to the Nomination Committee

The Nomination Committee proposes that its members are re-elected. As former member Hans Olav Kvalvaag was replaced in 2019 without being subject for election, the Nomination Committee proposes that the leader Ole G. Klevan is elected for a one year period and that Brita Eilertsen and Torger Lien are elected for a two year period.

If the general meeting votes in accordance with the proposal, the Nomination Committee will consist of the following:

Ole G. Klevan	Leader	term expires AGM 2021
Brita Eilertsen	Member	term expires AGM 2022
Torger Lien	Member	term expires AGM 2022

10. The Board of Director's declaration of remuneration policy for the executive management

Pursuant to the Norwegian Public Limited Liability Companies Act § 6-16 a) ref. § 5-6 (3) the general meeting is required to consider the Board of Directors' declaration of remuneration.

The Board of Directors' declaration is as follows:

"(1) Principles for the remuneration of the executive management for 2020:

The Board of Directors of Nordic Mining ASA is responsible for determining the remuneration of the Chief Executive Officer. The Chief Executive Officer is, together with the Board, again responsible for the remuneration of the members of the management team. The principle which is used to determine the remuneration is that the total compensation package shall reflect the responsibility and duties resting with the management team, and that the employee contributes to the long-term creation of values in the Nordic Mining Group. It is important that the company can offer a competitive remuneration package that enables the company to attract the skills and competencies needed to support the strategic development of the company, nationally as well as internationally.

The company has an option program that comprises the management group. The option program expires on the earlier date of the annual general meeting in 2022 or 30 June 2022.

The Chief Executive Officer and the management team participate in ordinary pension and insurance schemes which are applied for all employees in Nordic Mining ASA. The company has employment agreements for the Chief Executive Officer and the management team with ordinary terms and conditions, including terms and conditions in relation to resignation and salary in the period of notice.

The Board of Directors has not set an upper or lower limit for the salary of the management team except for the principles stated above.

(2) The executive management remuneration policy for 2019 has been in accordance with the principles that were approved in the annual general meeting in 2019.

(3) The pension scheme for the executive management in 2019 has been in accordance with the principles that were approved in the annual general meeting in 2019. None of the executive management employees have retired in 2019. None of the executive management employees have received severance pay upon termination of employment in 2019."

In connection with the Board of Directors' declaration of remuneration for the executive management for 2020 as described above, an advisory referendum will be held.

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

"The general meeting noted the Board of Directors' declaration of remuneration for the executive management for 2020."

11. Option program – authorization to the Board of Directors to issue shares

The general meeting resolved on 1 November 2018 to approve the option program for leading employees in the Nordic Mining Group and qualified resource persons. Pursuant to the option program, vested options may be exercised within the earlier of the date of the annual general meeting of Nordic Mining ASA in 2022 and 30 June 2022. The option program comprises of up to 4,500,000 options, each option will give the right to subscribe for one share in the company if certain conditions are met.

The existing authorization granted to the Board of Directors to issue shares under the option program expires 1 November 2020, i.e. it was granted for a 2 year period as this is the maximum period allowed for authorizations under the Norwegian Public Limited Liability Companies Act.

In order to be able to effectuate the option program in its remaining period, the Board of Directors proposes that the general meeting renews the authorization to the Board of Directors to issue shares under the program to 2022.

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

"The Board of Directors of Nordic Mining ASA (the "Company") is authorized to increase the share capital of the Company by up to NOK 2,700,000 by one or more share issues.

The authorization may be used in connection with the issuing of shares in favor of employees in the Company and/or subsidiaries of the Company and qualified resource persons. The shares may be issued to the person directly or to a company owned by the person. The Board of Directors may also issue shares in favor of persons or companies that are not shareholders in the Company.

The subscription price for each share subscribed by the option holder shall be equal to the 3-day volume weighted average share price of Nordic Mining ASA prior to the award date plus 5 per cent.

The existing shareholders' preferential right to subscribe for shares is deviated from.

The Board of Directors is granted the authority to amend article 4 of the Articles of Association with regard to the size of the share capital in compliance with any capital increase determined by the Board of Directors pursuant to this authorization.

This authorization to the Board of Directors shall be valid until 14 May 2022.

This authorization replaces the authorization resolved 1 November 2018 (ref. item 7 of the minutes from the said general meeting) and shall apply in addition to the authorization resolved in section 12 below."

The Board of Directors is not aware of circumstances of substantial importance relating to the issuance of the authorization in addition to the information stated above and information previously communicated to the market.

12. Authorization to the Board of Directors to issue shares

In the extraordinary general meeting on 13 September 2019, the general meeting in Nordic Mining ASA gave the Board of Directors an authorization to issue shares in connection with raising capital for the company. The authorization was used 28 January 2020.

The authorization issued by the general meeting 25 February 2020 for the repair issue which have been cancelled will not be used. The authorization will automatically lapse 1 May 2020.

The Board of Directors proposes that the general meeting passes a new authorization as further described below.

The background for the proposal is that it is desirable that the Board of Directors is granted authorization to issue shares in connection with transactions and raising of capital for the further development and investments related to the company's projects. An authorization to the Board of Directors will give the company a tool for effective completion and development of the values of the project portfolio.

To ensure the company sufficient flexibility, it is proposed that the authorization gives the Board of Directors ability to deviate from the existing shareholders' preferential right to subscribe for shares, cf. section 10-4 of the Norwegian Public Limited Liability Companies Act. The background for the proposal is that it is desirable that the Board of Directors is given possibilities to carry out private placements towards other companies or persons, or to carry out transactions within the company's core business areas against consideration in shares, in whole or in part.

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

"The Board of Directors of Nordic Mining ASA (the "Company") is authorized to increase the share capital of the Company by up to NOK 23,600,000, by one or more share issues, equal to approximately 20 per cent of the total issued shares at the date of this summons.

The authorization may be used for the following purposes:

- (1) Placements and issuance of shares in favor of suitable investors in order to raise additional capital to the Company.*
- (2) As consideration, in whole or in part, in connection with investment in other businesses.*

The existing shareholders' preferential right to subscribe for shares may be deviated from.

Payment of share capital in connection with share capital increase under this authorization may be made with other assets than cash as described in section 10-2 of the Norwegian Public Limited Liability Companies Act.

If the Board of Directors resolves a cash issue pursuant to this authorization, with the consequence that the interests of the existing shareholders in the Company necessitates a subsequent offering, the Board of Directors shall resolve – or should this authorization not be sufficient, within reasonable time call for a general meeting with proposal for – a share

capital increase where the Company's shareholders shall be offered to subscribe for shares on the same conditions (repair issue).

The Board of Directors is granted the authority to amend Article 4 of the Articles of Association with regard to the size of the share capital in accordance with capital increase(s) determined by the Board of Directors pursuant to this authorization.

This authorization shall be valid till 30 June 2021.

This authorization replaces the remaining part of the authorization issued 13 September 2019."

The Board of Directors is not aware of circumstances of substantial importance relating to the issuance of the authorization in addition to the information stated above and information previously communicated 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 to participate the general meeting digitally. Shareholders who gives 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 11 May 2020 at 24:00 (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 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 11 May 2020 at 24:00 (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 notice, the company has 197,491,772 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 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 2019, the recommendation by the Nomination Committee (in Norwegian) and 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, 23 April 2020
The Board of Directors of Nordic Mining ASA