



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 SparBank 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 232 316 772,00 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

"Firma-/Etternavn, Fornavn"
"c/o"
"Adresse1"
"Adresse2"
"Postnummer, Poststed"
"Land"

Ref no: "Refnr"

PIN - code: "Pin"

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: **"Beholdning"** 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 or 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 **Advance Vote** **Delegate proxy** **Close**

"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: "Refnr"

PIN-code: "Pin"

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.

"Firma-/Etternavn, Fornavn " 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