

PRESS RELEASE  
Stockholm, April 7, 2022



## **Notice to attend the Annual General Meeting in Auriant Mining AB (publ.)**

The shareholders in Auriant Mining AB (publ.) ("Company" or "Auriant Mining"), 556659-4833, are hereby summoned to the Annual General Meeting on Tuesday, May 10, 2022.

In order to mitigate the spread of Covid-19, the board of directors has decided that the Annual General Meeting will be conducted by advance voting only, without physical presence of shareholders, proxies and third parties.

Auriant Mining welcomes all shareholders to exercise their voting rights at this Annual General Meeting through advance voting on the basis of temporary statutory rules, according to the procedure set out below. Information on the resolutions passed at the Annual General Meeting will be published on 10 May 2022, as soon as the result of the voting has been finally confirmed.

In the advance voting form, the shareholders may request that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued general meeting, which cannot be conducted solely by way of advance voting. Such continued general meeting shall take place if the annual general meeting so resolves or if shareholders with at least one tenth of all shares in the Company so request. The shareholders are reminded of their right to request information according to Chapter 7, Section 32 of the Swedish Companies Act (2005:551). A request for such information shall be made in writing to Bryngelshusgatan 127, 302 47 Halmstad, Sweden, attention: Maria Carrasco, or via e-mail to [agm@auriant.se](mailto:agm@auriant.se), no later than on 30 April 2022. The information will be made available at Bryngelshusgatan 127, 302 47 Halmstad, Sweden and on [www.auriant.com](http://www.auriant.com), on 5 May 2022 at the latest. The information will also be sent, within the same period of time, to the shareholder who has requested it and stated its address.

### **NOTICE**

Shareholders wishing to participate, through advance voting, in the meeting must:

(i) Be entered in the shareholders' register kept by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organization) as of the record date Monday 2 May 2022. Shareholders whose shares are registered in the name of a nominee through a bank or a securities institution must re-register their shares in their own names to be entitled to participate in the annual general meeting. Such registration, which may be temporary, must be duly effected in the share register maintained by Euroclear Sweden AB on Wednesday 4

May 2022, and the shareholders must therefore advise their nominees well in advance of this date.

(ii) Notify the Company of their participation in the general meeting by casting their advance vote in accordance with the instructions under the heading “Advance voting” below, so that the advance voting form is received by Auriant Mining no later than on Monday 9 May 2022.

### **Advance voting**

The shareholders may only exercise their voting rights at the Annual General Meeting by voting in advance, so-called postal voting in accordance with section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on Auriant Mining’s website, [www.auriant.com](http://www.auriant.com). The advance voting form is considered as the notification of participation.

The completed voting form must be received by Auriant Mining no later than Monday 9 May 2022. The form may be submitted via e-mail to [agm@auriant.se](mailto:agm@auriant.se) or by post to Bryngelshusgatan 127, 302 47 Halmstad, Sweden, attention: Maria Carrasco. If the shareholder votes in advance through a representative, a written and dated power of attorney signed by the shareholder shall be enclosed to the form. If the shareholder is a legal entity, a certified copy of a registration certificate or a corresponding document verifying authority shall be enclosed to the form. A template proxy form is available on the company’s website. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

For questions regarding the annual general meeting or to have the advance voting form sent by post, please contact Auriant Mining on [agm@auriant.se](mailto:agm@auriant.se).

### **Number of shares and votes**

At the time of issuing the notice to attend the Annual General Meeting, the Company has a total of 98,768,270 registered shares, with one vote per share. As of the same date, the Company is holding no shares in treasury.

### **PROPOSED AGENDA**

- 1) Election of the chairman of the meeting.
- 2) Election of one or two persons to attest the minutes of the meeting.
- 3) Preparation and approval of the voting list.
- 4) Approval of the agenda.
- 5) Determination of whether the meeting has been duly convened.
- 6) Submission of the annual report and audit report and the consolidated accounts and group audit report and in connection with this, report by the auditor regarding the audit work.
- 7) Resolution on:
  - a) adoption of income statement and balance sheet and consolidated income

- statement and consolidated balance sheet,
- b) allocation regarding the Company's profit/loss in accordance with the adopted balance sheet,
  - c) discharge of liability for the board members and the CEO.
- 8) Resolution on the number of board members, deputies and auditors.
  - 9) Resolution on remuneration to the board of directors, deputy and the auditor.
  - 10) Election of board members and deputies.
  - 11) Election of chairman of the board
  - 12) Election of auditor.
  - 13) Resolution on the principles of appointment of the nomination committee and instruction for the nomination committee.
  - 14) Resolution on approval of a loan facility from shareholder.
  - 15) Resolution on authorisation for the board of directors to resolve upon issue of shares.

## **PROPOSALS BY THE NOMINATION COMMITTEE**

The nomination committee consisting of Per Åhlgren, chair of the committee (appointed by GoMobile Nu AB), Risto Silander (appointed by Bertil Holdings Ltd), and Lord Daresbury, (chairman of the board of directors of Auriant Mining AB), have submitted the following proposals:

### ***1. Election of the chairman of the meeting***

The nomination committee proposes that chairman of the board Peter Daresbury or the person proposed by the nomination committee, if he has an impediment to attend, is elected chairman of the annual general meeting.

### ***8. Resolution on the number of board members, deputies and auditors***

The nomination committee proposes that the board shall consist of four (4) members with one (1) deputy board member and that the number of auditors shall be one (1) without any deputy auditor.

### ***9. Resolution on remuneration to the board of directors, deputy, and the auditor***

The nomination committee proposes that the remuneration to the chairman of the board shall be SEK 400,000 and SEK 250,000 to each of the other ordinary board members and to the deputy board member. If any committee is established by the board, it is proposed that remuneration to each member of the committee shall be paid in the amount of SEK 25,000 per annum for participation. The maximum amount of remuneration payable to the board, including remuneration for work in committees, is SEK 1,725,000.

The nomination committee proposes that the auditor's fees be approved in line with agreement between the Company and the auditor.

### ***10. Election of board members and deputies***

The nomination committee proposes re-election of Peter Daresbury, Preston Haskell, Birgit Köster Hoffmann and Jukka Pitkäjärvi as members of the board. The nomination committee further proposes re-election of James Provoost Smith as deputy board member.

### ***11. Election of chairman of the board***

The nomination committee proposes that Peter Daresbury shall be re-elected as the chairman of the board.

### ***12. Election of auditor***

The nomination committee proposes re-election of the accounting firm Öhrlings PricewaterhouseCoopers AB for the period until the end of the next annual general meeting. Öhrlings PricewaterhouseCoopers AB has informed the nomination committee that, if the committee's proposal is adopted by the general meeting, Anna Rozhdestvenskaya will act as auditor-in-charge.

### ***13. Resolution on the principles of appointment of the nomination committee and instruction for the nomination committee.***

It is proposed by the nomination committee that it shall consist of the chairman of the board and three other members, each appointed by one of the three owners with the largest number of voting rights. The selection of the three largest shareholders shall be made on the basis of the share register of the company kept by Euroclear Sweden AB as of the last banking day in September. However, if it becomes known to the company that two or more of the largest shareholders are controlled by the same physical person(s) (or the same physical person(s) holds shares in the company both directly and through a company controlled by him), then all such shareholders shall be considered to comprise one shareholder for the purposes of the participation in the Nomination Committee. At the earliest convenient date after the end of September, the Chairman of the Board shall contact the three shareholders with the largest number of voting rights, as determined above, and request that they each appoint a member to the nomination committee. If any of the three shareholders with the largest number of voting rights decline their right to appoint a member to the Nomination Committee, the shareholder with the next largest number of voting rights shall be provided with the opportunity to appoint a member. If such shareholder also declines its right to appoint a member to the nomination committee or does not respond to the request within a reasonable time, then the nomination committee shall be constituted by the remaining members. Unless the Nomination Committee members decide otherwise, the Chairman of the Nomination Committee shall be the member appointed by the shareholder with the largest number of voting rights in the company. If a member leaves the Nomination Committee before its work is completed, and if the Nomination Committee considers that there is a need to replace this member, then the Nomination Committee shall appoint a new member.

The nomination committee proposes that the Instruction for the Nomination Committee approved at the Annual General Meeting on 19 May 2020 shall remain unchanged.

## **PROPOSALS BY THE BOARD OF DIRECTORS**

### ***2. Election of one or two persons to attest the minutes of the meeting***

The board of directors proposes that Per Åhlgren (representing GoMobile Nu AB) and Maria Carrasco, or the person or persons proposed by the board of directors if one or both of them have an impediment to attend, are elected to approve the minutes together with the chairman.

The task of approving the minutes also includes verifying the voting list and that the advance votes received are correctly stated in the minutes of the annual general meeting.

### ***3. Preparation and approval of the voting list***

The voting list proposed for approval is the voting list drawn up by the Company, based on the Annual General Meeting's share register and advance votes received, as verified and recommended by the persons approving the minutes.

### ***7 b) Resolution on allocation regarding the Company's profit/loss in accordance with the adopted balance sheet***

The board of directors and the managing director propose that the Company's non-restricted equity of SEK -210,293,867 is carried forward and that no dividend is paid for the financial year.

### ***14. Resolution on approval of loan facility from shareholder***

The board of directors proposes that the annual general meeting approves a loan facility to the Company from the shareholder GoMobile Nu AB, who is a related party, in accordance with the following main terms and conditions. The loan facility is of material nature and shall, in accordance with the Swedish Securities Council's statement 2019:25 regarding related party transactions, be addressed at a general meeting.

The Company has entered into a conditional loan commitment agreement with GoMobile Nu AB. The agreement is conditional in such way that its validity is subject to approval by the general meeting of the Company. Subject to the annual general meeting's approval, the Company will be provided with a loan facility of up to SEK 9,400,000. The loan facility will be available during the period between 10 May 2022 and 9 May 2023 (the commitment period). The Company will have the right to draw funds in one or more tranches during the commitment period. On any amount drawn the Company shall pay an annual interest of 6.5 percent, and a stand-by fee of 1,5 percent per annum is payable on any undrawn amount of the loan facility during the commitment period. The Company is entitled to end the commitment period anytime. Repayment of drawn amounts must take place no later than 10 May 2023, which therefore is the due date. On the due date, the said interest and stand-by fee shall also be paid.

GoMobile Nu AB owns approximately 23 percent of the shares and holds approximately 23 percent of the votes in the Company.

GoMobile Nu AB's shares and votes shall not be considered when resolving upon this item on the agenda.

The board of directors' proposal has been published separately on the Company's website as well.

### ***15. Resolution on authorisation for the board of directors to resolve upon issue of shares***

The board of directors proposes that the Annual General Meeting authorises the board to resolve – at one or several occasions and for the time period until the next annual general

meeting – to increase the Company’s share capital by new share issues, to the extent that it corresponds to a dilution of not more than 20 percent of the number of shares outstanding at the time of this notice of the Annual General Meeting, after full exercise of the hereby proposed authorisation.

New share issues may be made with or without deviation from the shareholders’ preferential rights and with or without provisions for contribution in kind, set-off or other conditions. Pursuant to Chapter 16 of the Swedish Companies Act, the board of directors may not by virtue of this authorisation resolve on issues to board members in Group companies, employees, etc. The purpose of the authorisation is to increase the financial flexibility of the Company and the acting scope of the board. Should the board of directors resolve on an issue with deviation from the shareholder’s preferential rights, the reason shall be to enable the Company to finance the operations in a fast and efficient way, acquire companies, businesses or parts thereof, or to broaden the ownership of the Company. Upon such deviation from the shareholders’ preferential rights, the new issue shall be made at market terms and conditions.

The board of directors or the CEO shall have the right to make such minor adjustments in this resolution that may be necessary in connection with the registration of the authorisation with the Swedish Companies Registration Office.

### **Majority requirements**

Resolution in accordance with item 14 above requires approval of at least two thirds (2/3) of the shares represented and votes cast at the general meeting.

### **Personal data**

For information on how your personal data is processed, see the integrity policy that is available at Euroclear’s website <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

### **Available documents**

Accounts and audit reports as well as complete proposals and other documentation will be available at Bryngelshusgatan 127, 302 47 Halmstad, Sweden, and at the Company’s website [www.auriant.com](http://www.auriant.com) as of Tuesday April 19, 2022 and will be sent in connection therewith to the shareholders who so request and state their postal address.

Stockholm in April 2022

**Auriant Mining AB (publ)**

Board of Directors

For more information, please contact:

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Company name: Auriant Mining AB

Short name: AUR

ISIN-code: SE0001337213

Website: [www.auriant.com](http://www.auriant.com)

*Auriant Mining AB (AUR) is a Swedish junior mining company focused on gold exploration and production in Russia, primarily in the Republic of Tyva, Zabaikalye and the Republic of Khakassia. The company has currently four assets, including two operating mines (Tardan and Alluvial at Staroverinskaya), one early stage exploration asset and one development asset.*

*Since July 19, 2010, Auriant Mining´s shares are traded on Nasdaq First North Premier Growth Market under the short name AUR. For more information please visit [www.auriant.com](http://www.auriant.com). G&W Fondkommission is Certified Adviser to Auriant Mining AB, for more information please call +46 8 503 000 50, e-mail [CA@gwkapital.se](mailto:CA@gwkapital.se) or visit [www.gwkapital.se](http://www.gwkapital.se).*

**Cautionary Statement:** Statements and assumptions made in this press release with respect to Auriant Mining AB's ("AUR") current plans, estimates, strategies and beliefs, and other statements that are not historical facts, are forward-looking statements about the future performance of AUR. Forward-looking statements include, but are not limited to, those using words such as "may", "might", "seeks", "expects", "anticipates", "estimates", "believes", "projects", "plans", "strategy", "forecast" and similar expressions. These statements reflect management's expectations and assumptions in light of currently available information. They are subject to a number of risks and uncertainties, including, but not limited to, (i) changes in the economic, regulatory and political environments in the countries where AUR operates; (ii) changes relating to the geological information available in respect of the various projects undertaken; (iii) AUR's continued ability to secure enough financing to carry on its operations as a going concern; (iv) the success of its potential joint ventures and alliances, if any; (v) exchange rates, particularly between the Russian rouble and the U.S. dollar. In the light of the many risks and uncertainties surrounding any gold production and exploration company at an early stage of its development, the actual results could differ materially from those presented and forecast in this report. AUR assumes no unconditional obligation to immediately update any such statements and/or forecasts.