PRESS RELEASE Stockholm, April 8, 2021



# 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 11, 2021.

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 11 May 2021, 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. A request for such information shall be made in writing to Advokatfirman Vinge KB, Att: Joel Magnusson, Box 1703, SE-111 87 Stockholm, Sweden, or via e-mail to agm@auriant.se, no later than on 1 May 2021. The information will be made available at Advokatfirman Vinge at Smålandsgatan 20, Stockholm and on www.auriant.com, on 6 May 2021 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 Depositary & Clearing Organization) as of the record date Monday 3 May 2021. 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 5 May 2021, 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 10 May 2021.

### 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 (2020:198) 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. 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 10 May 2021. The form may be submitted via e-mail to agm@auriant.se or by post to Advokatfirman Vinge KB, Att: Joel Magnusson, Box 1703, SE-111 87 Stockholm, Sweden. If the shareholder votes in advance through a representative, a power of attorney 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. 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 AB on 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 profit and loss account and balance sheet and consolidated profit and loss account 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, deputies and the auditor.
- 10) Election of board members and deputies.
  - a) Lord Daresbury (Peter) as board member (re-election)
  - b) Preston Haskell as board member (re-election)
  - c) Birgit Köster Hoffmann as board member (election)
  - d) Jukka Pitkäjärvi as board member (re-election)
  - e) James Provoost Smith as deputy board member (re-election)
- 11) Election of chairman of the board Peter Daresbury (re-election)
- 12) Election of auditor.
- 13) Resolution on the principles of appointment of the nomination committee and instruction for the nomination committee.
- 14) 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 advocate David Andersson, 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, deputies, 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 in it. 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 and Jukka Pitkäjärvi as members of the board. The nomination committee proposes election of Birgit Köster Hoffmann as new board member. The nomination committee 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 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. 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 under item 3 of the agenda 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 -86,488,459 is carried forward and that no dividend is paid for the financial year.

# 14. 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 the offices of Vinge at Smålandsgatan 20, Stockholm and at the Company's website

www.auriant.com as of April 20, 2021 and will be sent in connection therewith to the shareholders who so request and state their postal address.

Stockholm in April 2021

**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

www.facebook.com/AuriantMining/

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

Since July 19, 2010, Auriant Mining's shares are traded on First North Premier Growth Market under the short name AUR. For more information please visit www.auriant.com. Mangold Fondkommission is Certified Adviser to Auriant, for more information please call +46 8 503 015 50, e-mail <a href="Mailto:CA@mangold.se">CA@mangold.se</a> or visit www.mangold.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. This press release shall not, directly or indirectly, be released, published or distributed in or to the United States, Australia Japan, Canada, New Zealand, Hong Kong, South Africa or other country where such action as a whole or in part is subject to legal restrictions. Nothing in this press release should be considered as an offer to invest or otherwise trade in shares of Auriant Mining AB (publ).