

NOTICE TO ANNUAL GENERAL MEETING OF ENDOMINES AB (PUBL)

The shareholders of Endomines AB (publ) are hereby invited to the Annual General Meeting to be held on Monday 10 June at 14.00 CET at Konferens Spårvagnshallarna, Birger Jarlsgatan 57A, 113 56 Stockholm.

Attendance, notification etc.

To be entitled to participate in the Annual General Meeting, shareholders shall have entered into the share register kept by Euroclear Sweden AB on Monday 3 June 2019, and given notice of his/her intention to participate at the Annual General Meeting no later than Monday 3 June 2019. Notice of attendance shall be made in writing to Endomines AB (publ), "AGM 2019", Postbox 5822, 102 48 Stockholm, Sweden, by telephone +358 50 544 68 14 or by email anmalan@endomines.com. When given notice of participation, the shareholder shall state name/company name, personal identification number or company registration number, address, telephone number, number of shares represented and, where applicable, number of representatives and advisors participating.

Information submitted in connection with registration will be computerised and used exclusively for the annual general meeting. See below for additional information on the processing of personal data.

Shareholders participating through a proxy or a representative should submit their proxy, certificates of registration or other documents of authorisation to Endomines no later than Monday 3 June 2019, in order to facilitate the entry into the meeting. Any proxy must be submitted in original. A proxy form is available at www.endomines.com.

Shareholders whose shares are nominee registered (including Finnish shareholders that are registered within the Finnish book-entry system at Euroclear Finland Oy) must, in order to be entitled to participate in the Annual General Meeting, request to temporarily be registered into the share register kept by Euroclear Sweden AB in their own name. Such registration, so-called voting rights registration, must be completed no later than on Monday 3 June 2019, which means that shareholders must notify the nominee well in advance.

Proposed agenda

1. Opening of the meeting
2. Election of Chairman of the meeting
3. Preparation and verification of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Establishment of whether the meeting has been duly convened
7. Presentation of the Annual Report and the Auditor's Report as well as the Consolidated Financial Statement and the Group Auditor's Report
8. Statement by the CEO
9. Resolutions regarding
 - a) adoption of the profit and loss statement and the balance sheet and the consolidated profit and loss statement and consolidated balance sheet
 - b) appropriation of the company's result according to the adopted balance sheet
 - c) discharge from liability for the members of the Board of Directors and the CEO
10. Statement of the Nomination Committee's work and proposals
11. Resolution regarding remuneration for the Board of Directors and the Auditors

12. Resolution regarding the number of members of the Board of Directors and Deputies
13. Election of the members of the Board of Directors and Chairman of the Board of Directors
14. Election of the Auditor
15. The Board of Directors' proposal for resolution regarding Guidelines for remuneration of the Senior Management
16. The Board of Directors' proposal regarding
 - a) reduction of share capital for loss coverage
 - b) amendment of the articles of association and reduction of the share capital
 - c) approval of the Board of Directors' resolution regarding new share issue subject to approval of the General Meeting
 - d) bonus issue and reduction of the share capital
17. Closing of the meeting

Proposals

Item 2 – Election of Chairman of the meeting

The Nomination Committee proposes Tone Myhre-Jensen at Cederquist, member of the Swedish Bar, to be elected as Chairperson of the meeting.

Item 9 (B) – Resolutions regarding appropriation of the company's result according to the adopted balance sheet

The Board of Directors proposes that no dividend is paid for 2018, and that loss brought forward and the share premium reserve and the result for the year, a total of SEK -29,819,771 is to be carried forward.

Item 11 – Resolution regarding remuneration for the Board of Directors and the Auditors

The Nomination Committee proposes that remuneration for the Chairman of the Board of Directors shall be unchanged SEK 350,000 per year, and to each other member of the Board of Directors unchanged SEK 200,000 per year, however that no remuneration shall be paid to Board member who is employed by the company, remuneration for Board member's work in the Remuneration Committee, Audit Committee and the Technology and Security Committee established by the Board of Directors with unchanged SEK 25,000 per Board member and year for each committee that the Board member works in, a remuneration of SEK 50,000 per year for the Chairman of the Audit Committee and the Technology and Security Committee and a meeting remuneration of SEK 3,000 for each physical board meeting.

The remuneration to the Auditors is proposed to be paid in accordance with approved invoice.

Item 12 and 13 – Resolution regarding the number of members of the Board of Directors and Deputies and election of the members of the Board of Directors and Chairman of the Board of Directors

The Nomination committee proposes that the Board of Directors consists of five members with no deputies and re-election of the Board members Ingmar Haga, Thomas Hoyer, Michael Mattson and Rauno Pitkänen and election of Jeremy Read. Staffan Simberg has declined re-election. Furthermore, the Nomination Committee proposes that Ingmar Haga is re-elected Chairman of the Board of Directors.

Further information of the proposed members of the Board of Directors is available at www.endomines.com.

Item 14 – Election of the Auditor

The Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that the registered accounting company PricewaterhouseCoopers AB shall be re-elected as the Auditor for the period until the end of the Annual General Meeting 2020. PricewaterhouseCoopers AB has informed the company that Martin Johansson will be appointed as the Auditor in charge if PricewaterhouseCoopers AB is elected as Auditor.

Item 15 – The Board of Directors' proposal for resolution regarding Guidelines for remuneration of the Senior Management

The Board of Directors proposes that the Annual General Meeting resolves on the following guidelines for remuneration of the Senior Management. Senior Management refers to the CEO and the other members of Group Management (the "Management"), as well as members of the Board of Directors, to the extent they receive compensation outside the board assignment. Endomines will apply market-based remuneration levels and terms of employment to recruit and maintain a management with high competence and capacity to achieve set goals, designed to promote the company's long-term value creation. The remuneration shall motivate the Management to do its utmost to ensure the shareholders' interests. Remuneration to the Management shall consist of fixed salary, variable remuneration, any performance and share-related incentive programs and other benefits and pensions. The total remuneration shall be market-based and competitive and based on competence, responsibility and performance. The variable remuneration shall be designed with the purpose of promoting the company's long-term value creation and be based on outcomes in relation to clearly defined goals as well as being maximized in relation to the fixed salary determined. The variable remuneration shall not exceed 40 per cent of the fixed salary for the CEO and for the other members of the Management not exceed 30 per cent of the fixed salary.

In case of termination of employment contracts by the company, the notice period shall not exceed twelve months. Severance pay and fixed salary for a member of the Management should in general not exceed an amount corresponding to the fixed salary for twelve months upon termination by the company. Pension benefits shall be determined by fees. Share-related incentive programs within the company shall ensure long-term commitment to the company's development, an increased community of interests partnership between the program participant and the company's shareholders and shall be implemented on market terms.

Members of the Board of Directors elected by the Annual General Meeting may in special cases receive remuneration for services within their respective areas of competence, which do not constitute board work. For these services a market-based remuneration must be paid, which the Board of Directors must approve.

The Board of Directors may waive these guidelines only if there are special reasons for this in a specific case and the reason for the deviation is reported at the next Annual General Meeting.

In accordance with the Swedish Corporate Governance Code, the Board of Directors' Remuneration Committee follows and evaluates the implementation of the Annual General Meeting Guidelines for remuneration to Senior Management. The company's Auditor has, in accordance with Chapter 8, Section 54 of the Swedish Companies Act issued an opinion as to whether the guidelines for remuneration to Senior Management resolved upon on the Annual General Meeting 2018 were adhered to. The evaluation and the Auditor's review has resulted in the conclusion that Endomines has followed the guidelines for remuneration resolved by the Annual General Meeting 2018.

Item 16 (A) – The Board of Directors’ proposal for resolution regarding reduction of the share capital for loss coverage

The Board of Directors proposes that the Annual General Meeting resolves to reduce the company’s share capital by SEK 43,102,799, without withdrawal of shares, for loss coverage.

By the reduction of the share capital, the quota value of the shares will be reduced from SEK 8.00 to SEK 6.78. By the reduction, the share capital will be reduced from SEK 283,259,904 to SEK 240,157,105.

It is noted that the total accumulated loss for the financial year 2018 amounted to SEK -29,819,771, and that the total accumulated loss for the period January – March 2019 amounted to SEK -13,283,028, in total SEK -43,102,799.

Item 16 (B) – The Board of Directors’ proposal for resolution regarding amendment of the articles of association and reduction of the share capital

I. Proposal for resolution regarding amendment of the articles of association

In order to facilitate the new share issue resolved by the Board of Directors, subject to approval by the Annual General Meeting, in accordance with item 16 (C) below, the Board of Directors proposes that the limits of the share capital in the articles of association (§ 4) are changed to the minimum of SEK 150,000,000 and maximum of SEK 600,000,000 and that the limits of the number of shares (§ 5) are changed to the minimum of 50,000,000 and maximum of 200,000,000. § 4 and § 5 of the articles of association shall thereby have the following wordings:

”The share capital shall amount to not less than SEK 150,000,000 and not more than SEK 600,000,000.”
(§ 4)

”The number of shares shall amount to not less than 50,000,000 and not more than 200,000,000.” (§ 5)

II. Proposal for resolution regarding reduction of the share capital

In order to facilitate the Board of Directors’ resolution, subject to approval by the Annual General Meeting, on a new share issue according to item 16 (C) below, the Board of Directors proposes that the Annual General Meeting resolves to reduce the company’s share capital by SEK 133,934,641, without withdrawal of shares, for transfer to unrestricted equity. By the reduction of the share capital, the quota value of the shares will be reduced from SEK 6.78 to SEK 3.00. By the reduction, the share capital will be reduced from SEK 240,157,105 to SEK 106,222,464.

Documentation pursuant to Chapter 20 Sections 13 and 14 of the Swedish Companies Act have been prepared.

Item 16 (C) – Approval of the Board of Directors’ resolution regarding new share issue subject to approval of the General Meeting

In order to primarily enable further development and increase the production in the Friday mine but also to enable exploration at, and commencement of, the mining areas Rescue, Kimberly, Unity and at the Karelian Gold Line and to use the means to agreed cash payments to TVL Gold for acquired assets in Idaho, the Board of Directors proposes that the Annual General Meeting approves the Board of Directors’ resolution from 10 May 2019 regarding a new share issue of not more than 47,209,984 shares,

by which the share capital is increased by not more than SEK 141,629,952. It is noted that the resolution is subject to amendment of the articles of association and reduction of the share capital pursuant to items 16 (B) II and (B) I above. Furthermore, the following terms and conditions shall apply to the resolution.

1. The right to subscribe for shares with preferential rights shall belong to shareholders that are registered as shareholders in the company on the record date. Those shareholders have the right to receive one (1) subscription right for each share held on the record date. Three (3) subscription rights entitle to subscription for four (4) new shares.

Subscription for shares without the exercise of subscription rights can also be made. In the event that not all shares are subscribed for by the exercise of subscription rights, the Board of Directors shall decide on allotment to those who have subscribed for shares without the exercise of subscription rights within the limits of the maximum amount of the new share issue and in accordance with the following.

Firstly, allotment of shares which have been subscribed for without subscription rights shall be made to those who have also subscribed for shares by the exercise of subscription rights, irrespective of whether the subscriber was a shareholder on the record date or not, and if allotment to those cannot be made in full, allotment shall be made pro rata in relation to the number of subscription rights which have been exercised to subscribe for shares and, to the extent that is not possible, by drawing of lots.

Secondly, allotment of shares which have been subscribed for without the exercise of subscription rights shall be made to those who have only subscribed for shares without the exercise of subscription rights, and if allotment to those cannot be made in full, allotment shall be made pro rata in relation to the number of shares each of them have subscribed for and, to the extent that is not possible, by drawing of lots.

2. The record date for participation in the new share issue with preferential rights shall be 12 June 2019.
3. Subscription by the exercise of subscription rights shall be made by payment of issue proceeds during the period from and including 14 June 2019 up to and including 1 July 2019. Subscription without the exercise of subscription rights shall be made by the use of a special subscription list during the same period. Payment for shares which have been subscribed for without the exercise of subscription rights shall be made not later than three banking days after notification of allotment. The Board of Directors shall be entitled to extend the subscription period and time of payment. After the subscription period has expired, unutilized subscription rights will be void and cancelled in the systems kept by Euroclear Sweden AB and Euroclear Finland Ab, without notice.
4. The subscription price is SEK 3.50 per share. The subscription price converted into EUR, for shareholders whose shares are registered in Finland, will be announced in the prospectus regarding the new share issue, which is expected to be published on Wednesday 12 June 2019. The EUR rate per share will be determined by the use of the Swedish Central Bank's (Sw. *Sveriges Riksbank*) official EUR/SEK rate as per the last trading day before the prospectus is

approved by the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*), which is expected to be on Tuesday 11 June 2019.

5. The new shares shall entitle to dividend as from the first record date for dividend to occur after the shares have been registered in the share register kept by Euroclear Sweden AB.

For holders of warrants of series 2019/2022 and/or convertibles in the company that wish to subscribe for shares or convert a convertible loan into new shares during the period from and including the date of this resolution up to and including the record date for the new share issue, the new shares will be registered on the CSD account after the record date for the new share issue. Recalculation of the subscription price and the conversion price and, if applicable, recalculation of the number of shares will be made after the new share issue has been completed, in accordance with the terms and conditions for the warrants and the convertibles respectively.

Documentation pursuant to Chapter 13 Section 6 of the Swedish Companies Act have been prepared.

Item 16 (D) – The Board of Directors’ resolution regarding bonus issue and reduction of the share capital

I. Proposal for resolution regarding bonus issue

In order to restore the share capital to the amount the share capital amounted to before the reduction pursuant to item 16 (B) II, the Board of Directors proposes that the Annual General Meeting resolves to carry out a bonus issue whereby the company’s share capital is increased by SEK 77,282,662 through transfer from the company’s unrestricted equity. The bonus issue is carried out without issuing new shares.

II. Proposal for resolution regarding reduction of the share capital

In order to avoid an unintended total increase of the share capital as a result of the bonus issue pursuant to item (D) I above, the Board of Directors proposes that the Annual General Meeting resolves to reduce the company’s share capital by not more than SEK 77,282,662, without withdrawal of shares, for transfer to a fund to be utilized in accordance with a resolution by the Annual General Meeting. The reduction of the share capital shall be set to an amount in SEK corresponding to the increase of the share capital pursuant to the resolutions regarding a new share issue pursuant to item 16 (C) (i.e. the actual increase when the outcome of the issue is known) and a bonus issue pursuant to item 16 (D) I, less the amount of the reduction pursuant to item 16 (B) II, although not more than SEK 77,282,662 as stated above.

Documentation pursuant to Chapter 20 Sections 13 and 14 of the Swedish Companies Act have been prepared.

Miscellaneous

Specific majority requirements

For a valid resolution of the Annual General Meeting pursuant to the Board of Directors’ proposals in items 16 (A), 16 (B) and 16 (D), it is required that the resolution of the General Meeting is supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the Annual General Meeting.

A resolution regarding amendment of the articles of association pursuant to item 16 (B) I is subject to that the Annual General Meeting resolves to reduce the share capital in accordance with item 16 (B) II and the new share issue in accordance with item 16 (C). A resolution regarding reduction of the share capital pursuant to item 16 (B) II is subject to that the articles of association is amended in accordance with item 16 (A) above. The resolution pursuant to item 16 (B) II is also subject to the registration of the new share issue pursuant to item 16 (C) and the bonus issue pursuant to item 16 (D) I, by which the share capital is increased with amounts not less than the reduction amount, with the Swedish Companies Registration Office and that the reduction, the new share issue and the bonus issue combined do not result in a reduction of the company's share capital.

A resolution regarding a bonus issue pursuant to item 16 (D) I is subject to that the Annual General Meeting resolves on a new share issue in accordance with item 16 (C). A resolution regarding reducing the share capital pursuant to item 16 (D) II is subject to that the Annual General Meeting resolves in accordance with items 16 (C) and 16 (D) I.

In the event the reduction of the share capital pursuant to item 16 (D) II corresponds to the amount that the share capital shall be increased with through the bonus issue pursuant to item 16 (D) I, shall the resolutions in items 16 (D) I and 16 (D) II not be submitted for registration with the Swedish Companies Registration Office.

Authorisation

The Board of Directors, the CEO or whomever the Board of Directors may appoint, is authorized to make such minor adjustments of the Annual General Meeting's resolutions as may prove necessary in connection with the registration with the Swedish Companies Registration Office as well as Euroclear Sweden AB and Euroclear Finland Ab.

Number of shares and votes

As per the day of this notice, there is a total of 35,407,488 shares in Endomines, each carrying one vote, totalling 35,407,488 votes.

Shareholders' right to request information

Upon request by any shareholder and where the Board believes that such may take place without significant harm to the company, the Board of Directors and CEO should provide information at the Annual General Meeting in respect of any circumstances which may affect the assessment of a matter on the agenda, and any circumstances which may affect the assessment of the company's or a subsidiary's financial position and as regards the company's relationship to other group companies and the consolidated accounts.

Documents

Complete proposals, the Board of Directors' presentation of the results of the Remuneration Committees' evaluation pursuant to the Swedish Code of Corporate Governance and the Auditor's Report (in Swedish) pursuant to Chapter 8, Section 54 of the Swedish Companies Act will be available at the company and at the company's website www.endomines.com, from no later than Monday 20 May 2019. The Annual Report, the Nomination Committee's statement regarding the proposal for the Board of Directors and information on proposed members of the Board of Directors is available at the company's website (in Swedish). The documents will be sent by mail to the shareholders who request it and provide their postal address.

Processing of personal data

For information on how your personal data is processed, see the Privacy notice available on Euroclear's website www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

Stockholm, May 2019

Endomines AB (publ)

The Board of Directors