

ENDOMINES FINLAND PLC

CORPORATE GOVERNANCE POLICY

Version	Date of approval and approved by
Approved	9.12.2022, the Board of Directors of Endomines Finland Plc
Updated	9.12.2022

1 PROVISIONS COMPLIED BY ENDOMINES FINLAND PLC AND CORPORATE GOVERNANCE CODE

Endomines Finland Plc ("**Endomines**" or the "**Company**") is a public limited liability company registered in Finland and listed on the stock exchange maintained by Nasdaq Helsinki Ltd ("**Helsinki Stock Exchange**"). The administration and management of the Company are based on the Finnish Limited Liability Companies Act, Securities Markets Act, the Company's Articles of Association and the rules and instructions of the Helsinki Stock Exchange. Endomines complies with the Finnish Corporate Governance Code (Corporate Governance 2020) ("**Corporate Governance Code**") prepared by the Securities Market Association, with any potential exceptions set out below.

This Corporate Governance Policy and the latest Corporate Governance Statement prepared in accordance with the Corporate Governance Code are available on the Company's website. The Company prepares the first Corporate Governance Statement for the financial year ending 31 December 2022. The Corporate Governance Statement is issued as a separate report and is published together with the financial statements, the report of the Board of Directors and the remuneration statement on the Company's website.

2 DEROGATION FROM THE RECOMMENDATIONS

The Company has not decided to deviate from the recommendations of the Corporate Governance Code.

3 GENERAL MEETING OF SHAREHOLDERS

The General Meeting of Shareholders is the highest decision-making body of the Company. The General Meeting of Shareholders decides on matters required by the Companies Act and the Articles of Association.

Endomines has one series of shares, and each share carries one vote at the General Meeting of Shareholders. A shareholder may attend the General Meeting by themselves, or they may exercise the rights of a shareholder by way of proxy representation. At the General Meeting, all shareholders have the right to ask questions and propose resolutions on matters under consideration.

Endomines' General Meeting of the Shareholders is held at the Company's residence in Espoo and is convened by the Board of Directors. The Annual General Meeting is held annually on a date determined by the Board of Directors within six months of the end of the financial year. An Extraordinary General Meeting may be convened to discuss a specific matter when the Board of Directors deems it appropriate or otherwise required by law.

The Annual General Meeting decides on the approval of the financial statements and the distribution of profits, the discharge of the members of the Board of Directors and the CEO, and the election of the members of the Board of Directors and the auditor and their remuneration. The competence of the Annual General Meeting

also includes amending the Articles of Association, deciding on the acquisition of the Company's own shares, the share issue and the stock option program, and authorizing the Board of Directors to decide on them.

The invitation to the Annual General Meeting is published on the Company's website. The invitation includes the agenda of the Annual General Meeting, the proposals of the Board of Directors and its committees, as well as the Shareholders' Nomination Board for the Annual General Meeting, and instructions for registration and participation in the meeting. A shareholder has the right to participate in the Annual General Meeting if they have been entered as a shareholder in the Company's shareholder register eight business days prior to the Annual General Meeting and if they have notified the Company of their participation in the manner of the invitation. The owner of nominee-registered shares also acquires the right to participate in the Annual General Meeting by temporarily registering in the Company's shareholder register.

If possible, the Annual General Meeting will be attended by the Board of Directors as a whole and the person nominated as a member of the Board for the first time. Depending on the nature of the matter, the majority of the members of the Board of Directors are present at the Extraordinary General Meetings, in which case the Board of Directors forms a quorum, including the Chair or Deputy Chair of the Board. The Company's auditor attends to the Annual General Meeting.

The Company publishes the minutes of the Annual General Meeting on the Company's website and keeps them available to shareholders for at least five years after the Annual General Meeting.

4 BOARD OF DIRECTORS

4.1 Composition

The Company's Board of Directors comprises no fewer than three (3) and no more than eight (8) ordinary members. The Shareholders' Nomination Board makes a proposal to the Annual General Meeting on the composition and remuneration of the Board of Directors. The members of the Board of Directors are elected by the Annual General Meeting for a term of office that ends at the close of the Annual General Meeting that first follows their election. The Board of Directors elects the Chair of the Board from among its members.

The Company's Board of Directors must have sufficient expertise and the collective must have requisite knowledge and experience in matters of the Company's industry and business. A person elected as a member of the Board of Directors must have the required qualifications for the position, and the possibility to devote sufficient amount of time to perform the assignment. The Company has defined the principles of the diversity of the Board. The goal is that both genders are represented in the Board of Directors. The long-term goal is that both genders are equally represented in the Board of Directors.

The CV information of the members of the Board of Directors is available on the Company's website. The shares and share-based rights of each member of the Board of Directors and their controlled entities in the Company and in the companies belonging to the same group as the Company at the end of the previous financial year are presented in the Corporate Governance Statement.

4.2 Duties

Pursuant to the Limited Liability Companies Act (624/2006, as amended "**Companies Act**") and the Articles of Association, the Board of Directors takes care of the Company's administration and the proper organization of operations and represents the Company. The Board of Directors has drawn up a written charter, which defines its main tasks and operating principles.

The Board of Directors adopts the Company's strategy and monitors its implementation. The duties of the Board of Directors include approving the Company's financial statements and interim reports and supervising the appropriateness of the accounts and the Company's financial affairs. The Board of Directors decides on significant individual investments as well as corporate and real estate acquisitions and strategically significant business expansions and reductions, sets the Company's long-term strategic and financial objectives and approves budgets and risk management principles. The Board of Directors also approves and confirms the charters of the committees, as well as the Company's internal guidelines and remuneration policy, and decides on incentive schemes for the CEO and personnel.

The Board of Directors elects the CEO of Endomines and decides on the terms of their employment.

4.3 Self-assessment and independence assessment

The Board of Directors evaluates its operations and working methods annually as an internal self-assessment. The Board of Directors also assesses the independence of the members from the Company and significant shareholders annually and as required.

4.4 Board Committees

To increase the efficiency of its work, the Board of Directors has established an Audit Committee, an ESG Committee, and a Technology and Safety Committee. The Board of Directors annually elects the members and the chair of the committees from among its members and approves the written charters of the committees.

The Audit Committee comprises of at least two members of the Board of Directors. The majority of the members of the Audit Committee must be independent of the Company and at least one member must be independent of the Company's significant shareholders. As required by the Companies Act, a member of the Audit Committee may not participate in the day-to-day management of the Company or the entity to be consolidated in its consolidated financial statements or foundation. At least one member of the audit committee must also have accounting or auditing expertise. The duties of the Audit Committee with the respect of the Company's financial reporting and auditing include particularly to monitor and evaluate the effectiveness of the Company's financial reporting system, internal control and audit and risk management systems. Furthermore, the Audit Committee's duties include to monitoring and evaluating the independence of the auditor and in particular the provision of non-audit services provided by the auditor. In addition, the Audit Committee must monitor the Company's audit and prepare the election of the Company's auditor. The committee meets at least [four] times a year. The committee does not have an independent decision-making power, but it acts as a preparatory body on the issues which are submitted to the Board of Directors for decision.

The ESG Committee consists of at least two members of the Board of Directors, one of whom is the Chairman of the Board. The ESG Committee assists the Board of Endomines with proposals, advice and preparation on issues related to ESG (environment, social and governance) including remuneration and other employment terms for Executive Management. The ESG Committee supports the Company's management in implementing ESG policies, regularly assesses the ESG policies and prepares any necessary proposals for change for consideration by the Board, prepares for Board's decisions matters of remuneration principles, compensation and other employment terms for the Executive Management, monitors and evaluates ongoing and during the year concluded remuneration programs, as well as monitors and evaluates the application of remuneration guidelines for the Executive Management and the Management Positions reporting to the Executive Management. The ESG Committee meets at least twice a year.

The Technology and Safety Committee has at least two members of the Board of Directors. Together with the Company's management, it reviews the gold prospecting and drilling plans and acts as a general advisor on issues related to technology and safety. If necessary, the Technology and Safety Committee can invite the personnel of the Company and its subsidiaries or external experts to participate in the meetings. The Committee meets at least twice a year.

5 SHAREHOLDERS' NOMINATION BOARD

The Shareholder Nomination Board (the "**Nomination Board**") of Endomines is a shareholder body responsible for preparing proposals to the General Meeting regarding the election and remuneration of the members of the Board of Directors. The nomination committee consists of three members, two of whom must represent the largest shareholders and the third must be the Chairman of the Board of Directors.

The main task of the Nomination Board is to ensure that the Board of Directors and its members have sufficient knowledge and experience to meet the Company's needs, and to prepare well-founded proposals for the Annual General Meeting regarding the election and remuneration of the members of the Board of Directors. In order to ensure sufficient expertise on the Board, the Nomination Board must take into account the legislation and the recommendations of the Corporate Governance Code. In addition to the above, the Nomination Board

must take into account the independence requirements in the Corporate Governance Code and the rules of the stock exchange concerning the Company.

Each shareholder of the Company may also submit their own proposal directly to the Annual General Meeting.

The General Meeting of Endomines approves the Nomination Board Charter, which regulates matters related to the appointment and composition of the Nomination Board and define the Nomination Board's tasks and responsibilities. Decisions concerning significant changes to the charter, such as changes concerning the number of members of the Nomination Board and the selection criteria, are made by the General Meeting.

6 THE CHIEF EXECUTIVE OFFICER

The Board of Directors appoints the CEO of Endomines and decides on the terms of their employment, which are defined in a written CEO agreement. The CEO is responsible for implementing the goals, plans, policies and objectives in the Company set by the Board of Directors. According to the Companies Act, the CEO is responsible for ensuring that the Company's accounting complies with the legislation and that financial management is arranged reliably. The Board of Directors evaluates the work of the CEO and the achievement of the goals set for them.

The CV information of the CEO is available on the Company's website. The shares and share-based rights of the CEO and their controlled entities in the Company and in companies belonging to the same group as the Company at the end of the previous financial year are presented in the Corporate Governance Statement.

7 GROUP MANAGEMENT TEAM

The Group Management Team, which supports the CEO, is responsible for the development and operational activities of the group and the business activities in accordance with the objectives set by the Board of Directors and the CEO. The Group Management Team assists the CEO in preparing the strategy, operating principles and other business operations and the Company's common affairs among other things. The CEO acts as a chair of the Group Management Team.

The CV information of the Group Management Team is available on the Company's website. The shares and share-based rights of the members of the Management Team and their controlled entities in the Company and in the companies belonging to the same group as the Company at the end of the previous financial year are presented in the Corporate Governance Statement.

8 REGULATION OF MARKET ABUSE

Endomines complies with the provisions of the EU Market Abuse Regulation ((EU) 596/2014, as amended by the "**MAR Regulation**") and the lower-level regulations issued thereunder, the Finnish Securities Markets Act (746/2012, as amended by the "**Securities Markets Act**"), guidelines issued by the authorities and the Guidelines for Insiders issued by Helsinki Stock Exchange. In addition, the Company's Board of Directors has approved the Company's internal insider guidelines based on the instructions of the stock exchange

8.1 Inside information

The Company has appointed an insider manager, who is responsible for maintaining insider lists in the Company, handling trading restrictions and the obligation to report and disclose transactions, internal communication and training related to insider matters, and the supervision of insider matters.

The Company has internal procedures for disclosing inside information, possibly postponing the disclosure of inside information and maintaining project-specific insider lists.

8.2 Managers' transactions

The Company shall publish the transaction announcements made by executives and their close associates in accordance with Article 19 of the MAR Regulation in a stock exchange release without delay and no later than two business days after having received notification of the transaction.

The Company has defined the following persons as managers within the meaning of Article 3 (1) (25) of the MAR Regulation:

- 1) members and deputies of the Company's Board of Directors;
- 2) the CEO of the Company and their deputy; and
- 3) Members of the Endomines Group Management Team.

8.3 Trading restrictions

The Company complies with the trading ban on managers under Article 19 (11) of the MAR Regulation (closed period). In addition, the Company has separately identified certain persons who participate in the preparation of financial statements or who have access to the relevant information, subject to a trading restriction of similar length and content (closed period).

9 AUDIT

The statutory audit includes the audit of the accounts, financial statements and administration. In addition to the annual auditor's report, the auditors regularly report to the Board of Directors on their audit findings and participate in the meetings of the Board's Audit Committee.

According to the Articles of Association, the Company must have an auditor, which is an audit firm approved by the Finnish Patent and Registration Office. The auditor's term of office ends at the end of the first Annual General Meeting following the election.

The Company's Audit Committee prepares a proposal for the election of the auditor and the auditor's fee for the General Meeting, and the General Meeting elects the Company's auditor and decides on the auditor's fee.

10 ORGANIZATION OF INTERNAL CONTROL AND RISK MANAGEMENT

The internal control and risk management principles, instructions, practices and responsibilities related to the Company's financial reporting process are designed to ensure that the Company's financial reporting is reliable and that the financial statements have been prepared in accordance with applicable legislation, regulations and the Company's operating principles.

10.1 Internal control

The purpose of internal control in the Endomines group is to ensure the efficiency and productivity of the Company's operations, the reliability of financial and operational management reporting, compliance with applicable legislation and regulations, and internal guidelines within the group.

Internal control is an essential part of the Company's business management and ensuring the achievement of objectives. The group strives to organize internal control effectively so that deviations from targets are detected as early as possible or so that they can be prevented.

The Company's internal control comprises of the internal control policy approved by the Board of Directors, decision-making and approval procedures as well as their monitoring and corrective measures. Risk assessment forms the basis for effective internal control. Control functions ensure that the realization of identified risks is minimised.

The Company's Board of Directors is responsible for organizing the group's internal control and the Audit Committee monitors the effectiveness of internal control. The Group Management Team is responsible for ensuring that effective control procedures are in place to manage risks. Responsibility for risks and related controls, and for implementing corrective actions related to controls, lies with operational management. Each employee of the group contributes to the first line of defence by acting ethically, following the group's established policies and exercising business-related supervision. The tasks of the group's finance unit include monitoring the effectiveness of controls in connection with interruptions in financial reporting.

10.2 Internal audit

The Company does not currently have an internal audit function. In accordance with its charter, the Board's Audit Committee evaluates the need to establish an internal audit function annually. The Audit Committee may use internal or external resources to perform separate internal audits.

10.3 Risk Management

Endomines group's risk management is guided by the risk management policy. The aim of risk management is to create operational conditions in which business-related risks are managed comprehensively and systematically at all organizational levels. The principle is to identify risks, assess their magnitude and significance, define risk mitigation measures and decide on their implementation and monitoring of their effects.

The Company uses a group-level risk assessment and monitoring model and conducts a comprehensive risk assessment annually, in which the most significant risks to the group's strategy and other objectives are assessed, as well as their probability and impact on business, and risk management measures are mapped. If necessary, the risk assessments are updated, for example, for the risk assessments in half-yearly financial reports. The operational management of the Company compiles a risk management report covering their areas of responsibility for review by the parent Company's management team (management review). The CEO presents the risk management report every six months to the Board's Audit Committee, which discusses the report and presents it to the Board of Directors.

The Company's Board of Directors is responsible for defining the group's risk-taking level, decides on taking strategic risks and is responsible for monitoring the results of risk management and evaluating its effectiveness. The Board's Audit Committee monitors the effectiveness of the group's risk management system.

11 RELATED PARTY TRANSACTIONS

The Company evaluates and monitors transactions with its related parties and ensures that potential conflicts of interest are properly taken into account in the Company's decision-making. The Company is responsible for defining and identifying related parties and transactions and maintains a list of related parties.

If related party transactions are relevant to the Company and differ from the Company's ordinary business or have been entered into other than under normal market conditions, the Company will report the decision-making procedure for such related party transactions.

The Company evaluates and monitors transactions with its related parties and ensures that the Company has identification, decision-making, approval, reporting and control practices that properly take into account the principles of the Companies Act and conflict of interest issues.

12 REMUNERATION

The Board of Directors decides on the remuneration of the CEO and the members of the Group Management Team and the grounds for it in accordance with the Company's approved remuneration policy. The remuneration of the CEO and the members of the Group Management Team consists of a monthly salary and a separate variable component (incentive bonuses). The Company's Board of Directors decides on the incentive bonus annually. Incentive bonuses for the CEO and the Management Team are paid based on the achievement of the targets set for the financial year.

Remuneration of the members of the Board of Directors is prepared by the Shareholders' Nomination Board. The General Meeting decides on the remuneration to be paid for the Board's work and the grounds for it. The Company publishes the remuneration statement annually on its website in accordance with the Corporate Governance Code.

APPENDIX 1 - CORPORATE GOVERNANCE GUIDELINES

Instructions	Decision-making body	To be evaluated and updated as necessary	Last update (date)	Public¹ (Yes/No)
Corporate Governance Policy	Board of Directors	Annually	9.12.2022	Yes, except Appendix 1
Shareholders' Nomination Board Charter	Board of Directors	Annually	To be done by 31 st Jan 2023	Yes
Diversity Principles	Board of Directors	Annually	8.11.2022	Yes
Charter of the Board of Directors	Board of Directors	Approved annually by the new Board of Directors	17.6.2022	No – the main content should be described briefly also from the committees
Charter of the Audit Committee	Board of Directors	Approved annually by the new Board of Directors	17.6.2022	No
Charter of the Technology and Safety Committee	Board of Directors	Approved annually by the new Board of Directors	17.6.2022	No
Charter of the ESG Committee	Board of Directors	Approved annually by the new Board of Directors	17.6.2022	No
Remuneration Policy	Board of Directors	Annually	To be done by 31 st Jan 2023	Yes
Risk Management and Internal Control	Board of Directors	Annually	9.12.2022	No – the main content should be described briefly
Limits of Approval Policy	Board of Directors	Annually	17.6.2022	No
Principles for Related Party Transactions	Board of Directors	Annually	9.12.2022	No
Disclosure Policy	Board of Directors	Annually	8.11.2022	No
Insider policy	Board of Directors	Annually	8.11.2022	No, the main content is described on the Company's website

¹ Published on the Company's website.

Corporate Governance Manual (as applicable)	Board of Directors	Annual	12.8.2014	No
Code of Conduct	Board of Directors	Annual	18.8.2022	Yes