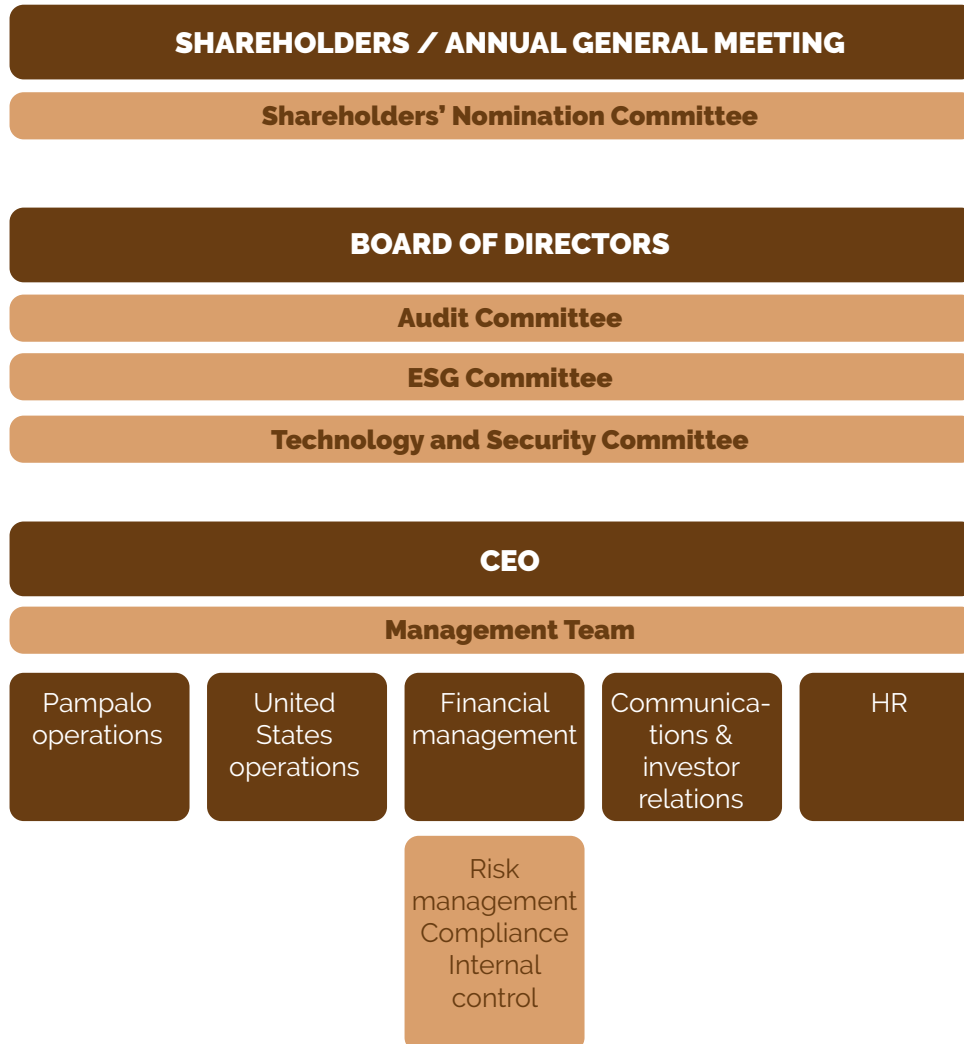


Corporate Governance Statement



Endomines' governance and management are based on the Finnish Limited Liability Companies Act, the Finnish Securities Markets Act, the company's Articles of Association and the rules and guidelines of the Helsinki stock exchange. Endomines complies with the 2020 Corporate Governance Code of the Securities Market Association, with any exceptions presented in the company's governance policy. The company's current governance policy does not include any exceptions from the recommendations of the Corporate Governance Code. A description of governance at Endomines and its latest Corporate Governance Statement in accordance with the Corporate Governance Code are available on the company's website. The company will prepare its first Corporate Governance Statement for the financial year that ended on 31 December 2022.

Governing bodies

Governance at Endomines is divided between the General Meeting, the Board of Directors and the CEO. The highest decision-making power is exercised by the shareholders at the General Meeting, where the

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members of the Board of Directors and the auditor are elected. The Board is responsible for Endomines' strategy and the guidance and monitoring of its business operations, and the Board also appoints the CEO. The company's business operations and the implementation of its strategic and operational goals are managed by the CEO of Endomines, assisted by the company's Management Team.

Annual General Meeting (AGM)

The highest decision-making power in the company is exercised by the General Meeting, which decides on matters in accordance with the Limited Liability Companies Act and the Articles of Association.

Endomines has one series of shares, and each share entitles its holder to one vote at the AGM. A shareholder may participate in the AGM personally or by means of a proxy. At the AGM, all shareholders have the right to present questions and propose decisions concerning matters under consideration. The Endomines AGM is held in Espoo, where the company is domiciled, and is convened by the Board of Directors. The AGM is held annually on a date determined by the Board, within six months of the end of the financial year. An Extraordinary General Meeting may be convened to discuss a particular issue when the Board deems it necessary or when it is otherwise required by law.

The AGM decides on the adoption of the financial statements and the distribution of profits, the discharge from liability of the members of the Board and the CEO, and the election of the members of the Board and the auditor, as well as their fees. The AGM also decides on amendments to the Articles of Association and the acquisition of treasury shares, as well as share issues and option programmes, and it authorises the Board to decide on these.

The notice of the AGM is published on the company's website. The notice includes the agenda of the meeting, the proposals of the Board and its committees and the Shareholders' Nomination Committee to the AGM, and instructions on how to register for and participate in the meeting. A shareholder is entitled to participate in the AGM if they have been registered as a shareholder in the company's list of shareholders no later than eight business days before the AGM and if they have announced their participation to the company as stated in the notice of the AGM. An owner of nominee-registered shares is also entitled to participate in the AGM by temporarily registering in the company's list of shareholders.

As far as possible, all of the members of the Board of Directors, as well as first-time candidates, are present at the AGM. Depending on the matter, Extraordinary General Meetings are attended by a majority of the members of the Board, which ensures a quorum, including the Chair or Vice Chair of the Board. The company's auditor is present at the AGM.

The company publishes the materials of the General Meeting on its website and keeps them available to shareholders for at least five years from the General Meeting.

Shareholders' Nomination Committee

The Shareholders' Nomination Committee of Endomines is a governing body responsible for preparing proposals to the General Meeting concerning the election and remuneration of the members of the Board. The Nomination Committee consist of three members, two of whom must represent the largest shareholders and one of whom must be the Chair of the Board.

The principal duty of the Nomination Committee is to ensure that the Board of Directors and its members have sufficient expertise and experience to meet the company's needs and to prepare well-

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founded proposals to the Annual General Meeting on the election and remuneration of the members of the Board. To ensure sufficient expertise, the Nomination Committee must take account of legislation and the recommendations of the Corporate Governance Code. In addition to the above, the Nomination Board must take account of the independence requirements of the Corporate Governance Code and the stock exchange rules applicable to the company.

Each shareholder of the company can also submit their proposals directly to the Annual General Meeting.

The General Meeting of Endomines approves the Nomination Committee's rules of procedure, which regulate matters related to the appointment and composition of the committee and determine the duties and obligations of the committee. Decisions concerning significant changes to the rules of procedure, such as changes to the number of members and the selection criteria, are made by the General Meeting.

Board of Directors

The company's Board of Directors consists of three (3) to eight (8) members. The Shareholders' Nomination Committee submits a proposal to the Annual General Meeting on the composition and remuneration of the Board. The members of the Board are elected at the Annual General Meeting for a term of office ending at the close of the Annual General Meeting following the meeting at which they were elected. The Board elects its Chair from among its members.

The company's Board of Directors must have sufficient expertise and, collectively, sufficient knowledge, skills and experience concerning matters pertaining to the company's industry and business operations. A person elected as a member of the Board must have the necessary qualifications, and they must be able to devote sufficient time to taking care of their responsibilities as a Board member. The company has determined principles concerning the diversity of the Board. The goal is to have both genders represented on the Board. The long-term goal is to have both genders equally represented on the Board.

Duties of the Board of Directors

The Board of Directors confirms the company's strategy and monitors its implementation. The Board's duties include adopting the company's financial statements and interim reports and monitoring the adequacy of accounting and the company's financial management. The Board decides on significant individual investments, corporate and real estate transactions and strategically important business expansion and downsizing, confirms the company's long-term strategic and financial targets, and approves its budgets and risk management principles. The Board also approves and confirms the committees' rules of procedure and the company's internal guidelines and remuneration policy, and decides on incentive schemes for the CEO and the personnel.

Diversity of the Board

The purpose of the Board's diversity principles is to determine goals and methods to achieve the appropriate diversity of the Board, which in turn contributes to the effective work of the Board as a group.

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Sufficient diversity supports open discussion and independent decision-making. Diversity also promotes the company's good governance, the effective monitoring of the management and succession planning. Diversity strengthens the goal that the Board's competence profile as a whole supports the development of the company's current and future business operations and is seen as an essential element and success factor that enables the achievement of strategic targets and the continuous development of business operations.

The diversity of the Board is examined from different perspectives. The key factors for the company include the complementary expertise, training and experience of the members in different professional fields and industrial sectors, in business operations at different stages of development and in management, as well as the personal qualities of the members. The diversity of the Board is supported by experience in international operating environments and relevant sectors, as well as knowledge of different cultures and the consideration of age and gender balance.

The company's long-term goal is to achieve a more balanced gender distribution on the Board. To achieve this goal, the Nomination Committee aims to ensure that the process of seeking and assessing new Board members involves representatives of both genders.

Both genders must always be represented on the Board, and the Board considers it important that the gender in the minority should represent at least a third of the Board members.

Board committees

To improve the efficiency of its work, the Board of Directors has established an Audit Committee, an ESG Committee and a Technology and Security Committee. The Board elects the members and Chairs of the committees from among its members annually and confirms the committees' written rules of procedure.

Audit Committee

The Audit Committee consists of at least two Board members. The majority of its members must be independent of the company, and at least one member must be independent of the company's major shareholders. In accordance with the Limited Liability Companies Act, a member of the Audit Committee must not be involved in the day-to-day management of the company, or an entity or foundation included in the company's consolidated financial statements. At least one member of the Audit Committee must also have expertise in accounting or auditing.

In terms of the company's financial reporting and auditing, the Audit Committee is responsible for monitoring and assessing the company's financial reporting system and the effectiveness of its internal control and audit and risk management systems, as well as the independence of the auditor and particularly their provision of non-audit services. In addition, the Audit Committee monitors the company's auditing and prepares the election of the company's auditor. The committee meets at least [four] times a year. It does not have independent decision-making power. It serves as a preparatory body that discusses matters to be proposed to the Board to decide on.

ESG Committee

The ESG Committee consists of at least two Board members, one of whom is the Chair of the Board. The ESG Committee is responsible for assisting and advising the Board concerning matters related to the sustainability of Endomines' business operations, including the management's remuneration, and for preparing proposals related to these. The ESG Committee supports the management in implementing

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the company's ESG policy, regularly assesses the need for changes to the ESG policy and prepares the necessary proposals for the Board. The ESG Committee also prepares proposals for the Board on matters concerning the remuneration and other terms of employment of the management, and monitors and assesses current remuneration schemes and remuneration schemes that ended during the year, in addition to monitoring and assessing the application of the guidelines concerning the remuneration of senior management. The ESG Committee meets at least twice a year.

Technology and Security Committee

The Technology and Security Committee consists of at least two members of the Board. Together with the company's management, it reviews the gold exploration and drilling plans and provides general advice on matters related to technology and security. If necessary, the committee may invite employees of the company and its subsidiaries or external experts to attend its meetings. The ESG Committee meets at least twice a year.

CEO

The Board of Director appoints the CEO of Endomines and decides on their terms of service, which are determined in the written CEO contract. The CEO is responsible for implementing the goals, plans, guidelines and objectives determined by the Board in the company. In accordance with the Limited Liability Companies Act, the CEO is responsible for ensuring that the company's accounting complies with the law and that its asset management is appropriately organised. The Board assesses the CEO's work and the achievement of the goals set for them.

Management Team

The Group's Management Team supports the CEO and is responsible for the development of the Group and its business operations and for its operating activities in accordance with the goals set by the Board of Directors and the CEO. The Management Team assists the CEO in preparing the company's strategy,

operating principles and other business operations, as well as the company's common matters. The CEO serves as Chair of the Group's Management Team.

Internal control

The company's internal control consists of the internal control policy and decision-making and approval procedures approved by the Board, as well as their monitoring and corrective measures. Risk assessment lays the foundation for effective internal control. Control functions ensure that the materialisation of identified risks is minimised.

The company's Board of Directors is responsible for the organisation of internal control, and the Audit Committee monitors the effectiveness of internal control. The Group's Management Team is responsible for ensuring that effective control procedures are in place to manage risks. The executive management is responsible for risks, the related controls and the implementation of corrective measures. Each employee of the Group operates on the first line of defence by acting ethically, following the Group's confirmed policies and contributing to control related to business operations. The Group's financial unit

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is responsible for monitoring the effectiveness of controls in the event of interruptions in financial reporting.

The company does not have an internal audit function. The responsibilities related to internal audit are divided between the various governing bodies and business areas within the company as described below. The Board may use external experts to carry out separate assessments of the control environment or operations. The audit plan of the external auditor of the company considers the fact that the company does not have an internal audit function.

Risk management

The purpose of the Group's risk management is to ensure that the financial reports published by the company provide relevant and accurate information about the company's finances. The goal of risk management at the Group is to ensure business continuity and the Group's ability to operate under all identified risk scenarios.

The key principle of risk management is continuous, systematic and preventive action to identify risks, determine the risk level accepted by the company, assess and address risks and, if the risks materialise, effectively manage and control them so that the company achieves its strategic and financial goals.

The principles, strategic goals and priorities of risk management are confirmed by the Board of Directors of Endomines Finland Plc. The Board also guides and monitors the planning and implementation of risk management. The Board's Audit Committee monitors risk management within the Group. Risk management is part of the Group's management, monitoring and reporting systems. Risk management covers risk identification and assessment and contingency plans.

Risk management provides an overview of the main risks associated with Endomines' operations. Risk management at Endomines is a systematic process that identifies the most significant risks concerning the company's goals, processes and competitive position. Risks are documented, assessed, monitored, managed and reported. The risk management process is also continuously monitored and developed. It enables decisions and measures that take account of the risk-bearing capacity and risk appetite.

Risk management is a systematic activity aimed at ensuring the appropriate identification, assessment, management and monitoring of risks throughout the Group. It is an integral part of Endomines' strategy process, decision-making, day-to-day management and operations, as well as its monitoring and reporting procedures. Endomines assesses and manages risks comprehensively in a business-oriented manner. This means that key risks are systematically identified, assessed, managed, monitored and reported as part of the business operations at the level of the Group and its functions in all countries of operation.

Risk identification and assessment

Risk identification is based on the company's strategic and operational goals. Risk analyses and assessments are carried out as self-assessments. The assessment of the impacts of risks takes into account the probability of the risk and its impact on the company's revenue and profit. Separate risk analyses may be carried out for major projects.

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The risk management process is based on the business plan prepared by the CEO, which implements the company's strategy. Internal and external events with a material impact on the company's goals are identified and divided into risks and opportunities. The probability and impact of risks in the event of materialisation are assessed, and an action plan is prepared for the risks identified as significant. Possible measures include risk avoidance, acceptance, limitation and sharing. The management determines the measures necessary to align the risk levels with the company's risk appetite. Risks are assessed regularly, and any material changes observed are reported to the Board of Directors.

Key risks

Endomines is exposed to a number of risks and uncertainties in operations. These risks are related to, for example, safety, the scope of ore reserves, the preconditions for extraction and enrichment, the estimated development potential, exploration, the valuation of assets related to mines, environmental and exploration permits, and environmental responsibilities, laws and regulations, as well as various financial risks. There may also be other risks related to operations.

The company divides its risks into those associated with the operating environment and business operations and those associated with the environment and permits, as well as legal and regulatory risks and financial risks. The company has sought to protect itself against insurable risks by means of normal property, business interruption and liability insurance policies.

New or unrecognised risks are systematically assessed as part of the analysis of the operating environment and regular risk assessments. The company supplements its risk identification process and practices as necessary.

Risk management responsibilities and organisation

The company's Board of Directors is responsible for confirming the principles, strategic goals and priorities of the company's risk management and for assessing the adequacy and appropriateness of risk management. The CEO is responsible for the Group's risk management and its organisation, for ensuring sufficient resources for the work and for reviewing the principles of risk management. The Board's Audit Committee monitors risk management within the Group.

The Audit Committee assesses risk management in connection with internal audit work. The Group's Management Team is responsible for the implementation of risk management and the monitoring of operational risks, as well as risk assessment and risk-related measures.

Monitoring of financial reporting

The company's financial performance and position are closely monitored at several levels. The performance of operational units is analysed in detail and reported to the Group's CFO. The Audit Committee reviews financial reports before they are submitted to the Board for approval. The Technology and Security Committee reviews press releases and other technology-related mining information (ore reserves and mineral resources, exploration results, core drilling, etc.).

The Audit Committee and the Board of Directors engage in discussions with the external auditor to determine whether the auditor's work has revealed any shortcomings in financial reporting or internal control.

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Code of Conduct

Endomines is committed to ethical standards and conducts business in accordance with laws, regulations and good governance. The purpose of Endomines' ethical operating principles (Code of Conduct) is to ensure that its organisation has operating models in place to identify, detect, prevent and correct violations and misconduct and to manage the risks arising from these.

Endomines' Code of Conduct was revised in 2022. It provides a framework for Endomines' business operations and determines the ethical practices that guide the company's management and employees in their day-to-day business transactions and decision-making. Endomines also requires its suppliers and other business partners to comply with the applicable laws and with ethical business practices similar to those defined in the Code of Conduct. More information about the Code of Conduct is available on Endomines' website.

Insider management

In terms of insider management, Endomines complies with the EU Market Abuse Regulation (596/2014) and its supplementary regulations, as well as the insider guidelines of Nasdaq Helsinki. The company also has its own insider guidelines, which have been approved by the Board of Directors. The person responsible for insider management is the person in charge of the company's communications. They are responsible for maintaining the company's insider register and project-specific insider registers.

The company has determined that its permanent insider register includes the members of the Board, the CEO and the members of the Management Team. The company also maintains a project- or transaction-specific insider list of all the persons who have access to insider information and who work for the company under an employment contract or who otherwise perform tasks that provide them with access to insider information.

Project- or transaction-specific insiders include persons involved in the planning and preparation of projects or transactions such as corporate arrangements in which insider information is processed.

Endomines' detailed insider guidelines are available on its website at:

<https://endomines.com/investors/governance/insider-policy/>

Announcements of transactions involving members of the company's management are published by means of a stock exchange release no later than two business days after the company has received such an announcement from a member of its management or their related parties.

The release is also published on the company's website at:

<https://endomines.com/investors/materials/releases/>

Disclosure of financial information

Our financial communications comply with the disclosure policy approved by the company's Board of Directors and the applicable EU and Finnish legislation: the EU Market Abuse Regulation, the Limited Liability Companies Act, the Securities Markets Act, the rules and guidelines of Nasdaq Helsinki Ltd and

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the regulations and guidelines of the European Securities and Markets Authority and the Financial Supervisory Authority.

Endomines reports its financial information in accordance with the IFRS at Group level twice a year. In accordance with the periodic disclosure obligation, the company publishes the following:

- Financial statements release
- Financial statements release
- Board of Directors' report
- Half-year report
- Calendar of periodic reports under the disclosure obligation.

The Board of Directors' report, the financial statements and the auditor's report are published no later than three weeks before the Annual General Meeting that decides on their approval. The company publishes a Corporate Governance Statement and a remuneration report in connection with its Board of Directors' report.

Endomines' complete disclosure policy is available on the company's website at:

<https://endomines.com/investors/governance/disclosure-policy/>

Communication channels and reporting language

The company communicates to all its stakeholders mainly through its website. Stock exchange releases and press releases are kept available on the company's website for at least five years from the date of their publication. Financial reports, the Corporate Governance Statement and remuneration reports are kept available in the investor section of the website for at least ten years from the date of their publication.

Stock exchange releases are submitted simultaneously to Nasdaq Helsinki, the Officially Appointed Mechanism and key media outlets and published in the investor section of the company's website.

The company can also use social media channels for communication. However, social media is not the primary communication channel for information under the disclosure obligation or other new information.

The company's official reporting languages are Finnish and English.