

Complete proposal for resolution on (A) adaptation of the allotment principles for warrants under Incentive program 2022/2025:1 and (B) adaptation of the allotment principles for warrants under Incentive program 2022/2025:2 (item 9)

As previously communicated by way of press release, Copperstone Resources AB (publ), reg.no. 556704-4168 (“**Copperstone**” or the “**Company**”), has given the new CEO Henrik Ager an opportunity to acquire 10,000,000 warrants on market terms, as part of the remuneration package agreed between the Company and Henrik Ager. In order to adapt the existing incentive programs’ frameworks and allotment principles to the agreed transfer to Henrik Ager, an amendment is proposed to the earlier resolution from the general meeting regarding resale of warrants under Incentive program 2022/2025:1, according to resolution item (A) below, as well as a corresponding amendment to the allotment principles regarding warrants under Incentive program 2022/2025:2, according to resolution item (B) below. The proposal does not entail an issue of new warrants and consequently no change of dilutive effect, in relation to what was stated in the resolution of the annual general meeting on 18 May 2022. The resolution items (A) and (B) are mutually conditioned by each other and are resolved upon one resolution.

(A) Resolution on adaptation of the allotment principles for warrants under Incentive program 2022/2025:1

On the annual general meeting on 18 May 2022, the Company resolved to issue 12,000,000 warrants within the framework of Incentive program 2022/2025:1. All warrants have initially been subscribed by the subsidiary Copperstone Incentive AB, reg.no. 556735-6596 (the “**Subsidiary**”), before intended allotment to selected management and key personnel in the Company. Pursuant to the annual general meeting’s resolution, the Subsidiary shall transfer no more than 2,500,000 warrants to the CEO.

In order to adapt the program’s allotment principles to the agreed transfer of 10,000,000 warrants to the new CEO Henrik Ager, it is proposed that the extraordinary general meeting approves an amendment of the above-mentioned distribution, in such manner that the number of warrants that may be transferred by the Subsidiary to the CEO is adjusted to 5,631,130 warrants. For the same purpose, it is proposed that the CEO who has received allotment in Incentive program 2022/2025:1 is enabled to also receive allotment in Incentive program 2022/2025:2 (and vice versa, please refer to the below).

The above-mentioned resale to Henrik Ager entails that there are additional 1,228,870 warrants remaining for potential allotment in this incentive program. The remaining warrants will be cancelled.

(B) – Resolution on adaptation of the allotment principles for warrants under Incentive program 2022/2025:2

On the annual general meeting on 18 May 2022, the Company resolved to issue 15,000,000 warrants within the framework of Incentive program 2022/2025:2. All warrants have initially been subscribed by the Subsidiary, before intended allotment to board members of the Company. Pursuant to the annual general meeting’s resolution, the Subsidiary shall transfer *inter alia* no more than 2,000,000 warrants to the board members.

In order to adapt the program’s allotment principles to the agreed transfer of 10,000,000 warrants to the new CEO Henrik Ager, it is proposed that the extraordinary general meeting approves an amendment of the above-mentioned distribution as follows. The warrants held by the Subsidiary within the framework of Incentive program 2022/2025:2 shall be possible to transfer also to the CEO, whereby the number of warrants that may be transferred to the CEO shall be 4,368,870 warrants. These warrants have thus not been previously allotted to board members. For the same purpose, it is proposed that the CEO, who has received allotment in Incentive program 2022/2025:2 is enabled to also receive allotment in Incentive program 2022/2025:1 (and vice versa, please refer to the above).

The above-mentioned resale entails that there are no additional warrants remaining for potential allotment in this incentive program.

For a valid resolution according to this item, it is required that the proposal is supported by shareholders representing no less than nine tenths (9/10) of both the votes cast as well as of the shares represented at the general meeting.
