



Kiruna 1 November 2023

## **NOTICE OF EXTRAORDINARY GENERAL MEETING IN COPPERSTONE RESOURCES AB (PUBL)**

The shareholders of Copperstone Resources AB (publ), reg.no. 556704-4168 (“**Copperstone**” or the “**Company**”) are hereby summoned to the extraordinary general meeting on 30 November 2023 at 3:00 p.m. at the offices of Hannes Snellman Attorneys, Kungsträdgårdsgatan 20, SE-111 47 Stockholm. The registration opens at 2:30 p.m.

### **Notice of attendance etc.**

Shareholders who wish to participate in the extraordinary general meeting must be recorded in the share register held by Euroclear Sweden AB on 22 November 2023 and give notice of their participation by way of mail to the Company no later than on 27 November 2023 to Copperstone Resources AB (publ), Österleden 24 A, SE-981 38 Kiruna, Sweden, or by way of e-mail: [info@copperstone.se](mailto:info@copperstone.se), stating “Extraordinary general meeting”. Upon notice of attendance, the shareholder’s name, social security number (Sw. *personnummer*) or corporate registration number, address, telephone number, shareholding as well as information on advisors, if any (no more than two), shall be stated.

If participating by proxy, we are thankful if such proxy form is submitted already in connection with the notice of attendance. The proxy form may be no older than one year, however the proxy form may be older than one year if it is stated that it is valid for a longer period, however no more than five years. Proxy forms are provided shareholders upon request and are available at the Company and on the Company’s website, [www.copperstone.se](http://www.copperstone.se). A person representing a legal entity is requested to present a copy of a certificate of registration or equivalent documentation of authority evidencing authorised signatory.

A person having had their shares nominee registered must, in order to have the right to participate in the extraordinary general meeting, have the nominee register the shares in own name, so that the relevant shareholder is registered in the share register held by Euroclear Sweden AB on 22 November 2023. Such registration may be temporary. The shareholder must therefore contact its nominee well before this date in accordance with the nominee’s routines and request voting rights registration. Voting rights registrations that have been made by the nominee no later than on 24 November 2023 will be taken into account in the presentation of the share register.

### **Proposed agenda**

1. Election of chairman of the meeting.
2. Preparation and approval of the voting list.
3. Election of one or two persons to verify the minutes.
4. Determination as to whether the extraordinary general meeting has been duly convened.
5. Approval of the agenda.

6. Resolution on consolidation of shares by (A) issue of shares (so-called equalisation issue), (B) amendment of the articles of association and (C) resolution on consolidation of shares.
7. Closing of the meeting.

## **Proposals for decisions**

### **Item 1: Election of chairman of the meeting.**

The board of directors proposes that attorney Christoffer Saidac, Hannes Snellman Attorneys Ltd, is appointed as chairman of the meeting or, in the event he is prevented from attending, a person appointed by the board of directors to take his place.

### **Item 6: Resolution on consolidation of shares by (A) issue of shares (so-called equalisation issue), (B) amendment of the articles of association and (C) resolution on consolidation of shares.**

Items 6(A), 6(B) and 6(C) constitute a combined proposal and are resolved upon as one resolution and are mutually conditioned on each other. The board of directors, the CEO, or the person appointed by the board of directors or the CEO, shall have the right to make such minor amendments to all resolutions in items 6(A)-6(C) that may be necessary in connection with the registration of below resolution with the Swedish Companies Registration Office, Euroclear Sweden AB or due to other formal requirements.

A valid resolution, in accordance with the board of directors' proposal, requires that the resolution is supported by shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the general meeting.

#### **(A) Resolution on issue of shares (so-called equalisation issue).**

To enable the proposed consolidation of shares according to item 6(C) below, the board of directors proposes that the extraordinary general meeting resolves on an issue of shares of not more than 16 shares, entailing an increase of the share capital by not more than SEK 1.60, subject to the following conditions:

1. The subscription price shall be SEK 0.1 per share, corresponding to the quota value of the share. The reason the subscription price is set to the quota value is due to the issue of shares is carried out with the purpose of achieving a share number divisible by the consolidation quota according to item (C) below.
2. The right to subscribe for the shares shall only be vested in Skandinavkonsult i Stockholm AB, reg.no. 556090-3030. The reason for deviating from the shareholders' preferential rights is to facilitate the consolidation of shares with the proposed consolidation quota as set out in item (C) below.
3. Subscription of shares shall be made by payment in cash to the Company no later than on 1 December 2023. The board of directors is entitled to extend the period for payment.
4. The new shares shall carry a right to dividends for the first time on the record date for dividends that occurs immediately after the new shares have been registered with the Swedish Companies Registration Office and entered in the share register kept by Euroclear Sweden AB.

#### **(B) Resolution on changing the articles of association.**

The board of directors proposes that the extraordinary general meeting resolves to change paragraph 4 in the articles of association so the number of shares shall be not less than 50,000,000 and not more than 200,000,000.

Current wording	Proposed wording
<p><b>§ 4. Share capital, class of shares and number of shares issued</b></p> <p>The share capital shall be not less than SEK 50,000,000 and not more than SEK 200,000,000.</p> <p>The number of issued shares may be not less than 500,000,000 and not more than 2,000,000,000.</p>	<p><b>§ 4. Share capital, class of shares and number of shares issued</b></p> <p>The share capital shall be not less than SEK 50,000,000 and not more than SEK 200,000,000.</p> <p>The number of issued shares may be not less than 50,000,000 and not more than 200,000,000.</p>

### **(C) Resolution on consolidation of shares.**

In order to achieve a more appropriate number of shares in the Company, the board of directors proposes that the extraordinary general meeting resolves on a consolidation of shares, a so-called reverse split, whereby twenty (20) existing shares in the Company are merged to one (1) new share. The record date for the consolidation of shares shall be determined by the board of directors. The number of shares in the Company will, after the equalization issue and the consolidation of shares, amount to 90,080,342, which corresponds to a share quota value of SEK 2.00.

The shareholder JOHECO AB, reg.no. 559208–1805 (“**JOHECO**”) has agreed to, by the care of Euroclear Sweden AB, allocate shares to those shareholders whose number of shares are not equally divided by twenty (20), so their shareholding is equally divided by twenty (20), so-called rounding up. Such shares will be received by shareholders free of charge. Exchange of shares and allocation of shares as aforementioned will occur by the care of Euroclear Sweden AB without further action required from the Company’s shareholders.

The resolution is conditioned by JOHECO, before the consolidation of shares, allocating shares to the shareholders whose number of shares are not equally divided by twenty (20). Further, the resolution is conditioned by Skandinavkonsult i Stockholm AB subscribing for the highest number of shares in the equalisation issue according to item 6(A) above.

Further information about the procedure regarding the consolidation will be announced in connection with the board of directors’ resolution on record date.

### **Right to information**

The board of directors and the CEO shall, if any shareholder requests it and the board of directors believes that it may take place without significant harm to the Company, provide information at the extraordinary general meeting regarding 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 as well as the Company’s relationship to another group company.

### **Documents**

Complete resolution proposals, to the extent not included in the notice, will be presented on the Company’s website, [www.copperstone.se](http://www.copperstone.se), and be kept available at Copperstone Resources AB (publ),

Österleden 24 A, SE-981 38 Kiruna, no later than two weeks before the extraordinary general meeting and be sent to shareholders who so wishes and state their postal address.

### **Shares and votes**

The Company may issue shares of one class. In total, there are 1,801,606,824 shares and votes in the Company. Each share in the Company carries one vote at the extraordinary general meeting. The Company does not hold any own shares.

### **Processing of personal data**

For information on how your personal data is processed in connection with the extraordinary general meeting, reference is made to the integrity policy available on Euroclear's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy%20Notice%20Boss%20-%20Final%20SWE%20220324.pdf>.

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Kiruna in November 2023  
**Copperstone Resources AB (publ)**  
*The board of directors*