

Danderyd 26 August 2020

PRESS RELEASE

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

The shareholders of Copperstone Resources AB (publ) ("**Copperstone**" or the "**Company**") are hereby given notice of the extraordinary general meeting on 29 September 2020 at 15:00, at the offices of Hannes Snellman Attorneys, Kungsträdgårdsgatan 20, SE-111 47 Stockholm. The registration opens at 14:30.

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

Shareholders who wish to participate in the general meeting must be recorded in the share register kept by Euroclear Sweden AB as of 21 September 2020, and give notice of intent to participate by post to the Company no later than on 24 September 2020 at 12:00 to Svärdvägen 21, SE-182 33 Danderyd, or by e-mail: info@copperstone.se, with attention to "extraordinary general meeting". When giving notice of attendance, the shareholders name, personal or registration number, address, telephone number, shareholdings as well as specification of any advisors (maximum two) shall be stated.

If shareholder's attendance and right at the meeting will be exercised by proxy, we would be grateful if such is provided in connection with the notification of attendance. The proxy may not be older than one year, although the proxy may be older than one year if it is stated that it is valid for a longer period, however no longer than five years. A proxy form is available to shareholders upon request and is available at the Company and at the Company's website, www.copperstone.se. Anyone representing a legal entity is asked to provide a copy of certificate of registration or equivalent documentary authority which evidences authorised signatory.

To be entitled to attend the meeting, holders of nominee registered shares must instruct the nominee to have the shares registered in the shareholder's own name, so that the shareholder is entered in the share register kept by Euroclear Sweden AB as of 21 September 2020. Such registration may be temporarily.

Information about potential collection of proxies by the Company and mail voting, pursuant to the act on temporary exceptions to facilitate meetings in companies and associations, will be made available on the Company's website no later than a week before the meeting.

### **Information regarding Covid-19**

Copperstone carefully monitors the development of the situation regarding Covid-19, the corona virus. As a safety and risk minimizing measure for its shareholders, Copperstone will take certain measures in connection with the extraordinary general meeting, such as limiting the length of the meeting, the serving of food and other refreshments as well as the participation of its senior executives.

Further information related hereto will be published and updated on the Company's website. Shareholders who are ill or belong to a risk group should not attend but may vote through proxy. A proxy form will be made available well in advance of the meeting on Copperstone's website www.copperstone.se. The Company further intends to enable mail voting pursuant to the new interim legislation hereto. Information and the applicable form will in such case be available on the Company's website well in advance of the meeting.

### **Proposed agenda**

1. Opening of the meeting and election of chairman of the meeting.

2. Preparation and approval of the voting list.
3. Election of one of 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 regarding the board's proposal for amendments to the articles of association:
  - (a) Registered office,
  - (b) Share capital, share class and the number of issued shares,
  - (c) Notice,
  - (d) Voting by post, collection of proxy forms and possibilities to follow a general meeting.
7. Resolution regarding the number of the board of directors and election of board of directors.
8. Resolution regarding the board's proposal for issue authorisation.
9. Resolution regarding amendments to the terms regarding Warrant program 2019-2022.
10. Resolution regarding amendments to the terms regarding Warrant program 2020-2023.
11. Closing of the meeting.

## **Proposals for decision**

### **Resolution regarding amendments to the articles of association: Registered office (Item 6a)**

The Board of Directors of Copperstone Resources AB (publ) proposes that the extraordinary general meeting resolves to amend § 2 of the articles of association as follows:

- The Board of Directors shall have its registered office in Kiruna municipality in Norrbotten county.

The Board of Directors, or the person appointed by the Board of Directors, shall have the right to make the minor adjustments in this resolution that may be necessary in connection with registration with the Swedish Companies Registration Office.

### **Resolution regarding amendments to the articles of association: Share capital, share class and the number of issued shares (Item 6b)**

The Board of Directors of Copperstone Resources AB (publ) proposes that the extraordinary general meeting resolves to amend § 4 of the articles of association as follows:

- The share capital shall be at least SEK 50,000,000 and maximum SEK 200,000,000.
- The number of issued shares shall be at least 500,000,000 and maximum 2,000,000,000.

The proposal regarding the amendment on § 4 means that the Company should only be able to have one class of shares, and thus the possibility of issuing Class A shares is abolished and the current § 11 (preferential rights in issues) and § 12 (conversion) are deleted from the articles of association

The Board of Directors, or the person appointed by the Board of Directors, shall have the right to make the minor adjustments in this resolution that may be necessary in connection with registration with the Swedish Companies Registration Office.

### **Resolution regarding amendments to the articles of association: Notice (Item 6c)**

The Board of Directors of Copperstone Resources AB (publ) proposes that the extraordinary general meeting resolves to amend § 7 of the articles of association as follows:

- Notice of General Meeting shall be made no earlier than 6 weeks and no later than 4 weeks before the General Meeting, however, that notice of an Extraordinary General Meeting where no change in the articles of association is to be considered may take place no earlier than 6 weeks and no later than 3 weeks before the Meeting. Notice shall be published in 'Post- och Inrikes Tidningar' and the notice shall be made available on the Company's website. At the time of notice, an announcement that notice has been published shall be announced in 'Dagens Industri'. Shareholders who wish to participate in the negotiations at a General Meeting shall, in addition to the provisions regarding the record date and otherwise for participation stated in the Swedish Companies Act, notify their participation in the meeting to the Company in the manner specified in the notice convening the General Meeting. The latter day may not fall on a Sunday, another public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve, nor may it fall earlier than the fifth weekday prior to the General Meeting.

The Board of Directors, or the person appointed by the Board of Directors, shall have the right to make the minor adjustments in this resolution that may be necessary in connection with registration with the Swedish Companies Registration Office.

**Resolution regarding amendments to the articles of association: Voting by post, collection of proxy forms and possibilities to follow a general meeting (Item 6d)**

The Board of Directors of Copperstone Resources AB (publ) proposes that the extraordinary general meeting resolves that § 11 of the current articles of association be deleted and replaced by the following § 11:

- The Board of Directors may collect proxies at the Company's expense in accordance with the procedure specified in the Swedish Companies Act. The Board may also, before a General Meeting, decide that the shareholders shall have the opportunity to exercise their voting rights by post in accordance with the procedure specified in the Swedish Companies Act. The Board of Directors can, inter alia facilitate shareholders' attendance digitally or remotely at the General Meeting, decide that shareholders in the Company or others invited in accordance with the Board of Director's decision, shall, under the conditions resolved upon by the Board of Directors, have the right to attend or otherwise follow the negotiations in accordance with the Swedish Companies Act at the General Meeting.
- The General Meeting can be held in Kiruna or in Stockholm Municipality.

The Board of Directors, or the person appointed by the Board of Directors, shall have the right to make the minor adjustments in this resolution that may be necessary in connection with registration with the Swedish Companies Registration Office.

*A resolution regarding items 6 a-d shall be valid only where supported by shareholders holding at least a two-thirds majority of both the votes cast and the shares represented at the General Meeting.*

**Resolution regarding the number of the board of directors and election of board of directors (Item 7)**

The proposal will be disclosed when it have been received by the Company and in good time before the general meeting.

**Resolution regarding the board's proposal for issue authorisation (Item 8)**

The Board of Directors of Copperstone Resources AB (publ), Reg. No. 556704-4168, ("Company") proposes that the extraordinary general meeting resolves to authorise the board for the period until the next Annual General Meeting, at one or several occasions, with or without deviation from the shareholders' preferential

rights, against payment in cash or through set-off or in kind, or otherwise with conditions, to resolve on an issue of new shares, warrants and/or convertibles. The total number of issued shares, or the number of shares that may be issued upon conversion of convertibles or through exercise of warrants, may not exceed 20 per cent of the registered number of shares in the company at the time of the General Meeting's resolution. The number of shares which may be issued upon conversion of convertibles or through exercise of warrants refers to the number of shares before a potential recalculation. The purpose of the authorisation, and the reason for the possibility to deviate from the shareholder's preferential rights, is to enable the company to, in a promptly and cost-effective manner, procure capital, carry out acquisitions or make use of other strategic opportunities. The value transferred to the company through issues by virtue of the authorisation, shall be made on market terms and may include a market based issue discount.

The aforementioned proposal further entails that the issue authorisation resolved on by the Annual General Meeting on 20 May 2020 will be replaced as of the registration of the aforementioned authorisation.

The Board of Directors, or the person the board appoints, shall have the right to make such minor adjustments to this resolution that may be necessary in connection with registration with the Swedish Companies Registration Office.

In order for a valid resolution, made by the General Meeting in accordance with The Board of Directors' proposal, the resolution must be supported by shareholders holding no less than two thirds of both the votes cast as well as of the shares represented at the General Meeting.

#### **Resolution regarding amendments to the terms regarding Warrant program 2019-2022 (Item 9)**

Copperstone Resources AB (publ) (the "Company") have on the annual general meeting on 14 May 2019 resolved to issue 6,000,000 warrants within the framework of the Warrant program 2019-2022, whereby warrants have been subscribed for by the subsidiary Argo AB (the "Subsidiary") prior to intended allocation and resale to key personnel etc.

The Board of Directors of the Company proposes that the extraordinary general meeting resolves to amend the terms regarding the 1,000,000 warrants within the framework of the Warrant program 2019-2022, which are subscribed for by the Subsidiary, and resold to Ian Holman and Jari Juurela. This is done in order to achieve better conformity between agreed (and disclosed) terms by the Subsidiary and the registered terms of the warrants. The terms of the amended warrants will continue to be the same as for the terms of the Warrant program 2019-2022 as resolved by the annual general meeting on 14 May 2019, except for the subscription price, term and exercise period, which will be amended as follows:

- The subscription price for exercising shall be SEK 0.75
- The term for the warrant program and the exercise period shall last up and until 12 December 2022 for Ian Holman
- The term for the warrant program and the exercise period shall last up and until 14 January 2023 for Jari Juurela.

The 5,000,000 warrants that were allocated to key personnel shortly after the annual general meeting on 14 May 2019 shall thus continue with unchanged terms and will continue to be referred to as Warrant program 2019-2022. The warrants with adjusted terms as above are called Warrant program 2019-2022 *bis*.

A resolution shall be valid only where supported by shareholders holding at least a nine-tenths majority of both the votes cast and the shares represented at the meeting.

#### **Resolution regarding amendments to the terms regarding Warrant program 2020-2023 (Item 10)**

Copperstone Resources AB (publ) (the “Company”) have on the annual general meeting on 20 May 2020 resolved to issue 16,250,000 warrants within the framework of the Warrant program 2020-2023, whereby warrants have been subscribed for by the subsidiary Argo AB (the “Subsidiary”) prior to intended allocation and resale to key personnel etc.

The Board of Directors of the Company proposes that the extraordinary general meeting resolves to amend the terms regarding the 6,350,000 warrants within the framework of the Warrant program 2020-2023, which are still in the possession of the Subsidiary, of which 750,000 are allocated to Anna Tyni (while the remaining 5,600,000 of the warrants are not allocated or reserved for any key personnel yet). This is done in order to achieve better conformity between agreed (and disclosed) terms by the Subsidiary and the registered terms of the warrants. The terms of the amended warrants will continue to be the same as for the terms of the Warrant program 2020–2023 as resolved by the annual general meeting on 20 May 2020, except for the subscription price, term and exercise period, which will be amended as follows:

- The subscription price for exercising shall be SEK 1.33
- The term for the warrant program and the exercise period shall last up and until 24 July 2023

The 9,900,000 warrants that were allocated to key personnel shortly after the annual general meeting on 20 May 2020 shall thus continue with unchanged terms and will continue to be referred to as Warrant program 2020–2023. The warrants with adjusted terms as above are called Warrant program 2020–2023 *bis*.

A resolution shall be valid only where supported by shareholders holding at least a nine-tenths majority of both the votes cast and the shares represented at the meeting.

### **Duty to provide information**

The Board and the Chief Executive Officer shall, if any shareholder so requests and the Board believes that it can be done without harm to the Company, at the extraordinary general meeting provide information regarding circumstances that may affect the assessment of an item on the agenda and circumstances that may affect the assessment of the Company’s or subsidiaries economic situation and the Company’s relationship to another group entity.

### **Documents for the meeting**

The complete proposals as stated above will be available at the Company’s website, [www.copperstone.se](http://www.copperstone.se), and will be available at Copperstone Resources AB (publ), Svärdvägen 21, SE-182 33 Danderyd, no later than three weeks before the general meeting and will be sent to those shareholders who so request and state their postal address.

### **Shares and votes**

The Company’s shares are issued in series A and series B. The number of shares and votes in the Company totals 641 275 703 respectively, all series B shares. Each share in the Company thus entails one vote at the meeting. The Company does not hold any own shares.

Danderyd in August 2020  
**Copperstone Resources AB (publ)**  
*The Board of Directors*

**For further information:**

Michael Mattsson, CEO

Tel: +46 705 739 777

E-mail: [michael.mattsson@copperstone.se](mailto:michael.mattsson@copperstone.se) or [info@copperstone.se](mailto:info@copperstone.se)

**About Copperstone**

Copperstone is a public company trading as COPP B on NASDAQ First North Growth Market (Stockholm). The Certified Adviser is Augment Partners AB, [info@augment.se](mailto:info@augment.se), +46 8 505 65 172. The Company is focused on base and precious metal exploration in the vicinity of the internationally recognized mining districts of Kiruna and the Skellefte-field in northern Sweden. In addition, the Company also has interests in the Bergslagen mining region, in central Sweden.