

## Bilaga 1 / Attachment 1

Röstlängd vid årsstämman i Auriant Mining AB (publ) den 15 maj 2013  
*Voting List, Annual General Meeting in Auriant Mining AB (publ) on May 15, 2013*

<b>Aktieägare Shareholder</b>	<b>Ombud Represented by</b>	<b>Aktier och röster Shares/votes</b>	<b>% röster på stämman % at the AGM</b>	<b>Närvaro /Attend ance</b>
Bertil Holdings Ltd	Preston Haskell	9 314 968	77,49	x
KL Capital AB	Johanna Stenman	189 797	1,58	x
Tord Cederlund	-	49 000	0,40	x
Bengt & Kerttu Eriksson	Niclas Eriksson	375 000	3,12	x
Bengt Eriksson	Niclas Eriksson	357 940	2,98	x
Godhem Ltd	Niclas Eriksson	200 000	1,66	x
Swiss Life policy EIB 2268001	Niclas Eriksson	780 000	6,49	x
Swiss Life policy EIB 15677001	Niclas Eriksson	315 000	2,62	x
Miguel Abrante	-	190 000	1,58	x
Sv Aktiespararnas Riksförbund	Per Lundin	1	0	x
Maxim Yacoub	-	14 296	0,12	x
Ekaterina Babaeva	-	235 492	1,96	x
<b>Totalt</b>		<b>12 021 494</b>	<b>100%</b>	<b>x</b>

Totalt antal aktier och röster i Bolaget: 17 802 429  
*Total amount of shares and votes in the company: 17,802,429*

Totalt antal närvarande: 67,52%  
*Participation: 67,52*

### Övriga närvarande/Other persons present:

Jonas Rogberg, Ekenberg & Andersson Advokatbyrå  
Denis Alexandrov, Auriant Mining AB  
Maxim Yacoub, Auriant Mining AB  
Peter Daresbury, Auriant Mining AB  
Ekaterina Babaeva, Auriant Mining AB  
Mihail Fedulov, Auriant Mining AB  
Bertil Villard, Auriant Mining AB  
Irina Hedborg, Auriant Mining AB  
Peter Hamberg, Valberedning  
Hjälmar Ahlberg, Redeye AB  
Martin Johansson, PwC  
Anna Rozhdestvenskaya, PwC  
Alexandra Löow, tolk  
Mats Blomberg, aktieägare

## *Attachment 2*

**The board of directors of Auriant Mining AB (publ) company registration number 556659-4833 ("Company") complete proposal to resolution on allocation of profit/loss for 2012 (item 8b in the notice)**

The board of directors and the managing director propose that the Company's non-restricted equity of SEK – 4,969,543 is carried forward and that no dividend is paid for the financial year.

*The Board*

# Attachment 3

## **Report and proposals of the Nomination Committee of Auriant Mining AB (publ)**

### **Background**

According to decision of the 2012 Annual General Meeting, the Nomination Committee was convened by the chairman Preston Haskell and consisted of the four largest shareholders in Auriant Mining AB. The Nomination Committee consisted of James Smith representing Bertil Holdings Ltd, Peter Hamberg representing Niclas Eriksson with the family, Martin Diggle representing Vulpes Russian Opportunities Fund, Bernt Plotek representing himself and the chairman of the board Preston Haskell. The four shareholder representatives in the Nomination Committee jointly represented more than 70 percent of the voting rights in the Company. The Nomination Committee has met a total of two times during 2012 and 2013 and has also had an extensive telephone and email contact.

The Nominating Committee of Auriant Mining AB presents the following proposals to the AGM. The following proposals are numbered according to the proposed agenda.

### **Proposal for chairman of the Annual General Meeting (item 2)**

Advocate Jonas Rogberg is proposed to be appointed chairman of the meeting.

### **Proposal regarding the number of board members (item 10)**

The Nomination Committee proposes that the board shall consist of six (6) ordinary members.

### **Proposal regarding remuneration of the board members and the auditor (item 11)**

The Nomination Committee proposes that the remuneration to the chairman of the board shall be SEK 250,000 and SEK 200,000 to each of the other board members. If any committee is established by the board, it is proposed that remuneration to each member of the committee shall be paid in the amount of 25,000 SEK per annum for participation in it. Fees to the auditor shall be based on approved invoices and on the time and rate.

### **Election of chairman and other members of the board (item 12)**

The Nomination Committee proposes re-election of Preston Haskell, Ingmar Haga, Peter Daresbury and Andre Bekker and election of Bertil Villard and Sergei Kashuba as new members of the board. The Nomination Committee proposes that the chairman is to be elected by the board among themselves until the end of the next annual general meeting.

As a base for its decision, the Nomination Committee has made an evaluation of the board and its work. The Nomination Committee came to a conclusion that the proposed board of directors will have a good balance of financial and operational expertise, as well as knowledge of international markets. In view of the evaluation made, the Nomination Committee proposes the above mentioned individuals as members of the board of directors.

The proposal for the composition of the company's board of directors meets the requirements of the Swedish Code for Corporate Governance regarding independence of the members. Peter Daresbury, Bertil Villard, Sergey Kashuba and Ingmar Haga are regarded as independent in relation to the company, its management, as well as the company's larger shareholders. Andre Bekker is regarded as independent in relation to the company and management, but not in relation to the company's larger shareholder due to his affiliation with the company's major shareholder. Preston Haskell is not regarded as independent in relation to company, management and the company's larger shareholders, based on the fact that he is

the major shareholder.

**Proposal regarding election of the auditor (item 13)**

The Nominating Committee evaluated the Company's auditors and received quotation for the job. The Nomination Committee proposes re-election of the accounting firm Öhrlings PricewaterhouseCoopers AB and Martin Johansson as principal auditor. The nomination committee believes that the proposed auditor has the skills and experience required for the audit of the company.

**Proposal on resolution for appointment of the nomination committee (item 14)**

The Nomination Committee proposes the same nomination process as last year.

The nomination committee shall consist of the chairman of the board and four members, each representing one of the four owners with the largest voting power. The term of office for the nomination committee is until a new nomination committee has been appointed. Unless the committee members decide otherwise, the chairman of the nomination committee shall be the member that represents the shareholder with the largest shareholding in the company. The selection of the four largest shareholders shall be made on the basis of the share register of the company kept by Euroclear Sweden AB as of the last banking day in October 2013 and other reliable shareholder information the company has obtained at this time. If a member leaves the election committee before its work is completed and if the election committee considers that there is a need to replace this member, the election committee shall appoint a new member.

The nomination committee shall prepare the below proposals to be submitted to the 2014 Annual General Meeting for resolution:

- a) proposal regarding chairman of the Annual General Meeting,
- b) proposal regarding the number of board of directors,
- c) proposal regarding chairman of the board of directors,
- d) proposal regarding directors' fees for each of the directors as well as remuneration for committee work,
- e) proposal regarding auditor's fees, and
- f) proposal regarding the nomination committee for the 2014 Annual General Meeting.

No remuneration shall be paid to the members of the election committee. The election committee may charge the Company reasonable costs for travelling and investigations.

\* \* \* \* \*

Stockholm in April 2013

The Nomination Committee in Auriant Mining AB (publ)

# Attachment 4

## **The board of directors of Auriant Mining AB (publ), company registration no 556659-4833 ("Company") complete proposal on resolution for guidelines for remuneration to the executive management (item 15 in the notice)**

The board of directors proposes that the Annual General Meeting approves the guidelines for remuneration to the executive management of the Auriant Mining group ("Group"), essentially containing the following:

The guidelines shall apply to remuneration and other employment terms and conditions for the managing director and other members of the Group's management ("Group Management") and shall apply until the Annual General Meeting of 2014.

### **Guidelines**

The guidelines shall apply to all employment contracts, which are entered into after the meeting's resolution and in those cases where amendments are made to the existing terms and conditions after this point in time. The company shall aim to offer a total remuneration, which is reasonable and competitive based on the circumstances in the individual country and in that respect also able to offer a so-called "Sign on" bonus in order to recruit the best personnel. The remuneration shall vary in relation to the performance of the individual and the Group. It is proposed that the total remuneration to the Group Management shall consist of the components stated below.

### **Fixed salary**

The fixed salary ("Base Salary") shall be adjusted to the market and be based on responsibility, competence and performance. The fixed salary shall be revised every year.

### **Variable salary**

The variable salary shall relate to the Company's return on production result, reserves and production goals, and specific goals within each executive's area of responsibility. The variable salary shall be paid annually and shall amount to a maximum of one annual Base Salary.

### **Longterm incentives**

The board of directors intends, on a regular basis, to assess the need of long-term incentive programmes that shall be proposed to the general meeting.

### **Insurable benefits**

Old-age pension, healthcare benefits and medical benefits shall, if applicable, be prepared in a manner that reflects the rules and practice in the home country. If possible, the pension plans shall be premium determined. In individual cases, depending on the tax and/or social insurance laws, which apply to the individual, other adjusted pension plans or pension solutions may be approved.

### **Other benefits**

The company shall be able to provide individual members of the Group Management or the entire Group Management with other benefits. These benefits shall not constitute a substantial part of the total remuneration. The benefits shall further correspond to what is normal on the market.

### **Termination and severance pay**

Notice of termination of employment shall be no more than twelve months upon termination initiated by the Group and no more than six months upon termination initiated by a member of the management. Severance pay may only be paid out upon termination by the Company or when a member of the Group Management resigns due to a significant change of his/her working conditions, which means the he/she cannot perform adequately.

**Derogation from the guidelines**

The board of directors shall be entitled to derogate from these guidelines if special reasons exist in an individual case.

*The Board*

# Attachment 5

The English translation of the Swedish text below is an office translation. In the event of any discrepancy between the two versions, the Swedish version shall prevail.

## **Styrelsens, för Auriant Mining AB, org. nr. 556659-4833, ("Bolaget") förslag till beslut om incitamentsprogram till medlemmar i ledningsgruppen och andra anställda i Auriant Mining-koncernen ("Koncernen") genom emission av personaloptioner och teckningsoptioner 2013/2018 serie I**

*The Board of Directors' of Auriant Mining AB, reg. no. 556659-4833 (the "Company") proposal for decision regarding incentive scheme to members of management and employees of Auriant Mining Group (the "Group") through issue of employee stock options and warrants 2013/2018 series I*

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Styrelsen finner det angeläget och i samtliga aktieägares intresse att öka ansvaret och skapa större delaktighet för medlemmar i ledningsgruppen och andra nyckelanställda i Koncernen vad avser Bolagets och dess dotterbolags utveckling samt säkerställa att dessa betydelsefulla personer delar målsättningen att generera vinstgivande och värdeskapande tillväxt. Det är också angeläget att motivera till fortsatt anställning i Bolaget. Mot bakgrund härav föreslår styrelsen det incitamentsprogram som framgår av nedanstående förslag.

För att kunna genomföra det föreslagna incitamentsprogrammet föreslår styrelsen att stämman fattar de beslut som framgår av punkterna 1-2 nedan. Samtliga beslut föreslås vara villkorade av varandra.

Upplysningsvis kan beslut enligt punkt 1 fattas med enkel majoritet. Dock ska besluten vara villkorade av varandra. För beslut av stämman enligt styrelsens förslag enligt punkt 2 erfordras att stämmans beslut biträds av aktieägare som representerar minst nio tiondelar av såväl de avgivna rösterna som de vid stämman företrädde aktierna.

*The Board of Directors has found it both a pressing matter and in the interests of all shareholders to increase the responsibility and create a greater participatory interest for the members of the management and some key employees of the Group as regards the Company's and its subsidiaries' development and to ensure that these important employees share the goal of generating profitable and value creating growth. It is furthermore pressing to motivate continued employment in the Group. Based on this background the Board of directors proposes the following incentive scheme, which is presented below.*

*In order to carry out the proposed incentive scheme the Board of Directors proposes that the Annual General Meeting makes the decisions presented in items 1-2 below. All decisions are proposed to be inter-dependent on each other.*

*For information purposes a decision in accordance with item 1 can be made with ordinary majority. However, all decisions shall be inter-dependent on each other. For a decision by the shareholders' meeting in accordance with the above mentioned proposal from the Board of Directors on item 2 it is necessary that shareholders representing no less than nine tenths of the votes cast as well as the shares represented at the shareholders' meeting agree to the decision.*

## Antagande av incitamentsprogram

*Adoption of incentive scheme*

### Punkt 1. Personaloptioner

*Item 1. Employee Stock Options*

Programmet – Personaloptioner säkerställda av teckningsoptioner

*The program – Employee Stock Options secured by warrants*

Styrelsen föreslår att bolagsstämman beslutar att erbjuda ett antal medlemmar i ledningsgruppen och andra viktiga anställda i Koncernen rätt att teckna personaloptioner som ger rätt att förvärva aktier i Bolaget ("Personaloptionerna") enligt nedan angivna principer.

För att säkerställa att Bolaget kan fullgöra sitt åtagande att leverera aktier då innehavare av Personaloption påkallar utnyttjande föreslår styrelsen att bolagsstämman även ska utge Teckningsoptioner samt godkänna att dessa vidareöverlåts (i) från tecknaren direkt till personerna som omfattas av incitamentsprogrammet eller till juridiska personer utsedda av dessa personer och vilka dem kontrollerar eller är destinatärer för samt (ii) från tecknaren till annat helägt dotterbolag till Bolaget och därefter till personerna i fråga eller till juridiska personer nämnda ovan.

*The Board of Directors proposes that the shareholders' meeting decides to offer to members of the management and some important employees of the Group the right to subscribe for Employee Stock Options carrying the right to purchase shares in the Company (the "Employee Stock Options") in accordance with the principles stated below. In order to secure that the Company can fulfill its obligations to deliver shares when the holder of Employee Stock Options applies for conversion the Board of Directors proposes that the shareholders' meeting shall also issue warrants and approve that these are transferred (i) from the subscriber directly to the persons participating in the incentive program or such legal persons as they may appoint and which are controlled by them or of which they are the ultimate beneficial owners and (ii) from the subscriber to another wholly owned subsidiary of the Company and thereafter to the individuals or legal persons mentioned above.*

Totalt skall erbjudandet riktas till 13 personer.

De personer som skall erbjudas att delta i programmet skall delas i två grupper enligt följande:

Grupp 1, medlemmar i ledningsgruppen

VD, Denis Alexandrov, skall erbjudas 70 000 personaloptioner

Finansdirektör, Mikhail Fedulov, skall erbjudas 40 000 personaloptioner

Personaldirektör, Sergey Shumilov, skall erbjudas 100 000 personaloptioner

Investeringschef, Max Yacoub, skall erbjudas 50 000 personaloptioner

Operationell direktör, Igor Oglov, skall erbjudas 30 000 personaloptioner

Chefsgeolog, Vladimir Churin, skall erbjudas 20 000 personaloptioner

Chefsjurist, Ekaterina Babaeva, skall erbjudas 40 000 personaloptioner

Grupp 2, nyckelanställda

Specialister Anatoly Petrenko, Alexander Fedotov, Alexander Zabolotskiy, Irina Hedborg

skall erbjudas högst 10 000 personaloptioner per person och Anton Glazunov och Ekaterina

Popova skall erbjudas 2 500 personaloptioner per person.

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*The offer will be addressed to 13 people.*

*The persons invited to participate in the program are divided into two groups as follows:*

*Group 1, members of the management*

*CEO, Denis Alexandrov, will be offered 70,000 employee stock options*

*Chief Financial Officer, Mikhail Fedulov, will be offered 40,000 employee stock options*

*Human Resources Director, Sergey Shumilov, will be offered 100,000 employee stock options*

*Chief Investment Officer, Max Yacoub, will be offered 50,000 employee stock options*

*Chief Operating Officer, Igor Oglov, will be offered 30,000 employee stock options*

*Chief Geologist, Vladimir Churin, will be offered 20,000 employee stock options*

*Group General Counsel, Ekaterina Babaeva, will be offered 40,000 employee stock options*

*Group 2, other key employees*

*The specialists Anatoly Petrenko, Alexander Fedotov, Alexander Zabolotskiy, Irina Hedborg will be offered a maximum of 10,000 employee stock options per person and Anton Glazunov and Ekaterina Popova will be offered 2,500 employee stock options per person.*

**Personaloptioner, löptid och lösenpris**

*Employee Stock Options, time of use and strike price*

Deltagarna i incitamentsprogrammet skall erbjudas att vederlagsfritt förvärva Personaloptioner. Varje Personaloption berättigar innehavaren att förvärva en (1) aktie i Bolaget. Aktie skall överlåtas till ett pris om 15 kronor per Aktie. Personaloptionerna löper till och med den 15 maj 2018 med rätt för innehavaren av Personaloptionerna att påkalla optionsrätten från och med dagen för tillgängliggörande ("vestning") till och med den 15 maj 2018, förutsatt att de särskilda villkoren nedan är uppfyllda.

*The participants of the program will be offered to, free of charge, acquire Employee Stock Options. Each Employee Stock Option carries the right for the holder to purchase one (1) share in the Company. Each share shall be transferred at a price of SEK 15 per share. The Employee Stock Options may be used until 15 May 2018 with the right for the holder of the Employee Stock Options to call upon the warrant right from the date of vesting and until 15 May 2018, subject to special conditions stated below.*

**Särskilda villkor för Personaloptionerna**

*Special conditions for the Employee Stock Options*

Personaloptionerna är inte överlåtbara annat än till juridisk person utsedd av en person som omfattas av incitamentsprogrammet och vilken denne kontrollerar eller är destinatör för. Fullt utnyttjande av Personaloptionerna förutsätter att personen i fråga förblir anställd i Bolaget fram till och med att samtliga tilldelade Personaloptioner blivit vestade, där en tredjedel av de tilldelade optionerna vestas den 15 maj 2014, en tredjedel den 15 maj 2015 och resterande tredjedel den 15 maj 2016. Om den anställde frånträder sin anställning eller dennes anställning på annat sätt upphör kan de vestade optionsrätterna påkallas inom sex månader från anställnings upphörande, dock inte senare.

Vid eventuell väsentlig ägarförändring i Bolaget skall dock samtliga optioner direkt kunna utnyttjas för teckning av aktier.

En äganderättsövergång skall anses föreligga när:

(a) aktierna i Bolaget avnoteras från alla börser;

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(b) det har skett ett omvänt förvärv avseende Bolaget, eller

(c) person, som ej innehar ägarinflytande över Bolaget per den dag, då säkerhet för personaloptionerna blivit utställda, förvärvar kontrollen över bolaget,

dock under förutsättning att:

(d) ingen förändring av inflytande skall anses ha inträffat i den händelse att kontrollen över bolaget förvärvas av en bank eller annan finansiell institution med stöd av kreditavtal, borgen, garantiåtagande, pant eller annan säkerhet som lämnats till ett koncernbolag eller någon av Bolagets direkta eller indirekta delägare, eller som följd av banks (eller annan finansiell institutions) utövande av sina rättigheter enligt ett sådant avtal, och

(e) ingen förändring av inflytande skall anses ha inträffat i den händelse att person som avses i punkt (c) ovan är en undantagen person (enligt definition nedan).

En person skall anses inneha kontroll över Bolaget om denna person innehar eller har rätt att förvärva majoriteten av aktiekapitalet eller rösterna i bolaget eller rätten att erhålla merparten av Bolagets intäkter eller utdelning av dess totala intäkter eller merparten av dess tillgångar vid en likvidation.

"Undantagen person" med avseende härav avser någon av följande: (i) Preston Hampton Haskell ("PHH"), (ii) PHH:s närmaste familjemedlemmar, (iii) stiftelse, försäkringsbrev eller liknande arrangemang med PHH och / eller hans närmaste familjemedlemmar som enda förmånstagare, och (iv) företag som (direkt eller indirekt) kontrolleras av någon av de personer som anges ovan under (i), (ii) eller (iii) i detta stycke.

*The Employee Stock Options are not transferrable other than to a legal person appointed by the person participating in the incentive program and which is controlled by him or for which he is the ultimate beneficial owner. Full use of the Employee Stock Options requires that the person in question remains employed by the Group until such time when all Employee Stock Options granted to such person have been vested. One third of the granted stock options will be vested on 15 May 2014, one third on 15 May 2015 and the final third on 15 May 2016. If the participant of the incentive program resigns or his employment in the Group is otherwise terminated, the vested Employee Stock Options will remain exercisable within six months following the date of such termination, but not thereafter.*

*In the event of a Change of Control situation in the Company all stock options shall be immediately available for subscription of shares.*

*A Change of Control shall be deemed to occur where:*

*(a) the shares of the Company are delisted from all stock exchanges;*

*(b) there has been a reversed take-over in relation to the Company; or*

*(c) a person, which does not Control the Company as at the date when the warrants securing the Employee Stock Options are issued acquires Control over the Company; provided, however, that:*

*d) no Change of Control shall be deemed to occur in case Control over the Company is acquired by a bank or other financial institution by virtue of a credit agreement, surety, guarantee, pledge or other security agreement entered into with a Group company or any of the Company's direct or indirect shareholders, or pursuant to an exercise by a bank (or other financial institution) of its rights under any such agreement; and*

*(e) no Change of Control shall be deemed to occur in case a person referred to in sub-paragraph (c) above is an Excluded Person (as defined below).*

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*A person shall be deemed to have Control of the Company if that person possesses or is entitled to acquire the majority of the issued share capital or the voting rights in the Company or the right to receive the majority of the income of the Company on any distribution by it of all of its income or the majority of its assets on a winding up.*

*"Excluded Person" for the purposes hereof means any of the following: (i) Preston Hampton Haskell ("PHH"), (ii) a member of immediate family of PHH, (iii) a trust, insurance policy or similar arrangement, the sole beneficiaries of which are PHH and/or any members of his immediate family; and (iv) a company, controlled (directly or indirectly) by any of the persons specified above in (i), (ii) or (iii) of this paragraph.*

#### Omfattningen av programmet

*The extent of the program*

Programmets omfattning föreslås uppgå till högst 395 000 Personaloptioner.

*The extent of the program is proposed to be no more than 395 000 Employee Stock Options.*

#### Teckningsberättigade och tilldelning av Personaloptioner.

*Rights to subscribe and allocation of Employee Stock Options.*

Endast de omvannämnda personerna föreslås omfattas av programmet. Styrelsens ledamöter äger inte rätt att erhålla Personaloptioner enligt förevarande program.

*Only the persons mentioned above are proposed to be included in the program. The members of the Board of Directors do not have the right to receive Employee Stock Options in accordance with the present program.*

#### Utspädning m.m.

*Dilution, etc.*

Den maximala utspädningseffekten för programmet beräknas uppgå till högst ca 2,5 procent av aktiekapitalet.

*The maximum dilution effect of the program is calculated to be no more than approximately 2,5 percent of the share capital.*

#### Kostnader

*Costs*

Vid en positiv kursutveckling medför personaloptionsprogrammet kostnader i form av sociala avgifter i samband med utnyttjande av optionerna för teckning av aktier, vilka kommer att kostnadsföras löpande. Vid en antagen teckningskurs om 15 kronor och en aktiekurs om 30 kronor vid lösen uppgår de sociala avgifterna till cirka 1 861 635 kronor.

*At a positive development of the market price the employee stock option program gives rise to costs in the form of social fees in conjunction with the use of the warrants for subscription of shares. These social fees will be included as costs on a continuing basis. At an assumed strike price of SEK 15 and a share price of SEK 30 at purchase the social fees equal a total amount of approximately SEK 1,816,635.*