

**Bilaga 1 till protokoll fört vid årsstämma i Auriant Mining AB den 12 maj 2016./ Attachment 1 to the minutes kept at the Annual General Meeting of Shareholders in Auriant Mining AB, May 12, 2016.**

Röstlängd vid årsstämma i Auriant Mining AB (publ) den 12 maj 2016  
*Voting List, Annual General Meeting in Auriant Mining AB (publ) on May 12, 2016.*

<b>Aktieägare Shareholder</b>	<b>Ombud Represented by</b>	<b>Aktier och röster Shares and votes</b>	<b>% röster på årsstämman % at the AGM</b>	<b>Närvaro Attendance</b>
Bertil Holdings Limited	Ekaterina Babaeva	9 314 968	84	x
Bernt Plotek	-	524 010	5	x
Svea Lands SA	Bernt Plotek	1 278 400	11	x
Per Lundin	-	3 000	0	x
Sv Aktiesparares Riksförbund	Per Lundin	11	0	x
Mats Blomberg	-	90	0	x
<b>Totalt</b>		11 120 479	100 %	

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: 62,47%  
*Participation: 62,47%*

Övriga närvarande / *Other persons presence:*

David Andersson, Advokatfirman Vinge  
 Peter Daresbury, Auriant Mining AB  
 Ingmar Haga, Auriant Mining AB  
 Sergey Ustimenko, Auriant Mining AB  
 Ekaterina Babaeva, Auriant Mining AB  
 Alexandr Buchnev, Auriant Mining AB  
 Irina Olsson, Auriant Mining AB  
 Lebedev Oleg, Auriant Mining  
 Marcus Johansson Prakt, Mangold  
 Daniel Orispaa, Mangold  
 Denis Alexandrov  
 Miguel Abrante  
 Jonas Looström  
 Martin Johansson, PwC  
 Anna Rozdestvenskaya, PwC  
 Per-Magnus Heinemann, tolk / *interpreter*

*Handwritten signature: Joly*

### **Report and proposals of the nomination committee of Auriant Mining AB (publ)**

The nomination committee was convened by the chairman of the board of directors of Auriant Mining AB Lord Peter Daresbury and consisted of Erik Wigertz, chairman of the committee (representing Bertil Holdings Ltd) Bernt Plotek (representing himself) and Lord Peter Daresbury himself. The chairman of the nomination committee has been in contact with shareholders representing more than 65% of the shares in order to offer the opportunity to participate in the nomination committee work. As a result, the nomination committee was duly constituted by the three members appointed as above. The two shareholder representatives in the nomination committee jointly represented more than 62 percent of the voting rights in the company. The Nomination Committee has convened over telephone and has had extensive e-mail contact.

The nomination committee presents the following proposals to the AGM. The proposals are numbered according to the proposed agenda of the AGM.

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

Advocate David Andersson is proposed to be appointed chairman of the meeting.

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

The nomination committee proposes that the board shall consist of three (3) members with one (1) deputy board member.

#### **Proposal regarding remuneration to the board of directors, including deputies, and the auditor (item 11)**

The nomination committee notes that the board has been active and convenes approximately ten times per year, where half of the time is in person in Stockholm, Moscow or on site in Siberia.

The nomination committee proposes that the remuneration to the chairman of the board Lord Peter Daresbury shall be SEK 400,000 (previous year: SEK 250,000), remuneration to the ordinary board member Ingmar Haga shall be SEK 250,000 (previous year: SEK 200,000), and remuneration to the ordinary board member Preston Haskell shall be SEK 200,000 (unchanged). The nomination committee further proposes that the remuneration to the deputy board member shall be SEK 100,000 (unchanged). 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. As a result of the suggested reduction of the number of board members from the previous year, and the increases for certain board members, the overall board compensation will be roughly the same as in the previous year).

#### **Proposal regarding election of board members, deputies and chairman of the board (item 12)**

The nomination committee proposes re-election of Lord Peter Daresbury, Ingmar Haga and Preston Haskell as members of the board. The nomination committee proposes re-election of James Provoost Smith as deputy board member. The nomination committee proposes that Lord Peter Daresbury be elected the chairman of the board.

As a basis for its proposal, the nomination committee has made an evaluation of the board and its work. The nomination committee has come to the conclusion that the proposed board of directors will continue to have a good balance of financial and operational expertise, including skills in the manufacturing, production and exploration areas, 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.

In light of one member (Andre Bekker) not standing for re-election, the nomination committee concluded that it will suffice for the time being with a deputy board member who can stand in for any ordinary board member should such need arise. The nomination committee notes that it is desirable to diversify the structure of the board. Therefore, the nomination committee will continue actively looking for a female candidate with the relevant skillset.

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 and Ingmar Haga are regarded as independent in relation to the company, its management, as well as the company's larger shareholders. Preston Haskell is not regarded as independent in relation to the company, its management and the company's larger shareholders, based on the fact that he controls the company's largest shareholder and was the CEO of the company within the past 5 years.

**Proposal regarding election of auditors (item 13)**

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 regarding auditor's fees (item 11)**

The nomination committee proposes that the auditor's fees be approved in line with the agreement between the Company and the auditor.

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

The nomination committee proposes the following nomination process.

The nomination committee shall consist of the chairman of the board and three members, each representing one of the three owners with the largest voting power. The selection of the three 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 September 2016. At the earliest convenient date after the end of September 2016 the Chairman of the Board shall contact the three shareholders with the largest number of voting rights, as determined above, and will request that they each appoint a member to the nomination committee. If any of the three shareholders with the largest voting power decline their right to appoint a member to the nomination committee, the shareholder with the next largest voting power shall be provided with the opportunity to appoint a member. If such shareholder also declines its right to appoint a member to the nomination committee or does not respond to the request within a reasonable time then the nomination committee shall be constituted by the remaining members. Unless the nomination committee members decide otherwise, the chairman of the nomination committee shall be the member that represents the shareholder with the largest voting power in the Company. If a member leaves the nomination committee before its work is completed and if the nomination committee considers that there is a need to replace this member, then the nomination committee shall appoint a new member.

The nomination committee shall prepare the following proposals to be submitted to the 2017 Annual General Meeting for resolution:

- a) proposal regarding chairman of the Annual General Meeting,
- b) proposal regarding the number of board members,

- c) proposal regarding election of board members, deputies and chairman of the board of directors,
- d) proposal regarding directors' fees for each of the directors and deputies as well as remuneration for committee work,
- e) proposal regarding election of auditors,
- f) proposal regarding auditor's fees, and
- g) proposal regarding nomination committee.

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

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Stockholm in April 2016

The Nomination Committee in Auriant Mining AB (publ)



## **CVs of the proposed board members and deputy board member of Auriant Mining AB (publ)**

### **Lord Peter Daresbury**

Board member since November 27, 2012, Chairman of the Board since May 13, 2014.

Independent in relation to the company, its management and the company's larger shareholders.

Peter Daresbury is a citizen of the United Kingdom, born in 1953.

#### **Education**

Peter has an MA in history from Cambridge University.

#### **Work experience and other board assignments**

Lord Daresbury (Peter) has held many senior positions in the mining industry, including Directorships in Sumatra Copper & Gold Ltd (2007 - 2012); Evraz Group S.A., Russia's largest steel producer (2005 - 2006); as well as Chairman of Kazakhgold Group Ltd (2005 -2007); and Chairman of Highland Gold Mining Ltd, a major Russian gold miner (2002 - 2004). Peter is currently Chairman of Stellar Diamonds plc, Nasstar plc, and Timico Ltd. Current directorships include Bespoke Hotels Ltd and Rusan Ltd, a Russian antimony miner. He is Chairman of The Jockey Club's Haydock Park Racecourse, having held the same position at Aintree Racecourse for 25 years.

**Shareholding in Auriant Mining AB: 0. Stock options in Auriant Mining AB: 140,000.**

### **Ingmar Haga**

Board member since May 24, 2012.

Independent in relation to the company, its management and the company's larger shareholders.

Ingmar Haga is a citizen of Finland, born in 1951.

#### **Education**

Ingmar has an MSc from Åbo Akademi, Finland.

#### **Work experience and other board assignments**

Ingmar is currently Vice President Europe of Agnico Eagle Mines Limited, a position he has held since 2006. He has held various executive and corporate positions with the Outokumpu Group in Finland and Canada. Prior to joining Agnico Eagle, he was President of Polar Mining Oy, a Finnish subsidiary of Dragon Mining NL of Australia. He has also served as a board member of the Finnish Mining Association from 2007-2008 and as their Chairman in 2009. Since 2010 he has been a member of the Euromines Steering Committee.

**Shareholding in Auriant Mining AB: 0. Stock options in Auriant Mining AB: 120,000.**

### **Preston Haskell**

Chief Executive Officer until May 24, 2012, Chairman of the Board from May 24, 2012 until May 13, 2014, Board member since May 13, 2014. Not independent in relation to the company and its management. Not independent in relation to the company's larger shareholders. Preston Haskell is a Saint Kitts and Nevis citizen, born in 1966.

#### **Education**

Preston has a Degree in Economics from the University of Southern California in the U.S.

#### **Work experience and other board assignments**

Preston Haskell has been active as a businessman in Russia since the early 1990s. He serves as Chairman of Auriant Africa, an African focused exploration and mineral resource development and investment business.

**Shareholding in Auriant Mining AB: 9,314,968.**

**Stock options in Auriant Mining AB: 0.**

**James Provoost Smith**

Deputy board member since May 13, 2014.

Independent in relation to the company and its management. Not independent in relation to the company's larger shareholders.

James Provoost ("JP") Smith is a citizen of the United States of America, born in 1944.

**Education**

JP Smith graduated cum laude from Princeton University, Princeton, NJ, USA with a degree in Chemistry in 1965 and completed his Masters in Business Administration with high honors from Stanford University Business School in 1970.

**Work experience and other board assignments**

After Stanford, Mr. Smith worked for McKinsey & Co. before accepting a position as CFO and head of real estate development operations for the Haskell Company in Jacksonville FL, one of the largest design and build companies in the USA. Mr. Smith joined the Charter Company, a Fortune 500 Company in 1975 where he headed the Media Division and was responsible for Magazine and Newspaper Publishing, Radio Broadcasting, and Direct Marketing operations. He left Charter in 1982 to become CEO and principal owner of the Hamilton Collection, a Direct Marketer of Collectible products. Mr. Smith sold Hamilton in 1993 to Stanhome Inc and served as Executive VP of Stanhome Inc for 2 years thereafter, before retiring to pursue real estate development opportunities and his personal interests. He continues to serve as President of HGL Properties, an office park developer in Jacksonville Florida, and is a principal owner of the company. JP Smith has served as an advisor to Preston Haskell IV, Chairman of Auriant Mining AB and was chairman of nomination committee of Auriant Mining AB in 2011-2013.

Mr. Smith served in the Marine Corps and Navy Reserves from 1965 to 1971.

**Shareholding in Auriant Mining AB: 0. Stock options in Auriant Mining AB: 0.**