

**The Board of Directors' of Copperstone Resources AB (publ) proposal on approval of a potential rights issue against payment through set-off, directed to a related company to the Chairman of the board (item 8)**

The board of directors of Copperstone Resources AB (publ) (the “**Company**”) proposes that the extraordinary general meeting, with deviation from the shareholders’ preferential rights, resolves to approve a potential rights issue against payment through set-off, in an amount up to SEK 10.3 million, which may be directed to a company affiliated with the Chairman of the Board, JOHECO AB (“**JOHECO**”), by virtue of the previously registered authorisation from the extraordinary general meeting on 29 September 2020 together with general meeting’s special instructions, as follows.

In the event that the Company wishes to enhance its liquidity until the proceeds from the planned preferential rights issue (see the Board of Directors separate proposal, item 7) are received, JOHECO and the Company have agreed on a loan commitment in the amount of SEK 10.3 million. Calls pursuant to this bridge loan run without any interest or fees and are repaid pursuant to the loan agreement by means of newly issued shares by set-off in connection with the planned new share issue. In addition, JOHECO has undertaken to subscribe for its pro rata share in the issue, corresponding to SEK 4.7 million, as well as subscribe for shares without subscription rights in an amount corresponding to the loan amount in order to enable settlement of the loan in shares. In order to ensure such loan settlement through set-off, the board of director’s share issue resolution is intended to enable an allotment opportunity for such oversubscription and other oversubscription that has guaranteed the issue, which, however, can only take place to the extent there will be room for oversubscription in the share issue. The board of directors therefore propose that the extra general meeting, to the extent that the bridge loan is called and JOHECO's oversubscription would not suffice for full set-off, gives its approval to the board of directors to, in connection with the final allotment of the planned preferential issue, secondarily, may carry out a directed share issue at the same issue price in order to enable settlement of the loan in shares. Such potential, to JOHECO directed, share issue against payment through set-off, is approved at the extra general meeting with a majority of 90 percent of both the votes cast and the shares represented at the meeting, pursuant to Chapter 16 Companies Act.

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Kiruna in December 2020

**Copperstone Resources AB (publ)**

*the Board of Directos*