



## **GENERAL TEXT AMENDMENT**

The following amendment has been made to the Notice of Annual General Meeting and Availability of Annual Report announcement released on Tuesday 5<sup>TH</sup> June at 07:00 under RNS No 2570Q.

The Aktietorget Stock Exchange has changed its name to Spotlight Stock Exchange.

All other details remain unchanged.

The full amended text is shown below.

**The information contained within this announcement is deemed to constitute inside information as stipulated under the Market Abuse Regulations ("MAR") (EU) No. 596/2014. Upon the publication of this announcement, this inside information is now considered to be in the public domain.**

**For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is being made on behalf of Kurt Budge, Chief Executive Officer.**

**5 June 2018**

**Beowulf Mining plc**

("Beowulf" or the "Company")

### **Notice of Annual General Meeting and Availability of Annual Report**

Beowulf (AIM: BEM; Spotlight: BEO), the mineral exploration and development company, focused on the Kallak magnetite iron ore project and the Åtvidaberg polymetallic exploration licence in Sweden, and its graphite portfolio in Finland, announces that the following documents are now available on the Investor section of the Company's website under "AGM 2018": [www.beowulfmining.com](http://www.beowulfmining.com).

- the Company's Annual Report and Accounts for the year ended 31 December 2017 ("Annual Report");
- Notice of 2018 Annual General Meeting ("AGM");
- Form of Proxy (Shareholders);
- Form of Proxy (Holders of Swedish Depository Receipts ("SDR")); and
- Short Notice of AGM (Holders of SDR) (Swedish).

Shareholders who have elected to receive e-communications from the Company will receive a Form of Proxy and a letter notifying them as to the availability of the Annual Report on the Company website,

which will be posted today. All other shareholders will receive a copy of the Annual Report, the Notice of AGM and a Form of Proxy.

The Notice of AGM (See notes for Shareholders and SDR holders), SDR Short Notice of AGM (Swedish) and SDR Form of Proxy (English) are reproduced below.

The AGM of the Company will be held at the offices of Spotlight, Master Samuelsgatan 42, 3 tr 111 57 Stockholm, on 29 June 2018 at 10.30 a.m. (CET), and will be governed by English law.

**Enquiries:**

**Beowulf Mining plc**

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**Beowulf Mining plc**

**Notice of Annual General Meeting**

Notice is hereby given that the Annual General Meeting (the "Meeting") of Beowulf Mining plc (the "Company") will be held at the offices of Spotlight, Master Samuelsgatan 42, 3 tr 111 57 Stockholm, on 29 June 2018 at 10.30 a.m. (CET) to transact the following business:

**As Ordinary Business**

**Ordinary Resolutions**

- 1** To receive and consider the Company's audited accounts for the year ended 31 December 2017 and the directors' of the Company ("Director(s)") and auditors' reports thereon.
- 2** To consider and approve the Remuneration Report as detailed in the Company's annual report and accounts.
- 3** To re-appoint BDO LLP as auditor and authorise the Directors' to fix the auditor's remuneration.

4 To re-appoint Göran Färm, who is retiring in accordance with the Company's Articles of Association ("**Articles**"), as a Director.

5 To re-elect Chris Davies, who is retiring by rotation in accordance with the Articles, as a Director.

#### **As Special Business**

To consider and if thought fit to pass the following resolution which will be proposed as an Ordinary Resolution:

#### **Ordinary Resolution**

6 That the Directors be generally and unconditionally authorised to allot equity securities (as defined in section 560 of the Companies Act 2006):

6.1 in the case of ordinary shares in the Company, having a nominal amount; and

6.2 in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares in the Company having a nominal amount,

not exceeding, in aggregate, £1,340,768 provided that the power granted by this resolution shall expire on the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot equity securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

To consider and if thought fit to pass the following resolution which will be proposed as a Special Resolution:

#### **Special Resolution**

7 That, subject to the passing of resolution 6, the Directors be given the general power to allot equity securities (as defined by section 560 of the Companies Act 2006) for cash, either pursuant to the authority conferred by resolution 6 or by way of a sale of treasury shares, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities having:

7.1 in the case of ordinary shares in the Company, having a nominal amount; and

7.2 in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares in the Company having a nominal amount,

not exceeding, in aggregate, £1,340,768 provided that the power granted by this resolution shall expire on the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such

expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

By order of the Board

Liam O'Donoghue  
Company Secretary  
Beowulf Mining plc

201 Temple Chambers  
3-7 Temple Avenue  
London  
EC4Y 0DT  
United Kingdom

11 May 2018

#### **Notes to the Notice of Annual General Meeting for Shareholders**

##### **Entitlement to attend and vote**

- 1** In order to have the right to attend or vote at the meeting a person must be entered on the register of members by 6 p.m. (BST) on 27 June 2018.

##### **Appointment of proxies**

- 2** As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- 3** You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please use the procedures set out in the notes to the proxy form.
- 4** To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed (or a copy of it notorially certified in some other way approved by the directors) must be sent or delivered to Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, United Kingdom so as to arrive not less than 48 hours before the time of the meeting. Completion of the proxy form does not preclude a member from subsequently attending and voting at the meeting in person.
- 5** CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the

appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Neville Registrars Limited ID 7RA11 not less than 48 hours before the time of the meeting.

#### **Communication**

**6** Except as provided above, members who have general queries about the Meeting should telephone Liam O'Donoghue on +44(0) 20 7583 8304 (no other methods of communication will be accepted):

**7** You may not use any electronic address provided either:

- in this notice of annual general meeting; or
- in any related documents (including the chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

#### **Notes to the Notice of Annual General Meeting for Swedish Depository Receipts holders**

Holders of Swedish Depository Receipts of the Company ("SDRs") who wish to attend or vote by proxy at the AGM must:

- i. be registered in the register kept by Euroclear Sweden AB ("Euroclear") by 5:00 p.m. (CET) on June 19, 2018;
- ii. notify Skandinaviska Enskilda Banken AB (publ) ("SEB") of their intention to attend the AGM no later than 12:00 noon (CET) on June 21, 2018; or
- iii. send an original signed proxy form to SEB so as to arrive at SEB no later than 12:00 noon (CET) on June 21, 2018 (unless a SDR holder will attend the AGM in person).

Please note that requirement i. above must be fulfilled when the SDR holder chooses to attend the AGM as well as when he chooses to vote by using the proxy form.

Requirement i: SDRs are only registered in the name of the SDR holder in the register kept by Euroclear. SDR holders registered in the name of a nominee must have their SDRs registered in their own names in the register at Euroclear to be entitled to attend and/or vote (by an authorized attorney or in person or by proxy form) at the AGM. SDR holders who hold the SDRs through a nominee must therefore request their nominee to make a temporary owner registration (so-called voting-right registration) in good time before June 19, 2018 if they wish to attend and/or vote.

Requirement ii: SDR holders who are directly registered in the register at Euroclear, or whose SDRs have been voting-right registered by 5:00 p.m. (CET) on June 19, 2018 and who wish to attend and vote (by an authorized attorney or in person) at the AGM must notify SEB of their intention to attend the AGM no later than June 21, 2018 at 12:00 noon (CET).

Notice of the intention to attend the AGM should be made to SEB, by mailing to the address; SEB, Issuer Agent Department, AB3, SE-106 40 Stockholm, by e-mailing [issuedepartment@seb.se](mailto:issuedepartment@seb.se), by phone +46-8-763 55 60 or by faxing +46-8-763 62 50. Please state you name, phone number, personal number and quantity.

Requirement iii: SDR holders, who wish to instruct SEB to vote by proxy form, must send their original signed proxy forms by post or courier so as to arrive at SEB, Issuer Agent Department, AB3, SE-106 40 Stockholm, no later than 12:00 noon (CET) on June 21, 2018. Proxy forms will be available on [www.beowulfmining.com](http://www.beowulfmining.com).

SEB will tabulate the incoming proxy forms and notifications of attendance from SDR holders, and present to the Company the final tabulation of the SDR holders who were registered in the register at Euroclear on record date, June 19, 2018.

Please observe that conversion to or from SDRs and shares will not be permitted during the period between June 19 up to and including June 29, 2018.

Beowulf Mining plc

[www.beowulfmining.com](http://www.beowulfmining.com)

Beowulf: Liam O'Donoghue

Phone: + 44 20 7583 8304

#### ÅRSSTÄMMA I BEOWULF MINING PLC

**Årsstämma i Beowulf Mining plc (Beowulf), äger rum på kontoret hos Spotlight, Master Samuelsgatan 42, 3 tr 111 57 Stockholm torsdagen den 29 juni 2018 kl. 10.30 (CET)**

*Kallelse till årsstämman har skett den 1 juni 2018 genom pressmeddelande samt i enlighet med engelsk lag.*

#### **Anmälan m.m.**

Innehavare av svenska depåbevis avseende aktier i Beowulf som önskar delta och/eller rösta vid årsstämman skall

- I. vara införd i det av Euroclear Sweden AB förda avstämningsregistret på avstämningsdagen den 19 juni 2018 kl 17.00,
- II. anmäla sin avsikt att delta vid årsstämman till Skandinaviska Enskilda Banken AB (publ) ("SEB") så att anmälan mottagits av SEB senast torsdagen den 21 juni 2018 kl 12.00, eller
- III. skicka ett undertecknat röstkort med fullmakt i original till SEB så att röstkortet mottagits av SEB senast torsdagen den 21 juni 2018 kl 12.00 (såvida inte depåbevisägaren vill delta på årsstämman personligen eller via ombud).

Vänligen observera att den första punkten måste vara uppfylld såväl när depåbevisinnehavaren vill närvara på stämman som när depåbevisinnehavaren vill rösta genom röstkort.

I. Depåbevisinnehavare som har sina depåbevis förvaltarregistrerade måste, för att äga rätt att delta och rösta personligen eller rösta genom befullmäktigt ombud eller röstkort vid årsstämman, tillfälligt omregistrera depåbevisen i eget namn. Depåbevisinnehavare som önskar sådan omregistrering måste underrätta förvaltaren om detta i god tid före den 19 juni 2018, så att de finns med i det av Euroclear Sweden AB förda avstämningsregistret den 19 juni 2018 kl. 17.00.

II. Depåbevisinnehavare som vill anmäla sin avsikt att delta och rösta **personligen** eller genom ombud vid årsstämman skall anmäla sitt intresse till SEB, via post till Issuer Agent Department, AB3, 106 40 Stockholm, via e-post till; [issuedepartment@seb.se](mailto:issuedepartment@seb.se) eller via fax till; fax nummer +46 8 763 62 50, så att anmälan mottagits av SEB senast torsdagen den 21 juni 2018 kl. 12.00. Vänligen ange namn, adress, person- nummer, telefon samt antal depåbevis.

II. Depåbevisinnehavare som önskar rösta genom att instruera SEB att rösta via fullmakt skall skicka ett komplett, daterat och undertecknat röstkort med fullmakt till SEB, via post eller kurir till Issuer Agent Department, AB3, 106 40 Stockholm, så att anmälan mottagits av SEB senast torsdagen den 21 juni 2018

före kl 12.00 . Röstkort med fullmakt kan laddas hem från Beowulfs webbplats [www.beowulfmining.com](http://www.beowulfmining.com), eller kan efterfrågas från SEB via e-post på ovan angivna adress.

**Tillhandahållande av kallelsen och övriga handlingar inför årsstämman**

Kallelse till årsstämman, dagordning för och övriga handlingar inför stämman samt redovisningshandlingar och revisionsberättelse finns tillgängliga på Beowulfs webbplats [www.beowulfmining.com](http://www.beowulfmining.com). samt kan efterfrågas från Beowulf via post till Liam O'Donoghue, Company Secretary, Beowulf Mining plc, 201 Temple Chambers, 3-7 Temple Avenue, London, EC4Y 0DT, UK.

*The full English notice to attend the Annual General Meeting of Beowulf Mining plc is available on the company's website at [www.beowulfmining.com](http://www.beowulfmining.com).*

**PROXY FORM FOR HOLDERS OF SWEDISH DEPOSITORY RECEIPTS ("SDRs") FOR THE ANNUAL GENERAL MEETING ("AGM") OF SHAREHOLDERS OF BEOWULF MINING PLC (THE "COMPANY")**

**This original signed proxy form must be sent by post or courier so as to arrive at Skandinaviska Enskilda Banken AB (publ) ("SEB"), Issuer Agent Department, AB3, 106 40 Stockholm no later than 12.00 noon (CET) on June 21, 2018.**

**Instruction to SEB to appoint a proxy to vote at the AGM of the Company convened for June 29, 2018 at the offices of Spotlight, Master Samuelsgatan 42, 3 tr 111 57 Stockholm, at 10.30 a.m. (CET) and at any adjournment of the meeting.**

**Before completing this form, please read the explanatory notes below**

I/We ..... (name(s))  
.....  
(address(es))

Identification number:.....being [a] registered owner[s] at Euroclear Sweden AB by 5:00 p.m. (CET) on June 19, 2018 of ..... SDRs representing shares in the above named Company hereby instruct and authorise SEB to appoint and instruct the Chairman of the AGM to attend, speak and vote on my/our behalf at the AGM of the Company to be held on June 29, 2018 at 10.30 a.m. (CET) and at any adjournment of the meeting.

I/we instruct and authorise SEB to direct such proxy to vote on the resolutions to be proposed at such meetings as set out below.

This proxy form isto be used in respect of the resolutions mentioned below. Please insert an X in the appropriate space alongside each resolution to indicate how you wish the votes in respect of the shares represented by your SDRs to be cast. Unless otherwise indicated, the proxy will be instructed to vote as he thinks fit or abstain from voting in relation to any other matter which is put before the meeting.

RESOLUTIONS	For	Against	Vote Withheld
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<b>ORDINARY BUSINESS</b>			
<b>1</b> To receive and consider the Company's audited accounts for the year ended 31 December 2017 and the directors' and auditors' reports thereon.			
<b>2</b> To consider and approve the remuneration report as detailed in the Company's annual report and accounts.			
<b>3</b> To re-appoint BDO LLP as auditor and authorise the directors' to fix the auditor's remuneration.			
<b>4</b> To re-appoint Göran Färm, who is retiring, as a director.			
<b>5</b> To re-appoint Chris Davies, who is retiring by rotation, as a director.			
<b>SPECIAL BUSINESS</b>			
<b>6</b> To authorise the directors to allot equity securities (as defined in Section 560 of the Companies Act 2006) generally pursuant to Section 551 of that Act.			
<b>7</b> To authorise the directors to allot equity securities (as defined in Section 560 of the Companies Act 2006) as if Section 561(1) of that Act did not apply to such allotment.			

<b>Signature</b>	<b>Date</b>

### Notes to the proxy form

- As the holder of the shares in the Company represented by your SDRs, SEB is entitled to appoint a proxy to exercise all or any of the rights attaching to such shares to attend, speak and vote at a general meeting of the Company. You can only direct SEB to appoint a proxy using the procedures set out in these notes.

- 2** Only SDR Holders who are directly registered in the Euroclear Sweden AB register or who have a voting right registration by 5.00 p.m. (CET) on June 19, 2018 may instruct and authorise SEB in accordance with this proxy form.