

Press release May 7, 2012

## **Arctic Gold AB (ARCT): The Nominating Committee's proposals etc. for the Annual General Meeting of Arctic Gold AB**

**Arctic Gold AB's General Meeting has decided to institute a nominating committee with the responsibility of proposing election candidates for Directors of the Board and their compensation as well as election of auditors and their compensation. For the Annual General Meeting of 2012 the Nominating Committee is composed of Torsten Börjemalm, Tord Cederlund, Lars Höckenström and Solveig Staffas. Chairman of the Nominating Committee is Solveig Staffas.**

### **The Nominating Committee's proposal**

- The Nominating Committee proposes that Torsten Börjemalm is elected as Chairman at the meeting.
- The Nominating Committee proposes that, for the period up to the end of the next Annual General Meeting, compensation in the amount of 60,000 kr be paid to the Chairman of the Board and 40,000 kr to the Directors of the Board, including their committee work. These amounts are unchanged as compared to last year's figures. No compensation is paid to Alternate Directors.
- The Nominating Committee proposes that the Board of Directors of the company, for the period up to the end of next year's Annual General Meeting, be composed of five Directors and two Alternate Directors and proposes that Torsten Börjemalm and Stefan Månsson be re-elected, as well as new election of Tord Cederlund, Markus Elsasser and Krister Söderholm, and for Alternate Directors Christer Löfgren and Johan Klemet Kalstad.
- Torsten Börjemalm is proposed to be re-elected as the Chairman of the Board.
- Regarding establishing the compensation amount for the auditors and the election of auditors the Nominating Committee proposes that the compensation to the auditor is paid in accordance with approved invoice and that the audit company Ernst & Young along with Göran Ohlsson as overall responsible auditor remain up until the Annual General Meeting 2013.
- The Nominating Committee proposes that a Nominating Committee is formed for the Annual General Meeting of 2013. The Nominating Committee shall, for the Annual General Meeting of 2013, formulate proposals regarding decisions for Chairman at the meeting, number of Directors of the Board to be elected by the meeting, election of Chairman and other Directors of the Board as well as auditor, compensation for the Board and the auditor and principles for selecting the Nominating Committee.

The Nominating Committee shall be composed of four members, which are to be selected as follows. Each one of the Company's two largest stock holders as of September 30, 2012, have the right to select one representative each, of which no more than one may be a Director of the Board who is in a position of dependence to the Company's larger stock holders. If both these owners wish to select a Director of the Board who is in a position of dependence to the larger stock holder, the owner with the most shares shall be given precedence. If any of the two largest stock holders should decide to abstain from their right to select a representative for the Nominating Committee as per the above, the right will transfer to the stock holder who next to these has the largest amount of stock. Once the representatives above have

Arctic Gold's business concept is to engage in exploration activities to discover and demonstrate commercially extractable gold and base metal deposits in Scandinavia. The strategy is primarily to carry out exploration work and either sell the project within a few years or to establish mining activities under the company's own control or through a partnership with other companies. Arctic Gold focuses mainly on the Bidjovagge project in northern Norway and current gold and base metal permits in Västerbotten and Norrbotten.

been selected they together shall select an additional two persons to be part of the Nominating Committee, of which at least one shall represent the lesser stock holders. The above-named persons shall be selected so that a majority of the Nominating Committee's representatives are not persons who are also Directors of the Board. If the Nominating Committee does not agree otherwise, the member who represents the most major stock holder shall be the Chairman of the Nominating Committee, providing he is not also the Chairman or a Director of the Board, in which case the representative of the next largest stock holder who is not also the Chairman or a Director of the Board, shall be the Chairman. The membership of the Nominating Committee shall be made public as soon as the selection is completed and no later than 6 months before the Annual General Meeting of 2013. If a member represents a certain owner the owner's name shall be made known. If the applicable ownership situations have changed as of the end of the fourth quarter of 2012, the composition of the Nominating Committee shall, if possible and as deemed necessary by the current Nominating Committee, be changed to reflect the new ownership situation. If a member leaves his position in the Nominating Committee before their work is completed a replacement shall, if deemed necessary by the current Nominating Committee, be selected by the same share holder who selected the member or, if this share holder is no longer one of the two largest owners, by the new share holder belonging to this group. Any costs incurred by the Nominating Process are to be covered by the company.

All of the persons proposed by the Nominating Committee to be elected as Directors of the Board are, according to the Nominating Committee's evaluation, not in a position of dependence to the major share holders in the company. All of the proposed Directors are independent in relation to the company and the company management.

#### **The Nominating Committee's statement regarding proposal for Board of Directors**

The proposed Board of Directors with alternates consists of persons with long experience in the mining industry as well as persons with extensive experience from the business world in general and major industrial projects in particular along with the local conditions in Norway. The Nominating Committee's considers that the proposed Board of Directors has the required diversity and breadth in their competence, experience and background needed, considering the operations and developmental stage of the company.

For further information, please contact the company's CEO.

Lars-Åke Claesson  
CEO  
Arctic Gold AB (publ)  
+46 18 15 64 23  
+46 70 67 33 294  
claesson@arcticgold.se  
www.arcticgold.se

Arctic Gold's business concept is to engage in exploration activities to discover and demonstrate commercially extractable gold and base metal deposits in Scandinavia. The strategy is primarily to carry out exploration work and either sell the project within a few years or to establish mining activities under the company's own control or through a partnership with other companies. Arctic Gold focuses mainly on the Bidjovagge project in northern Norway and current gold and base metal permits in Västerbotten and Norrbotten.