

Notice of Extraordinary General Meeting of the Shareholders

04.11.2014 | [The Newswire](#)

NORTHLAND

Luxembourg, / TNW-ACCESSWIRE / November 4, 2014 / [Northland Resources SE](#) (OSE: NAUR, Frankfurt: NPK, Nasdaq OMX/First North: NAURo - together with its subsidiaries "Northland", "NRSE" or the "Company") will hold an extraordinary general meeting of the shareholders of the Company. The meeting will be held at 7A, rue Robert Stumper, L-2557 Luxembourg, Grand Duchy of Luxembourg on November 27, 2014 at 08:00 a.m. (CET).

Notice is hereby given that an extraordinary general meeting of the shareholders of the Company will be held at 7A, rue Stumper, L-2557 Luxembourg, Grand-Duchy of Luxembourg on 27 November 2014 at 8 a.m. (CET) (the "EGM"), in order to deliberate upon the following agenda:

Agenda:

- 1.Presentation and approval of the transfer project and of the management report in compliance with article 8 of Council Regulation (EC) 2157/2001 of 8 October 2001 on the statute for a European company (SE) and articles 101-2 to 101-4 of the Luxembourg law of 10 August 1915 on commercial companies, as amended in order to transfer the registered office of the Company from Luxembourg to Sweden;
- 2.Decision to transfer the registered office of the Company from Luxembourg to Sweden in accordance with article 8 of Council Regulation (EC) 2157/2001 of 8 October 2001 on the statute for a European company (SE),article 101-6 of the Luxembourg law of 10 August 1915 on commercial companies ,and, regarding the registration of the transfer of the Company to Sweden, applicable Swedish laws, as amended;
- 3.Subject to the adoption of the second resolution above, decision to change the Company's denomination to "[Northland Resources SE](#) (publ)";
- 4.Subject to the adoption of the second resolution above and effective as of the date of registration of the Company with the Swedish Companies Registration Office, decision to fully restate the articles of association of the Company (including certain amendments to the Company's corporate purpose) and adoption of a Swedish version thereof translated by a certified translator;
- 5.Subject to the adoption of the second resolution above and effective as of the date of registration of the Company with the Swedish Companies Registration Office, decision to appoint Ernst & Young AB as registered accounting firm of the Company; and

6. Subject to the adoption of the second resolution above and effective as of the date of registration of the Company with the Swedish Companies Registration Office, decision to, with or without deviation from the shareholders' preferential right, authorize the board to, until the next annual general meeting, be entitled to issue shares, warrants and convertibles against payment in cash, set off or payment in kind.

Shareholders are hereby informed that in accordance with Article 67-1 (2) of the Luxembourg law of 10 August 1915 on commercial companies as amended, an extraordinary general meeting of shareholders may only validly deliberate if a quorum of at least 50% of the share capital is present or represented and a majority of at least 2/3 of the votes cast is reached, for a decision to be approved. If the first of these conditions is not satisfied, the meeting may be reconvened and may in such case deliberate regardless of the portion of the share capital present or represented.

Shareholders who are unable to attend the meeting are requested to complete, date, sign and return the enclosed form of proxy in accordance with the instructions set out in the proxy and in the information circular accompanying this notice. A Shareholder who wishes to attend the meeting may register with the scrutineer before the meeting begins.

The Notice, the Management Information Circular, the Transfer Project and the Management Report:

<http://northland.eu/en-us/about-us/corporate-governance/general-meetings>

For more information, please call: +46 920 779 11

Email: ir@northland.eu or visit our website: www.northland.eu

Northland is a producer of iron ore concentrate, with a portfolio of production, development and exploration mines and projects in northern Sweden and Finland. The first construction phase of the Kaunisvaara project is complete and production ramp-up started in November 2012. The Company expects to produce high-grade, high-quality magnetite iron concentrate in Kaunisvaara, Sweden, where the Company expects to exploit two magnetite iron ore deposits, Tapuli and Sahavaara. Northland has entered into off-take contracts with three partners for the entire production from the Kaunisvaara project over the next seven to ten years. The Company has also finalized a Definitive Feasibility Study ("DFS") for its Hannukainen Iron Oxide Copper Gold ("IOCG") project in Kolari, northern Finland.

Forward-Looking Information

This announcement may include "forward-looking" information within the meaning of applicable securities laws. This forward-looking information can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative, or other variations or comparable terminology. This forward-looking information includes all matters that are expectations concerning, among other things, Northland's results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which it operates. By their nature, forward-looking information involves risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Readers are cautioned that forward-looking information is not a guarantee of future performance and that Northland's actual results of operations, financial condition and liquidity, and the development of the industry in which it operates may differ materially from those made in or suggested by the forward-looking information contained in this press release. In addition, even if Northland's results of operations, financial condition and liquidity, and the development of the industry in which Northland operates are consistent with the forward-looking information contained in this press release, those results or developments may not be indicative of results or developments in subsequent periods.

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