



To the shareholders of NunaMinerals A/S under suspension of payments

Notice is hereby given, pursuant to article 4 of the Articles of Association, that the Annual General Meeting of NunaMinerals A/S under suspension of payments (“NunaMinerals” or “the Company”) will be held on Wednesday, 25 November 2015 at the Hotel Hans Egede, Aqqusinersuaq 1, 3900 Nuuk, at 4 pm with the following agenda:

1. Report on the activities of the Company.
2. Presentation of the annual report 2014 for approval.
3. Resolution for the distribution of profit or covering of loss according to the annual report as approved.
4. Election of members to the Board of Directors.
5. Determination of the remuneration of the Chairman and the other members of the Board of Directors.
6. Appointment of auditor.
7. Any proposals from the Board of Directors and/or shareholders.
 - a. Proposal from the Board of Directors to reduce the Company’s share capital by nominally DKK 2,207,276 from nominally DKK 2,759,094 to nominally DKK 551,818.80 for the purpose of payment of losses, by way of decreasing the nominal value of each share from DKK 0.1 to DKK 0.02.
 - b. Proposal from the Board of Directors to increase the Company’s share capital by nominally DKK 1,657,443.46 from nominally DKK 551,818.80 to nominally DKK 2,209,262.26 by way of cash contribution of DKK 5,300,460.73, without pre-emptive subscription rights for existing shareholders.
 - c. Proposal from the Board of Directors to increase the Company’s share capital by nominally DKK 1,469,536.54 from nominally DKK 2,209,262.26 to nominally DKK 3,678,798.80 by way of conversion of debt in the amount of DKK 4,699,539.27, without pre-emptive subscription rights for the existing shareholders.
8. Any other business.

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The agenda will be posted on the Company’s website www.nunaminerals.com.

The agenda, the complete proposals and a statement of the Board of Directors concerning the general meeting proposals to restructure NunaMinerals will be available for inspection by the shareholders at the Company’s office not later than eight days prior to the annual general meeting.

The annual report and the auditors’ report are available for inspection at the Company’s temporary office c/o Advokatfirmaet Paulsen Keldsen, Kissarneqqortuunnguaq 9, P.O. Box 510, GL-3900 Nuuk from 16 November 2015 and will be forwarded to all registered shareholders who so request, as required by article 4.06 of the Articles of Association. The annual report 2014 has been available on the Company’s website, www.nunaminerals.com since 14 October 2015.

The share capital of NunaMinerals A/S is a nominal amount of DKK 2,759,094 distributed on shares of a nominal amount of DKK 0.1 or multiples thereof.

The proposed resolutions under items 1, 2, 3, 4, 5 and 6 can be adopted by a simple majority of votes. The proposed resolutions under items 7.a), 7.b) and 7.c) can be adopted by 2/3 of the votes cast and 2/3 of the votes represented at the general meeting.



The voting right attached to shares acquired by transfer may only be exercised if the shareholder has had his shares recorded in the Company's Register of Shareholders or has given notice of his acquisition and submitted appropriate documentation thereof not later than when the general meeting was convened.

Pursuant to article 6.01 of the Articles of Association, only shareholders who have personally or in writing requested an admission card from NunaMinerals A/S, Issortarfimmut 1, P.O. Box 790, 3900 Nuuk, by telephone, +299 36 20 00, fax +299 36 20 10 or email info@nunaminerals.com not later than on Friday 20 November 2015 at 12 pm will be entitled to attend the general meeting.

Shareholders not recorded in the Company's Register of Shareholders must document their shareholding by presenting a deposit statement from VP Securities A/S or the shareholder's bank which is not more than five days old, and submit a written declaration stating that the shareholder has not sold his shares after the statement was issued and that he will not sell the shares until after the general meeting at the earliest.

Admission cards along with voting papers will be distributed at the entrance to the general meeting.

Shareholders who do not expect to be present at the general meeting can submit a proxy to the Board of Directors or a person appointed by the shareholder by submitting a completed proxy form to NunaMinerals A/S, c/o Advokatfirmaet Paulsen Keldsen, Kissarnejqortuunnguaq 9, P.O. Box 510, GL-3900 Nuuk,] 3900 Nuuk, fax +299 32 58 77 or e-mail advokat@paulsen.gl. The proxy form must be received by the Company not later than on Friday 20 November 2015.

Pursuant to article 15 of the Articles of Association the Company can use electronic communication in the form of e-mail when convening annual and extraordinary general meetings, forwarding subscription lists, annual reports, announcements and any other general information about the Company to the shareholders. As the Company will henceforth use this access to electronic communication, future general meetings etc. will be convened via e-mail.

Pursuant to article 15 of the Articles of Association, the shareholders are therefore invited to notify the Company of the e-mail address to which these announcements can be sent. It is the shareholders' own responsibility to ensure that the Company has the correct e-mail address. If the Company does not receive an e-mail address or the e-mail address is not correct, the above-mentioned announcements will not be forwarded directly.

Nuuk, 16 November 2015

The Board of Directors



The complete proposals of the Board of Directors:

Agenda item no. 1:

Proposal for approval of the Board of Directors report.

Agenda item no. 2:

Proposal for approval of the annual report for 2014.

Agenda item no. 3:

Proposal to transfer the loss of 87,029 tDKK for the year to retained earnings.

Agenda item no. 4:

Election of members to the Board of Directors is carried by a simple majority in compliance with article 8.01 of the Articles of Association. The Board of Directors are elected by the annual general meeting for one year at a time, cf. article 9.01 of the Articles of Association. The current Board of Directors are not standing for re-election.

The Board of Directors proposes that Christopher J. Williams is elected as a new member of the Board of Directors.

The Board of Directors proposes that David A. Winduss is elected as a new member of the Board of Directors.

The Board of Directors proposes that Allan R. Biggar is elected as a new member of the Board of Directors.

Information about the individual candidates are given on page 8 below.

Agenda item no. 5:

The Board of Directors proposes that the board of directors' remuneration for 2014 is approved. Due to the severe liquidity situation of the Company the board of directors does not receive any remuneration for 2015.

Agenda item no. 6:

The Board of Directors proposes reappointment of Deloitte Statsautoriseret Revisionspartnerselskab.

Agenda item no. 7.a:

The board of directors proposes to reduce the Company's share capital by nominally DKK 2,207,276 from nominally DKK 2,759,094 to nominally DKK 551,818.80 for the purpose of payment of losses by way of decreasing the nominal value of each share from DKK 0.1 to DKK 0.02.

The auditor's statement according to which the Company's losses at least correspond to the reduction amount, ref. section 44a(5) of the Public Companies Act, as applicable in Greenland, will be made available at the Company's temporary office from 16 November 2015.

If the resolution to reduce the Company's share capital is adopted, the board of directors proposes to amend article 3.01 of the articles of association of the Company as follows:

"The Company's share capital is DKK 551,818.80 divided into shares of DKK 0.02 each or multiples thereof."



Agenda 7.b:

The board of directors proposes to increase the Company's share capital as follows:

- a. The share capital is increased by nominally DKK 1,657,443.46 which constitutes the minimum and the maximum nominal amount by which the share capital can be increased. The share capital is increased from nominally DKK 551,818.80 to nominally DKK 2,209,262.26 by subscription of 82,872,173 new shares each of nominally DKK 0.02.
- b. The subscription for the new shares takes place without pre-emptive subscription rights for the existing shareholders.
- c. Subscription takes place immediately after the general meeting on separate subscription lists and payment of the subscription amount to the company must take place upon subscription.
- d. The new shares are issued with a nominal value of DKK 0.02 or in multiples thereof.
- e. The new shares are subscribed for at market price, corresponding to a rate of 319.797375, equivalent to a price of DKK 0.063959475 per share of nominally DKK 0.02.
- f. The new shares are negotiable and shall be issued in the name of the holder. The new shares are subject to the same restrictions on transferability as the existing shares.
- g. The new shares entitle the holder to dividend and other rights in respect of the Company as of the registration of the capital increase.
- h. The costs related to the capital increase shall be defrayed by the Company and are estimated not to exceed DKK 100,000 exclusive of VAT.

Under section 29(3) of the Public Companies Act, as applicable in Greenland, if the pre-emptive subscription rights for existing shareholders are dis-applied, the reason for the dis-application and the reason for the proposed subscription price must be included in the notice.

The reason for the disapplication of the pre-emptive subscription right for the existing shareholders in connection with the directed share issue is that the board of directors do not consider a rights issue a realistic option for the restructuring of the company. Further, the company did not, in the opinion of the board of directors, have the available time or funds for the preparation of a prospectus (which would be required in the event of a rights issue). Lastly, the disapplication of the pre-emptive rights and the subscription by Greenland Mining Management Ltd. is an integral part of the restructuring agreement proposed between inter alia the Greenland Government, the Company and Greenland Mining Management Ltd.

The subscription price was negotiated and agreed between the Greenland Government, the Company and Greenland Mining Management Ltd. and, in the view of the board of directors, represents a fair price, given the Company's current financial and operational circumstances.

If the resolution to increase the Company's share capital is adopted, the board of directors proposes to amend article 3.01 of the articles of association of the Company as follows:

"The Company's share capital is DKK 2,209,262.26 divided into shares of DKK 0.02 each or multiples thereof."



Agenda 7.c

The board of directors proposes to increase the Company's share capital as follows:

- a. The share capital is increased by nominally DKK 1,469,536.54 which constitutes the minimum and the maximum nominal amount by which the share capital can be increased. The share capital is increased from nominally DKK 2,209,262.26 to a maximum of nominally DKK 3,678,798.80 by subscription of up to 73,476,827 new shares each of nominally DKK 0.02.
- b. The subscription for the new shares takes place without pre-emptive rights for the existing shareholders.
- c. Subscription takes place after the general meeting on separate subscription lists no later than 31 December 2015 and payment of the subscription amounts to the company shall be made no later than 31 December 2015.
- d. The new shares are issued with a nominal value of DKK 0.02 or in multiples thereof.
- e. The new shares are subscribed for at market price, corresponding to a rate of 319.797375, equivalent to a price of DKK 0.063959475 per share of nominally DKK 0.02.
- f. The new shares are negotiable and shall be issued in the name of the holder. The new shares are subject to the same restrictions on transferability as the existing shares.
- g. The new shares entitle the holder to dividend and other rights in respect of the Company as of the registration of the capital increase.
- h. The costs related to the capital increase shall be defrayed by the Company and are estimated not to exceed DKK 100,000 exclusive of VAT.

The statement from the board of directors regarding the background for and the time of the creation of debt to be converted and for the reasons for the proposed conversion, ref. section 33a(1) of the Public Companies Act, as applicable in Greenland, will be made available at the Company's office from 16 November 2015.

If the resolution to increase the Company's share capital is adopted, the board of directors proposes to amend article 3.01 of the articles of association of the Company as follows:

"The Company's share capital is DKK 3,678,798.80 divided into shares of DKK 0.02 each or multiples thereof."

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REQUEST FOR ADMISSION CARD

Request for admission card to the annual general meeting of NunaMinerals A/S to be held on Wednesday 25 November 2015 at 12.00 at Hotel Hans Egede, Aqquinersuaq 1, 3900 Nuuk

Requests for admission cards must be received by the Company **not later than on Friday 20 November 2015.**

VP Securities Services reference: _____

Request for admission card:

MARK WITH AN X

I/We hereby request an admission card and voting paper.

(Name of shareholder)
(Please use capital letters)

I/We hereby request an admission card for an adviser.

(Name of adviser)
(Please use capital letters)

....., 2015
(Place) (Date)

.....
(Shareholder's signature and stamp (if any))

Please send the request for admission card to:

NunaMinerals A/S, Issortarfimmut 1, P.O. Box 790, 3900 Nuuk, fax +299 36 20 10 or e-mail to info@nunaminerals.com

The Company will not be held responsible for any postal delay.



PROXY FORM

You may use this proxy to authorise either 1) the Board of Directors to vote in accordance with its recommendations, 2) the Chairman of the Board of Directors (or his duly appointed representative) to vote as per the instructions you have indicated in the table below, or 3) any other named person to attend and vote your shares.

The proxy will apply to all business considered at the annual general meeting. If new proposals are submitted for a vote, including amendments or candidates not on the Agenda, your proxy may vote on your behalf as he or she thinks fit.

1) Proxy to the Board of Directors to vote according to the Board's recommendations:

If you wish to vote in accordance with the recommendations of the Board of Directors as set out in the table below, simply date and sign the proxy form and return it to NunaMinerals by letter or fax +299 36 20 10. The Company will not be held responsible for any postal delay.

2) Proxy to the Board of Directors to vote according to your instructions:

If you require the Chairman of the Board of Directors (or his duly appointed representative) to vote as per your instructions, please tick the boxes in the table as appropriate, date and sign the proxy form and return it to NunaMinerals A/S by letter or fax to +299 36 20 10. Please note that you cannot indicate your instructions below if you wish to nominate another person as your proxy under item 3).

3) I wish to be represented by another person:

Agenda (Shortened – the complete agenda appears above).	Recommendation by the Board of Directors	Your instructions		
		For	Against	Abstain
1) Report by the Board of Directors.	NOT TO BE VOTED ON			
2) Approval of the Annual Report.	<i>To be approved</i>			
3) Appropriation of the profit or treatment of the loss.	<i>To be approved</i>			
4) Election of members to the Board of Directors				
Christopher J. Williams	<i>To be approved</i>			
David A. Winduss	<i>To be approved</i>			
Allan R. Biggar	<i>To be approved</i>			
5) Determination of remuneration of the Board of Directors.	<i>To be approved</i>			
6) Appointment of auditor. <i>(The Board of Directors proposes reappointment of Deloitte Statsautoriseret Revisionspartnerselskab).</i>	<i>To be approved</i>			
7a) The Board of Directors proposal to reduce the share capital	<i>To be approved</i>			
7b) The Board of Directors proposal to increase the share capital by subscription of new shares without pre-emptive rights for existing shareholders	<i>To be approved</i>			
7c) The Board of Directors proposal to increase the share capital by way of conversion of debt	<i>To be approved</i>			
8) Any other business.	NOT TO BE VOTED ON			

I hereby authorise the following named third party:
(Name and address of proxy – please use capital letters)

to attend the Company's ordinary general meeting on 25 November 2015 on my behalf and to vote all of my shares. Please note that if a named third party is appointed as proxy, the proxy form will also be taken as a request for an admittance card to the proxy mentioned above.

....., 2015
(Place) (Date) (Shareholder's signature)

The completed and signed proxy form must be received by the Company not later than on Friday 20 November 2015. The proxy form can be sent by postal service to NunaMinerals A/S, Issortarfimmut 1, P.O. Box 790, 3900 Nuuk, via fax +299 36 20 10 or e-mail to info@nunaminerals.com.



PRESENTATION OF CANDIDATES TO THE BOARD OF DIRECTORS OF NUNAMINERALS A/S

Allan Biggar (born 27 January 1963, aged 52)

Mr Biggar has spent the last 25 years in the PR and brand management industry and has advised companies such as Visa International, Altria, Google, Coca-Cola and Equitable Life at board level on business strategy and communications. Mr Biggar joined the WPP flagship PR company, Burson-Marsteller in 1994, and held managing director, CEO of UK Operations and Co-CEO of European Operations positions between 1997 and 2005. He served on the main board of directors of Burson-Marsteller Global from 2001 to 2005 and as Global Chairman, Corporate and Financial from 2004-2005. In 2005, PR Week Power 100 Book recognized Mr. Biggar as one of the most powerful players in UK PR.

Venturing into business as an entrepreneur, Mr Biggar founded All About Brands plc, an advertising, media and PR company in 2006, and over his 5 year tenure as CEO it grew into a company with operations in Europe, the Middle East, USA and India. Mr Biggar stood down as CEO in 2011, becoming Chairman, a position that he held until the company was put into voluntary liquidation in 2012.

Mr Biggar is a partner in London based Jericho Chambers, a progressive communications partnership, and continues to work for a wide variety of clients, his focus being on entrepreneurs and emerging markets, especially in the former Soviet Union and the Middle East. Most recently, in 2015 Mr Biggar joined a music streaming business as Chief Commercial Officer.

Mr Biggar is Chairman of Equity Media Partners Limited and its subsidiaries who bring together a group digital publishing properties and events including www.freshbusinessthinking.com, a leading UK online community for entrepreneurs, as well as the Digital Marketing Show held annually at London's Excel venue. He has served on various boards as a non-executive Director including the board of Smartcells International Limited, Europe's leading stem-cell storage bank, and Corporate Television Networks Limited, a London based broadcasting and communications company. Mr Biggar writes and broadcasts regularly on leadership and brand building.

David Winduss (Chief Executive Officer and Chief Financial Officer, born on 12 May 1962, aged 53)

In a career that spans more than 25 years, Mr Winduss has been actively involved in public and private company acquisitions, arranging financing, and carrying out commercial negotiations. He has extensive knowledge of financial control and corporate governance in public companies. After qualifying as a Chartered Accountant with Ernst and Young in 1987, he joined the finance department of Hanson Plc following its takeover of Consolidated Goldfields. After 3 years at Hanson, he was appointed group financial controller of Jacobs Holdings plc and was subsequently promoted to Commercial Director principally responsible for acquisitions. Over the next 12 years, Jacobs, which was listed on the main market of the LSE, made significant acquisitions in the shipping, property and automotive sectors and was eventually taken over by Bidvest Plc, the South African conglomerate. From 2002 to 2006 Mr Winduss served on the main board of directors for Bidcorp Plc (listed on the Official List) as head of property acquisition and disposal. After leaving Bidcorp, Mr Winduss helped launch a new building materials business in the UK, Durisol UK Limited, in 2007, and served as its Managing Director until May 2014 overseeing several rounds of fund raising.

Chris Williams (Non-Executive Director, born on 8 March 1965 aged 50)

Mr Williams has more than 18 years of experience in senior and executive management. He has substantial experience in the entertainment, LED & display technology, research & development, security, advertising and media industries. In 2003 Mr Williams founded LUMIDIEM Limited in Dubai and served as Chairman and CEO until 2010, when the company was valued at in excess of USD\$90 million. In 1997 Mr Williams was also the founder and CEO of Outdoor Television Network, in which he partnered with John Singleton, an Australian entrepreneur, and designed and operated the first mobile high resolution LED colour video display in Australia. Mr Williams co-owned the internationally recognized fireworks company Explosive Entertainment which provided the fireworks and live sites for many several high profile globally viewed events such as the closing of the Sydney 2000 Olympic Games, the FIFA World Cup in Seoul, the Sydney and London Millennium, and the advertising sales and programming scheduling and operational delivery for the Korean FIFA World Cup on 18 outdoor LED displays. The Company was sold in 1999. Mr Williams lives in Sydney, Australia and since 2012 Mr Williams has been the CEO of LUMIDIEM (ANZ) Pty Limited.