

Stock Exchange Release**Talvivaara Mining Company Plc****8 July 2016****NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

Notice is given to the shareholders of Talvivaara Mining Company Plc (“Talvivaara” or the “Company”) of the extraordinary general meeting to be held on 11 August 2016 at 11:00 a.m. (Finnish time) in Espoo at the premises of Aalto University, Auditorium D, Undergraduate Centre, at Otakaari 1, Espoo, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 10:00 a.m. (Finnish time).

A. MATTERS ON THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING

At the extraordinary general meeting, the following matters will be considered:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to scrutinise the minutes and to supervise the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes
6. Sale of mining-related assets to Terrafame

The Board of Directors proposes that the extraordinary general meeting would approve the sale by Talvivaara of its assets related to the Sotkamo mining operations (the “Mining Assets”) to Terrafame Ltd (“Terrafame”).

On 30 June 2016, Talvivaara and Terrafame signed agreements pursuant to which the parties agreed on the sale of the Mining Assets to Terrafame (the “Agreements”). The Mining Assets include, among others, the lime plant needed for the Sotkamo operations, laboratory, as well as rights to the geological, laboratory and production related data associated with the Sotkamo mine.

The purchase price for the assets sold consists of a cash component of EUR 1.4 million payable by Terrafame to the Company and a full and final settlement of the guarantee liability of the Company under the Loan and Streaming Holiday Agreement, with the principal amount of approximately EUR 14 million (including interest up until 30 June 2016). In connection therewith, the Company and Terrafame also agreed on a full and final settlement of the guarantee liability of the Company under the Zinc in Concentrate Purchase Agreement, amounting to approximately EUR 203.4 million.

Certain shareholders of the Company, comprising of Solidium Ltd and Mr. Pekka Perä, CEO of Talvivaara, who together represent approximately 20 per cent of the ordinary shares currently issued and outstanding (excluding 192,883,000 shares held in treasury by the Company not carrying any voting rights), have preliminarily agreed to vote in favour of the transaction at the extraordinary general meeting.

Should the extraordinary general meeting not approve the sale of the Mining Assets, the Agreements would be cancelled and the transactions revoked and, consequently, the parties would resume the positions existing immediately prior to the signing of the Agreements which could lead to the bankruptcy of the Company.

7. Closing of the meeting

B. DOCUMENTS OF THE EXTRAORDINARY GENERAL MEETING

This notice and the proposal of the Board of Directors on the agenda of the extraordinary general meeting are available on the Company's website at www.talvivaara.com/egm-2016. This notice and the proposal of the Board of Directors will also be available at the meeting. Copies of this notice and the proposal of the Board of Directors will be sent to shareholders upon request. The minutes of the extraordinary general meeting will be available on the above-mentioned website as from 25 August 2016.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE EXTRAORDINARY GENERAL MEETING

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on 1 August 2016 in the shareholders' register of the Company held by Euroclear Finland Ltd, has the right to participate in the extraordinary general meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the Company.

A shareholder, who is registered in the shareholders' register of the Company and who wants to participate in the extraordinary general meeting, shall register for the meeting no later than 4:00 p.m. (Finnish time) on 8 August 2016 by giving a prior notice of participation. The notice has to be received by the Company before the end of the registration period. Such notice can be given:

on the Company's website www.talvivaara.com;

by e-mail to the address egm@talvivaara.com;

by telefax to the number +358 20 712 9801; or

by regular mail to the Company's address, Ahventie 4 B, 5th floor, FI-02170 Espoo, Finland.

In connection with the registration, a shareholder shall notify his/her name, personal identification number/business identity code, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data given to the Company is used only in connection with the extraordinary general meeting and with the processing of related registrations. The shareholder, his/her authorised representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation.

2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the extraordinary general meeting by virtue of such shares, based on which he/she on the record date of the extraordinary general meeting, i.e., on 1 August 2016, would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Ltd. The right to participate in the extraordinary general meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd at the latest on 8 August 2016 by 10:00 a.m. (Finnish time). As regards nominee registered shares this constitutes due registration for the extraordinary general meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder's register of the Company, the issuing of proxy documents and the registration for the extraordinary general meeting from his/her custodian bank. The account operator of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the extraordinary general meeting, into the temporary shareholders' register of the Company at the latest by the time stated above.

3. Proxy representative and powers of attorney

A shareholder may participate in the extraordinary general meeting and exercise his/her rights at the meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the extraordinary general meeting. When a shareholder participates in the extraordinary general meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the extraordinary general meeting.

Possible proxy documents should be delivered in originals to the Company at the Company's address given above before the last date for registration.

4. Other instructions and information

Pursuant to Chapter 5, Section 25 of the Finnish Companies Act, a shareholder who is present at the extraordinary general meeting has the right to request information with respect to the matters to be considered at the meeting.

On the date of this notice to the extraordinary general meeting, 7 July 2016, the total amount of the shares and votes entitling to participation in the extraordinary general meeting is 1,915,271,152.

The extraordinary general meeting will be held in the Finnish language, but questions can also be presented in the English language.

Espoo, Finland, on 7 July 2016

TALVIVAARA MINING COMPANY PLC

The Board of Directors