

Summary

SECTION 1 – INTRODUCTION INCLUDING WARNING NOTICES

1.1	<i>Name and International Securities Identification Number (ISIN) of the securities</i>	The rights issue comprises shares in Eurobattery Minerals AB with the ISIN SE0012481570 and series TO3 warrants with the ISIN SE0019071986.
1.2	<i>Identity and contact details of the issuer</i>	The issuer is Eurobattery Minerals AB, reg. no. 556785-4236 and LEI (legal entity identifier) 5493006B6J2A44JJYD81. Representatives of the company can be reached by telephone at +46 730 788414 and by mail at ir@eurobatteryminerals.com and at the home address Strandvägen 7A, 114 56 Stockholm, Sweden. The company's website is www.eurobatteryminerals.com .
1.3	<i>Identity and contact details of the respective authority that has approved the Prospectus</i>	The Prospectus has been reviewed and approved by the Swedish Financial Supervisory Authority. The Swedish Financial Supervisory Authority can be contacted by telephone at +46 8 40898000, by e-mail at finansinspektionen@fi.se and by mail at Finansinspektionen, Box 7821, 103 97 Stockholm, Sweden, or at its home address at Brunnsgatan 3, 111 38 Stockholm, Sweden. The Swedish Financial Supervisory Authority's website is www.fi.se .
1.4	<i>Date of approval</i>	The Prospectus was approved on 05 December 2022.
1.5	<i>Warnings</i>	This summary should be read as an introduction to the EU Growth Prospectus. Any decision to invest in the securities offered should be based on the EU Growth Prospectus as a whole. Investors who wish to bring an action based on the information contained in an EU Growth Prospectus may, under the national laws of their Member State, be required to pay for the translation of the EU Growth Prospectus prior to the commencement of proceedings. Civil liability applies only to those persons who have produced and communicated the summary, together with any translations, and only in the event that the summary, when read together with the other parts of the EU Growth Prospectus, is misleading, inaccurate or inconsistent or that, when read together with the other parts of the EU Growth Prospectus, it does not convey the basic information that would assist investors in making decisions with respect to investments in the securities concerned.

SECTION 2 – BASIC INFORMATION ON THE ISSUER

2.1	<i>Who is the issuer of the securities?</i>	<p>Eurobattery Minerals AB is a Swedish joint stock company. The company's corporate form is governed by the Swedish Companies Act (2005:551). The company has its registered office in Stockholm, and the Managing Director is Roberto García Martínez.</p> <p>Eurobattery is a mining and exploration company engaged in the targeted exploration of mineral resources in Europe with a focus on raw materials for the electric car industry (for example nickel, copper and cobalt). Eurobattery is observing an increasing demand for battery metals and aims to provide Europe with ethically sourced and fully traceable minerals for the electric revolution. The company currently holds seven assay permits for concessionable minerals in northern Sweden, a Ni-Cu-Co project in northwest Spain, and a 40 percent interest in a Ni-Cu-Co project in eastern Finland. The company's Managing Director is Roberto García Martínez.</p> <p>The company is listed on the NGM Nordic SME. The table below shows the majority shareholders of the company who hold at least five percent of the capital and votes. The status is September 30, 2022; subsequent changes have been taken into account. The company is not subject to any direct or indirect controlling influence by any single party.</p> <table border="1"> <thead> <tr> <th>Shareholder</th> <th>Number of shares</th> <th>Capital, %</th> <th>Votes, %</th> </tr> </thead> <tbody> <tr> <td>Clearstream Banking Germany</td> <td>2,092,177</td> <td>12.7%</td> <td>12.7%</td> </tr> <tr> <td>Andrew Randall</td> <td>971,170</td> <td>5.9%</td> <td>5.9%</td> </tr> <tr> <td>Other shareholders</td> <td>13,458,890</td> <td>81.5%</td> <td>81.5%</td> </tr> <tr> <td>Total</td> <td>16,522,237</td> <td>100.0%</td> <td>100.0%</td> </tr> </tbody> </table>	Shareholder	Number of shares	Capital, %	Votes, %	Clearstream Banking Germany	2,092,177	12.7%	12.7%	Andrew Randall	971,170	5.9%	5.9%	Other shareholders	13,458,890	81.5%	81.5%	Total	16,522,237	100.0%	100.0%
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2.2	<i>What is the key financial information about the issuer?</i>	This section presents key financial information about Eurobattery for fiscal years 2020 and 2021 and for the nine-month period ending September 30, 2022, including comparative figures for the corresponding period in the previous fiscal year.																				

2.2	What is the key financial information about the issuer? (cont.)	SUMMARIZED INCOME STATEMENT OF THE GROUP				
		January 1–September 30		January 1 – December 31		
		2022	2021	2021	2020	
	TSEK	Not audited	Not audited	Audited	Audited	
	Total operating income	54	277	302	206	
	Operating result	14,322	-12,718	-17,055	-13,152	
	Result for the period	16,260	-12,463	-16,556	-14,028	
	SUMMARIZED BALANCE SHEET OF THE GROUP					
		September 30		December 31		
		2022	2021	2021	2020	
	TSEK	Not audited	Not audited	Audited	Audited	
	Total assets	90,469	82,030	77,713	92,809	
	Total equity	66,046	74,488	71,181	86,933	
	Total liabilities	18,892	2,022	1,241	356	
	SUMMARIZED CASH FLOW STATEMENT OF THE GROUP					
		January 1–September 30		January 1–December 31		
		2022	2021	2021	2020	
	TSEK	Not audited	Not audited	Audited	Audited	
	Cash flow from operating activities	9,945	-10,604	-22,235	-14,071	
	Cash flow from investing activities	19,200	-15,139	-18,279	-15,411	
	Cash flow from financing activities	29,365	0	608	65,607	
	KEY FIGURES OF THE GROUP					
		January 1–September 30		January 1–December 31		
		2022	2021	2021	2020	
	TSEK	Not audited	Not audited	Audited	Audited	
	Average equity, SEK thousand	68,614	80,711	79,057	63,844	
	Average total capital, SEK thousand	84,091	87,420	85,261	67,108	
	Return on equity, %	-21	-15	-21	-21	
	Return on total capital	-17	-14	-20	-20	
	Equity ratio, %	73	91	92	94	
	Cash liquidity, %	428	876	827	12,257	
	Earnings per share, SEK	0.98	-0.79	-1.05	-0.89	
	Equity per share, SEK	4.00	4.74	4.53	5.54	
	Total number of shares, pcs,	16,522,237	15,719,503	15,719,503	15,679,318	

1) Audited key figures for the full year

2.3	What are the key risks specific to the issuer?	<p>Additional capital requirements</p> <p>The company may need to raise new capital to finance major exploration and development projects or acquisitions. There is a risk that no new capital can be raised at all or that capital cannot be raised on terms favorable to current shareholders. The ability to raise external capital through loan financing may be adversely affected by the general economic situation, by its deterioration, and by disruptions in the capital and credit markets due to uncertainty, and by changes in or tighter regulation of financial institutions. In addition, public opinion and evaluation on exploration and mine development may affect the company's ability and terms to obtain financing. Eurobattery considers the likelihood of the risk occurring to be high. The company believes that the occurrence of the risk would have an extremely negative impact on its operations.</p>
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2.3 <i>What are the key risks specific to the issuer? (cont.)</i>	<p>Exploration and investigation risks</p> <p>Only a small number of the exploration projects started actually become producing mines. Exploration and mine development represent a significant risk from the standpoint of time and economic viability. Valuable minerals may not be present in such concentrations and quantities that it would be economically viable to begin mine development and subsequent mining. The profitable potential of a deposit depends on numerous factors. These include, for example, metal prices, grade and other metals payable in concentrate, recovery during processing, inclusions of waste rock and ore losses during mining, the costs of mining and processing, financing costs, and government permits and other regulations. Eurobattery estimates the probability of the risk occurring to be medium. The company believes that the occurrence of the risk would have an extremely negative impact on its operations.</p> <p>Environmental and regulatory requirements</p> <p>Mine operations and exploration activities are subject to extensive regulatory requirements, which include environmental requirements and related permits. Eurobattery's projects are subject to an environmental impact assessment; they may be denied approval if they do not meet environmental regulatory requirements. Also, environmental legislation is continuously becoming stricter, and fines and penalties for violations are becoming more severe. This increases the liability of the company, its management, its Management Board and its employees. There is a risk that environmental requirements and permit conditions could change in the future, which could cause difficulties for the company to comply with the conditions. Such changes in regulations could make more expensive technical equipment mandatory for the company's exploration, mining and reclamation operations.</p> <p>In addition, there is a possibility in the company's area of interest that there could be environmental risks caused by previous permit holders. The commencement of any mining operations is subject to strict environmental and other regulatory requirements. Thus, the company could be required to make extensive capital expenditures to comply with these requirements. Eurobattery estimates the probability of the risk occurring to be medium. The company believes that the occurrence of the risk would have an extremely negative impact on its operations.</p> <p>Risk associated with the acquisition and disposal of companies and projects</p> <p>There is a risk that the expected potential in an acquired project may not be realized in terms of value creation for the company. The price of mineral resources varies depending on current and expected world market prices, general fluctuations in the economy and political conditions. Therefore, there is a risk that the company could realize lower than expected revenues on disposals or completely fail to find suitable buyers.</p> <p>As of the date of this Prospectus, the company has an investment and shareholders' agreement that includes an option for the company to acquire 100 percent of the shares in FinnCobalt in stages. The company currently holds a 40 percent interest in FinnCobalt. There is a risk that the expected potential of the Hautalampi project owned by FinnCobalt may not be deemed satisfactory, whereupon the company would not complete the acquisition. If the closing acquisition does not take place, there is a risk that the company could receive a limited or no return on its investment. Eurobattery estimates the likelihood of the risk occurring to be low. The company believes that if the risk were to be incurred, it would have a negative impact of medium magnitude on its operations.</p>
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SECTION 3 – BASIC INFORMATION ON THE SECURITIES

3.1 <i>What are the main features of the securities?</i>	<p>The Offer relates to shares and warrants in Eurobattery. The number of shares prior to the rights issue is 16,522,237. The shares are denominated in SEK and each share has a nominal value of SEK 1.00. The rights attached to a share are all vested in the person registered in the share register maintained by Euroclear. Each share entitles the holder to one vote. Each shareholder entitled to vote is permitted to vote at the Annual General Meeting with the full number of his shares and the shares he represents. Shareholders have the ordinary preferential right under the Companies Act to subscribe to new shares, warrants and convertible bonds, unless the Annual General Meeting or the Management Board, after authorization by them, decides to derogate from the shareholders' preferential right.</p> <p>Each warrant entitles the holder to subscribe to one new share in the company from March 20 up to and including March 31, 2023. The subscription price shall be an amount in SEK equal to the volume weighted average offer price of the company's share in NGM Nordic SME during the ten trading days immediately preceding March 20, 2023, reduced by a discount of 30 percent, but capped at an amount equal to the par value of the share (SEK 1.00) on the downside and SEK 3.90 on the upside. The usual conditions apply.</p> <p>All shares in Eurobattery have the same rights to distributions as well as to the company's assets and any surplus in the event of liquidation. Eurobattery is a growth-oriented company whose generated profits are intended to be used for the development of the company. The company's Management Board has not adopted a policy on distributions and no distributions have been paid in the fiscal years to date. The company believes that the main focus should be on growth in the future and that distributions are not a topic for the near future.</p>
3.2 <i>Where are the securities traded?</i>	<p>Eurobattery's shares are listed on the NGM Nordic SME. The newly issued shares and warrants in the rights issue will be admitted to trading on NGM Nordic SME in connection with the registration of the issue by the Swedish Companies Registration Office.</p>

3.3 <i>Is a guarantee provided for the securities?</i>	The securities are not covered by guarantees.
3.4 <i>What are the key risks specific to the securities?</i>	<p>Share price and liquidity</p> <p>An investment in the company's securities involves a high degree of risk, as the share price has shown strong fluctuations in the past and as the company's share has been illiquid during certain periods. In the six months prior to November 30, 2022, an average of 23,800 shares in Eurobattery were traded on a daily basis, corresponding to a turnover amount of approximately SEK 203,800. If active and liquid trading does not develop with the company's shares, the shareholders could find it difficult to place the company's shares. The share price has been a minimum of SEK 4.18 and a maximum of SEK 14.90 during the aforementioned six months. In view of the high volatility, the market price after the rights issue has been executed could differ significantly from the subscription price in the rights issue. In addition, the share price could be negatively affected if the market concludes that the company will conduct further issues. Furthermore, the market price of the company's share could decrease if there is a comprehensive sale of shares in the company. Eurobattery estimates the probability of this risk occurring to be medium. The company believes that both limited liquidity and high volatility would have a negative impact of medium magnitude on the company and its shareholders.</p>

SECTION 4 – BASIC INFORMATION ON THE PUBLIC OFFERING OF SECURITIES

4.1 <i>On what terms and on what schedule am I permitted to invest in this security?</i>	<p>Preferential subscription right</p> <p>All those registered as shareholders of Eurobattery on the record date, December 5, 2022, shall have a preferential right to subscribe to shares in the company in proportion to the respective shares held in it. One subscription right corresponds to each share held on the record date in the rights issue. The holding of one subscription right entitles the holder to subscribe to one share (primary preferential right). One unit consists of one share and one warrant. Shares that are not subscribed to with the primary preferential right will be offered to all shareholders for subscription (subsidiary preferential right). If these shares are not sufficient for subscription under subsidiary preferential rights, the shares will be distributed among the subscribers in proportion to the shares previously held; if this is not possible, the decision will be made by drawing lots. In addition, shareholders and other investors without preferential rights will be offered the opportunity to express their interest in subscribing to shares.</p> <p>Issue price and cut-off date</p> <p>The offering has a maximum volume of 16,522,237 shares, corresponding to an amount of approximately SEK 49.6 million. The record date in Euroclear for the right to participate in the rights issue is December 5, 2022. The last day for trading in the company's shares giving rise to an entitlement to participate in the rights issue is December 1, 2022. The first day for trading in the company's shares without an entitlement to participate in the rights issue is December 2, 2022.</p> <p>Extended offer</p> <p>In addition to the rights issue, the Management Board has also decided on an extended offer of up to 5,000,000 shares, corresponding to an amount of approximately SEK 15.0 million. The extended offer may be called if the rights issue is oversubscribed. The subscription price and other terms of the extended offer are the same as those of the rights issue.</p> <p>Subscription price</p> <p>The subscription price is SEK 3.00 per share, which corresponds to an amount of SEK 3.00 per share. There is no brokerage fee.</p> <p>Subscription deadline</p> <p>Subscription to the shares must take place between December 7 and December 21, 2022. The Management Board is entitled to extend the subscription period. After the end of the subscription period, unused subscription rights become invalid and subsequently lose their value.</p> <p>Subscription rights</p> <p>The shareholders of the company are to receive one subscription right for each share held on the record date. A subscription right is required to subscribe to a share.</p> <p>Trading in subscription rights</p> <p>Trading in subscription rights will take place on the NGM Nordic SME in the period from December 7 up to and including December 16, 2022. The purchase and sale of subscription rights will be brokered by securities institutions with the necessary authorization. Anyone wishing to buy or sell subscription rights should therefore contact their bank or fund commission agent. Subscription rights acquired during the aforementioned trading period shall result in the same right to subscribe to shares within the subscription period as the subscription rights received by current shareholders on the basis of the shares held in the company on the record date.</p> <p>Subscription rights not exercised</p> <p>Subscription rights that have not been exercised for subscription in the rights issue must be sold no later than December 16, 2022, or be used to subscribe to shares no later than December 21, 2022. Otherwise, they will become invalid and lose their value. After the end of the subscription period, unexercised subscription rights will be derecognized from the shareholders' securities accounts by Euroclear without giving prior notice.</p>
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4.1 *On what terms and on what schedule am I permitted to invest in this security? (cont.)*

Paid subscription shares

Subscription by payment is to be registered with Euroclear (VPC) as soon as possible, which is normally within a few banking days after payment. Subsequently, the subscriber will receive a securities advice confirming that the booking of the paid subscription shares (Swedish: "BTU") has taken place in his securities account. The newly subscribed shares will be booked to the securities account with the addition of "BTU" until the new issue has been registered with the Swedish Companies Registration Office.

Trade in paid subscription shares

Trading in paid subscription shares is to take place on NGM Nordic SME from December 7, 2022, until the date of registration of the rights issue with the Swedish Companies Registration Office.

Subscription and payment excluding preferential rights

Notification of subscription to shares without the support of subscription rights is to be made within the same period as notification of subscription to shares with the support of subscription rights.

Determination of the allocation

In the event that not all shares are subscribed to with the support of subscription rights, the Management Board shall decide on an allotment within the maximum amount of the rights issue. The allotment is to be made as follows:

1. in first place to those who have subscribed to shares with the support of subscription rights and have registered their interest in shares without the support of subscription rights; if the allocation to this group cannot be made in full, the allotment will be made in proportion to the number of shares subscribed to with the support of subscription rights (if this is not possible, the decision will be made by drawing lots);
2. in second place to those who have registered their interest in shares without the support of subscription rights; if the allotment to this group cannot be made in full, the allotment will be made in proportion to the number of shares for which the individuals have registered their interest (if this is not possible, the decision will be made by drawing lots);
3. in third place to those who, in their capacity as guarantors, have made commitments for the issue; if the allotment to this group cannot be made in full, the allotment will be made in proportion to the guarantee amounts (if this is not possible, the decision will be made by drawing lots).

If the Management Board decides on the utilization of the extended offer for the rights issue, the Management Board will decide on the allotment of shares therefrom with or without consideration of the preferential right of the existing shareholders.

Dilution

If the offer is fully subscribed to, the number of shares will increase by 16,522,237 shares from 16,522,237 shares to 33,044,474 shares. For the current shareholders who do not accept the offer, this will result in a dilution of 50.0 percent of the share capital and votes if the rights issue is fully subscribed to in respect of the newly issued shares; if the related warrants are fully subscribed to in the rights issue, there will be an additional dilution of 33.3 percent. If the potential extended offer is fully utilized, there will be a further dilution of the share capital and votes of approximately 13.1 percent if the rights issue is fully subscribed to but before the warrants are included, and of a further 36.1 percent if the warrants pertaining to both the rights issue and the extended offer are fully subscribed, provided that the rights issue is fully subscribed to and the extended offer is fully utilized. In summary, assuming that both the rights issue and the extended offer are fully subscribed to and the related warrants are fully utilized, the number of shares may increase by up to 43,044,474 shares, i.e. from 16,522,237 to 59,566,711 shares, resulting in a maximum total dilution of 72.3 percent of the share capital and votes.

Estimated costs

The issue costs are estimated to be approximately SEK 6.2 million if the rights issue is fully subscribed to. They consist mainly of the issue guarantees and expenses for economic and legal advice related to the rights issue. If the extended offer is fully utilized, it is estimated that additional issue costs of approximately SEK 0.8 million will be incurred.

Costs imposed on investors

Investors who make use of this offer will not be charged any costs. However, brokerage fees will be charged for trading in subscription rights and paid subscription shares in accordance with the usual conditions in securities trading.

Conditions for warrants of the TO3 series

The holders of a warrant are entitled to subscribe to one new share in the company from March 20 up to and including March 31, 2023. The subscription price shall be an amount in SEK equal to the volume weighted average offer price of the company's share on NGM Nordic SME during the ten trading days immediately preceding March 20, 2023, reduced by a discount of 30 percent, but limited downwards to an amount equal to the nominal value of the share (SEK 1.00) and upwards to SEK 3.90.

A conversion of the number of shares each warrant entitles the holder to subscribe to and of the subscription price will be made upon the usual events of significance for the company as specified in the full terms and conditions, which include the issue of securities with preferential rights for shareholders and mergers. Otherwise, the usual conditions shall apply.

4.2 Why is this Prospectus being produced?

REASONS FOR THE ISSUE AND USE OF CAPITAL

Eurobattery is a mining and exploration company engaged in the targeted exploration of mineral resources in Europe, with a focus on raw materials for continued electrification. The company currently has two main projects focused on nickel, cobalt and copper that are located in northwest Spain and in eastern Finland.

As of July 1, 2022, Eurobattery holds 40 percent of FinnCobalt Oy and the Hautalampi project as a result of the investment agreement concluded in the spring of 2020. The company intends to complete the acquisition of 100 percent of the shares in the first half of 2023. In addition to completing the acquisition of FinnCobalt, the company expects to deliver an updated Preliminary Economic Assessment and a Pre-Feasibility Study during the first half of 2023.

In the spring of 2019, the company acquired Corcel Minerals S.L.. In June 2022, based on previous studies and an independent technical report, the company managed to estimate the deposit at approximately 60 million tons with significant nickel content. The company expects to publish new metallurgical results in the fourth quarter of 2022 and to conduct a third drill campaign in the first quarter of 2023, the purpose of which is to accelerate Corcel to the same project level as Hautalampi.

In light of the above, it is assumed that the current working capital will not be sufficient for the next twelve-month period. Therefore, the Management Board decided to conduct a rights issue of shares in an amount of approximately SEK 49.6 million, which was confirmed by the subsequent extraordinary shareholders' meeting on November 30, 2022. The extraordinary shareholders' meeting also granted the company the right to make an expanded offering of shares in an amount of up to SEK 15.0 million. One share consists of one newly issued share and one free TO3 series warrant. The net liquidity from the rights issue in the maximum amount of SEK 43.4 million is intended for use for the following purposes, which are listed here in order of priority:

- **Convertible bond – SEK 8.0 million** to repay the outstanding convertible bond to Formue Nord Fokus A/S, which has contractually agreed to offset the remaining amount (SEK 10.0 million) with a new convertible bond and 3,333,333 series TO3 warrants.
- **Acquisition – SEK 6.0 million** for the completion of the acquisition of all shares in FinnCobalt.
- **Hautalampi – SEK 14.7 million** for basic works and construction at Hautalampi mine.
- **Corcel – SEK 14.7 million** to finance a new drilling operation in Corcel.

The net liquidity from the expanded offering in the maximum amount of SEK 14.3 million is earmarked for use for the following purposes, which are listed here in order of priority:

- **Hautalampi – SEK 5.3 million** for basic works and construction at Hautalampi mine.
- **Corcel – SEK 5.3 million** to finance a new drilling operation in Corcel.
- **Financial headroom – SEK 3.6 million** to be used for the possible repayment of loans and for financing potential future structured transactions, which are continuously evaluated by the company's Management Board.

Net liquidity from warrants issued in the rights issue and extended offering, including warrants issued to Formue Nord Fokus A/S, amounting to a maximum of SEK 92.0 million, is earmarked for the following purpose:

- **Financial headroom – SEK 92.0 million** to be used for the possible repayment of loans and for financing potential future structured transactions, which are continuously evaluated by the company's Management Board.

Subscription and guarantee commitments exist for the offering in the amount of approximately SEK 24.8 million, corresponding to 50.0 percent of the rights issue. Approximately SEK 24.8 million, or 50.0 percent of the offering, is not secured by either subscription or guarantee commitments. Neither the subscription nor the guarantee commitments are secured by bank guarantees, trust, pledge or similar agreements.

CONFLICTS OF INTEREST AND CONSULTANTS

Commercial advice is provided by Augment, legal advice by Bird & Bird, and Aqurat is the company's issuing agent in connection with the rights issue. Augment and Aqurat shall receive a pre-agreed fee for the services performed in connection with the rights issue; Bird & Bird shall receive an ongoing fee for the services performed. Augment is also acting as mentor to Eurobattery in connection with its trading on NGM Nordic SME. Neither Augment nor Bird & Bird or Aqurat has any kind of wider economic or other interest in the rights issue. Several investors have undertaken to subscribe to shares in the rights issue and have also entered into underwriting commitment agreements. Apart from the interest of the above parties in the rights issue being successful, it is the assessment that there are no other economic or other interests and that there are also no conflicts of interest between the parties who have economic or other interests in the rights issue pursuant to the above. Furthermore, Augment and Bird & Bird have assisted the company in the preparation of the Prospectus. As all information in the Prospectus has been provided by the company, Augment and Bird & Bird shall have no liability whatsoever to any present or future shareholder of Eurobattery nor for any direct or indirect economic consequences resulting from investment or other decisions based in whole or in part on the information in the Prospectus.