

**PROXY AND VOTING INSTRUCTIONS**

Proxy for the Annual General Meeting of Shareholders (the **AGM**) of Nord Gold N.V. (the **Company**) to be held at Strawinskylaan 10, 1077 XZ Amsterdam, the Netherlands on Monday 15 June 2015, at 10h00 am CET.

The undersigned,

**[Mr/Mrs]**

.....  
Address

.....  
City

(hereinafter **Shareholder**), acting in his/her capacity as holder of.....

(number\*) shares in the Company (the **Shares**), hereby appoints:

as his/her proxy (**Proxy**) to represent him/her at the AGM, and particularly to attend and speak at the AGM and to vote the Shares in respect of the items on the agenda for the AGM, in the manner set out below.

\* please list the number of shares for each agenda item in the boxes below only if different from the number of shares mentioned above

\*\* Fill in 'Company Secretary' if you do not have a specific preference for a representative.

Agenda item	Voting Results		
	For	Against	Abstained
3. Adoption of the financial statements 2014			
4a. Discharge of the executive directors in respect of their management activities over the past financial year			
4b. Discharge of the non-executive directors for their supervision of the management activities over the past financial year			
5. Adoption amended remuneration policy			
6. Appropriation of the profits and confirmation of the distributions			
7a. Re-appointment executive director Nikolay Zelenski as Chief Executive Officer			
7b. Re-appointment executive director Evgeny Tulubensky			
7c. Re-appointment non-executive director David Morgan as Chairman			
7d. Re-appointment non-executive director Peter Lester			
7e. Re-appointment non-executive director Michael Nossal			
7f. Re-appointment non-executive director Alexey Mordashov			
7g. Re-appointment non-executive director Roman Yelkin			
7h. Re-appointment non-executive director Peter Bacchus			
8. Re-appointment of external auditors			
9. Delegation to the Board of the authority to acquire (GDRs of) shares in the capital of the Company			
10a. Designation of the Board as authorised body to issue shares and to grant rights to acquire shares in the capital of the Company			
10b. Designation of the Board as authorised body to limit or exclude pre-emptive rights to the issuance of shares in the capital of the Company			

The complete agenda and the explanatory notes and documents for the meeting are available on the website ([www.nordgold.com](http://www.nordgold.com)) and from the offices of the Company.

## **NORD GOLD N.V**

### **Proxy and voting instructions to the AGM on Monday 15 June 2015**

#### **Agenda AGM**

The agenda with explanatory notes, a form of proxy and voting instructions are available free of charge from the offices of the Company, on the website ([www.nordgold.com](http://www.nordgold.com)) and are also available for holders of global depository receipts issued by Deutsche Bank Trust Company Americas, as depository (the **Depository**), at [www.adr.db.com](http://www.adr.db.com), email: [adr.corporateaction@list.db.com](mailto:adr.corporateaction@list.db.com).

#### **Record date**

The Record Date is the determining factor to attend the AGM and to exercise voting rights during that meeting. In accordance with article 27 paragraph 4 of the articles of association of the Company, shareholders and holders of global depository receipts who were a shareholder or holder of global depository receipts on **Monday 18 May 2015** (the **Record Date**), have the right to attend the meeting and to exercise their voting rights in accordance with the number of shares or depository receipts for shares they hold at the Record Date and for which they are registered in one of the registers mentioned herein.

#### **Notice of registration**

Shareholders and holders of rights of usufruct and pledge with voting rights who are registered in the shareholders' register of the Company on the Record Date, who wish to attend the AGM and vote in person must notify the Company in writing, no later than **Monday 8 June 2015 at 5.00 pm CET** (the **Registration Date**), by submitting a statement that it wishes to attend the meeting including the number of shares notified for registration and held by the relevant shareholder at the Record Date. The shareholder will receive confirmation of the notification for the meeting, which will serve as an admission certificate and upon submission thereof prior to the AGM, the shareholder or its proxy, as applicable, will be given access to the meeting.

#### **Holders of global depository receipts**

The holders of global depository receipts on the Record Date are entitled to give voting instructions to the Depository by completing, signing and timely returning to the Depository the relevant voting documentation provided by the Depository (the **GDR Proxy Card**). The deadline for providing a GDR Proxy Card to the Depository will be specified by the Depository in the information provided to holders of global depository receipts. Upon the timely receipt from an eligible holder of global depository receipts of voting instructions in the manner specified by the Depository, the Depository shall endeavour, insofar as practicable and permitted under applicable law, the provisions of the deposit agreement governing such global depository receipts, the Company's articles of association and the provisions of or governing the shares, to vote or cause to be voted the shares represented by such holder's global depository receipts in accordance with such instructions.

Alternatively, eligible holders of global depository receipts wishing to attend the AGM and vote in person thereat may do so by timely completing an investor certification that is certified by the broker, dealer or other nominee with whom the eligible holder of global depository receipts maintains such global depository receipts and delivering the same to the Depository. Upon timely receipt of a properly completed certification, in any case no later than the day before the Registration Date, and compliance with any other Depository requirements, the Depository will arrange for a proxy to be issued for the AGM, which so long as such holder has provided a copy of such proxy on or prior to the Registration Date to the Company, will serve as an admission certificate and upon submission thereof prior to the AGM, will be given access to the meeting. The holder of global depository receipts must provide sufficient proof of identification on admission to the AGM. In addition, if the exclusive proxy has been granted by the nominee of the Depository to a holder of global depository receipts which is a legal entity, the person who represents such legal entity at the AGM must provide sufficient proof that he is duly authorised to do so by means of a statement from a local lawyer or notary admitted to practice in the jurisdiction of the holder of global depository receipts, duly executed and legalised in accordance with the laws of such jurisdiction.

Holders of global depository receipts should note that the Board would welcome their attendance at the AGM. The attendance of members of the Board at the meeting depends on

whether any holder of global depository receipts, to whom a proxy has been granted, has notified the Company in writing by the Registration Date of his intention to attend the AGM. If no notice is received, the Chairman of the Board may further to consultation of the Board invite an individual outside the Board to act as chairman of the meeting.

**Proxy and voting instructions**

A shareholder, who does not wish to attend the AGM in person, may give a written proxy and voting instructions to a third person to attend and vote at the AGM on his behalf. A shareholder who will not be attending the meeting in person may also give a written proxy with voting instructions to the Company Secretary. A template of the proxy can be obtained free of charge at the offices of the Company and via the website of the Company (*www.nordgold.com*). The proxy should, at the discretion of the Company, sufficiently identify the shareholder and the proxy holder and the number of shares for which the proxy holder will represent the shareholder at the AGM. The shareholder must ensure that the proxy is duly completed and signed, including as appropriate voting instructions, to be received no later than the Registration Date.

Proxy holders representing multiple shareholders whose voting instructions require that they cannot vote individual agenda items similarly for all shares which they represent (for, against, abstain), shall need to contact the Company Secretary (see contact details below) no later than the Registration Date, in order to procure appropriate processing of their instructions by the voting system at the AGM.

In witness whereof a single original copy of this document was signed by the Shareholder on

.....(date) at .....(place)

..... (signature)

**Please return to:**

Nord Gold N.V.  
c/o Company Secretariat  
Herikerbergweg 238 Luna ArenA  
1011 CM Amsterdam Zuidoost  
The Netherlands

companysecretary@nordgold.com

**For more information:**

Telephone +31 (0)20 406 4444