

**PROXY AND VOTING INSTRUCTIONS**

for the Extraordinary General Meeting of Shareholders (the **EGM**) of  
 Nord Gold N.V. (the **Company**)  
 to be held at Strawinskylaan 10, 1077 XZ Amsterdam, the Netherlands  
 on Friday 30 January 2015, at 10h00 am CET.

The undersigned,

**[Mr/Mrs]**

.....  
 Address

.....  
 City

.....  
 (hereinafter **Shareholder**), acting in his/her capacity as holder of shares (number\*) shares in  
 the Company (the **Shares**), hereby appoints:

as his/her proxy (**Proxy**) to represent him/her at the EGM, and particularly to attend and  
 speak at the EGM and to vote the Shares in respect of the items on the agenda for the EGM,  
 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
2. Delegation to the Board of the authority to acquire shares and depositary receipts thereof in the capital of the Company	✓		
3. Proposal to reduce the capital of the Company by the cancellation of up to 19,000,000 of its shares held in treasury	✓		

The complete agenda and the explanatory notes are available on the website  
 (www.nordgold.com) and from the offices of the Company.

**NORD GOLD N.V**  
**Proxy and voting instructions to the EGM on Friday 30 January 2015**

**Agenda EGM**

The agenda with explanatory notes and 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 EGM 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 **Friday 2 January 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 EGM and vote in person must notify the Company in writing, no later than **Friday 23 January 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 admission certificate and upon submission thereof prior to the EGM, 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 EGM 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 EGM, 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 EGM, will be given access to the meeting. The holder of global depository receipts must provide sufficient proof of identification on admission to the EGM. 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 EGM 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 EGM. 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 EGM. 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 EGM in person, may give a written proxy and voting instructions to a third person to attend and vote at the EGM 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](http://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 EGM. 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 EGM.

**Issued capital and voting rights of the Company**

At the day of this notice, the Company has an issued capital of EUR 952,495,725, consisting of 380,998,290 shares in the capital of the Company, having a nominal value of EUR 2.50 each. For 61,938,365 shares, constituting approximately 16.26% of the entire issued and outstanding share capital of the Company, 61,938,365 global depositary receipts for shares have been issued. The total number of voting rights in the issued share capital is 380,998,290.

**Persons without a valid admission certificate will not be given access to the meeting. Attendants may be asked for identification prior to being admitted.**

By order of the Board

Evgeny Tulubensky  
Company Secretary  
19 December 2014

Communication with the Company regarding the above information through:

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

+31 (0)20 406 4444

[companysecretary@nordgold.com](mailto:companysecretary@nordgold.com)