

Nord Gold N.V.
Extraordinary General Meeting of Shareholders

Agenda for the Extraordinary General Meeting of Shareholders (the **EGM**) of Nord Gold N.V.
(the **Company**) to be held at Apollolaan 15, 1077 AB Amsterdam, the Netherlands
on Thursday 15 October 2015, at 10h00 am CET.

AGENDA

1. **Opening**
2. **Appointment of non-executive director John Munro (resolution)**
3. **Any other business**
4. **Close of meeting**

By order of the Board

Evgeny Tulubensky
Company Secretary

02 September 2015

EXPLANATORY NOTES TO THE AGENDA

Shareholders and persons entitled to attend the shareholders' meetings of Nord Gold N.V. are invited to the Extraordinary General Meeting of Shareholders of Nord Gold N.V. (the **EGM**) to be held at Apollolaan 15, 1077 AB Amsterdam, the Netherlands, on Thursday 15 October 2015, at 10h00 am CET and to take note of these explanatory notes.

Agenda item 2: Appointment non-executive John Munro director (resolution)

The Board proposes to appoint John Munro as non-executive director. The proposal is supported by a recommendation to the Board by the Nomination Committee. John Munro will be appointed with effect as of the end of the EGM. Mr. Munro is considered by the Board to be an independent non-executive director. The Board nominates John Munro on the basis of his relevant knowledge and wide experience with the international mining business. He has worked in or around, almost every facet of the industry. The last fifteen years he focussed on investment in and leading, the development and growth of various mining businesses at senior executive level in a range of countries, and various commodities.

As a result of the appointment of John Munro as non-executive director the Board will be constituted of eight (8) persons: two (2) executive directors and six (6) non-executive directors.

Attached to these explanatory notes are the particulars of John Munro.

Mr. John Munro

John Munro was born in Johannesburg, South Africa, on 29 January 1969, and holds the South African nationality.

He received the following education:

1981 – 1985: King Edward VII High School

1986 – 1989: University of Cape Town, BSc Chemical Engineering

2007: Harvard Business School – AMP

John Munro is currently owner of Brookhouse Resource Advisor Limited. During the period 2012 through 2014 he was Director at First Reserve's Mining Buyout Group in London.

From 2008 through 2012 he was Chief Executive Officer at Rand Uranium (Pty) Limited. Prior to that he was Executive Vice President (and Senior Vice President) at Gold Fields Limited from 2002 through 2008. From 1999 through 2001 he was a senior manager at that same company.

From 1994 through 1998 he had various roles at Gold Fields of South Africa Limited, such as Head of Internal Property Company and Property Services Division, Head of Precious Metals Trading and Toll Treatment of PGMs, Cu and Ni, Environmental Advisor at the Legal Division and Investment Analyst at the Mineral Economics Division.

John Munro started as an engineer in 1990 at Northam Platinum Limited for a period of three years until 1993.

John Munro does not hold Nord Gold shares or GDRs and does not have any other executive or non-executive functions in the Company.