

Nord Gold N.V. (the *Company*)

Minutes of the Extraordinary General Meeting (the *Meeting*) of the Company held on Thursday 15 October 2015 at 10h00 am CET at Allen & Overy LLP (Amsterdam office), Apollolaan 15, 1077 AB Amsterdam, the Netherlands.

Present:	Jeanine Ruijs Joyce Leemrijse Raoul Hagens	Chairperson Proxy for Ocean Management S.à r.l. (Allen & Overy LLP (Amsterdam office)) Proxy for Deutsche Bank AG (Amsterdam branch) (Allen & Overy LLP (Amsterdam office))
In attendance:		Olga Golubkova Nord Gold N.V. (by phone)

1. Opening

In accordance with Article 28 paragraph 1 of the articles of association of the Company (the *Articles of Association*), Jeanine Ruijs noted that she would chair the Meeting at the invitation of the Chairman of the Company as agreed by the board.

The Chairperson requested Olga Golubkova to keep minutes of the Meeting.

At 10h00 am CET the Chairperson opens the general meeting of shareholders and welcomes all present. The Chairperson states that the meeting was convened by a notice that was placed on the website of the Company on 2 September 2015. The complete agenda for the meeting, the notes to the agenda and the particulars of Mr. Munro have been available on the website of the Company as of the day of the convocation. These documents were also available for inspection at the offices of the Company. The Chairperson establishes that the formal requirements provided by Dutch law and the Articles of Association for the holding of a general meeting of shareholders have been complied with.

Before moving to the formal business of the Meeting the Chairperson advised that out of the entire issued share capital of 371,786,197 ordinary shares with a nominal value of €2.50 each on the Record Date, 319,059,925 ordinary shares with a nominal value of €2.50 each and 3,897,494 global depository receipts for ordinary shares with a nominal value of €2.50 each were represented at the Meeting by proxy which in total reflected 322,957,419 votes or approximately 86.87% of the entire issued share capital of the Company. Considering the number of shares held in treasury, which amounted to 420,000 on such Record Date, the number of voting rights amounted to 371,366,197. Percentages have been rounded.

The Chairperson then proceeded with second agenda item.

2. Appointment of non-executive director John Munro (resolution)

The Chairperson informs the Meeting on the proposal to appoint Mr John Munro as non – executive director of the Company with effect as of the close of the Meeting

and for a period ending on the close of the Annual General Shareholder Meeting that is to be held in 2016, as detailed in the notice, agenda and the notes to the agenda which also included biographical information about Mr Munro and the information referred to in Section 2:142 paragraph 3 of the Dutch Civil Code.

Mr. Munro will receive an annual fee, subject to the terms of his engagement letter and will be entitled to additional remuneration in accordance with the Directors Remuneration Policy adopted at the Annual General Shareholders meeting that was held on 15 June 2015. The Chairperson notes that additional information on (non) executive remuneration can be found in the Remuneration Report that forms a part of the Company's Annual Report that is available on the website of the company (www.nordgold.com).

After having established that there were no questions, the chairperson proposed to put the resolution to the vote.

The Chairperson reported that the Company had received 322,957,419 proxy votes in respect of the resolution, 319,082,173 of which were in favour, 3,875,246 were opposed and with 0 votes withheld. The resolution was adopted.

The Chairperson then proceeded with the third item on the agenda.

3. Any other business

With the formal business of the Meeting completed, the Chairperson gave those present the opportunity to ask further questions.

4. Close of the meeting

There being no further business, the Chairperson declared the meeting closed at 10h20 am CET.

A copy of these minutes will be sent to the Board in order to enable the Board to keep record of the resolutions adopted.

These minutes are adopted on 20 January 2016 by the Chairperson and the secretary of the meeting and signed by them as evidence thereof.

(signature page to follow)

Chairperson:

Secretary:

J. Ruijs

O. Golubkova