

**NORD GOLD SE**  
(the Company)

**Minutes of a general meeting of the  
Company held at the offices of Celtic Resources Holdings Limited,  
Fetcham Park House, Lower Road, Fetcham, Leatherhead, Surrey, KT22 9HD  
on 28 September 2018 at 11 a.m.**

**Present:** Chairman: Igor Klimanov (in the chair)

Shareholders: Aurora Nominees Limited (Evgeny Tulubenskiy as proxy)

Ocean Management Limited (Igor Klimanov as proxy)

**In attendance:** Secretary: Evgeny Tulubenskiy

**1. INTRODUCTION**

- 1.1 The chairman announced that, in accordance with the statutes of the Company, a quorum of two qualifying persons was present.
- 1.2 It was unanimously agreed that the notice convening the meeting should be taken as read.
- 1.3 The chairman reported to the meeting the number of votes received by the Company for and against the resolution set out in the notice of meeting and the number of withheld votes.

**2. AUTHORITY TO PURCHASE OWN SHARES**

- 2.1 There was produced to the meeting a purchase deed to be entered into by the Company, which was made available to shareholders of the Company on 12<sup>th</sup> September 2018 (the **Shareholder Purchase Contract**).
- 2.2 The chairman proposed resolution number 1 set out in the notice of the meeting as an ordinary resolution of the Company, namely that the Company be authorised for the purpose of Section 694 of the Companies Act 2006 to make off-market purchases (as defined in section 693(2) of the Companies Act 2006) in accordance with the terms of the Shareholder Purchase Contract and that the terms of the Shareholder Purchase Contract be approved, be approved and adopted.
- 2.3 There were no questions from the floor.
- 2.4 A poll was demanded in accordance with the company's statutes by the chairman. The poll was taken immediately. The result of the poll was 336,066,776 votes in favour, 0 votes against the resolution and 0 votes withheld. The chairman therefore declared the resolution carried by the necessary majority.

**3. CLOSE OF MEETING**

There being no further business, the meeting then ended.

  
..... /Chairman/