

Company Number: SE000102

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

NORD GOLD SE

(the **Company**)

(passed on 27 February 2017)

At a general meeting of the Company duly convened and held at the offices of Celtic Resources Holdings Limited, Fetcham Park House, Lower Road, Fetcham, Leatherhead, Surrey, KT22 9HD, the following resolution was duly passed as an ordinary resolution of the Company:

a. Authority to purchase own shares

*There was produced to the meeting a purchase contract between the Company and Deutsche Bank Trust Company Americas (as Depositary), which was made available to shareholders of the Company at the same time as notice of the general meeting was given (the **Depositary Purchase Contract**).*

THAT the Company be and is hereby 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 Depositary Purchase Contract and that the terms of the Depositary Purchase Contract be and are hereby approved.


.....
Secretary