

NOT FOR DISSEMINATION IN THE U.S. OR THROUGH U.S. NEWSWIRE

[Nord Gold N.V.](#) ("Nordgold" or the "Offeror") (LSE:NORD), the internationally diversified low-cost gold producer, announces that on 26 April 2016 it formally commenced its offer (the "Offer") to acquire all of the outstanding common shares (the "Shares") of [Northquest Ltd.](#) ("Northquest") that it does not own at a price of CAD\$0.253 per Share (the "Consideration"). The Offer values Northquest at approximately CAD\$27.3 million (approximately US\$21.6 million) on an undiluted basis.

Nordgold previously announced on 15 December 2015 its intention to make the Offer following completion of a formal valuation in respect of the Shares. In connection with the Offer, Nordgold yesterday mailed an offer and take-over bid circular, letter of transmittal and notice of guaranteed delivery (the "Offer Materials") to shareholders of Northquest which it filed yesterday with the Canadian securities regulatory authorities in accordance with applicable laws.

The Offer is open for acceptance until 5:00 p.m. (Toronto time) on June 1, 2016, unless the Offer is extended or withdrawn. The Consideration represents:

- a 25 percent premium based on the volume weighted average prices of the Shares for the 20 trading days ending on November 23, 2015, the last trading day before Nordgold's ownership of the Shares increased to above 50% which triggered Nordgold's obligation to make a take-over bid in accordance with the subscription agreement dated June 1, 2015 between Northquest and Nordgold;
- a 15 percent premium based on the closing price of the Shares on the TSX-V on December 11, 2015, the last trading day before Nordgold's announcement of its intention to make the Offer; and
- a 10 percent premium based on the closing price of the Shares on the TSX-V on April 25, 2016.

The Offer is within the range of the fair market value of the Shares as of 8 April 2016 determined by Beacon Securities Limited, an independent valuator selected by the special committee of independent directors of Northquest to prepare a formal valuation of the Shares in accordance with applicable Canadian securities legislation. The valuation report is included in its entirety in the offer and take-over bid circular.

Northquest is the 100% owner of the Pistol Bay Gold Project, a high grade exploration project located in Nunavut Territory, the northern Canada, on the west coast of Hudson Bay. The Pistol Bay property consists of 860 square kilometers of mineral rights within the underexplored Rankin-Ennadai greenstone belt. Within Arctic Canada, the Project is favorably located within the Arctic Circle with existing infrastructure and the project forms a part of Nordgold's extensive international exploration pipeline. In April 2016, The Pistol Bay Maiden Inferred Resources of 739 koz of gold at 2.95 g/t were announced.

The Offer is made only for the Shares and is not made for any options, warrants or other rights to acquire the Shares. Any holder of such options, warrants or other rights to acquire the Shares who wishes to accept the Offer must exercise or convert the options, warrants or other rights in order to obtain certificates representing the Shares that may be deposited in accordance with the terms of the Offer.

The Offer is subject to certain conditions, including there being validly deposited under the Offer and not withdrawn as at the Expiry Time such number of Shares that constitutes, together with the Shares held by the Offeror and its affiliates, at least 66²/₃ % of the Shares then outstanding (calculated on a fully-diluted basis), and at least a majority of the Shares then outstanding (calculated on a fully-diluted basis), the votes attached to which would be included in the minority approval of a second step business combination pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions*. The Offer is not subject to any financing condition.

This announcement is for information purposes only. The Offer (as the same may be varied or extended in accordance with applicable laws) is being made exclusively by means of, and subject to the terms and conditions set out in, the Offer Materials. The Offer Materials, as they may be amended from time to time, contain important information, including the terms and conditions of the Offer, that should be read carefully before any decision is made with respect to the Offer. Copies of the Offer Materials are available at www.sedar.com.

Equity Financial Trust Company has been retained by the Offeror to act as depositary for the Shares in connection with the Offer. Questions and requests for assistance may be directed to Equity Financial Trust Company at 1-866-393-4891 toll free in North America, or at 416-342-1091 outside of North America, or by email at TMXInvestorServices@tmx.com.

About Nordgold

Nordgold (LSE:NORD) is an internationally diversified low-cost gold producer established in 2007 and publicly traded on the London Stock Exchange. Nordgold has a proven track record of operational excellence and benefits from a significant international development pipeline. The Company is relentlessly focused on shareholder value, committed to running safe,

efficient, profitable operations, which enable it to generate strong cashflows and in turn, continue to invest in its pipeline of new growth opportunities while generating returns for investors. In 2015, Nordgold produced 950 thousand ounces of gold with all-in sustaining costs of US\$793 per ounce, maintaining its position at the lower end of the global cost curve.

Nordgold operates 9 mines (5 in Russia, 2 in Burkina Faso and one each in Guinea and Kazakhstan). It has 2 active development projects (Bouly in Burkina Faso and Gross in Russia), 4 advanced exploration projects and a diverse portfolio of early-stage exploration projects and licences in Burkina Faso, Russia, French Guiana and Canada. Nordgold employs over 8,000 people.

For further information on Nordgold please visit the Company's website: www.nordgold.com.

CAUTIONARY STATEMENTS

Certain information contained in this press release, including any information as to Nordgold's estimates, strategy, projects, plans, prospects, future outlook, anticipated events or results or future financial or operating performance and production, may constitute "forward-looking information" within the meaning of Canadian securities laws. All statements, other than statements of historical fact, constitute forward-looking information. Forward-looking information can often, but not always, be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "predicts", "potential", "continue" or "believes", or variations (including negative variations) of such words, or statements that certain actions, events or results "may", "could", "would", "should", "might", "potential to", or "will" be taken, occur or be achieved or other similar expressions concerning matters that are not historical facts. The purpose of forward-looking information is to provide the reader with information about management's expectations and plans. Readers are cautioned that forward-looking statements are not guarantees of future performance. All forward-looking statements made or incorporated in this press release are qualified by these cautionary statements.

There is no assurance that the conditions of the Offer will be satisfied or that the Offer will be successfully completed. Actual performance or achievement could differ materially from that expressed in, or implied by, any forward-looking information in this press release and, accordingly, investors should not place undue reliance on any such forward-looking information. Further, any forward-looking information speaks only as of the date on which such statement is made, and Nordgold does not undertake any obligation to update any forward-looking information to reflect information, events, results, circumstances or realities after the date on which such statement is made or to reflect the occurrence of unanticipated events, except as required by applicable Canadian securities laws.

Disclaimer

This press release may not be published, distributed, transmitted or otherwise sent into the United States of America (including its territories and possessions, every State in the United States and the District of Columbia). This press release does not constitute an extension into the United States of the Offer, nor does this press release constitute nor form part of an offer to sell securities or the solicitation of an offer to buy securities in the United States.

Information contained in this announcement is not an offer, or an invitation to make offers, sell, purchase, exchange or transfer any securities in the Russian Federation or to or for the benefit of any Russian person, and does not constitute an advertisement or offering to non-qualified investors of any securities in the Russian Federation. The Shares have not been and will not be registered in the Russian Federation or admitted to public placement and/or public circulation in the Russian Federation. The Shares not intended for "placement" or "circulation" in the Russian Federation unless and to the extent permitted under Russian law.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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