

Nordgold Responds to Shandong's Statement and Offer Extension

Nordgold Announces Intention to Supplement its On-Market Unconditional Cash Offer with Off-Market Offer on Equivalent Terms

London, United Kingdom, 28 October 2020 – Nord Gold S.E. (“**Nordgold**” or the “**Company**”) notes Shandong’s announcement dated 26 October 2020 about responding to a hypothetical higher bid.

Nordgold considers this statement to be materially misleading. Shandong has declared its offer to be best and final in the absence of a higher competing offer or the announcement of an intention to make such an offer.

After more than 7 months of an intense auction for control of Cardinal, Nordgold and Shandong’s best and final bid prices have increased to a 67% premium over Shandong’s initial bid. It is not credible to suggest that after such a protracted contest there is any reasonable prospect that a genuine third party will emerge and overbid the best and final A\$1.00 offer price. Based on its entirely hypothetical scenario, Shandong has represented that its offer should be preferred to Nordgold’s.

Nordgold believes that Shandong’s announcement of 26 October 2020 must be seen in the context of recent announcements concerning the solicitation of statements from shareholders by Cardinal for the benefit of Shandong. As the Takeovers Panel announced on the evening of 26 October 2020, Nordgold has applied to the Panel to address the misleading effect of that solicitation.

Shandong and Cardinal are misleadingly and inaccurately attempting to create the impression that Shandong’s unconditional best and final A\$1.00 per share bid is in some way to be preferred to Nordgold’s unconditional best and final A\$1.00 per share bid. These attempts may also cause on-market trading in Cardinal shares to take place on a misinformed basis.

Nordgold Announces Simultaneous Off-Market Takeover Offer

In order to partially redress Shandong’s misleading statement of 26 October 2020, Nordgold will make an off-market takeover for all of the outstanding share capital of Cardinal on the same terms as its on-market offer, subject to obtaining certain technical relief¹. The off-market offer will be free of conditions, provide accelerated payment terms, and offer a price of A\$1.00 which, as previously announced, is best and final subject to there being no higher competing offer.

If a higher competing offer is made, Nordgold may increase its offer price under its off-market offer, including to A\$1.05 per share or another price that may defeat the higher competing offer and any competing offer from Shandong. Shareholders who accept the off-market offer will therefore benefit from any increase to the offer price, should there be a higher competing offer and a subsequent increase from Nordgold. Nordgold believes that this removes any perceived advantage of the Shandong Offer by virtue of the misleading statements it has made.

As Nordgold’s off-market bid will be unconditional, for A\$1.00 cash per share and with accelerated payment, it will be commercially equivalent to Shandong’s off-market bid. Cardinal shareholders will also have the option of selling to Nordgold on-market at A\$1.00 cash per share. In these circumstances, Nordgold expects that Cardinal will not continue to prefer Shandong’s bid to Nordgold’s bid.

Offer Extension

Nordgold has noted and is sensitive to Cardinal’s express desire to move the Namdini project forward.

Nordgold concurs, and is uncertain how this is commensurate with Shandong’s offer extension until the end of this year.

¹ The relief would allow concurrent unconditional bids at the same price with mechanical differences which are required under the on-market and off-market bid provisions of the Corporations Act.

Nordgold's off-market bid will open as soon as possible. Nordgold will be seeking an abridgement of the usual two week delay between service of its off-market bidder's statement and the opening of its off-market offer period. The opening date of Nordgold's off-market offers will be specified in a subsequent announcement. Nordgold's off-market bid will be scheduled to close after the minimum one month period unless extended.

As Cardinal's largest shareholder, Nordgold stands ready to provide support to the company in order to ensure the successful progression of the Namdini project. Nordgold further believes its West African operating and mine development expertise, coupled with its singular focus on safety, environment and sustainability, qualifies it as the preferred developer of the Namdini project.

Offer to Cardinal Option Holders

Nordgold also proposes to make an offer to the holders of certain Cardinal Options to acquire their Cardinal Options on the same terms as those offered by Shandong, and otherwise on the basis disclosed by Nordgold in its Second Supplementary Bidder's Statement dated 3 September 2020.

About Nordgold

Nordgold is an internationally diversified gold producer, headquartered in the United Kingdom, with 10 operating assets across two continents, including Burkina Faso and Guinea in West Africa, and a portfolio of high quality projects in feasibility study and in advanced exploration stages.

Nordgold is committed to running safe, efficient and profitable operations, which enable strong free cash flow generation and provide for continued investment in the Company's pipeline of growth opportunities. In 2019, Nordgold produced in excess of one million ounces of gold.

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

Advisers

Bacchus Capital acts as exclusive financial adviser to Nordgold, and DLA Piper is acting as legal adviser. Taylor Collison is acting as broker to the Offer.

Enquiries

Nordgold

Olga Ulyeva

olga.ulyeva@nordgold.com

Head of Media Relations

Bacchus Capital

Peter Bacchus

peter.bacchus@bacchuscapital.co.uk

Cillian Spillane

cillian.spillane@bacchuscapital.co.uk

Powerscourt

Peter Ogden

peter.ogden@powerscourt-group.com

Tel: +44 (0) 20 7250 1446

Citadel-MAGNUS (Australia)

John Gardner

jgardner@citadelmagnus.com

Tel: +61 (0) 413 355 997

Forward-Looking Information

This news release and each of the documents referred to herein contains “forward-looking information” within the meaning of applicable securities legislation. All statements, other than statements of historical fact, included herein are forward-looking information, including, for greater certainty, statements regarding the Offer, including the anticipated benefits and likelihood of completion thereof.

Generally, forward-looking information may be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “proposed”, “is expected”, “budgets”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases, or by the use of words or phrases which state that certain actions, events or results may, could, would, or might occur or be achieved. There can be no assurance that such forward-looking information will prove to be accurate, and actual results and future events could differ materially from those anticipated in such forward-looking information. This forward-looking information reflects Nordgold’s current beliefs and is based on information currently available to Nordgold and on assumptions Nordgold believes are reasonable. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Nordgold to be materially different from those expressed or implied by such forward-looking information. Such risks and other factors may include, but are not limited to: risks associated with economic conditions, dependence on management and currency risk; risks relating to anti-money laundering laws and regulation; other governmental and environmental regulation; public opinion and perception of the mining industry; risks related to the enforceability of contracts; reliance on the expertise and judgment of senior management of Nordgold; risks related to proprietary intellectual property and potential infringement by third parties; risks inherent in a mining business; risks relating to energy costs; reliance on key inputs, suppliers and skilled labor; cybersecurity risks; tax and insurance related risks; risks related to the economy generally; risk of litigation; conflicts of interest; and risks relating to certain remedies being limited and the difficulty of enforcement of judgments. Although Nordgold has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. Readers are cautioned that the foregoing list of factors is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking information as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Forward-looking information contained in this news release is expressly qualified by this cautionary statement. The forward-looking information contained in this news release represents the expectations of Nordgold as of the date of this news release and, accordingly, is subject to change after such date. However, Nordgold expressly disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities law.