

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this Document, or the action you should take, you are recommended immediately to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant, fund manager or other independent professional adviser who, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000, or from an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

Copies of this Document are being sent to Shareholders. If you have sold or otherwise transferred all of your ordinary shares in Noricum Gold Limited please forward this Document and the accompanying form of proxy on at once to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or transferred part only of your holding in ordinary shares in Noricum Gold Limited you should retain this Document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

NORICUM GOLD LIMITED

NOTICE OF ANNUAL GENERAL MEETING

to be held at

The Washington Mayfair Hotel, 5 Curzon Street, London, W1J 5HE

at 10:00 a.m. BST on 23rd May 2016

A Form of Proxy (and a Form of Direction for holders of Depositary Interests in CREST) is attached at the end of this document for use at the Meeting.

A Form of Proxy is enclosed with this notice for use in connection with the business to be conducted at the Meeting. To be valid, Forms of Proxy and any power of attorney or other authority under which it is signed must be lodged with Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by no later than 48 hours prior to the time fixed for the Annual General Meeting.

A Form of Direction is enclosed with this notice for use in connection with the business to be conducted at the Meeting. To be valid, Forms of Direction and any power of attorney or other authority under which it is signed must be lodged with Capita IRG Trustees (Nominees) Limited, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by no later than 72 hours prior to the time fixed for the Annual General Meeting.

Noricum Gold Limited

(Incorporated in the British Virgin Islands under the BVI Business Companies Act, 2004 (as amended) with registered number 1570939)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of shareholders of Noricum Gold Limited (“**the Company**”) will be held at The Washington Mayfair Hotel, 5 Curzon Street, London, W1J 5HE at 10:00 a.m. BST on 23rd May 2016 for the purposes of considering and, if thought fit, approving the following resolutions:

RESOLUTIONS

1. Financial Report, Directors’ Report and auditors’ Report

THAT the Financial Report in respect of the Company and its entities for the year ended 31 December 2015, together with the Directors’ Report in relation to that financial period and the Auditor’s Report in respect of the Financial Report be approved.

2. Reappointment and Remuneration of Auditors

THAT PKF Littlejohn LLP be reappointed as the auditors of the Company to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the Audit Committee of the Board to determine the auditor’s remuneration.

Registered Office
Craigmuir Chambers
PO Box 71
Road Town
Tortola, British Virgin Islands

19 April 2016

Michael Hutchinson, Chairman

Notes:

- (i) A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (ii) The time by which a person must be entered on the register of members in order to have the right to attend or vote at the meeting is close of business on 19 May 2016. If the meeting is adjourned, the time by which a person must be entered on the register of members in order to have the right to attend or vote at the adjourned meeting is 48 hours before the date fixed for the adjourned meeting. Changes to entries on the register of members after such times shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- (iii) A Form of Proxy is enclosed with this notice for use in connection with the business set out above. To be valid, Forms of Proxy and any power of attorney or other authority under which it is signed must be lodged with Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by no later than 48 hours prior to the time fixed for the Annual General Meeting.
- (iv) A Form of Direction is enclosed with this notice for use in connection with the business set out above. To be valid, Forms of Direction and any power of attorney or other authority under which it is signed must be lodged with Capita IRG Trustees (Nominees) Limited, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by no later than 72 hours prior to the time fixed for the meeting.
- (v) Completion and return of a Form of Proxy does not preclude a member from attending and voting at the Meeting or at any adjournment thereof in person.
- (vi) In the case of joint holders, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.
- (vii) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on Monday 23 May 2016 at 10:00am and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action

on their behalf. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Capita Asset Services (CREST Participant ID: **RA10**), no later than 72 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

- (viii) CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- (ix) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.