NOTICE TO READER

A notice of meeting in respect of the special meeting of shareholders of Northquest Ltd. ("Northquest") was originally filed on SEDAR on April 11, 2016. The notice of meeting is being re-filed in order to correct a typographical error. The date of the meeting which was previously incorrectly stated to be "**Tuesday**, May 2, 2016" has been changed to "**Monday**, May 2, 2016". Other than the change noted above, the notice of meeting remains the same in all respects.

NORTHQUEST LTD.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS OF NORTHQUEST LTD.

NOTICE IS HEREBY GIVEN that a special meeting (the "**Meeting**") of holders of common shares (collectively, the "**Northquest Shareholders**") of Northquest Ltd. ("**Northquest**" or the **Company**") will be held at the office of the Company's legal counsel, Bennett Jones LLP, at 1 First Canadian Place, Suite 3400, Toronto, Ontario, M5X 1A4, on Monday, May 2, 2016 at 10:00 a.m. (Toronto Time).

At the Meeting, Northquest Shareholders will be asked:

1. To consider and, if thought advisable, to pass an ordinary resolution (the "**Director Removal Resolution**"), pursuant to subsection 122(1) of the *Business Corporations Act* (Ontario) (the "**OBCA**"), that all of the directors of the Company (being Jon North, Eric Klein, Sofia Tsakos, Robert Hodder and Igor Klimanov), be removed from office effective immediately.

2. Only if the Director Removal Resolution is passed, to consider and, if thought advisable, to elect five of the ten nominees listed below, pursuant to subsection 122(3) of the OBCA, as directors of the Company to fill the five vacancies on the board of directors of the Company (the "**Board**") created by the Director Removal Resolution, if passed, to hold office until the next annual meeting of the Northquest Shareholders or until their successors are elected or appointed:

   Northquest Management's nominees: Jon North, Eric Klein, Sofia Tsakos, Robert Hodder and Igor Klimanov.

   Nordgold's nominees: Andrew William Matthews; Marc Andre Boudreau; Mikhail Moshkov; Karl Glackmeyer; and Vladimir Kozlov.

3. To transact such other business, as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

Management of Northquest is soliciting the enclosed WHITE form of proxy. The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular accompanying this Notice of Special Meeting.

THE BOARD OF NORTHQUEST RECOMMENDS THAT NORTHQUEST SHAREHOLDERS REJECT NORD GOLD N.V.'S PROPOSED BOARD CHANGES, AND VOTE AGAINST THE DIRECTOR REMOVAL RESOLUTION AND, ONLY IF THE DIRECTOR REMOVAL RESOLUTION IS PASSED, VOTE FOR THE ELECTION AS DIRECTORS THE PERSONS NOMINATED BY NORTHQUEST MANAGEMENT TO FILL THE FIVE VACANCIES ON THE BOARD CREATED BY THE DIRECTOR REMOVAL RESOLUTION, IF PASSED, AND WITHHOLD THEIR VOTES AND DO NOT VOTE FOR THE ELECTION AS DIRECTORS THE PERSONS NOMINATED BY NORD GOLD N.V.

The Board has fixed Monday, March 28, 2016 as the record date, being the date for the determination of the holders of common shares of Northquest entitled to receive notice of and to vote at the Meeting and any adjournment(s) or postponement(s) thereof. The Board has also fixed 10:00 a.m. (Toronto Time) on Thursday, April 28, 2016 or, in the event that the Meeting is adjourned or postponed, 48 hours (excluding Saturdays, Sundays and statutory holidays) before the adjourned or postponed meeting, as the time before which proxies to be used or acted upon at the Meeting or any adjournment(s) or postponement(s) thereof shall be deposited with the Company's transfer agent, Computershare Investor Services Inc. Failure to properly complete or deposit a proxy may result in its invalidation. Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion and the Chairman of the Meeting is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive or extend the proxy cut-off time without notice.

Northquest Shareholders who are unable to attend the Meeting are requested to complete, date, sign and return the enclosed WHITE form of proxy so that as large a representation of Northquest Shareholders as possible may be had at the Meeting.

If you are a registered Northquest Shareholder and unable to attend the Meeting, please date and execute the accompanying WHITE form of proxy and mail it to Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1. In order to expedite your vote, you may vote by facsimile or on the internet as described on the WHITE form of proxy.

If you are a non-registered Northquest Shareholder and unable to attend the Meeting, please carefully follow the instructions provided by your intermediary, including those regarding when and where the form of proxy or voting instruction form is to be delivered.

DATED at Toronto, Ontario, this 5th day of April, 2016.

BY ORDER OF THE BOARD OF DIRECTORS OF NORTHQUEST LTD.

/s/ *"Jon North"*

Jon North
President and Chief Executive Officer