

22 March 2024



Dated 22 March 2024

EdR Certified Origin Physical Gold PLC

Issuer

Waystone Corporate Services (IE) Limited

Trustee

SUPPLEMENTAL TRUST DEED

CLASS A (USD)

**ISSUED PURSUANT TO THE PHYSICAL
GOLD SECURITIES PROGRAMME**

22 March 2024

THIS SUPPLEMENTAL TRUST DEED is made on ___22 March___ 2024

BETWEEN:

- (1) **EDR CERTIFIED ORIGIN PHYSICAL GOLD PLC**, a public limited company incorporated under laws of Ireland with company number 716946, whose registered office is at 4th Floor, 35, Shelbourne Road, Ballsbridge, Dublin 4, D04 A4E0, Ireland (the **Issuer**); and
- (2) **WAYSTONE CORPORATE SERVICES (IE) LIMITED**, a company duly incorporated under laws of Ireland with registered company number 478046, having its registered office at Unit 10 & 11 Cahir Road, Cashel, Co. Tipperary, E25 WK15, Ireland (the **Trustee**).

WHEREAS this supplemental trust deed (hereinafter called the **Supplemental Trust Deed**) is made pursuant to clause 2 (*Issue of Gold Securities and Covenant to Pay*) of, and is supplemental to, the Master Trust Deed (as amended, supplemented, novated and/or replaced from time to time) dated 04 July 2022 (the **Master Trust Deed**) between the Issuer and the Trustee.

NOW THIS SUPPLEMENTAL TRUST DEED WITNESSES AND IT IS HEREBY AGREED AND DECLARED as follows:

The Class of Gold Securities (the **Gold Securities**) described in the Final Terms set out in the Schedule hereto, including any future Tranches of such Class of Gold Securities described in any Final Terms issued after the date hereof, are constituted and secured by and in accordance with the Master Trust Deed, the Security Deed and this supplemental trust deed. The Gold Securities shall be subject to the terms and conditions of the Gold Securities set forth in Schedule 6 to the Master Trust Deed as supplemented and varied by the Final Terms.

IN WITNESS whereof this supplemental trust deed has been executed as a deed by each of the Issuer and the Trustee delivered on the date stated on this page.

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SCHEDULE**Final Terms dated 22 March 2024****Programme for the Issue of Gold Securities****EdR Certified Origin Physical Gold Public Limited Company (the Issuer)**

4th Floor, 35, Shelbourne Road, Ballsbridge, Dublin 4, D04 A4E0, Ireland

Issue of 21,000 (twenty-one thousand) Class A (USD) Gold Securities issued under the Programme (the **Tranche**)

These Final Terms (as referred to in the base prospectus (the **Prospectus**) dated 04 July 2022 in relation to the above Programme) relates to the issue of the Gold Securities referred to above. Terms used in these Final Terms have the same meaning as in the Prospectus.

The Gold Securities have the terms provided for in the Conditions.

The Issuer has obtained all necessary consents, approvals and authorisations in connection with the establishment of the Programme. The establishment of the Programme was authorised by a resolution of the board of the Issuer passed on 01 July 2022.

These Final Terms have been prepared for the purpose of the Prospectus Regulation and for filing with the relevant competent authority for the purposes of Article 8(4) thereof.

These Final Terms must be read in conjunction with the Prospectus and any supplement thereto, which are published on the Issuer's Website at www.certifiedoriginphysicalgold.com pursuant to Article 21 of the Prospectus Regulation. An investor will only have full information on the Issuer and the offer of Gold Securities if it reads these Final Terms and the Prospectus are read together.

All provisions in the Conditions corresponding to items in these Final Terms which are indicated as not applicable, not completed or deleted shall be deemed to be deleted from the Conditions.

Issuer (and LEI)	EdR Certified Origin Physical Gold Public Limited Company LEI: 635400PGVHBIRWVOPD40
Class	Class A (USD)
ISIN	XS2497911219
Principal Amount	0.18 USD
Trading Method	Units
Relevant Currency	USD
Aggregate number of the Class of Gold Securities to which these Final Terms apply:	
(a) Comprising the Tranche (A)	21,000 (twenty-one thousand)
(b) Prior to the issue of this Tranche	248,005 (two hundred forty-eight thousand and five)

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(c) Immediately following the issue of this Tranche	269,005 (two hundred sixty-nine thousand and five)
Issue Date	25 March 2024
Trade Date	21 March 2024
Metal Entitlement per Security pertaining to this Tranche on the Trade Date (B)	0.55050487 fine troy ounce of gold
Metal Entitlement (AxB)	1,156.061 fine troy ounce of gold
Daily Adjustment	0.95 per cent per annum
Subscription Minimum	100,000 (one hundred thousand) Gold Securities
Subscription Maximum	Not applicable.
Terms and Conditions of the Offer:	
Issue Price	100 per cent. of the Metal Entitlement per Security in respect of the Trade Date for a Subscription.
Conditions to which the offer is subject:	In the event of an offer being made by an Authorised Offeror, the Authorised Offeror will provide information to investors in accordance with, and subject to, the terms and conditions as outlined in more detail in Section 11 (Terms and Conditions of the Gold Securities) (the " Conditions ").
Description of the time period, including any possible amendments during which the offer will be open and a description of the application process:	In respect of any Gold Securities, offers may be made at any time during the period from and including the date of the Base Prospectus to (but excluding) the date falling 12 months after the date of the Base Prospectus. There is no application process for potential purchasers. Instead, each Authorised Offeror may offer to investors in agreed transactions.
Specified Denominations	The Gold Securities may be traded in integral multiples of one.
Interest Type	Zero coupon.
Default Interest	Not applicable.
Intended to be held in a manner which would allow Eurosystem eligibility	Yes. Note that the designation "Yes" simply means that the securities are intended upon issue to be deposited with a common safekeeper (and registered in the name of a nominee of the common safekeeper, and does not necessarily mean that the securities will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. If such recognition is given, then one of the ICSDs will subsequently act as common safekeeper.

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Form	Bearer Notes: New Global Note exchangeable for Definitive Notes in the limited circumstances specified in the New Global Note.
Details of the method and time limits for paying up and delivering the Gold Securities	As individually agreed between a purchaser and the relevant Authorised Purchaser.
Scheduled Maturity Date	08 December 2052
Redemption Date	Not applicable.
Expenses or taxes charged to the subscriber or purchaser of this Tranche	USD 7,374.88 (seven thousand three hundred seventy-four dollars and eighty-eight cents) (premium)
Countries where the Prospectus has been notified	The Central Bank has provided the competent authorities of Norway, Germany and the Netherlands with a certificate of approval attesting that the Prospectus has been drawn up in accordance with the Prospectus Regulation.
Process for notifying applicants of the amount allotted and whether dealing may begin before notification is made	Any prospective Securityholder will be notified by the relevant Authorised Participant in accordance with the arrangements in place between such Authorised Participant and its customers. Dealing in the Notes may commence on the Issue Date
Method of distribution	Non-Syndicated
Delivery	Against Payment
Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" arrangements. Where not all of the issue is underwritten, a statement of the portion not covered	n/a

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Additional Information

Listing	Application will be made to Euronext Amsterdam Stock Exchange for the Gold Securities to be admitted to trading Euronext Amsterdam Stock Exchange.
Estimate of total expenses related to admission to trading for the relevant Tranche:	USD 0.0
Relevant Stock Exchange(s)	Euronext Amsterdam Stock Exchange
Reasons for the Offer	The net proceeds from the issue of each Class of Gold Securities will be an amount of Gold which will ultimately be held in the Secured Accounts in respect of such Class. Such Gold shall be used to meet the Issuer's obligations under such Class of Gold Securities.
Relevant Clearing System	Euroclear Clearstream
Registrar	The Bank of New York Mellon SA/NV, Luxembourg Branch
Transfer Agent	The Bank of New York Mellon SA/NV, Luxembourg Branch
Issuing and Paying Agent	The Bank of New York Mellon, London Branch
Authorised Participants	As at the Issue Date of the Tranche of Gold Securities to which these Final Terms relate: Arctic Securities AS a company incorporated in Norway with registered number 991 125 175 whose registered office is at Haakon VII's Gate 5, 0161 Oslo, Norway DNB Bank ASA a company incorporated in Norway with registered number 984 851 006 whose registered office is at Dronning Eufemias Gate 30, 0191 Oslo, Norway Pareto Securities AS a company incorporated in Norway with registered number 95 632 374 whose registered office is at Dronning Mauds 3, 0250 Oslo, Norway Flow Traders B.V. a company incorporated in the Netherlands with registered number 33223268 whose registered office is at Jacob Bontiusplaats 9, 1018 LL Amsterdam, the Netherlands

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The full list of Authorised Participants in respect of the Class from time to time will be published at www.certifiedoriginphysicalgold.com (or such other website as may be notified to Securityholders).

Calculation Agent

Waystone Corporate Services (IE) Limited

Administrator

Waystone Corporate Services (IE) Limited

Trustee

Waystone Corporate Services (IE) Limited

Account Bank

The Bank of New York Mellon, London Branch

Jurisdiction

The courts of Ireland have non-exclusive jurisdiction to settle any disputes that may arise out of or in connection with any Gold Securities and, accordingly, any legal action or proceedings arising out of or in connection with any Gold Securities (the **Proceedings**) may be brought in such courts. The Issuer irrevocably submits to the jurisdiction of such courts and waives any objections to Proceedings in such courts on the ground of venue or on the ground that the Proceedings have been brought in an inconvenient forum. This submission is for the benefit of each of the Trustee and the Securityholders and shall not limit the right of any of them to take Proceedings in any other court of competent jurisdiction nor shall the taking of Proceedings in any one or more jurisdictions preclude the taking of Proceedings in any other jurisdiction (whether concurrently or not).

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LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the Tranche of Gold Securities described herein pursuant to the Programme.

The Issuer may, from time to time (without the consent of the Trustee or any Securityholder), in accordance with the Trust Deed, the Conditions and the Authorised Participant Agreement(s), create and issue further securities either having the same terms and conditions as this Tranche in all respects or upon such terms as the Issuer may determine at the time of their issue and/or incur further obligations relating to such securities.

So far as the Issuer is aware, no person involved in the offer of the Gold Securities has an interest material to the offer.

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Signed on behalf of the Issuer:

By:

Duly authorised

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SUPPLEMENTAL TRUST DEED EXECUTION PAGE

SIGNED and DELIVERED

for and on behalf of and as a **DEED** of
EDR CERTIFIED ORIGIN PHYSICAL GOLD PLC
by its lawfully appointed attorney:

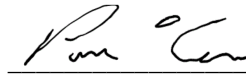


Attorney Signature

Witness' Name Rachel O' Loughnan
Witness' Signature Rachel O' Loughnan
Witness' Occupation Intern Corporate Services
Witness' Address Gawn, Fethard, Co. Tipperary

SIGNED and DELIVERED

for and on behalf of and as a **DEED** of
WAYSTONE CORPORATE SERVICES (IE) LIMITED
by its authorised signatory:



Authorised Signatory

Witness' Name Rachel O' Loughnan
Witness' Signature Rachel O' Loughnan
Witness' Occupation Intern Corporate Services
Witness' Address Gawn, Fethard, Co. Tipperary