

SUPPLEMENT No. 2 dated 26 January 2023

TO THE BASE PROSPECTUS dated 04 July 2022

As previously supplemented and amended 24 November 2022

Dated 26 January 2023

EdR Certified Origin Physical Gold plc

(incorporated as a public company with limited liability under the laws of Ireland)

BASE PROSPECTUS FOR THE ISSUE OF GOLD SECURITIES

1. Supplement to the Base Prospectus

This supplement (the "**Supplement**") constitutes a supplement to the base prospectus dated 04 July 2022 (the "**Base Prospectus**"), as previously supplemented and amended on 24 November 2022, which constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 of the European Union (the "**Prospectus Regulation**"), prepared in connection with the issue of physical gold-backed securities (the "**Programme**") of EdR Certified Origin Physical Gold plc (the "**Issuer**").

This Supplement comprises a supplement in accordance with Article 23 of the Prospectus Regulation. This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under the Prospectus Regulation. The Central Bank only approve this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval by the Central Bank should not be considered as an endorsement of the Issuer and the quality of the Gold Securities that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Gold Securities.

Terms used but not defined herein shall have the meaning attributed to such terms in the Base Prospectus.

2. Right of Withdrawal

In accordance with Article 23(2) of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for the Gold Securities issued under the Programme before this Supplement is published and where the Gold Securities have not yet been delivered to them at the time when the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances. The right is exercisable up to, and including, 31 January 2023. Investors may contact the relevant Authorised Offeror(s) (as set out in the Final Terms of the relevant Securities) should they wish to exercise such right of withdrawal.

3. Status of Supplement

The Supplement is supplemental to, and shall be read in conjunction with, the Base Prospectus. Unless otherwise defined in this Supplement, terms defined in the Base Prospectus have the same meaning when used in this Supplement.

4. Responsibility

The Issuer accepts responsibility for the information contained in this Supplement and, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail. This Supplement and the Base Prospectus will be available on the website of the Issuer at www.certifiedoriginphysicalgold.com.

This Supplement and the Base Prospectus will be available for viewing by Securityholders and potential investors, and copies may be obtained from, the registered office of the Issuer at 4th Floor, 35 Shelbourne Road, Ballsbridge, Dublin 4, D04 A4E0, Ireland, during normal business hours on any Business Day.

5. Information being supplemented

a. Amendments to the Base Prospectus

With effect from the date of this Supplement, the information appearing in the Base Prospectus shall be amended in the manner described below:

- (i) Paragraph 4 of the introduction on page 1 of the Base Prospectus is modified as follows:

Current	Revised
<p>The Issuer has requested the Central Bank to notify the approval of the Prospectus in accordance with Article 25 of the Prospectus Regulation to the relevant competent authorities in Norway and Germany by providing each of them with (amongst other things) certificates of approval attesting that this Base Prospectus has been drawn up in accordance with the Prospectus Regulation. The Issuer may request the Central Bank to provide competent authorities in other EEA States with such certificates whether for the purposes of making a public offer in such EEA States or for admission to trading of all or some Gold Securities on a regulated market therein.</p>	<p>The Issuer has requested the Central Bank to notify the approval of the Prospectus in accordance with Article 25 of the Prospectus Regulation to the relevant competent authorities in the Netherlands, Norway and Germany by providing each of them with (amongst other things) certificates of approval attesting that this Base Prospectus has been drawn up in accordance with the Prospectus Regulation. The Issuer may request the Central Bank to provide competent authorities in other EEA States with such certificates whether for the purposes of making a public offer in such EEA States or for admission to trading of all or some Gold Securities on a regulated market therein.</p>

- (ii) The following paragraph of Part C (*Listing, Trading and Passporting*) of Section 1 (*Description of the Programme*), on page 5 of the Base Prospectus is modified as follows:

Current	Revised
<p>The Issuer has also requested the Central Bank to provide the competent authorities of Germany and Norway with a certificate of approval attesting that this Base Prospectus has been drawn up in accordance with the Prospectus Regulation so that the Gold Securities may be offered publicly in accordance with the local law of these EEA States.</p>	<p>The Issuer has also requested the Central Bank to provide the competent authorities of the Netherlands, Germany and Norway with a certificate of approval attesting that this Base Prospectus has been drawn up in accordance with the Prospectus Regulation so that the Gold Securities may be offered publicly in accordance with the local law of these EEA States.</p>

- (iii) The following paragraph of Section 14 (*Selling Restrictions*) on page 122 of the Base Prospectus is modified as follows:

Current	Revised
<p>The Issuer has requested the Central Bank to provide the competent authorities in Norway and Germany, with a certificate of approval attesting that this Base Prospectus has been drawn up in accordance with the Prospectus Regulation.</p>	<p>The Issuer has requested the Central Bank to provide the competent authorities in the Netherlands, Norway and Germany, with a certificate of approval attesting that this Base Prospectus has been drawn up in accordance with the Prospectus Regulation.</p>

- (iv) The following paragraph of Part A (*Non-Exempt Offers*) of Section 14 (*Selling Restrictions*), on page 122 of the Base Prospectus is modified as follows:

Current	Revised
<p>This Base Prospectus has been prepared on a basis that permits offers that are not made within an exemption from the requirement to publish a prospectus under Article 1(4) of the Prospectus Regulation (Non-exempt Offers) in Norway and Germany; (the Non-exempt Offer Jurisdictions). Any person making or intending to make a Non-exempt Offer of Gold Securities on the basis of this Base Prospectus must do so only with the Issuer's consent as described below</p>	<p>This Base Prospectus has been prepared on a basis that permits offers that are not made within an exemption from the requirement to publish a prospectus under Article 1(4) of the Prospectus Regulation (Non-exempt Offers) in the Netherlands, Norway and Germany; (the Non-exempt Offer Jurisdictions). Any person making or intending to make a Non-exempt Offer of Gold Securities on the basis of this Base Prospectus must do so only with the Issuer's consent as described below.</p>

- (v) The following paragraph of Part B (*Arrangements between a Securityholder and the Authorised Participant who will distribute the Gold Securities*) of Section 14 (*Selling Restrictions*), on page 123 of the Base Prospectus is modified as follows:

Current	Revised
<p>The Issuer has consented to the use of this Base Prospectus, and has accepted responsibility for the content of this Base Prospectus, with respect to subsequent resale or final placement by way of public offer of the Gold Securities in any of Norway and/or Germany by any Authorised Offeror. Such consent applies to any such resale or final placement by way of public offer during the period of 12 months from the Prospectus Date (the Offer Period) unless such consent is withdrawn prior to that date by notice published on the Issuer's Website. Any public offer of the Gold Securities in Norway and Germany will be conducted by an Authorised Offeror in accordance with the Prospectus Regulation.</p>	<p>The Issuer has consented to the use of this Base Prospectus, and has accepted responsibility for the content of this Base Prospectus, with respect to subsequent resale or final placement by way of public offer of the Gold Securities in any of the Netherlands, Norway and/or Germany by any Authorised Offeror. Such consent applies to any such resale or final placement by way of public offer during the period of 12 months from the Prospectus Date (the Offer Period) unless such consent is withdrawn prior to that date by notice published on the Issuer's Website. Any public offer of the Gold Securities in the Netherlands, Norway and Germany will be conducted by an Authorised Offeror in accordance with the Prospectus Regulation.</p>

- (vi) The definition of "*Countries where the Prospectus has been notified*" in Annex 1 (*Form of Final Terms*) on page 140 of the Base Prospectus is modified as follows:

Current	Revised
<p>The Central Bank has provided the competent authorities of Norway and Germany with a certificate of approval attesting that the Prospectus has been drawn up in accordance with the Prospectus Regulation.</p>	<p>The Central Bank has provided the competent authorities of the Netherlands, Norway and Germany with a certificate of approval attesting that the Prospectus has been drawn up in accordance with the Prospectus Regulation.</p>

- (vii) The definition of "**Registered Office**" in Section 3 (*Definitions*) is updated to "4th Floor, 35 Shelbourne Road, Ballsbridge, Dublin 4, D04 A4E0, Ireland" and all such references to the previous registered office (as referenced in throughout the Base Prospectus) shall be updated, interpreted and construed accordingly.