



**Conroy Gold and Natural Resources plc**  
 (“Conroy” or “the Company”)

**Funding to raise up to £3.15 million (€3.94 million)**

- **Subscription and placing to raise c. £400,000 (€500,000)**
- **Standby Equity Distribution Agreement (“SEDA”) for up to £2.75 million (€3.43 million) entered into with YA Global Master SPV, Ltd. (“YA Global”)**

Conroy (AIM: CGNR; ESM: CGNR.I), the gold exploration and development company focussed on Ireland where it plans to develop a conventional open pit gold mine at Clontibret in Co. Monaghan, is pleased to announce that it has raised £403,860, through a placing and subscription (“Placing”) for 16,154,400 new ordinary shares of €0.03 in the capital of the Company at a price of 2.5 pence per share (“Placing Shares”) and has secured up to £2.75 million (€3.43 million) by way of a Standby Equity Distribution Agreement (SEDA) with YA Global, an investment fund managed by Yorkville Advisors, LLC (“Yorkville”).

**Placing and subscription**

The new shares have been conditionally placed with institutional and retail investors by Shore Capital Stockbrokers Limited. The subscription and placing are conditional *inter alia* on admission of the Placing Shares to trading on AIM and the Enterprise Securities Market operated by the Irish Stock Exchange Limited (“ESM”). The Placing shares will rank *pari passu* with the existing issued ordinary shares of €0.03 in the capital of the Company (“Ordinary Shares”). YA Global subscribed for 5,000,000 Placing Shares.

Certain of the directors have subscribed for shares as part of the Placing. The number of Ordinary Shares subscribed for and the resulting shareholdings of the directors are as follows:

	<b>Ordinary Shares subscribed for</b>	<b>Resulting shareholding</b>	<b>Percentage of the enlarged share capital</b>
Professor Richard Conroy	7,000,000	65,249,191*	24.13
Maureen Jones	200,000	1,180,010	0.44
Jim Jones	600,000	1,075,010	0.40
Henry Rennison	1,000,000	1,330,010	0.49
Seamus FitzPatrick	400,000	2,954,000	1.09

\* Professor Conroy’s holding includes 19,294,286 Ordinary Shares held by Conroy Plc, a company in which Professor Conroy has a controlling interest.

The directors' participation in the fundraising is a Related Party Transaction under Rule 13 of the AIM Rules for Companies and under Rule 13 of the ESM Rules. The independent directors (being Louis Maguire, Michael Power, David Wathen and Dr Sorca Conroy) consider, having consulted with the Company's nominated adviser and the Company's ESM adviser, that the terms of the directors' participation in the fundraising are fair and reasonable insofar as the Company's shareholders are concerned.

### **SEDA**

Under the terms of the SEDA, the Company may draw down tranches (entirely at its own discretion) of 200% (or such larger amount as may be agreed) of the average volume weighted daily trading value of the ordinary shares of the Company on AIM for the five – trading- day period immediately prior to the draw down request. YA Global is not obliged to allow drawdowns to the extent they would result in YA Global holding in excess of 2.99% of the ordinary issued share capital of the Company ("Share Capital") or 0.99% of the Share Capital, if the drawdown is to take place while the Company is (with one exception) in an offer period (as defined therein) under the Irish Takeover Rules of the Irish Takeover Panel.

The price at which the Company will issue shares to YA Global will be 95 per cent. of the lowest of the daily volume weighted average price of the shares during the 10 consecutive trading days beginning on the first trading day after the relevant draw down notice. The parties may agree to a shorter pricing period of not less than 5 consecutive trading days or a longer pricing period of not more than 15 consecutive trading days.

The Company will issue 3,100,000 Ordinary Shares to Yorkville Advisors in satisfaction of an advisor fee.

### **Use of proceeds**

The Company intends to use the proceeds of the fundraising primarily:

- to fund the Company's on-going programme at Clontibret where it proposes to develop a gold mine;
- at its nearby Clay Lake and other gold targets; and
- for working capital generally.

Application has been made to AIM and ESM for the new shares to be admitted to trading. Admission and trading in the new shares are expected to commence on 31 May 2012.

On admission of the 19,254,400 new Ordinary Shares, the Company will have 270,408,542 Ordinary Shares in issue in total.

**Professor Richard Conroy, Chairman of Conroy, commented:** "As the pace of activity picks up at the Company's gold project at Clontibret in Ireland where it proposes to develop a conventional open pit gold mine, it was considered prudent to secure medium term funding to maintain that rate of progress. The SEDA equity facility has the important benefit of being discretionary but does enable the Company to have further access to capital."

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