

Conroy Gold and Natural Resources plc

Form of Proxy

I/We (see note A below) _____ of _____,

being a member of the above named Company, hereby appoint (see note B below):

the Chairman of the meeting or _____ of _____

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on 4th August, 2017 at the Gandon South Suite, The Davenport Hotel, 8-10 Merrion Street Lower, Dublin 2, at 2.00 p.m. and at any adjournment thereof.

The proxy is to vote as follows:

Voting instructions to proxy (choice to be marked with an "x")

RESOLUTION	In favour	Abstain	Against
1 To remove Mr C David Wathen as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To remove Mr Michael E Power as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To remove Mr Louis Maguire as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To remove Dr Sorca Conroy as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To remove Mr Séamus FitzPatrick as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To remove Mr James Jones as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To appoint Mr Paul Johnson as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To appoint Mr Gervaise Heddle as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To appoint Mr Patrick O'Sullivan as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Unless otherwise instructed the proxy will vote as he or she thinks fit.

Dated this _____ day of _____ 2017.

Signature _____ or other execution by the Member (See note C)

Notes

- A A shareholder must insert his/her full name and registered address in type or block letters. In the case of joint accounts the names of all holders must be stated.
- B If you desire to appoint a proxy other than the Chairman of the meeting, please insert his/her full name and address and delete the words 'The Chairman of the Meeting or.'
- C The proxy form must:
- (i) In the case of an individual member be signed by the member or his/her attorney; and
 - (ii) In the case of a corporate member be given either under its common seal or signed on its behalf by an attorney or by a duly authorised officer of the corporate member.
- D In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes by the other holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- E To be valid this proxy form and any power of attorney under which it is signed must reach the Company's Registrars, Capita Asset Services, Shareholders Solutions (Ireland), 2 Grand Canal Square, Dublin 2 not less than 48 hours before the time appointed for the holding of the meeting.
- F A proxy need not be a member of the Company but must attend the meeting to represent you.

SECOND FOLD

Affix
Stamp
Here

Capita Asset Services
Shareholder solutions (Ireland)
2 Grand Canal Square
Dublin 2
Do2 A342
Ireland

FIRST FOLD

THIRD FOLD AND TUCK IN