

# Conroy Gold and Natural Resources plc

## FORM OF PROXY

To be used for the Extraordinary General Meeting of Conroy Gold and Natural Resources plc ("the Company") to be held on 6 October 2017 at 2.00 p.m. at The Gandon South Suite, The Davenport Hotel, 8-10 Merrion Street Lower, Dublin 2.

I/We the undersigned being a member/members of the Company HEREBY APPOINT the duly appointed Chairman of the Meeting\* or.....

as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at The Gandon South Suite, The Davenport Hotel, 8-10 Merrion Street Lower, Dublin 2 on 6 October 2017 at 2.00 p.m. and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the resolutions as indicated by an X in the appropriate box.\*\*

Print Name: .....

Print Address: .....

.....  
 .....  
 .....  
 .....

**Note:** Please indicate with an 'x' in the boxes below how you wish your votes to be cast. If you do not do so, the proxy will vote or abstain as he/she thinks fit.

Resolutions	For	Against	Vote Withheld
1. To appoint Mr Paul Johnson as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To appoint Mr Gervaise Heddle as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To appoint Mr Patrick O'Sullivan as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To remove Miss Maureen Jones as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To remove Professor Richard Conroy as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If it is desired to appoint another person as a proxy, these words should be deleted and the name and address of the proxy, who need not be a member of the Company, inserted.  
 \*\* Unless otherwise directed, and in respect of any other resolution properly moved at the meeting, the proxy may vote, or may abstain from voting, as he/she thinks fit.

### Notes

- A member who is entitled to attend, speak and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company but must attend the meeting to represent you. A member may appoint more than one proxy to attend and vote at the Extraordinary General Meeting in respect of shares held in different securities accounts. A member acting as an intermediary on behalf of one or more clients may appoint more than one proxy to exercise rights attached to different shares held by that member. If you wish to appoint more than one proxy, please contact the Company's registrar, Capita Asset Services, Shareholder solutions (Ireland) at +353 1 553 0050.
- Completion of the Form of Proxy (or submission of proxy instructions electronically) will not prevent a shareholder from attending the meeting and voting in person should they wish to do so.
- To be valid, the Form of Proxy and any power or other authority under which it is executed (or a duly certified copy of any such power or authority) must be lodged with the Company's Registrar, Capita Asset Services, Shareholder solutions (Ireland) of 2 Grand Canal Square, Dublin 2, D02 A342, Republic of Ireland not later than 48 hours before the Extraordinary General Meeting or adjourned Extraordinary General Meeting or (in the case of a poll taken otherwise than at or on the same day as the Extraordinary General Meeting or adjourned Extraordinary General Meeting) at least 48 hours before the taking of the poll at which it is to be used.
- If this Form of Proxy is given by a body corporate it must be given under its common seal or under the hand of an attorney or officer duly authorised.
- 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 of the other registered holders and, for this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
- As an alternative to completing this hard copy Form of Proxy, a member may appoint a proxy electronically by logging onto the website of the registrar, Capita Asset Services, Shareholder solutions (Ireland): www.signalshares.com entering the company name, Conroy Gold and Natural Resources plc. You will need to register an account by clicking on "registration section" (if you have not registered previously). Shareholders will need their Shareholder Investor Code (or IVC) as printed on the face of this Form of Proxy. Full details of the procedures are given on the website.
- CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service should refer to the notes of the Notice of Extraordinary General Meeting for instructions on how to do so.
- Only those members registered on the Company's register of members at:
  - 6.00 pm on the day two days before the date of the Extraordinary General Meeting; or
  - if the Extraordinary General Meeting is adjourned, at 6.00 pm on the day two days prior to the adjourned Extraordinary General Meeting, shall be entitled to attend and vote at the Extraordinary General Meeting. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.
- The "Vote Withheld" option is provided to enable you to abstain from the resolution. However, it should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for and against the resolution.

Signature ..... Date ..... 2017  
 (only one joint holder to sign)

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# Conroy Gold and Natural Resources plc

## Attendance Form

Extraordinary General Meeting on 6 October 2017 at 2.00 p.m. at The Gandon South Suite, The Davenport Hotel, 8-10 Merrion Street Lower, Dublin 2.

**Investor Code (IVC):**

Signature of Shareholder

If you are a proxy  
 Name of proxy (Block Letters) \_\_\_\_\_  
 Signature \_\_\_\_\_

Please do not post this section of the form but present it at the shareholders registration desk personally to gain admittance to the meeting.

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