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Conroy Gold and Natural Resources plc
("Conroy Gold" or the "Company")

**PROPOSED JOINT VENTURE WITH ANGLO ASIAN MINING PLC
AND ISSUE OF WARRANTS**

Highlights:

- **Heads of Terms signed for proposed Joint Venture with Anglo Asian Mining**
- **The Joint Venture goal is the development of a gold mine and further exploration and development along the district scale gold trend which the Company has discovered in Ireland**
- **Anglo Asian Mining to acquire an initial 17.5% working interest in the Joint Venture for committing to spend €2 million on a primary expenditure programme**
- **Option to increase working interest to 25% by spending a further €2 million to complete the Primary Expenditure Programme of a minimum of €4 million**
- **Further option to acquire a total 55% working interest in exchange for committing to meet the expenditures of the Secondary Expenditure Programme in order to advance the Clontibret Gold Deposit to mine construction ready status and certain further exploration expenditures**
- **325,000 Warrants to acquire ordinary shares in Conroy Gold at 16p issued to Anglo Asian with further warrants proposed to be issued upon completion of the final Joint Venture Agreement**

Conroy Gold and Natural Resources plc (AIM: CGNR), the gold exploration and development company focused on Ireland and Finland, is pleased to announce that it

has on 20th July 2020 entered into non-binding Heads of Terms (“HoT”) regarding a proposed joint venture between the Company and Anglo Asian Mining PLC (“Anglo Asian”) (the “Joint Venture Agreement”). The Joint Venture’s goal is the development of a gold mine and further exploration and development of a series of gold targets along the 65km (40 mile) district scale gold trend that the Company has discovered in the Longford – Down Massif in Ireland.

Anglo Asian Mining plc (AIM: AAZ) is an AIM quoted gold, copper and silver producer in Central Asia with a broad portfolio of production and exploration assets in Azerbaijan and has a track record as a successful builder of mines.

Under the HoT and, subject to the final Joint Venture Agreement being put in place, in order to earn its full proposed interest of 55% in the Joint Venture, Anglo Asian will commit to meet certain expenditures required to bring the gold deposit at Clontibret, County Monaghan, to fully permitted mine status and furthermore to meet certain expenditure commitments on Conroy Gold’s other prospecting licences in the Longford – Down gold trend over the next three years.

The Company’s eight gold exploration licences in Finland and one other licence owned by Conroy Gold in Ireland are not subject to the proposed Joint Venture and will remain 100% owned by Conroy Gold.

Structure of the Proposed Joint Venture Transaction

Under the HoT it is proposed that, for the purposes of the Joint Venture, the twelve Prospecting Licences held by Conroy Gold in the Longford – Down gold trend be split into three groups of licences held by three separate joint venture companies (the “Joint Venture Companies”):

- Clontibret Licence – Republic of Ireland;
- Two Northern Ireland Licences (the “Clay Lake” project); and
- Nine other Republic of Ireland Licences in the Longford-Down gold trend.

The expenditure requirements in respect of all three Joint Venture Companies will be in two work programme phases to be set out in detail in the Joint Venture Agreement. Anglo Asian will acquire up to a 55% interest in each company through the following stages:

- A 17.5% interest in each joint venture company will be issued to Anglo Asian on signature of the final agreement in exchange for Anglo Asian committing to spend €2 million on the Primary Expenditure Programme. This minimum interest of 17.5% will be retained by the fulfilment of the expenditure commitment of €2 million.
- Anglo Asian will have the option to increase its minimum interest by a further 7.5% in each Joint Venture Company issued on a pro rata basis in exchange for spending a further €2 million on the Primary Expenditure Programme (in aggregate across the three companies) such that a minimum expenditure of €4 million is met for the Primary Expenditure Programme to secure an interest of 25% in each company.

- Anglo Asian will have the option to acquire 55% in each Joint Venture Company in exchange for committing to meet certain of the expenditures of the Secondary Expenditure Programme.

In the event that these work programmes are not carried out in full, Anglo Asian will retain a reduced interest in the Joint Venture Companies dependent on the total amount of its investment.

Primary Expenditure Work Programme – minimum spend of €4,000,000

Under the HoT Anglo Asian is required to spend a minimum of €2,000,000 in order to earn and retain a 17.5% working interest in the proposed Joint Venture and an additional €2,000,000 to earn and retain a 25% working interest. The Primary Expenditure Programme is targeted to be completed 18 months from the date of the final Joint Venture Agreement. Anglo Asian will fund all licence commitments required across the licences over the 18 month Primary Expenditure Programme period.

Secondary Expenditure Work Programme to bring to Fully Permitted Mine Status

Under the HoT Anglo Asian has the option to meet certain necessary expenditures, including drilling and other technical requirements, environmental studies, final feasibility studies, land acquisition (up to an amount to be agreed), planning application and permission and mining permitting to bring the gold deposit at Clontibret (or at any other agreed location on the Company's licences in the Longford – Down Massif) to a fully permitted mine construction ready status and spend a further €3,000,000 on exploration work across the other Joint Venture Companies (including meeting certain expenditure commitments over the next three years across the licence portfolio) to fully earn and retain a 55% working interest in the Joint Venture Companies.

Operatorship on the Clontibret Licence will remain with Conroy Gold until the Clontibret gold deposit is brought to fully permitted mine status. Operatorship on the other licences shall also remain with Conroy Gold until all secondary programme commitments are met with regard to each respective Joint Venture Company.

A management committee with equal representation from both Anglo Asian and Conroy Gold will be established to run the three Joint Venture Companies. Final control of the management committee shall in principle rest with Anglo Asian until either Anglo Asian does not proceed to, or does not complete, the Secondary Expenditure stage.

Bank Deposit

Anglo Asian, in conjunction with the signing of the HoT, has deposited €250,000 into a segregated bank account in preparation for making the initial financing under the proposed Joint Venture and will deposit a minimum of a further €250,000 into such account on signing of the final Joint Venture Agreement.

Warrants

Concurrent with the signing of the HoT Conroy Gold has today issued to Anglo Asian warrants to subscribe for 325,000 ordinary shares of €0.001 each in the capital of the Company ("Ordinary Shares") at an exercise price of 16 pence per Ordinary Share, with

an initial exercise period of 6 months from the date of the HoT (the “HoT Warrants”). The HoT Warrants will vest immediately.

On the completion of the final Joint Venture Agreement, the Company will issue further warrants to Anglo Asian to subscribe for 1,625,000 Ordinary Shares, 975,000 at an exercise price of 16 pence per Ordinary Share and 650,000 at an exercise price of 26 pence per Ordinary Share (the “JV Agreement Warrants”). The JV Agreement Warrants will have an exercise period of 3 years from the signing of the commencement of the field work protocol for the Primary Expenditure Programme and the exercise period of the HoT Warrants will, on the entering into of the final Joint Venture Agreement, be extended from 6 months to align with the exercise period for the JV Agreement Warrants. The JV Agreement Warrants will vest in three tranches, as cumulative expenditure targets are met pursuant to the Joint Venture agreement of, respectively, one million Euro, two million Euro and three million Euro.

The proposed Joint Venture remains subject to, *inter alia*, the completion of due diligence and the entering into of definitive documentation including the final Joint Venture Agreement. In addition, the proposed Joint Venture, should it proceed on the basis anticipated under the HoT, will be subject to the Company seeking shareholder approval as it would be classified as a fundamental change of business pursuant to Rule 15 of the AIM Rules for Companies. For the avoidance of doubt, Conroy Gold would, on completion, continue to be classified as an operating company and not a cash shell pursuant to AIM Rule 15. Furthermore, the proposed Joint Venture will be subject to any other relevant Stock Exchange requirements, and to government or any other regulatory approvals. As such there can be no guarantee that the proposed Joint Venture will complete nor as to the final terms or timing of the proposed Joint Venture.

Further announcements will be made in due course.

Professor Richard Conroy, Chairman, commented:

“The Heads of Terms agreement with Anglo Asian is a very significant step forward for Conroy Gold and its shareholders as we move to develop a gold mine at Clontibret and to further explore the district scale gold trend we have discovered in the Longford–Down Massif. Anglo Asian is an established gold producing company generating significant positive cashflow and is debt free. I am particularly encouraged by its expressed intention to proceed with the project in the immediate term.”

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