

Conroy Gold and Natural Resources plc

Notice of Annual General Meeting

(Registered in Ireland No. 232059)

NOTICE is hereby given that the Annual General Meeting of Conroy Gold and Natural Resources plc (the "Company") will be held in the Gandon Suite at the Davenport Hotel, Dublin 2, on Friday 7th December 2018 at 10.30am for the purposes of transacting the following business:

- 1 To review the affairs of the Company and to receive and consider the Financial Statements for the year ended 31 May 2018 together with the Directors' and Independent Auditor's Reports thereon (Resolution No. 1).
- 2 To elect as Directors the following persons:
Professor Garth Earls (Resolution No. 2 (a))
Mr Brendan McMorrow (Resolution No. 2 (b))
- 3 To authorise the Directors to fix the remuneration of the Auditors (Resolution No. 3).
- 4 To consider and, if thought fit, pass the following resolution as an Ordinary Resolution (Resolution No. 4):
"That the directors of the Company be generally and unconditionally authorised to allot and issue relevant securities (as defined by Section 1021 of the Companies Act, 2014) up to a maximum of the amount of the authorised but as yet unissued share capital of the Company at the close of business on the date of the passing of this resolution, provided however, that any shares which have been re-purchased shall be deemed never to have been issued for the purpose of calculating the maximum amount of shares which may be issued. The authority hereby conferred shall expire in five years less one day from the date of this Annual General Meeting unless previously renewed, varied or revoked by the Company in general meeting. The Company may make any offer or agreement before expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding that the authority hereby conferred has expired."
- 5 To consider and, if thought fit, pass the following resolution as a Special Resolution (Resolution No. 5):
"That, for the purposes of Sections 1022 and 1023 of the Companies Act, 2014 and subject to the Directors being authorised pursuant to Article 10 of the Articles of Association of the Company, the Directors be empowered to allot equity securities for cash pursuant to and in accordance with Article 11 of the Articles of Association of the Company. The authority hereby conferred shall expire at the close of business on the date of the next Annual General Meeting of the Company unless previously revoked or renewed in accordance with the provisions of the Companies Act, 2014."
- 6 To consider and, if thought fit, pass the following as a special resolution (Resolution No.6):
"That the Memorandum of Association be amended by:
 - (a) the insertion of the words "registered under Part 17 of the Companies Act 2014" at the end of Clause 2
 - (b) the deletion of the words "Section 155 of the Companies Act 1963" in Clause 3(r) and the substitution therefor of the words "Sections 7 and 8 of the Companies Act 2014".
 - (c) the deletion of the words "Section 201 of the Companies Act 1963-2003" and the substitution therefor of the words "the Companies Act 2014"
 - (d) the deletion of the existing Clause 5 and, in order to reflect the resolution passed by the shareholders of the Company on 12 December 2015, the insertion of the following new Clause 5:
"The share capital of the Company is €22,500,000 divided into 11,995,569,057 ordinary shares of €0.001 each, 306,779,844 deferred shares of €0.02 each and 437,320,727 deferred shares of €0.00999 each."
- 7 To consider and, if thought fit, to pass the following as a special resolution (Resolution No.7):
"That the Articles of Association, in the form produced to the meeting and initialled by the Chairman for the purposes of identification, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company".

By Order of the Board

Dated this 13th day of November 2018

Maureen T.A. Jones

Secretary

Registered Office

3300 Lake Drive
Citywest Business Campus
Dublin 24, D24 TD21, Ireland

Notes

1. *The holders of the Ordinary Shares are entitled to attend and vote at the above General Meeting of the Company. A holder of Ordinary Shares may appoint a proxy or proxies to attend, speak and vote instead of him/her. A proxy need not be a member of the Company.*
2. *A Form of Proxy is enclosed for use by Shareholders unable to attend the meeting.*

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST Sponsored Members, and those CREST Members who have appointed a voting service provider(s), should refer to their CREST Sponsor or voting service provider(s), who will be able to take appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK and Ireland (EUI)'s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by the Company's Registrar, Link Asset Services, Link Registrars Limited, as issuer's agent (CREST Participant ID 7RA08), by the latest time(s) for receipt of proxy appointments specified in this notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or Sponsored Member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996.

To appoint a proxy electronically log onto the website of the Company Registrar, www.signalshares.com entering the company name Conroy Gold and Natural Resources plc. You will need to register for signal share by clicking on 'registration section' (if you have not registered previously) and then follow the instructions thereon. Shareholders will require their Shareholder Investor Code (IVC) as printed on the face of the accompanying Form of Proxy. Full details of the procedures, including voting instructions are given on the website.

Proxies to be valid must be lodged with the Company's Registrars, Link Registrars Limited, 2 Grand Canal Square, Grand Canal Harbour, Dublin, DO2 A342, Ireland not less than 48 hours before the time appointed for the holding of the meeting.

3. *In the case of joint holders, the vote of the senior who tenders a vote, either in person or by proxy, will be accepted to the exclusion of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the Register of Members.*
4. *The Company, pursuant to Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996, specifies that only those shareholders registered in the Register of Members of the Company as at 6.00pm on 5 December 2018 (or in the case of an adjournment as at 48 hours before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at the time. 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.*
5. *A copy of this Notice, details of the total number of shares and voting rights as at the date of this Notice and the proposed new Memorandum and Articles of Association of the Company, highlighting the changes proposed to be made to it can be obtained from the website www.conroygoldandnaturalresources.com*