

# 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 at the Clyde Court Hotel (formerly Berkeley Court Hotel), Lansdowne Road, Ballsbridge, Dublin 4 DO4 X2K6 on Monday 14th December 2015 at 10.30 a.m. for the purposes of transacting the following business:

- 1 To receive and consider the Financial Statements for the year ended 31 May 2015 together with the Directors' and Independent Auditors' Reports thereon (Resolution No. 1).
- 2 To re-elect as Directors the following persons:  
Mr James Jones (Resolution No. 2 (a))  
Mr Henry Rennison (Resolution No. 2 (b))  
Mr Séamus FitzPatrick (Resolution No 2(c))
- 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 a Special Resolution (Resolution No. 4):

THAT:

- (a) with immediate effect, each of the issued Ordinary Shares of €0.01 each in the Capital of the Company be and is hereby subdivided into and reclassified as one Ordinary Share of €0.00001 and one deferred share of €0.00999, such deferred shares having the rights attaching to Deferred Shares under Article 2(B) of the Articles of Association of the Company and that each of the unissued Ordinary Shares of €0.01 each in the Capital of the Company be and are hereby subdivided into and reclassified as one thousand ordinary shares of €0.00001:
- (b) Upon such subdivision and reclassification taking effect, all of the Ordinary Shares of €0.00001 each in the Capital of the Company, whether issued or unissued ("**Reclassified Shares**") be and are hereby consolidated into new Ordinary Shares of €0.001 each in the Capital of the Company ("**Consolidated Shares**") on the basis of one Consolidated Share for every hundred Reclassified Shares. All fractions of Consolidated Shares arising as a result of such consolidation shall be aggregated and sold.
- (c) subject to, and with effect from, the reclassification referred to in paragraph (a) above and the consolidation referred to in paragraph (b) of this Special Resolution, Article 2(A) of the Articles of Association of the Company shall be replaced with the following new Article 2 (A):  
*"2 (A) The authorised share capital of the Company is €22,500,000 divided into 1,242,851,658 ordinary shares of €0.001 each ("Ordinary Shares") and 306,779,844 deferred shares of €0.02 each and 437,320,727 deferred shares of €0.00999 each are herein referred to as ("Deferred Shares"), (of which at that date of adoption of the Article 2(A), 4,373,207 ordinary shares and 744,100,571 Deferred Shares are in issue and credited as fully paid)";*  
*and*
- (d) Subject to, and with effect from, the reclassification referred to in Paragraph (a) above and the consolidation referred to in Paragraph (b) of this special resolution, Clause 5 of the Memorandum of Association of the Company shall be replaced with the following new Clause 5:  
*"5. The authorised share capital of the Company is €22,500,000 divided into 1,242,851,658 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."*
- 5 To consider and, if thought fit, pass the following resolution as an Ordinary Resolution (Resolution No. 5):  
"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.”

6 To consider and, if thought fit, pass the following resolution as a Special Resolution (Resolution No. 6):

“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.

#### **By Order of the Board**

Dated this 20th day of November 2015

**James P Jones F.C.A.**

*Secretary*

#### **Registered Office**

9 Merrion Square North

Dublin 2, E02 WN50

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. Proxies to be valid must be lodged with the Company's Registrars, Capita Asset Services, Shareholder solutions (Ireland), 2 Grand Canal Square, Dublin 2 D02 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 6:00 pm on 12th December 2015 (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.”*