

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt about the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, solicitor, accountant, bank manager or other independent professional adviser (being in the case of Shareholders resident in Ireland, an organisation or firm authorised or exempted pursuant to the Investment Intermediaries Act 1995 of Ireland or the European Communities (Markets in Financial Instruments) Regulations 2007 (as amended) and in the case of shareholders resident in the United Kingdom, an organisation or firm registered under the Financial Services and Markets Act 2000 of the United Kingdom, or from another appropriate independent financial adviser if you are resident in any territory outside Ireland or the United Kingdom.**

If you have sold or transferred your Existing Ordinary Shares in Conroy Gold and Natural Resources plc, please send this Circular, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale was effected for onward transmission to the purchaser or transferee. If you have sold or transferred, or sell or transfer as above, part only of your holding of Existing Ordinary Shares in Conroy Gold and Natural Resources plc, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

The distribution of this document in jurisdictions other than Ireland and the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdictions.

# Conroy Gold and Natural Resources plc

*(Registered in Ireland with registered number 232059)*

## **Proposed Capital Reorganisation and Notice of Extraordinary General Meeting**

Your attention is drawn to the letter from the Chairman of Conroy Gold and Natural Resources plc which is set out on pages 3 and 4 of this document which contains your Board's recommendation to vote in favour of the resolution to be proposed at the Extraordinary General Meeting referred to below.

Notice of the Extraordinary General Meeting of the Company to be held at 11.00 a.m. on 26<sup>th</sup> February 2014 at The Clyde Court Hotel, Lansdowne Road, Dublin 4 is set out at the end of this document. To be valid, the Form of Proxy for use at the Extraordinary General Meeting, which is enclosed with this document, must be completed and returned so as to be received by Capita Asset Services, Shareholder solutions (Ireland) no later than 11.00 a.m. on 24 February 2014.

You can return your Form of Proxy by post to Capita Asset Services, Shareholder solutions (Ireland) at 2 Grand Canal Square, Dublin 2 not less than 48 hours before the time appointed for the holding of the meeting.

The completion and return of the Form of Proxy will not prevent you from attending and voting at the meeting in person, if you so wish (and are so entitled).

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**EXPECTED TIMETABLE OF EVENTS**

Publication of this document	3 February 2014
Latest time and date for receipt of Forms of Proxy	11.00 a.m. on 24 February 2014
Extraordinary General Meeting	26 February 2014
Record Date and Time	6.00 p.m. on 26 February 2014

References to time in this document are to Greenwich Mean Time.

## LETTER FROM THE CHAIRMAN

# Conroy Gold and Natural Resources plc

(Registered in Ireland No.232059)

*Directors:*

Professor Richard Conroy – *Chairman*  
Maureen T. A. Jones – *Managing Director*  
James P. Jones – *Financial Director/Secretary*  
Séamus FitzPatrick – *Deputy Chairman*  
Dr Sorcha Conroy – *Non-executive Director*  
Louis J. Maguire – *Non-executive Director*  
Michael E. Power – *Non-executive Director*  
Henry H. Rennison – *Non-executive Director*  
C. David Wathen – *Non-executive Director*

*Registered Office:*

10 Upper Pembroke Street,  
Dublin 2.

3 February 2014

*To all Shareholders of Conroy Gold and Natural Resources plc and, for information only, to participants in the Company's share option scheme and warrant holders*

Dear Shareholder

### **PROPOSED CAPITAL REORGANISATION AND EXTRAORDINARY GENERAL MEETING**

#### **1 INTRODUCTION**

The Company has today announced that an Extraordinary General Meeting of the Company will be held at 11.00a.m. on 26<sup>th</sup> February 2014 at which the Directors are proposing to effect the Proposed Reorganisation.

The purpose of this document is to provide you with information on, and to outline the reasons for, the Proposed Reorganisation and to explain why the Board considers it to be in the best interests of the Company and Shareholders as a whole, and why it recommends that you vote in favour of the Special Resolution to be proposed to effect the Proposed Capital Reorganisation. Notice of the Extraordinary General Meeting and a form of proxy for use at the Extraordinary General Meeting are enclosed with this document.

#### **2 BACKGROUND TO AND REASONS FOR PROPOSED REORGANISATION**

The Company's stockbrokers, Hybridan LLP, have arranged a conditional placing of shares to raise £500,000 at 1.5 pence Sterling per share. As the Placing Price is less than the current nominal value, the Company needs to reorganise its share capital to reduce the current nominal value of its Ordinary Shares in order to complete the placing.

Subject to approval by the Shareholders at the Extraordinary General Meeting, the Directors propose to sub-divide each issued Existing Ordinary Share into one New Ordinary Share and one Deferred Share and sub-divide each of the unissued Existing Ordinary Shares into three New Ordinary Shares. Immediately following the Proposed Capital Reorganisation, the total number of Ordinary Shares in issue will be unchanged and each existing Shareholder will hold one Ordinary Share and one Deferred Share in place of each Existing Ordinary Share. Existing certificates representing the Existing Ordinary Shares will remain valid. No share certificates will be issued for the Deferred Shares.

Following the Proposed Reorganisation, and assuming no further Existing Ordinary Shares are issued between the date of this Circular and the Proposed Reorganisation becoming effective, the issued share capital will comprise 306,779,844 New Ordinary Shares and 306,779,844 Deferred Shares.

### 3 DEFERRED SHARES

The Deferred Shares will have no right to vote, attend or speak at general meetings of the Company and will have no right to receive any dividend or other distribution and will have only limited rights to participate in any return of capital on a winding-up or liquidation of the Company. No application will be made to the London Stock Exchange or the Irish Stock Exchange for admission of the Deferred Shares to trading on AIM or the ESM.

### 4 EXTRAORDINARY GENERAL MEETING

Set out at the end of this document is a notice convening an Extraordinary General Meeting of the Company to be held at 11.00 a.m. on 26<sup>th</sup> February, 2014. At the Extraordinary General Meeting, the Special Resolution will be proposed to approve the Proposed Capital Reorganisation.

The Special Resolution will be passed if at least 75 per cent. of the votes cast are in favour.

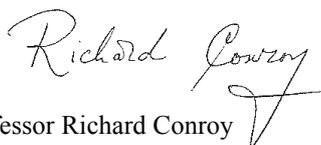
### 5 ACTION TO BE TAKEN

Enclosed with this Circular is a Form of Proxy for use in relation to the Extraordinary General Meeting. Whether or not you intend to be present at the Extraordinary General Meeting, you are requested to complete and return the Form of Proxy, in accordance with the instructions printed thereon, to the Company's registrars, Capita Asset Services, Shareholder solutions (Ireland), as soon as possible and in any event to arrive not later than 11.00 a.m. on 24 February 2014. You can return your Form of Proxy by post to the registrars, Capita Asset Services, Shareholder solutions (Ireland) at 2 Grand Canal Square, Dublin 2. The completion and return of the Form of Proxy will not prevent you from attending and voting at the Extraordinary General Meeting in person, if you so wish.

### 6 RECOMMENDATION

**The Directors consider the proposal described in this document to be in the best interests of the Company and of Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Special Resolution to be proposed at the Extraordinary General Meeting, as they intend to do in respect of their own beneficial holdings of 91,881,422 Existing Ordinary Shares representing 29.95 per cent. of the Existing Ordinary Shares in issue.**

Yours faithfully



Professor Richard Conroy  
Chairman

## DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

<b>"Board" or "Directors"</b>	the board of directors of the Company
<b>"Circular"</b>	this circular to Shareholders of the Company
<b>"Companies Act" or "Act"</b>	the Companies Acts 1963 to 2012
<b>"Company" or "Conroy"</b>	Conroy Gold and Natural Resources plc
<b>"Deferred Shares"</b>	the deferred shares of €0.02 each in the capital of the Company to be created by the Special Resolution.
<b>"Existing Ordinary Shares"</b>	existing ordinary shares of €0.03 each in the capital of the Company
<b>"Extraordinary General Meeting"</b>	the Extraordinary General Meeting of the Company to be held on 26th February, 2014 at Clyde Court Hotel, Lansdowne Road, Ballsbridge, Dublin 4, notice of which is set out in this document
<b>"Form of Proxy"</b>	the form of proxy for use at the Extraordinary General Meeting enclosed with this document
<b>"London Stock Exchange"</b>	the London Stock Exchange plc
<b>"Irish Stock Exchange"</b>	the Irish Stock Exchange Limited
<b>"New Ordinary Shares"</b>	New ordinary shares of €0.01 each in the capital of the Company following the Reorganisation
<b>"Proposed Capital Reorganisation"</b>	the sub-division and reclassification of each of the Existing Ordinary Shares in issue into one New Ordinary Share and one Deferred Share and the sub-division of each unissued Existing Ordinary Share into three New Ordinary Shares.
<b>"Shareholders"</b>	holders of Existing Ordinary Shares
<b>"Special Resolution"</b>	the special resolution to be proposed at the Extraordinary General Meeting

# Conroy Gold and Natural Resources plc

(Registered in Ireland No. 232059)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Conroy Gold and Natural Resources plc (the “**Company**”) will be held at The Clyde Court Hotel (formerly The Berkeley Court Hotel), Lansdowne Road, Ballsbridge, Dublin 4 on Wednesday 26<sup>th</sup> February 2014 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution:

### SPECIAL RESOLUTION

THAT:

- (a) each of the issued ordinary shares of €0.03 each in the capital of the Company be and is hereby subdivided into and reclassified as one ordinary share of €0.01 each and one deferred share of €0.02 each (“**Deferred Share**”), the Deferred Shares having the rights attaching thereto set out in the new Article 2 referred to in paragraph (b) below and that each of the unissued ordinary shares at €0.03 each in the capital of the Company be and hereby sub-divided into three ordinary shares of €0.01 each; and
- (b) subject to, and with effect from, the reclassification referred to in paragraph (a) above, article 2 of the articles of association of the Company shall be replaced with the following new article 2:

“2 (A) *The authorised share capital of the Company is €22,500,000 divided into 1,636,440,312 ordinary shares of €0.01 each (“ordinary shares”) and 306,779,844 deferred shares of €0.02 each (“Deferred Shares”), (of which at the date of adoption of this Article 2, 306,779,844 ordinary shares and 306,779,844 Deferred Shares are in issue and credited as fully paid).*

(B) *The Deferred Shares have the following rights and privileges and are subject to the following limitations:*

(i) *AS REGARDS INCOME:*

*The Deferred Shares shall not be entitled to any dividends or to any other right or participation in the profits of the Company.*

(ii) *AS REGARDS CAPITAL:*

*On a return of assets on liquidation, each Deferred Share shall confer on the holder(s) thereof an entitlement to receive out of the assets of the Company available for distribution amongst the members (subject to the rights of any new class of shares with preferred rights) the amount paid up or credited as paid up on the Deferred Share after (but only after) payment shall have been made to the holders of the ordinary shares of €0.03 each of the amounts paid up or credited as paid up on such shares and the sum of €1,000,000 in respect of each ordinary share held by them respectively. The holder(s) of the Deferred Shares shall have no further right to participate in the assets of the Company.*

(iii) *AS REGARDS VOTING:*

*The holder(s) of the Deferred Shares shall not be entitled to vote upon any resolution and shall not be entitled to receive notice of, attend any general meeting or be part of the quorum thereof.*

(iv) *AS REGARDS VARIATION OF RIGHTS:*

*Any reduction of capital involving the cancellation of the Deferred Shares for no consideration shall not be deemed to be a variation of the rights attaching to such deferred shares nor a modification or abrogation of the rights or privileges attaching to the Deferred Shares and accordingly the Deferred Shares may at any time be cancelled for no consideration by a Special Resolution passed by the holders of the ordinary shares without notice thereof being given to the holder(s) of the Deferred Shares and without any sanction or approval on the part of any holder(s) of the Deferred Shares.*

(v) *FURTHER ISSUES:*

*The special rights conferred upon the holder(s) of the Deferred Shares shall be deemed not to be modified, varied or abrogated by the creation or issue of further shares ranking pari passu with or in priority to the Deferred Shares.”*

*Registered Office:*

10 Upper Pembroke Street  
Dublin 2

*By order of the Board*

James P. Jones  
Secretary

3 February 2014

Notes:

1. Holders of Ordinary Shares in the capital of the Company ("Ordinary Shares") present in person or (being a corporation) by a representative shall, upon a show of hands, each have one vote and, if present in person or by proxy or (being a corporation) by a representative shall, upon a poll, have one vote for every Ordinary Share held.
2. A holder of Ordinary Shares is entitled to appoint one or more proxies to attend and vote on his behalf. The proxy need not be a holder of Ordinary Shares.
3. Completion and return of a form of proxy does not preclude a holder of Ordinary Shares from attending and voting at a meeting.
4. You will find enclosed a form of proxy for use by holders of Ordinary Shares which, to be valid, must be completed and signed, together with any power of attorney or other authority under which it is signed or a notarially certified or office copy thereof and received by the Company's registrars, Capita Asset Services, Shareholder solutions (Ireland) at 2 Grand Canal Square, Dublin 2, not less than 48 hours before the time of the Extraordinary General Meeting.
5. Only those shareholders registered in the Register of Members of the Company as at 5.30pm on 24 February 2014 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time.

