

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 (the "Company") will be held at The Davenport Hotel, 8-10 Merrion Street Lower, Dublin 2 on Friday, 9th December 2016 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 2016 together with the Directors' and Auditors' Reports thereon (Resolution No. 1).
- 2 To re-elect Miss Maureen Jones as Director (Resolution No. 2a).
To re-elect Mr. Louis Maguire as Director (Resolution No. 2b).
To re-elect Mr Michael Power as Director (Resolution No. 2c)
To re-elect Professor Garth Earls as Director (Resolution No. 2d).

- 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 which shall be proposed 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 which shall be proposed as a Special Resolution (Resolution No. 5):

"That, for the purposes of Sections 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 transact any other business.

By Order of the Board

Dated this day 16 day of November 2016

James P Jones.

Secretary

Registered Office

9 Merrion Square North

Dublin 2

Notes

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.

*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, Do2 A342** not less than 48 hours before the time appointed for the holding of the meeting.*