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If you have sold or otherwise transferred some or all of your ordinary shares in Kenmare Resources plc, please pass this document and the accompanying Form of Proxy to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This document does not constitute an offer or invitation to any person to subscribe for or purchase any securities in Kenmare Resources plc.

KENMARE RESOURCES PLC

(Incorporated and registered in Ireland under the Companies Acts 1963 to 2009 with registered number 37550)



KENMARE

Notice of Extraordinary General Meeting

A letter from the Chairman of Kenmare Resources plc is set out at pages 3 to 4 of this document.

Notice of an Extraordinary General Meeting of shareholders in Kenmare to be held at The Westbury Hotel, Grafton Street, Dublin 2, Ireland at 2.00 p.m. on 18 November 2009 is set out at page 7 of this document.

A Form of Proxy for use at the Extraordinary General Meeting accompanies this document. Forms of Proxy, completed and signed in accordance with the instructions printed thereon, should be returned as soon as possible but in any event so as to be received by the Company's Registrar, Computershare Investor Services (Ireland) Limited, PO Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland (whether delivered by post or by hand) no later than 2.00 p.m. on 16 November, 2009. Your proxy may also be submitted through the internet; instructions on how to do this are set out on the Form of Proxy. CREST members who wish to appoint a proxy or proxies via the CREST electronic proxy appointment service should refer to the footnotes on page 8 of this document. Completion and return of a Form of Proxy does not preclude a shareholder from attending and voting at the EGM should they so wish.

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EXPECTED TIMETABLE

| | <i>Time and Date</i> |
|--|-------------------------------|
| Publication of this document | 26 October 2009 |
| Latest date for return of Form of Proxy in respect of EGM ⁽¹⁾ | 2.00 p.m. on 16 November 2009 |
| Extraordinary General Meeting | 2.00 p.m. on 18 November 2009 |

Notes:

- (1) Forms of Proxy in respect of the EGM must be returned as soon as possible but in any event so as to be received by the Company's Registrar, Computershare Investor Services (Ireland) Limited, PO Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland (whether delivered by post or by hand) no later than 2.00 p.m. on 16 November 2009.

LETTER FROM THE CHAIRMAN OF KENMARE RESOURCES PLC

KENMARE RESOURCES PLC

(Incorporated and registered in Ireland under the Companies Acts 1963 to 2009 with registered number 37550)

The logo for Kenmare Resources PLC, consisting of the word "KENMARE" in white, uppercase, sans-serif font, centered within a solid black rectangular box.

Directors:

Charles Carvill* – *Chairman*
Peter McAleer* – *Deputy Chairman*
Michael Carvill – *Managing Director*
Jacob Deysel – *Chief Operations Director*
Terence Fitzpatrick – *Technical Director*
Tony McCluskey – *Finance Director*
Sofia Bianchi*
Ian Egan*
Simon Farrell*
Anthony Lowrie*

Head and Registered Office:

Chatham House,
Chatham Street,
Dublin 2,
Ireland.

* denotes non-executive Director

26 October 2009

Dear Shareholder,

An Extraordinary General Meeting of the Company will be held at The Westbury Hotel, Grafton Street, Dublin 2, Ireland on 18 November 2009 at 2.00 p.m. for the purposes explained below. The notice of the meeting is set out at page 7 of this document.

Authority to increase authorised share capital (Resolution 1)

The current nominal value of the authorised and issued ordinary share capital of the Company is €54,000,000 and €52,713,640 respectively. As the current authorised share capital is almost exhausted, the Board considers it appropriate to increase the nominal value of the authorised share capital of the Company by approximately 67 per cent. to €90,000,000 by the creation of an additional 600,000,000 ordinary shares of €0.06 each.

General authority to allot shares and dis-application of pre-emption rights (Resolutions 2 and 3)

By Resolution 2 the Directors seek authority to allot shares up to an amount equal to the maximum aggregate nominal value of the authorised but unissued share capital of the Company from time to time, which is equal to approximately 71 per cent. of the issued ordinary share capital of the Company as of the date of this notice. This authority will lapse at the conclusion of next year's Annual General Meeting or 15 months from the passing of this resolution, whichever is the earlier. The Directors have currently no intention to issue shares pursuant to this authority except for issues under the Company's share option plan and the exercise of warrants.

The Company is proposing to renew its authorities to enable the allotment of equity securities for cash on a non pre-emptive basis and accordingly Resolution 3 is seeking to put in place a new Section 24 authority in this regard. This authority is sought on the same basis as the Section 24 authority approved by shareholders at the last Annual General Meeting of the Company, being limited to the allotment of equity securities (a) in connection with any offer of securities open for any period fixed by the Directors by way of rights, open offer

etc. (b) in connection with the exercise of any options or warrants etc. and (c) (in addition to the authorities granted pursuant to (a) and (b)), up to a maximum aggregate nominal value equal to the nominal value of 10 per cent. of the issued share capital of the Company from time to time.

Accordingly, the notice of EGM set out at page 7 of this document includes resolutions to (a) increase the Company's authorised share capital, (b) to authorise the Directors to allot shares in respect of the increased authorised share capital and (c) to authorise the Directors to issue shares for cash on a non pre-emptive basis pursuant to Section 24 of the Companies (Amendment) Act 1983.

Shareholders' Rights Regulation (Resolution 4)

Following the introduction of the Shareholders' Rights (Directive 2007/36/EC) Regulations 2009 in August 2009, your Board proposes to take this opportunity to address a procedural matter introduced by the 2009 Regulations relating to the calling of an extraordinary general meeting on giving (at least) 14 days' notice.

Previously, the Company had the ability to call an extraordinary general meeting (except those convened for the purpose of passing special resolutions) on giving (at least) 14 days' notice. The 2009 Regulations provide that extraordinary general meetings of the Company (except those convened for the purpose of passing special resolutions) may now be held on giving (at least) 14 days' notice only where (a) the Company has passed a special resolution at its next general meeting (and each subsequent Annual General Meeting) approving the holding of extraordinary general meetings on giving (at least) 14 days' notice and (b) the Company offers a facility to vote electronically (which the Articles already provide for through the appointment of proxies electronically).

The Directors consider that it is in the interests of the Company to retain the flexibility to call an extraordinary general meeting (except those convened for the purpose of passing special resolutions) on giving (at least) 14 days' notice. Accordingly, the notice of EGM set out at page 7 of this document includes a special resolution permitting the Company to call an extraordinary general meeting on giving (at least) 14 days' notice. Subject to the passing of the said special resolution, the approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

ACTION TO BE TAKEN

A Form of Proxy for use by shareholders accompanies this document. Whether or not you intend to be present at the EGM, please complete, sign and return the Form of Proxy to the Company's Registrar, Computershare Investor Services (Ireland) Limited, PO Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland (whether delivered by post or by hand) in accordance with the instructions printed thereon as soon as possible but, in any event, so as to be received no later than 2.00 p.m. on 16 November, 2009. Your proxy may also be submitted through the internet; instructions on how to do this are set out on the Form of Proxy. CREST members who wish to appoint a proxy or proxies via the CREST electronic proxy appointment service should refer to the footnotes on page 8 of this document.

Completion and return of a Form of Proxy will not preclude you from attending and voting in person at the EGM should you so wish.

RECOMMENDATION

The Directors consider the Resolutions to be proposed at the Extraordinary General Meeting to be in the best interests of the Company and its shareholders as a whole and, accordingly, they unanimously recommend shareholders to vote in favour of each of the Resolutions, as they intend to do in respect of their own beneficial holdings.

Yours faithfully,

CHARLES CARVILL
Chairman

DEFINITIONS

The following terms have the following meaning in the Circular unless otherwise stated:

| | |
|--|--|
| “2009 Regulations” | the Shareholders’ Rights (Directive 2007/36/EC) Regulations 2009 (S.I. No. 316 of 2009); |
| “Acts” or “Companies Acts” | the Companies Act 1963 to 2009 of Ireland; |
| “Articles” or “Articles of Association” | the Articles of Association of the Company; |
| “Board” or “Directors” | the board of directors of the Company; |
| “Business Day” | any day (other than a Saturday or Sunday) on which lending banks in Dublin and London are generally open for the transaction of normal business; |
| “Circular” | this document; |
| “CREST” | the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear in accordance with the CREST Regulations; |
| “CREST Manual” | the CREST Manual referred to in agreements entered into by Euroclear; |
| “CREST Regulations” | the UK Uncertificated Securities Regulations 2001 (SI 2001 No. 01/378), as amended; |
| “Extraordinary General Meeting” or “EGM” | the extraordinary general meeting of Shareholders to be held at The Westbury Hotel, Grafton Street, Dublin 2, Ireland at 2.00 p.m. on 18 November, 2009, including any adjournment thereof, notice of which is set out on page 7 of this document; |
| “Form of Proxy” | the form of proxy for use by shareholders at the EGM, which accompanies this document; |
| “Ireland” | the island of Ireland, excluding Northern Ireland, and the word “Irish” shall be construed accordingly; |
| “Irish Stock Exchange” | The Irish Stock Exchange Limited; |
| “Kenmare” or “the Company” | Kenmare Resources plc; |
| “London Stock Exchange” | London Stock Exchange plc; |
| “Notice” | the notice of Extraordinary General Meeting set out at page 7 of this document; |
| “Ordinary Shares” | Ordinary Shares in the capital of the Company of nominal value €0.06 each; |
| “Regulations” | the Companies Act 1990 (Uncertificated Securities) Regulations 1996 (S.I. No. 68 of 1996); |
| “Resolution” or “Resolutions” | the resolution(s) to be proposed at the EGM, as set out in the Notice; |
| “UK Listing Authority” | the United Kingdom Listing Authority. |

Notes:

- (i) Unless otherwise stated in this document, all reference to statutes or other forms of legislation shall refer to statutes or forms of legislation of Ireland. Any reference to any provision of any legislation shall include any amendment, modification, re-enactment or extension thereof.
- (ii) Words importing the singular shall include the plural and vice versa and words importing the masculine gender shall include the feminine or neutral gender.
- (iii) All market prices referred to in this Circular are, unless otherwise stated, the closing market price on the London Stock Exchange on the date stated.
- (iv) The terms “Stg£” and “Stgp” refer to sterling pounds and sterling pence respectively, the lawful currency of the United Kingdom.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Kenmare Resources plc will be held at 2.00 p.m. on 18 November 2009 at The Westbury Hotel, Grafton Street, Dublin 2, Ireland for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions numbered 1 and 2 will be proposed as ordinary resolutions and resolutions numbered 3 and 4 will be proposed as special resolutions:

- (1) THAT the authorised ordinary share capital of the Company be increased to €90,000,000 by the creation of an additional 600,000,000 new ordinary shares of €0.06 each, such new ordinary shares ranking *pari passu* in all respects with the existing issued and authorised ordinary shares of €0.06 each in the capital of the Company.
- (2) THAT the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 20 of the Companies (Amendment) Act 1983) up to an amount equal to the maximum aggregate nominal value of the authorised but unissued share capital of the Company from time to time. The authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution, or, if earlier, the date which is 15 months from the passing of this resolution, provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired.
- (3) THAT, the Directors be and they are hereby empowered pursuant to Section 24 of the Companies (Amendment) Act, 1983 to allot equity securities (as defined by Section 23 of the Companies (Amendment) Act, 1983) for cash as if sub-Section (1) of the said Section 23 did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities:
 - (a) in connection with any offer of securities open for any period fixed by the Directors by way of rights, open offer or otherwise in favour of holders of ordinary shares and/or any persons having a right to subscribe for or convert securities into ordinary shares in the capital of the Company (including, without limitation, any holders of options under any of the Company's share option schemes for the time being) and subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems under the laws of, or the requirements of any recognised body or stock exchange in, any territory;
 - (b) in connection with the exercise of any options or warrants to subscribe granted by the Company; and
 - (c) (in addition to the authority conferred by paragraphs (a) and (b) of this Resolution), up to a maximum aggregate nominal value equal to the nominal value of 10 per cent. of the issued share capital of the Company from time to time.

The power hereby conferred shall expire on the date of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, the date which is 15 months from the passing of this resolution, save that the Company may before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

- (4) THAT the provisions of Article 50(a) of the Articles of Association of the Company allowing for the convening of an extraordinary general meeting of the Company on giving 14 days' notice in writing at the least (where such meeting is not an annual general meeting or a general meeting for the passing of a special resolution) shall continue to be effective.

Dated: 26 October 2009

By Order of the Board
DEIRDRE CORCORAN
Company Secretary

Registered Office:
Chatham House,
Chatham Street,
Dublin 2,
Ireland.

NOTES:

Entitlement to attend and vote

- (1) Pursuant to Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996 only those Shareholders registered on the Company's register of members at 6.00 p.m. on 16 November 2009 shall be entitled to attend and vote at the Extraordinary General Meeting.
Website giving information regarding the meeting
- (2) Information regarding the Extraordinary General Meeting, including the information required by section 133A(4) of the Companies Act 1963, is available from www.kenmareresources.com.

Attending in person

- (3) The Extraordinary General Meeting will be held at The Westbury Hotel, Grafton Street, Dublin 2, Ireland. If you wish to attend the Extraordinary General Meeting in person, you are recommended to attend at least 15 minutes before the time appointed for holding of the Extraordinary General Meeting to allow time for registration. Please bring the attendance card attached to your Form of Proxy and present it at the shareholder registration desk before the commencement of the Extraordinary General Meeting.

Appointment of proxies

- (4) A member entitled to attend, speak and vote at the above meeting is entitled to appoint a Proxy to attend, speak and vote in his/her behalf. A proxy need not be a member of the Company.
- (5) The Form of Proxy must be delivered Computershare Investor Services (Ireland) Limited not less than forty-eight hours before the time for the holding of the meeting, or any adjournment thereof.
- (6) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Extraordinary 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.
- (7) 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 Computershare Investor Services (Ireland) Limited, as issuer's agent, (ID 3RA50) 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.
- (8) 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.
- (9) 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.
- (10) In case of a corporation, the instrument may be either under the common seal or under the hand of an officer or attorney authorised in that behalf.
- (11) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and for this purpose, seniority will be accepted to order in which the names stand in the Register of Members in respect of a joint holding.
- (12) If a proxy is executed under a power of attorney, such power of attorney must be adopted with the Company with the Instrument of Proxy.
- (13) Completing and returning the Form of Proxy does not preclude a member from attending and voting at the meeting should he/she so wish.

Issued shares and total voting rights

- (14) The total number of issued shares on the date of this notice of Extraordinary General Meeting is 878,560,664. On a vote by show of hands every shareholder who is present in person and every proxy has one vote (but no individual shall have more than one vote). On a poll every shareholder shall have one vote for every share carrying rights of which he is the holder.

The ordinary resolutions require a simple majority of shareholders voting in person or by proxy to pass the Resolution. The special resolutions require a majority of not less than 75 per cent. of those who vote either in person or by proxy.

Questions at the Extraordinary General Meeting

- (15) Under section 134C of the Companies Act 1963, the Company must answer any question you ask relating to the business being dealt with at the Extraordinary General Meeting unless:
 - answering the question would interfere unduly with the preparation for the Extraordinary General Meeting or the confidentiality and business interests of the Company;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it appears to the Chairman of the Extraordinary General Meeting that it is undesirable in the interests of good order of the meeting that the question be answered.

Shareholders' right to table draft resolutions

- (16) Under section 133B of the Companies Act 1963, a Shareholder or Shareholders meeting the qualification criteria set out below may table a draft resolution for the item on the agenda of the Extraordinary General Meeting.

The relevant request must be made by a shareholder or shareholders holding 3 per cent. of the issued share capital, representing at least 3 per cent. of the total voting rights of all the shareholders who have a right to vote at the Extraordinary General Meeting.

The request:

- may be in hard copy form or in electronic form;
- must set out the draft resolution in full or, if supporting a draft resolution sent by another shareholder, clearly identify the draft resolution which is being supported;
- must be authenticated by the person or persons making it (by identifying the shareholder or shareholders meeting the qualification criteria and, if in hard copy, by being signed by the shareholder or shareholders); and
- must be received by the Company not later than 48 hours before the Extraordinary General Meeting to which the request relates.

The request must be made in accordance with one of the following ways:

- a hard copy request which is signed by the shareholder(s), states the full name and address of the shareholder(s) and is sent to the Company Secretary, Kenmare Resources plc, Chatham House, Chatham Street, Dublin 2, Ireland; or
- a request which states the full name and address and the Shareholder Investor Code (or IVC) (as printed on the face of the accompanying Form of Proxy) of the shareholder(s) and is sent to info@kenmareresources.com.

Any draft resolution must not be such as would be incapable of being passed or otherwise be ineffective (whether by reason of inconsistency with any enactment or the Company's memorandum and articles of association or otherwise).

Any draft resolution must not be defamatory of any person, frivolous or vexatious.

For use at the Extraordinary General Meeting to be held at the **Westbury Hotel, Grafton Street, Dublin 2**, on 18 November 2009 at 2.00p.m. and at any adjournment thereof.

Shareholder Reference Number

Form of Proxy - Kenmare Resources plc Extraordinary General Meeting to be held on 18 November 2009

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

Explanatory Notes:

1. To be effective, the Form of Proxy, together with the Power of Attorney or other authority under which it is executed, or a notarially certified copy thereof, must be completed to reach the office of the Company's registrars at Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 not less than forty-eight hours before the time for the holding of the meeting.
2. This Proxy Form must (i) in the case of an individual member be signed by the member or his/her attorney; or (ii) in the case of a body corporate be given either under its common seal or be signed on its behalf by its duly authorised officer or attorney.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
4. If you desire to appoint a proxy other than the Chairman of the meeting, please insert the name of your chosen proxy holder in the space provided (see reverse).
5. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
6. The completion and return of this form of proxy will not preclude a member from attending and voting in person.
7. Any alterations made to this form should be initialled.
8. The "Vote Withheld" option is provided to enable you to abstain on the resolution. However, it should be noted that a "Vote Withheld" will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
9. Pursuant to regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the date of the meeting (or in the case of an adjournment as at 48 hours before the time of the adjourned meeting). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
10. To appoint a proxy or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 2.00p.m. on Monday 16 November 2009. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996.

To be effective, all votes must be lodged at the office of the Company's registrars at:

Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 by 16 November 2009 at 2.00p.m.

A reply paid envelope is enclosed to enable the return of proxy forms

LODGE YOUR PROXY VOTE USING THE INTERNET 24 HOURS A DAY 7 DAYS A WEEK

All Named Holders:



To Vote Using the Internet

Go to the following website:

www.computershare.com/ie/voting/kenmare

You will be asked to enter the Shareholder Reference Number (SRN) and PIN as printed opposite and agree to certain terms and conditions.

To View the Notice of Meeting Online

Go to the following website:

www.kenmareresources.com

SRN.

PIN.

Poll Card

To be completed **only** at the EGM if a Poll is called.

Ordinary Resolutions :

1. To increase the authorised share capital

| For | Against | Vote Withheld |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

2. To grant the Directors the authority to allot shares

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

Special Resolutions :

3. To waive the statutory pre-emption rights

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

4. To authorise the calling of general meetings on 14 days' notice

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

Signature

Form of Proxy

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



I/We hereby appoint the Chairman of the Meeting OR the following person

| | |
|--|--|
| | |
|--|--|

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).*

as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at the **Westbury Hotel, Grafton Street, Dublin 2**, on Wednesday 18 November 2009 at 2.00p.m. and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an X in the appropriate box.

Ordinary Resolutions :

1. To increase the authorised share capital

| For | Against | Vote Withheld |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

2. To grant the Directors the authority to allot shares

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

Special Resolutions :

3. To waive the statutory pre-emption rights

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

4. To authorise the calling of general meetings on 14 days' notice

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

I/we would like my/our proxy to vote on the resolutions proposed at the Meeting as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).