

## 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](http://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](mailto: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.