

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Kenmare Resources plc. will be held at the Westbury Hotel, Grafton Street, Dublin 2 on Thursday 20 May 2010 at 11.00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the Directors' Report, the Financial Statements and the Independent Auditors' Report thereon for the year ended 31 December 2009.
2. To re-elect as a Director Mr. T. Fitzpatrick who retires by rotation in accordance with the Company's Articles of Association.
3. To re-elect as a Director Mr. P. McAleer who retires by rotation in accordance with the Company's Articles of Association.
4. To re-elect as a Director Mr. T. McCluskey who retires by rotation in accordance with the Company's Articles of Association.
5. To re-elect as a Director Mr. C. Carvill who, being a Non-Executive Director who has served for over nine years on the Board, retires in accordance with best practice.
6. To re-elect as a Director Mr. I. Egan who, being a Non-Executive Director who has served for over nine years on the Board, retires in accordance with best practice.
7. To re-elect as a Director Mr. S. Farrell who, being a Non-Executive Director who has served for over nine years on the Board, retires in accordance with best practice.
8. To elect as a Director Mr. J. Deysel.
9. To authorise the Directors to fix the remuneration of the Auditors.

SPECIAL BUSINESS

10. To consider, and if thought fit, pass the following resolution as an ordinary resolution.

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 number of authorised but unissued share capital of the Company as at the date of the passing of this resolution. The authority hereby conferred shall expire at the conclusion of the next Annual General Meeting, or, if earlier, 20 August 2011 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.

11. To consider, and if thought fit, pass the following resolution as a special resolution.

That, subject to the passing of Resolution 10 above, 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 pursuant to the authority conferred by Resolution 10 above 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 5% 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, 20 August 2011 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.

12. To consider, and if thought fit, pass the following resolution as a special resolution:

That, it is hereby resolved that the provision in article 50(a) of the Articles of Association of the Company allowing for the convening of Extraordinary General Meetings by at least 14 days' notice (where such meetings are not convened for the passing of a special resolution) shall continue to be effective.

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

13. To consider, and if thought fit, pass the following resolution as a special resolution:

That the Articles of Association of the Company be and are hereby amended by:

(a) the insertion of the following new definition:

““Record Date” means a date and time specified by the Company for eligibility for voting at a general meeting, which may not be more than forty-eight hours before the general meeting to which it relates;”

(b) deleting Article 50(a) and replacing it with the following new Article 50(a):

“50(a) Subject to Sections 133 and 141 of the Act allowing a general meeting to be called by shorter notice, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days’ notice in writing at the least and a general meeting of the Company (other than an annual general meeting or a general meeting called for the passing of a special resolution) shall also be called by at least 21 days’ notice in writing (whether in electronic form or otherwise), except that it may be called by at least 14 days’ notice (whether in electronic form or otherwise) where:

- (i) all members who hold shares that carry rights to vote at the meeting are permitted to vote by electronic means either before or at the meeting; and
- (ii) a special resolution reducing the period of notice to 14 days’ has been passed at the immediately preceding annual general meeting held since that meeting.”

(c) deleting Article 52 and replacing it with the following new Article 52:

“52. (a) All business that is transacted at an extraordinary general meeting shall be deemed special and also all business that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the reports of auditors and directors and any other document required to be annexed to the balance sheet, the election of directors, the re-appointment of retiring auditors, the fixing of the remuneration of the auditors and the consideration of a special resolution for the purpose of Article 50(a)(ii).

(b) Any request by a member to table a draft resolution under Section 133B(1)(b) of the Act shall be received by the Company in hardcopy form or in electronic form at the address specified by the Company at least 30 days before the meeting to which it relates.”

(d) deleting Article 60.

(e) deleting Article 62 and replacing it with the following new Article 62:

“62. (a) Subject to any special rights or restrictions as to voting for the time being attached by or in accordance with these Articles to any class of shares, on a show of hands every member present in person and every proxy shall have one vote, but so that no one member shall on a show of hands have more than one vote in respect of the aggregate number of shares of which he is the holder, and on a poll every member who is present in person or by proxy shall have one vote for each share of which he is the holder.

(b) A person shall be entered on the register by the Record Date specified in respect of a general meeting in order to exercise the right of a member to participate and vote at the general meeting and any change to an entry on the register after the Record Date shall be disregarded in determining the right of any person to attend and vote at such general meeting.”

(f) the renumbering of the Articles of Association and all cross references therein to reflect the amendments provided for in paragraphs (a) to (e) above.

By order of the Board,
Deirdre Corcoran
Company Secretary

22 April 2010

Notes:

Entitlement to attend and vote

- (1) Only those Shareholders registered on the Company's register of members:
- 48 hours before the time appointed for the Annual General Meeting; or
 - if the Annual General Meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned Annual General Meeting
- shall be entitled to attend and vote at the Annual General Meeting.

Website giving information regarding the meeting

- (2) Information regarding the Annual 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 Annual General Meeting will be held at 11.00 a.m. on 20 May 2010 at The Westbury Hotel, Grafton Street, Dublin 2, Ireland. If you wish to attend the Annual General Meeting in person, you are recommended to attend at least 15 minutes before the time appointed for holding of the Annual 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 Annual 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 member may appoint more than one proxy to attend and vote at the Annual General Meeting in respect of shares held in different securities accounts. A member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different shares held by that member. A proxy need not be a member of the Company.
- (5) A Form of Proxy for use by members is enclosed with this Notice of Annual General Meeting (or is otherwise being delivered to Shareholders). Completion of a Form of Proxy (or submission of proxy instructions electronically) will not prevent a shareholder from attending the Annual General Meeting and voting in person should they wish to do so.
- (6) To be valid, the Form of Proxy must be delivered to Computershare Investor Services (Ireland) Limited, PO Box 954, Sandyford, Dublin 18, Ireland (if delivered by post) or at Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland (if delivered by hand) as soon as possible and, in any event, so as to be received not less than forty-eight hours before the time for the holding of the meeting, or any adjournment thereof.
- (7) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual 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.
- (8) 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.
- (9) 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.

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

- (10) 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.
- (11) In case of a corporation, the instrument shall be either under its common seal or under the hand of an officer or attorney duly authorised in that behalf.
- (12) 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.
- (13) If a proxy is executed under a power of attorney, such power of attorney must be deposited with the Company with the Instrument of Proxy.

Action to be taken

- (14) Electronic proxy appointment is available for the Annual General Meeting. This facility enables a Shareholder to lodge its proxy appointment by electronic means by logging on to the website of the Registrars, www.computershare.com/ie/voting/kenmare. Alternatively, for those who hold Ordinary Shares in CREST, a Shareholder may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Computershare (CREST participant ID 3RA50). In each case the proxy appointment must be received by no later than 11.00 a.m. on 18 May 2010.

Issued shares and total voting rights

- (15) The total number of issued shares on the date of this notice of Annual General Meeting is 2,403,127,212. 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 voting rights of which he is the holder.

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

Questions at the Annual General Meeting

- (16) 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 Annual General Meeting unless:
- answering the question would interfere unduly with the preparation for the Annual 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 Annual 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

- (17) Pursuant to section 133B(1)(a) of the Companies Act 1963 (as amended) and subject to any contrary provision of company law, shareholders holding at least 3% of the Company's issued share capital, or at least 3% of the voting rights, have the right to put an item on the agenda, or to table a draft resolution for inclusion on the agenda of an annual general meeting. In the case of the 2010 Annual General Meeting, the latest date for submission of such requests/resolutions was 8 April 2010.