

For use at the Annual General Meeting to be held at the **The Westbury Hotel, Grafton Street, Dublin 2**, on Thursday 25 May 2017 at 11.00 a.m. and at any adjournment thereof.

Shareholder Reference Number

### Form of Proxy - Kenmare Resources plc Annual General Meeting to be held on 25 May 2017



Cast your Proxy online...It's fast, easy and secure!

[www.eproxyappointment.com](http://www.eproxyappointment.com)

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

Control Number: 914275

SRN:

PIN:



View the Annual Report and Notice of Meeting online log on to: [www.kenmareresources.com](http://www.kenmareresources.com)

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 the 23 May 2017 at 11.00 a.m.

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

#### Explanatory Notes:

- Every shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his/her proxy to exercise all or any of his/her rights, to attend, speak, ask questions and vote on his/her behalf at the meeting. If you wish to appoint a person other than the Chairman of the meeting, please insert the name of your chosen proxy holder in the space provided (see reverse).
- A shareholder may appoint more than one proxy to attend, speak, ask questions and vote at the meeting provided that each proxy is appointed to exercise rights in respect of shares held in different securities accounts. A shareholder 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 shareholder. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +353 1 447 5106 or you may photocopy the reverse only of this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). All forms must be signed and should be returned together in the same envelope. Where a poll is taken at the AGM, a shareholder, present in person or proxy, holding more than one share is not required to cast all their votes in the same way.
- To be effective, the completed Form of Proxy together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with the Registrar of the Company before the deadline set out above. A Shareholder wishing to appoint a proxy by electronic means may do so on the Registrar's website [www.eproxyappointment.com](http://www.eproxyappointment.com). Details of the requirements are set out in the box above. A Shareholder who wishes to appoint more than one proxy by electronic means must contact the Registrar by sending an email to [clientservices@computershare.ie](mailto:clientservices@computershare.ie).
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Section 1105 of the Companies Act 2014 and 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 6.00p.m. on the day two days prior to the 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.
- To appoint one or more proxies 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 11.00 a.m. on Tuesday 23 May 2017. 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.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on +353 1 447 5106 to request a change of address form or go to [www.investorcentre.com/ie](http://www.investorcentre.com/ie) to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The appointment of a proxy will not preclude a member from attending the meeting and voting in person.

**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.

#### All Holders

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

Resolutions :	Vote		
	For	Against	Withheld
1. To consider the Financial Statements, the Directors' Report and the Independent Auditors' Report thereon for the year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To consider the Directors' Remuneration Report (other than the Directors' Remuneration Policy) as set out on pages 62 to 73 of the Annual Report for the year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve, on an advisory basis, the Directors' Remuneration Policy as set out on pages 74 to 83 of the Annual Report for the year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect the following Directors			
(a) Mr. M. Carvill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Mr. T. Fitzpatrick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Ms. E. Headon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Mr. T. McCluskey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Mr. S. McTiernan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) Mr. G. Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	Vote		
	For	Against	Withheld
5. To elect the following Directors:			
(a) Mr. T. Keating	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Mr. G. Martin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the Directors to fix the remuneration of the Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Special Resolution - To renew the authority to convene an EGM by 14 days notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Ordinary Resolution - To approve the Kenmare Resources plc Restricted Share Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Ordinary Resolution - To authorise the Directors to allot relevant securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Special Resolution - To disapply statutory pre-emption rights.	<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 attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the Annual General Meeting of the Company to be held at the **The Westbury Hotel, Grafton Street, Dublin 2**, on Thursday 25 May 2017 at 11.00 a.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.

\* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

Resolutions :	Vote		
	For	Against	Withheld
1. To consider the Financial Statements, the Directors' Report and the Independent Auditors' Report thereon for the year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To consider the Directors' Remuneration Report (other than the Directors' Remuneration Policy) as set out on pages 62 to 73 of the Annual Report for the year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve, on an advisory basis, the Directors' Remuneration Policy as set out on pages 74 to 83 of the Annual Report for the year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect the following Directors			
(a) Mr. M. Carvill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Mr. T. Fitzpatrick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Ms. E. Headon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Mr. T. McCluskey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Mr. S. McTiernan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) Mr. G. Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	Vote		
	For	Against	Withheld
5. To elect the following Directors:			
(a) Mr. T. Keating	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Mr. G. Martin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the Directors to fix the remuneration of the Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Special Resolution - To renew the authority to convene an EGM by 14 days notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Ordinary Resolution - To approve the Kenmare Resources plc Restricted Share Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Ordinary Resolution - To authorise the Directors to allot relevant securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Special Resolution - To disapply statutory pre-emption rights.	<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).