

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to what action you should take you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional financial adviser (being in the case of shareholders in Ireland an organisation or firm authorised or exempted pursuant to the European Communities (Markets in Financial Instruments) Regulations (Nos. 1 to 3) 2007 or the Investment Intermediaries Act, 1995 and in the case of shareholders in the United Kingdom, an adviser authorised or exempted pursuant to the Financial Services and Markets Act, 2000).

If you have sold or otherwise transferred all your shares please forward this document together with the form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected, for delivery to the purchaser or transferee.

**Letter from the Chairman and  
Notice of Annual General Meeting**



**KENMARE**

Notice of the Annual General Meeting of Kenmare Resources Plc  
to be held on Wednesday, 1 June 2011 at 12 noon  
at The Shelbourne Hotel, St. Stephen's Green, Dublin 2 is set out in this document.

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To the Shareholders,  
Kenmare Resources Plc.

20 April 2011

## Notice of Annual General Meeting (“AGM”)

Dear Shareholder,

I enclose for your attention Notice of the Annual General Meeting of Kenmare Resources Plc, and invite you to join me on 1 June 2011 at The Shelbourne Hotel, St. Stephen’s Green, Dublin 2 at 12 noon.

The resolutions to be proposed at the forthcoming AGM are set out in the Notice of AGM on pages 3 to 4 of this circular, with further explanatory notes set out on pages 5 to 10 of this circular.

I would encourage all Shareholders to read the Company’s Operating and Financial review for 2010 which is contained in the Annual Report, which is available on [www.kenmareresources.com](http://www.kenmareresources.com).

This year, in line with the recommendations of the UK Corporate Governance Code, all of your Board are offering themselves for re-election. The performance of the Board is reviewed annually, and each of the Directors has made a substantial contribution to the leadership and governance of the Company during the year.

Shareholders are also being asked to elect Ms. Elizabeth Headon as a Non-Executive Director to the Board. Ms. Headon has a wealth of experience in corporate communications, advising and representing numerous publicly quoted companies, government departments and agencies, specialising in issue and crisis management. Ms. Headon was co-opted to the Board in April following the recommendation of the Nomination Committee. The Board had approached Ms. Headon directly, having worked with her when she was a Director of Murray Consultants and also when she worked for Kenmare at the Moma site in 2007 and 2008 in the development of KMAD, the community development association. As a result, neither an external search consultant nor open advertising was used in the appointment.

A brief biography of each of the Directors is set out in the notes to the resolutions.

The three items of special business relate to the share capital of the Company and the renewal of authorities previously given for a further 12 month period. These are matters which are now standard for most public companies.

Your participation at the AGM is important for the Company, and I would encourage every shareholder to take part in the meeting, either by attending the AGM or (if you are not able to attend) by casting your vote by proxy. Details of how you can vote, either in person or by proxy, are set out in the general notes to this circular.

Your Board believes that the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders. Accordingly, the Directors unanimously recommend that shareholders vote in favour of the resolutions, as they intend to do in respect of their own beneficial holdings of shares in the Company.

Yours sincerely,



Charles Carvill  
**Chairman**

**Directors:** Charles Carvill (Chairman), Michael Carvill, Sofia Bianchi, Jacob Deysel, Ian Egan, Simon Farrell,  
Terence Fitzpatrick, Tony Lowrie, Peter McAleer, Tony McCluskey. **Secretary:** Deirdre Corcoran

**Registered Office:** Chatham House, Chatham Street, Dublin 2, Ireland. **Registered No.** 37550. Registered in Dublin, Ireland.

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Kenmare Resources plc. will be held at the Shelbourne Hotel, St. Stephen's Green, Dublin 2 on Wednesday 1 June 2011 at 12 noon for the following purposes:

### **ORDINARY BUSINESS**

1. To receive and consider the Directors' Report, the Financial Statements and the Independent Auditor's Report thereon for the year ended 31 December 2010.
2. To re-elect the following Directors
  - (a) Ms. S. Bianchi
  - (b) Mr. C. Carvill
  - (c) Mr. M. Carvill
  - (d) Mr. J. Deysel
  - (e) Mr. I. Egan
  - (f) Mr. S. Farrell
  - (g) Mr. T. Fitzpatrick
  - (h) Mr. T. Lowrie
  - (i) Mr. P. McAleer
  - (j) Mr. T. McCluskey
3. To elect Ms. E. Headon as a Director
4. To authorise the Directors to fix the remuneration of the Auditors.

### **SPECIAL BUSINESS**

5. 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 aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company as at the close of business on 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, 31 August 2012 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.

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

That, subject to the passing of Resolution 5 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 5 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 to deal with fractional entitlements or legal, regulatory or practical

problems under the laws of, or the requirements of any recognised body or stock exchange in, any territory; and

- (b) (in addition to the authority conferred by paragraph (a) of this Resolution), up to a maximum aggregate nominal value equal to the nominal value of 5% of the issued ordinary share capital as at the close of business on the date of passing of this resolution.

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, 31 August 2012 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.

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

That, for the purpose of article 50(a) of the Articles of Association of the Company, the Directors be and are hereby generally and unconditionally authorised to call a general meeting, other than an annual general meeting or a meeting for the passing of a special resolution, on not less than 14 days' notice. The authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting.

By order of the Board,  
Deirdre Corcoran  
*Company Secretary*

**20 April 2011**

## **GENERAL 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](http://www.kenmareresources.com).

### **Attending in person**

- (3) The Annual General Meeting will be held at 12 noon on 1 June 2011 at The Shelbourne Hotel, St. Stephen's Green, 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.
- (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.eproxyappointment.com](http://www.eproxyappointment.com). There will be a Control Number required in addition to the SRN and PIN in order to log into the meeting which will be printed on all Proxy Cards and outlined in the email broadcast to eComms holders. 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 12 noon on 30 May 2011.

#### **Issued shares and total voting rights**

- (15) The total number of issued shares on the date of this notice of Annual General Meeting is 2,403,918,878. 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 resolution 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 and put items on the agenda**

- (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, representing 3% of the voting rights, have the right to put an item on the agenda of an annual general meeting. In the case of the 2011 Annual General Meeting, the latest date for submission of such requests/resolutions was 20 April 2011 (being 42 days prior to the date of the meeting).
- (18) Pursuant to Section 133B(1)(b) of the Companies Act 1963 (as amended) and subject to any contrary provision in company law, shareholders holding at least 3% of the Company's issued share capital, representing at least 3% of the voting rights have the right to table a draft resolution relating to an item on the agenda of a general meeting. In the case of the 2011 Annual General Meeting, the latest date for submission of such resolutions is 2 May 2011 (being 30 days prior to the date of the meeting). Draft resolutions should be submitted in hard copy form to the Company Secretary, Kenmare Resources plc, Chatham House, Chatham Street, Dublin 2 or electronically by email to [info@kenmareresources.com](mailto:info@kenmareresources.com). Requests submitted in hard copy should be signed by the shareholder(s) and all submissions should state the full name(s) and address(es) of the shareholder(s). Any resolution submitted must not be such as would be incapable of being passed or otherwise be ineffective whether by reason of inconsistency with any enactment of the Company's Memorandum and Articles of Association, company law or otherwise. A draft resolution must not be defamatory of any person.

## **NOTES ON RESOLUTIONS**

### **Resolution 1: Financial statements**

The Directors will present the report and accounts of the Company for the year ended 31 December 2010. A full copy of the Annual Report is available on [www.kenmareresources.com](http://www.kenmareresources.com).

### **Resolution 2 and 3: Election and re-election of Directors**

Kenmare Resources plc is led by a strong and effective Board of Directors. The performance of the Board is reviewed annually, and each of the Directors has made a substantial contribution to the leadership and governance of the Company during the year, continues to contribute effectively and to demonstrate commitment to their respective roles.

#### **Sofia Bianchi (Non-Executive Director) (subject to re-election in Resolution 2(a))**

Sofia Bianchi has extensive experience in banking, fund management and mergers & acquisitions (M&A). She is currently Portfolio Manager with BlueCrest Capital Management. She held the position of Deputy Managing Director of the Emerging Africa Infrastructure Fund with Standard Bank London from 2002 to 2007. She previously held a senior position with European Bank for Reconstruction & Development. From 1987 to 1992 she was a member of a global M&A advisory team, Prudential Bache Capital Funding, where she initiated, structured and executed cross-border M&A transactions. She holds a BA in Economics from George Washington University, Washington, DC and an MBA from Wharton School, University of Pennsylvania. She was appointed to the Board as a Non-Executive Director in May 2008.

#### **Charles Carvill (Chairman) (subject to re-election in Resolution 2(b))**

Charles Carvill has been involved in the mining industry for over 40 years. He served as a Director of Tara Exploration and Development Limited, the parent company of Tara Mines, for over 20 years and was a founding member and subsequently Director of Minquest plc which later merged with Kenmare Resources plc. He is founder and Chairman of Carvill Group Limited and Vico Properties plc, a Belfast based construction and development group with activities in the Republic of Ireland, Northern Ireland, Scotland, England and Germany.

#### **Michael Carvill (Managing Director) (subject to re-election in Resolution 2(c))**

Michael Carvill is a Fellow of the Institute of Engineers of Ireland (FIEI). He holds a BSc in Mechanical Engineering (Queen's University, Belfast) and an MBA (Wharton School, University of Pennsylvania). He worked as a contracts engineer in Algeria and as a project engineer at Tara Mines, Ireland. He has been the Managing Director of Kenmare since 1986.

#### **Jacob Deysel (Operations Director) (subject to re-election in Resolution 2(d))**

Jacob Deysel was elected to the Board in May 2010. He joined from Richards Bay Minerals, the world's largest single producer of titanium dioxide feedstocks. He holds a BSc in Mine Engineering and a Masters in Business Administration, both from the University of Witwatersrand in South Africa. He has worked in the titanium dioxide feedstock industry since 2003. Previously he worked with Gold Fields Limited at Driefontein Mine where he was Operations Manager for the West Complex consisting of seven operating shafts. At Richards Bay Minerals, he has had responsibility for the mine's five plants in addition to geology, mine planning and maintenance.

#### **Ian Egan (Non-Executive Director) (subject to re-election in Resolution 2(e))**

Ian Egan has worked in the natural resources industry for more than 35 years, including holding senior management positions at BHP, Utah Mining Australia Limited, Mineral Deposits Limited and N L Industries Inc. He is a fellow of the Australian Institute of Mining and Metallurgy (FAusIMM) and a Fellow of the Australian Institute of CPAs (FCPA). He has been awarded a BEc in Accounting and Law and an MEc in Industry Economics from the University of Sydney.

#### **Simon Farrell (Non-Executive Director) (subject to re-election in Resolution 2(f))**

Simon Farrell has over 30 years experience in the mining industry at senior management and board level, principally in the areas of finance, marketing and general management. He is Deputy Chairman of Coal of Africa Limited and a Director of Bellzone Limited. He holds a BComm degree from the University of Western



Australia and an MBA from the Wharton School at the University of Pennsylvania. He is a Fellow of both the Australian Society of Accountants and the Australian Institute of Company Directors. He was appointed to the Board in January 2000.

**Terence Fitzpatrick (Technical Director) (subject to re-election in Resolution 2(g))**

Terence Fitzpatrick is a graduate of University of Ulster (Mech. Eng.). He worked as Project Manager and then Technical Director of Kenmare from 1990 to 1999. He was responsible for the development of the Ancuabe Graphite Mine, which achieved completion on schedule and budget in 1994. He was appointed to the Board of Kenmare in 1994. He served as a Non-Executive Director from 2000 to 2008. He was appointed as Technical Director in February 2009.

**Tony Lowrie (Non-Executive Director) (subject to re-election in Resolution 2(h))**

Tony Lowrie has over 35 years association with the equities business. He was a partner with Hoare Govett, London from 1976 until 1986 when it was sold to Security Pacific. He then became a member of the main Board of Security Pacific Hoare Govett for a period from 1986 to 1991. He led a management buyout of Asian Equities in 1991 and became Chairman of HG Asia Securities in 1991. He held this position until HG Asia Securities was sold to ABN AMRO Bank in 1996 at which point he assumed the role of Chairman for ABN AMRO Asia Securities until 2004. He was formerly also a Managing Director of ABN AMRO Bank. He has been a Non-Executive Director in several quoted Asian closed end funds. He is a Director of the Edinburgh Dragon Fund and Allied Gold Limited. He has been a Non-Executive Director of Dragon Oil plc, and had, for 18 years, been a Non-Executive Director of J. D. Wetherspoon plc.

**Peter McAleer (Non-Executive Director) (subject to re-election in Resolution 2(i))**

Peter McAleer has over 40 years international experience at board and senior management level in the natural resources sector. He has been involved in the discovery and/or successful development of more than 10 base and precious metal deposits and has extensive experience in project development and financing. He holds a Bachelor of Commerce and is qualified as a Barrister at Law. He has been involved in the management of mining operations in Australia, Chile, Europe and North America. In the late 1990's as a Director of Equatorial Mining Limited and President of Equatorial Latin America he was Equatorial's representative on the owner's team which arranged the financing of the Minera El Tesoro copper project in Chile which involved raising project financing of circa US\$300 million. He is also Chairman of Latin Gold Limited (Australia) and a Director of Kingsgate Consolidated Limited (Australia).

**Tony McCluskey (Financial Director) (subject to re-election in Resolution 2(j))**

Tony McCluskey has worked with Kenmare since 1991. He was originally appointed as Company Secretary and Financial Controller, before becoming Financial Director in 1999. He holds a Bachelor of Commerce degree from University College Cork and is a Fellow of the Institute of Chartered Accountants. Before joining Kenmare, he worked for a number of years with Deloitte & Touche as a senior manager in Dublin and also worked overseas.

**Elizabeth Headon (Non-Executive Director) (subject to re-election in Resolution 3)**

Elizabeth Headon has over 15 years' experience in corporate communications, advising and representing numerous publicly quoted companies, government departments and agencies, specialising in issue and crisis management. She was a Director of Ireland's leading communications consultancy firm. She now focuses on community relations and development and she is Chief Executive and a Director of the Digicel Foundation Haiti, based in Port au Prince. Elizabeth previously worked for Kenmare on the Moma site in 2007 and 2008 developing KMAD, the community development association. She has an MBA from the Smurfit Business School, University College Dublin, and a BA and MA from the National University of Ireland, Galway.

**Resolution 4: Auditors remuneration**

The Directors are seeking to renew their authority to fix the remuneration of the Auditors for the year ending 31 December 2011.

**Resolution 5: Allotment of shares**

Shareholders are being asked to renew the Directors' authority to allot and issue unissued ordinary share capital of the Company. The Directors will be authorised to issue new shares up to a nominal value of €35.8 million which is equal to approximately 25% of the issued ordinary share capital of the Company as at the date of this report. The authority will, if renewed, expire at the conclusion of the annual general meeting in 2012 or 15 months after the forthcoming Annual General Meeting, whichever is the earlier. The Directors have currently no intention to issue shares pursuant to this authority except for issues of ordinary shares under the Company's share option plans or upon exercise of warrants. There are no treasury shares in issue.

**Resolution 6: Dis-application of pre-emption rights**

Shareholders are also being asked to renew, until the next Annual General Meeting in 2012, the authority to disapply statutory pre-emption provisions in the event of a rights issue or for any other issue of equity securities for cash up to an aggregate nominal value equal to approximately 5% of the Company's issued ordinary share capital on the date that the resolution is passed.

**Resolution 7: General meetings**

Shareholders are being asked to renew the authority allowing the Company to continue to call an extraordinary general meeting to consider an ordinary resolution on 14 day's notice. As a matter of policy, the 14 days' notice period will only be utilised where the Directors believe that it is merited by the business of the meeting and the circumstances surrounding the business.



