

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 11 June 2009 at 12 noon 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 2008.
2. To re-elect as a Director Mr. M. Carvill who retires by rotation in accordance with the Company's Articles of Association.
3. To re-elect as a Director Mr. S. Farrell who retires by rotation in accordance with the Company's Articles of Association.
4. To re-elect as a Director Mr. T. Lowrie 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 Ms. S. Bianchi
8. To authorise the Directors to fix the remuneration of the Auditors.

Special Business

9. 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, 11 September 2010 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.

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

That, subject to the passing of Resolution 9 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 9 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; and

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% 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, 11 September 2010 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.

By order of the Board,
Deirdre Corcoran
Company Secretary
16 April 2009

Notes

1. 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.
2. The Form of Proxy must be delivered to Computer Share Investor Services (Ireland) Ltd, PO 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, or any adjournment thereof.
3. 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.
4. 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.
5. 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.
6. Completing and returning the Form of Proxy does not preclude a member from attending and voting at the meeting should he/she so wish.
7. In accordance with the requirements of The Stock Exchange, details of the Directors' service contracts will be available for inspection by members at the registered office of the Company during normal business hours from the date of this notice and at the place of the Annual General Meeting for a period of fifteen minutes prior to the said meeting until the conclusion of the meeting.
8. Pursuant to Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996, only those shareholders on the Register of Shareholders at 12 noon on 9 June 2009 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. If the meeting is adjourned by more than 48 hours, then to be so entitled, shareholders must be entered on the Company's Register of Shareholders at the time which is 48 hours before the time appointed for holding the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.