

For use at the Annual General Meeting to be held at **Kenmare Resources plc, 4th Floor, Styne House, Hatch Street Upper, Dublin 2**, on Wednesday 13 May 2020 at 11.30 a.m. and at any adjournment thereof.

Shareholder Reference Number

Form of Proxy - Kenmare Resources plc Annual General Meeting to be held on 13 May 2020



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

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: 916440

SRN:

PIN:



View the Annual Report, Notice of Meeting and Arrangements for the Meeting regarding COVID-19 on: 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, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland by the 11 May 2020 at 11.30 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. 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.
- A proxy (including a substitute proxy) shall be entitled at his or her discretion and without notice to the appointing shareholder to (i) nominate and appoint any person to be a substitute proxy for him or her for any of the purposes contemplated by this Form of Proxy with liberty to revoke any such appointment at his or her discretion and/or (ii) replace such substitute proxy with any other person at his or her

- discretion (each of the foregoing being, a Substitute Proxy). A proxy shall provide any Substitute Proxy with a copy (electronic or otherwise) of this Form of Proxy. A Substitute Proxy shall be bound by, and shall be entitled to act in all respects in accordance with, the terms of this Form of Proxy. All references to 'proxy' shall be deemed to include persons who are Substitute Proxies for the time being. Please indicate how you wish your proxy to vote by marking the appropriate box. You may direct your proxy to vote "For", "Against", or to "Vote Withheld". If no such specific instructions are given, the proxy will vote your vote at his/her discretion. 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 11.30 a.m. on Monday 11 May 2020. 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 to use the online Investor Centre service.
 - Any alterations made to this form should be initialled.
 - The appointment of a proxy does not preclude a member from attending the meeting and voting in person. However, shareholders are requested to refrain from attending the AGM due to the COVID-19 outbreak. Please see the Arrangements for the Meeting regarding COVID-19 at www.kenmareresources.com.

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 :

	For	Against	Vote Withheld
1. To consider the Financial Statements, the Directors' Report and the Independent Auditor's Report thereon for the year ended 31 December 2019.	<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 88 to 97 of the Annual Report for the year ended 31 December 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend of USc5.52 per Ordinary Share for the year ended 31 December 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect the following Directors			
(a) Mr. P. Bacchus	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Mr. M. Carvill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Mr C. Fonseca	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Mr. T. Keating	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Mr. G. Martin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) Mr. T. McCluskey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) Mr. S. McTiernan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) Mr. G. Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Vote Withheld
5. To elect Dr. E. Dorward-King as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the Directors to fix the remuneration of the auditor.	<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 Directors' Remuneration Policy.	<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"/>
11. Ordinary Resolution - To amend the KRSP.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Special Resolution - To cancel unissued Deferred Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Special Resolution - To amend the Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Special Resolution - To authorise market purchases.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Special Resolution - To authorise re-issue of treasury shares.	<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 **Kenmare Resources plc, 4th Floor, Styne House, Hatch Street Upper, Dublin 2**, on Wednesday 13 May 2020 at 11.30 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 :

	For	Against	Vote Withheld
1. To consider the Financial Statements, the Directors' Report and the Independent Auditor's Report thereon for the year ended 31 December 2019.	<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 88 to 97 of the Annual Report for the year ended 31 December 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend of USc5.52 per Ordinary Share for the year ended 31 December 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect the following Directors			
(a) Mr. P. Bacchus	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Mr. M. Carvill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Mr C. Fonseca	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Mr. T. Keating	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Mr. G. Martin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) Mr. T. McCluskey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) Mr. S. McTiernan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) Mr. G. Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Vote Withheld
5. To elect Dr. E. Dorward-King as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the Directors to fix the remuneration of the auditor.	<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 Directors' Remuneration Policy.	<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"/>
11. Ordinary Resolution - To amend the KRSP.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Special Resolution - To cancel unissued Deferred Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Special Resolution - To amend the Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Special Resolution - To authorise market purchases.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Special Resolution - To authorise re-issue of treasury shares.	<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).