



# Kenmare Resources Plc.

Chatham House, Chatham St, Dublin 2, Ireland.  
Rua de Chuindi No.67, Maputo, Mozambique.  
Website : [www.kenmareresources.com](http://www.kenmareresources.com)

Tel: +353 1 671 0411 Fax: +353 1 671 0810  
Tel: +258 21 499 701 Fax: +258 21 499 731  
Email : [info@kenmareresources.com](mailto:info@kenmareresources.com)

## Proxy Voting Results from our EGM on 18th November 2009

The total number of shares in issue at time of voting was 878,939,536. Total number of shares voted was 552,978,518. The results for each resolution were as follows:

### RESOLUTION 1:

That the authorised ordinary share capital of the Company be increased to €90,000,000 by the creation of an additional 600,000,000 new ordinary shares of €0.06 each, such new ordinary shares ranking *pari passu* in all respects with the existing issued and authorised ordinary shares of €0.06 each in the capital of the Company.

Votes received in favour of the resolution:	427,721,984
Votes received against the resolution:	94,201,095
Votes Withheld:	43,183

### RESOLUTION 2:

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 maximum aggregate nominal value of the authorised but unissued share capital of the Company from time to time. The authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution, or, if earlier, the date which is 15 months from the passing of this resolution, 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.

Votes received in favour of the resolution:	427,841,827
Votes received against the resolution:	94,241,877
Votes Withheld:	30,706

### RESOLUTION 3:

That, 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 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 10 per cent. 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, the date which is 15 months from the passing of this resolution, 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.

Votes received in favour of the resolution:	420,439,948
Votes received against the resolution:	100,366,395
Votes Withheld:	181,123

**RESOLUTION 4:**

That the provisions of Article 50(a) of the Articles of Association of the Company allowing for the convening of an extraordinary general meeting of the Company on giving 14 days' notice in writing at the least (where such meeting is not an annual general meeting or a general meeting for the passing of a special resolution) shall continue to be effective.

Votes received in favour of the resolution:	511,315,374
Votes received against the resolution:	9,395,136
Votes Withheld:	125,530