

**SPECIAL RESOLUTION PASSED AT EXTRAORDINARY GENERAL MEETING OF KENMARE RESOURCES
PLC HELD ON 9 DECEMBER 2021 AT 11 A.M. AT STYNE HOUSE, HATCH STREET UPPER, DUBLIN 2**

“THAT, in addition to the authority for the purpose of section 1074 of the Companies Act 2014 (the **“Companies Act”**) which was approved by special resolution passed at the annual general meeting of the Company convened for 13 May 2021, the Company be and is hereby generally and unconditionally authorised for the purposes of section 1074 of the Companies Act to make one or more market purchases and overseas market purchases (within the meaning of section 1072 of the Companies Act) of its own ordinary shares of €0.001 each in the capital of the Company (the **“Ordinary Shares”**) pursuant to, for the purposes of, or in connection with a tender offer for Ordinary Shares on the terms and in accordance with the arrangements set out or referred to in the circular to the Company’s shareholders dated 16 November 2021 (the **“Circular”**) (a copy of which is produced to the meeting and signed for identification purposes by the chairman of the meeting) or otherwise as contemplated by arrangements set out or referred to in the Circular, provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 14,814,412;
- (b) the minimum price, exclusive of all expenses, which may be paid for an Ordinary Share is £4.17;
- (c) the maximum price, exclusive of all expenses, which may be paid for an Ordinary Share is £4.17;
and
- (d) the authority conferred by this resolution shall expire on 31 March 2022, save that the Company may before the expiry of such authority make a contract to purchase Ordinary Shares which will or may be executed wholly or partly after such expiry and the Company may make a purchase of such Ordinary Shares after such expiry pursuant to such contract.”