



Kore Potash plc  
25 Moorgate, London EC2R 6AY  
United Kingdom

3 May 2024

**Kore Potash plc**

("Kore Potash" or "the Company")

**Notice of 2024 Annual General Meeting**

Kore Potash (AIM: KP2, ASX: KP2, JSE:KP2), the potash development company with 97%-ownership of the Kola Potash Project ("Kola" or the "Kola Project") and Dougou Extension ("DX") Potash Project in the Sintoukola Basin, located in the Republic of Congo ("RoC"), is pleased to advise that the Company will be holding its 2024 Annual General Meeting ("AGM" or the "Meeting") at 09.30 (UK time) on 6 June 2024 at 107 Cheapside, Second Floor, London EC2V 6DN.

We look forward to being able to welcome Shareholders in person to this year's Meeting. However, whilst Shareholders will be permitted to attend in person, in order to reduce travel costs, it is likely that a limited number of Directors, if any, will be present at the venue, although most will dial-in to the Meeting via an electronic audio webcast. The Company will therefore also offer Shareholders the option to participate in the Meeting remotely via the electronic audio webcast.

Whilst Shareholders attending in person will be able to vote at the Meeting, those attending via the webcast will not be able to do so. Therefore, as in previous years the Board has decided that voting on the resolutions to be proposed at the Meeting will be decided by way of a poll as this means that every Shareholder present in person or by proxy will have one vote for every Share held. Accordingly, we would strongly encourage all Shareholders to vote electronically again this year and to appoint the Chairman of the Meeting as their proxy rather than a named person. All valid proxy votes, whether submitted electronically or in hard copy form, will be included in the polls to be taken at the Meeting and should be submitted by no later than 09.30 (UK time) on 4 June 2024.

The Board understands that beyond voting on the formal business, the Meeting also serves as a forum for Shareholders to raise questions with the Board and we wish to continue to afford Shareholders that opportunity again this year. Therefore, we request that you submit any questions that you may have by e-mail to [info@korepotash.com](mailto:info@korepotash.com) by no later than 09.30 (UK time) on 5 June 2024 and we will endeavour to provide answers on our website.

Additionally, shareholders will be able to listen to the formal business of the AGM via webcast. An announcement providing dial-details for the webcast will be issued in due course and will be available on our website [www.korepotash.com](http://www.korepotash.com)

A circular to shareholders, incorporating the notice of the Company's AGM for 2024, together with forms of proxy and forms of instruction and the 2023 Annual Report (together the "Meeting Materials"), has been sent today to registered shareholders.

To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company at 17:30 (UK time) / 18:30 (SA time) on 4 June 2024 (or in the event of any adjournment, at close of business 17:30 (UK time) / 18:30 (SA time) on the date which is two working days before the time of the adjourned meeting).



In compliance with JSE requirements, for shareholders on the South African Branch Register, the last day to trade in the Company's shares in order to be recorded as a shareholder by the voting record date is Thursday, 30 May 2024.

Copies of the Meeting Materials are available on the Company's website at [www.korepotash.com](http://www.korepotash.com).

Unless otherwise indicated, all defined terms in this announcement shall have the same meaning as described in the Meeting Materials.

ENDS

For further information, please visit [www.korepotash.com](http://www.korepotash.com) or contact:

**Kore Potash**

David Hathorn, Chairman  
Andre Baya, CEO

Tel: +44 (0) 20 3963 1776

**Tavistock Communications**

Nick Elwes  
Adam Baynes

Tel: +44 (0) 20 7920 3150

**SP Angel Corporate Finance – Nomad and Broker**

Ewan Leggat  
Charlie Bouverat  
Kasia Brzozowska

Tel: +44 (0) 20 7470 0470

**Shore Capital – Joint Broker**

Toby Gibbs  
James Thomas

Tel: +44 (0) 20 7408 4050

**Questco Corporate Advisory – JSE Sponsor**

Doné Hattingh

Tel: +27 (11) 011 9205

**KORE POTASH PLC**  
(Incorporated in England and Wales)  
Registration number 10933682  
ASX share code: KP2  
AIM share code: KP2  
JSE share code: KP2  
ISIN: GB00BYP2QJ94  
("Kore Potash" or the "Company")

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**NOTICE OF ANNUAL GENERAL MEETING**

**to be held at 09:30 (UK time) / 10:30 (South African time) / 16:30 (Western Australian time) on  
6 June 2024**

**at 107 Cheapside, Second Floor, London, EC2V 6DN**

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**THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK, SOLICITOR, ACCOUNTANT, FUND MANAGER OR OTHER APPROPRIATE INDEPENDENT FINANCIAL ADVISER.**

If you have sold or otherwise transferred all of your Shares in the Company, you should send this document together with the accompanying documents as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

## Letter from the Chairman of Kore Potash Plc

*Incorporated in England and Wales under the Companies Act 2006  
with registered number 10933682 (United Kingdom) and ARBN 621 843 614 (Australia)*

Registered office:  
45 Gresham Street  
London EC2V 7BG  
United Kingdom

3 May 2024

### Notice of 2024 Annual General Meeting

Dear Shareholder,

I am pleased to be writing to you with details of our 2024 Annual General Meeting (the “**Meeting**”), which will be held at 107 Cheapside, Second Floor, London EC2V 6DN on 6 June 2024 at 09:30 (UK time) / 10:30 (South African (“**SA**”) time) / 16:30 (Western Australian (“**WA**”) time). The Notice of Meeting contains the resolutions on which Shareholders are asked to vote. It is important you read the entire document before deciding how to vote. The remaining parts of this document contain an Explanatory Statement which provides detailed information of the business to be conducted at the Meeting.

We look forward to being able to welcome Shareholders in person to this year’s Meeting. However, whilst Shareholders will be permitted to attend in person, in order to reduce travel costs, it is likely that a limited number of Directors, if any, will be present at the venue, although most will dial-in to the Meeting via an electronic audio webcast and therefore the Company will also offer Shareholders the option to participate in the Meeting remotely via the electronic audio webcast.

Whilst Shareholders attending in person will be able to vote at the Meeting, those attending via the webcast will not be able to do so. Therefore, as in previous years the Board has decided that voting on the resolutions to be proposed at the Meeting will be decided by way of a poll as this means that every Shareholder present in person or by proxy will have one vote for every Share held. Accordingly, we would strongly encourage all Shareholders to vote electronically again this year and to appoint the Chairman of the Meeting as their proxy rather than a named person. All valid proxy votes, whether submitted electronically or in hard copy form, will be included in the polls to be taken at the Meeting and should be submitted by no later than 09:30 (UK time) on 4 June 2024.

The Board understands that beyond voting on the formal business, the Meeting also serves as a forum for Shareholders to raise questions with the Board and we wish to continue to afford Shareholders that opportunity again this year. Therefore, we request that you submit any questions that you may have by e-mail to [info@korepotash.com](mailto:info@korepotash.com) by no later than 09:30 (UK time) / 10:30 (SA time) / 16:30 (WA time) on 5 June 2024 and we will endeavour to provide answers on our website.

The business to be discussed at the Meeting is made up of resolutions driven by the Company’s status as a publicly quoted company on the AIM market and also the Company’s continued compliance with the ASX Listing Rules and JSE Listings Requirements. In accordance with the UK Corporate Governance Code 2018, all Directors will be seeking re-election at the Meeting.

The Board unanimously recommends that Shareholders vote in favour of all Resolutions proposed at the Meeting as they intend to do so in respect of all Shares which they hold.

Your vote is important regardless of the number of Shares you own. If you are in any doubt as to what actions you should take, please consult your professional advisor without delay.

Yours sincerely,

**David Hathorn**  
Chairman

## **KORE POTASH PLC**

### **Notice of Annual General Meeting and Explanatory Statement**

Notice is hereby given that an Annual General Meeting of the Company will be held at 107 Cheapside Second Floor, London, EC2V 6DN on 6 June 2024 at 09:30 (UK time) / 10:30 (SA time) / 16:30 (WA time) for the purpose of considering, and if thought fit, passing the following resolutions. Resolutions 1 to 9 (inclusive) will be proposed as ordinary resolutions and Resolution 10 will be proposed as a special resolution.

### **ORDINARY RESOLUTIONS**

#### **RESOLUTION 1 – RECEIVE THE 2023 ANNUAL REPORT**

"To receive the audited annual accounts of the Company for the year ended 31 December 2023 together with the report of the Directors and the auditors' report on those accounts."

#### **RESOLUTION 2 – APPROVAL OF REMUNERATION REPORT**

"To approve the Directors' Remuneration Report contained within the Company's Annual Report for the financial year ended 31 December 2023."

#### **RESOLUTION 3 – APPOINTMENT OF AUDITORS**

"To appoint BDO LLP as the Company's auditors to hold office from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting at which accounts are laid before the Company."

#### **RESOLUTION 4 – AUTHORISE DIRECTORS TO DETERMINE THE REMUNERATION OF BDO LLP AS THE COMPANY'S AUDITORS**

"To authorise the Directors to determine BDO LLP's remuneration as the Company's auditors."

#### **RESOLUTION 5 – RE-APPOINTMENT OF DAVID HATHORN AS A DIRECTOR**

"To re-appoint David Hathorn as a Director."

#### **RESOLUTION 6 – RE-APPOINTMENT OF DAVID NETHERWAY AS A DIRECTOR**

"To re-appoint David Netherway as a Director."

#### **RESOLUTION 7 – RE-APPOINTMENT OF JONATHAN TROLLIP AS A DIRECTOR**

"To re-appoint Jonathan Trollip as a Director."

#### **RESOLUTION 8 – APPOINTMENT OF WOUTER PULINX AS A DIRECTOR**

"To appoint Wouter Pulinx as a Director, who was appointed by the Board since the last Annual General Meeting."

## **RESOLUTION 9 – AUTHORITY TO ALLOT SHARES**

"That, in substitution for any existing authorisation under section 551 of the Companies Act, but without prejudice to the exercise of any such authorisation prior to the date of this Resolution, the Directors of the Company are generally and unconditionally authorised in accordance with that section to allot Shares in the Company and to grant rights to subscribe for, or to convert any security into, Shares in the Company ("relevant rights") up to an aggregate nominal amount of US\$1,409,844.06, such authorisation to expire at midnight (UK time) on 6 December 2025 or if earlier, at the conclusion of the next Annual General Meeting, unless previously renewed, revoked or varied by the Company in general meeting, save that the Company may at any time before the expiry of this authorisation make an offer or agreement which would or might require Shares to be allotted or relevant rights to be granted after the expiry of this authorisation and the Directors may allot Shares or grant relevant rights in pursuance of any such offer or agreement as if the authorisation conferred hereby had not expired."

## **SPECIAL RESOLUTION**

### **RESOLUTION 10 – DISAPPLICATION OF PRE-EMPTION RIGHTS**

"That, subject to the passing of Resolution 10 and in accordance with section 570 of the Companies Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act) pursuant to the authority conferred by Resolution 9, as if section 561(1) of the Companies Act did not apply to any such allotment, provided that this power shall expire at midnight (UK time) on 6 December 2025 or if earlier, at the conclusion of the next Annual General Meeting, unless previously renewed, revoked or varied by the Company in general meeting, save that the Company may at any time before the expiry of this authorisation make an offer or agreement which would or might require equity securities to be allotted after the expiry of this authorisation and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this Resolution had not expired."

Dated: 3 May 2024

By Order of the Board

*Henko Vos and St James's Corporate Services Limited*  
Joint Company Secretary

Registered Number:

10933682

Registered Office:

45 Gresham Street, London, EC2V 7BG, United Kingdom

## KORE POTASH LISTINGS

**Kore Potash Shares are admitted to trading on AIM and are listed on the JSE. CDIs representing Shares are quoted on the ASX.**

### ENTITLEMENT TO ATTEND AND VOTE

1. Only holders of Shares and their proxies are entitled to attend and vote at the Meeting. Holders of CDIs may also attend but are not entitled to vote personally at the Meeting. CDN holds legal title in the Company's Shares for and on behalf of CDI holders. As the holders of beneficial interest in the Company's Shares held by CDN, CDI holders should direct CDN on how to vote with respect to the Resolutions described in the Notice of Meeting. CDN must exercise its rights to vote by proxy at the Meeting in accordance with the directions of CDI holders.
2. A member is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the Meeting. A proxy need not also be a member but must attend the Meeting in person. A member may appoint more than one proxy in relation to a Meeting, provided that each proxy is appointed to exercise the rights attached to a different Share or Shares held by him or her.
3. Forms of proxy are provided and to be valid must be completed and returned in accordance with the instructions shown on the form, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, so as to arrive at the offices of the Company's registrars by no later than 09:30 (UK time) / 10:30 (SA time) on 4 June 2024:
  - for Shareholders on the UK register, to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, UK. You can also submit a proxy vote online at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy), where you will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown on the Form of Proxy and agree to certain terms and conditions;
  - for Shareholders on the SA register, to Computershare Investors Services (Pty) Limited at 15 Biermann Avenue, Rosebank, 2196, South Africa (Private Bag X9000, Saxonwold 2132) or email to [proxy@computershare.co.za](mailto:proxy@computershare.co.za), unless the Shares are held through a CSDP or broker, in which case the proxy voting instruction is to be provided to the CSDP, or broker (as applicable). Earlier lodgement dates will apply; please contact your CSDP or broker for submission deadlines.
  - The appointment of a proxy will not prevent a member from attending the Meeting and voting in person if he or she wishes to do so. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, UK (Shareholders on the UK register) or Computershare Investors Services (Pty) Limited at 15 Biermann Avenue, Rosebank, 2196, South Africa (Private Bag X9000, Saxonwold 2132) or email to [proxy@computershare.co.za](mailto:proxy@computershare.co.za) (Shareholders on the SA register).
4. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company at 17:30 (UK time) / 18:30 (SA time) on 4 June 2024 (or in the event of any adjournment, at close of business 17:30 (UK time) / 18:30 (SA time) on the date which is two working days before the time of the adjourned meeting). Changes to entries on the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the Meeting.
5. In compliance with JSE requirements, for shareholders on the South African Branch Register, the last day to trade in the Company's shares in order to be recorded as a shareholder by the voting record date is Thursday, 30 May 2024.
6. In the case of joint holders of Shares the vote of the senior Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
7. 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 & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by Computershare (ID 3RA50) not later than 09:30 (UK time) on 4 June 2024 (or in the event of an adjournment, not less than 48 hours before the time fixed for the adjourned meeting (excluding any part of a day that is not a working day)). 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 Computershare is able to retrieve the message by enquiry to CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages and normal system timings and limitations will apply in relation to the input of a CREST Proxy Instruction. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

8. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
9. Copies of the service contracts and letters of appointment of the Directors of the Company will be available for inspection for at least 15 minutes prior to the Meeting and during the Meeting itself. If you are unable to attend the Meeting in person and would like to review a copy of the service contracts and letters of appointment of the Directors of the Company, please email [info@korepotash.com](mailto:info@korepotash.com).

### **Instructions for CDI holders on the Australian register only**

CDI holders are able to attend the Meeting. However, as CDI holders will not appear on the Company's share register as the legal holders of Shares, they will not be entitled to vote at the Meeting unless one of the below steps is undertaken.

In order to vote at the Meeting, CDI holders have the following options:

- instructing CDN, as the legal owner of the Shares, to vote the Shares underlying their CDIs in a particular manner. A CDI voting instruction form is enclosed. The instruction form must be completed and returned (together with any power of attorney or other authority, if any, under which it is signed) to Computershare Investor Services Pty Limited at GPO Box 242, Melbourne VIC 3001, Australia so that it is received on or before 17:00 (WA time) on 31 May 2024. You must be registered as the holder of CDIs as at 17:00 (WA time) on 29 May 2024 for your instruction form to be valid.

Should the Meeting be adjourned the deadline for revised voting instructions will be 3 business days before, and the record date for determining registered holders of CDIs will be 48 hours before the time that the adjourned Meeting recommences.

- converting their CDIs into a holding of Shares and voting these at the Meeting (however, if thereafter the former CDI holder wishes to sell their investment on the ASX it would be necessary to convert Shares back to CDIs). The conversion must be done so that you are registered as a holder of Shares prior to 17:00 (WA time) on 29 May 2024. Contact Computershare Clearing Pty Ltd on 1300 731 056 or +61 3 9415 5361 or email at [qtuau@computershare.com.au](mailto:qtuau@computershare.com.au) for further information regarding the conversion process.

### **Lodgement of CDI Voting Instruction Forms**

CDI voting instruction forms may be lodged in one of the following ways:

- **Online:** at [www.investorvote.com.au](http://www.investorvote.com.au).
- **Mobile:** scan the QR Code on the CDI Voting Instruction Form and follow the prompts.
- **By mail:** complete and sign the CDI Voting Instruction Form and return to:  
Computershare Investor Services Pty Limited GPO Box 242,  
Melbourne VIC 3001 Australia.
- **By Fax:** complete and sign the CDI Voting Instruction Form and fax to:  
*Inside Australia:* 1800 783 447  
*Outside Australia:* +61 3 9473 2555.
- **Custodian voting:** For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

## **EXPLANATORY STATEMENT**

### **Overview of the Meeting**

Set out below is the Explanatory Statement which has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 107 Cheapside, Second Floor, London EC2V 6DN on 6 June 2024 at 09:30 (UK time) / 10:30 (SA time) / 16:30 (WA time).

This information is important. You should read the information relating to the Meeting carefully and, if necessary, seek your own independent advice.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution.

### **Resolution 1 – Receive the 2023 audited accounts**

The Directors are required by English company law to present the 2023 audited accounts and the Directors report and auditors' report on the accounts to the Meeting. These can be viewed on the Company's website at [www.korepotash.com](http://www.korepotash.com).

### **Resolution 2 – Approval of Directors' remuneration report**

The Directors will present the remuneration report for the year ended 31 December 2023. The vote is not mandatory but is considered best practice.

### **Resolutions 3 and 4 – Appointment of auditors**

The Company is required at each general meeting at which annual accounts are laid, to appoint auditors who will remain in office until the next general meeting at which annual accounts are laid. It is also normal practice for the Directors to be authorised to determine the level of the auditor's remuneration for the ensuing year.

Resolution 3 proposes, therefore, the re-appointment of BDO LLP to hold office as the Company's auditor until the conclusion of the next Annual General Meeting of the Company at which accounts are laid. Resolution 4 grants authority to the Directors to determine the auditor's remuneration.

### **Resolutions 5 to 8 – Re-appointment of David Hathorn, David Netherway and Jonathan Trollip and appointment of Wouter Pulinx**

#### *General*

The Articles of Association do not require any of the Directors to stand for re-election at the Meeting. However, the ASX Listing Rules require the Company to have at least one Director stand for election or re-election at each Annual General Meeting. The ASX Listing Rules also require that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without election) past the next Annual General Meeting of the Company after the Director's appointment.

As part of the Company's commitment to best corporate governance practice, Resolutions 5 to 7 seek Shareholders' approval for the re-election of each Director and Resolutions 8 and 9 seek Shareholders' approval for the election of each Director.

#### *David Hathorn*

Mr Hathorn joined the Group in November 2015. Mr Hathorn retired in 2017 from the Mondi group where he had been CEO for 17 years. The Mondi group is an international packaging and paper group, employing around 25,000 people across more than 30 countries, listed on the LSE and the JSE. Prior to the demerger of the Mondi group from Anglo American plc, Mr Hathorn was a member of the Anglo American group executive committee from 2003 and an executive director of Anglo American plc from 2005, serving on several boards of the group's major mining operations.

#### *David Netherway*

Mr Netherway joined the Group in December 2017 and is a mining engineer with over 40 years of experience in the mining industry. He was involved in the construction and development of the New Liberty, Iduapriem, Siguiiri, Samira Hill and Kiniero gold mines in West Africa and has mining experience in Africa, Australia, China, Canada, India and the Former Soviet Union. Mr Netherway served as the CEO of Shield Mining until its takeover by Gryphon Minerals. Prior to that, he was the CEO of Toronto listed African Mining Corporation, a China focused gold mining company that was sold to Eldorado Gold in 2005. He was also the Chairman of Afferro Mining which was acquired by IMIC in 2013. Mr Netherway has held senior management positions in a number of mining companies including Golden Shamrock Mines, Ashanti Goldfields and Semafo Inc and is currently an Independent non-executive Director of TSX-V listed Elemental Altus Royalties Corp., and a non-executive Director of ASX-listed Canyon Resources Ltd.

*Jonathan Trollip*

Mr Trollip joined the Group in April 2016 and is a globally experienced director (both executive and non-executive) with over 30 years of commercial, corporate, governance and legal and transactional expertise. He is currently Non-Executive Chairman of ASX listed Global Value Fund Ltd, Plato Income Maximiser Ltd and Spheria Emerging Companies Ltd and a non-executive director of BCAL Diagnostics Limited. He also holds various private company directorships in the commercial and not-for-profit sectors.

*Wouter Pulinx*

Mr Pulinx serves as a legal counsel in the Belgian office of Sociedad Química y Minera de Chile S.A. overseeing legal operations in commercial offices in the AMEA area. He has over 8 years of tax, compliance and legal experience.

Previously Mr Pulinx has worked as a tax lawyer at DLA Piper LLP.

**Resolution 9 – Authority to allot Shares**

This Resolution asks Shareholders to renew the Directors' authority to allot new Shares which was granted at last year's Annual General Meeting. The authority, if approved, will expire on the later of 6 December 2025 and the date of the 2025 Annual General Meeting. The authority will allow the Directors generally to allot new Shares, and grant rights to subscribe for, or convert other securities into Shares up to a nominal value of US\$1,409,844.06, which is equivalent to approximately 33% of the total issued ordinary share capital of the Company. The Directors consider it desirable to maintain the flexibility which this authority provides.

**Resolution 10 – Disapplication of pre-emption rights**

This Resolution, which is proposed as a special resolution, will, if passed, disapply the statutory pre-emption provisions that otherwise restrict Directors from allotting new shares for cash under the authority granted under Resolution 9 in certain circumstances without first offering them to existing Shareholders. The relaxation of the statutory restriction proposed in this Resolution would apply to a total of approximately 33% of the Company's current total issued share capital.

## DEFINITIONS

The following definitions apply throughout the Notice of Meeting, this Explanatory Statement and the Form of Proxy, unless the context otherwise requires:

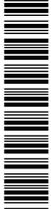
<b>AIM</b>	The market of that name operated by the London Stock Exchange plc.
<b>Articles of Association</b>	The Company's governing articles of association.
<b>ASX</b>	ASX Limited, ACN 008 624 691 or, as the context requires, the financial market operated by it.
<b>ASX Listing Rules</b>	The official listing rules of the ASX.
<b>ASX Settlement</b>	ASX Settlement Pty Ltd, ACN 008 504 532.
<b>Board</b>	The board of directors of the Company.
<b>CDI</b>	A CHESS depositary interest, being a unit of beneficial ownership in shares of a foreign company which are quoted on ASX and registered in the name of CDN.
<b>CDN</b>	CHESS Depositary Nominees Pty Limited, ACN 071 346 506.
<b>CHESS</b>	The clearing house electronic subregister system of share transfers operated by ASX Settlement.
<b>Companies Act</b>	Companies Act 2006 (UK).
<b>Company or Kore Potash</b>	Kore Potash plc, a company incorporated in England and Wales under the Companies Act with registered number 10933682.
<b>DESOP or Directors and Executives Share Option Plan</b>	The Company's Director and Executives Share Option Plan, a summary of which is attached to this Explanatory Statement as Annexure A.
<b>Director</b>	A director of the Company.
<b>Explanatory Statement</b>	This document.
<b>Form of Proxy</b>	The form of proxy for use by Shareholders in connection with the Meeting.
<b>Group</b>	The Company and its related bodies corporate.
<b>JSE</b>	JSE Limited, a company incorporated under the laws of South Africa under registration number: 2005/022939/06, licensed as an exchange under the South African Financial Markets Act..
<b>Meeting or Annual General Meeting</b>	The annual general meeting of the Company convened by the Notice of Meeting.
<b>Notice of Meeting</b>	The notice of meeting to which this Explanatory Statement is annexed.
<b>Option</b>	An option issued or proposed to be issued by the Company (as the context requires).
<b>Resolution</b>	A resolution contained in the Notice of Meeting.
<b>Share</b>	An ordinary share of US\$0.001 in the capital of the Company.
<b>Shareholder</b>	The holder of a Share.



Kore Potash plc  
ARBN 621 843 614

KP2RM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SURBURB  
SAMPLETOWN VIC 3030



## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **9:00am (Perth time) on Monday, 3 June 2024.**

# CDI Voting Instruction Form

## How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name at 31 May 2024 entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depository Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository Interest votes and to vote on the underlying shares.

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

## Lodge your Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



IND

# CDI Voting Instruction Form

Please mark  to indicate your directions

## Step 1

**CHESSEX Depository Nominees Pty Ltd will vote as directed**

**XX**

### Voting Instructions to CHESSEX Depository Nominees Pty Ltd

I/We being a holder of CHESSEX Depository Interests of Kore Potash plc hereby direct CHESSEX Depository Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Kore Potash plc to be held at 107 Cheapside, Second Floor, London, EC2V 6DN on Thursday, 6 June 2024 at 9:30am (London time) / 10:30am (South African time) / 4:30pm (Perth time) and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESSEX Depository Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

## Step 2

### Items of Business

**PLEASE NOTE:** If you mark the **Withhold** box for an item, you are directing CHESSEX Depository Nominees Pty Ltd or their appointed proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

#### Ordinary Resolutions

1 Receive the 2023 Annual Report.

2 Approval of Remuneration Report.

3 Appointment of Auditors.

4 Authorise Directors to determine the remuneration of BDO LLP as the Company's auditors.

5 Re-appointment of David Hathorn as a Director.

6 Re-appointment of David Netherway as a Director.

7 Re-appointment of Jonathan Trollip as a Director.

8 Appointment of Wouter Pulinx as a Director.

9 Authority to Allot Shares.

For Against Withhold

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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#### Special Resolution

10 Disapplication of Pre-emption Rights.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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## Step 3

### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

### Update your communication details *(Optional)*

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

