# Karelian Diamond Resources plc

**(Registered in Ireland No. 382499)**

# Notice of Annual General Meeting

NOTICE is hereby given that the Annual General Meeting of Karelian Diamond Resources plc (the "Company") will be held at St Helens Hotel, Stillorgan Road, Blackrock, Dublin, A94 V6W3 on Monday 23 November 2026 at 11.30 a.m. for the purposes of transacting the following business:

## Ordinary Resolutions

**1** To review the affairs of the Company and to receive and consider the Financial Statements for the year ended 31 May 2026 together with the Directors' and Independent Auditor's Reports thereon (Resolution No. 1).

**2** (a) To re-elect Mr Brendan McMorrow as a Director (Resolution No. 2 (a))

(b) To re-elect Ms Maureen T.A. Jones as a Director (Resolution No. 2 (b))

(c) To re-elect Mr Howard M. Bird as a Director (Resolution No. 2 (c))

(d) To re-elect Dr Sorċa Conroy as a Director (Resolution No. 2 (d))

**3** To authorise the Directors to fix the remuneration of the Auditors (Resolution No. 3).

**4** To consider and, if thought fit, pass the following resolution (Resolution No. 4):

*"That the Directors of the Company be generally and unconditionally authorised to allot and issue relevant securities (as defined by Section 1021 of the Companies Act, 2014) up to a maximum of the amount of the authorised but as yet unissued share capital of the Company at the close of business on the date of the passing of this resolution, provided however, that any shares which have been re-purchased shall be deemed never to have been issued for the purpose of calculating the maximum amount of shares which may be issued. The authority hereby conferred shall expire in five years less one day from the date of this Annual General Meeting unless previously renewed, varied or revoked by the Company in general meeting. The Company may make any offer or agreement before expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding that the authority hereby conferred has expired."*

## Special Resolution

**5** To consider and, if thought fit, pass the following resolution (Resolution No. 5):

*"That, for the purposes of Sections 1022 and 1023 of the Companies Act, 2014 and subject to the Directors being authorised pursuant to Article 10 of the Articles of Association of the Company, the Directors be empowered to allot equity securities for cash pursuant to and in accordance with Article 11 of the Articles of Association of the Company. The authority hereby conferred shall expire at the close of business on the date of the next Annual General Meeting of the Company unless previously revoked or renewed in accordance with the provisions of the Companies Act, 2014."*

**By Order of the Board**
Dated this 30th day of October 2026

**Cathal J. Jones**
*Secretary*

**Registered Office**
Shannon Airport House, Shannon Free Zone, Shannon, County Clare, V14 E370, Ireland

**Notes**

*Entitlement to attend and vote*

1. *Holders of Ordinary Shares are entitled to attend and vote at the AGM.*
2. *A holder of Ordinary Shares may appoint a proxy or proxies, to attend, speak and vote instead of him/her as follows: the Chair of the meeting or another individual that will attend the meeting. A proxy need not be a member of the Company.*
3. *The Company hereby specifies that only those Shareholders registered in the register of members as at close of business on 19th November 2026 (or, in the case of an adjournment, as at the close of business on the day that falls four days before the time of the adjourned meeting) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their names at that time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend, speak, ask questions and/or vote at the meeting.*
4. *All resolutions at the AGM will be decided by way of poll (which incorporates proxy votes received within the prescribed timelines prior to the meeting) and the Company will publish the results of the poll on its website following the AGM.*

*Appointment of Proxies*

5. *If you hold Ordinary Shares in certificated (i.e. paper) form voting can occur by attending the AGM in person or by way of postal voting, by completing the Proxy Form enclosed. You are requested to complete, sign and return the Proxy Form as soon as possible. To be valid, the Proxy Form should be returned to the registrars of the Company, Avenir Registrars (IE) Limited, Unit 6D1, The Aran Centre, Blessington, County Wicklow W91 WT02, Ireland (if delivered by hand), to proxy@avenir-registrars.ie (if a scanned copy is to be delivered by email), or to Avenir Registrars (IE) Limited, Unit 6D1, The Aran Centre, Blessington, County Wicklow W91 WT02, Ireland (if delivered by post), to arrive no later than 11.30 a.m. on Saturday 21 November 2026. As the registrars' offices are closed at weekends, Proxy Forms delivered by post or by hand should be sent so as to arrive no later than close of business on Friday 20 November 2026.*
6. *Persons who hold their interests in Ordinary Shares as Belgian law rights through the Euroclear system or as CDIs through the CREST system should see notes 7 to 9 below and consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments and voting instructions for the AGM through the respective systems.*

*Further information for EB Participants*

7. *Holders of interests in Ordinary Shares as Belgian law rights through the Euroclear system (other than via CDIs) are advised to consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments or voting instructions for the AGM.*

*Further information for holders of CDIs*

8. *Euroclear UK & Ireland Limited ("EUI"), the operator of the CREST system, has arranged for holders of CDIs to issue voting instructions relating to Ordinary Shares via a third-party service provider, Broadridge Financial Solutions Limited ("Broadridge"). CDI holders can complete and submit electronic voting instructions or proxy appointment instructions electronically through Broadridge.*

*If you hold CDIs and wish to submit electronic voting instructions or proxy appointment instructions you must use the Broadridge Global Proxy Voting service. To avail of the voting service, you will need to complete the Meetings and Voting Client Set-up Form (CRT408) prescribed by Broadridge.*

*Completed application forms should be returned to EUI (signed by an authorised signatory with another relevant authorised signatory copied for verification purposes) to the following email address: eui.srd2@euroclear.com. Fully completed application forms will be shared by EUI with Broadridge. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.*

*Broadridge will set a voting deadline by which time electronic voting instructions or proxy appointment instructions must be received by it for use at the AGM. Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline. Voting instructions cannot be changed or cancelled after Broadridge's voting deadline.*

*CDI holders are strongly encouraged to familiarise themselves with the new arrangements with Broadridge, including the new voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge in order that they may avail of this voting service.*

9. *All proxy voting instructions (whether submitted directly or through the Euroclear system or via a holding of CDIs in the CREST system) must be received by the Company's registrars not less than 48 hours before the time appointed for the AGM or any adjournment of the AGM. However, persons holding through the Euroclear system or via a holding of CDIs in the CREST system will also need to comply with any additional voting deadlines imposed by the respective service offerings. Again, all persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.*

*Voting Procedures*

10. *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 joint holder(s) and, for this purpose, seniority will be determined by the order in which the names of the joint holders stand in the register of members in respect of the share.*

*Display Documents*

11. *This Notice of AGM is available on the Company's website,* **www.kareliandiamondresources.com**.