

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”)

NOTICE OF ANNUAL GENERAL MEETING

to be held at 09.30 (UK time) / 10.30 (South African time) / 16.30 (Western Australian time) on 9 June 2022
at Memery Crystal LLP, 165 Fleet Street, London EC4A 2DY

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:
25 Moorgate
London EC2R 6AY
United Kingdom

17 May 2022

Notice of 2022 Annual General Meeting

Dear Shareholder,

I am pleased to be writing to you with details of our 2022 Annual General Meeting (the “**Meeting**”), which will be held at Memery Crystal LLP, 165 Fleet Street, London EC4A 2DY on 9 June 2022 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.

As there are currently no constraints in place as there were at the time of last year’s annual general 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 7 June 2022.

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 by no later than 09.30 (UK time) / 10.30 (SA time) / 16.30 (WA time) on 7 June 2022 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.

With the exception of Resolutions 11 and 12, which relate respectively to the issue of Options to myself and to the issue of Shares under a Technical Services Agreement to Sociedad Quimica y Minera de Chile S.A. (“**SQM**”), who is considered to be a related party for the purposes of Rule 13 of the AIM Rules, 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. Shareholders should note that the issue of Shares to SQM has previously been the subject of an AIM Rule 13 fair and reasonable process notified on 26 August 2020.

Further details, as well as voting recommendations in respect of Resolutions 11 and 12, are set out in the Explanatory Statement forming part of this Notice of Meeting.

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 Memery Crystal LLP, 165 Fleet Street, London EC4A 2DY on 9 June 2022 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 13 (inclusive) will be proposed as ordinary resolutions and Resolution 14 will be proposed as a special resolution.

ORDINARY RESOLUTIONS

RESOLUTION 1 – RECEIVE THE 2021 ANNUAL REPORT

"To receive the audited annual accounts of the Company for the year ended 31 December 2021 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 Financial Report for the financial year ended 31 December 2021."

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 BRAD SAMPSON AS A DIRECTOR

"To re-appoint Brad Sampson as a Director."

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

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

RESOLUTION 8 – RE-APPOINTMENT OF DAVID NETHERWAY AS A DIRECTOR

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

RESOLUTION 9 – RE- APPOINTMENT OF SAMEER OUNDHAKAR AS A DIRECTOR

"To re-appoint Sameer Oundhakar as a Director."

RESOLUTION 10 – APPOINTMENT OF PABLO HERNANDEZ MAC-DONALD

"To appoint Pablo Hernandez Mac-Donald as a Director."

RESOLUTION 11 – APPROVAL TO ISSUE OPTIONS TO DAVID HATHORN

"That for the purposes of ASX Listing Rule 10.14, and for all other purposes, Shareholders approve the grant of 9,000,000 Options to David Hathorn (or his nominee(s)) under the Directors and Executives Share Option Plan on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting exclusion: The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

1. a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Directors and Executives Share Option Plan; or
2. an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of Resolution 11 by:

3. a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
4. the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman of the Meeting to vote on the resolution as the Chairman of the Meeting decides; or
5. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 12 – APPROVAL TO ISSUE SHARES TO SQM IN LIEU OF FEES PAYABLE UNDER A TECHNICAL SERVICES AGREEMENT

“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 44,132,674 Shares to SQM on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting exclusion: The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:

1. the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
2. an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of Resolution 12 by:

3. a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
4. the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman of the Meeting to vote on the resolution as the Chairman of the Meeting decides; or
5. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 13 – 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\$1,125,164.67, such authorisation to expire at midnight (UK time) on 9 December 2023 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 14 – DISAPPLICATION OF PRE-EMPTION RIGHTS

"That, subject to the passing of Resolution 13 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 13, 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 9 December 2023 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: 17 May 2022

By Order of the Board

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

Registered Number:

10933682

Registered Office:

25 Moorgate, London EC2R 6AY, 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 7 June 2022:
 - for Shareholders on the UK register, to Computershare Investor Services plc at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, UK or via e-mail to #UKCSBRS.ExternalProxyQueries@computershare.co.uk. You can also submit a proxy vote online at 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 BagX9000, Saxonwold 2132) or email to 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 BagX9000, Saxonwold 2132) or email to 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 5.30 pm (UK time) / 6.30 pm (SA time) on 7 June 2022 (or in the event of any adjournment, at close of business 5.30 pm (UK time) / 6.30 pm (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 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.
6. 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 & Ireland 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 7 June 2022 (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 & Ireland 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.

7. 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.
8. 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.

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 5.00 pm (WA time) on 3 June 2022. You must be registered as the holder of CDIs as at 5.00 pm (WA time) on 3 June 2022 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.
- instructing CDN to appoint themselves or another person as CDN's proxy for the purposes of attending and voting the Shares underlying their CDIs at the Meeting. You must complete Option B of the enclosed CDI voting instruction form and return (together with any power of attorney or other authority, if any, under which it is signed) the form to Computershare Investor Services Pty Limited at GPO Box 242, Melbourne VIC 3001, Australia so that it is received on or before 5.00 pm (WA time) on 3 June 2022. You must be registered as the holder of CDIs as at 5.00 pm (W A time) on 3 June 2022 for your instruction form to be valid; or
- 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 5.00 pm (WA time) on 3 June 2022. Contact Computershare Clearing Pty Ltd on 1300 731 056 or +61 3 9415 5361 or email at gtuau@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.
- **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 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 Memery Crystal LLP, 165 Fleet Street, London EC4A 2DY on 9 June 2022 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 2021 audited accounts

The Directors are required by English company law to present the 2021 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.

Resolution 2 – Approval of Directors' remuneration report

The Directors will present the remuneration report for the year ended 31 December 2021. 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 10 – Re-appointment of David Hathorn, Brad Sampson, Jonathan Trollip, David Netherway and Sameer Oundhakar and appointment of Pablo Hernandez Mac-Donald

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 9 seek Shareholder approval for the re-election of each Director and resolution 10 seeks Shareholder approval for the appointment of Pablo Hernandez Mac-Donald as a Director as he has been appointed to the Board since the date of the last Annual General Meeting.

David Hathorn

Mr. Hathorn joined the Group as non-executive Chairman in November 2015. He was the Chief Executive Officer of Mondi group for 17 years before retiring in 2017. The Mondi group is an international packaging and paper group employing around 25,000 people across more than 30 countries listed on the London Stock Exchange and the JSE. Prior to the demerger of Mondi 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 of the boards of the group's major mining operations.

Stuart Bradley ("Brad") Sampson

Mr. Sampson was appointed as Chief Executive Officer and Director on 4 June 2018. Mr. Sampson, a mining engineer, has more than 25 years' resources industry experience across numerous locations including West and Southern Africa. In addition to significant mine development and operating experience, he has held leadership positions at several publicly listed companies. Mr. Sampson was most recently Chief Executive Officer of ASX listed Tiger Resources Limited, a copper producer in the Democratic Republic of the Congo. Prior to this, he held senior positions at Newcrest Mining Ltd, one of the world's largest gold mining companies, including General Manager of Newcrest's West African operations. From 2008 to 2013, he was the Chief Executive Officer of AIM /ASX listed Discovery Metals Ltd, where he was hired to lead the project financing, construction and subsequent production of the Company's flagship copper asset in Botswana. Other notable positions include General Manager at Gold Fields Limited's operations in South Africa and Australia.

Jonathan Trollip

Mr. Trollip joined the Group in April 2016. Mr. Trollip 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, Future Generation Investment Company Ltd, Plato Income Maximiser Ltd and Spheria Emerging Companies Ltd and a non-executive director of Propel Funeral Partners Limited and BCAL Diagnostics Limited. He also holds various private company directorships in the commercial and not-for-profit sectors.

David Netherway

Mr. Netherway joined the Group in December 2017. Mr. Netherway 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, Siguri, 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 Afcan 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 the Chairman of AIM and TSX-listed Altus Strategies plc and ASX-listed Canyon Resources Ltd. He also holds various private company directorships.

Sameer Oundhakar

Mr. Oundhakar was nominated to the Board by OIA and was appointed on 1 April 2021. He joined OIA in 2018 and currently holds the position of Senior Manager - Diversified Private Equity Investments. He has extensive private equity experience across diverse industry sectors / geographies and represents OIA on investee company boards in Europe, Latin America and the Middle East. He has lived and worked in the Middle East (OIA, Seera), UK (Boston Consulting Group, Columbia Threadneedle, American Express), France and India (HSBC, Larsen & Toubro). Mr. Oundhakar has a Bachelors degree with distinction in Mechanical Engineering from VJTI Mumbai, a Post Graduate Diploma in Management from IIM Lucknow and an MBA from INSEAD.

Pablo Hernandez Mac-Donald

Mr. Pablo Hernandez Mac-Donald was nominated to the Board by SQM and was appointed on 30 November 2021. He joined SQM in 2013 and is the Vice President Finance Commercial Offices within SQM reporting to the Chief Financial Officer of SQM. Pablo completed Industrial Engineering and Master of Science in Engineering degrees having graduated from Pontificia Universidad Catolica de Chile in 2013 and a Master's in Business Administration from Emory University in 2019.

Resolution 11 – Approval to issue Options to David Hathorn

General

Following a recommendation from the Company's Remuneration and Nomination Committee, the Board resolved to grant the Company's Non-Executive Chairman, David Hathorn, an incentive award of 9,000,000 Options exercisable at £0.022 each, expiring 5 years after their date of issue ("**Option Issue**"). Each Option entitles the holder, on exercise, to one Share.

These Options will be issued following, and subject to:

- Shareholder approval for the Option Issue being obtained; and
- a financing package to fully fund the development of the Company's Kola Project being approved by the Board ("**Financing Package Condition**").

These Options are proposed to be granted pursuant to the Directors and Executives Share Option Plan ("**DESOP**").

Regulatory requirements

In accordance with ASX Listing Rule 10.14, the Company must not issue securities under an employee incentive scheme to any of the following persons:

- a director of the Company (ASX Listing Rule 10.14.1);
- an associate of a director of the Company (ASX Listing Rule 10.14.2); or
- a person whose relationship with the Company or a person referred to in ASX Listing Rules 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders (ASX Listing Rule 10.14.3),

unless it obtains Shareholder approval.

The Option Issue falls within ASX Listing Rule 10.14.1 because Mr Hathorn is a Director of the Company, and therefore requires Shareholder approval under ASX Listing Rule 10.14. Accordingly, Resolution 11 seeks the required Shareholder approval in accordance with ASX Listing Rule 10.14 for the issue of 9,000,000 Options to Mr Hathorn.

Pursuant to ASX Listing Rule 7.2, exception 14, the effect of passing Resolution 11 will be to allow the Company to make the Option Issue without using up the Company's 15% placement capacity under ASX Listing Rule 7.1.

If Shareholders do not approve Resolution 11, the Company will not issue the Options to Mr Hathorn and the Company will consider other alternative forms of remuneration, including an alternative security issue or cash bonus to Mr Hathorn reflecting a similar value to the proposed grant of the Options (subject at all times to applicable regulatory requirements and Shareholder approval where required).

If Shareholders approve Resolution 11, the Company will be able to proceed with the Option Issue and the Option Issue will be excluded from the Company's 15% placement capacity under ASX Listing Rule 7.1.

Resolution 11 is an ordinary resolution.

Information required by the ASX Listing Rules

In compliance with the requirements of ASX Listing Rule 10.15, information regarding the proposed issue of the Options to Mr Hathorn is provided as follows:

1. The names of all persons who received securities

The Options will be issued to Mr David Hathorn, or his nominee(s).

2. Which ASX Listing Rule 10.14 category the person falls within and why

Mr Hathorn is a Director of the Company, and accordingly falls under Listing Rule 10.14.1.

3. The number and class of securities to be issued

The Company proposes to issue 9,000,000 Options to Mr Hathorn (or his nominee(s)), subject to Shareholder approval being obtained and the Financing Package Condition being satisfied.

4. Details of current remuneration package

Mr Hathorn is currently paid Directors' fees of US\$100,000 per annum.

5. Number of securities previously issued to Mr Hathorn under the scheme and the average acquisition price

The Company has previously issued the following securities to Mr Hathorn under the DESOP:

- 4,000,000 unlisted Options exercisable at £0.11 each, which had an expiry date of 27 June 2020 (all of which lapsed unexercised). These Options were issued for nil cash consideration.

6. Summary of terms of the securities, explanation as to why and the value ascribed including the basis thereof

The Options proposed to be issued will be unlisted Options. The Options will be exercisable at £0.022 each and expire 5 years from their date of issue.

Each Option entitles the holder, on exercise, to one Share. Any Shares issued on the exercise of any of the Options will be in the same class as and will rank equally with the Company's existing fully paid ordinary shares.

An Option will not confer the right to a change in the exercise price, or a change to the number of Shares over which the Option can be exercised.

The Options will be issued following, and subject to:

- Shareholder approval for the Option Issue being obtained, and
- the Financing Package Condition being satisfied.

A summary of the material terms of the DESOP (being the plan pursuant to which the Options will be issued) is attached to this Explanatory Statement as Annexure A.

The Company is issuing the Options to incentivise Mr Hathorn to facilitate the Company secure a financing package to fully fund the development of the Company's Kola Project.

The Company valued these Options at £0.0095 per Option (or £85,663 in total) using the Black-Scholes Option Pricing Methodology with an assumed date of issue of 9 June 2022 and the following inputs to the valuation:

- Share Price at date of issue (deemed): £0.0138
- Exercise Price: £0.022
- Term: 5 years from date of issue
- Risk Free Rate: 1.581%
- Volatility: 100%

7. The date by which the securities will be issued

The Company will issue the Options to Mr Hathorn (or his nominee(s)) following, and subject to, Shareholder approval for the Option Issue being obtained and the Financing Package Condition being satisfied. In no circumstances will the Options be issued later than three years after the Annual General Meeting (or such longer period of time as the ASX may in its discretion allow).

8. The price for each security to be issued

The Options are being granted for nil cash consideration. The exercise price is £0.022 per Option. Any Shares issued on the exercise of any of the Options will be in the same class as and will rank equally with the Company's existing fully paid ordinary shares.

9. Summary of material terms of the scheme

A summary of the material terms of the DESOP (being the plan pursuant to which the Options will be issued) is attached to this Explanatory Statement as Annexure A.

10. Summary of material terms of any loan

The Company will not provide any loan for the Option Issue.

11. Required statements

Details of any securities issued under the DESOP will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the DESOP after Resolution 11 is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.

12. Voting exclusion statement

A voting exclusion statement for Resolution 11 is included in the Notice of Meeting preceding this Explanatory Statement.

Resolution 12 – Approval to issue Shares to SQM in lieu of fees payable under a Technical Services Agreement

General

In the Company's notice of general meeting dated 2 September 2020 ("**2020 NOM**"), the Company noted that it proposed to enter into a conditional technical services agreement with SQM, a substantial Shareholder, following the expiry of a then current "closed period" ("**Technical Services Agreement**").

It was intended that the Technical Services Agreement would provide for SQM to provide certain services in relation to a definitive feasibility study proposed to be undertaken by the Company ("**DFS**") for a maximum fee of US\$540,000. The Technical Services Agreement provided, conditional on obtaining Shareholder approval as required by the ASX Listing Rules (the "**TSA Condition**"), that the Company would convert the fees due to SQM for completing discrete work streams under the Technical Services Agreement into Shares of the Company on completion of each work stream, at a pre-determined deemed issue price. This arrangement was designed to conserve the Company's cash reserves.

The maximum number of Technical Services Shares that the Company could issue to SQM under the Technical Services Agreement was 63,417,499 Shares, based on the maximum value of the services to be provided by SQM under the Technical Services Agreement (being US\$540,000) divided by the deemed issue price per Technical Services Share (which was equal to the issue price of the Shares issued as part of the Company's fundraising conducted in September 2020 (0.65p per Share), converted into US\$ based on an exchange rate of GBP1: US\$1.31 (which was the spot rate adopted in connection with the 2020 fundraising ("**Spot Rate**"))). For further details, please refer to the 2020 NOM.

The relevant resolution in the 2020 NOM to approve the issue of Shares under the Technical Services Agreement in the manner described above was approved by Shareholders on 18 September 2020. At the time, the Company expected SQM to have completed all work streams under the Technical Services Agreement within 8 months following the satisfaction of the TSA Condition. However, by the time SQM completed the relevant work streams under the Technical Services Agreement, the approval period for the issue of the Technical Services Shares had expired. The Company is therefore seeking Shareholder approval at the Annual General Meeting for the issue of Shares to SQM pursuant to the Technical Services Agreement.

Resolution 12 seeks Shareholder approval to issue 44,132,674 Shares to SQM ("**Technical Services Shares**"), calculated as the actual value of the work performed by SQM of US\$375,470, divided by the deemed issue price of 0.65p per Share, converted into US\$ based on the Spot Rate ("**Technical Services Share Issue**").

Regulatory requirements

ASX Listing Rule 10.11 restricts the Company's ability to issue or agree to issue securities to certain categories of persons. The Technical Services Share Issue falls within the scope of Listing Rule 10.11.3 because SQM is a substantial (10%+) Shareholder who has nominated a Director to the Board. The Technical Services Share Issue does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires Shareholder approval under ASX Listing Rule 10.11. Accordingly, Resolution 11 seeks the required Shareholder approval for the Technical Services Share Issue under and for the purposes of ASX Listing Rule 10.11.

Pursuant to ASX Listing Rule 7.2, exception 14, the effect of passing Resolution 12 will be to allow the Company to make the Technical Services Share Issue without using up the Company's 15% placement capacity under ASX Listing Rule 7.1.

If Shareholders do not approve Resolution 12, the Company will not issue the Technical Services Shares and the Company will be required to pay all of the fees under the Technical Services Agreement in cash.

If Shareholders approve Resolution 12, the Company will be able to proceed with the Technical Services Share Issue and the Technical Services Share Issue will be excluded from the Company's 15% placement capacity under ASX Listing Rule 7.1.

Resolution 12 is an ordinary resolution.

Information required by the ASX Listing Rules

In compliance with the requirements of ASX Listing Rule 10.13, information regarding the proposed issue of the Technical Services Shares to SQM is provided as follows:

1. Name of the person

SQM (Sociedad Quimica y Minera de Chile S.A).

2. Which ASX Listing Rule 10.11 category the person falls within and why

SQM falls within the scope of ASX Listing Rule 10.11.3 because it currently holds a 14.64% interest in the Company and has nominated a Director to the Board (being Pablo Hernandez Mac-Donald).

3. The number and class of securities to be issued

The Company intends to issue a total of 44,132,674 Technical Services Shares to SQM. The Technical Services Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.

4. The date by which the securities will be issued

The Technical Services Shares will be issued no later than one month after the Annual General Meeting.

5. The price or other consideration the Company will receive

The issue is made in consideration for services provided by SQM to the Company under the Technical Services Agreement, with the value of the services provided being US\$375,470 in total.

6. Purpose of the issue

The Technical Services Shares will be issued in lieu of the Company paying US\$375,470 in cash to SQM for the provision of services under the Technical Services Agreement.

7. Summary of other material terms of the agreement

The services provided by SQM under the Technical Services Agreement comprised the provision of geological, mining and engineering professional services to review a definitive feasibility study undertaken by the Company. The maximum fee for the services to be provided was to be no greater than \$US540,000. To the extent the Company does not issue Shares to SQM in satisfaction of the fees payable under the agreement, the Company will be required to pay the fees in cash.

Each of the Company and SQM provided certain customary warranties and can terminate the Technical Services Agreement on 30 days' written notice. The Company also provided indemnities to SQM which are considered standard for an agreement of this nature.

8. Voting exclusion statement

A voting exclusion statement for Resolution 12 is included in the Notice of Meeting preceding this Explanatory Statement.

Resolution 13 – 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 9 December 2023 and the date of the 2023 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\$1,125,164.67, 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 14 – 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 13 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:

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

ANNEXURE A – DIRECTOR AND EXECUTIVE SHARE OPTION PLAN

(a) Plan administration

The Board may administer the Directors and Executives Share Option Plan (“**DESOP**”) in accordance with the DESOP rules and otherwise as it determines from time to time in its absolute discretion. The Board may delegate its powers under the DESOP.

(b) Eligibility

Directors (including the Chairman) and senior executives of a Group company are eligible to participate in the DESOP through the grant to them of options over Shares in the Company (“**Options**”) under the DESOP.

(c) Grant of Options

Options may be exercised only following a Vesting Event, as described at (e) below. Options shall have a maximum lifespan of 10 years from the date of grant. Options shall not confer on the holder the right to participate in new issues of Shares, including by way of bonus issue, rights issue or otherwise. Options will also not give any right to participate in dividends or any voting rights until Shares are issued or transferred pursuant to the exercise of the Option. Participants will not be required to pay anything for the grant of Options, which will not be listed for quotation on any stock exchange. Options shall not confer on the holder the right to a change in exercise price, or a change to the number of underlying Shares over which the Options can be exercised.

(d) Nominee

The participants may nominate a nominee to be granted Options or to receive the Shares on exercise. The Board has the discretion to disallow that nominee, without providing a reason.

(e) Exercise of Options

Options will in general become exercisable in full only if a condition specified by the remuneration committee of the Board is achieved, or a change of control occurs in the Company (in either case, a “Vesting Event”) within the period provided. The holder will be required to pay the aggregate exercise price and any taxes for which the participant’s employing company is required to account to any taxing authority on the holder’s behalf.

(f) Capital events

If there are certain variations of the share capital of the Company including a capitalisation or rights issue, subdivision, consolidation or reduction of share capital, a demerger or other distribution in specie, the Board may make such adjustments as it considers appropriate to ensure that the value of the Option is preserved. For so long as the Company is listed on ASX, if at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the ASX Listing Rules at the time of reconstruction.

(g) Lapse of Option

If the holder ceases to hold any office or employment within the Group due to death, disability or ill health, Options shall remain in effect despite the cessation and may be exercised following the occurrence of a Vesting Event. Options will lapse if the holder ceases to hold such office or employment for any other reason, unless the Board at its discretion otherwise provides. Options will lapse if no Vesting Event has occurred within the period originally specified at the date of grant, although the terms may provide a power for the Board to extend the period by no more than 12 months.

