

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
20 June 2023**

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:
45 Gresham Street
London EC2V 7BG
United Kingdom

19 May 2023

Notice of 2023 Annual General Meeting

Dear Shareholder,

I am pleased to be writing to you with details of our 2023 Annual General Meeting (the “**Meeting**”), which will be held at Memery Crystal LLP, 165 Fleet Street, London EC4A 2DY on 20 June 2023 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, 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 16 June 2023.

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 16 June 2023 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 Memery Crystal LLP, 165 Fleet Street, London EC4A 2DY on 20 June 2023 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 2022 ANNUAL REPORT

"To receive the audited annual accounts of the Company for the year ended 31 December 2022 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 2022."

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 – 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\$1,140,645.71, such authorisation to expire at midnight (UK time) on 20 December 2024 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 20 December 2024 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: 19 May 2023

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 16 June 2023:
 - 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, 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, 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 (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 16 June 2023 (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 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 & 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 16 June 2023 (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.

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 17:00 (WA time) on 14 June 2023. You must be registered as the holder of CDIs as at 17:00 (WA time) on 14 June 2023 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 14 June 2023. 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 20 June 2023 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 2022 audited accounts

The Directors are required by English company law to present the 2022 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 2022. 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, Brad Sampson, Jonathan Trollip and David Netherway

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 8 seek Shareholders' approval for the re-election of each Director.

As Pablo Hernandez-MacDonald has resigned from Sociedad Química y Minera de Chile S.A. ("SQM") to pursue other interests he will not be offering himself for re-election at the Meeting. A replacement SQM nominated non-executive director will be announced in due course.

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.

Stuart Bradley ("Brad") Sampson

Mr Sampson is a mining engineer and joined the Group in June 2018. He has more than 30 years' resources industry experience across numerous locations including West and Southern Africa. In addition to significant mine development and operating experience, Brad has held leadership positions at several publicly listed companies.

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.

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, Siguiri, 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 the Chairman of TSX-V listed Elemental Altus Royalties Corp., and a non-executive Director of ASX-listed Canyon Resources Ltd. He also holds various private company directorships.

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 20 December 2024 and the date of the 2024 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\$1,140,645.71, 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:

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.