

3. Completion and return of the form of proxy will not preclude shareholders from attending or voting at the meeting, if they so wish. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
4. To be effective, the form of proxy must be received at the offices of Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BS99 6ZZ, or by Computershare Investor Services (Pty) Limited at their registered office at 70 Marshall Street, Johannesburg, 2001 or PO Box 61051, Marshalltown, 2107, not later than 2 business days before the time of the meeting or any adjournment thereof, together, if appropriate, with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or, where the proxy form has been signed by an officer on behalf of a corporation, a notarially certified copy of the authority under which it is signed.
5. In the case of a joint holding, a proxy need only be signed by one joint holder. If more than one such joint holder lodges a proxy only that of the holder first on the register of members will be counted. Any alterations made to this proxy should be initialled.
6. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
7. In the case of a corporation this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his/her discretion. Your proxy will vote (or abstain from voting) as he/she thinks fit in relation to any other matter which is put before the Annual General Meeting.
10. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members in order to have the right to attend and vote at the Annual General Meeting is 6.00 pm (UK time) on 13 June 2016, (being not more than 2 business days prior to the time fixed for the Meeting) or, if the Meeting is adjourned, such time being not more than 2 business days prior to the time fixed for the adjourned meeting. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the Meeting.
11. If you are a dematerialised DiamondCorp PLC shareholder and are not an own name dematerialised DiamondCorp PLC shareholder then you must instruct your Central Securities Depository Participant ("CSDP") or broker as to how you wish to cast your vote at the Annual General Meeting in order for them to vote in accordance with your instructions. If you wish to attend the Annual General Meeting in person, please request your CSDP or broker to issue the necessary letter of representation to you. This must be done in terms of the agreement entered into between the dematerialised DiamondCorp PLC shareholder (who is not an own name dematerialised DiamondCorp PLC shareholder) and the CSDP or broker.
12. Copies of all service agreements under which the Directors are employed are available for inspection at the Company's registered office during normal business hours on any weekday (public holidays excepted) and copies of these documents and the terms and conditions of appointment of the Non-Executive Directors of the Company will also be available at the place of the Annual General Meeting for 15 minutes prior to and during the Annual General Meeting.
13. "Relevant Securities" means shares in the Company other than shares allotted pursuant to:
 - a. an employee share scheme (as defined by section 1166 of the Act);
 - b. a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
 - c. a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security.
14. Any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Act). References to the allotment of Relevant Securities in the resolutions include the grant of such rights.
15. For the safety and comfort of those attending the AGM, security measures will be in place at the meeting. Certain items will not be permitted in the meeting. These include bags, cameras, recording equipment, mobile telephones, items of any nature with potential to cause disorder and such other items as the Chairman of the meeting may specify. Mobile phones must be switched off during the meeting.
16. The results of the voting at the AGM will be announced through a Regulatory Information Service and will appear on the Company's website (www.diamondcorp.plc.uk) as soon as reasonably practicable following the conclusion of the AGM.

Please note that this document is important and requires your immediate attention. If you are in any doubt as to the action to be taken, please consult an independent adviser immediately.

If you have sold or transferred or otherwise intend to sell or transfer all of your holding of ordinary shares in the Company prior to the Annual General Meeting of the Company to be held on 15 June 2016 at the offices of Panmure Gordon & Co Ltd, One New Change London, EC4M 9AF at 2.30pm (UK time) and 3.30pm (SA time), you should send this document, together with the accompanying Form of Proxy, to the (intended) purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was or is to be effected for transmission to the (intended) purchaser or transferee.

Company Number: 5400982

NOTICE OF ANNUAL GENERAL MEETING DIAMONDCORP PLC

(the "Company")

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting ("AGM") of the Company will be held at the offices of Panmure Gordon & Co Ltd, One New Change London, EC4M 9AF on 15 June 2016 at 2.30pm (UK time) and 3.30pm (SA time) in order to consider and, if thought fit, pass resolutions 1 to 7 as Ordinary Resolutions and resolution 8 as a Special Resolution:-

Ordinary Resolutions

- 1 To receive the reports of the Directors and financial statements of the Company for the year ended 31 December 2015, together with the report of the auditors thereon.
- 2 To elect as a Director Chris Ellis who is retiring in accordance with the Company's Articles of Association and who being eligible is offering himself for re-election.
- 3 To re-elect as a Director Jonathan Willis-Richards who is retiring in accordance with the Company's Articles of Association and who being eligible is offering himself for re-election.
- 4 To re-elect as a Director Euan Worthington, who is retiring in accordance with the Company's Articles of Association, and who being eligible is offering himself for re-election.
- 5 To reappoint PricewaterhouseCoopers LLP as auditors of the Company from the conclusion of this AGM until the conclusion of the next AGM at which accounts are laid before the Company.
- 6 To authorise the Directors to determine the remuneration of the auditors.
- 7 That the Directors be generally and unconditionally authorised to allot Relevant Securities (as defined in the notes to this Notice of AGM):
 - (a) comprising equity securities (as defined by section 560 of the Companies Act 2006 (the "Act")) up to an aggregate nominal amount of £296,937 (such amount to be reduced by the nominal amount of any Relevant Securities

allotted under paragraph 7(b) below) in connection with an offer by way of a rights issue:

- (i) to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
- (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary.

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (b) in any other case, up to an aggregate nominal amount of £148,469 such amount to be reduced by the nominal amount of any equity securities allotted under paragraph 7(a) above in excess of £148,469 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is 18 months after the date on which this resolution is passed or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 551 of the Companies Act 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

Special Resolution

- 8 (a) That, subject to and conditional on the passing of resolution 7 above, the Directors of the Company be and are hereby generally and unconditionally empowered, pursuant to section 570 of the Companies Act 2006 Act, to allot equity securities (as defined by section 560 of the Companies Act 2006) for cash, either pursuant to the authority conferred by resolution 7 above or by way of a sale of treasury shares, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities pursuant to an offer or issue by way of rights, open offer or other pre-emptive offer:
 - (i) to the holders of ordinary shares and other person entitled to participate therein in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors of the Company otherwise consider necessary.

- (iii) but subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (b) The allotment (otherwise than pursuant to paragraph 8(a) above) of equity securities for cash up to an aggregate nominal amount of £44,541 as if section 561(1) of the Companies Act 2006 did not apply to such an allotment, and such power shall expire (if it has not previously expired by non-fulfilment of conditions) on the date which is 18 months after the date on which this resolution is passed or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

BY ORDER OF THE BOARD



CITY GROUP PLC,
COMPANY SECRETARY

Registered Office: 6 Middle Street, London, EC1A 7JA

Dated 18 May 2016

Notes:

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote on a poll instead of him. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company.
2. In accordance with the Articles, a poll vote may be demanded either before or on the declaration of the result of a resolution taken by show of hands. A poll may be demanded by the Chairman or the shareholders. For shareholders to call for a poll, it has to be demanded by: (i) not less than five shareholders entitled to vote on the resolution, (ii) shareholder(s) holding 10 per cent or more of the total voting rights on the resolution, or (iii) shareholder(s) representing 10 per cent of the paid up share capital in the Company). A poll may be taken using any of a ballot, voting papers or tickets as the Chairman of the Meeting may direct. The result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.