

The Chairman of DiamondCorp plc invites you to attend the Annual General Meeting of the Company to be held at **the offices of Panmure Gordon & Co Ltd, One New Change, London, EC4M 9AF** on **15 June 2016** at **2.30 pm (UK Time)**.

Shareholder Reference Number

Please detach this portion before posting this proxy form.

Form of Proxy - Annual General Meeting to be held on 15 June 2016



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You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 913777

SRN:

PIN:



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Register today and make a positive impact by electing for electronic communications & manage your holding online!

To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 13 June 2016 at 2.30 pm.

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 1433 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 1433 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Poll Card To be completed **only** at the AGM if a Poll is called.

Ordinary Resolutions

- | | For | Against | Vote
Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 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. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 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. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 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. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 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. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-appoint 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 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To authorise the Directors to determine the remuneration of the auditors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. That the Directors be generally and unconditionally authorised to allot Relevant Securities. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special Resolution

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| 8. That, subject to and conditional on the passing of resolution 7, the directors of the Company be and hereby generally and unconditionally empowered to allot equity securities. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--|--------------------------|--------------------------|--------------------------|

Signature

In the case of a Corporation, a letter of representation will be required (in accordance with S323 of the Companies Act 2006) unless this has already been lodged at registration.

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

	*
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I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of DiamondCorp plc to be held at **the offices of Panmure Gordon & Co Ltd, One New Change, London, EC4M 9AF** on **15 June 2016** at **2.30 pm (UK Time)**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Ordinary Resolutions

- | | For | Against | Vote
Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 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. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 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. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 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. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 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. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-appoint 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 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To authorise the Directors to determine the remuneration of the auditors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. That the Directors be generally and unconditionally authorised to allot Relevant Securities. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special Resolution

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| 8. That, subject to and conditional on the passing of resolution 7, the directors of the Company be and hereby generally and unconditionally empowered to allot equity securities. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--|--------------------------|--------------------------|--------------------------|

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

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, stating their capacity (e.g. director, secretary).



Form of Proxy

DiamondCorp plc
(the “Company”)
Company Number: 5400982

For use at 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 commencing at 2.30pm (UK time), and 3.30 pm (SA time).

I/We _____

(BLOCK LETTERS PLEASE)

of _____

being a member of **DiamondCorp plc**, hereby appoint the Chairman of the meeting, or*

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at the at the offices of Panmure Gordon & Co Ltd, One New Change, London, EC4M 9AF at 2:30pm (UK time) and 3.30pm (SA time) on 15 June 2016, on the following resolutions, to be submitted to the meeting and at any adjournment thereof, and any other business which may properly come before the meeting and any adjournment thereof.

Please indicate with an 'X' in the appropriate space how you wish your vote to be cast. Unless otherwise instructed, the proxy will vote as he thinks fit or abstain.

Ordinary Resolutions		For	Against	Vote Withheld**
1	To receive the reports on 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 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 re-appoint 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.			

Special Resolution		For	Against	Vote Withheld**
8	That, subject to and conditional on the passing of resolution 7, the directors of the Company be and hereby generally and unconditionally empowered to allot equity securities.			

***You may, if you wish, in the space provided insert the name(s) of the person(s) of your choice to attend and vote at the meeting on your behalf.**

****Please note that if the "Vote Withheld" box is marked with an "X" the shareholder will not be counted in the calculation of votes "For" and "Against" and the shareholder will not be taken to have given his/her/their discretion to the proxy, on how to vote.**

Signature _____

Dated _____ day of _____ 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. 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.
3. To be effective, this proxy form must be lodged at the offices of Computershare Investor Services (Pty) Limited at Ground Floor, 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 adjourned 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.
4. 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 alternations made to this proxy should be initialled.
5. 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.
6. 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.
7. 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.
8. 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 48 hours prior to the time fixed for the Meeting) or, if the Meeting is adjourned, such time being not more than 48 hours 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.
9. If you are a dematerialised DiamondCorp shareholder and are not an own name dematerialised DiamondCorp 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 shareholder (who is not an own name dematerialised DiamondCorp shareholder) and the CSDP or broker.

10. In relation to each of the directors seeking election and re-election in resolutions 2 to 4 above, copies of their respective CV's are contained within the Directors' Report to the 2015 Annual Report. The Register of directors' interests will be available, for inspection by members, at the registered office of the Company during usual business hours on any weekday (Saturday and public holidays excepted), from the date of this notice until the date of the Annual General Meeting and at the place of the meeting, from 15 minutes prior to the meeting until the conclusion thereof. The executive directors' service contracts and the non-executive terms and conditions on appointment will also be available for inspection at those times