

Company Number: 54900982

DIAMONDCORP PLC

("the Company")

SHAREHOLDERS WRITTEN RESOLUTION

WE the undersigned being all the Members for the time being of the Company entitled to attend and vote at a general meeting of the Company to consider and if thought fit, pass the Resolutions set out below HEREBY PASS the under mentioned Resolutions, pursuant to Article 50.2 of the company's Articles of Association.

ORDINARY RESOLUTIONS

- 1 **THAT** the existing issued and unissued ordinary shares of £1.00 each in the capital of the Company be subdivided into ordinary shares of 1 pence each.
- 2 **THAT** the share capital of the Company be increased by £4,950,000 beyond its existing share capital of £50,000 by the creation of 495,000,000 new ordinary shares of 1 pence each.
- 3 **THAT**, for the purposes of and pursuant to section 80 (1) of the Act, the directors of the Company be and they are hereby generally and unconditionally authorised and empowered to exercise all the powers of the Company to allot the relevant securities (as detailed in section 80(2) of the Act) up to an aggregate nominal amount equal to the authorized but unissued share capital of the Company at the date hereof (in substitution to any subsisting authorities under the Act) to such persons at such times and upon such terms and conditions as they may determine (subject always to the articles of association of the Company) provided this authority and power shall, unless renewed, varied or revoked, expire on the 5th anniversary of the passing of this resolution and provided further that the Company may before such expiry make any offers or agreements which would or might require relevant securities to be allotted after such expiry.

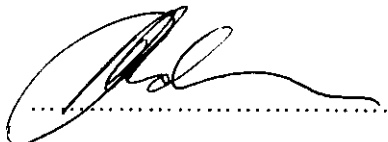
SPECIAL RESOLUTIONS

- 4 **THAT** clause 3 of the Articles of Association of the Company be amended to read as follows:

"The authorised share capital of the Company is £5,000,000 divided into 500,000,000 ordinary shares of 1 pence each"
- 5 **THAT** clause 4 of the Articles of Association of the Company be deleted in its entirety and the balance of the clauses be renumbered accordingly.
- 6 **THAT** the Directors of the Company be and are hereby empowered pursuant to section 95(1) of the Act to allot equity securities (within the meaning of section 94(2) of the Act) for cash as if section 89(1) of the Act did not apply to any such allotment, such power to expire (unless previously revoked, varied or renewed) at the conclusion of the next Annual General Meeting of the Company but so that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry.



Signed by or on behalf of each member of the Company entitled to vote in respect of such Resolution:



Paul Robert Loudon

Date 29-6-05



Richard Nicholas Allen

Date 29.6.05.