

THE COMPANIES ACT 2006

DIAMONDCORP PLC
("the Company")

SPECIAL RESOLUTION

At the Annual General Meeting of the Company held 15 June 2016 the following Special Resolution was passed

- 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



For and on behalf of

City Group P L C
Company Secretary