

THE COMPANIES ACT 2006

**DIAMONDCORP PLC**  
("the Company")

**SPECIAL RESOLUTIONS**

At a General Meeting of the Company held 16 November 2016 the following Special Resolutions were passed

- 2 That, conditional on the passing of Resolution 1, the directors be and they are hereby empowered pursuant to Section 570 of the 2006 Act to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash pursuant to the authority conferred by Resolution 1 above as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of Ordinary Shares up to an aggregate nominal value of £50,000 pursuant only to the any conversion of the Facility or any part thereof, and shall expire on the date of the next annual general meeting of the Company, or if earlier, 18 months from the passing of this resolution
- 5 That, conditional on the passing of Resolutions 1, 2, 3 and 4, the directors be given the general power to allot equity securities (as defined by section 560 of the 2006 Act) for cash, either pursuant to the authority conferred by resolution 4 or by way of a sale of treasury shares, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to
  - a the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under 4a , by way of either a rights issue or open offer only)
    - I to the 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 the allotment (otherwise than pursuant to paragraph 5a above) of equity securities up to an aggregate nominal amount of £200,000

The power granted by this resolution will expire 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

This resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities



For and on behalf of City Group P L C  
Company Secretary

A large, stylized handwritten signature in black ink, appearing to read "Randy Smith", is written over the typed name "Company Secretary".