

# PETRA DIAMONDS LIMITED

(Incorporated and registered in Bermuda under the Companies Act 1981 (Bermuda) with Registered No. EC23123)

The "Company"

## Form of Direction

Form of Direction for completion by holders of Depository Interests representing shares on a one for one basis in the Company in respect of the Special General Meeting of the Company to be held at the office of Buchanan, 107 Cheapside, London, EC2V 6DN on 13 June 2018 at 11.00 a.m. (BST)

I/We \_\_\_\_\_

Of \_\_\_\_\_

(Please insert full name(s) and address(es) in **BLOCK CAPITALS**)

being a holder of Depository Interests representing shares in the Company hereby instruct Link Market Services Trustees Limited, the Depository, to vote for me/us and on my/our behalf in person or by proxy at the Special General Meeting of the Company to be held on the above date (and at any adjournment thereof) as directed by an X in the spaces below.

**Please indicate with an "X" in the spaces below how you wish your vote to be cast. If no indication is given, you will be deemed as instructing the Depository to abstain from voting on the specified resolution.**

<i>Ordinary resolutions</i>	<i>For</i>	<i>Against</i>	<i>Abstain</i>
1. To increase the authorised share capital of the Company from £75,000,000 to £100,000,000 by creation of an additional 250,000,000 Ordinary Shares of £0.10 each in the capital of the Company.			
2. Conditional upon the passing of resolution 1 above, to authorise the Directors of the Company to allot Relevant Securities within the meaning of Bye-law 2.4 of the Company's Bye-laws.			
<i>Special Resolution</i>			
3. Conditional upon the passing of resolutions 1 and 2 above, to disapply the pre-emption provisions of Bye-law 2.5(a) pursuant to Bye-law 2.6(a)(i) of the Company's Bye-laws.			

Signature:..... Date: .....

### NOTES:

- To be effective, this Form of Direction and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be deposited at Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 73 hours (excluding non-working days) before the time appointed for holding the meeting or any adjournment thereof.
- Any alterations made to this Form of Direction should be initialled.
- In the case of a corporation this Form of Direction should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
- Please indicate how you wish your votes to be cast by placing "X" in the box provided. On receipt of this form duly signed, you will be deemed to have authorised Link Asset Services Trustees Limited to vote, or to abstain from voting, as per your instructions.
- Depository Interests held in uncertified form (i.e. in CREST), representing shares on a one for one basis in the Company, may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
- The Depository will appoint the Chairman of the meeting as its proxy to cast your votes. The person appointed proxy may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
- The 'Abstain' option is provided to enable you to abstain from voting on the resolutions. However, it should be noted that a 'Abstain' 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.
- Depository Interest holders wishing to attend the meeting should request a Letter of Representation by contacting the Depository at Link Asset Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or by e-mail at [custodymgt@linkgroup.co.uk](mailto:custodymgt@linkgroup.co.uk), by no later than **10.00 a.m. on 8 June 2018**.