

## FORM OF PROXY

**NAMAKWA DIAMONDS LIMITED (the Company)**  
(incorporated in Bermuda with registered number 39031)

**SPECIAL GENERAL MEETING TO BE HELD ON 23 NOVEMBER 2011**  
Form of Proxy for use by ordinary (certificated) shareholders of the Company:

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

of \_\_\_\_\_

(please complete in **BLOCK CAPITALS**)

being a member(s) of the Company hereby appoint the Chairman of the Special General Meeting (**SGM**) or \_\_\_\_\_ \* as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement for me/us and on my/our behalf at the SGM of the Company to be held at the offices of Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW on 23 November 2011 at 10.00 a.m. (London time) and at any adjournment of that meeting.

*\*For the appointment of more than one proxy, please refer to Explanatory Note 2.*

I/We would like my/our proxy to vote on the resolutions proposed at the SGM as specified below. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business of the SGM. On any other business arising at the SGM (including any motion to amend a resolution or to adjourn the meeting), my/our proxy will act at his or her discretion.

The terms “**Capitalisation**” and “**Waiver and Amendment Letter**” have the meaning given to them in the circular and prospectus issued by the Company on 4 November 2011.

Please tick here if this proxy appointment is one of multiple appointments being made\*.

<b>Ordinary Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Vote withheld</b>
1. To authorise the increase in the authorised share capital of the Company			
2. To authorise the allotment of ordinary shares in connection with the Capitalisation			
3. To authorise the Capitalisation and the Waiver and Amendment Letter as related party transactions under the Listing Rules			
4. To approve the allotment of the ordinary shares referred to in Resolution 2 as if the Takeover Code applied to the Company and the “whitewash” provisions were available in relation to the Capitalisation			
<b>Special Resolution</b>			
5. To authorise, subject to the passing of Resolution 2, the disapplication of pre-emption rights (as defined in the Company’s Bye-laws) in respect of the allotment referred to in Resolution 2			

**Signature:** \_\_\_\_\_

**Date:** \_\_\_\_\_

**2011**

In the case of a corporation, this Form of Proxy must be executed 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 – EXPLANATORY NOTES

1. Every holder has the right to appoint some other persons(s) of his choice, who need not be a member, as his proxy to exercise all or any of his rights to attend, speak and vote on his behalf at the SGM. If you wish to appoint a person other than the Chairman of the SGM, please insert the name of your chosen proxy holder in the space provided. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. 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 the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrar's helpline or you may photocopy this form. The numbers for the Registrar's helpline are as follows: from the UK, 0871 664 0300 (call cost 10p per minute plus network extras); and from overseas, +44 20 8639 3399. Please also indicate by ticking 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.
3. The "Vote Withheld" option 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. Members shall place an "X" in the box indicating the way in which their vote is to be cast.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the SGM and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 8:00 a.m. on the day which is two days before the day of the SGM or adjourned 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 SGM.
5. The completion and return of this form will not preclude a member from attending the SGM and voting in person.
6. To be effective, this Form of Proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy must be deposited at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, UK not less than 48 hours before the time for holding the SGM.
7. In the case of joint holders, any one of them may sign this form, but, if more than one holder votes, the vote of the one whose name appears first on the Register of Members in respect of that holding shall be accepted to the exclusion of the votes of the other joint holders. Names of all joint holders should be stated.
8. Any alterations made on the form should be initialed.
9. 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.
10. Proxies are entitled to vote on a poll or on a show of hands.