

## FORM OF DIRECTION

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

### ANNUAL GENERAL MEETING TO BE HELD ON 30 NOVEMBER 2011

Form of Direction for use by a holder of Depositary Interests representing shares on a 1 for 1 basis (**Depositary Holder**) in the Company:

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

of: \_\_\_\_\_

(please complete in **BLOCK CAPITALS**)

being a Depositary Holder hereby direct Capita IRG Trustees Limited (the **Depositary**) to exercise all or any of my/our rights to vote at the Annual General Meeting (**AGM**) of the Company to be held at the offices of Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW on 30 November 2011 at 10.00 a.m. (London time) and at any adjournment of that meeting.

I/We direct the Depositary to vote on the resolutions proposed at the AGM as specified below. If no voting instruction is indicated for a resolution, the Depositary will abstain from voting on such resolution.

<b>Ordinary Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Vote Withheld</b>
1. To receive and adopt the Annual Report and Accounts of the Company for the year ended 31 August 2011			
2. To approve the Directors' remuneration report for the financial year ended 31 August 2011			
3. To elect Richard Collocott as a Director			
4. To elect Allen Gessen as a Director			
5. To elect Gerard Holden as a Director			
6. To elect Marthinus Mulder as a Director			
7. To elect Alex Davidson as a Director			
8. To elect Edward Haslam as a Director			
9. To elect Tom Kruger as a Director			
10. To re-appoint PricewaterhouseCoopers Inc. as the auditors of the Company and to authorise the audit, risk and compliance committee to fix their remuneration			
11. To approve that the Directors be authorised to allot up to 2,209,917 ordinary shares of US\$0.000625 each in connection with the acquisition or the financing of the acquisition of up to 2,209,917 "A" Preference Shares in the capital of Namakwa Diamond Holdings (Pty) Limited			
12. To authorise the Directors to allot relevant securities (as defined in the Company's Bye-laws) and to allot equity securities (as defined in the Company's Bye-laws) by way of a rights issue			
<b>Special Resolutions</b>			
13. To authorise the disapplication of pre-emption rights (as defined in the Company's Bye-laws) in respect of the allotment referred to in Resolution 11			
14. To authorise the disapplication of pre-emption rights (as defined in the Company's Bye-laws) in respect of the allotment referred to in Resolution 12			
15. To renew the authority of the Directors to purchase the Company's ordinary shares in the market			

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

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

**2011**

In the case of a corporation, this Form of Direction 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 DIRECTION – EXPLANATORY NOTES:

1. The “Vote Withheld” option is provided to enable you to direct that the Depositary shall 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. Please indicate how you wish your votes to be cast by placing an “X” in the box provided. On receipt of this form duly signed, you will be deemed to have authorised the Depositary to vote, or to abstain from voting, as per your instructions.
2. To be effective, this Form of Direction, together with the power of attorney or other authority, if any, under which it is signed or a notorially certified copy must be deposited at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, UK not less than 72 hours before the time for holding the AGM.
3. If a Depositary Holder wishes to appoint, or give an instruction to the Depositary via the CREST system, the CREST message must be received by the Depositary’s agent (ID RA 10) not later than 72 hours before the time for holding the AGM. Please note, however, that direction messages cannot be sent through CREST on weekends, bank holidays, or after 8:00 pm (London time) on any day. For the purposes of this deadline, the time of receipt will be taken to be the time (as determined by the time-stamp applied to the message by the CREST Applications Host) from which the Depositary’s agent is able to retrieve the message. CREST Personal Members or other CREST-sponsored members and those CREST members who have accepted voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST manual. The Depositary may treat as invalid a direction appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
4. In the case of joint Depositary Holders, any one of them may sign this form, but, if more than one Depositary Holder gives a direction in relation to any resolution, the direction of the one whose name appears first on the Register of Depositary Interests in respect of that holding shall be accepted in relation to such resolution to the exclusion of the directions of the other joint Depositary Holders. Names of all joint Depositary Holders should be stated.
5. Any alterations made on the form should be initialed.
6. If you submit more than one valid direction, the direction received last before the latest time for the receipt of directions will take precedence.
7. The Depositary 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.