

FORM OF PROXY

NAMAKWA DIAMONDS LIMITED (the Company)

(incorporated in Bermuda with registered number 39031)

ANNUAL GENERAL MEETING TO BE HELD ON 30 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 Annual General Meeting (**AGM**) 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 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.

*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 AGM 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 AGM. On any other business arising at the AGM (including any motion to amend a resolution or to adjourn the meeting), my/our proxy will act at his or her discretion.

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

Ordinary Resolutions	For	Against	Vote Withheld
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			
Special Resolutions			
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 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 AGM. If you wish to appoint a person other than the Chairman of the AGM, 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 AGM and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 10:00 am (London time) on the day which is 48 hours before the day of the AGM 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 AGM.
5. The completion and return of this form will not preclude a member from attending the AGM 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 AGM.
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 initialled.
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.