

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about what action you should take and if you are in the UK you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 as amended. If you are outside the UK you should immediately consult another appropriate authorised independent professional adviser.

If you have sold or transferred all your Existing Ordinary Shares, please send this document, but not the accompanying Form of Proxy, at once to the purchaser or transferee, or to the bank or other agent through or to whom the sale or transfer was effected for transmission to the purchaser or transferee.

Application will be made for the New Ordinary Shares arising from the Capital Reorganisation to be admitted to trading on AIM. It is expected that admission will become effective and that dealings in the New Ordinary Shares will commence on 26 July 2019.

BlueRock Diamonds plc

(Incorporated in England and Wales with registered number 08248427)

Notice of Annual General Meeting

including

Proposed Capital Reorganisation of the Company

Your attention is drawn to the letter from the Chairman of the Company that is set out on pages 6 to 9 of this document which recommends you to vote in favour of the Resolutions to be proposed at the Annual General Meeting of the Company referred to below.

Notice of the Annual General Meeting of the Company to be held at 10am on 25 July 2019 at the offices of SP Angel, 35-39 Maddox Street, London, W1S 2PP is set out at the end of this document.

Whether or not you intend to be present at the Annual General Meeting, please complete and return the Form of Proxy enclosed with this document as soon as possible and, in any event, so as to reach the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR, for and on behalf of the Company Secretary, as soon as possible but in any event not later than 23 July 2019 (or 48 hours prior to any adjourned meeting). Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Circular posted to Shareholders	28 June 2019
Latest time and date for receipt of Forms of Proxy	10am on 23 July 2019
Annual General Meeting	10am on 25 July 2019
Record Date	6pm on 25 July 2019
Expected date on which New Ordinary Shares will be admitted to trading on AIM	8am on 26 July 2019
Expected date on which CREST accounts will be credited with New Ordinary Shares	26 July 2019
Expected date by which definitive new share certificates are to be despatched	by 9 August 2019

EQUITY STATISTICS

Number of Existing Ordinary Shares immediately prior to the Capital Reorganisation	1,629,001,910
Total expected number of New Ordinary Shares in issue following the Capital Reorganisation	3,258,004
Nominal value per New Ordinary Share following the Capital Reorganisation	£0.05
ISIN code for the New Ordinary Shares	GB00BKKJK954
SEDOL for the New Ordinary Shares	BKKJK95

DEFINITIONS

In this document and in the accompanying Form of Proxy, the following words and expressions shall, except where the context requires otherwise, have the following meanings:

“Admission”	the admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules, expected to be on or around 26 July 2019
“AIM”	the AIM market operated by the London Stock Exchange
“AIM Rules”	the rules applicable to AIM companies, as published by the London Stock Exchange from time to time
“Annual General Meeting”	the Annual General Meeting of the Company to be held at the offices of SP Angel, 35-39 Maddox Street, London, W1S 2PP at 10am on 25 July 2019, notice of which is set out at the end of this document
“Articles”	the articles of association of the Company from time to time
“Board” or “Directors”	the board of directors of the Company
“Business Day”	a day when banks in the City of London are open for business (excluding Saturdays, Sundays and public holidays)
“Capital Reorganisation”	the Consolidation together with the passing of the Reorganisation Resolution and such other matters necessary to give effect to the same
“certificated”	the description of a share or other security which is not in uncertificated form (that is, not in CREST)
“the Company”	BlueRock Diamonds plc
“Consolidation”	the proposed consolidation of the Company’s share capital pursuant to which every 500 Existing Ordinary Shares will be consolidated into 1 New Ordinary Share pursuant to Resolution 9 as set out in the Notice of the Annual General Meeting
“CREST”	the relevant system (as defined in the CREST Regulations) for the paperless settlement of share transfers and the holding of shares in uncertificated form operated by Euroclear UK & Ireland Limited
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 1/3755), as amended from time to time
“Daily Official list”	the daily official list of the London Stock Exchange
“Existing Ordinary Shares”	the existing Ordinary Shares in issue immediately prior to the Capital Reorganisation
“Fractional Entitlement”	a fractional entitlement to a New Ordinary Share arising on the Consolidation

“Fractional Shareholder”	any Shareholder who would otherwise be entitled to a fraction of a New Ordinary Share in respect of their holding of Existing Ordinary Shares at the Record Date
“Form of Proxy”	the form of proxy accompanying this document for use by Shareholders in connection with the Annual General Meeting
“Group”	the Company and its subsidiary undertakings
“London Stock Exchange”	London Stock Exchange Plc
“New Ordinary Shares”	the new ordinary shares of £0.05 each in the capital of the Company arising pursuant to the Consolidation
“Ordinary Shares”	ordinary shares of £0.0001 each in the capital of the Company prior to the Capital Reorganisation
“Record Date”	6pm on 25 July 2019 (or such other time and date as the Directors may determine)
“Reorganisation Resolution”	Resolution 9
“Resolutions”	the resolutions to be proposed at the Annual General Meeting as set out in the Notice of Annual General Meeting at the end of this document
“Shareholder”	a holder of Existing Ordinary Shares
“UK”	the United Kingdom of Great Britain and Northern Ireland
“uncertificated” or “in uncertificated form”	recorded on the relevant register of the share concerned as being held in uncertificated form in CREST, and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST

LETTER FROM THE CHAIRMAN

BlueRock Diamonds plc

(incorporated in England and Wales with registered number 3994744)

Directors:

Mike Houston (*Executive Chairman*)
David Facey (*Finance Director*)
Adam Waugh (*Non-Executive Director*)
Tim Leslie (*Non-Executive Director*)

Registered Office:

4th Floor, Reading Bridge House
George Street
Reading
Berkshire
RG1 8LS

28 June 2019

To Shareholders and, for information only, to the holders of options

Dear Shareholder

ANNUAL GENERAL MEETING, PROPOSED CAPITAL REORGANISATION OF THE COMPANY

7 INTRODUCTION

I am writing to inform you that an Annual General Meeting of the Company will be held at 10am on 25 July 2019 at the offices of SP Angel, 35-39 Maddox Street, London, W1S 2PP. In addition, the Company also announced today that it is proposing to implement a Capital Reorganisation comprising a consolidation of every 500 Existing Ordinary Shares into 1 New Ordinary Share of £0.05.

The effect of the proposed Capital Reorganisation will be to increase the nominal value of the ordinary shares in issue from £0.0001 each to £0.05 each. The proposed Capital Reorganisation will therefore have a direct impact on the trading price of the Company's New Ordinary Shares. The Board considers the Capital Reorganisation to be in the best interests of the Company and its Shareholders, as it believes that the effect of the Capital Reorganisation will be to improve the market liquidity of, and trading activity in, the Company's New Ordinary Shares.

The purpose of this document is to provide you with information about the Capital Reorganisation and to explain why the Board considers the Capital Reorganisation to be in the best interests of the Company and its Shareholders as a whole and why the Directors recommend that you vote in favour of the Resolutions to be proposed at the Annual General Meeting, notice of which is set out at the end of this document.

Implementation of the Capital Reorganisation is conditional upon the approval of the Reorganisation Resolution by Shareholders at the Annual General Meeting. The necessary Reorganisation Resolution to implement the Capital Reorganisation is included as ordinary business as part of the Annual General Meeting.

The Notice of Annual General Meeting is set out at the end of this document. If the Reorganisation Resolution is passed at the Annual General Meeting, Admission of the New Ordinary Shares is expected to occur on or around 26 July 2019.

It is important that you complete, sign and return the Form of Proxy for use at the Annual General Meeting enclosed with this document whether or not you intend to attend the meeting.

8 ANNUAL GENERAL MEETING RESOLUTIONS

Attached at the end of this document is a formal notice convening the Annual General Meeting to be held at 10am on 25 July 2019 at the offices of SP Angel, 35-39 Maddox Street, London, W1S 2PP, with the following agenda with respect to ordinary business; to consider, and if thought fit, to pass the following Resolutions:

- to receive and, if approved, adopt the financial statements of the Company for the year ended 31 December 2018 and the reports of the Directors and auditor thereon (Resolution 1 – Ordinary Resolution);
- to re-elect Mike Houston, who retires by rotation, as a Director of the Company (Resolution 2 - Ordinary Resolution);
- to re-elect Adam Waugh, who retires by rotation, as a Director of the Company (Resolution 3 - Ordinary Resolution);
- to re-elect David Facey, who retires by rotation, as a Director of the Company (Resolution 4 - Ordinary Resolution);
- to re-elect Tim Leslie, who retires by rotation, as a Director of the Company (Resolution 5 - Ordinary Resolution);
- to appoint BDO UK LLP as auditor to the Company (Resolution 6– Ordinary Resolution);
- to authorise the Directors to allot equity securities up to an aggregate nominal amount of, prior to completion of the Capital Reorganisation, £100,000 and following completion of the Capital Reorganisation, £100,000 (Resolution 7 - Ordinary Resolution);
- subject to the passing of Resolution 7, to disapply statutory pre-emption rights, provided that such authority shall be limited to, inter alia, the allotment of equity securities up to an aggregate nominal amount of, prior to completion of the Capital Reorganisation, £8,145 and following completion of the Capital Reorganisation, £100,000 (Resolution 8 - Special Resolution).

Resolutions 1 to 7 (inclusive) are ordinary resolutions and require a simple majority of the votes cast on those Resolutions to be in favour of the Resolutions. Resolution 8 is a special resolution and requires approval by not less than 75 per cent. of the votes cast on that Resolution.

9 PROPOSED CAPITAL REORGANISATION

As at 26 June 2019 (being the latest practicable date prior to the publication of this document), the Company had 1,629,001,910 Existing Ordinary Shares in issue. The Directors believe that the Capital Reorganisation is necessary to improve the marketability of the Company's ordinary shares by creating a higher trading price per ordinary share. With shares of a low market price, small absolute movements in the share price can represent large percentage movements, resulting in volatility. The Board is therefore of the view that the Capital Reorganisation would benefit the Company and its Shareholders.

Attached at the end of this document is a formal notice convening the Annual General Meeting to be held at 10am on 25 July 2019 at the offices of SP Angel, 35-39 Maddox Street, London, W1S 2PP, to consider, and if thought fit, pass the Reorganisation Resolution, which will consist of the consolidation of every 500 ordinary shares into 1 New Ordinary Share.

The Reorganisation Resolution is an ordinary resolution and requires a simple majority of the votes cast to be in favour of the Reorganisation Resolution.

The Consolidation and sale of Fractional Entitlements

If the Reorganisation Resolution is approved, unless your holding of Existing Ordinary Shares is exactly divisible by 500, you will be left with a Fractional Entitlement to the consolidated New Ordinary Shares.

Assuming an issued share capital immediately prior to the Annual General Meeting of 1,629,001,910 Existing Ordinary Shares of £0.0001 each in nominal value, following completion of the Consolidation, there will be in issue 3,258,004 New Ordinary Shares of £0.05 each in nominal value (so an aggregate nominal value of New Ordinary Shares of £162,900.20).

No Shareholder will be entitled to a fraction of a New Ordinary Share and where, as a result of the Consolidation, any Shareholder would otherwise be entitled to a fraction of a New Ordinary Share in respect of their holding of Existing Ordinary Shares at the Record Date (a “**Fractional Shareholder**”), such fractions shall be aggregated with the fractions of New Ordinary Shares to which other Fractional Shareholders of the Company may be entitled so as to form full New Ordinary Shares and sold in the market. The costs (including the associated professional fees and expenses) that would be incurred in distributing such proceeds to the Fractional Shareholders are likely to exceed the total net proceeds distributable to such Fractional Shareholders. In the Board’s view, any such costs would therefore be disproportionate in the circumstances. Article 17.3 of the Articles authorises the Directors to make such arrangements as may be thought fit for the sale of such shares (or any fractions thereof) and for the distribution among the persons entitled thereto of the net proceeds of such sale. Given the very low market price of the Existing Ordinary Shares over the past 6 months the Board considers it unlikely that any proceeds arising from the sale of New Ordinary Shares formed by the aggregation of fractions of New Ordinary Shares will be distributed to Fractional Shareholders.. The Board has consequently decided that proceeds arising from the sale of New Ordinary Shares formed by the aggregation of fractions of New Ordinary Shares will be retained for the benefit of the Company in accordance with Resolution 9.

Resolution 9, an ordinary resolution, makes provision for the Consolidation and for the sale of any Fractional Entitlements.

Resulting share capital

The New Ordinary Shares arising on implementation of the Capital Reorganisation will have the same rights as the Existing Ordinary Shares, including in respect of voting rights, entitlement to dividends and other rights. The issued share capital of the Company on Admission immediately following the Consolidation is expected to comprise 3,258,004 New Ordinary Shares of £0.05 each in nominal value.

10 APPLICATION AND ADMISSION TO AIM

Conditional upon the Reorganisation Resolution being passed by Shareholders at the Annual General Meeting, application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on the AIM market of the London Stock Exchange. The new ISIN for the New Ordinary Shares will be GB00BKKJK954 and the new SEDOL will be BKKJK95.

Subject to the Reorganisation Resolution being passed, dealings in the Existing Ordinary Shares will cease at the close of business on the date of the Annual General Meeting. Admission and dealings in the New Ordinary Shares are expected to commence on the following Business Day. Shareholders will be able to trade in the New Ordinary Shares during the period between Admission and the date on which Shareholders receive share certificates in respect of the New Ordinary Shares. During this period and pending the issue of certificates, transfers will be certified against the Company’s share register.

11 SHARE CERTIFICATES AND CREST

If you hold a share certificate in respect of your Existing Ordinary Shares in the Company, your certificate will no longer be valid from the time that the proposed Capital Reorganisation becomes effective. Certificates in respect of the New Ordinary Shares are expected to be despatched by not later than 9 August 2019. Upon receipt of the new certificate, you should destroy any old certificates.

If you hold your Existing Ordinary Shares in uncertificated form, you should expect to have your CREST account credited with the New Ordinary Shares to which you are entitled under the Capital Reorganisation as soon as practicable after the Capital Reorganisation becomes effective. Existing Ordinary Shares credited to any stock account in CREST will be disabled and all Existing Ordinary Shares will be removed from CREST in due course.

12 SHAREHOLDER APPROVAL

Details of the ordinary business to be considered at the Annual General Meeting are set out in paragraph 8 above.

Approval of Shareholders at the Annual General Meeting is required in order to approve and give effect to the Capital Reorganisation. You will therefore find set out at the end of this document a notice convening the Annual General Meeting to be held at the offices of SP Angel, 35-39 Maddox Street, London, W1S 2PP at 10am on 25 July 2019, which includes the Reorganisation Resolution.

The Reorganisation Resolution is an ordinary resolution and requires a simple majority of the votes cast to be in favour of the Reorganisation Resolution.

13 ACTION TO BE TAKEN

Whether or not you intend to be present at the Annual General Meeting, please complete and return the Form of Proxy enclosed with this document as soon as possible and, in any event, so as to reach the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR, for and on behalf of the Company Secretary, as soon as possible but in any event not later than 10am on 23 July 2019 (or 48 hours prior to any adjourned meeting). Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting, if they so wish.

14 RECOMMENDATION

The Directors consider that the Capital Reorganisation is in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors unanimously recommend Shareholders to vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings of 72,869,724 Existing Ordinary Shares, representing approximately 4.5 per cent. of the Company's existing issued ordinary share capital.

Yours faithfully

Mike Houston

Executive Chairman

BlueRock Diamonds plc

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of BlueRock Diamonds plc (the “**Company**”) will be held at 10am on 25 July 2019 at the offices of SP Angel, 35-39 Maddox Street, London, W1S 2PP for the purposes of considering the business set out below and, if thought fit, passing, the Resolutions set out below, which in the case of Resolution 8 will be proposed as a special resolution and in the case of Resolutions 1, 2, 3, 4, 5, 6, 7 and 9 will be proposed as ordinary resolutions.

In this Notice of Annual General Meeting words and defined terms shall have the same meanings as words and defined terms in the document to which this Notice of Annual General Meeting is attached.

Definitions:

“ 2006 Act ”	means the Companies Act 2006.
“ Articles ”	means the articles of association of the Company.
“ Company ”	means BlueRock Diamonds plc (company number 08248427).
“ Directors ”	means the board of directors of the Company.
“ Meeting ”	means the annual general meeting of the Company to be held at 10am on 25 July 2019 at the offices of SP Angel, 35-39 Maddox Street, London, W1S 2PP.

ORDINARY BUSINESS

Ordinary Resolutions

- 1 **THAT** the financial statements of the Company for the year ended 31 December 2018 and the reports of the Directors and auditor thereon be received and adopted.
- 2 **THAT** Mike Houston, who retires by rotation, be re-elected as a Director of the Company.
- 3 **THAT** Adam Waugh, who retires by rotation, be re-elected as a Director of the Company.
- 4 **THAT** David Facey, who retires by rotation, be re-elected as a Director of the Company.
- 5 **THAT** Tim Leslie, who retires by rotation, be re-elected as a Director of the Company.
- 6 **THAT** BDO UK LLP be re-appointed as auditor to the Company to hold office from the conclusion of the Meeting until the conclusion of the next Annual General Meeting and to authorise the Directors to determine the auditor’s remuneration.
- 7 **THAT** the Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any securities into shares in the Company subject to the following conditions:
 - 7.1 that the maximum aggregate nominal amount of shares to be allotted in pursuance of such authority shall, prior to completion of the Capital Reorganisation, be £100,000 and following completion of the Capital Reorganisation, be £100,000; and
 - 7.2 that this authority shall expire on the earlier of 25 October 2020 or the conclusion of the Company’s next Annual General Meeting unless revoked, varied or renewed before that

date save that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company to be allotted or rights to subscribe for or to convert any securities into shares in the Company to be granted after such expiry and the Directors may allot shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company in pursuance of such offer or agreement notwithstanding that the authority conferred hereby has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares and grant rights to subscribe for or convert any securities into shares in the Company but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Special Resolution

8 **THAT**, conditional upon the passing of Resolution 7, the Directors be and they are hereby generally and unconditionally empowered pursuant to Section 570 of the Act to exercise all powers of the Company to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the general authority conferred by Resolution 7 above as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

8.1 in connection with an offer of such securities by way of a rights issue, open offer or any other pre-emptive offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and

8.2 otherwise than pursuant to paragraph 8.1 above, the allotment of equity securities for cash up to an aggregate nominal amount of, prior to completion of the Capital Reorganisation, £100,000 and following completion of the Capital Reorganisation, £100,000,

provided that this authority shall expire on the earlier of 25 October 2020 or the conclusion of the Company's next Annual General Meeting unless revoked, varied or renewed before such date, save that the Company may, before such expiry make an offer or agreement 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 hereby has expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares and grant rights to subscribe for or convert any securities into shares in the Company but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL BUSINESS

Ordinary Resolution

9 **THAT**, with effect from 25 July 2019, every 500 ordinary shares of £0.0001 each in the capital of the Company (the "**Existing Ordinary Shares**") be consolidated into 1 ordinary share of £0.05 each in the capital of the Company (the "**New Ordinary Shares**"), each New Ordinary Share having the same rights as an Existing Ordinary Share, as set out in the Articles, provided that where such consolidation results in any member of the Company otherwise being entitled to a fraction of a New Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of a New Ordinary Share to which other members of the Company would otherwise be entitled and the Directors be and are hereby authorised to sell (or appoint any other person to sell) to any person, for the benefit of the Company, all the New Ordinary Shares representing such fractions at the best price reasonably obtainable with the proceeds (net of expenses) of such sales of such New Ordinary Shares to be retained by the Company and not to be distributed

to members of the Company. For these purposes, any Director (or any person(s) appointed by the Directors) shall be and is hereby authorised to execute an instrument of transfer in respect of all New Ordinary Shares representing such fractions on behalf of the relevant members of the Company and to do all acts and things as the Directors consider necessary or expedient to effect the transfer of such New Ordinary Shares to, or in accordance with the directions of, any buyer of such New Ordinary Shares.

Registered Office:

4th Floor, Reading Bridge House
George Street
Reading
Berkshire
RG1 8LS

By Order of the Board

David Facey
Director and Company Secretary

Dated: 28 June 2019

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Appointment of proxies

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR . If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, your proxy appointments will be invalid.
4. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting.

Appointment of proxy using the proxy form

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, it must be:
 - 5.1 completed and signed;
 - 5.2 sent or delivered to the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR ; and
 - 5.3 received by Share Registrars Limited no later than 10am on 23 July 2019.
6. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
7. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
8. The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (SI 2001/3755) and paragraph 18(c) Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, specifies that only those ordinary shareholders registered in the register of members on 23 July 2019 or, in the event the meeting is adjourned, in the register of members at 48 hours before the time fixed for any adjourned meeting, shall be entitled to attend or vote at the meeting in respect of the number of ordinary shares in the capital of the Company registered in their name at that time.

Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

Appointment of proxy by joint members

9. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

Changing proxy instructions

10. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Share Registrars Limited. 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. Note that the cut off time for receipt of proxy forms specified in paragraph 5 also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.

Termination of proxy appointments

11. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

12. The revocation notice must be received by the Company no later than 10am on 23 June 2019.
13. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, your proxy appointment will remain valid.
14. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

15. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Total voting rights

16. As at 6pm (BST) on 26 June 2019 (being the last business day prior to the publication of this notice), the Company's issued share capital comprised 1,629,001,910 ordinary shares of £0.0001 each. Each ordinary share carries the right to one vote at an annual general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6pm on 26 June 2019 is 1,629,001,910.

Communication

17. Except as provided above, members who have general queries about the meeting should contact the Company's registrar, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR .

PLEASE RETURN TO THE ADDRESS PER NOTE 5 BELOW
FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING OF
BLUEROCK DIAMONDS PLC

(incorporated and registered in England & Wales with registered number 08248437)

to be held at the offices of SP Angel, 35-39 Maddox Street, London, W1S 2PP on 25 July 2019 (the "**Meeting**").

I/We, being member(s) of BlueRock Diamonds plc (the "**Company**") hereby appoint the Chairman of the Meeting or (see note 3 overleaf):-

.....

as my/our proxy.

I/we direct my/our proxy to speak and vote on my/our behalf on the resolutions set out in the Notice convening the Annual General Meeting and at any adjournment of the Meeting as follows:-

	RESOLUTION	FOR	AGAINST	ABSTAIN
Resolution 1 (Ordinary)	THAT the financial statements of the Company for the year ended 31 December 2018 and the reports of the Directors and auditor thereon be received and adopted.			
Resolution 2 (Ordinary)	THAT Mike Houston, who retires by rotation, be re-elected as a Director of the Company.			
Resolution 3 (Ordinary)	THAT Adam Waugh, who retires by rotation, be re-elected as a Director of the Company.			
Resolution 4 (Ordinary)	THAT David Facey, who retires by rotation, be re-elected as a Director of the Company.			
Resolution 5 (Ordinary)	THAT Tim Leslie, who retires by rotation, be re-elected as a Director of the Company.			
Resolution 6 (Ordinary)	THAT BDO UK LLP be appointed as auditor to the Company to hold office from the conclusion of the Meeting until the conclusion of the next Annual General Meeting and to authorise the Directors to determine the auditor's remuneration.			
Resolution 7 (Ordinary)	<p>THAT the Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any securities into shares in the Company subject to the following conditions:</p> <ul style="list-style-type: none"> • that the maximum aggregate nominal amount of shares to be allotted in pursuance of such authority shall, prior to completion of the Capital Reorganisation, be £100,000 and following completion of the Capital Reorganisation, be £100,000; and • that this authority shall expire on the earlier of 25 October 2020 or the conclusion of the Company's next Annual General Meeting unless revoked, varied or renewed before that date save that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company to be allotted or rights to subscribe for or to convert any securities into shares in the Company to be granted after such expiry and the Directors may allot shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company in pursuance of such 			

	<p>offer or agreement notwithstanding that the authority conferred hereby has expired.</p> <p>This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares and grant rights to subscribe for or convert any securities into shares in the Company but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.</p>			
Resolution 8 (Special)	<p>THAT, conditional upon the passing of Resolution 7, the Directors be and they are hereby generally and unconditionally empowered pursuant to Section 570 of the Act to exercise all powers of the Company to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the general authority conferred by Resolution 7 above as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:</p> <ul style="list-style-type: none"> • in connection with an offer of such securities by way of a rights issue, open offer or any other pre-emptive offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and • otherwise than pursuant to paragraph 7.1 above, the allotment of equity securities for cash up to an aggregate nominal amount of, prior to completion of the Capital Reorganisation, £100,000 and following completion of the Capital Reorganisation, £100,000, <p>provided that this authority shall expire on the earlier of 25 October 2020 or the conclusion of the Company's next Annual General Meeting unless revoked, varied or renewed before such date, save that the Company may, before such expiry make an offer or agreement 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 hereby has expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares and grant rights to subscribe for or convert any securities into shares in the Company but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.</p>			
Resolution 9 (Ordinary)	<p>THAT, with effect from 25 July 2019, every 500 ordinary shares of £0.0001 each in the capital of the Company (the "Existing Ordinary Shares") be consolidated into 1 ordinary share of £0.05 each in the capital of the Company (the "New Ordinary Shares"), each New Ordinary Share having the same rights as an Existing Ordinary Share, as set out in the Articles, provided that where such consolidation results in any member of the Company otherwise being entitled to a fraction of a New Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of a New Ordinary Share to which other members of the Company would otherwise be entitled and the Directors be and are hereby authorised to sell (or appoint any other person to sell) to any person, for the benefit of the Company, all the New Ordinary Shares representing such fractions at the best price reasonably obtainable with the proceeds (net of expenses) of such sales of such New</p>			

	<p>Ordinary Shares to be retained by the Company and not to be distributed to members of the Company. For these purposes, any Director (or any person(s) appointed by the Directors) shall be and is hereby authorised to execute an instrument of transfer in respect of all New Ordinary Shares representing such fractions on behalf of the relevant members of the Company and to do all acts and things as the Directors consider necessary or expedient to effect the transfer of such New Ordinary Shares to, or in accordance with the directions of, any buyer of such New Ordinary Shares.</p>			
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If no indication is given, I/we authorise my/our proxy to vote or abstain from voting at his/her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he/she thinks fit in relation to any other matter which is properly put before the Meeting (including any resolution to adjourn the Meeting).

Date.....

Signed.....

(Please complete in BLOCK CAPITALS including initials and surnames of joint holders if applicable).

Name in full

Address

.....

Joint Holders

Notes:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at an annual general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. A proxy need not be a member of the Company but must attend the Meeting to represent you.
3. If it is desired to appoint any person other than the chairman as a proxy the words "the Chairman of the Meeting" should be struck out and the name and address of the other person be inserted in block capitals in the space provided. If you sign and return this proxy form with no name inserted in the box, the Chairman of the Meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the Meeting and are aware of your voting intentions.
4. The manner in which the proxy is to vote should be indicated by marking "For" or "Against". If neither is marked the proxy may vote or abstain at his/her discretion.
5. To be valid, a form of proxy and the power of attorney or other written authority, if any, under which it is signed, or an office or notarially certified copy in accordance with the Powers of Attorney Act 1971 of such power and written authority, must be delivered to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR no later than 10am on 23 July 2019 (or 48 hours before the time fixed for any adjourned Meeting or in the case of a poll 48 hours before the time appointed for taking the poll) at which the proxy is to attend, speak and vote provided that in calculating such periods no account shall be taken of any part of a day that is not a working day).
6. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001 and paragraph 18 (c). The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specifies that only those shareholders registered on the Company's register of members 48 hours excluding non-business days prior to the time fixed for the meeting will be entitled to attend and vote at the meeting. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
7. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy complete and submit more than one proxy form and make it clear how many shares the proxy has voting rights over. Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by the member on the record date will result in the proxy appointment being invalid.
8. Use of this form does not preclude a member attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
9. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the registrars of the Company, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR (in the case of a member which is a company, the revocation notice must be executed in accordance with note set out below).

Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the registrars of the Company not less than 48 hours before the time fixed for the holding of the Meeting or any adjourned Meeting (or in the case of a poll before the time appointed for taking the poll) at which the proxy is to attend, speak and vote provided that in calculating such periods no account shall be taken of any part of a day that is not a working day.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to note 7 above, your proxy appointment will remain valid.
10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
11. A corporation's form of proxy must be executed pursuant to the terms of section 44 of the Companies Act 2006 or under the hand of a duly authorised officer or attorney.