

**4 October 2016**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000, as amended.**

If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document and the accompanying Form of Proxy as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. If you have sold or otherwise transferred some of your Ordinary Shares, you should contact your stockbroker, banker or other agent through whom the sale or transfer was effected.

London Stock Exchange plc has not itself examined or approved the contents of this document. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List and the AIM Rules are less demanding than those of the Official List.

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## **BLUEROCK DIAMONDS PLC**

*(Incorporated in England and Wales with registered number 08248437)*

### **Notice of General Meeting**

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Your attention is drawn to the letter from the Chairman of BlueRock Diamonds plc set out on pages 3 and 4 of this document which recommends you to vote in favour of the Resolution to be proposed at the General Meeting.

Notice of a General Meeting of the Company to be held at the offices of SP Angel Corporate Finance LLP, Prince Frederick House, 35-39 Maddox Street, London W1S 2PP at 10.00 a.m. on 20 October 2016 is set out on pages 5 and 6 of this document.

The accompanying Form of Proxy for use at the General Meeting should be completed in accordance with the instructions printed thereon and returned as soon as possible to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR by not later than 10.00 a.m. on 18 October 2016. Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish.

This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in BlueRock Diamonds plc nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract therefore. This document does not constitute an offer to the public of transferable securities and so is not subject to the requirements or any legislation that implements the EU Prospectus Directive.

Certain statements contained in this document are or may constitute "forward looking statements". Such forward looking statements involve risks, uncertainties and other factors which may cause the actual results, performance or achievement of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. Such risks, uncertainties and other factors include, among others, changes in the credit markets, changes in interest rates, legislative and regulatory changes, changes in taxation regimes, and general economic and business conditions, particularly in the United Kingdom. The issue of this document shall not imply that there has been no change in the affairs of the Company or in relation to the subject matter of this document or that the information contained in this document is correct as of any date subsequent to the date of issue.

Copies of this document will be available, free of charge, for a period of one month from the date of this document at the Company's registered office, 4th Floor, Reading Bridge House, George Street, Reading, Berkshire, RG1 8LS, during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted).

## DEFINITIONS

The following definitions apply throughout this document and the Form of Proxy, unless the context otherwise requires:

<b>"AIM"</b>	the market of that name operated by London Stock Exchange plc
<b>"AIM Rules"</b>	the AIM Rules for Companies, published by the London Stock Exchange plc
<b>"Board"</b>	the board of directors of the Company
<b>"Company" or "BlueRock"</b>	BlueRock Diamonds plc
<b>"Directors"</b>	the directors of the Company
<b>"Form of Proxy"</b>	the form of proxy for use by Shareholders in connection with the General Meeting
<b>"General Meeting"</b>	the general meeting of the Company convened for 10.00 a.m. on 20 October 2016
<b>"Ordinary Shares"</b>	ordinary shares of 1 penny each in the capital of the Company
<b>"Resolutions"</b>	the resolutions set out in the Notice of General Meeting
<b>"Shareholders"</b>	holders of Ordinary Shares

**LETTER FROM THE CHAIRMAN OF BLUEROCK DIAMONDS PLC**  
(Incorporated in England and Wales with registered number 08248437)

*Directors:*

*Paul Beck (Non-Executive Chairman)*  
*Adam Waugh (Chief Executive Officer)*  
*John Kilham (Executive Chief Technical Officer)*  
*Tim Leslie (Non-Executive Director)*  
*André Markgraaff (Non-Executive Director)*

*Registered Office:*

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

4 October 2016

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

Dear Shareholder

**Notice of General Meeting**

**Introduction to the Proposals**

I am pleased to say that the work that our new management team has undertaken in the last few months has prepared the ground work for the next stage of our development.

Our new team has already put into place a number of measures as part of our plans to enable us to expand production over the next few months with our target of reaching production levels of in excess of 30,000 tonnes a month at a cost per tonne significantly less than hitherto. The expected reduction in our costs of production have significantly reduced our anticipated break-even point so that at 30,000 tonnes per month we expect to be profitable at, for example, the average grade that we achieved last year of 3.24 cpht from the higher levels of the K2 pipe. At 4.6 cpht, the estimated grade for the whole of the K2 pipe as set out in the Competent Person's Report produced at the time of our IPO on AIM in 2013, our anticipated breakeven point is less than 15,000 tonnes per month.

Johan Milho has only been with us for a few months but he has had a noticeable impact upon our production plans and his in depth and wide ranging experience in diamond mining is proving invaluable. To complement Johan, we have worked with recognised industry experts to help develop and review our plans.

Now that we have finalised our plans we need to finance them and in order to do that we are seeking to raise funds through a placing of ordinary shares (the "**Placing**").

In order to do this, we are seeking to increase the Directors' authority to issue Ordinary Shares and to disapply pre-emption rights on such an issue by a further 25.0 million Ordinary Shares from the existing authority of 4.1 million Ordinary Shares. This will enable the Board to allot Ordinary Shares for the Placing and to provide a certain amount of headroom to provide some flexibility until the company's next Annual General Meeting.

**General Meeting**

At the end of this document you will find a notice convening the General Meeting to be held at the offices of SP Angel Corporate Finance LLP, Prince Frederick House, 35-39 Maddox Street, London W1S 2PP at 10.00 a.m. on 20 October 2016. The notice contains the text of the Resolutions that are to be proposed at the General Meeting to authorise the Directors to allot up to 20 million Ordinary Shares and to disapply Shareholders' pre-emption rights under the Companies Act 2006 in respect of those Ordinary Shares.

### **Action to be taken**

Shareholders have been sent a Form of Proxy for use in connection with the General Meeting. Whether or not you propose to attend the General Meeting in person, you are requested to complete the Form of Proxy and to return it to the Company's Registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR by not later than 10.00 a.m. on 18 October 2016. Unless the Form of Proxy is received by that time, it will be invalid. The completion and return of a Form of Proxy will not preclude you from attending the General Meeting and voting in person if you so wish.

### **Recommendation**

**The Directors consider the Resolutions to be proposed at the General Meeting to be in the best interests of the Company and the Shareholders as a whole. Consequently, the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of the Ordinary Shares held, directly or indirectly, by them representing approximately 26.9 per cent. of the total voting rights of the Company.**

Yours faithfully

**Paul Beck**  
Chairman

## **Notice of Annual General Meeting**

### **BlueRock Diamonds plc**

*(Incorporated in England and Wales with registered number 08248437)*

Notice is given that the annual general meeting of the members of BlueRock Diamonds plc (the "Company") will be held at the offices of SP Angel Corporate Finance LLP, Prince Frederick House, 35-39 Maddox Street, London W1S 2PP at 10.00a.m. on 20 October 2016 for the purpose of considering and, if thought fit, passing the following resolutions.

Resolution 1 will be proposed as an ordinary resolution and resolution 2 will be proposed as a special resolution.

#### **Ordinary resolutions**

1. In addition to all existing authorities granted to the directors of the Company (the "Directors") in respect of the allotment of shares in the Company or the granting of rights to subscribe for or to convert any security into shares in the Company ("Rights") but without prejudice to the proper exercise of such authorities, the Directors be and are generally and unconditionally authorised in accordance with section 551 of the Company Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company or grant Rights up to a maximum nominal value of £250,000.

Such authority shall expire at the end of the next annual general meeting of the Company 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 be granted after such expiry and the Directors may allot shares in the Company or grant Rights in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

#### **Special resolution**

2. In addition to all existing authorities granted to the Directors, the Directors be empowered, in accordance with section 570 of the Act, to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 1 as if section 561(1) of the Act did not apply to such allotment but without prejudice to the prior exercise of such authorities, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £250,000 and shall expire at the end of the next annual general meeting of the Company, 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 such an offer or agreement as if the authority conferred by this resolution had not expired.

By order of the Board

**David Facey**  
Company Secretary

Registered Office:  
4th Floor  
Reading Bridge House  
George Street  
Reading  
Berkshire

RG1 8LS

**Date: 4 October 2016**

## **Notes to the notice of 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 10.00 a.m. on 18 October 2016.
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 at 10.00 a.m. on 18 October 2016 or, in the event the meeting is adjourned, in the register of members at 10.00 a.m. on the day two days excluding non business days before the date of 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 10.00 a.m. on 18 October 2016.
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 10.00 a.m. (BST) on 4 October 2016 (being the last business day prior to the publication of this notice), the Company's issued share capital comprised 38,804,580 ordinary shares of 1p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 10.00 a.m. on 4 October 2016 is 38,804,450.

#### **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.