

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 offer or agreement notwithstanding that the authority conferred hereby has expired. <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>			

<p>Resolution 8 (Special)</p>	<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>			
<p>Resolution 9 (Ordinary)</p>	<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 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>			

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.