



SECTION 708A NOTICE – CONVERSION OF PERFORMANCE RIGHTS

Lucapa Diamond Company Limited (**ASX: LOM**) (“Lucapa” or “the Company”) has issued 1,193,750 fully paid ordinary shares (“Shares”) following the exercise of 1,193,750 vested Performance Rights, issued in accordance with the Company’s Retention and Incentive Plan (“Plan”).

The Performance Rights were issued following shareholder approval of the Plan at the annual general meeting held on 26 May 2016.

As required under section 708A(6) of the Corporations Act 2001 (Cth) (Corporations Act), the Company gives notice that;

- (a) The Shares were issued without disclosure under Part 6D.2 of the Corporations Act.
- (b) This notice is being given under paragraph 5(e) of section 708A of the Corporations Act.
- (c) As at the date of this notice, the Company has complied with the provisions of the Chapter 2M of the Corporations Act (as they apply to the Company), and section 674 of the Corporations Act.
- (d) As at the date of this notice, there is no excluded information with respect to the Company for the purposes of sections 708A(7) and (8) of the Corporations Act.

For and on behalf of the Lucapa Board.

MARK CLEMENTS
COMPANY SECRETARY

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Lucapa Diamond Company Limited

ABN

44 111 501 663

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | |
|--|--|
| <p>1 +Class of +securities issued or to be issued</p> | <p>i) Unlisted \$0.46 options expiring 31 May 2020</p> <p>ii) Performance Rights expiring 31 May 2020</p> <p>iii) Fully paid ordinary shares</p> <p>iv) Unlisted \$0.45 options expiring 24 May 2020</p> |
| <p>2 Number of +securities issued or to be issued (if known) or maximum number which may be issued</p> | <p>i) 2,250,000 Unlisted \$0.46 options expiring 31 May 2020</p> <p>ii) 4,270,000 Performance Rights expiring 31 May 2020</p> <p>iii) 1,193,750 Fully paid ordinary shares</p> <p>iv) 165,000 Unlisted \$0.45 options expiring 24 May 2020</p> |

+ See chapter 19 for defined terms.

<p>3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<p>i) Unlisted \$0.46 options expiring 31 May 2020 and subject to vesting conditions pursuant to the Company's Incentive and Retention Plan;</p> <p>ii) Performance Rights expiring 31 May 2020 and subject to vesting conditions pursuant to the Company's Incentive and Retention Plan;</p> <p>iii) Fully paid ordinary shares;</p> <p>iv) Unlisted \$0.45 options expiring 24 May 2020 subject to vesting conditions pursuant to the Orapa Area F diamond project agreement.</p>
<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>i) No, shares issued subject to vesting conditions and upon exercise of options will rank equally with all other issued fully paid ordinary shares of the Company</p> <p>ii) No, shares issued subject to vesting conditions and upon exercise of performance rights will rank equally with all other issued fully paid ordinary shares of the Company</p> <p>iii) Yes, the shares rank equally with the ordinary shares currently on issue</p> <p>iv) No, shares issued subject to vesting conditions and upon exercise of options will rank equally with all other issued fully paid ordinary shares of the Company</p>
<p>5 Issue price or consideration</p>	<p>i) Nil</p> <p>ii) Nil</p> <p>iii) Nil</p> <p>iv) Nil</p>

+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<ul style="list-style-type: none"> i) Issue of unlisted options following shareholder approval at the Annual General Meeting held 30 May 2017 and in accordance with the Company's Incentive and Retention Plan; ii) Issue of performance rights following shareholder approval at the Annual General Meeting held 30 May 2017 and in accordance with the Company's Incentive and Retention Plan; iii) Exercise of vested performance rights expiring 2 June 2019. iv) Issued as the remaining consideration for the 25% of the Orapa Area F diamond project in Botswana not already owned by Lucapa of which 85,000 unlisted \$0.45 options expiring 24 May 2020 vest on 24 May 2018 and 80,000 unlisted \$0.45 options expiring 24 May 2020 vest on 24 May 2019.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	30 May 2017
6c	Number of +securities issued without security holder approval under rule 7.1	<ul style="list-style-type: none"> i) Nil ii) Nil iii) Nil iv) 165,000 unlisted \$0.45 options, expiring 24 May 2020
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	<p>i) 1,010,000 Unlisted \$0.46 options expiring 31 May 2020 to directors following shareholder approval at the annual general meeting held 30 May 2017 and 1,240,000 Unlisted \$0.46 options expiring 31 May 2020 to staff and contractors in accordance with the Company's Incentive and Retention Plan as approved by shareholders at the annual general meeting held 26 May 2016;</p> <p>ii) 1,690,000 Performance Rights expiring 31 May 2020 to directors following shareholder approval at the annual general meeting held 30 May 2017 and 2,580,000 Performance Rights expiring 31 May 2020 to staff and contractors in accordance with the Company's Incentive and Retention Plan as approved by shareholders at the annual general meeting held 26 May 2016;</p> <p>iii) 1,193,750 Fully paid ordinary shares following the exercise of vested Performance Rights expiring 2 June 2019 in accordance with the Company's Incentive and Retention Plan as approved by shareholders at the annual general meeting held 26 May 2016;</p> <p>iv) Nil</p>
6f	Number of +securities issued under an exception in rule 7.2	N/A
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Refer Annexure 1

+ See chapter 19 for defined terms.

7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>i) 31 May 2017 and 6 June 2017</p> <p>ii) 31 May 2017 and 6 June 2017</p> <p>iii) 6 June 2017</p> <p>iv) 7 June 2017</p>														
8	<p>Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="782 414 1109 448">Number</th> <th data-bbox="1109 414 1452 448">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="782 448 1109 548">330,263,919</td> <td data-bbox="1109 448 1452 548">Fully paid ordinary shares</td> </tr> <tr> <td data-bbox="782 548 1109 739">46,260,607</td> <td data-bbox="1109 548 1452 739">Options exercisable at \$0.20 expiring 30 September 2017 (LOMOA)</td> </tr> </tbody> </table>	Number	+Class	330,263,919	Fully paid ordinary shares	46,260,607	Options exercisable at \$0.20 expiring 30 September 2017 (LOMOA)								
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330,263,919	Fully paid ordinary shares															
46,260,607	Options exercisable at \$0.20 expiring 30 September 2017 (LOMOA)															
9	<p>Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="782 739 1109 772">Number</th> <th data-bbox="1109 739 1452 772">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="782 772 1109 940">500,000</td> <td data-bbox="1109 772 1452 940">Options exercisable at \$0.53 expiring 15 May 2019</td> </tr> <tr> <td data-bbox="782 940 1109 1086">2,925,000</td> <td data-bbox="1109 940 1452 1086">Options exercisable at \$0.53 expiring 2 June 2019</td> </tr> <tr> <td data-bbox="782 1086 1109 1232">250,000</td> <td data-bbox="1109 1086 1452 1232">Options exercisable at \$0.45 options, expiring 24 May 2020</td> </tr> <tr> <td data-bbox="782 1232 1109 1377">2,250,000</td> <td data-bbox="1109 1232 1452 1377">Options exercisable at \$0.46 options, expiring 31 May 2020</td> </tr> <tr> <td data-bbox="782 1377 1109 1523">1,068,750</td> <td data-bbox="1109 1377 1452 1523">Performance Rights expiring 2 June 2019</td> </tr> <tr> <td data-bbox="782 1523 1109 1668">4,270,000</td> <td data-bbox="1109 1523 1452 1668">Performance Rights expiring 31 May 2020</td> </tr> </tbody> </table>	Number	+Class	500,000	Options exercisable at \$0.53 expiring 15 May 2019	2,925,000	Options exercisable at \$0.53 expiring 2 June 2019	250,000	Options exercisable at \$0.45 options, expiring 24 May 2020	2,250,000	Options exercisable at \$0.46 options, expiring 31 May 2020	1,068,750	Performance Rights expiring 2 June 2019	4,270,000	Performance Rights expiring 31 May 2020
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1,068,750	Performance Rights expiring 2 June 2019															
4,270,000	Performance Rights expiring 31 May 2020															
10	<p>Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>The Company does not have a dividend policy.</p>														

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A

+ See chapter 19 for defined terms.

25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Issue date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ⁺Securities described in Part 1

(b) All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(a)
Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
 1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over
- 37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of +securities for which +quotation is sought
- 39 +Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?
 If the additional +securities do not rank equally, please state:
 • the date from which they do
 • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
-

+ See chapter 19 for defined terms.

<p>41 Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A	
<p>42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)</p>	Number	+Class
	N/A	N/A

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Mark Clements
Company Secretary
7 June 2017

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	323,084,639
<i>Add</i> the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 	
8 November 2016 issued following the exercise of Performance Rights	1,825,000
20 December 2016 issued following the exercise of Performance Rights	62,500
28 February 2017 issued following the exercise of Performance Rights	125,000
3 April 2017 issued following the exercise of options	750,000
27 April 2017 issued following the exercise of options	200,000
27 April 2017 issued following the exercise of options	1,250,000
26 May 2017 issued following the exercise of options	1,523,030
6 June 2017 issued following the exercise of Performance Rights	1,193,750
<ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period 	
<i>Note:</i> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> 	

+ See chapter 19 for defined terms.

<ul style="list-style-type: none"> It may be useful to set out issues of securities on different dates as separate line items 	
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	330,013,919
Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	49,502,087
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> Under an exception in rule 7.2 Under rule 7.1A With security holder approval under rule 7.1 or rule 7.4 <p>15 May 2017 Issue of Shares 250,000</p> <p>15 May 2017 Issue of Options 500,000</p> <p>24 May 2017 Issue of Options 85,000</p> <p>7 June 2017 Issue of Options 165,000</p> <p><i>Note:</i></p> <ul style="list-style-type: none"> This applies to equity securities, unless specifically excluded – not just ordinary securities Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	
“C”	1,000,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	49,502,087
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	1,000,000

+ See chapter 19 for defined terms.

Total ["A" x 0.15] – "C"	48,502,087 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
"A" <i>Note: number must be same as shown in Step 1 of Part 1</i>	330,013,919
Step 2: Calculate 10% of "A"	
"D"	0.10 <i>Note: this value cannot be changed</i>
Multiply "A" by 0.10	33,001,391
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used	
<i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
"E"	Nil
Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	33,001,391
Subtract "E"	Nil

+ See chapter 19 for defined terms.

<i>Note: number must be same as shown in Step 3</i>	
Total ["A" x 0.10] – "E"	<p style="text-align: center;">33,001,391 <i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.