

LUCAPA DIAMOND COMPANY LIMITED ACN 111 501 663

NOTICE OF GENERAL MEETING

TIME: 11.00am (WST)

DATE: 20 December 2013

PLACE: The Celtic Club

48 Ord Street

West Perth, WA, 6005

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

If you wish to discuss the matters in this Notice of Meeting please contact the Company Secretary on (+61.8) 9489 9200.



CONTENTS PAGE	
Business of the Meeting (setting out the proposed resolutions)	3
Explanatory Memorandum (explaining the proposed resolutions)	6
Glossary	12
Schedule 1 - Terms of August 2015 Options	13

IMPORTANT INFORMATION

MEETING DETAILS

Notice is given that the General Meeting of the Shareholders to which this Notice of Meeting relates will be held at The Celtic Club, 48 Ord Street, West Perth, WA on 20 December 2013 at 11.00 am (WST).

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

All Shareholders may attend the Meeting. The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purposes of voting at the Meeting, Shareholders will be taken as those who are registered on the Company's register of members as at 5.00pm (WST) on 18 December 2013.

VOTING AT THE MEETING OR BY PROXY

You may vote on the items of business to be considered at the Meeting, either in person at the Meeting or by completing, signing and returning the Proxy Form enclosed with this Notice. You can return your Proxy Form to the Company's share registry, Security Transfer Registrars:

- by email to registrar@securitytransfer.com.au;
- by posting it to PO Box 535, Applecross, Western Australia 6953;
- by facsimile to +61 (0) 8 9315 2233;
- by hand to 770 Canning Highway, Applecross, Western Australia, Australia 6153 between 8.00am and 5.00pm Monday to Friday.

You may also lodge your proxy online at www.securitytransfer.com.au and by following the instructions set out on the Proxy Form.

The Proxy Form must be returned to the Security Transfer Registrars and be received no later than 11.00am (WST) on Wednesday, 18 December 2013.

VOTING BY PROXY

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy may, but need not be, a Shareholder of the Company; and

a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the
proportion or number of votes each proxy is appointed to exercise. Where more than one proxy
is appointed each proxy may be appointed to represent a specific proportion of the
Shareholder's voting rights. If the appointment does not specify the proportion or number of
votes each proxy may exercise, teach proxy may exercise half of the votes.

The Proxy Form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act.

If the case of Shares jointly held by two or more persons, all joint holders must sign the Proxy Form.

Chair voting undirected proxies

The Chair will vote undirected proxies on, and in favour of, all of the proposed Resolutions, except that in respect of Resolution 5, the Chair will only do so where expressly authorised by the Shareholder having marked the appropriate box on the Proxy Form.

CORPORATE REPRESENTATIVES

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The representative must bring to the Meeting evidence of his or her appointment unless it has been previously given to the Company's share registry, Security Transfer Registrars.

POWERS OF ATTORNEY

A person appearing as an Attorney for a Shareholder should produce a properly executed original (or certified copy) of an appropriate Power of Attorney for admission to the Meeting.

BUSINESS OF THE MEETING

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Lucapa Diamond Company Limited (**Company**) will be held at The Celtic Club, 48 Ord St, West Perth, Western Australia on 20 December 2013 at 11.00am (WST) (**Meeting**).

The Explanatory Memorandum (**Explanatory Memorandum**) accompanying this Notice of General Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form are part of this Notice of General Meeting.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company on 18 December 2013 at 5.00pm (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in the Glossary.

1. RESOLUTION 1 - RATIFICATION OF SHARES PURSUANT TO A PLACEMENT

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders hereby approve and ratify the issue of 318,000,000 ordinary fully-paid Shares to those who participated in the Placement as announced to ASX on 21 August 2013 and as more fully described in the Explanatory Memorandum accompanying this Notice."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any person who participated in the issue and a person who might obtain a benefit, except a benefit solely in their capacity as a security holder, and any of their associates, unless:

- (a) it is cast by the person as proxy for a person who is entitled to vote (in accordance with directions on the Proxy Form); or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote as the proxy decides).

2. RESOLUTION 2 - RATIFICATION OF AUGUST 2015 OPTIONS PURSUANT TO A PLACEMENT

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders hereby approve and ratify the issue of 159,000,000 August 2015 Options to those who participated in the Placement as announced to ASX on 21 August 2013 and as more fully described in the Explanatory Memorandum accompanying this Notice."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any person who participated in the issue and a person who might obtain a benefit, except a benefit solely in their capacity as a security holder, and any of their associates, unless:

- (a) it is cast by the person as proxy for a person who is entitled to vote (in accordance with directions on the Proxy Form); or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote as the proxy decides).

3. RESOLUTION 3 – APPROVAL FOR THE ISSUE OF AUGUST 2015 OPTIONS PURSUANT TO PLACEMENT

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, the Shareholders hereby approve and authorise the issue of a further 159,000,000 free August 2015 Options to those who participated in the Placement as announced to ASX on 21 August 2013 and as more fully described in the Explanatory Memorandum accompanying this Notice."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of securities referred to in this Resolution and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any votes cast by an associate of such person.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. RESOLUTION 4 - APPROVAL FOR THE ISSUE OF AUGUST 2015 OPTIONS TO BROKER PURSUANT TO PLACEMENT

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, the Shareholders hereby approve and authorise the issue of 127,200,000 August 2015 Options at an issue price of \$0.0005 each as part of the consideration due to CPS Capital Group Pty Ltd under its agreement to act as lead manager to the Placement as announced to ASX on 21 August 2013 and as more fully described in the Explanatory Memorandum accompanying this Notice."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by CPS Capital Group Pty Ltd and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any votes cast by an associate of such person.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. RESOLUTION 5 - APPROVAL FOR THE LISTING OF AUGUST 2015 OPTIONS

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 6.23.4 and for all other purposes, the Shareholders hereby approve the variation to the terms and conditions of all the August 2015 Options to permit all of the August 2015 Options currently on issue, all August 2015 Options to be issued subject to the approval of Resolutions 3 and 4 of this Notice and all August 2015 Options issued in the future, to be quoted on the official list of ASX as a class of quoted options of the Company and authorise the Company to make application to ASX for quotation of the August 2015 Options and do all things necessary to procure the grant of that application."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any person who has participated in the issue of August 2015 Options and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any votes cast by an associate of such person.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

DATED: 18 NOVEMBER 2013

BY ORDER OF THE BOARD

MARK CLEMENTS COMPANY SECRETARY

EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the General Meeting to be held at The Celtic Club, 48 Ord Street, West Perth, WA on 20 December 2013 at 11.00am (WST).

This Explanatory Memorandum should be read in conjunction with, and forms part of, the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

2. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a "proxy") to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

3. RESOLUTIONS 1 AND 2 – RATIFICATION OF SHARES AND AUGUST 2015 OPTIONS PURSUANT TO PLACEMENT

3.1 Background

As detailed in the Company's ASX announcement on 21 August 2013, the Company completed the placement of 318 million Shares at an issue price of \$0.004 each per Share (**Placement**) with an attaching \$0.01 August 2015 Option issued free for every 2 Shares issued, with fractional entitlements to August 2015 Options being rounded down to the next whole number, to professional and sophisticated investors (**Participants**) to raise \$1,272,000 (before associated costs).

3.2 Listing Rule 7.4

The Shares and August 2015 Options issued under the Placement were issued within the Company's 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

Resolution 1 seeks Shareholder ratification of the Placement of the Shares pursuant to Listing Rule 7.4 and Resolution 2 seeks Shareholder ratification of the Placement of the August 2015 Options pursuant to Listing Rule 7.4.

The effect of Shareholders passing Resolutions 1 and 2 will be to restore the Company's ability to issue further capital to the maximum 15% limit during the next 12 months.

Resolutions 1 and 2 are ordinary resolutions.

3.3 Specific Information Required by Listing Rule 7.5

Resolution 1:

For the purposes of Shareholder approval of the Placement of the Shares and the requirements of Listing Rule 7.5, information is provided as follows:

- (a) 318 million Shares were issued on 29 August 2013;
- (b) the Shares were issued at \$0.004 each per Share which represented a discount of \$0.001 to the market price of \$0.005 at close of trading on the date of issue;
- (c) the Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Shares were issued to the Participants who were professional and sophisticated investors and clients of CPS Capital Group Pty Ltd and who were not related parties or associates of a related party of the Company;
- (e) the gross proceeds from the Placement, \$1,272,000 were used to meet the working capital requirements of the Company to advance the Lulo concession and to provide general working capital and were applied towards exploration and evaluation of existing tenements, development, wages and associated costs and administration costs (including approximately \$481,000 for Bauer drilling costs, \$128,000 for salaries, \$160,000 for general expenses) with the balance being available for the Company's continuing operations and expenses associated with the Lulo concession. Of these funds, approximately \$503,000 remains in the Company's bank account as at the date of this Notice.
- (f) a voting exclusion statement is included in the Notice.

Resolution 2:

For the purposes of Shareholder approval of the Placement of the August 2015 Options and the requirements of Listing Rule 7.5, information is provided as follows:

- (a) 159 million August 2015 Options were issued on 29 August 2013;
- (b) the August 2015 Options were issued for no cash consideration on the basis of 1 free August 2015 Option for each 2 Shares issued under the Placement, with fractional entitlements to the August 2015 Options being rounded down to the next whole number;
- (c) the August 2015 Options are in a new class of security issued by the Company. Shares issued on the exercise of these August 2015 Options will rank equally in all respects with the Company's existing Shares on issue;
- (d) the terms and conditions of these August 2015 Options are set out in Schedule 1 to this Explanatory Memorandum;
- (e) the August 2015 Options were issued pro rata to the to the Participants who are professional and sophisticated investors and who are not related parties or associates of a related party of the Company;
- (f) no amount was received by the Company from the issue of the August 2015 Options;

(g) a voting exclusion statement is included in the Notice.

3.4 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 1 and 2. The Chair intends to vote undirected proxies in favour of Resolutions 1 and 2.

4. RESOLUTION 3 – ISSUE OF AUGUST 2015 OPTIONS PURSUANT TO PLACEMENT

4.1 Background

As detailed in the Company's ASX announcement on 21 August 2013, the Company has undertaken to seek shareholder approval to issue up to 159 million August 2015 Options to the Participants who subscribed for Placement Shares.

Under the terms of the Placement, it was agreed that Participants in the Placement would be entitled to receive, for no additional consideration, one \$0.01 August 2015 Option free for each Share issued, but as the Company did not, at that stage, have the available placement capacity to issue all those August 2015 Options, the Participants received only half of their entitlement at the time of the Placement, with the remaining half to be issued to them when that issue was approved by Shareholders or when the Company had the available placement capacity under Listing Rule 7.1.

Resolution 3 is an ordinary resolution that seeks Shareholder approval to the issue of these August 2015 Options to the Participants in the Placement for the purposes of Listing Rule 7.1 and for all other purposes.

4.2 Listing Rule 7.1

Listing Rule 7.1 provides in summary, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the Company's securities then on issue.

While the Shareholders passed a special resolution at the Company's last annual general meeting approving, in accordance with Listing Rule 7.1A, the issue by the Company of a further 10% of their share capital in addition to the standard 15% annual placement capacity permitted under Listing Rule 7.1, that additional placement capacity cannot be used for the issue of unquoted securities and accordingly is not available for the issue of August 2015 Options.

The effect of passing Resolution 3 will be to allow the Directors to issue the 159 million August 2015 Options described in Resolution 3 during the three month period after the Meeting (or a longer period, if allowed by ASX), without using up the Company's 15% placement capacity under Listing rule 7.1.

If Resolution 3 is not passed, the August 2015 Options described in Resolution 3 will be issued to Participants in the Placement when the Company has the requisite placement capacity under Listing Rule 7.1.

4.3 Specific Information Required by Listing Rule 7.3

In compliance with the information requirements of Listing Rule 7.3 Shareholders are advised of the following particulars in relation to the issue of the August 2015 Options under Resolution 3:

- (i) the maximum number of August 2015 Options proposed for issue under Resolution 3 is 159,000,000;
- (ii) these August 2015 Options are to be issued to Participants in the Placement for nil consideration on the basis of 1 free August 2015 Option for each 2 Shares issued under the Placement, with fractional entitlements to the August 2015 Options being rounded down to the next whole number;
- (iii) no funds will be raised from the issue of these August 2015 Options, the Company will receive \$0.01 for every August 2015 Option exercised by the holders of those August 2015 Options;
- (iv) the August 2015 Options will be in the same class as the August 2015 Options described in Resolution 2. Shares issued on the exercise of these August 2015 Options will rank pari passu with all existing Shares on issue;
- (v) the terms and conditions of these August 2015 Options are set out in Schedule 1 to this Explanatory Memorandum;
- (vi) the issue of these August 2015 Options will all be made on the same date, being no later than three months from the date of receiving Shareholder approval.
- (vii) a voting exclusion statement is included in the Notice.

4.4 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3. The Chair intends to vote undirected proxies in favour of Resolution 3.

5. RESOLUTION 4 - ISSUE OF AUGUST 2015 OPTIONS TO BROKER PURSUANT TO PLACEMENT

5.1 Background

As detailed in the Company's ASX announcement on 21 August 2013, the Company completed the Placement on terms which included the issue of 127,200,000 August 2015 Options (**Broker Options**), subject to shareholder approval, at an issue price of \$0.0005 per Broker Option as part of the consideration due to CPS Capital Group Pty Ltd under its agreement to act as lead manager to the Placement.

Resolution 4 is an ordinary resolution that seeks Shareholder approval to the issue of these Broker Options to CPS Capital Group Pty Ltd, or its nominee(s) for the purposes of Listing Rule 7.1 and for all other purposes.

5.2 Listing Rule 7.1

Listing Rule 7.1 provides in summary, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the Company's securities then on issue.

While the Shareholders passed a special resolution at the Company's last annual general meeting approving, in accordance with Listing Rule 7.1A, the issue by the Company of a further 10% of their share capital in addition to the standard 15% annual placement capacity permitted under Listing Rule 7.1, that additional placement capacity cannot be used for the

issue of unquoted securities and accordingly is not available for the issue of the Broker Options.

The effect of passing Resolution 4 will be to allow the Directors to issue the 127,200,000 Broker Options described in Resolution 4 during the three month period after the Meeting (or a longer period, if allowed by ASX), without using up the Company's 15% placement capacity under Listing rule 7.1.

If Resolution 4 is not passed, the Options described in Resolution 4 will not be issued to CPS.

5.3 Specific Information Required by Listing Rule 7.3

In compliance with the information requirements of Listing Rule 7.3 Shareholders are advised of the following particulars in relation to the issue of the Options under Resolution 3:

- (i) the maximum number of Broker Options proposed for issue is 127,200,000;
- (ii) these Broker Options are to be issued to CPS, or its nominees(s) for \$0.0005 each;
- (iii) \$63,600 will be raised from the issue of these Broker Options and, if these options are exercised, the Company will receive \$0.01 for every Broker Option exercised by the holders of those Broker Options;
- (iv) the Broker Options will be in the same class as the August 2015 Options described in Resolutions 2 and 3. Shares issued on the exercise of these Broker Options will rank pari passu with all existing Shares on issue;
- (v) the terms and conditions of these Broker Options are set out in Schedule 1 to this Explanatory Memorandum;
- (vi) the issue of these Broker Options will all be made on the same date, being no later than three months from the date of receiving Shareholder approval;
- (vii) a voting exclusion statement is included in the Notice.

5.4 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4. The Chair intends to vote undirected proxies in favour of Resolution 4.

6. RESOLUTION 5 - LISTING OF AUGUST 2015 OPTIONS

6.1 Background

Given the number of August 2015 Options that are and will be on issue and the number of holders of those August 2015 Options, the Directors consider it would be appropriate for the August 2015 Options to be listed on ASX.

To satisfy the requirements of Condition 6 to Listing Rule 2.5 there must be at least 100,000 August 2015 Options held by at least 50 August 2015 Option holders, each with a marketable parcel, for the August 2015 Options to be quoted on the official list of ASX and all of these requirements are met in the case of the August 2015 Options.

However, under their existing terms and conditions, the August 2015 Options are transferable but unlisted on ASX and those terms and conditions would need to be changed to permit the listing of the August 2015 Options.

Listing Rule 6.23.4 permits a change that affects the August 2015 Options if that change does not have the effect of reducing the exercise price, increasing the period for exercise or increasing the number of Shares received on the exercise of the August 2015 Options and accordingly a change in the existing terms and conditions to enable the August 2015 Options to be granted official quotation on ASX is permissible under Listing Rule if approved by the holders of ordinary Shares.

In the circumstances the Directors propose that the terms and conditions of the August 2015 Options be varied to permit these options to be admitted to the official list of ASX and that application then be made for these options to be granted official quotation on ASX.

As required by Listing Rule 6.22.4, a voting exclusion statement is included in the Notice.

6.2 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5. The Chair intends to vote undirected proxies in favour of Resolution 5 only where expressly authorised by the Shareholders having marked the appropriate box on the Proxy Form.

GLOSSARY

\$ means Australian Dollars.

ASX means ASX Limited (ACN 108 019 263) and, where the context permits, the Australian Securities Exchange operated by ASX.

August 2015 Option means an option entitling the holder to subscribe for a Share at an issue price of \$0.01, exercisable at any time before 5.00pm (WST) on 29 August 2015 and being subject to the terms and conditions set out in Schedule 1.

Board means the board of Directors.

Business Day means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

Chair means the person appointed to chair the Meeting convened by this Notice.

Company means Lucapa Diamond Company Limited (ACN 111 501 663).

Corporations Act means the *Corporations Act 2001* (Cth).

CPS Capital Group Pty Ltd means CPS Capital Group Pty Ltd (ACN 088 055 636).

Director means a director of the Company.

Explanatory Memorandum means the explanatory Memorandum attached to the Notice.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to the Notice.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

WST means Western Standard Time, being the time in WA.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

SCHEDULE 1 - TERMS OF AUGUST 2015 OPTIONS

The terms and conditions of the August 2015 Options are as follows:

- (a) **Definitions.** For the purposes of the terms and conditions of the August 2015 Options:
 - (i) **ASX** means ASX Limited (ABN 98 008 624 691)
 - (ii) **ASX Listing Rules** means the official listing rules of ASX.
 - (iii) **Company** means Lucapa Diamond Company Limited (ABN 44 111 501 663).
 - (iv) Corporations Act means Corporations Act.
 - (v) **Exercise Price** means the exercise price of each August 2015 Option, being \$0.01.
 - (vi) Expiry Date means 5.00pm (WST) on 29 August 2015.
 - (vii) **Exercise Notice** means the form prescribed by the Company from time to time for the purpose of exercising August 2015 Options.
 - (viii) **August 2015 Option** means an option to subscribe for a Share at the Exercise Price prior to the Expiry Date in the manner set out in these Terms and Conditions.
 - (ix) **August 2015 Option Holder** means the person or persons registered as the holder of one or more August 2015 Options from time to time.
 - (x) **Share** means a fully paid ordinary share in the capital of the Company.
 - (xi) WST means Australian Western Standard Time.
- (b) Each August 2015 Option carries the right to subscribe for one Share.
- (c) August 2015 Options will be unlisted on ASX but will be transferable.
- (d) August 2015 Options may be exercised by the August 2015 Option Holder by delivering to the Company's registered office or the Company's share registry an Exercise Notice at any time prior to the Expiry Date.
- (e) Each Exercise Notice must state the number of August 2015 Options to be exercised and be accompanied by the relevant holding statement(s), if any, and payment (in Australian currency) to the Company of an amount (*the Application Monies*) being the result of the Exercise Price multiplied by the number of August 2015 Options being exercised.
- (f) Following receipt of a properly executed Exercise Notice and Application Monies in respect of the exercise of any August 2015 Options, the Company will issue the resultant Shares and deliver notification of shareholdings.
- (g) The Company will make application to have the Shares (issued pursuant to an exercise of August 2015 Options) listed for quotation by ASX within 7 days of the date of issue.
- (h) Shares issued pursuant to an exercise of August 2015 Options shall rank, from the date of issue, pari passu with existing Shares in all respects.
- (i) August 2015 Options carry no right to participate in pro rata issues of securities to shareholders unless the August 2015 Options are exercised before the record date for determining entitlements to the relevant pro rata issue.
- (j) Each August 2015 Option Holder will be notified by the Company of any proposed pro rata issue of securities to shareholders a reasonable period prior to the record date set for that pro rata issue to give the August 2015 Option Holder the opportunity to exercise the August 2015 Options in sufficient time to receive, before that record date, Shares issued on the exercise of August 2015 Options entitling participation in the pro rata issue.
- (k) In the event of a reorganisation (including reconstruction, consolidation, subdivision, reduction, or return) of the capital of the Company, the terms of the August 2015 Options will be changed to the extent necessary to comply with the requirements of the Corporations Act and the reorganisation provisions contained in ASX Listing Rules 22.4.
- (I) Except as noted in paragraph (k) above, an August 2015 Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the August 2015 Option can be exercised.



PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

REGISTERED OFFICE: 34 BAGOT ROAD SUBIACO WA 6008

LUCAPA DIAMOND COMPANY LIMITED

ABN: 44 111 501 663

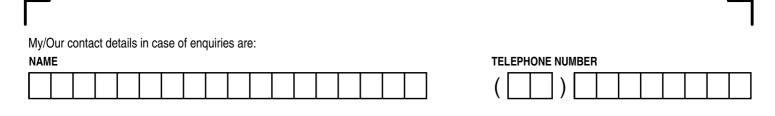
SHARE REGISTRY:

Security Transfer Registrars Pty Ltd All Correspondence to: PO BOX 535,

APPLECROSS WA 6953 AUSTRALIA

770 Canning Highway, APPLECROSS WA 6153 AUSTRALIA

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Code:										LOM			
Holder Number:									per:				
	SECTION A: Ann	ointment	of Dr	NV V									
SECTION A: Appointment of Proxy I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:													
OR													
The meeting Chairperson (mark with an "X")	(if this	The person is s		of the p						neeting)			
or failing the person named, or if no person is named, the Chair following directions (or if no directions have been given, as the	rperson of the Meeting, as m	y/our Proxy to	act ge	nerally a	t the m	neetir	ng on m	ny/our b	behalf and t	to vote in accor			
Celtic Club, 48 Ord Street, West Perth, WA 6005 and at any ad	journment of that meeting.						11.00ai	11 (VV3	i / Oii i iida	7, 20 Decembe	1 2010 at The		
	SECTION B: Voti	ng Directi	ons t	your	Prox	у							
Please mark "X" in the box to indicate your voting directly Resolution	ections to your Proxy.								For	Against	Abstain*		
1. RATIFICATION OF SHARES PURSUANT TO A PL	ACEMENT												
2. RATIFICATION OF AUGUST 2015 OPTIONS PURSUANT TO A PLACEMENT													
3. APPROVAL FOR THE ISSUE OF AUGUST 2015 OPTIONS PURSUANT TO PLACEMENT													
4. APPROVAL FOR THE ISSUE OF AUGUST 2015 C	PTIONS TO BROKER PL	JRSUANT T	O PLA	ACEMEN	IT								
5. APPROVAL FOR THE LISTING OF AUGUST 2015 OPTIONS													
If no directions are given my proxy may vote as the proxy th													
If you mark the Abstain box for a particular item, you are directing your Pro	xy not to vote on your behalf on a	show of hands	or on a	ooll and yo	ur votes	s will r	not be co	ounted ir	n computing t	he required major	ity on a poll.		
If the Chairperson of the Meeting is appointed as you "X" in the box.	r proxy, or may be appointe	ed by defaul	t and y	ou do no	ot wisl	h to (direct t	he Ch	airperson l	how to vote, p	lease mark		
By marking this box, you acknowledge that the Chairperson may evidisregarded because of that interest. If you do not mark this box, ar calculating the required majority if a poll is called on Resolution 5. 1	nd you have not directed your prox	y how to vote, t	he Chai	rperson wil	l not ca	st you	ur votes o	on Reso					
	SECTION C: PI												
Inis section must be signed in accordance with the instance in Individual or Security Holder	is section must be signed in accordance with the instructions overleaf to enable your directions to be implemented. Individual or Security Holder Security Holder 2 Security Holder 3												
individual of Security Florides	Security	y Holdel Z							Occurry	i lolder o			
Sole Director and Sole Company Secretary	Dire	ector				L	Director / Company Secretary						
Proxies must be received by Security Tran	nsfer Registrars Pty Ltd ı	no later tha	n 11.0	0am (W	ST) o	n W	ednes	day, 1	18 Decemi	ber 2013.			
ONLINE PROXY SERVICE You can lodge your proxy online at www.securitytrans	sfer.com.au												
Log into the Investor Centre using your holding detai Click on "Proxy Voting" and provide your Online Prox	ls.	area.			Onli	ne P	Proxy I	D:					
6239243425			1			LC	OM	1					



NOTES

1. Name and Address

This is the name and address on the Share Register of LUCAPA DIAMOND COMPANY LIMITED. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. Appointment of a Proxy

If you wish to appoint the Chairperson of the Meeting as your Proxy please mark "X" in the box in Section A. Please also refer to Section B of this proxy form and ensure you mark the box in that section if you wish to appoint the Chairperson as your Proxy.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a Shareholder of LUCAPA DIAMOND COMPANY LIMITED.

3. Directing your Proxy how to vote

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. Appointment of a Second Proxy

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by telephoning the Company's share registry +61 8 9315 2333 or you may photocopy this form.

To appoint a second Proxy you must:

- (a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- (b) Return both forms in the same envelope.

5. Signing Instructions

Individual: where the holding is in one name, the Shareholder must sign.

<u>Joint Holding:</u> where the holding is in more than one name, all of the Shareholders must sign.

<u>Power of Attorney:</u> to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

<u>Companies:</u> where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. Lodgement of Proxy

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than 11.00am (WST) on Wednesday, 18 December 2013, being 48 hours before the time for holding the meeting. Any Proxy form received after that time will not be valid for the scheduled meeting.

Security Transfer Registrars Pty Ltd PO BOX 535 Applecross, Western Australia 6953

Street Address:

Alexandrea House, Suite 1 770 Canning Highway Applecross, Western Australia 6153

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

Online www.securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.