



**LUCAPA**  
DIAMOND COMPANY

---

**LUCAPA DIAMOND COMPANY LIMITED**

**ACN 111 501 663**

**NOTICE OF 2015 EXTRAORDINARY GENERAL MEETING**

---

**TIME:** 10.00am (WST)

**DATE:** 30 September 2015

**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) 9381 5995.***

---

**CONTENTS PAGE**

---

Business of the Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	5
Glossary	10
Schedule 1 – Terms and Conditions of September 2017 Options	11
Schedule 2 – Terms and Conditions of April 2016 Options	12

---

**IMPORTANT INFORMATION**

---

**MEETING DETAILS**

---

Notice is given that the Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at The Celtic Club, 48 Ord Street, West Perth on Wednesday, 30 September 2015 at 10.00 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 Monday, 28 September 2015.

**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, providing it is not a public holiday in WA.

You may also lodge your proxy online at [www.securitytransfer.com.au](http://www.securitytransfer.com.au) and by following the instructions set out on the Proxy Form.

The Proxy Form must be returned to Security Transfer Registrars and be received no later than 10.00am (WST) on Monday, 28 September 2015.

## **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, each 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.

## **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**

---

### **AGENDA**

---

#### **1. RESOLUTION 1 - RATIFICATION OF SHARES 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 7.4 and for all other purposes, the Shareholders hereby approve and ratify the issue of 22,485,278 Shares at an issue price of \$0.18 per Share to those who participated in the Placement as announced to ASX on 27 July 2015 and as more fully described in the Explanatory Statement accompanying this Notice."*

#### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by any person who participated in the issue 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 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 7.4 and for all other purposes, the Shareholders hereby approve and ratify the issue of 22,485,278 September 2017 Options for no cash consideration to those who participated in the Placement as announced to ASX on 27 July 2015 and as more fully described in the Explanatory Statement accompanying this Notice."*

#### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by any person who participated in the issue 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).

---

#### **3. RESOLUTION 3 - APPROVAL FOR THE ISSUE OF SEPTEMBER 2017 OPTIONS TO FAR EAST CAPITAL LIMITED 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 up to 8,000,000 September 2017 Options for no cash consideration but as part of the consideration due to Far East Capital Limited under its agreement to act as lead manager to the Placement as announced to ASX on 27 July 2015 and as more fully described in the Explanatory Statement accompanying this Notice."*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by Far East Capital Limited 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 APRIL 2016 OPTIONS PURSUANT TO NEW OPTION OFFER**

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 up to 68,026,512 April 2016 Options for cash consideration of \$0.001 each pursuant to a non-renounceable entitlements offer to those who are registered holders of the Company's existing listed options (ASX: LOMO) at the time of expiry on 29 August 2015 as announced to ASX on 22 July 2015 and as more fully described in the Explanatory Statement 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.

---

**DATED: 26 AUGUST 2015**

**BY ORDER OF THE BOARD**

**MARK CLEMENTS  
COMPANY SECRETARY**

---

## EXPLANATORY STATEMENT

---

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

---

### 1. RESOLUTIONS 1 - RATIFICATION OF SHARES PURSUANT TO PLACEMENT

#### 1.1 Background

As detailed in the Company's ASX announcement on 27 July 2015, the Company completed the placement of 22,485,278 Shares at an issue price of \$0.18 each per Share (**Placement**) with an attaching September 2017 Option issued free for every (1) one Share issued to professional and sophisticated investors (**Participants**) to raise approximately \$4 million (before associated costs).

#### 1.2 Listing Rule 7.4

The Shares issued under the Placement were issued within the Company's 15% annual limit permitted under Listing Rule 7.1, and 10% annual limit permitted under Listing Rule 7.1A, without the need for Shareholder approval.

Resolution 1 is an ordinary resolution that seeks Shareholder ratification of the Placement of the Shares pursuant to Listing Rule 7.4. The effect of Shareholders passing Resolution 1 will be to restore the Company's ability to issue further capital to the maximum 15% limit during the next 12 months.

#### 1.3 Specific Information Required by Listing Rule 7.5

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) 22,485,278 Shares were issued on 6 August 2015;
- (b) the Shares were issued at \$0.18 each per Share which was equivalent to the market price 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 who were clients of Far East Capital Limited and other brokers and are not related parties or associates of a related party of the Company;
- (e) the use of the net proceeds from the Placement of \$4 million will be ultimately determined and approved by the Lulo Project management board. The Company, through its representation on the Lulo Project management board and as sole operator will propose expenditure on development capital for plant optimisations, continued kimberlite exploration and site working capital requirements as well as for the Company's continuing operations and expenses associated with the Lulo Project.
- (f) a voting exclusion statement is included in the Notice.

## **1.4 Directors' Recommendation**

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

---

## **2. RESOLUTION 2 – RATIFICATION OF OPTIONS PURSUANT TO PLACEMENT**

### **2.1 Background**

As detailed in the Company's ASX announcement on 27 July 2015, the Company completed the placement of 22,485,278 September 2017 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 (1) September 2017 Option free for every one (1) Share issued, with the 22,485,278 September 2017 Options issued to the participants in the Placement.

### **2.2 Listing Rule 7.4**

The September 2017 Options issued under the Placement were issued within the Company's 15% annual limit permitted under Listing Rule 7.1, and 10% annual limit permitted under Listing Rule 7.1A, without the need for Shareholder approval.

Resolution 2 is an ordinary resolution that seeks Shareholder ratification of the Placement of the September 2017 Options pursuant to Listing Rule 7.4. The effect of Shareholders passing Resolution 2 will be to restore the Company's ability to issue further capital to the maximum 15% limit during the next 12 months.

### **2.3 Specific Information Required by Listing Rule 7.5**

For the purposes of Shareholder approval of the Placement of the September 2017 Options and the requirements of Listing Rule 7.5, information is provided as follows:

- (i) 22,485,278 September 2017 Options were issued on 6 August 2015;
- (ii) the September 2017 Options were issued to the Participants who were professional and sophisticated investors who were clients of Far East Capital Limited and other brokers and are not related parties or associates of a related party of the Company for no cash consideration;
- (iii) No money will be raised from the issue of these September 2017 Options and, if these September 2017 Options are exercised, the Company will receive \$0.20 for every September 2017 Option exercised by the holders of those September 2017 Options;
- (iv) Shares issued on the exercise of these September 2017 Options will rank pari passu with all existing Shares on issue;
- (v) the terms and conditions of these September 2017 Options are set out in Schedule 1 to this Explanatory Statement;
- (vi) a voting exclusion statement is included in the Notice.

## **2.4 Directors' Recommendation**

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

---

## **3. RESOLUTION 3 - APPROVAL FOR THE ISSUE OF SEPTEMBER 2017 OPTIONS TO FAR EAST CAPITAL LIMITED PURSUANT TO PLACEMENT**

### **3.1 Background**

As detailed in the Company's ASX announcement on 27 July 2015, the Company completed the Placement on terms which included the issue of up to 8,000,000 free September 2017 Options, subject to Shareholder approval, as part of the consideration due to Far East Capital Limited (**FEC**).

FEC acted as lead manager to the Placement.

Resolution 3 is an ordinary resolution that seeks Shareholder approval for the purposes of Listing Rule 7.1 and for all other purposes, to issue of up to 8,000,000 September 2017 Options to FEC, or its nominee(s) (**Broker Options**).

### **3.2 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 securities for no cash consideration and accordingly is not available for the issue of the Broker Options.

The effect of passing Resolution 3 will be to allow the Directors to issue the up to 8,000,000 Broker 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 Resolutions 3 is not passed, the Broker Options will be issued to FEC or its nominee(s), when the Company has the requisite placement capacity under Listing Rule 7.1.

### **3.3 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 Broker Options under Resolution 3:

- (i) the maximum number of Broker Options proposed for issue is 8,000,000;
- (ii) these Broker Options are to be issued to FEC, or their nominees(s) for no cash consideration;

- (iii) No money will be raised from the issue of these Broker Options and, if these Broker Options are exercised, the Company will receive \$0.20 for every Broker Option exercised by the holders of those Broker Options;
- (iv) the Broker Options will be in the same class as the existing September 2017 Options. 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 Statement;
- (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; and
- (vii) a voting exclusion statement is included in the Notice.

### **3.4 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.

---

## **4. RESOLUTION 4 - APPROVAL FOR THE ISSUE OF APRIL 2016 OPTIONS PURSUANT TO NEW OPTION OFFER**

### **4.1 Background**

As detailed in the Company's ASX announcement on 22 July 2015, the Company has undertaken to seek Shareholder approval to issue up to 68,026,512 April 2016 Options to registered holders of the Company's existing listed options (ASX: LOMO) at the time of expiry on 29 August 2015 (**Participants**).

Under the terms of the New Option Offer, it is proposed that, subject to the approval of Shareholders, Participants would be entitled, pursuant to a pro rata non-renounceable offer, to subscribe for one April 2016 Option at an issue price of \$0.001 each for every two LOMO held by them at the time of expiry on 29 August 2015 (**Expiry Date**).

Resolution 4 is an ordinary resolution that seeks Shareholder approval to the issue of up to 68,026,512 April 2016 Options pursuant to a pro rata non-renounceable offer to the Participants 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 represents 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 securities for no cash consideration and accordingly is not available for the issue of the April 2016 Options.

The effect of passing Resolution 4 will be to allow the Directors to issue up to 68,026,512 April 2016 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.

#### **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 April 2016 Options under Resolution 4:

- (i) the maximum number of April 2016 Options proposed for issue under Resolution 4 is up to 68,026,572;
- (ii) these April 2016 Options are to be issued to Participants in the New Option Offer on the basis of one April 2016 Option at an issue price of \$0.001 each for every two LOMO held at the Expiry Date, with fractional entitlements to the April 2016 Options being rounded up to the next whole number;
- (iii) up to \$68,000 may be raised from the issue of these April 2016 Options which will be applied to meet the costs of the New Option Offer, the Company will receive \$0.30 for every April 2016 Option exercised by the holders of those April 2016 Options;
- (iv) the April 2016 Options will be in a new class and quoted on the ASX. Shares issued on the exercise of these April 2016 Options will rank *pari passu* with all existing Shares on issue;
- (v) the terms and conditions of these April 2016 Options are set out in Schedule 2 to this Explanatory Statement;
- (vi) the issue of these April 2016 Options will all be made on the same date, being no later than three months from the date of receiving Shareholder approval; and
- (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 4. The Chair intends to vote undirected proxies in favour of Resolution 4.

---

## GLOSSARY

---

**\$** means Australian Dollars.

**April 2016 Options** means an Option entitling the holder to subscribe for a Share at an issue price of \$0.30 exercisable at any time before 5.00pm (WST) on 29 April 2016 and being subject to the terms and conditions set out in Schedule 2.

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

**September 2017 Options** means an Option entitling the holder to subscribe for a Share at an issue price of \$0.20 exercisable at any time before 5.00pm (WST) on 30 September 2017 and being subject to the terms and conditions set out in Schedule 1.

**Board** means the board of Directors.

**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).

**Director** means a director of the Company.

**Explanatory Statement** means the explanatory statement attached to the Notice.

**Far East Capital** means Far East Capital Limited (ABN: 24 068 838 193).

**Listing Rules** means the listing rules of ASX.

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

**New Option Offer** means the proposed pro rata non-renounceable offer to issue of April 2016 Options to Participants as described in Resolution 4 and paragraph 4 of the Explanatory Statement.

**Notice** means this notice of meeting.

**Option means** an option to acquire a Share.

**Proxy Form** means the proxy form attached to the Notice.

**Resolution** means a resolution contained in 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 Western Australia.

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

---

## SCHEDULE 1 – TERMS OF SEPTEMBER 2017 OPTIONS

---

The terms and conditions of the September 2017 Options are as follows:

- (a) **Definitions.** For the purposes of the terms and conditions of the September 2017 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 September 2017 Option, being \$0.20.
  - (vi) **Expiry Date** means 5.00pm (WST) on 30 September 2017.
  - (vii) **Exercise Notice** means the form prescribed by the Company from time to time for the purpose of exercising September 2017 Options.
  - (viii) **Option Holder** means the person or persons registered as the holder of one or more September 2017 Options from time to time.
  - (ix) **Share** means a fully paid ordinary share in the capital of the Company.
  - (x) **WST** means Australian Western Standard Time.
  - (xi) **September 2017 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.
- (b) Each September 2017 Option carries the right to subscribe for one Share.
- (c) Each September 2017 Option is unlisted and is transferable subject to any restrictions on transfer imposed by ASX. The Company has the right, but not the obligation, to apply to ASX for official quotation of the September 2017 Options at any time before the Expiry Date.
- (d) September 2017 Options may be exercised by the 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 September 2017 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 September 2017 Options being exercised.
- (f) Following receipt of a properly executed Exercise Notice and Application Monies in respect of the exercise of any September 2017 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 September 2017 Options) listed for quotation by ASX within 7 days of the date of issue.
- (h) Shares issued pursuant to an exercise of September 2017 Options shall rank, from the date of issue, *pari passu* with existing Shares in all respects.
- (i) September 2017 Options carry no inherent right to participate in new issues or pro rata issues of securities to shareholders unless the September 2017 Options are exercised before the record date for determining entitlements to the relevant issue.
- (j) Each Option Holder will be notified by the Company of a proposed issue of securities to shareholders a reasonable period prior to the record date set for that issue to give the Option Holder the opportunity to exercise the September 2017 Options in sufficient time to receive, before that record date, Shares issued on the exercise of September 2017 Options entitling participation in the 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 September 2017 Options will be changed to the extent necessary to comply with the requirements of the Corporations Act and ASX Listing Rules in force at the time of the reorganisation.
- (l) Except as noted in paragraph (k) above, a September 2017 Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the September 2017 Option can be exercised.

---

## SCHEDULE 2 – TERMS AND CONDITIONS OF APRIL 2016 OPTIONS

---

The terms and conditions of the April 2016 Options are as follows:

- (a) **Definitions.** For the purposes of the terms and conditions of the April 2016 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 April 2016 Option, being \$0.30.
  - (vi) **Expiry Date** means 5.00pm (WST) on 29 April 2016.
  - (vii) **Exercise Notice** means the form prescribed by the Company from time to time for the purpose of exercising April 2016 Options.
  - (viii) **Option Holder** means the person or persons registered as the holder of one or more \$0.30 Listed Options from time to time.
  - (ix) **Share** means a fully paid ordinary share in the capital of the Company.
  - (x) **WST** means Australian Western Standard Time.
  - (xi) **April 2016 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.
- (b) Each April 2016 Option carries the right to subscribe for one Share.
- (c) April 2016 Options will be listed on ASX.
- (d) April 2016 Options may be exercised by the 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 April 2016 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 April 2016 Options being exercised.
- (f) Following receipt of a properly executed Exercise Notice and Application Monies in respect of the exercise of any April 2016 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 April 2016 Options) listed for quotation by ASX within 7 days of the date of issue.
- (h) Shares issued pursuant to an exercise of April 2016 Options shall rank, from the date of issue, *pari passu* with existing Shares in all respects.
- (i) April 2016 Options carry no inherent right to participate in new issues or pro rata issues of securities to shareholders unless the April 2016 Options are exercised before the record date for determining entitlements to the relevant issue.
- (j) Each Option Holder will be notified by the Company of a proposed issue of securities to shareholders a reasonable period prior to the record date set for that issue to give the Option Holder the opportunity to exercise the April 2016 Options in sufficient time to receive, before that record date, Shares issued on the exercise of April 2016 Options entitling participation in the 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 April 2016 Options will be changed to the extent necessary to comply with the requirements of the Corporations Act and ASX Listing Rules in force at the time of the reorganisation.
- (l) Except as noted in paragraph (k) above, a April 2016 Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the April 2016 Option can be exercised.

+

# LUCAPA DIAMOND COMPANY LIMITED

REGISTERED OFFICE:

34 BAGOT ROAD  
SUBIACO WA 6008

+

ACN: 111 501 663

«EFT\_REFERENCE\_NUMBER»

«HOLDER\_NAME»  
«ADDRESS\_LINE\_1»  
«ADDRESS\_LINE\_2»  
«ADDRESS\_LINE\_3»  
«ADDRESS\_LINE\_4»  
«ADDRESS\_LINE\_5»

**SHARE REGISTRY:**

Security Transfer Registrars Pty Ltd  
**All Correspondence to:**  
PO BOX 535, APPLECROSS WA 6953  
AUSTRALIA  
770 Canning Highway, APPLECROSS WA 6153  
AUSTRALIA  
T: +61 8 9315 2333 F: +61 8 9315 2233  
E: registrar@securitytransfer.com.au  
W: www.securitytransfer.com.au

Code:

LOM

Holder Number:

«HOLDER\_NUMBER»

## 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.

**VOTE  
ONLINE**

Lodge your proxy vote securely at [www.securitytransfer.com.au](http://www.securitytransfer.com.au)

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE PRX»

### SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote, hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Extraordinary General Meeting of the Company to be held at 10:00am WST on Wednesday 30 September 2015 at The Celtic Club, 48 Ord Street, West Perth, WA, 6005 and at any adjournment of that meeting.

### SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions.

In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

**RESOLUTION**

	For	Against	Abstain*
1. RATIFICATION OF SHARES PURSUANT TO PLACEMENT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. RATIFICATION OF OPTIONS PURSUANT TO PLACEMENT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. APPROVAL FOR THE ISSUE OF SEPTEMBER 2017 OPTIONS TO FAR EAST CAPITAL LIMITED PURSUANT TO PLACEMENT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. APPROVAL FOR THE ISSUE OF APRIL 2016 OPTIONS PURSUANT TO NEW OPTION OFFER	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. \* If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SECTION C: Signature of Security Holder(s)

This 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

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

**Proxies must be received by Security Transfer Registrars Pty Ltd no later than 10:00am WST on Monday 28 September 2015.**

+ LOMPX3300915

1

3

LOM

LOMPX3300915

+

