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## **NEW OPTION OFFER AND CLEANSING PROSPECTUS**

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Lucapa Diamond Company Limited (ASX: **LOM**) (“Lucapa” or “the Company”) wishes to advise that it has today lodged with ASIC a Prospectus (**Prospectus**) for the offer of new \$0.30 options expiring 29 April 2016 (**\$0.30 April 2016 Options**) to certain applicants (**Eligible Applicants**) defined in the Prospectus (**Option Offer**) and an offer of \$0.20 Options expiring 30 September 2017 (**\$0.20 September 2017 Options**) to unrelated applicants to be nominated by the Directors (**Cleansing Offer**).

Shareholders approved the making of the Option Offer to issue these new \$0.30 April 2016 Options at the Company’s Extraordinary General Meeting on 30 September 2015.

The Company is undertaking the Cleansing Offer of 1,000 Shares, at an issue price of \$0.18, each with a free \$0.20 September 2017 Option, via the Prospectus so that all the Company’s \$0.20 options, expiring 30 September 2017 can be traded on the Australian Securities Exchange. The issue price at which the Shares and \$0.20 September 2017 Options are being offered under the Cleansing Offer is the same issue price as was paid in the case of the \$4 million equity placement of Shares and \$0.20 September 2017 Options announced to ASX on 27 July 2015 and 6 August 2015 (**Placement**).

The Appendix 3B lodged by the Company on 6 August 2015 referred to both the Shares and the \$0.20 September 2017 Options issued under the Placement but did not apply for the quotation of those options. To seek quotation of the Company’s \$0.20 30 September 2017 Options, the Company has lodged a revised version of that Appendix 3B in which the Company now makes application for the quotation of the \$0.20 September 2017 Options and provides the Top 20 List and Distribution Schedule as at completion of the Placement on 6 August 2015.

The Cleansing Offer is separate from the Option Offer and is therefore not open to Eligible Applicants under the Option Offer.

For further information, please contact:

**MILES KENNEDY**  
**CHAIRMAN**

Tel +61 8 9381 5995

**STEPHEN WETHERALL**  
**CHIEF EXECUTIVE OFFICER**

Tel +61 8 9381 5995

# Amended 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).*

- |   |   |   |
|---|---|---|
| 1 | +Class of +securities issued or to be issued  | (i) Fully paid ordinary shares<br>(ii) \$0.20 Unlisted options, expiring 30 September 2017  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | (i) 22,485,278 Fully paid ordinary shares<br>(ii) 22,485,278 Unlisted \$0.20 Options, expiring 30 September 2017<br>Note: These securities were all issued on 6 August 2015 and this Appendix 3B is seeking quotation of the Options specified in (ii). |
| 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) | (i) Fully paid ordinary shares<br>(ii) Unlisted \$0.20 Options, expiring 30 September 2017  |

+ See chapter 19 for defined terms.

<p>4 Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional <sup>+</sup>securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>(i) Yes (ii) No. The shares issued upon exercise of the 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) \$0.18 per share (ii) Nil</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(i) Issue of shares pursuant to placement announced on 27 July 2015 (ii) Issue of unlisted options, pursuant to placement announced on 27 July 2015</p>
<p>6a Is the entity an <sup>+</sup>eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the <sup>+</sup>securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>28 May 2015</p>
<p>6c Number of <sup>+</sup>securities issued without security holder approval under rule 7.1</p>	<p>(i) 8,396,587 Fully paid ordinary shares (ii) 22,485,278 Unlisted \$0.20 options expiring 30 September 2017</p>
<p>6d Number of <sup>+</sup>securities issued with security holder approval under rule 7.1A</p>	<p>(i) 14,088,691 Fully paid ordinary shares (ii) Nil</p>

<sup>+</sup> 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)	N/A							
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.	(i) Yes, \$0.18 issue price (15 day VWAP to 23 July 2015:\$0.20:IRESS) (ii) 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							
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>	6 August 2015 (Note: This document is an amended version of the Appendix 3B lodged on 6 August 2015 and relates to the securities issued on that date and is lodged for the purposes of seeking quotation of the previously issued Options specified in Item 2(ii) of Part 1 of this document.)							
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="798 1590 1093 1635">Number</th> <th data-bbox="1101 1590 1396 1635">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="798 1635 1093 1691">228,364,381</td> <td data-bbox="1101 1635 1396 1691">Ordinary</td> </tr> <tr> <td data-bbox="798 1691 1093 1758">136,053,024</td> <td data-bbox="1101 1691 1396 1758">Options exercisable at \$0.30 expiring 29 August 2015</td> </tr> </tbody> </table>	Number	+Class	228,364,381	Ordinary	136,053,024	Options exercisable at \$0.30 expiring 29 August 2015	
Number	+Class								
228,364,381	Ordinary								
136,053,024	Options exercisable at \$0.30 expiring 29 August 2015								

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	22,485,278	Options exercisable at \$0.20 expiring 30 September 2017
	3,750,000	Options exercisable at \$0.30 expiring 24 April 2017
	3,250,000	Options exercisable at \$0.30 expiring 28 May 2017
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company does not have a dividend policy.	

## 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

+ See chapter 19 for defined terms.

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
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

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+ See chapter 19 for defined terms.

## 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

### 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

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+ See chapter 19 for defined terms.

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

N/A

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

N/A

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	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.

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+ See chapter 19 for defined terms.



- 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  
26 October 2015

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+ 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

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b><i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i></b>	
<b><i>Insert</i></b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	181,392,115
<b><i>Add</i></b> the following:	
<ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> </ul>	
1 August, 4 August and 5 August 2014 Shares issued pursuant to exercise of options, pursuant to Entitlement Issue	26,370
6, 7 and 8 August 2014 Shares issued pursuant to exercise of options, pursuant to Entitlement Issue	99,763
11, 12, 14 and 15 August 2014 Shares issued pursuant to exercise of options, pursuant to Entitlement Issue	40,792
22,25,26 and 27 August 2014 Shares issued pursuant to exercise of options, pursuant to Entitlement Issue	26,550
28 and 29 August 2014 and 1 September 2014 Shares issued pursuant to exercise of options, pursuant to Entitlement Issue	106,722
1 September 2014 Shares issued pursuant to exercise of options	50,000
2,4 and 5 September 2014 Shares issued pursuant to exercise of options, pursuant to Entitlement Issue	34,408
15,17 and 19 September 2014 Shares issued pursuant to exercise of options, pursuant to Entitlement Issue	42,633
24 and 25 September 2014 and 6 and 7 October 2014 Shares issued pursuant to exercise of options, pursuant to Entitlement Issue	25,593

+ See chapter 19 for defined terms.

14 and 22 October 2014 Shares issued pursuant to exercise of options, pursuant to Entitlement Issue	6,684
6 and 7 November 2014 Shares issued pursuant to exercise of options, pursuant to Entitlement Issue	15,001
18 November 2014 Shares issued pursuant to exercise of options, pursuant to Entitlement Issue	1,667
4 December 2014 Shares issued pursuant to exercise of options, pursuant to Entitlement Issue	4,444
13 January 2015 Shares issued pursuant to exercise of options, pursuant to Entitlement Issue	1,867
5 February 2015 Shares issued pursuant to exercise of options, pursuant to Entitlement Issue	1,067
11 March 2015 Issue of Shares	24,002,500
13 April 2015 Shares issued pursuant to exercise of options, pursuant to Entitlement Issue	927
<ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	

<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	205,879,103
<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>

+ See chapter 19 for defined terms.

<b>Multiply</b> “A” by 0.15	30,881,865
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> 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"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p>6 August 2015 Issue of Shares</p> <p>6 August 2015 Issue of Unlisted \$0.20 options expiring 30 September 2017</p> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>8,396,587</p> <p>22,485,278</p>
<b>“C”</b>	30,881,865
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	30,881,865
<p><b>Subtract</b> “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	30,881,865
<p><b>Total</b> [“A” x 0.15] – “C”</p>	<p>Nil</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	205,879,103
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	20,587,910
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  6 August 2015 Issue of Shares  <i>Notes:</i> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• 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</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	14,088,691
<b>“E”</b>	14,088,691
<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b> <i>Note: number must be same as shown in Step 2</i>	20,587,910
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	14,088,691
<b>Total</b> [“A” x 0.10] – “E”	6,499,219 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.



**LUCAPA**  
DIAMOND COMPANY

**LUCAPA DIAMOND COMPANY LIMITED**

**LUCAPA DIAMOND COMPANY LIMITED OPTIONS EXP 30/09/2017 \$0.20**

**TOP 20 HOLDERS**

\*- AS AT: 6/08/2015 -\*

<b>Position</b>	<b>Name/s</b>	<b>Securities</b>	<b>% of Issued Capital</b>
1	KHOO SEAH KEE	2,777,777	12.35%
2	PERSHING AUST NOM PL	1,694,447	7.53%
3	NUTSVILLE PL	1,200,000	5.33%
4	SLADE TECHNOLOGIES PL	1,000,000	4.44%
5	CITICORP NOM PL	1,000,000	4.44%
6	ABN AMBRO CLRG SYD NOM PL	833,000	3.70%
7	JITARNING NOM PL	716,667	3.18%
8	GREAT EASTERN HLDGS PL	600,000	2.66%
9	WELLS CHRISTOPHER MARK	600,000	2.66%
10	AUST SPECIAL	555,555	2.47%
11	UBS NOM PL	555,000	2.46%
12	WILKESON ROBERT W + L J	500,000	2.22%
13	COXON ANNA	500,000	2.22%
14	BATLEY DON FORSHAW	400,000	1.77%
15	ONE DOG ONE BONE PL	400,000	1.77%
16	ADAMS PETER DAMIEL	400,000	1.77%
17	CARRINGTON CORP PL	350,000	1.55%
18	ADMARK INV	300,000	1.33%
19	SASSEY PL	292,223	1.29%
20	STANLEY ROSS FRANCIS	280,000	1.24%
	<b>Total</b>	<b>14,954,669</b>	<b>66.38%</b>



**LUCAPA**  
DIAMOND COMPANY

**LUCAPA DIAMOND COMPANY LIMITED**

**LUCAPA DIAMOND COMPANY LIMITED OPTIONS EXP 30/09/2017 \$0.20**

**DISTRIBUTION SCHEDULE AS AT 06/08/2015**

<b>Spread of Holders</b>	<b> Holders</b>	<b> Securities</b>	<b> % of Issued Capital</b>
1 - 1,000	0	0	0
1,001 - 5,000	0	0	0
5,001 - 10,000	0	0	0
10,001 - 100,000	24	1,339,056	6%
100,001 and over	54	21,146,222	94%
<b>Total on register</b>	<b>78</b>	<b>22,485,278</b>	<b>100%</b>