



SPECIAL BUSINESS RESOLUTION - ANNUAL GENERAL MEETING

At the Annual General Meeting of the Petra Diamonds Limited (incorporated and registered in Bermuda under company registration number EC23123) (the “**Company**”), duly held and convened in the offices of Buchanan, 107 Cheapside, London EC2V 6DN on 30 November 2015 at 9.00 a.m., the following resolution was duly passed as resolution 15 as a special resolution:

Special Resolution

1. That subject to the passing of resolution 14, the Directors be granted general power to allot Equity Securities (within the meaning of Bye-Law 2.5(g) of the Company’s Bye-Laws) for cash pursuant to the authority granted by resolution 14 as if Bye-Law 2.5(a) of the Company’s Bye-Laws did not apply to such allotment, provided that this power shall be limited to:

- (a) the allotment of Equity Securities in connection with a rights issue or an offer of Equity Securities, or an invitation in respect of the same, open for a period fixed by the Directors:


- (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

- (ii) to holders of other Equity Securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (b) the allotment (otherwise than in pursuance to sub-paragraph 15(a)) of Equity Securities up to an aggregate nominal value of £2,613,977.80,

provided that this authority shall expire at the conclusion of the next AGM of the Company or, if earlier, 15 months from the date on which this resolution is passed unless the authority is revoked or varied by a resolution of the shareholders in a general meeting, save that the Company may, before such expiry make offers or agreements which would or might require Equity Securities to be allotted after such expiry and the Directors may allot Equity Securities in pursuance of any such offer or agreement as if Bye-law 2.5(a) did not apply notwithstanding that the power conferred by this resolution has expired.



.....
Chairman
30 November 2015

Registered office: Clarendon House, 2 Church Street, Hamilton HM11, Bermuda

Company registration number: EC23123

Group management office: Elizabeth House, 9 Castle Street, St Helier, Jersey JE4 2QP