



**Petra Diamonds Limited (the "Company")**

Company Registration Number: EC23123

Form of Direction for completion by holders of Depositary Interests representing shares on a one for one basis in the Company in respect of the Annual General Meeting ("AGM") of the Company at 2:00pm GMT on 27 November 2014 in the Pine Room of the Atlantic Hotel, LeMont de la Pulente, St Brelade, Jersey JE3 8HE.

Before completing this form, please read the explanatory notes.

**Notes:**

1. To be effective, this Form of Direction and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be deposited at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU, United Kingdom not later than 2:00pm GMT on 24 November 2014.
2. Any alterations made to this Form of Direction should be initialled.
3. In the case of a corporation this Form of Direction should be given under its common seal or under the hand of an officer or attorney duly authorised in writing.

4. Please indicate how you wish your votes to be cast by placing 'X' in the box provided. On receipt of this form duly signed, you will be deemed to have authorised the Depositary to vote, or to abstain from voting, as per your instructions. If no voting instruction is indicated, the Depositary will abstain from voting on such resolution.
5. The Depositary will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
6. Depositary Interests held in uncertificated form (i.e. in CREST), representing shares on a one-for-one basis in the Company, may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
7. Depositary Interest holders wishing to attend the meeting should contact the Depositary at Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by email to [custodymgt@capita.co.uk](mailto:custodymgt@capita.co.uk) in order to request a Letter of Representation by no later than 2pm GMT on 24 November 2014.

I/We ..... (name(s) in full) (BLOCK LETTERS)  
of ..... (address)

being a holder of Depositary Interests representing shares in the Company hereby instruct Capita IRG Trustees Limited, the Depositary, to vote for me/us and on my/our behalf in person or by proxy at the AGM of the Company to be held on the above date (and at any adjournment thereof) as directed by an 'X' in the spaces below. The vote 'Abstain' is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no indication is given, the Depositary will abstain from voting.

<b>Ordinary resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1. To receive the Financial Statements of the Company for the year ended 30 June 2014, together with the Reports of the Directors and Auditors thereon.			
2. To approve the Directors' Annual Remuneration Report for the year ended 30 June 2014.			
3. To approve the Directors' Remuneration Policy as contained in the 2014 Annual Report.			
4. To re-appoint BDO LLP as auditors to act as such until the conclusion of the next AGM of the Company.			
5. To authorise the Directors of the Company to fix the remuneration of the auditors.			
6. To re-appoint Mr Adonis Pouroulis, who retires in accordance with the Company's Bye-Laws, as a Director of the Company.			
7. To re-appoint Mr Christoffel Johannes Dippenaar, who retires in accordance with the Company's Bye-Laws, as a Director of the Company.			
8. To re-appoint Mr David Gary Abery, who retires in accordance with the Company's Bye-Laws, as a Director of the Company.			
9. To re-appoint Mr James Murry Davidson, who retires in accordance with the Company's Bye-Laws, as a Director of the Company.			
10. To re-appoint Mr Anthony Carmel Lowrie, who retires in accordance with the Company's Bye-Laws, as a Director of the Company.			
11. To re-appoint Dr Patrick John Bartlett, who retires in accordance with the Company's Bye-Laws, as a Director of the Company.			
12. To re-appoint Mr Alexander Gordon Kelso Hamilton, who retires in accordance with the Company's Bye-Laws, as a Director of the Company.			
13. To authorise the Directors of the Company to allot Relevant Securities within the meaning of Bye-Law 2.4 of the Company's Bye-Laws.			
<b>Special resolution</b>			
14. To disapply the pre-emption provisions of Bye-Law 2.5(a) pursuant to Bye-Law 2.6(a)(i) of the Company's Bye-Laws.			

Signature: ..... Date: .....

Affix stamp  
here

PXS  
34 Beckenham Road  
Beckenham  
BR3 4TU  
United Kingdom