

**PRINT OF RESOLUTIONS**

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**PETRA DIAMONDS LIMITED (the “Company”)**

**Passed on 13 June 2018**

At the Special General Meeting of the Company duly convened and held at 11.00 a.m. on 13 June 2018 at the offices of Buchanan, 107 Cheapside, London, EC2V 6DN, the following resolutions 1 and 2 were passed as ordinary resolutions and resolution 3 was passed as a special resolution (each a “**Resolution**” and together the “**Resolutions**”).

**ORDINARY RESOLUTIONS**

1. That the authorised share capital be increased from £75,000,000 to £100,000,000 by the creation of 250,000,000 Ordinary Shares, so that the authorised share capital comprises 1,000,000,000 Ordinary Shares of par value £0.10.
2. That, in addition to all existing authorities given to them, conditional upon the passing of resolution 1 above, the Directors be generally and unconditionally authorised, in accordance with Bye-Law 2.4 of the Company’s Bye-laws, to allot Relevant Securities (within the meaning of that Bye-Law) up to an aggregate nominal amount of £33,282,173 (being 332,821,725 Ordinary Shares) provided that this authority shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, 15 months from the date on which this resolution is passed unless such 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 Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

**SPECIAL RESOLUTION**

3. That, subject to the passing of resolutions 1 and 2 above, 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 1 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 2(a)) of Equity Securities up to an aggregate nominal value of £33,282,173,

provided that this authority shall expire at the conclusion of the next annual general meeting 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.

  
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**CHAIRMAN**