

Petra Diamonds Limited
Company number: FC034370

I HEREBY CERTIFY the attached document to be a true and accurate extract of the resolutions passed by a
Special General Meeting of the Company held on 6 November 2025 at 8:30 am

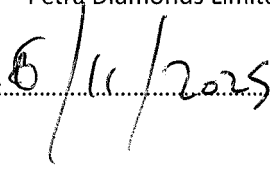


ROBIN STOREY

General Counsel and Company Secretary

Petra Diamonds Limited

Date:



Company No.: FC034370
Companies Act 1981 (Bermuda)
COMPANY LIMITED BY SHARES

RESOLUTION

- of -

PETRA DIAMONDS LIMITED (the "Company")

Having been proposed by the directors of the Company, the following resolutions were duly passed by the Company's shareholders at a special general meeting at the offices of Herbert Smith Freehills Kramer LLP, Exchange House, Primrose Street, London, EC2A 2EG on 6 November 2025.

Ordinary Resolution

1. **THAT**, subject to Resolutions 2, 3, 4, 5, 6, 7 and 8 being passed, in addition to any existing authorities granted to the Directors, the Directors be and are hereby generally and unconditionally authorised, pursuant to Bye-law 2.4 of the Company's Bye-Laws and the Companies Act 1981 (Bermuda), to exercise all powers of the Company to allot up to 114,236,344 new Ordinary Shares in connection with the Rights Issue (as defined in the combined prospectus and circular of which this notice forms part dated 17 October 2025 (the "Circular and Prospectus")), provided that this authority shall expire one year from the date of the Special General Meeting, save that the Company may, before such expiry, make offers or agreements which would or might require Ordinary Shares to be allotted after such expiry and the Directors may allot Ordinary Shares pursuant to such offers or agreements as if the authority conferred hereby had not expired.

Special Resolution

2. **THAT**, subject to Resolutions 1, 3, 4, 5, 6, 7 and 8 being passed, the Directors be and are hereby empowered, pursuant to Bye-law 2.6 of the Company's Bye-Laws and the Companies Act 1981 (Bermuda), to allot equity securities pursuant to the authority conferred by Resolution 1 as if the pre-emption rights contained in Bye-law 2.6 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities in connection with the Rights Issue and shall expire upon the expiry of the authority conferred by Resolution 1.

Ordinary Resolution

3. **THAT**, subject to Resolutions 1, 2, 4, 5, 6, 7 and 8 being passed, in addition to any existing authorities granted to the Directors, the Directors be and are hereby generally and unconditionally authorised, pursuant to Bye-law 2.4 of the Company's Bye-Laws and the Companies Act 1981 (Bermuda), to allot 11,423,634 new Ordinary Shares to the Backstop Shareholders in satisfaction of the Backstop Fee (each as defined in the Circular and Prospectus), provided that this authority shall expire one year from the date of the Special General Meeting, save that the Company may, before such expiry, make offers or agreements which would or might require Ordinary Shares to be allotted after such expiry and the Directors may allot Ordinary Shares pursuant to such offers or agreements as if the authority conferred hereby had not expired.

Special Resolution

4. **THAT**, subject to Resolutions 1, 2, 3, 5, 6, 7 and 8 being passed, the Directors be and are hereby empowered, pursuant to Bye-law 2.6 of the Company's Bye-Laws and the Companies Act 1981 (Bermuda), to allot equity securities pursuant to the authority conferred by Resolution 3 as if the pre-emption rights contained in Bye-law 2.6 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities in satisfaction of, and in accordance with, the Backstop Fee, and shall expire upon the expiry of the authority conferred by Resolution 3.

Ordinary Resolution

5. **THAT**, subject to Resolutions 1, 2, 3, 4, 6, 7 and 8 being passed, in addition to any existing authorities granted to the Directors, the Directors be and are hereby generally and unconditionally authorised, pursuant to Bye-law 2.4 of the Company's Bye-Laws and the Companies Act 1981 (Bermuda), to allot

up to 41,000,000 new Ordinary Shares pursuant to the PICE Mechanism (as defined, including in relation to the calculation of the number of Ordinary Shares issued and, where applicable, the associated discount to prevailing middle market share price of the Ordinary Shares, in the Circular and Prospectus), provided that this authority shall expire five years from the date of the Special General Meeting, save that the Company may, before such expiry, make offers or agreements which would or might require Ordinary Shares to be allotted after such expiry and the Directors may allot Ordinary Shares pursuant to such offers or agreements as if the authority conferred hereby had not expired.

Special Resolution

6. **THAT**, subject to Resolutions 1, 2, 3, 4, 5, 7 and 8 being passed, the Directors be and are hereby empowered, pursuant to Bye-law 2.6 of the Company's Bye-Laws and the Companies Act 1981 (Bermuda), to allot equity securities pursuant to the authority conferred by Resolution 5 as if the pre-emption rights contained in Bye-law 2.6 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities pursuant to the PICE Mechanism, and shall expire upon the expiry of the authority conferred by Resolution 5.

Ordinary Resolution

7. **THAT**, subject to Resolutions 1, 2, 3, 4, 5, 6 and 8 being passed, in addition to any existing authorities granted to the Directors, the Directors be and are hereby generally and unconditionally authorised, pursuant to Bye-law 2.4 of the Company's Bye-Laws and the Companies Act 1981 (Bermuda), to allot 48 million Work Fee Warrants to the Working Group of Noteholders (each as defined in the Circular and Prospectus), with each Work Fee Warrant conferring on the holder the right to subscribe for one Ordinary Share at a strike price of 20 pence, provided that this authority shall expire five years from the date of the Special General Meeting, save that the Company may, before such expiry, make offers or agreements which would or might require Work Fee Warrants to be allotted after such expiry and the Directors may allot Work Fee Warrants pursuant to such offers or agreements as if the authority conferred hereby had not expired.

Special Resolution

8. **THAT**, subject to Resolutions 1, 2, 3, 4, 5, 6 and 7 being passed, the Directors be and are hereby empowered, pursuant to Bye-law 2.6 of the Company's Bye-Laws and the Companies Act 1981 (Bermuda), to allot equity securities pursuant to the authority conferred by Resolution 7 as if the pre-emption rights contained in Bye-law 2.6 did not apply to any such allotment, provided that this power shall be limited to the allotment of the Work Fee Warrants, and shall expire upon the expiry of the authority conferred by Resolution 7.

Ordinary Resolutions

9. **THAT**, subject to Resolutions 1 to 8 being passed, in addition to any existing authorities granted to the Directors, the Directors be and are hereby generally and unconditionally authorised, pursuant to Bye-law 2.4 of the Company's Bye-Laws and the Companies Act 1981 (Bermuda), to allot up to 16 million Incentivisation Warrants granted under the Incentivisation Plan to management, the Chairman and other senior managers of the Company (each as defined in the Circular and Prospectus), with each Incentivisation Warrant conferring on the holder the right to subscribe for a number of Ordinary Shares at a strike price of 35 pence per share, provided that this authority shall expire five years from the date of the Special General Meeting, save that the Company may, before such expiry, make offers or agreements which would or might require Incentivisation Warrants to be allotted after such expiry and the Directors may allot Incentivisation Warrants pursuant to such offers or agreements as if the authority conferred hereby had not expired.
10. **THAT**, subject to Resolutions 1 to 8 being passed, the Directors be and are hereby generally and unconditionally authorised to approve the rules of the Incentivisation Plan, in the form produced at the Special General Meeting and initialled by the Chairman of the Meeting for the purposes of identification (a summary of which is set out on pages 66 to 67 and pages 165 to 167 of the Circular and Prospectus; and the Directors of the Company be authorised to establish further plans based on the Incentivisation Plan for the benefit of Directors and employees of the Company and/or its subsidiaries who are located outside the United Kingdom, with such modifications as may be

necessary or desirable in order to take account of local tax, exchange control or securities laws as they consider appropriate provided that any Ordinary Shares made available under such plans shall be treated as counting against any individual or overall limits contained in the Incentivisation Plan.

11. **THAT**, subject to Resolutions 1 to 8 being passed, the Directors be and are hereby generally and unconditionally authorised to approve the revised Remuneration Policy (which forms part of the Directors' Remuneration Report at pages 101 to 111 of the Company's annual report and audited consolidated financial statements as at and for the year ended 30 June 2025), in the form produced at the Special General Meeting and initialled by the Chairman for the purposes of identification, to take effect immediately following conclusion of the Special General Meeting.