



Namakwa Diamond Company

NAMAKWA DIAMOND COMPANY NL

(ABN 77 085 806 284)

NOTICE OF GENERAL MEETING

Incorporating Proxy Form

to be held on

14 FEBRUARY 2003 AT 10:00 AM

AT 12 WALKER AVENUE, WEST PERTH, WESTERN AUSTRALIA

This is an important document. It should be read in its entirety. If you are in doubt as to the course you should follow, consult your financial or other professional adviser.

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY given for a General Meeting of Namakwa Diamond Company NL (ABN 77 085 806 284) (**Company**) to be held at 12 Walker Avenue, West Perth, Western Australia on Friday, 14 February 2003 at 10:00 am (**Meeting**). The Proxy Form accompanying this Notice of Meeting (**Notice of Meeting**) is hereby incorporated in and comprises part of this Notice of Meeting.

This is an important document. It should be read in its entirety. If you are in doubt as to the course you should follow, consult your financial or other professional adviser.

Special Business

That shareholders consider and, if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions.

1. Issue of Shares Pursuant to Small Offer

That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of up to 20 million fully paid ordinary shares pursuant to a small offer to shareholders.

Explanatory Note

The shares will be issued at no less than 80% of the average market price of the Company's shares over the last 5 trading days before the day on which the issue or offer is made to shareholders.

Subject to the Corporations Act 2001 and ASX Listing Rules, the shares will be issued at the discretion of the directors, however, shareholders will be entitled to no more than \$5,000 worth of shares, unless a shareholder is a trustee or nominee for a number of beneficiaries, in which case that shareholder will be permitted to apply for up to \$5,000 worth of shares on behalf of each beneficiary. Any shareholder making an application for shares under this small offer must apply for a minimum of \$1,000 worth of shares. The shares will be issued within 3 months of the date of the Meeting (or such later date as approved by ASX).

All shares, the subject of this resolution, rank pari passu with existing fully paid ordinary shares on issue at the time they are issued. The funds will be applied to meet the Company's costs for its corporate and administrative overheads and for its ongoing bulk-sampling program at the Namakwa Diamond Project.

Even if shareholders approve this resolution, the directors may or may not decide to undertake this small offer to shareholders. This decision will depend on the market conditions at the time.

2. Ratification of Issue of Shares

That, for the purposes ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 8,250,000 fully paid ordinary shares at 10 cents each pursuant to a placement.

Explanatory Note

All shares were issued at the discretion of the directors (subject to the Corporations Act 2001 and ASX Listing Rules) to unrelated parties. Montagu Stockbrokers Pty Ltd procured most of the valid applications pursuant to the placement. Of the total number of shares issued, 3,300,000 were issued to MAPD Nominees Pty Ltd.

All shares, the subject of this resolution, rank pari passu with existing fully paid ordinary shares on issue. The funds were raised to meet part of the Company's costs for its corporate and administrative overheads and for its ongoing bulk-sampling program at the Namakwa Diamond Project.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by any person who participated in the issue of securities referred to in this resolution and any votes cast by associates of those people. However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, or it is cast by the person chairing the meeting as proxy for the person who is entitled to vote, in accordance with the direction on the proxy form.

3. Ratification of Issue of Shares

That, for the purposes ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 200,000 fully paid ordinary shares, at a deemed issue price of 12 cents each, to JB Louw and GN Visser pursuant to a Waiver and Termination Agreement.

Explanatory Note

All shares were issued pursuant to a Waiver and Termination Agreement (**Agreement**) between the Company and JB Louw and GN Visser (**Parties**). The purpose of the Agreement is to irrevocably waive and abandon all right, title, interest and demand that the Parties may have in respect of one of the tenements comprising the Namakwa Diamond Project. The shares were issued in part settlement of the Agreement.

All shares, the subject of this resolution, rank pari passu with existing fully paid ordinary shares on issue. No funds were raised from the issue of shares.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by any person who participated in the issue of securities referred to in this resolution and any votes cast by associates of those people. However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, or it is cast by the person chairing the meeting as proxy for the person who is entitled to vote, in accordance with the direction on the proxy form.

By Order of the Board

Jean Mathie
Company Secretary

DATED this 16th day of January of 2003

PROXY FORM

Shareholder's Name & Address

Please write your name(s) above

Number & Street/PO Box Number

City/Town

State

Post Code

Appointment of Proxy

I/We appoint as proxy to vote in accordance with the following directions (or if no directions have been given, as the proxy or Chairman see fit) at the General Meeting of the Company to be held at 12 Walker Avenue, West Perth 6005, Western Australia on Friday, 14 February 2003 at 10:00 am (and at any adjournment thereof) (**Meeting**).

Name of person you are appointing (if not the meeting Chairman)

Or

IF YOU DO **NOT** WISH TO DIRECT YOUR PROXY HOW TO VOTE, PLEASE PLACE A MARK IN THIS BOX *

☐

* **The Chairman currently intends to vote undirected proxies in favour of all resolutions.** By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

Special Business

1. Issue of Shares Pursuant to Small Offer
2. Ratification of Issue of Shares
3. Ratification of Issue of Shares

For

Against

Abstain**

**If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item.

Appointing a Second Proxy (if applicable)

Contact Telephone Number

or

%

The number of shares applicable to this proxy form

The percentage of your voting rights

Area Code

Telephone Number

Signature(s)

Shareholder 1

Director

Shareholder 2

Director/Secretary

Shareholder 3

Sole Director and Secretary

Company Seal (if required)

Proxies may be lodged either by facsimile on (08) 9321 5884, by mail to PO Box 806, West Perth, 6872, Western Australia or delivery to the registered office of the Company at 12 Walker Avenue, West Perth, Western Australia. To be valid, a proxy form must be received at the registered office of the Company not less than 48 hours before the time appointed for the Meeting. For assistance in completing this form, please refer to the rear of this form.

INSTRUCTIONS FOR COMPLETION OF THE PROXY FORM

Shareholder's Name & Address

This is the name and address of the shareholder as it appears on the Company's share register. For the purposes of this Meeting, shares will be taken to be held by those persons who are the registered holders thereof 48 hours before the time appointed for the commencement of this Meeting.

Appointment of Proxy

A shareholder entitled to attend and vote at the Meeting is entitled to appoint not more than two other persons (whether shareholders or not) as proxy or proxies to attend in the shareholder's place at the Meeting. The proxy has the same right as the shareholder to speak and vote at the Meeting. If you leave this section blank, the Chairman of the meeting will be your proxy to vote your shares even if you attend the meeting (unless you revoke your proxy before the meeting).

Vote on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the resolution/s you wish to direct your proxy to vote on. If you do so, all your shares will be voted in accordance with your direction. You can split your vote on any resolution/s by inserting the number/s of shares you wish to vote in the appropriate box/es. Please ensure you clearly mark the box in black or blue ink by placing a mark or the number of shares you are voting.

Appointing a Second Proxy

If a shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes.

Contact Telephone Number

This will help us if there are any problems with your proxy form.

Signature(s)

Each shareholder must sign this form. If your shares are held in joint names, all shareholders must sign in the boxes. If you are signing as an Attorney, then the Power of Attorney must have been noted by the Company or be duly stamped and accompany this form. Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided which state the office held by the signatory.