

BlueRock Diamonds Plc

(Registration Number 08248437)

Annual Report and Financial Statements for the year ended 31 December 2019

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of BlueRock Diamonds plc (the "Company") will be held at 10am on 14 July 2020 at the offices of SP Angel, 35- 39 Maddox Street, London, W1S 2PP, for the purposes of considering the business set out below and, if thought fit, passing, the Resolutions set out below, which in the case of Resolution 6 will be proposed as a special resolution and in the case of Resolutions 1, 2, 3, 4, and 5 will be proposed as ordinary resolutions.

Please note that due to COVID-19 and the UK's Government restrictions on travel, assembly and guidance on meetings, shareholders, their proxies and corporate representatives are requested not to attend in person, as they will not be admitted to the meeting. Shareholders are only able to vote on resolutions set out in the Notice of AGM by proxy. Further details can be found below.

The Company will hold a shareholder call, following the AGM, on the afternoon of the 14 July, details of which will be provided in due course.

Ordinary Resolutions

- 1 THAT the financial statements of the Company for the year ended 31 December 2019 and the reports of the Directors and auditor thereon be received and adopted.
- 2 THAT David Facey, who retires by rotation, be re-elected as a Director of the Company.
- 3 THAT Gus Simbanegavi, who is retiring having been appointed by the directors of the Company since the last annual general meeting of the Company and who being eligible offers himself for election as a director of the Company.
- 4 THAT BDO UK LLP be re-appointed as auditor to the Company to hold office from the conclusion of the Meeting until the conclusion of the next Annual General Meeting and to authorise the Directors to determine the auditor's remuneration.
- 5 THAT the Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any securities into shares in the Company subject to the following conditions:
 - 5.1 that the maximum aggregate nominal amount of shares to be allotted in pursuance of such authority shall, be £274,664; and
 - 5.2 that this authority shall expire on the earlier of 14 October 2021 or the conclusion of the Company's next Annual General Meeting unless revoked, varied or renewed before that date save that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company to be allotted or rights to subscribe for or to convert any securities into shares in the Company to be granted after such expiry and the Directors may allot shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company in pursuance of such offer or agreement notwithstanding that the authority conferred hereby has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares and grant rights to subscribe for or convert any securities into shares in the Company but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Special Resolution

- 6 THAT, conditional upon the passing of Resolution 5, the Directors be and they are hereby generally and unconditionally empowered pursuant to Section 570 of the Act to exercise all powers of the Company to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the general authority conferred by Resolution 5 above as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
- 6.1 in connection with an offer of such securities by way of a rights issue, open offer or any other pre-emptive offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
- 6.2 otherwise than pursuant to paragraph 6.1 above, the allotment of equity securities for cash up to an aggregate nominal amount of £274,664

provided that this authority shall expire on the earlier of 14 October 2021 or the conclusion of the Company's next Annual General Meeting unless revoked, varied or renewed before such date, save that the Company may, before such expiry make an offer or agreement 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 notwithstanding that the power conferred hereby has expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares and grant rights to subscribe for or convert any securities into shares in the Company but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

PROVISIONS FOR ATTENDANCE AND VOTING

Due to the ongoing UK Government "stay at home measures" which at the time of publication of this document include a prevention of public gatherings of more than six people, and with a view to holding the General Meeting in a manner consistent with the need to prevent the spread of Covid-19, the Directors have formed the view, which is supported by the Chartered Governance Institute (ICSA), that attendance in person at a general meeting by a shareholder, other than one specifically required to form the quorum for that meeting, is not essential for work purposes. The Company will procure that a quorum of two Shareholders (currently anticipated to be the Chairman and one other) will be present at the General Meeting. Other Shareholders must not attend the General Meeting in person and any person seeking to attend the General Meeting will be refused entry. The Resolutions will be voted on by way of a poll vote and Shareholders, other than the two Shareholders attending the General Meeting as referred to above, are strongly advised to appoint the chairman of the meeting as a proxy to vote on their behalf if they want their vote to count. Details of how to appoint the chairman of the meeting as your proxy are set out on the Form of Proxy. You are free to appoint someone else as your proxy but if you do they will be refused entry to the General Meeting and in those circumstances your vote would not count. If you do not indicate clearly on the Form of Proxy as to how you wish the chairman of the meeting to vote, the chairman will use his discretion in relation to the resolutions being put before the meeting and Shareholders are being asked to submit their votes by way of proxy, appointing the chairman of the meeting as their proxy. It is not intended that the above arrangements for holding the General Meeting will be altered, even if there is any relaxation of the current UK Government "stay at home measures".

By order of the Board

David Facey

Company Secretary

Registered Office:
4th Floor
Reading Bridge House
George Street
Reading
Berkshire
RG1 8LS

Date: 19 June 2020

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Notice of Annual General Meeting

Appointment of proxies

1. As a member of the Company, you are entitled to vote at the meeting but in view of the Covid-19 circumstances all voting will be via proxies, and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. However, as the AGM will be a closed meeting due to Covid-19, proxies, other than the chairman of the meeting, will be denied entrance and therefore in order for your vote to count you need to appoint the chairman of the meeting.
3. Details of how to appoint a proxy using the proxy form are set out in the notes to the proxy form.
4. A vote withheld 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 voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting.

Appointment of proxy using the proxy form

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, it must be:
 - 5.1 completed and signed;
 - 5.2 sent or delivered to the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR, or scanned and emailed to voting@shareregistrars.uk.com (please include "BlueRock Diamonds Plc" and your full name in the subject line of the email); and
 - 5.3 received by Share Registrars Limited no later than 10am on 10 July 2020.
6. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
7. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
8. The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (SI 2001/3755) and paragraph 18(c) Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, specifies that only those ordinary shareholders registered in the register of members on 9 July 2020 or, in the event the meeting is adjourned, on the register of members 48 hours excluding non business days, before the date of any adjourned meeting, shall be entitled to attend or vote at the meeting in respect of the number of ordinary shares in the capital of the Company registered in their name at that time.

Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

Appointment of proxy by joint members

9. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

Changing proxy instructions

10. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Share Registrars Limited. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. Note that the cut off time for receipt of proxy forms specified in paragraph 5 also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.

Termination of proxy appointments

11. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
12. The revocation notice must be received by the Company no later than 10.00 a.m. on 10 July 2020.
13. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, your proxy appointment will remain valid.

Corporate representatives

14. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Total voting rights

15. As at 6 p.m. (BST) on 18 June 2020 (being the last business day prior to the publication of this notice), the Company's issued share capital comprised 5,258,004 ordinary shares of £0.05 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6 p.m. (BST) on 18 June 2020 is 5,258,004.

Communication

Except as provided above, members who have general queries about the meeting should contact the Company's registrar, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR.