



STELLAR DIAMONDS PLC

Annual General Meeting

Form of Proxy

For use at the Annual General Meeting (“**AGM**”) of the Company to be held at the offices of **Peterhouse Corporate Finance, 3rd Floor New Liverpool House, 15 Eldon Street, London, EC2M 7LD on 24 March 2017 at 10.00 a.m.**

Before completing this form, please read the explanatory notes below

I/We being a member of the Company appoint the Chairman of the meeting or (see note 4)

.....

as my/our proxy to attend, speak and vote on my/our behalf at the AGM of the Company to be held on 24 March 2017 at 10.00a.m.or at any adjournment thereof.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an ‘X’. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting (including any motion to amend any resolution or to adjourn the AGM).

RESOLUTIONS	For	Against	Vote withheld
1 To receive and adopt the Company’s annual accounts for the year ended 30 June 2016, together with the Directors’ report and the auditors’ report thereon (ordinary resolution)			
2 To re-appoint Deloitte Ireland as auditors to the Company (ordinary resolution)			
3 To authorise the Directors to determine the auditors’ remuneration (ordinary resolution)			
4 To re-elect Lord Peter Gilbert Daresbury as a director of the Company (ordinary resolution)			
5 To re-elect Nicholas Karl Smithson as a director of the Company (ordinary resolution)			
6 To re-elect Steven James Poulton as a director of the Company (ordinary resolution)			

7 To authorise the Directors to allot and issue the New Ordinary Shares pursuant to the Open Offer (including the issue of the Conditional Placing Shares, the Subscription Shares and the Director Fee Shares.			
8 To grant to the Directors, for the purposes of section 551 of the Companies Act 2006, authority to exercise the powers of the Company to allot shares and securities of the Company up to a maximum nominal amount of £878,522.84 (ordinary resolution).			
9 To disapply statutory pre-emption rights in relation to the allotment and issue the New Ordinary Shares pursuant to the Open Offer (including the issue of the Conditional Placing Shares, the Subscription Shares and the Director Fee Shares (special resolution).			
10 To disapply statutory pre-emption rights on allotments of equity securities for cash under section 570 of the Companies Act 2006 including in relation the allotment of equity securities up to an aggregate nominal value not exceeding £878,522.84 (special resolution).			

Signed

[]

Date

**PLEASE SIGN WHERE INDICATED AND THEN COMPLETE THE REQUESTED DETAILS BELOW
IN BLOCK CAPITALS**

.....

**Signature of shareholder or common seal/signature
of duly authorised officer/attorney of corporate
shareholder**

Date

.....

Print name of signatory

.....

**Print name of shareholder where signed
on behalf of a shareholder**

Notes to the Form of Proxy

- 1 The full text of each resolution to be proposed at the AGM is set out in the Notice of AGM dated 28 February 2017. Shareholders should read the resolutions set out in the Notice of AGM together with the explanation of the resolutions set out in it.
- 2 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the AGM and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company (the "**Register of Members**") at close of business on the day which is two days before the date of the meeting (or in the case of an adjournment as at close of business on the day which is two days before the date of the adjourned meeting). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the AGM.
- 3 As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM.
- 4 Appointment of a proxy does not preclude you from attending the AGM and voting in person.
- 5 A proxy does not need to be a member of the Company but must attend the AGM to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this Form of Proxy with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the AGM and are aware of your voting intentions.
- 6 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
- 7 To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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 his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting (including any motion to amend any resolution or to adjourn the AGM).
- 8 To appoint a proxy using this form, the form must be:
 - 8.1 completed and signed;
 - 8.2 sent or delivered to the Company's registrars at Computershare Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland; and
 - 8.3 received no later than **10.00 a.m. on 22 March 2017**.
- 9 In the case of a member which is a company, this Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney of the company.
- 10 Any power of attorney or any other authority which this Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
- 11 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Register of Members in respect of the joint holding (the first-named being the most senior).
- 12 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of the proxies will take precedence.