

Notice of Annual General Meeting

For the year ended 30 June 2010

Notice is hereby given that the thirteenth Annual General Meeting of Petra Diamonds Limited (incorporated and registered in Bermuda under registration number EC23123) ("the Company") will be held at 11:00am GMT on 10 January 2011 at the offices of Memery Crystal LLP, 44 Southampton Buildings, London, WC2A 1AP for the purpose of considering and, if thought fit, passing the following resolutions:

Ordinary Resolutions

1. *Statutory accounts*

That the financial statements of the Company for the year ended 30 June 2010, together with the Reports of the Directors and Auditors, be received.

2. *Re-appointment of auditors and authorisation to set auditor remuneration*

That BDO LLP of 55 Baker Street, London, W1U 7EU be re-appointed as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are presented, or until their successors are appointed and that the directors be authorised to fix the remuneration of the auditors.

3. *Re-appointment of directors*

That each of (a) Johan Dippenaar and (b) David Aberly (each to be separately proposed and voted upon), who retire in accordance with the Company's Bye-Laws, be and are hereby re-appointed as directors of the Company to hold office until the date on which his office is otherwise vacated.

That (c) Dr. Omar Kamal, who was appointed by the Board during the year pursuant to the authority delegated to the Board under the Company's Bye-laws, be hereby re-appointed as a director of the Company to hold office until the date on which his office is otherwise vacated.

4. *Increase of authorised share capital*

That the Company increase its authorised share capital from £40,000,000 to £65,000,000 by the creation of an additional 250,000,000 ordinary shares of 10p each ranking pari passu with the existing shares of the Company.

Special Resolution

5. *Electronic communications*

That the Company be authorised, subject to and in accordance with the provisions of the AIM Rules for Companies and Bermuda Companies Act 1981, as amended, to send, convey or supply all types of notices, documents or information to the members of the Company by means of electronic equipment for the processing (including without limitation by means of digital compression), storage and transmission of data, using wires, radio optical technologies, or any other electromagnetic means, including, without limitation by making such notices, documents or information available on a website.

By order of the Board



A Pouroulis

Chairman

24 November 2010

Registered office

Clarendon House, 2 Church Street, Hamilton HM11, Bermuda
Company registration number: EC23123

Explanatory notes

For the year ended 30 June 2010

These explanatory notes form part of the Notice of the Annual General Meeting.

Notes

A member entitled to attend and vote at the above meeting or any adjournment thereof may appoint one or more proxies to attend and vote in their stead on a show of hands or on a poll. A proxy need not be a member of the Company. A member who is entitled to cast two or more votes at the meeting may appoint up to two proxies.

To be valid, the form of the proxy must be lodged with the Company's UK branch registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof.

Only those members entered on the register of members of the Company at 5:00pm (Bermuda time) on 5 January 2011 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 5:00pm (Bermuda time) on 5 January 2011 shall be disregarded in determining the rights of any person to attend or vote at the meeting.

Depository interest holders who are CREST members and who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of the meeting by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Any holders of depository interests in the Company who cannot give voting instructions via CREST should instruct Capita IRG Trustees Limited to vote in respect of the holder's interest using the Form of Direction enclosed. The completed Form of Direction must be received by Capita IRG Trustees Limited, Proxy Department, The Registry, 34 Beckenham Road, Kent BR3 4TU, England not later than 72 hours before the time appointed for the Annual General Meeting or any adjournment thereof.

Item 3, Re-appointment of directors

Information on the experience and qualifications of directors seeking re-appointment is included in the Company's 2010 Annual Report on page 26.

Explanatory notes (cont.)

For the year ended 30 June 2010

These explanatory notes form part of the Notice of the Annual General Meeting.

Item 4, Increase of authorised share capital

The current issued share capital of the Company is £35,380,302, leaving only £741,194 of unissued share capital after taking into account options and warrants. The directors of the Company therefore recommend that, in order to provide for future flexibility and growth, the Company increases the headroom on its authorised share capital by the creation of an additional 250,000,000 ordinary shares of 10p each ranking pari passu with the existing shares of the Company, thereby increasing the authorised share capital from £40,000,000 to £65,000,000.

Item 5, Electronic communications

Subject to the passing of Resolution 5, under the AIM Rules for Companies and in accordance with the Bermuda Companies Act 1981 (as amended) the Company can use its website to publish statutory documents, notices and other information to shareholders, such as the Annual Report and Accounts, as its default method of publication.

The Company would like to take advantage of these new regulations; therefore in future the Company intends to publish all shareholder information, including the Notice of Annual General Meeting and the Annual Report and Accounts, subject to the passing of Resolution 5, on the Company's website at www.petradiamonds.com. Reducing the number of communications sent by post will not only result in cost savings in terms of administration, printing and posting costs, it will also speed up the provision of information to shareholders. The reduced use of paper will also have environmental benefits.

In addition to Resolution 5 being passed by the shareholders, the AIM Rules for Companies requires that shareholders are asked individually to consent to this method of publication. Therefore, each shareholder of the Company will be written to individually to seek his/her consent to receive notices, documents and other information of the Company via publication on the Company's website at www.petradiamonds.com. Shareholders will then be able to choose whether they wish to opt in to electronic communications, or whether they wish to continue to receive notices, documents and other information in hard copy. If the Company does not receive a response from the shareholder within 28 days of such request, the shareholder will be deemed to have opted in.

If a shareholder consents, or is deemed to have consented, to website publication, he/she will continue to be notified each time that the Company places a statutory communication on the Company's website. This notification will be sent either by post or by email, according to the preference of that individual shareholder.