

ROCKWELL DIAMONDS INC.

(ISIN: CA77434W1032)
(Incorporated under the laws of British Columbia, Canada)
SA company registration number: 2007/031582/10
(JSE share code: RDI)
("Rockwell" or "the Company")



FORM OF PROXY – SPECIAL GENERAL MEETING OF HOLDERS TO BE HELD ON WEDNESDAY, JUNE 17, 2009

This Form of Proxy is solicited by the Executive Directors of Rockwell Diamonds Inc., as defined in the Executive Directors information circular dated May 20, 2009.

Only for use by certificated holders or dematerialised holders of Rockwell who have selected "own-name" registration.

For use by Rockwell holders at the Special General Meeting of holders to be held at Boardroom B1, 666 Burrard Street, Vancouver, British Columbia, Canada on Wednesday, June 17, 2009 at 11:00 am (Pacific Daylight Time)/8:00 pm (South African Time), and at any adjournment thereof.

If you have dematerialised shares with a Central Securities Depository Participant ("CSDP") or broker and have not selected "own-name" registration, you must arrange with your CSDP or broker to provide you with the necessary letter of representation to attend the Special General Meeting of holders or you must instruct them as to how you wish to vote in this regard. This must be done in terms of the agreement entered into between you and the CSDP or broker.

I/We (Names in full – please print)

of (address – please print):

being the holder of common shares in Rockwell hereby appoint:

- 1. _____ of _____ or failing him/her,
- 2. _____ of _____ or failing him/her,
- 3. David Copeland, Chairman of the Company, or failing him, Trevor Thomas, Corporate Secretary of the Company as my/our proxy to attend and vote for me/us at the Special General Meeting of holders, to be held at Boardroom B1, 666 Burrard Street, Vancouver, British Columbia, Canada on Wednesday, June 17, 2009 at 11:00 am (Pacific Daylight Time)/8:00 pm (South African Time) and at any adjournment thereof, for purposes of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat in accordance with the following instructions (see notes):

(VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED** TEXT OVER THE BOXES)

1. Removal of Directors To remove from office, by special resolution, one or more directors of Rockwell Diamonds Inc.	For	Against
2. Shareholder Rights Plan To continue the Shareholders Rights Plan	For	Against
3. Fair Rights Offering To authorise and direct the Company to conduct a fair rights offering which does not require amendment or termination of the Shareholder Rights Plan on the terms set out in the information circular prepared by the Executive Directors	For	Against
4. Denial of Dissidents Costs To direct Rockwell Diamonds Inc. to not reimburse the Dissident requisitioner of the Meeting for its costs in connection with the Meeting	For	Against
	For	Against

Signed at _____ on _____ 2009

Name

(in block letters)

Signature/s

Assisted by me

(If applicable)

Full name/s of signatory/ies if signing in a representative capacity

(in block letters and authority to be attached – see note 11)

Please read the notes overleaf:

Notes

- (1) **The Executive Directors' information circular is available for download at www.SEDAR.com. Copies of the Executive Directors' information circular can also be obtained by contacting the Executive Directors' solicitation agent, Laurel Hill Advisory Group toll-free, at 0-800-982-179 in South Africa, 1-888-882-6737 in North America, 00-800-8655-1111 in Europe, or by calling 1-416-637-4611 collect.**
- (2) **Each holder is entitled to appoint one or more persons or companies to act as proxies (none of whom need be a holder of the Company) to attend, speak, vote or abstain from voting in place of that holder at the Special General Meeting of the Company.**
- (3) **If a holder wishes to appoint a proxy or proxies other than the persons whose names are printed herein, insert the name of a proxy or the names of two alternative proxies of the holder's choice in the space/s provided, with or without deleting "David Copeland, Chairman of the Company, or failing him, Trevor Thomas, Corporate Secretary of the Company," but any such deletion must be initialled by the holder. The person whose name stands first on the form of proxy and who is present at the Special General Meeting of holders will be entitled to act as proxy to the exclusion of those whose names follow.**
- (4) **Forms of proxy must be lodged with or posted to the transfer secretaries, Computershare Investor Services (Pty) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) to be received by no later than 8pm (South African Time) on Monday, June 15, 2009.**
- (5) The completion and lodging of this form of proxy will not preclude the holder from attending the Special General Meeting and speaking and voting in person to the exclusion of any proxy appointed in terms hereof, should such holder wish to do so.
- (6) **If the signatory does not indicate in the appropriate place on the face hereof how he/she wishes to vote in respect of any resolutions, his/her proxy shall be entitled to vote as he/she deems fit in respect of that resolution, and in the case of the appointment of David Copeland, Chairman of the Company, or failing him, Trevor Thomas, Corporate Secretary of the Company as proxy holder, the proxy holder will vote as recommended by management in the HIGHLIGHTED TEXT over the election boxes and in accordance with the recommendations of the Executive Directors as more particularly set out in the information circular prepared by the Executive Directors.**
- (7) The Chairman of the Company, or failing him, the Corporate Secretary of the Company shall be entitled to decline to accept the authority of a person signing this form of proxy:
 - under a power of attorney; or
 - on behalf of a company;unless the power of attorney or authority is deposited at the office of the Company's transfer secretaries, not less than 48 hours before the time appointed for the holding of the Special General Meeting of holders.
- (8) The Chairman of the Company, or failing him, the Corporate Secretary of the Company may reject or accept any form of proxy, which is completed and/or received other than in accordance with these notes, provided that the Chairman of the Company, or failing him, the Corporate Secretary of the Company is satisfied as to the manner in which the holder concerned wishes to vote.
- (9) The completion of any blank spaces need not be signed or initialled. A deletion of any printed matter and other alterations must be signed or initialled.
- (10) If the holding is not indicated on the form of proxy, the proxy will be deemed to be authorised to vote the total holding registered in the holder's name.
- (11) A vote given in terms of an instrument of proxy shall be valid in relation to the Special General Meeting, notwithstanding the death of the person granting it, or the revocation of the proxy, or the transfer of the shares in the Company in respect of which the vote is given, unless an intimation in writing of such death, revocation or transfer is received by the transfer secretaries no less than 48 hours before the commencement of the Special General Meeting.
- (12) Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity (e.g. for a company, close corporation, trust, pension fund, deceased estate, etc.) must be attached to this form of proxy unless previously recorded by the Company or its transfer secretaries or waived by the Chairman of the Company, or failing him, the Corporate Secretary of the Company.
- (13) Where this form of proxy is signed under power of attorney, such power of attorney must accompany this form of proxy, unless it has previously been registered with the Company or the transfer secretaries.
- (14) Where there are joint holders of shares and if more than one such joint holder is present or represented thereat, then the person whose name appears first in the register of such shares or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof.
- (15) Where shares are held jointly, all joint holders are required to sign.
- (16) A minor must be assisted by his/her parent or guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries of the Company.
- (17) Dematerialised holders who have not selected "own-name" registration and who wish to attend the Special General Meeting or to vote by way of proxy, must advise their CSDP or broker who will issue the necessary letter of representation in writing for a dematerialised holder or proxy to do so.
- (18) If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
- (19) This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.

Transfer Secretaries

Comutershare Investor Services (Pty) Ltd
Reg. No. 2004/003647/07
Proxy Dept. PO Box 61051, Marshalltown, 2107, South Africa
Fax: +27 11 688-5285