



No. S093956
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*, S.B.C. 2002, C.57,
S.167 AND S. 186 AND IN THE MATTER OF ROCKWELL DIAMONDS INC.

Between:

PALA INVESTMENTS HOLDINGS LIMITED

Petitioner

And:

JOHN BRISTOW, MARK BRISTOW, DAVE COPELAND
AND ROCKWELL DIAMONDS INC.

Respondents

ORDER

BEFORE THE HONOURABLE) FRIDAY, THE 5TH DAY OF JUNE,
MR. JUSTICE PITFIELD) 2009

THE HEARING OF THIS PETITION coming on at Vancouver, British Columbia, on the 3rd and 4th of June, 2009, and on hearing David R. Brown and Jonathan S. McLean, counsel for the Petitioner Pala Investments Holdings Limited ("Pala"), and R. Michael Tourigny and Corin Bowman, counsel for the Respondents John Bristow, Mark Bristow and Dave Copeland, and no one appearing on behalf of Rockwell Diamonds Inc., and on reading the Petition and affidavits filed herein, and judgment being reserved to this date:

THIS COURT ORDERS AND DECLARES THAT:

1. The application of the Petitioner for the relief specified in paragraphs 1 through 5 of the draft form of order attached to the Petition be and is hereby dismissed.

2. The Special and General Meeting of the Shareholders of Rockwell Diamonds Inc. (the "Company") to be held on June 17, 2009 (the "Meeting") shall be conducted, to the extent applicable, in accordance with the terms of this Order.
3. Responses to the first question in the green form of proxy solicited by John Bristow, Mark Bristow and Dave Copeland (collectively the "Copeland Group") by Circular dated May 20, 2009 (the "Green Proxy"), shall be regarded as a vote for or against, as the case may be, the Pala resolution proposing that all directors be removed from office.
4. Responses to the second question in the Green Proxy shall be regarded as a vote for or against, as the case may be, the Pala resolution proposing an amendment to, and then termination of, the Company's Shareholder Rights Plan. For greater certainty, a vote "for" in response to the second question in the Green Proxy shall be regarded as a vote against the Pala resolution proposing an amendment to, and then termination of, the Company's Shareholders Rights Plan, and a vote "against" in response to the second question in the Green Proxy shall be regarded as a vote for the Pala resolution proposing an amendment to, and then termination of, the Company's shareholders Rights Plan.
5. The Green Proxy shall not be valid for any other purpose, provided, however, that the person in whose favour a Green Proxy has been granted may vote, in his, her or its discretion, on the question of a rights offering or reimbursement to Pala of its expenses in the event that either or both of such issues come before the Meeting following a request to the chair of the Meeting.
6. Any person in whose favour a Proxy in the form of the blue proxy solicited by Pala by Proxy Circular dated May 20, 2009 (the "Blue Proxy") may vote, in his, her or its discretion, on the question of a rights offering or

reimbursement to Pala of its expenses in the event that either or both of such issues come before the Meeting following a request to the chair of the Meeting.

7. Forthwith upon entry of this order, Rockwell shall cause a copy of it to be posted on the System for Electronic Document Analysis and Retrieval ("SEDAR").
8. Not later than Tuesday, June 9, 2009, Rockwell shall issue a press release stating only:
 - (a) that the court has granted an order in response to Pala's petition;
 - (b) that the order may be viewed on the SEDAR website; and
 - (c) directions for accessing the SEDAR website and locating the court's order.
9. The parties shall have liberty to speak to the costs of this proceeding.

BY THE COURT:

REGISTRAR

APPROVED AS TO FORM:

Counsel for the Petitioner

Counsel for Respondents, John Bristow,
Mark Bristow and Dave Copeland

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