

ROCKWELL DIAMONDS INC.

15th Floor – 1040 West Georgia Street
Vancouver, British Columbia V6E 4H8
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and

Level 1, Wilds View, Isle of Houghton
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Johannesburg, 2198
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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general and special meeting (the “**Meeting**”) of shareholders of **Rockwell Diamonds Inc.** (the “**Company**”) will be held at Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, on July 25, 2014, at 10.00 a.m., local time or 7:00 p.m. SA time for the following purposes:

1. To receive and consider the financial statements of the Company for its fiscal year ended February 28, 2013, together with the auditor’s report thereon;
2. To determine the number of directors at seven (7);
3. To elect directors of the Company for the ensuing year;
4. To appoint KPMG Inc., Chartered Accountants, as auditors of the Company for the ensuing year and authorizing the Board of Directors to fix the remuneration of the auditors;
5. To consider and if thought fit, authorize by disinterested majority vote, to approve a share bonus of a maximum of 960,000 Common Shares to certain senior officers and senior staff;
6. To ratify and approve, by ordinary resolution, the continuance of the Company’s share option plan; and
7. To consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. The Meeting will also consider any permitted amendment to, or variation of, any matter identified in this Notice and transact such other business as may properly come before the Meeting or any adjournment thereof.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of Proxy or complete another suitable form of proxy and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular.

Unregistered (Beneficial) shareholders who plan to attend the Meeting must follow the instructions set out in the voting instruction form and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Vancouver, British Columbia, June 16, 2014.

BY ORDER OF THE BOARD

“James A. H. Campbell”

**James Andrew Hartley Campbell
President and Chief Executive Officer**