



LISTING RULE 3.10.5A NOTICE

Lucapa Diamond Company Limited (**ASX: LOM**) (“Lucapa” or “the Company”) provides the following supplementary information under Listing Rule 3.10.5A in relation to the 3,010,070 fully paid ordinary shares announced on 24 April 2018.

- (a) The 3,010,070 fully paid ordinary shares (Shares) were issued under the Company’s Listing Rule 7.1A capacity and resulted in a 0.79% dilution to existing holders of fully paid ordinary shares;
- (b) The Shares were issued to Equigold Pte Ltd pursuant to a Conversion Notice in accordance with the terms of the Equigold Pte Ltd secured loan facility as announced on 9 October 2017;
- (c) There were no underwriting arrangements in place;
- (d) There were no fees or costs incurred in connection with the issue.

An Appendix 3B reflecting the supplementary information above has been released with this announcement.

For and on behalf of the Lucapa Board.

MARK CLEMENTS
COMPANY SECRETARY

Appendix 3B (Amended) New issue announcement, and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Lucapa Diamond Company Limited

ABN

44 111 501 663

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	<ul style="list-style-type: none"> (i) Fully paid ordinary shares (ii) Fully paid ordinary shares (iii) Fully paid ordinary shares (iv) Unlisted \$0.35 options, expiring 24 April 2020
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	<ul style="list-style-type: none"> (i) 30,434,782 Fully paid ordinary shares (ii) 3,010,070 Fully paid ordinary shares (iii) 208,125 Fully paid ordinary shares (iv) 2,500,000 unlisted \$0.35 options, expiring 24 April 2020
3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	<ul style="list-style-type: none"> (i) Fully paid ordinary shares (ii) Fully paid ordinary shares (iii) Fully paid ordinary shares (iv) Unlisted \$0.35 options, expiring 24 April 2020, subject to an 18 month escrow period

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>(i) Yes, the shares rank equally with the ordinary shares currently on issue</p> <p>(ii) Yes, the shares rank equally with the ordinary shares currently on issue</p> <p>(iii) Yes, the shares rank equally with the ordinary shares currently on issue</p> <p>(iv) No, shares issued upon exercise of the options will rank equally with the ordinary shares currently on issue</p>
<p>5 Issue price or consideration</p>	<p>(i) \$0.23 per share</p> <p>(ii) \$0.23 per share</p> <p>(iii) Nil</p> <p>(iv) Nil</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(i) Issue of fully paid ordinary shares pursuant to the placement announced on 9 April 2018</p> <p>(ii) Issue of fully paid ordinary shares pursuant to a Conversion Notice from Equigold for US\$530,937 in accordance with the terms of the US\$15 million secured loan facility</p> <p>(iii) Exercise of vested performance rights expiring 31 May 2020</p> <p>(iv) Issue of unlisted options to corporate advisor pursuant to advisory mandate</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>30 May 2017</p>

+ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1	<ul style="list-style-type: none"> (i) 30,434,782 Fully paid ordinary shares (ii) Nil (iii) Nil (iv) 2,500,000 Unlisted \$0.35 options, expiring 24 April 2020
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	<ul style="list-style-type: none"> (i) Nil (ii) Nil (iii) 208,125 Fully paid ordinary shares following the exercise of vested Performance Rights expiring 31 May 2020 in accordance with the Company's Incentive and Retention Plan as approved by shareholders at the annual general meeting held 26 May 2016 (iv) Nil
6f	Number of +securities issued under an exception in rule 7.2	N/A
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	<ul style="list-style-type: none"> (i) Nil (ii) Yes, in accordance with the terms of the Equigold Loan Facility, the issue price per share should be derived from the lowest one-day VWAP of \$0.2259 in the 15 days preceding service of the Conversion Notice from the Company. By agreement between the Company and Equigold Pte Ltd, the issue price was rounded up and the shares were issued at an agreed price of \$0.23 per Share. (15 day VWAP at date of issue \$0.27 (75% limit: \$0.20): Source IRESS). (iii) Nil (iv) Nil
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A

+ See chapter 19 for defined terms.

6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Refer Annexure 1	
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>(i) Scheduled for 26 April 2018</p> <p>(ii) 24 April 2018</p> <p>(iii) 24 April 2018</p> <p>(iv) 24 April 2018</p>	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		416,053,533	Fully paid ordinary shares
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		11,600,000	Options exercisable at \$0.35 expiring 30 September 2018
		2,500,000	Options exercisable at \$0.35 expiring 24 April 2020
		500,000	Options exercisable at \$0.53 expiring 15 May 2019
		2,925,000	Options exercisable at \$0.53 expiring 2 June 2019
		250,000	Options exercisable at \$0.45 options, expiring 24 May 2020
		2,250,000	Options exercisable at \$0.46 options, expiring 31 May 2020
		1,068,750	Performance Rights expiring 2 June 2019
		1,710,000	Performance Rights expiring 31 May 2020

+ See chapter 19 for defined terms.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company does not have a dividend policy.
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Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A

+ See chapter 19 for defined terms.

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Issue date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ⁺Securities described in Part 1

(b) All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(a)
Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
 1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over
- 37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	N/A
39	+Class of +securities for which quotation is sought	N/A
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	N/A

+ See chapter 19 for defined terms.

<p>41 Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A	
<p>42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)</p>	Number	+Class
	N/A	N/A

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Mark Clements
Company Secretary
24 April 2018

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	325,847,139
<i>Add</i> the following:	
<ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 	
27 April 2017 issued following the exercise of options	200,000
27 April 2017 issued following the exercise of options	1,250,000
26 May 2017 issued following the exercise of options	1,523,030
6 June 2017 issued following the exercise of Performance Rights	1,193,750
14 August 2017 issued following the exercise of options	7,000
16 August 2017 issued following the exercise of options	75,000
17 August 2017 issued following the exercise of options	19,444
25 August 2017 issued following the exercise of options	660,500
31 August 2017 issued following the exercise of options	700,677
1 September 2017 issued following the exercise of options	450,000
1 September 2017 issued following the exercise of Performance Rights	422,500
8 September 2017 issued following the exercise of options	345,612
8 September 2017 issued following the exercise of Performance Rights	416,250
13 September 2017 issued following the exercise of options	1,636,700

+ See chapter 19 for defined terms.

19 September 2017 issued following the exercise of options	2,893,694
20 September 2017 issued following the exercise of options	2,433,263
22 September 2017 issued following the exercise of options	2,353,606
22 September 2017 issued following the exercise of options	1,241,000
29 September 2017 issued following the exercise of options	8,491,375
29 September 2017 issued following the exercise of options	11,326,873
6 October 2017 issued following the exercise of options	9,401,166
6 October 2017 issue of shares	4,224,697
15 November 2017 issue of shares	1,100,000
19 January 2018 issue of shares following the exercise of Performance Rights	1,513,125
24 April 2018 issue of shares following the exercise of Performance Rights	208,125
<ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	379,934,526
Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	56,990,178

+ See chapter 19 for defined terms.

Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used

<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p>15 May 2017 Issue of Shares 250,000</p> <p>15 May 2017 Issue of Options 500,000</p> <p>24 May 2017 Issue of Options 85,000</p> <p>7 June 2017 Issue of Options 165,000</p> <p>15 November 2017 Issue of Shares 2,424,155</p> <p>24 April 2018 Issue of Options 2,500,000</p> <p>26 April 2018 Scheduled issue of Shares 30,434,782</p> <p>18 May 2018 Scheduled issue of Shares 20,600,023</p> <p><i>Note:</i></p> <ul style="list-style-type: none"> • This applies to equity securities, unless specifically excluded – not just ordinary securities • Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed • It may be useful to set out issues of securities on different dates as separate line items 	
<p>“C”</p>	<p>56,958,960</p>
<p>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</p>	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	<p>56,990,178</p>
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p>56,958,960</p>
<p>Total [“A” x 0.15] – “C”</p>	<p>31,218</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	379,934,526
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	37,993,452
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A 24 April 2018 Issue of Shares 18 May 2018 Scheduled issue of shares Notes: <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	 3,010,070 20,704,326
“E”	23,714,396
Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	37,993,452
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	23,714,396
Total [“A” x 0.10] – “E”	14,279,056 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.