

Rockwell Diamonds Completes Amalgamation Transaction

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TORONTO, March 17, 2021 - [Rockwell Diamonds Inc.](#) ("Rockwell" or the "Company") (JSE: RDI) is pleased to announce the successful completion of its previously announced amalgamation (the "Amalgamation") with 1274787 B.C. Ltd. ("Bristco"), a corporation existing under the laws of British Columbia and wholly-owned by Mark Bristow, a director of the Company. The Amalgamation was approved by the shareholders of the Company (the "Shareholders") at the Company's annual and special meeting of Shareholders held on March 2, 2021. The Amalgamation was completed pursuant to the Business Corporations Act (British Columbia), on the terms set out in the acquisition agreement and amalgamation agreement between Rockwell and Bristco, each dated January 15, 2021. Pursuant to the Amalgamation, each outstanding common share of Rockwell (the "Common Shares"), other than Common Shares held by Mark Bristow, were cancelled and exchanged for a redeemable preferred share of the amalgamated corporation on a one-for-one basis and each redeemable preferred share will be redeemed for cash consideration of C\$0.005 per Common Share.

Shareholders who have questions or require assistance with submitting their Common Shares in connection with the Amalgamation may direct their questions to: (i) Computershare Trust Company of Canada by phone toll free at 1-800-564-6253 or by email at corporateactions@computershare.com, or (ii) Computershare Investor Services Proprietary Limited by phone at 0861 100 634 or toll free at +27 11 370 5000 or by email at corporate.events@computershare.co.za, each of which is acting as depository for the Amalgamation. Further information regarding the Amalgamation is available in the management information circular of the Company dated February 1, 2021, which is available under Rockwell's SEDAR profile at www.sedar.com.

Delisting and Reporting Issuer Status

It is anticipated that the Common Shares will be delisted from the JSE Limited (the "JSE") on or about March 19, 2021. The Company has applied to the Canadian securities regulatory authorities to cease to be a "reporting issuer" under applicable Canadian securities legislation. Once the Company ceases to be a reporting issuer, the Company will no longer be subject to the ongoing continuous disclosure and reporting obligations currently imposed upon the Company as a reporting issuer under such legislation.

Forward-Looking Statements

Certain of the information contained in this news release constitutes 'forward-looking statements' within the meaning of securities laws. Such forward-looking statements, including but not limited to statements relating to the delisting from the JSE, and the anticipated timing of the delisting, involve risks, uncertainties and other factors which may cause the actual results to be materially different from those expressed or implied by such forward-looking statements. Such factors include, among others, obtaining required regulatory approvals. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements, except in accordance with applicable securities laws.

No regulatory authority has approved or disapproved the information contained in this news release.

SOURCE [Rockwell Diamonds Inc.](#)

Contact

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