

ROCKWELL DIAMONDS INCORPORATED

(A company incorporated in accordance with the laws of British Columbia, Canada)

(Incorporation number BC0354545)

(Formerly Rockwell Ventures Inc.)

(South African Registration number 2007/031582/10)

Share Code on the JSE Limited: RDI ISIN: CA77434W2022

Share code on NEX: RDI.H CUSIP Number: 7743W103

("Rockwell" or "the Company")

Press Release

January 15, 2021, Toronto. Rockwell Diamonds Inc. ("**Rockwell**" or the "**Company**") (JSE: RDI) today filed its results for the period ended November 30, 2020, indicating its strategy to wind the Company's affairs down in an orderly manner.

The Company confirms that, effective December 23, 2020, the Ontario Securities Commission granted full revocation of the failure-to-file cease trade order (the "**FFCTO**") previously ordered against the Company on July 5, 2018. Such revocation is applicable and effective in the provinces of Ontario, Alberta, Québec, Nova Scotia, New Brunswick, Manitoba, Saskatchewan and British Columbia.

The FFCTO was originally imposed as the Company had not filed within the required timeframe its annual audited financial statements and management's discussion and analysis for the year ended February 28, 2018, nor the certifications of the foregoing filings, as required under Part 4 of National Instrument 51-102 *Continuous Disclosure Obligations*.

As at December 15, 2020, the Company filed all outstanding continuous disclosure documents that were required to be filed under applicable securities laws, and the Company is currently fully compliant in all of its required disclosure filings.

The above position arose as a result of the Company's financial distress as a result of its subsidiaries in South Africa falling in financial duress during 2017 and in liquidation since then, with the final liquidation hearing set for May 2021.

A related party has made an offer to acquire the shareholders interest of the Company, if the Company is delisted and taken private. The offer is inclusive to provide funding to settle creditors and wind down the affairs of the Company. The debenture holders have confirmed that they will not seek repayment of the debentures and surrender their claims in respect of the debentures on terms to be approved, also indicating that they will support acceptance of the offer by the related party. Applications will then be lodged by the Company to delist from the JSE Ltd. (the "**JSE**") and to cease to be a reporting issuer in Canada.

As the Company is fully compliant, the Board can now proceed to formalise the processes and arrange an annual and special general meeting with shareholders, to amongst other, present the applicable offer and disclosures for consideration to shareholders.

Any final decisions, arrangements and agreements would be subject to board, shareholder and regulatory approval in Canada and South Africa.

About Rockwell Diamonds Inc.

Rockwell was engaged in the business of diamond production and the acquisition and exploration of natural resource properties. The Group's mineral properties were located in

South Africa and have been deconsolidated during 2017 due to a loss of control eluded to above.

Rockwell is incorporated in Canada under the British Columbia Business Corporation Act, and is listed on the JSE.

Forward Looking Statements

Except for statements of historical fact, this news release contains certain forward-looking information or forward-looking statements within the meaning of applicable securities law (together, "**forward-looking statements**"), including, but not limited to, statements in this news release with regards to the liquidation proceedings of the Company subsidiaries, and the Company delisting and going private transaction. Forward-looking statements are frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur, although not all forward-looking statements contain these identifying words. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements and readers are cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Forward-looking statements are based on the beliefs, estimates, and opinions of the Company's management on the date the statements are made and involve significant known and unknown risks and uncertainties. Except as required by applicable securities laws, the Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.

For further information contact:

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15 January 2021

Transactional Sponsor: Sasfin Capital (A member of the Sasfin Group)

Legal Advisor: Fasken Martineau DuMoulin LLP