

VANCOUVER, July 17, 2015 /CNW/ - [Rockwell Diamonds Inc.](#) ("Rockwell" or the "Company") (TSX: RDI; JSE: RDI) advises that it has filed an amended and restated preliminary short form prospectus (the "Prospectus") in all provinces of Canada other than the Province of Québec in connection with a proposed offering (the "Offering") of units (the "Units") of the Company for minimum gross proceeds of \$15 million and maximum gross proceeds of up to \$22 million to be priced in the context of the market. Each Unit will be comprised of one common share of the Company and portion of a common share purchase warrant on terms to be determined in the context of the market. The Prospectus amends and restates a preliminary short form prospectus of the Company dated February 27, 2015.

Dundee Securities Ltd. (the "Agent") will act as the lead agent in respect of the Offering.

The Company also has granted the Agent an over-allotment option to purchase such number of Units as is equal to up to an additional 15% of the Units purchased under the Offering, exercisable in whole or in part at any time not later than the 30th day following the closing date for the Offering.

The Company expects to use the net proceeds of the Offering to repay certain loans (the "Loans") incurred to finance the acquisition of certain alluvial diamond properties and associated plants and equipment from Bondeo 140 CC and its affiliates (the "Acquisition"). Any net proceeds above the amount required to repay the Loans may be used by the Company for exploration and development of the properties acquired through the Acquisition and for working capital and general corporate purposes. For further details on the Loans and the Acquisition, please see the Company's material change report dated June 9, 2015 and available at www.sedar.com.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein.

About Rockwell Diamonds Inc.

Rockwell is engaged in the business of operating and developing alluvial diamond deposits, with a goal to become a mid-tier diamond production company. Rockwell also has a development project and a pipeline of earlier stage properties with future development potential. The operations are based on a strategy of throughput processing and technology. Rockwell continuously strives to be the lowest cost producer in the industry.

The Company is known for producing large, high quality gemstone comprising a major portion of its diamond recoveries that is enhanced through a beneficiation joint venture that enables it to participate in the profits on the sale of the polished diamonds.

Rockwell also evaluates consolidation opportunities which have the potential to expand its mineral resources and production profile and to provide accretive value to the Company.

Rockwell's common shares trade on the Toronto Stock Exchange and the JSE Limited under the symbol "RDI".

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

Forward Looking Statements

Except for statements of historical fact, this news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is often, but not always, characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "potential", "should", "likely", "forecast", "estimate" and other similar words or statements that certain events or conditions "may" or "will" occur. 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.

Factors that could cause actual results to differ materially from those in forward-looking statements include risks and uncertainties related to the Loans and the Acquisition; completion on a timely basis of the Offering on satisfactory terms; receipt of all regulatory approvals, including exchange and securities regulatory authority approvals; changes in general economic conditions; the financial markets and the demand and market price for securities of the Company; the mining industry; and many other factors beyond the control of Rockwell.

Although Rockwell has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. No forward-looking statement can be guaranteed. Except as required by

applicable securities laws, forward-looking statements speak only as of the date on which they are made and the Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

For further information on Rockwell, Investors should review Rockwell's filings that are available at www.sedar.com.

SOURCE [Rockwell Diamonds Inc.](#)

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