

**TO: COMPANY ANNOUNCEMENTS OFFICE
ASX LIMITED**

DATE: 29 OCTOBER 2014

ANNUAL GENERAL MEETING

The Annual General Meeting of Botswana Metals Limited will be held at The Conference Room, Quality Suites Beaumont Kew, 7 Studley Park Road, Kew, Victoria 3101 on Friday 28 November 2014 at 10:00 AM.

The Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form have been dispatched to shareholders. Copies of these documents are attached.

The Annual Report of the Company has also been sent to those shareholders who have elected to receive a printed copy.

Pat Volpe
Chairman

Botswana Metals Limited

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NOTICE OF ANNUAL GENERAL MEETING

PROXY FORM

AND

EXPLANATORY MEMORANDUM

Date of Meeting

Friday 28 November 2014

Time of Meeting

10:00 AM AEST

Place of Meeting

The Conference Room
Quality Suites Beaumont Kew
7 Studley Park Road
Kew, Victoria 3101

Botswana Metals Limited

REGISTERED OFFICE

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF BOTSWANA METALS LIMITED (ACN 122 995 073) ("THE COMPANY") WILL BE HELD AT THE CONFERENCE ROOM, QUALITY SUITES BEAUMONT KEW, 7 STUDLEY PARK ROAD, KEW, VICTORIA 3101 ON FRIDAY 28 NOVEMBER 2014 AT 10:00 AM (AEST).

An Explanatory Memorandum containing information in relation to the resolutions to be put to the meeting accompanies this Notice of Annual General Meeting.

AGENDA

ORDINARY BUSINESS

Item 1 Financial Statements and Reports

To receive and consider the Financial Statements and the Reports of the Directors and Auditor for the year ended 30 June 2014.

Item 2 Remuneration Report (Resolution 1)

To consider and, if thought fit, to pass the following as a non-binding resolution of the Company:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report, as contained in the Company's Annual Report for the financial year ended 30 June 2014".

Note – Pursuant to Section 250R(3) of the Corporations Act 2001, the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement: A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the Voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the Voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

Item 3 Re-election of Mr Massimo Livio Cellante as a Director (Resolution 2)

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

"That Mr Massimo Livio Cellante, who retires by rotation in accordance with the Company's Constitution, and having offered himself for re-election and being eligible, is hereby re-elected as a Director of the Company".

SPECIAL BUSINESS

Item 4 Approval of 10% Placement Capacity for a further 12 months (Resolution 3)

To consider and, if thought fit, to pass the following as a special resolution of the Company:

“That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast on the Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Item 5 Ratification of shares and options (Resolution 4)

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

“That for the purposes of ASX Listing Rule 7.4, and for all other purposes, the prior issue on 11 June 2014 of 35,714,285 fully paid ordinary shares in the Company and 35,714,285 options to acquire ordinary shares in the Company on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice, be ratified.”

Voting Exclusion Statement: The Company will disregard any votes cast on the Resolution by any person who participated in the issue of the shares and options and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Item 6 Approval of Botswana Metals Limited Performance Rights Plan (Resolution 5)

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

“That, for the purposes of ASX Listing Rule 7.2 Exception 9, section 195(4) of the Corporations Act 2001 and for all other purposes, approval is given for the following:

- (a) the establishing and operation of a long term incentive plan to be called the Botswana Metals Limited Performance Rights Plan (“the Plan”) for the provision of incentives to employees, directors and other persons who the Board declares are eligible to receive rights (“Participants”);
- (b) the grant of performance rights and the subsequent issue or transfer of shares in the Company to Participants under the Plan; and
- (c) the giving of benefits to those Participants under the Plan,

as detailed in the Explanatory Memorandum accompanying this Notice.”

Voting Exclusion Statement: The Company will disregard any votes cast on the Resolution by any of the following persons:

- (a) any Director of the Company; and
- (b) any associate of a Director of the Company.

However, the Company need not disregard a vote by a person (the Voter) described above if the vote is not cast on behalf of a person described above and either:

- (c) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (d) the Voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

Item 7 Grant of 3,000,000 Performance Rights to Mr Patrick John Volpe (Resolution 6)

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

“That, subject to and conditional on Item 6 (Resolution 5) being passed, for the purposes of ASX Listing Rule 10.14, and for all other purposes, approval is given for the grant of 3,000,000 Performance Rights each to acquire one fully paid ordinary share in the Company for no consideration to Mr Patrick John Volpe or his nominee on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”

Voting Exclusion Statement: The Company will disregard any votes cast on the Resolution by any of the following persons:

- (a) any Director of the Company; and
- (b) any associate of a Director of the Company.

However, the Company need not disregard a vote by a person (the Voter) described above if the vote is not cast on behalf of a person described above and either:

- (c) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (d) the Voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

Item 8 Grant of 500,000 Performance Rights to Dr Paul Woolrich (Resolution 7)

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

“That, subject to and conditional on Item 6 (Resolution 5) being passed, for the purposes of ASX Listing Rule 10.14, and for all other purposes, approval is given for the grant of 500,000 Performance Rights each to acquire one fully paid ordinary share in the Company for no consideration to Dr Paul Woolrich or his nominee on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”

Voting Exclusion Statement: The Company will disregard any votes cast on the Resolution by any of the following persons:

- (a) any Director of the Company; and
- (b) any associate of a Director of the Company.

However, the Company need not disregard a vote by a person (the Voter) described above if the vote is not cast on behalf of a person described above and either:

- (c) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (d) the Voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

By Order of the Board of
Botswana Metals Limited

A handwritten signature in black ink, appearing to read 'Ramon Jimenez', with a long, sweeping horizontal stroke extending to the right.

Ramon Jimenez
Company Secretary
Dated: 27 October 2014

GENERAL NOTES

Background Information

To assist you in deciding how to vote on the above resolutions, further details as background information to the resolutions are set out in the Explanatory Memorandum forming part of this notice of meeting.

To view the Company's Annual Report online please visit the Company's website at www.botswanametals.com.au

Questions from shareholders

The Chairman of the meeting will allow a reasonable opportunity for stakeholders to ask general questions or make comments on the Company (aside from questions regarding the Remuneration Report and any other resolutions which will be prior to voting) after the formal part of the meeting.

Ryan Dummett of William Buck, as the auditor responsible for preparing the auditor's report for the year ended 30 June 2014 (or his representative) will attend the meeting. The Chairman of the meeting will allow a reasonable opportunity for the members as a whole to ask the auditor questions at the meeting about:

- The conduct of the audit;
- The preparation and content of the auditor's report;
- The accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- The independence of the auditor in relation to the conduct of the audit.

Voting Entitlement

The Company has determined that, for the purposes of voting at the meeting, shares will be taken to be held by the registered holders as at 10:00 AM (AEST) on 26 November 2014, subject to the Constitution of the Company.

Proxies

A Shareholder who is entitled to attend and vote at the meeting has a right to appoint a proxy and should use the proxy form accompanying this document. The proxy need not be a Shareholder.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, section 249X of the Corporations Act will take effect so that each proxy may exercise half of the votes (ignoring fractions).

A proxy's authority to speak and vote for a Shareholder at the meeting is suspended if the Shareholder is present at the meeting. The proxy form must be signed and dated by the Shareholder or the Shareholder's attorney. Joint Shareholders must each sign.

Proxy forms or the original of such authority (if any) under which the proxy form is signed must be received by the Company at Suite 506, Level 5, 1 Princess Street, Kew, Victoria 3101 or by fax (within Australia) (03) 9855 2885 (outside Australia) +61 3 9855 2885 not later than 48 hours before the commencement of the meeting.

Directors and Officers of all corporate shareholders should note that unless the corporate shareholder either:

- (a) completes and lodges with the Company a valid appointment of proxy in accordance with the instructions in these notes; or
- (b) completes and either lodges with the Company prior to the meeting a form of appointment of or certificate of appointment of a personal representative in accordance with the provisions of Section 250D of the Corporations Law or causes such personal representative to attend the meeting with such form of appointment or certificate; or
- (c) has appointed an attorney.

and such proxy, personal representative or attorney attends the relevant meeting, then such corporate shareholder will be unable to exercise any votes at the relevant meeting.

Corporate Members should comply with the execution requirements set out in these notes or otherwise comply with the provisions of Section 127 of the Act. Section 127 of the Act provides that a company may execute a document without using its common seal if the document is signed by:

- 2 directors of the company; or
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary – that director.

For Botswana Metals Limited to rely on the assumptions set out in Sections 129(5) and (6) of the Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable.

In particular a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of **BOTSWANA METALS LIMITED** (“the Company”) in connection with the business to be transacted at the Annual General Meeting of shareholders of Botswana Metals Limited to be held at The Conference Room, Quality Suites Beaumont Kew, 7 Studley Park Road, Kew, Victoria 3101 on Friday 28 November 2014 at 10:00 AM AEST.

It forms part of the accompanying Notice of Meeting convening the 2014 Annual General Meeting and contains an explanation of, and information about, the following matters to be considered at the meeting:

- the Financial Statements and Reports;
- the Remuneration Report,
- the re-election of Mr Massimo Livio Cellante as a Director of the Company,
- the approval of 10% placement capacity for a further 12 months,
- the ratification of the prior issue of shares and options,
- the approval of the Botswana Metals Limited Performance Rights Plan,
- the approval of the grant of 3,000,000 Performance Rights to Mr Patrick John Volpe, and
- the approval of the grant of 500,000 Performance Rights to Dr Paul Woolrich.

The Directors recommend shareholders read the accompanying Notice of General Meeting (“Notice”) and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Item 1 Financial Statements and Reports

The Corporations Act 2001 (Cth) requires the Annual Report (which includes the financial statements and Director’s Declaration), the Director’s Report and the Auditor’s Report in respect of the financial year of Botswana Metals Limited ended 30 June 2014 to be laid before the 2014 Annual General Meeting. Shareholders will be given an opportunity at the Meeting to ask questions and make comments on these reports.

Item 2 Resolution 1: Remuneration Report

General

The Corporations Act requires that at a listed company’s Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company’s remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors’ Report contained in the Annual Report of the Company for the financial year ending 30 June 2014.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Voting consequences

Under changes to the Corporations Act that came into effect on 1 July 2011, if at least 25% of the votes cast on a Remuneration Report resolution are voted against adoption of the Remuneration Report in two consecutive Annual General Meetings, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting to consider the appointment of Directors of the Company (“Spill Resolution”) at the second Annual General Meeting.

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the general meeting (“Spill Meeting”) within 90 days of the second Annual General Meeting.

All of the Directors of the Company who were in office when the Directors' Report (as included in the Company's Annual Report for the financial year ended immediately before the second Annual General Meeting) was approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

At the 2013 AGM less than 25% of the votes cast on the resolution to adopt the Remuneration Report were voted against the resolution and therefore the Company will not be required to put a Spill Resolution to shareholders at the 2014 AGM.

Proxy Restrictions

Shareholders appointing a proxy for Resolution 1 should note the following:

If you appoint a member of the Key Management Personnel as your proxy

If you elect to appoint a member of Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of that member, **you must direct the proxy how they are to vote.** Undirected proxies granted to these persons will not be included in any vote on Resolution 1.

If you appoint the Chair as your proxy

If you elect to appoint the Chair as your proxy, you **do not** need to direct the Chair how you wish them to exercise your vote on Resolution 1. The proxy form contains an express authorisation entitling the Chair to exercise their discretion in exercising your proxy even though Resolution 1 is connected directly or indirectly with the remuneration of Key Management Personnel.

If you appoint any other person as your proxy

You **do not** need to direct your proxy how to vote.

Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as described in the Remuneration Report) and, as described in the voting restrictions on this resolution (set out above) each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this resolution, the Directors recommend that **shareholders vote in favour of Resolution 1** to adopt the Remuneration Report.

The Chairman will use any undirected/open proxies to vote in favour of this Resolution.

Item 3 Resolution 2: Re-election of Director

General

In accordance with the Company's Constitution, at every Annual General Meeting, one-third of the Directors must retire from office and are eligible for re-election. The Directors to retire are those who have been longest in office since their appointment or last re-appointment, or, if the directors have been in office for an equal length of time by agreement.

Mr Massimo Livio Cellante retires by rotation and being eligible for re-election, has consented to be re-elected and presents himself for re-election.

Recommendation

The Directors, other than Mr Cellante, recommend that **shareholders vote in favour of Resolution 2** to re-elect Mr Cellante as a director of the Company.

The Chairman will use any undirected/open proxies to vote in favour of this Resolution.

Item 4 Resolution 3: Approval of 10% Placement Capacity for further 12 months

General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its Annual General Meeting to allow it to issue Equity Securities up to 10% of its issued capital over a period up to 12 months after the Annual General Meeting (“10% Placement Capacity”).

The Company is an Eligible Entity.

If Shareholders approve Resolution 3, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (As set out below).

The effect of Resolution 3 will be to allow the Directors to issue Equity Securities up to 10% of the Company’s fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company’s 15% annual placement capacity under Listing Rule 7.1.

Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its Annual General Meeting to issue Equity Securities in addition to those under the Eligible Entity’s 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant Annual General Meeting:

- (a) is not included in the S&P / ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P / ASX 300 Index and has a current market capitalisation less than \$300,000,000.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has two classes of Equity Securities on issue, being Shares (ASX Code: BML) and Options (ASX: BMLOB).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$(A \times D) - E$

Where:

- A:** is the number of Ordinary Securities on issue 12 months before the date of issue or agreement:
 - (A) plus the number of Ordinary Securities issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (B) plus the number of partly paid Ordinary Securities that became fully paid in the previous 12 months;
 - (C) plus the number of Ordinary Securities issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4; and
 - (D) less the number of Ordinary Securities cancelled in the previous 12 months.
- D:** is 10%.

- E:** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Resolution 3.

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date on which the price at which the Equity Securities are to be issued is agreed, the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

or such longer period if allowed by ASX ("10% Placement Capacity Period").

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Variable 'A' In Listing Rule 7.1A.2		Dilution		
		\$0.012 50% decrease In Issue Price	\$0.023 Issue Price	\$0.046 100% increase In Issue Price
Current Variable A 533,107,879 Shares	10% Voting Dilution	53,310,788 Shares	53,310,788 Shares	53,310,788 Shares
	Funds raised	\$613,074	\$1,226,148	\$2,452,296
50% increase in current Variable 'A' 799,661,819 Shares	10% Voting Dilution	79,966,182 Shares	79,966,182 Shares	79,966,182 Shares
	Funds raised	\$919,611	\$1,839,222	\$3,678,444
100% increase in current Variable 'A' 1,066,215,758 Shares	10% Voting Dilution	106,621,576 Shares	106,621,576 Shares	106,621,576 Shares
	Funds raised	\$1,226,148	\$2,452,296	\$4,904,592

*The number of Shares on issue (variable A in the formula) could increase as a result of Shares that do not require Shareholder approval to be issued (such as under a pro-rata rights issue, scrip issued under a takeover offer or shares issued on the exercise of options) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. The current shares on issue (Variable A) does not include the 35,714,285 shares issued on 11 June 2014 utilising the Company's available placement capacity under ASX Listing Rule 7.1. A resolution to ratify the issue of those shares will be put to the meeting. If the issue of shares is ratified then Variable 'A' will increase accordingly.
2. The issue price set out above is the closing price of the Shares on the ASX on 22 October 2014.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

Purpose of Issue under 10% Placement Capacity

Funds raised from the issue of Equity Securities under the 10% Placement Capacity will be used to pay corporate and administration overheads and for working capital for exploration and review of other anomalies within the Company's exploration portfolio that are outside the BCL joint venture area.

Allocation under the 10% Placement Capacity

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate,
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisors (if applicable).

(d) Previous Approval under ASX Listing Rule 7.1A

The Company previously obtained approval under ASX Listing Rule 7.1A on 28 November 2013.

The total number of equity securities issued in the twelve months preceding the date of the meeting is 226,644,245 which represented 30% of the total number of equity securities on issue at the commencement of that twelve month period.

In the twelve months preceding the date of the meeting the following securities have been issued or are proposed to be issued:

Date	Number of securities	Issued to	Issue price	Discount to market	Total consideration	Amount spent
03/04/14	62,500,000 ordinary shares	Professional and sophisticated investors. Issue was managed by Foxfire Capital Pty Ltd ("Foxfire").	\$0.008	20%	\$500,000 cash	\$500,000
30/05/14	62,500,000 options expiring 31/12/16 exercisable at \$0.015 (free options attached to the shares placed on 03/04/14).	Professional and sophisticated investors. Issue was managed by Foxfire.	N/A	N/A	Nil	N/A
11/06/14	35,714,285 ordinary shares	Professional and sophisticated investors.	\$0.014	18%	\$500,000 cash	Nil

		Issue was managed by CPS Capital Group Pty Ltd (“CPS”).				
11/06/14	35,714,285 options expiring 31/12/16 exercisable at \$0.015 (free options issued with the shares placed on 11/06/14)	Professional and sophisticated investors. Issue was managed by CPS.	N/A	N/A	Nil	N/A
11/06/14	30,000,000 options expiring 31/12/16 exercisable at \$0.015	Nominees of Venture International Corporate Services Pte. Ltd.	\$0.002	67%	\$60,000 (value of services)	N/A
09/07/14	200,000 ordinary shares	Option holders that exercised their options	\$0.015	54%	\$3,000 cash	Nil
03/09/14	15,675 ordinary shares	Option holders that exercised their options	\$0.015	32%	\$235 cash	Nil

Mr Patrick John Volpe is a shareholder of, and consultant to, Foxfire.

Funds raised by the above issues was used, or will be used, to pay corporate and administration overheads and for working capital for exploration and review of other anomalies within the Company’s exploration portfolio that are outside the BCL joint venture area.

In the twelve months preceding the date of the meeting the Company did not issue any shares pursuant to the ASX Listing Rule 7.1A approval obtained on 28 November 2013.

Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

Recommendation

The Directors unanimously recommend that **shareholders vote in favour of Resolution 3** to approve the additional 10% placement capacity.

The Chairman will use any undirected/open proxies to vote in favour of this Resolution.

Item 5

Resolution 4: Ratification of issue of shares and options

Background

On 4 June 2014 the Company announced the appointment of CPS Capital Group Pty Ltd (“CPS”) to manage a share placement to raise \$500,000 (before costs) by the issue to professional and sophisticated investors of 35,714,285 fully paid ordinary shares at an issue price of 1.4 cents (\$0.014) per share with one-for-one free attaching listed options exercisable at 1.5 cents (\$0.015) at any time up to 31 December 2016.

On 11 June 2014 the Company issued:

- 35,714,285 fully paid ordinary shares; and
- 35,714,285 options to acquire ordinary shares exercisable at 1.5 cents (\$0.015) per option at any time up to 31 December 2016,

under the Company’s available share issue capacity pursuant to Listing Rule 7.1.

ASX Listing Rules

ASX Listing Rule 7.1 provides that the Company must not issue or agree to issue more equity securities if such issue, when aggregated with the securities issued by the Company during the previous 12 months, would be a number that exceeds 15% of the issued ordinary securities at the commencement of that 12 month period, unless an exception in ASX Listing Rule 7.2 applies or the issue is approved by shareholders.

The 35,714,285 fully paid ordinary shares and 35,714,285 options placed to professional and sophisticated investors were issued under the Company’s 15% placement capacity pursuant to ASX Listing Rule 7.1.

ASX Listing Rule 7.4 provides that an issue of securities without approval of shareholders under ASX Listing Rule 7.1 is deemed as having been made with approval if the issue of securities did not breach ASX Listing Rule 7.1 and holders of ordinary securities subsequently approve the issue.

By Resolution 4 the Company is seeking that shareholders ratify the prior issue of 35,714,285 fully paid ordinary shares and 35,714,285 options so as to refresh the Company’s 15% placement capacity under ASX Listing Rule 7.1.

Mandatory disclosures

As required by ASX Listing Rule 7.5 the following information is provided:

- **Number of securities issued**
35,714,285 fully paid ordinary shares and 35,714,285 options to acquire ordinary shares.
- **Issue price of securities**
1.4 cents (\$0.014) cash per share.
Nil consideration per option.
- **Terms of securities**
Fully paid ordinary shares ranking equally with all other fully paid ordinary shares.
Options are exercisable at 1.5 cents (\$0.015) per option, expire on 31 December 2016 and have the same terms and conditions as the existing listed options (ASX: BMLOB).
- **Names of allottees or the basis on which allottees were determined**

- The allottees were clients of CPS comprising professional and sophisticated investors (as defined in section 708 of the *Corporations Act 2001*) and no related parties were involved.
 - CPS was paid a management fee equal to 6% of the funds raised.
- **Intended use of the funds raised**
Funds raised from the issue of shares will be used to pay corporate and administration overheads and for working capital for exploration and review of other anomalies within the Company's exploration portfolio that are outside the BCL joint venture area.

Any funds raised from the exercise of the options will be similarly used.
 - **Voting exclusion statement**
Included in the Notice of General Meeting.

Recommendation

The Directors recommend that **shareholders vote in favour of Resolution 4** to ratify the issue of shares.

The Chairman will use any undirected/open proxies to vote in favour of this Resolution.

Item 6 **Resolution 5: Approval of Botswana Metals Limited Performance Rights Plan**

Background

The Board of Directors has decided to introduce a long term incentive plan called the Botswana Metals Limited Performance Rights Plan ("the Plan") under which benefits can be provided to Directors, senior executives and other selected employees as a reward for the successful performance of the Company and the achievement of goals. The Board of Directors believe that if key officers and staff are able to deliver successful outcomes for the Company then they should be able to share in the benefits derived from that success through the Plan.

The Plan provides for eligible participants (being officers, senior executives and other employees) to be offered Performance Rights as part of their total remuneration. Performance Rights will convert into shares (vest) subject to the satisfaction of continuity of service and achievement of the vesting conditions.

If the continuity of service condition or other performance hurdles are not met then no Performance Rights will vest and no shares will be issued to participants.

ASX Listing Rules

ASX Listing Rule 7.1 provides that the Company must not issue or agree to issue more equity securities if such issue, when aggregated with the securities issued by the Company during the previous 12 months, would be a number that exceeds 15% of the issued ordinary securities at the commencement of that 12 month period, unless an exception in ASX Listing Rule 7.2 applies or the issue is approved by shareholders.

ASX Listing Rule 7.2, in exception 9, provides that Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within the three years before the date of issue, shareholders have approved the issue as an exception to ASX Listing Rule 7.1

The rules of the Plan are submitted to shareholders for approval at the meeting for the first time.

If approval is granted then any securities issued under the Plan will be excluded from the calculation of the maximum number of new securities that can be issued by the Company under ASX Listing Rule 7.1.

Corporations Act

As all directors are eligible to participate in the Plan it is possible that they would all have a “material personal interest” in any matters arising under the Plan and as such would be unable to form a quorum at any meetings necessary to carry out transactions relation to the Plan. The Directors have accordingly exercised their right under section 195(4) of the Corporations Act for shareholders to approve the carrying out of transactions relating to the Plan.

Summary of Plan terms

The Board of Directors will be responsible for administering the Plan in accordance with the rules of the Plan and the terms and conditions of specific grants of Performance Rights.

The key terms of the Plan are as follows:

- (a) The Board of Directors may, in its absolute discretion, determine which eligible persons will be granted Performance Rights under the Plan and the terms and performance conditions attaching to those Performance Rights;
- (b) A Performance Right will only vest on the satisfaction of the performance conditions and any other conditions specified on the grant of the Performance Right;
- (c) A Performance Right confers on the holder no right to vote, attend meetings ,participate in a distribution of profit or a return of capital or any other participating rights or entitlements unless and until the Performance Right vests;
- (d) Performance Rights will not be quoted on ASX.
- (e) Unvested Performance Rights will lapse on the earlier of:
 - the expiry date specified when the Performance Rights were granted;
 - the holder ceasing to be an officer or employee of the Company;
 - the holder transferring a Performance Right other than in accordance with the Plan rules;
 - failure to meet a performance condition by the date that the condition must be met.
- (f) Unless otherwise determined by the Board of Directors, no payment is required to be made by a holder on the grant or vesting of a Performance Right.
- (g) Any shares issued under the Plan will rank equally with all other shares then on issue, except as regards to any rights attaching to shares by reference to a record date prior to the date of their allotment.
- (h) The Company may determine any reasonable escrow conditions in respect of shares issued or transferred under the Plan, including placing a holding lock on the shares.
- (i) The Company will apply for quotation of the shares issued under the plan within the period required by the ASX.

(j) To the extent allowed by applicable law or the ASX Listing Rules, the Board of Directors may, at its discretion, impose any restriction (relating to dealings) on shares issued or transferred to a holder of Performance Rights on the exercise of a Performance Right.

(k) Notwithstanding that any performance conditions may be unsatisfied, in the event of:

- a takeover bid being made for shares and a statement is lodged with the ASX to the effect that a person has become entitled to not less than 50% of the shares;
- pursuant to an application made to the court, the court orders a meeting to be held in relation to a proposed compromise or arrangement for the purpose of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other companies;
- the Company passes a resolution for voluntary winding up; or
- an order is made for the compulsory winding up of the Company,

the Board of Directors may, in its absolute discretion, determine that all or a specified number of the Performance Rights will vest.

(l) If a holder of Performance Rights ceases to be an employee or officer of the Company as a result of:

- the death, total and permanent disability, retirement or redundancy of the Participant; or
- any other circumstances which are considered by the board of Directors in its absolute and sole discretion to be extraordinary,

and provided the cessation date is in excess of six months after the date of grant of the Performance Rights, then that number of Performance Rights which is proportional to the number of days the Participant was employed or was in office as compared to the applicable performance period for the Performance Rights will become immediately exercisable (provided that number of Performance Rights are exercised within three months of the cessation date), save that in circumstances where the cessation is due to a reason set out above and such cessation occurs after all performance conditions have been satisfied, other than any condition that is solely attributable to the holder's tenure with the Company in employment or office), all Performance Rights held by such holder may become immediately exercisable.

(m) In the event of a capital reorganisation by the Company (including bonus issues and new issues) the Performance Rights held by a holder, and the shares allocated to the holder on vesting of the Performance Rights, will be treated or adjusted, as set out in the Plan rules. In general, it is intended that the holder of Performance Rights will not receive any advantage or disadvantage from such an adjustment.

(n) The Board of Directors may alter, delete or add to the provisions of the Plan without obtaining the consent of shareholders provided such alterations or deletions are consistent with the ASX Listing Rules.

(o) The Plan is administered by the Board of Directors, which has absolute and unfettered discretion to act or refrain from acting under or in connection with the Plan or any Performance Rights issued under the Plan and in the exercise of any power or discretion under the Plan.

A copy of the Plan is available on request to the Company Secretary or from the Company's website at <http://www.botswanametals.com.au/>.

Directors and Associates

ASX Listing Rule 101.4 prevents the Company from issuing Performance Rights to Directors and their associates without the approval of shareholders.

Shareholder approval will be obtained for all such issues. Resolutions 6 and 7 will be put to the meeting to authorise the issue of Performance Rights to Mr Patrick John Volpe (Executive Chairman) and Dr Paul Woolrich (Non-executive Director).

This rule does not apply to securities purchased on market to be provided to participants under the Plan.

Proxy Restrictions

Shareholders appointing a proxy for Resolution 5 should note the following:

If you appoint a person who is excluded from voting as your proxy

A voting exclusion statement appears immediately after the text of the resolution on the notice of meeting. If you elect to appoint a party excluded from voting on the resolution as your proxy, **you must direct the proxy how they are to vote**. Undirected proxies granted to these persons will not be included in any vote on Resolution 5.

If you appoint the Chair as your proxy

If you elect to appoint the Chair as your proxy, you **do not** need to direct the Chair how you wish them to exercise your vote on Resolution 5. The proxy form contains an express authorisation entitling the Chair to exercise their discretion in exercising your proxy even though Resolution 5 is connected directly or indirectly with the remuneration of Key Management Personnel.

If you appoint any other person as your proxy

You **do not** need to direct your proxy how to vote.

Recommendation

The Directors, recommend that **shareholders vote in favour of Resolution 5** to approve the Plan.

The Chairman will use any undirected/open proxies to vote in favour of this Resolution.

Item 7 Resolution 6: Grant of 3,000,000 Performance Rights to Mr Patrick John Volpe

Background

Shareholder approval is sought pursuant to ASX Listing Rule 10.14 for the grant of 3,000,000 Performance Rights, representing approximately 0.53% of the current issued ordinary share capital of the Company, to the Executive Chairman Mr Patrick John Volpe.

The Performance Rights will be granted under the Botswana Metals Limited Performance Rights Plan and the resolution is subject to and conditional upon Item 6 (Resolution 5) to adopt that plan being passed.

The Directors believe that the grant of these Performance Rights will provide a long term incentive to Mr Volpe. The Board determined the number of the Performance Rights to be issued to Mr Volpe based on his expected contribution to the Company and the likely/expected impact that this will have on the Company's performance including on the Company's share price performance in the event that the hurdles to the Performance Rights are met.

The directors consider that the Performance Rights are a cost effective and efficient incentive when compared to other forms of incentives such as cash bonuses or greater remuneration. The Performance Rights also allow a benefit to be provided whilst conserving the cash of the Company.

The Performance Rights, if accepted, will be granted to Mr Volpe or his nominee and will vest, subject to Mr Volpe remaining a Director of the Company at each Vesting Date and meeting certain vesting conditions.

Mr Volpe has a relevant interest in 73,829,897 shares in the Company being approximately 12.98% of the shares on issue at the date of this notice. If the Performance Rights the subject of the Resolution are approved, vest and are exercised, Mr Volpe will have a relevant interest in 76,829,897 shares in the company which will amount to approximately 13.44% of the shares then on issue (based on the number of shares on issue as at the date of this notice plus the shares issued on the exercise of the Performance Rights).

It is proposed to issue Mr Volpe with the following Performance Rights:

Vesting Date 30 June 2015:

3,000,000 Performance Rights will vest subject to:

- Mr Volpe still being a Director of the Company at the relevant Vesting Date; and
- the Company defining a JORC compliant inferred resource.

Subject to the Board's discretion, if the vesting conditions have been satisfied, the Performance Rights will vest and be automatically exercised.

Any shares allocated on the exercise of Performance Rights will rank equally with all other shares on issue.

ASX Listing Rules

ASX Listing Rule 10.14 provides that the Company must not permit a director of the Company or an associate of a director of the Company from acquiring securities under an employee incentive scheme without obtaining the approval of holders of ordinary securities.

The proposed grant of Performance Rights to Mr Volpe requires shareholder approval and such approval is sought by this resolution.

The following information is provided in accordance with ASX Listing Rule 10.15:

- **Identity of party receiving securities**
The Performance Rights will be issued to Mr Volpe (or his nominee). Mr Volpe is the Executive Chairman of the Company.
- **Maximum number of securities to be issued**
3,000,000 Performance Rights will be issued to Mr Volpe or his nominee. The maximum number of shares to be issued on the vesting of the Performance Rights is 3,000,000.
- **Price at which the securities will be issued**
The Performance Rights will be issued for no consideration and no funds will be raised from the issue. No consideration is payable on the exercise of the Performance Rights.
- **Incentive scheme details**
The Botswana Metals Limited Performance Rights Plan is to be approved at the meeting. No rights have been issued under the plan.

- **Persons entitled to participate in the plan**

Other directors may be entitled to participate in the plan as determined by the Board. Resolution 7 proposes the issue of Performance Rights to Dr Paul Woolrich (Non-executive Director). It is not currently proposed that Performance Rights be issued to the Company's other Director, Mr Massimo Livio Cellante (Non-executive Director).

- **Loan details**

There is no loan proposed in relation to the Performance Rights to be issued to Mr Volpe.

- **Voting exclusion statement**

Included in the Notice of General Meeting.

- **Date of issue of securities**

The performance rights are intended to be granted on or around 14 December 2014 and in any event will not be granted later than 12 months after the date of the meeting.

Corporations Act

The grant of Performance Rights to Mr Volpe, and the future potential issue of shares on the exercise of the rights will constitute the giving of a financial benefit to a related party of the Company, for which member approval is usually required pursuant to section 208 of the Corporations Act 2001.

Section 211 of the Corporations Act provides that member approval is not required to provide a benefit being remuneration to a related party as an officer or employee of the Company and the giving of the remuneration is reasonable having regard to:

- the circumstances of the Company in giving the remuneration; and
- the related party's circumstances (including the responsibilities involved in the office or employment).

The Board is of the view that the exception in section 211 of the Corporations Act 2001 is relevant to the financial benefits to be provided to Mr Volpe. Accordingly the Company is not seeking the approval of members under section 208 of the Corporations Act.

Proxy Restrictions

Shareholders appointing a proxy for Resolution 6 should note the following:

If you appoint a person who is excluded from voting as your proxy

A voting exclusion statement appears immediately after the text of the resolution on the notice of meeting. If you elect to appoint a party excluded from voting on the resolution as your proxy, **you must direct the proxy how they are to vote**. Undirected proxies granted to these persons will not be included in any vote on Resolution 6.

If you appoint the Chair as your proxy

If you elect to appoint the Chair as your proxy, you **do not** need to direct the Chair how you wish them to exercise your vote on Resolution 6. The proxy form contains an express authorisation entitling the Chair to exercise their discretion in exercising your proxy even though Resolution 6 is connected directly or indirectly with the remuneration of Key Management Personnel.

If you appoint any other person as your proxy

You **do not** need to direct your proxy how to vote.

Recommendation

ASX Listing Rule 10.14 provides that the Company must not permit a director of the Company or an associate of a director of the Company from acquiring securities under an employee incentive scheme without obtaining the approval of holders of ordinary securities.

The proposed grant of Performance Rights to Dr Woolrich requires shareholder approval and such approval is sought by this resolution.

The following information is provided in accordance with ASX Listing Rule 10.15:

- **Identity of party receiving securities**
The Performance Rights will be issued to Dr Woolrich (or his nominee). Dr Woolrich is a non-executive Director of the Company.
- **Maximum number of securities to be issued**
500,000 Performance Rights will be issued to Dr Woolrich or his nominee. The maximum number of shares to be issued on the vesting of the Performance Rights is 500,000.
- **Price at which the securities will be issued**
The Performance Rights will be issued for no consideration and no funds will be raised from the issue. No consideration is payable on the exercise of the Performance Rights.
- **Incentive scheme details**
The Plan is to be approved at the meeting. No rights have been issued under the Plan.
- **Persons entitled to participate in the plan**
Other directors may be entitled to participate in the Plan as determined by the Board. Resolution 6 proposes the issue of Performance Rights to Mr Patrick John Volpe (Executive Chairman). It is not currently proposed that Performance Rights be issued to the Company's other Director, Mr Massimo Livio Cellante (Non-executive Director).
- **Loan details**
There is no loan proposed in relation to the Performance Rights to be issued to Dr Woolrich.
- **Voting exclusion statement**
Included in the Notice of General Meeting.
- **Date of issue of securities**
The Performance Rights are intended to be granted on or around 14 December 2014 and in any event will not be granted later than 12 months after the date of the meeting.

Corporations Act

The grant of Performance Rights to Dr Woolrich, and the future potential issue of shares on the exercise of the rights will constitute the giving of a financial benefit to a related party of the Company, for which member approval is usually required pursuant to section 208 of the Corporations Act 2001.

Section 211 of the Corporations Act provides that member approval is not required to provide a benefit being remuneration to a related party as an officer or employee of the Company and the giving of the remuneration is reasonable having regard to:

- the circumstances of the Company in giving the remuneration; and
- the related party's circumstances (including the responsibilities involved in the office or employment).

The Board is of the view that the exception in section 211 of the Corporations Act 2001 is relevant to the financial benefits to be provided to Dr Woolrich. Accordingly the Company is not seeking the approval of members under section 208 of the Corporations Act.

Proxy Restrictions

Shareholders appointing a proxy for Resolution 7 should note the following:

If you appoint a person who is excluded from voting as your proxy

A voting exclusion statement appears immediately after the text of the resolution on the notice of meeting. If you elect to appoint a party excluded from voting on the resolution as your proxy, **you must direct the proxy how they are to vote**. Undirected proxies granted to these persons will not be included in any vote on Resolution 7.

If you appoint the Chair as your proxy

If you elect to appoint the Chair as your proxy, you **do not** need to direct the Chair how you wish them to exercise your vote on Resolution 7. The proxy form contains an express authorisation entitling the Chair to exercise their discretion in exercising your proxy even though Resolution 7 is connected directly or indirectly with the remuneration of Key Management Personnel.

If you appoint any other person as your proxy

You **do not** need to direct your proxy how to vote.

Recommendation

The Directors, other than Dr Woolrich, recommend that **shareholders vote in favour of Resolution 7** to approve the issue of Performance Rights to Dr Woolrich.

The Chairman will use any undirected/open proxies to vote in favour of this Resolution.

Appointment of proxy

By fax to:
(03) 9855 2885

If you propose to attend and vote at the Annual General Meeting, please bring this form with you. This will assist in registering your attendance.

BY NO LATER THAN 10:00 AM ON WEDNESDAY 26 NOVEMBER 2014

<<NAME1>>
<<NAME2>>
<<NAME3>>
<<NAME4>>
<<NAME5>>
<<NAME6>>

ASX Code	BML
Sequence Number	<<SEQUENCE>>

I/We being a member(s) of Botswana Metals Limited ABN 96 122 995 073 and entitled to attend and vote hereby appoint.

A the Chairman of the Meeting (mark box) OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy

Or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 10.00 AM AEST on Friday 28 November 2014 and at any adjournment of that meeting. Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the company. Proxies will only be valid and accepted by the Company if they are signed and received at the Company's registered office no later than 48 hours before the meeting.

By signing this form, you acknowledge that the Chair of the Meeting if appointed as your proxy, or appointed by default, may exercise your proxy even if he has an interest in the outcome of any of the resolutions and where the votes cast by the Chair of the Meeting for that resolution other than as proxy holder would be disregarded because of that interest. You also expressly authorise the Chair to exercise your proxy even though a resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chairman intends to vote undirected proxies IN FAVOUR of Resolutions 1 to 7 (inclusive). If the Chairman changes his voting intention then an announcement will be made to the ASX.

Should you desire to direct your proxy how to vote on any resolution please insert in the appropriate box below.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Director – Massimo Livio Cellante	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of 10% Placement Capacity – shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of 35,714,285 shares and 35,714,285 options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Botswana Metals Limited Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Grant of 3,000,000 Performance Rights to Mr Patrick John Volpe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Grant of 500,000 Performance Rights to Dr Paul Woolrich	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

B SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (individual)

Joint Securityholder 2 (individual)

Joint Securityholder 3 (individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the securityholder's constitution and the Corporations Act 2001 (C'with).

Chapter 2C of the Corporations Act 2001 requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your security holding and if some or all of the information is not collected then it might not be possible to administer your security holding. You can obtain access to your personal information by contacting the Company at the address or fax number shown on this form.