

**TO: COMPANY ANNOUNCEMENTS OFFICE
ASX LIMITED**

DATE: 13 APRIL 2012

APPENDIX 3B

An Appendix 3B for the new shares and options issued pursuant to the Rights Issue follows. The new shares and attached options were placed by the Directors subsequent to the close of the Rights Issue from the shortfall.

Pat Volpe
Chairman

Market Cap

approx \$6.3M at 3.4c per share

Cash

\$2.1M (13 Mar 2012)

Issued Capital

187,635,317 ordinary shares
115,775,143 listed options at 10c

Substantial shareholders

1. Vermar Pty Ltd 16%
2. Polarity B Pty Ltd 7.55%
3. Bell IXL Investments Ltd 5.95%

Directors

Mr Patrick Volpe (Chairman)
Mr Massimo Cellante
(Non-executive Director)
Dr Paul Woolrich
(Non-executive Director)

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Contact

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ABN 96 122 995 073

Appendix 3B

New issue announcement, application for quotation of additional securities 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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

BOTSWANA METALS LIMITED

ABN

96 122 995 073

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 | 1. ORDINARY SHARES
2. OPTIONS EXPIRING 30 JUNE 2013 ("ATTACHING OPTIONS") |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. 500,000 ORDINARY SHARES
2. 500,000 ATTACHING OPTIONS |
| 3 | Principal terms of the +securities (eg, 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) | 1. FULLY PAID ORDINARY SHARES
2. ATTACHING OPTIONS EXERCISABLE AT 10 CENTS (\$0.10) EXPIRING 30 JUNE 2013 |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p>	<p>1. ORDINARY SHARES WILL RANK EQUALLY WITH ORDINARY SHARES ALREADY ON ISSUE. 2. ATTACHING OPTIONS – UPON EXERCISE THE SHARES WILL RANK EQUALLY WITH ORDINARY SHARES ALREADY ON ISSUE.</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>5 Issue price or consideration</p>	<p>1. SHARES – 4 CENTS (\$0.04) 2. ATTACHING OPTIONS – NIL CONSIDERATION</p>							
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>RIGHTS ISSUE – FUNDS RAISED BY THE ISSUE WILL BE USED PRIMARILY TO ADVANCE EXPLORATION ACTIVITIES IN BOTSWANA AND FOR COMPANY ADMINISTRATION.</p>							
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>13 APRIL 2012</p>							
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>188,135,317</td> <td>ORDINARY SHARES</td> </tr> <tr> <td>116,275,143</td> <td>ATTACHING OPTIONS</td> </tr> </tbody> </table>	Number	+Class	188,135,317	ORDINARY SHARES	116,275,143	ATTACHING OPTIONS	
Number	+Class							
188,135,317	ORDINARY SHARES							
116,275,143	ATTACHING OPTIONS							

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	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	N/A
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	THE COMPANY DOES NOT YET HAVE A DIVIDEND POLICY. PAYMENT OF FUTURE DIVIDENDS WILL DEPEND UPON THE FUTURE PROFITABILITY AND FINANCIAL POSITION OF THE COMPANY.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	NO
12	Is the issue renounceable or non-renounceable?	NON-RENOUNCEABLE
13	Ratio in which the +securities will be offered	ONE NEW SHARE FOR EVERY THREE SHARES HELD ON THE RECORD DATE PLUS ONE ATTACHING OPTION FOR EACH NEW SHARE SUBSCRIBED.
14	+Class of +securities to which the offer relates	ORDINARY SHARES AND ATTACHING OPTIONS
15	+Record date to determine entitlements	13 FEBRUARY 2012
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	YES
17	Policy for deciding entitlements in relation to fractions	ENTITLEMENTS WILL BE ROUNDED DOWN TO NEAREST SHARE.

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<p>18 Names of countries in which the entity has +security holders who will not be sent new issue documents</p> <p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p>	<p>ALL COUNTRIES IN WHICH THE ENTITY HAS SECURITY HOLDERS EXCEPT AUSTRALIA AND NEW ZEALAND.</p>
<p>19 Closing date for receipt of acceptances or renunciations</p>	<p>2 MARCH 2012</p>
<p>20 Names of any underwriters</p>	<p>BELL POTTER SECURITIES</p>
<p>21 Amount of any underwriting fee or commission</p>	<p>5% COMMISSION ON UNDERWRITTEN AMOUNT. 1% MANAGEMENT FEE ON TOTAL ISSUE.</p>
<p>22 Names of any brokers to the issue</p>	<p>BELL POTTER SECURITIES</p>
<p>23 Fee or commission payable to the broker to the issue</p>	
<p>24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders</p>	
<p>25 If the issue is contingent on +security holders' approval, the date of the meeting</p>	<p>N/A</p>
<p>26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled</p>	<p>16 FEBRUARY 2012</p>
<p>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</p>	<p>1 FEBRUARY 2012</p>
<p>28 Date rights trading will begin (if applicable)</p>	<p>N/A</p>
<p>29 Date rights trading will end (if applicable)</p>	<p>N/A</p>

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	applicable)	
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

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- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

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

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

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of securities for which
+quotation is sought

39 Class of +securities for which
quotation is sought

40 Do the +securities rank equally in
all respects from the date of
allotment with an existing +class
of quoted +securities?

If the additional securities do not
rank equally, please state:

- 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

41 Reason for request for quotation
now

Example: In the case of restricted securities, end
of restriction period

(if issued upon conversion of
another security, clearly identify
that other security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

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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 not available now, 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.



Sign here:
(Company secretary)

Date: ..13 APRIL 2012..

Print name:RICHARD BAKER.....

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