

**TO: COMPANY ANNOUNCEMENTS OFFICE
ASX LIMITED**

DATE: 14 November 2012

Botswana Metals enters Joint Venture with industry major

- **Joint venture with BCL Limited for three Prospecting Licences**
- **BCL to invest US\$4 million in drilling program to earn 40%**
- **Option to continue to fund projects to completion of Bankable Feasibility Study to earn 70%**
- **Allows BML's discoveries to be fast tracked and financially supported**

Botswana: 14 November 2012: The Board of Botswana Metals Limited ("BML" or the "Company") is pleased to announce that it has entered into a Joint Venture agreement with BCL Limited ("BCL"), a major Botswana mining and smelting company owned by the Botswana Government and one of the world's largest nickel-copper producers, Norilsk Nickel.

The agreement relates to three of BML's Prospecting Licences ("PL's") in Botswana where the Company has made three discoveries: Maibele North (nickel, copper and PGEs), Airstrip Copper (copper and silver) and Dibete (copper and silver).

Under the agreement, following an initial US\$4 million drilling program to earn 40% of the three PL's, BCL has the option to continue to fund the projects to the completion of a Bankable Feasibility Study ("BFS") to earn a 70% interest.

At that point BCL will have the off-take rights at commercial prices, to any ore mined. It is planned to truck ore to the BCL smelter operations for processing, 55km to the southwest at Selebi Phikwe.

BML will retain a 30% interest after the BFS is completed, at which time the management of the projects will be transferred to BCL.

The agreement is subject to BML being granted Retention Licences over the PL's by the Botswana Mines and Minerals Department. BML lodged Retention Licence applications in September 2012.

An aggressive drilling program is expected to commence as soon as practical.

The agreement covers approximately 143km² of BML's total exploration portfolio of 2,500km². BCL will have the first right of refusal to participate in any exploration activity over any of BML's other PL's.

Market Cap

approx \$6M at 3.2c per share

Cash

\$1.05M (30 September 2012)

Issued Capital

188,135,317 ordinary shares
116,275,143 listed options at 10c

Substantial shareholders

1. Vermar Pty Ltd 15.7%
2. Polarity B Pty Ltd 8.3%
3. Bell IXL Investments Ltd 5.9%

Directors

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

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BML's Chairman Mr Patrick Volpe said: "The agreement is a welcome and strategic fit with benefits to both companies and our respective shareholders. This agreement will allow BML's discoveries to be fast tracked and financially supported by BCL Limited.

BCL's General Manager, Mr Daniel Mahupela said: "The agreement with BML is a strategic fit for BCL as we have an operating mine and a world-class smelting facility only 55km from BML at Selebi Phikwe in Botswana.

"The nickel-copper ore at BML is comparable to the ore that has been mined from our Selebi Phikwe mine for over 50 years. The objective is to develop the joint venture ground to provide minable ore to the BCL smelter as part of our strategy to extend the stock feed for the smelter plant and complement the current mine supply," Mr Mahupela said.

Pat Volpe
Chairman

About Botswana Metals Limited

Botswana Metals Limited is listed on the Australian Securities Exchange (ASX) and its stock code (ticker) is BML. BML is a mineral exploration company fully focused on its portfolio of exploration tenements covering approximately 2,500 sq. km all located in Botswana.

BML's objective is to discover an economic base and precious metals resource in eastern Botswana on the well-known Limpopo Belt which extends into Botswana from its neighbouring country Zimbabwe.

Recent exploration has resulted in three discoveries for Nickel-Copper and Copper-Silver known as Airstrip Copper, Maibele North and Dibete. The Ni-Cu deposit at Maibele North is just east of Airstrip Copper whilst Dibete is 7 km to the south of Airstrip Copper.

To the east of these discoveries, a recent VTEM program has identified at least 27 new anomalies that are planned to be part of the company's exploration focus in 2012.

BML has solid logistical support and the projects benefit from excellent infrastructure. The Company is managed by experienced personnel who have many years' experience in Botswana as well as other African countries. Botswana is considered to be one of the most advanced African countries in respect to its mining and exploration laws, and for safety and education where English is spoken freely.

BML has offices in Australia (Melbourne) and Botswana (at Francistown and Tshokwe).

About BCL Limited

BCL Limited ("BCL") is a mining and smelting company owned by the Botswana Government (94%) and Norilsk Nickel (6%). The company commenced operations in 1959 and is now one of the largest private sector employers in Botswana.

BCL produces two types of finished matte containing nickel, copper and cobalt, and precious and platinum group metals to a smaller extent.

The Selebi Phikwe ore deposits are owned and operated by BCL Limited. The Selebi copper and nickel orebody was discovered in 1963, and higher grade ore was discovered at Phikwe in 1966. Since 1980, BCL's smelter has operated at an annual rate of approximately 50,000 tonnes of matte.