

**TO: COMPANY ANNOUNCEMENTS OFFICE
ASX LIMITED**

DATE: 11 JUNE 2014

NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER

Attached is a Form 604 – Notice of change of interests of substantial holder received from Mr P J Volpe following the recent share placements.

Pat Volpe
Chairman

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

Company Name Botswana Metals Limited

ACN 122 995 073

1. Details of substantial holder

Name Mr Patrick J Volpe

ACN

There was a change in the interests of the substantial holder on: 11/06/2014

The previous notice was given to the company on: 15/03/2012

The previous notice was dated: 15/03/2012

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate had a relevant interest in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities	Previous notice		Present notice	
	Person's votes	Voting power	Person's votes	Voting power
Fully paid ordinary shares	29,531,159	15.98% ¹	73,827,897	12.98% ²

¹ At the date of the last notice the company had 184,785,317 voting shares on issue each carrying one vote.

² At the date of this notice the company has 568,606,489 voting shares on issue each carrying one vote.

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
30/10/2013	Vermar Pty Ltd	Rights issue subscription	\$75,993.48 cash	37,996,738	37,996,738
30/10/2013	Trayburn Pty Ltd	Rights issue subscription	\$12,600.00 cash	6,300,000	6,300,000
03/04/2014	Vermar Pty Ltd and Trayburn Pty Ltd	Dilution due to placement	-	-	-
11/06/2014	Vermar Pty Ltd and Trayburn Pty Ltd	Dilution due to placement	-	-	-

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
Mr P J Volpe	Vermar Pty Ltd	Vermar Pty Ltd	Indirect	63,327,897	63,327,897
Mr P J Volpe	Trayburn Pty Ltd	Trayburn Pty Ltd	Indirect	10,500,000	10,500,000

5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARBN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:


Name	Address
Mr P J Volpe	10 Rowland Street, Kew, Victoria, 3101

Signature

print name Patrick John Volpe

capacity Director of Vermar Pty Ltd & Trayburn Pty Ltd

sign here

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date

11/06/2014
