BOTSWANA
Metals Limited
ABN 96 122 995 073

ASX Code: BML

TO: **COMPANY ANNOUNCEMENTS OFFICE**
ASX LIMITED

DATE: **19 JUNE 2015**

SHARE PURCHASE PLAN – OFFER DOCUMENT

Botswana Metals Limited (ASX: BML) ("the Company") refers to previous announcements regarding the Share Purchase Plan ("the Plan") to be offered to shareholders with registered addresses in Australia or New Zealand under which those shareholders can purchase additional fully paid ordinary shares in the Company ("New Shares").

Attached is a copy of the Offer Document despatched to eligible shareholders today.

The Company reserves the right not to proceed with the whole or part of the Plan at any time prior to the issue of the New Shares. In that event, application monies will be refunded in full without interest.

Pat Volpe
Chairman

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BOTSWANA METALS LIMITED

ABN 96 122 995 073

SHARE PURCHASE PLAN

A non-renounceable offer to Eligible Shareholders to purchase up to 2,000,000 New Shares for up to $15,000 ("**Plan**") to raise a maximum of $1,279,849 before costs.

The Share Purchase Plan closes at 5:00 PM on 10 July 2015.

AN INVESTMENT IN BOTSWANA METALS LIMITED IS SPECULATIVE

IMPORTANT NOTICE

This Offer Document is dated 19 June 2015 ("Offer Document") and is issued by Botswana Metals Limited (ACN 122 995 073) ("Company"). The Offer Document was lodged with ASX Limited ("ASX") on 19 June 2015. ASX takes no responsibility for its contents.

This Offer Document is not a disclosure document for the purposes of Chapter 6D of the Corporations Act and has not been lodged with ASIC. The Company is offering the New Shares without disclosure to investors under Chapter 6D of the Corporations Act in reliance on ASIC Class Order [CO 09/425].

In New Zealand, the offer of securities under this Offer Document is in accordance with the *Securities Act (Overseas Companies) Exemption Notice 2013* which grants relief from the requirement to prepare an investment statement or prospectus.

This document is important. It should be read in its entirety. If you do not understand its contents or are in doubt as to the course you should follow, you should consult your stockbroker or professional adviser.

Neither the Company nor any other person guarantees the performance of the New Shares offered pursuant to the Offer Document, or the performance of the Company, or the return of any investment.

Chairman's Letter

Dear Shareholder,

I am pleased to offer all Shareholders in Australia and New Zealand the opportunity to purchase up to 2,000,000 New Shares at a cost of up to $15,000 per shareholder under a Share Purchase Plan ("Plan").

The Plan provides the opportunity for all eligible shareholders to top up their shareholdings whilst providing additional capital for the Company's activities. The Directors have structured the Plan to encourage loyal smaller shareholders to increase their shareholding in the Company.

The New Shares are offered at 0.75 cent ($0.0075) per share being an attractive discount to the market price at the time the Share Purchase Plan was announced.

The minimum application is $250 and thereafter in fixed quantities of $500, $1,000, $2,500, $5,000, $10,000 and $15,000.

The attached Offer Document sets out the terms and conditions of the Plan.

There have recently been exciting developments in the Company's exploration activities in Botswana that may result in great benefits for shareholders.

As announced to the ASX on 28 April 2015 the Company has defined its maiden inferred resource at Maibele North measuring 2.38 Mt at 0.72% Ni, 0.21% Cu and 0.63 g/t 4PGE+Au using a 0.3% Ni cut-off.

Furthermore, on 27 May 2015, the Company announced a significant new drilling programme at Maibele North comprising at least 8,200 metres of infill, step-out and metallurgical drilling to upgrade and potentially expand the existing resource.

Funds raised will be used to pay the costs of the Plan, the corporate and administrative overheads of the Company, for working capital and for the potential exploration and review of other anomalies within the Company's exploration portfolio outside the BCL joint venture area.

In particular, if at least $1,000,000 is raised under the Plan, the Directors intend to begin exploration activity within the Maibele North Extension area contained in PL 58/2009, a 100% owned tenement which is not part of the BCL joint venture. A summary of the planned exploration program is as follows.

Three prospects, namely Maibele North Extension, Mashambe and Mashambe North East, lie along strike from Maibele North and contain similar geophysical, geochemical and geological characteristics as those that mark the significant mineralisation present at Maibele North.

Maibele North Extension

- ~5km from Maibele North.
- Ultramafic Rocktypes present.
- Two modelled VTEM conductors – 11420a and 11740a.
- Favourable Cu and Ni soil geochemical anomalies.

Mashambe

- ~10km from Maibele North and ~6km from Maibele North Extension.
- Ultramafic Rocktypes present.
- Associated modelled VTEM conductor – 11870b.
- Favourable Cu and Ni soil geochemical anomalies.

Mashambe North East

- ~15km from Maibele North and ~4km from Mashambe.
- Ultramafic Rocktypes present
- Associated modelled VTEM conductor – 12100a.
- Favourable Cu and Ni soil geochemical anomalies.

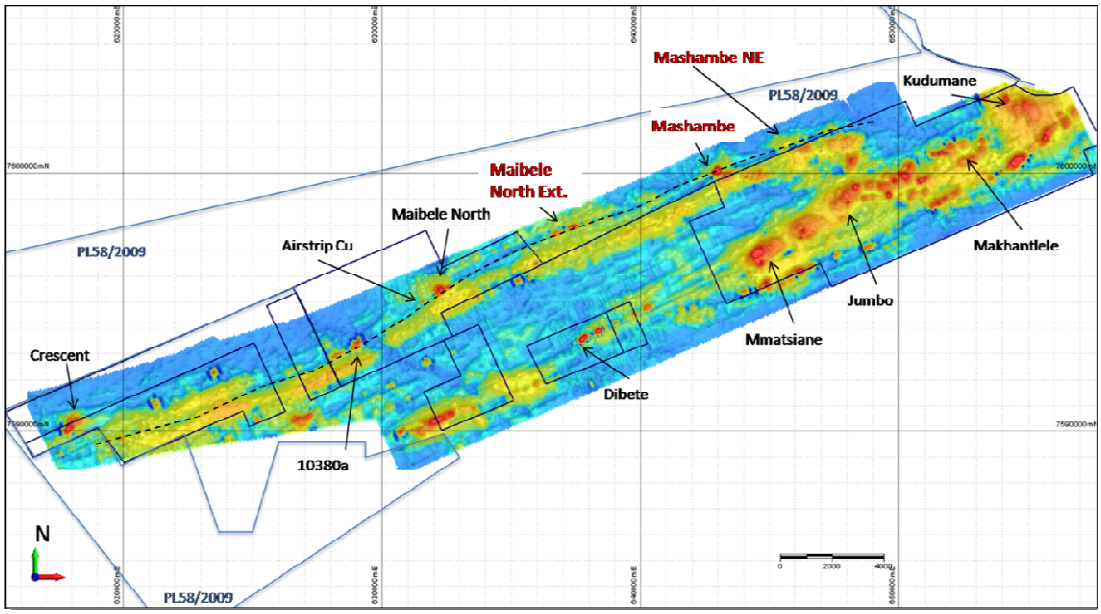

***Figure 1*: The Company's exploration areas with the three prospects shown in red on the 100% owned PL58/2009.**

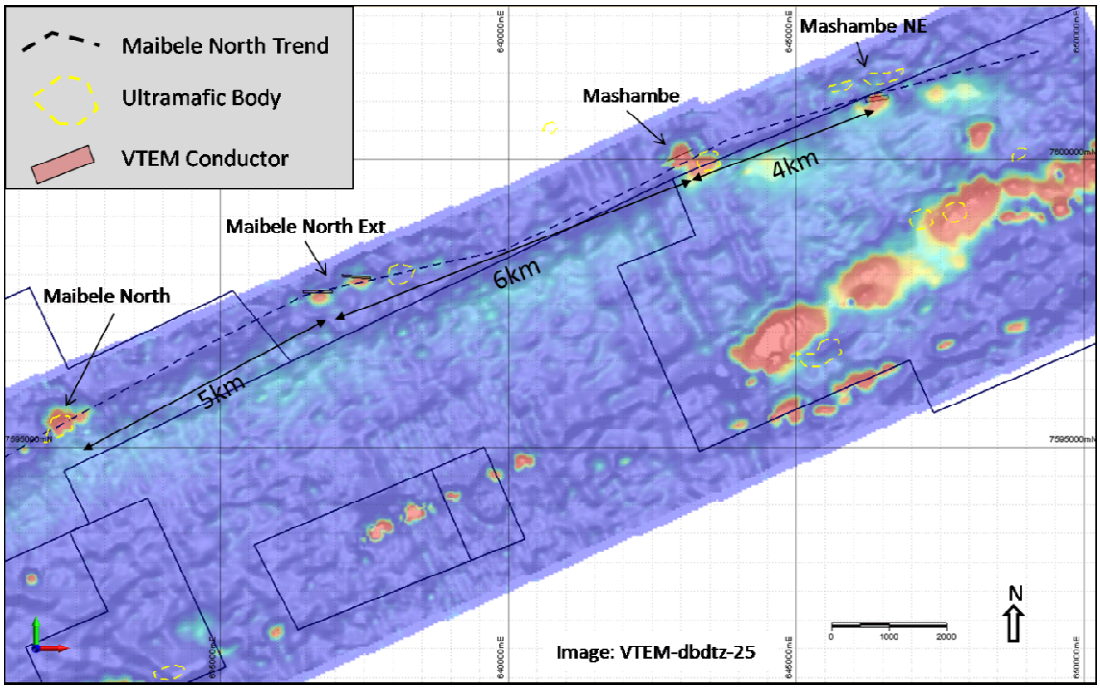

***Figure 2*: Maibele North Extension, Mashambe and Mashambe North East.**

The three prospects along strike from Maibele North have not been subject to targeted exploration searching for Ni-sulphide mineralisation. To date, regional geophysics and early stage groundwork including mapping and soil sampling have been undertaken. No drill holes targeting Ni-sulphide mineralisation have been completed at any of the prospects.

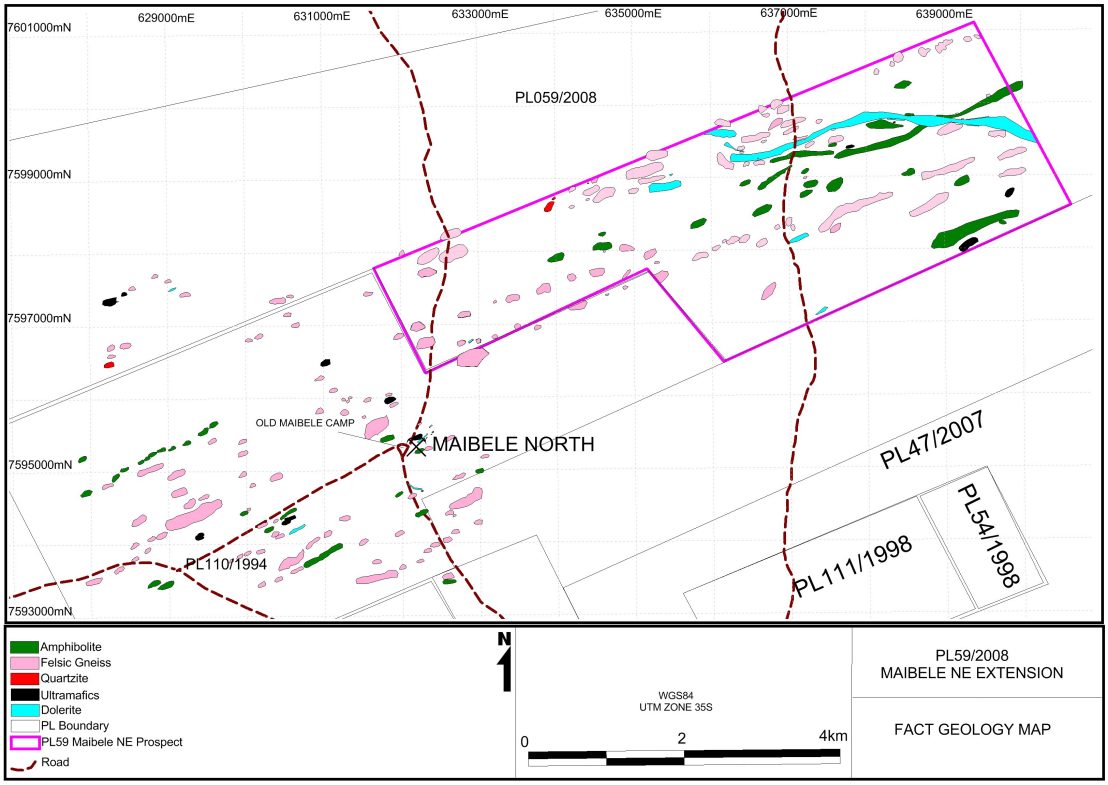

***Figure 3*: Potential surface extensions based on soil geochemistry of the Maibele North mineralised host sequence which is believed to outcrop to the East of the current deposit. Amphibolites are coloured green and Ultramafics are coloured black.**

Proposed Work Program

The proposed work program is designed to identify drill targets indicative of Ni-sulphide mineralisation for initial RC testing.

Initial work at all three prospects will include:

- Compilation of all existing geological and geophysical data and interpretation of the results.
- Ground work to verify and interpret the above work including:
  - Geological mapping.
  - Soil sampling, trenching.
  - Establishment of grids and access tracks.
- Ground magnetic and electromagnetic surveying.

- RC drill holes targeting the best priority targets from each prospect.

- Down hole EM surveys (where warranted).

The exploration program is estimated to cost approximately $500,000 and will take around 6 months to complete.

Whilst the Directors are encouraged with the results of recent exploration and the planned future exploration, any investment in Botswana Metals Limited is speculative. Shareholders should consult with their professional advisers before making any investment decision pursuant to the Offer Document.

Yours sincerely,



Pat Volpe
Chairman

SHARE PURCHASE PLAN
OFFER DOCUMENT

1. THE OFFER – AT A GLANCE

The Company offers to issue up to 170,646,649 New Shares at an issue price of 0.75 cent ($0.0075) per New Share to Eligible Shareholders.

Eligible Shareholders can apply for New Shares with a minimum value of $250 and up to a maximum value of $15,000.

The Plan is non-renounceable and not underwritten. The right to participate in the Plan cannot be transferred

Participation in the Plan is voluntary, if you do not wish to purchase New Shares there is no need to take action.

2. TIMETABLE

Event	Date
Record Date to identify security holders who may participate in the Plan ("Record Date")	3 June 2015 7:00 pm (AEST)
Announcement of Plan	4 June 2015
Lodgement of ASIC Class Order [CO 09/425] notice with ASX	18 June 2015
Offer Document and Application Form despatched to Eligible Shareholders ("Opening Date")	19 June 2015 9:00 am (AEST)
Final date and time for receipt of acceptances and payment in full of Application monies ("Closing Date")	10 July 2015 5:00 pm (AEST)
Despatch of transaction confirmation statements (holding statements) ("Issue Date")	14 July 2015
Date of quotation of New Shares issued under the Plan	15 July 2015

The Timetable is subject to change and is indicative only. The Company reserves the right to amend the Timetable including, subject to the Corporations Act and the ASX Listing Rules, extending the Closing Date or accepting late Applications, either generally or in particular cases, without notice. The date that the New Shares are expected to commence trading on the ASX may vary with any change to the Closing Date.

The Company reserves the right not to proceed with the whole or part of the Plan at any time prior to the Issue Date. In that event, Application Monies will be refunded in full without interest.

3. SUMMARY OF SHARE PURCHASE PLAN

The Share Purchase Plan ("Plan") allows shareholders with a registered address in Australia or New Zealand on the Record Date ("Eligible Shareholders) to apply for new fully paid ordinary shares in the capital of the Company ("New Shares") in fixed quantities with an aggregate value of $250, $500, $1,000, $2,500, $5,000, $10,000 or $15,000.

New Shares will be issued at 0.75 cent ($0.0075) per New Share.

Shareholders whose registered address is not in Australia or New Zealand are not eligible to participate in the Plan.

The Plan will close at 5:00 PM (AEST) on Friday 10 July 2015. If you wish to apply for New Shares under the Plan, you should follow the instructions set out on the enclosed Application Form so that your valid Application and payment of your Application Monies is received by the Company prior to the Closing Date.

4. USE OF FUNDS

Funds raised under the Plan will be used as follows:

- to pay the costs of the Plan;
- to pay the corporate and administrative overheads of the Company;
- for working capital; and
- for the potential exploration and review of other anomalies within the Company's exploration portfolio that are outside of the BCL joint venture area.

The Directors will apply the funds raised at their discretion. If at least $1,000,000 is raised under the Plan, Directors intend to begin exploration activity in the Maibele North Extension area contained in PL 58/2009, which is a 100% owned tenement that is not part of the BCL joint venture.

The principal cost components of the proposed work program on PL 58/2009 are:

Item	**Approximate Cost ($)**
~30 line kilometres of ground EM surveying	45,000
2,250 metres of RC drilling	285,000
Budget to cover assays, consultants, field and labour costs, vehicles and overheads	170,000
Total budget based on the above proposed program	**500,000**

BCL has a first right of refusal to fund exploration activities on tenements such as PL 58/2009, which are not part of the joint venture agreement.

5. OFFER PRICE

The Issue Price of 0.75 cent ($0.0075) per New Share is at a ~20% discount to the volume weighted average price of 0.93 cent ($0.0093) per share for Shares traded on the ASX over the five days on which trades were recorded prior to the announcement of the Plan on 4 June 2015.

This volume weighted average price was calculated using the intra-day high price for Shares traded on the ASX on the relevant days and assuming that all sales took place at that price.

The trading data for those five days is as follows:

Date	Intra-day High	Volume
3 June 2015	$0.010	4,266,858
2 June 2015	$0.009	567,428
1 June 2015	$0.008	20,002
28 May 2015	$0.008	6,303,175
27 May 2015	$0.008	712,460

The 12-month price history for shares in the Company is as follows:

Period	High	Low	VWAP
5 June 2014 to 3 June 2015	$0.041	$0.006	$0.0239

IMPORTANT NOTICE

Applicants should note that the price of Shares may rise or fall between the Opening Date and the Issue Date. This means that the price Applicants pay per New Share pursuant to the Plan may be either higher or lower than the Share price at the Opening Date or at the Issue Date when the New Shares are issued and allotted under the Plan. The Company does not give any guarantee in respect of the market price of the Shares and there can be no assurance that the Shares will trade at or above the Issue Price following the Issue Date.

6. ELIGIBILITY TO PARTICIPATE

The only persons eligible to apply for New Shares under the Plan are those:

- recorded as Shareholders on the Record Date; and
- having a registered address in Australia or New Zealand.

The Plan does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an Offer.

The Plan is issued in reliance on:

- ASIC Class Order [CO 09/425] which exempts the Company from the requirement to file a prospectus or other disclosure document under Chapter 6D of the Corporations Act; and
- *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand), which exempts the Company from the requirement to file a prospectus or investment statement under the *Securities Act 1978* (New Zealand).

The Company has not investigated the regulatory requirements for the issue of the New Shares in jurisdictions other than Australia or New Zealand. The distribution of this Offer Document in jurisdictions other than Australia and New Zealand may be restricted by law and any failure to comply with such restrictions might constitute a violation of applicable securities laws.

The contents of this document have not been reviewed by any regulatory authority in any jurisdiction.

Eligible Shareholders who are not residents of Australia or New Zealand, or who hold Shares on behalf of a person who is resident outside Australia and New Zealand should consult their professional advises as to whether any formalities need to be observed (ether by them or the Company). It is the responsibility of Eligible Shareholders to obtain all necessary approvals so that they may legally apply for New Shares.

New Shares have not been and will not be registered under the Securities Act of the United States of America and may not be offered, sold or delivered, directly or indirectly, in or to persons in, the United States of America.

7. EFFECT ON CAPITAL STRUCTURE

The table below summarises the capital structure of the Company assuming that the maximum number of New Shares are issued under the Plan:

	No. Shares
Shares currently on issue	568,822,164
Maximum number of shares offered under the Plan	170,646,649
TOTAL SHARES ON ISSUE AFTER THE PLAN*	**739,468,813**

* Assuming the maximum number of New Shares is issued.

8. APPLICATIONS FOR NEW SHARES

The Plan will open on the Opening Date and close on the Closing Date.

Eligible Shareholders wishing to apply for New Shares under the Plan must follow the instructions below.

Payment by Cheque, Bank Draft or Money Order:

- Complete the Application Form;
- pay the Application Money as specified on the Application Form; and
- forward the completed Application Form and payment of the Application Money to the Company at the addresses specified on the Application Form so that it is received by the Company prior to the Closing Date.

Payment by EFT:

- Pay the Application Money electronically using EFT with payment to reach the Company prior to the Closing Date.
- An Eligible Shareholder wishing to pay by EFT must use the unique payment reference number printed on the Application Form.

It is not compulsory to forward the Application Form to the Company if you pay the Application Money using EFT however providing a copy of the Application Form to the Company will assist in reconciling Applications received.

No brokerage, commissions, stamp duty or other transaction costs will be payable by Eligible Shareholders as a result of participation in the Plan.

9. PERMITTED APPLICATIONS

Eligible Shareholders can apply for New Shares in the following fixed quantities and values:

MINIMUM APPLICATION	33,333 New Shares for $250
	66,666 New Shares for $500
	133,333 New Shares for $1,000
	333,333 New Shares for $2,500
	666,666 New Shares for $5,000
	1,333,333 New Shares for $10,000
MAXIMUM APPLICATION	2,000,000 New Shares for $15,000

10. MULTIPLE AND JOINT HOLDINGS

A person who receives more than one offer under the Plan, for example, due to having multiple registered holdings, may only apply in aggregate for a maximum of $15,000 worth of New Shares.

A joint shareholding is considered to be a single registered holding for the purpose of the Plan and joint holders are entitled to participate in the Plan in respect of that single holding only. If the same joint holders receive more than one offer under the Plan due to multiple identical holdings, the joint holders may only apply in aggregate for a maximum of $15,000 worth of New Shares.

Special rules apply for Custodians and these are discussed at Section 11 of this Offer Document.

11. CUSTODIANS

Eligible Shareholders who hold Shares as a Custodian may participate on behalf of each Beneficiary on whose behalf the Custodian is holding Shares.

To the extent that a Custodian holds Shares on behalf of a Beneficiary outside Australia and New Zealand, it is the responsibility of the Custodian to ensure that that any Application complies with all relevant laws.

Custodians wishing to participate on behalf of one Beneficiary should pay by EFT or complete the Application Form and return it to the Company with payment.

Custodians wishing to participate on behalf of more than one Beneficiary should contact the Company and obtain a Custodian Certificate, which must be returned with the Application Form.

Eligible Shareholders acting as a custodian, trustee or nominee for another person, but who do not fall within the definition of Custodian under the Plan, cannot participate for Beneficiaries in the manner described above. In such a case the rules for multiple single holdings set out in Section 10 of this Offer Document apply.

12. REJECTION OF APPLICATIONS

The Company reserves the right to reject any Application (in whole or in part) including (without limitation) where:

- an Application Form is not correctly completed;
- an Applicant is not an Eligible Shareholder;
- an Applicant has not complied with the terms and conditions in this Offer Document or the Application Form;
- an Applicant is a Custodian applying on behalf of more than one Beneficiary and has not provided a Custodian Certificate;
- the issue of the New Shares under an Application would contravene the Corporations Act, Listing Rules, ASIC Class Order [CO 09/425] or any other laws, rules or regulations;
- the exact payment for the New Shares applied for is not received;
- to accept the Application in full would have the effect of exceeding the maximum number of New Shares offered under the Plan;
- an Eligible Shareholder has applied on their own behalf (and not as a Custodian), and the Company is not reasonably satisfied that the application price for all of the following does not exceed $15,000:
    - the New Shares the subject of the Application;
    - any other Shares applied for by the Eligible Shareholder under the Plan or under a similar arrangement to the Plan in the 12 months before the Application;
    - any New Shares that the Eligible Shareholder has instructed a Custodian to acquire on behalf of the Eligible Shareholder under the Plan; and
    - any other Shares issued to a Custodian under a similar arrangement to the Plan in the 12 months before the Application as a result of an instruction given by the Eligible Shareholder to the Custodian or another Custodian and which resulted in the Eligible Shareholder holding a beneficial interest in the other Shares,

  except to the extent that the Eligible Shareholder is/was issued with Shares as a Custodian.

13. SCALEBACK

If the Plan is oversubscribed then the Company may scale back Applications so that the total number of New Shares applied for does not exceed the maximum number of New Shares offered under the Plan.

If the scale back results in an Eligible Shareholder receiving a fractional number of New Shares, the number of New Shares will be rounded down to the nearest whole number of New Shares.

In the event of a scale back, the difference between the Application Money received by the Company, and the Application Money required to pay for the reduced number of New Shares will be refunded without interest.

14. APPLICATION MONEY HELD ON TRUST

All Application Money will be deposited into a separate bank account and held in trust until the New Shares are issued.

Shareholders whose Applications are rejected or scaled back by the Company will be refunded the excess Application Money without interest.

15. EFFECT OF APPLICATION

By making an Application an Eligible Shareholder is taken to:

(a) agree to be bound by the terms and conditions set out in this Offer Document and the accompanying Application Form;

(b) acknowledge that the investment in New Shares is speculative and is subject to a wide range of risks;

(c) represent and warrant that they satisfy the criteria of being an Eligible Shareholder as set out in this Offer Document;

(d) represent and warrant that they have obtained all relevant approvals necessary for them to apply for New Shares such that the Company may legally offer the New Shares to that Eligible Shareholder;

(e) irrevocably apply for the issue of the number of New Shares specified on the Application Form and agree to accept those securities;

(f) authorise the Company to place the Eligible Shareholder's name on the Register of Members of the Company in respect of the New Shares;

(g) acknowledge that, whether or not the Eligible Shareholder has done so, the Eligible Shareholder has had the opportunity to read the public announcements by the Company that are available on the ASX website at http://www.asx.com.au/ by searching under the Company's stock code;

(h) acknowledge that the Eligible Shareholder has sufficient experience and expertise to make, and has made, its own assessment as to the nature and quality of the assets and liabilities, financial position and performance, profits and losses and prospects of the Company, before deciding to subscribe for the New Shares, including, as necessary, by obtaining independent professional advice, and that the Eligible Shareholder was satisfied as to those matters before lodging any Application for the Shares;

(i) agree that no warranty or representation (express or implied) has been given or made by any of the Company, any person on behalf of the Company or by, or on behalf of, any of the Directors or officers of the Company as to:

- the merits or otherwise of applying for New Shares;
- the value of the New Shares;
- the assets and liabilities, financial position and performance, profits and losses and prospects of the Company;
- the value of the assets of the Company; or
- the completeness or accuracy of the information available to the Eligible Shareholder regarding the Company;

(j) acknowledge that the Eligible Shareholder has decided to apply for the New Shares based solely on its own investigations;

(k) release and discharge (to the maximum extent permitted at law) the Company and each of its Directors, officers and agents from any action or claim for any loss or damage which the Eligible Shareholder may suffer as a result of applying for the New Shares or as a result of the occurrence of any future act matter or thing which may adversely affect the value of any such New Shares, or the existence or value of the assets of the Company; and

(l) agree to be bound by the Constitution.

16. CERTIFICATION BY ELIGIBLE SHAREHOLDER THAT IS NOT A CUSTODIAN

Where the Eligible Shareholder is applying on their own behalf (and not as a Custodian), by making the Application the Eligible Shareholder certifies, represents and warrants that the application price for:

(a) the New Shares the subject of the Application;

(b) any other Shares applied for by the Eligible Shareholder under the Plan or under a similar arrangement to the Plan in the 12 months before the Application;

(c) any New Shares that the Eligible Shareholder has instructed a Custodian to acquire on behalf of the Eligible Shareholder under the Plan; and

(d) any other Shares issued to a Custodian under a similar arrangement to the Plan in the 12 months before the Application as a result of an instruction given by the Eligible Shareholder to the Custodian or another Custodian and which resulted in the Eligible Shareholder holding a beneficial interest in the other Shares,

does not exceed $15,000.

17. CERTIFICATION BY ELIGIBLE SHAREHOLDER THAT IS A CUSTODIAN

Where the Eligible Shareholder is a Custodian and is applying for New Shares on behalf of a Beneficiary on whose behalf the Custodian holds Shares, by making the Application the Eligible Shareholder certifies, represents and warrants that:

(a) the Eligible Shareholder is a Custodian;

(b) either or both of the following apply (as applicable);

- that on the Record Date the Eligible Shareholder held Shares on behalf of one or more Beneficiaries that are not Custodians;

- that on the Record Date a Downstream Custodian held beneficial interests in Shares on behalf of one or more Beneficiaries and the Eligible Shareholder holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian;

(c) each Beneficiary has subsequently instructed either the Eligible Shareholder or the Downstream Custodian (as applicable) to apply for New Shares on their behalf under the Plan;

(d) details of the number of Beneficiaries instructing the Eligible Shareholder to participate, the name and address of each Beneficiary and in respect of each Beneficiary:

- the number of Shares that the Eligible Shareholder holds on behalf of that Beneficiary; and

- the dollar amount of New Shares that the Beneficiary, or its agent, has instructed the Eligible Shareholder to accept on behalf of the Beneficiary,

(e) as set out in the Application Form or the Custodian Certificate is true and correct;

(f) there are no Beneficiaries in respect of whom the total of the application value for:

- the New Shares applied for by the Eligible Shareholder under the Plan on their behalf; and

- any Shares issued to the Eligible Shareholder in the previous 12 months as a result of an instruction given by the Beneficiary to you or a Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the Plan,

exceeds $15,000; and

(g) a copy of the Offer Document was given to each Beneficiary.

18. ISSUE OF NEW SHARES, QUOTATION AND RIGHTS

The Company intends to issue the New Shares under the Plan on the Issue Date.

The allocation of New Shares will be determined by the Directors in their absolute and sole discretion.

The Company will apply to ASX for quotation of the New Shares issued under the Plan within the period prescribed by the Corporations Act and the Listing Rules.

All New Shares issued under the Plan will rank *pari passu* with all other Shares on issue.

19. DIRECTOR'S DISCRETION

Without limiting the other powers and discretions set out in this document, the Directors may:

- implement the Plan in the manner they think fit (subject always to the Corporations Act, Listing Rules and ASIC Class Order [CO 09/425]);

- waive compliance with any provision of this document;

- settle any difficulty, anomaly or dispute which may arise either generally or in a particular case in connection with, or by reason of, the operation of the Plan or a matter in this Offer Document as they think fit, whether generally or in relation to any Shareholder or any Shares, and the determination of the Directors is conclusive and binding on all relevant Shareholders and other persons to whom the determination relates; and

- vary, suspend or terminate the Plan. If the plan is varied, suspended or terminated the Company will make an announcement to the ASX. Any failure to notify shareholders of the variation, suspension or termination of the Plan will not invalidate the variation, suspension or termination.

20. NO ADVICE

This document is not, and is not taken to be, financial product advice or a recommendation to acquire New Shares. The document has been prepared without taking into account the objectives, financial situation or needs of Eligible Shareholders. All Eligible Shareholders should consider all relevant information having regard to their own objectives, financial situation and needs and consult a stockbroker, accountant or other independent financial adviser before making an investment decision. None of the Company, its officers, employers or advisers is giving or is able to give advice about the specific tax consequences arising from the Plan. All investors should satisfy themselves of any possible tax consequences by consulting their own professional tax advisers.

21. GOVERNING LAW

The laws of the State of Victoria govern this Offer Document, the Plan and the contracts formed on acceptance of Applications. Each person who applies for New Shares under the Plan submits to the jurisdiction of the Courts of the State of Victoria.

22. DEFINED TERMS AND INTERPRETATION

In this Offer Document unless the context or subject matter otherwise requires the following words have the meanings set out:

Applicant	A person who submits an Application.
Application	The submission of an Application Form accompanied by the relevant Application Monies or arranging for payment of the relevant Application Monies through EFT in accordance with the instructions on the Application Form.
Application	The application form accompanying this Offer Document in

Form	respect of the Plan.
Application Money	The amount payable for the New Shares applied for in a duly completed Application Form or through EFT calculated as the Issue Price multiplied by the number of New Shares applied for (rounded up to the nearest whole dollar).
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 008 624 691) or the securities exchange operated by ASX Limited, as the context requires.
Beneficiary	A client of a Custodian or Downstream Custodian on whose behalf the Custodian or Downstream Custodian held Shares on the Record Date.
Closing Date	The closing date of the Plan as specified in the Timetable (unless extended).
Constitution	The Constitution of the Company.
Company	Botswana Metals Limited (ACN 122 995 073).
Corporations Act	*Corporations Act 2001 (Cth)*.
Custodian	An Eligible Shareholder that: (a) holds an Australian financial services licence that: (i) covers the provision of a custodial or depository service; or (ii) includes a condition requiring the holder to comply with the requirements of ASIC Class Order [CO 02/294]; or (b) is exempt under: (i) paragraph 7.6.01(1)(k) or paragraph 7.6.01(1)(na) of the *Corporations Regulations 2001*; or (ii) ASIC Class Order [CO 05/1270] to the extent it relates to ASIC Class Order [CO 03/184];or (iii) ASIC Class Orders [CO 03/1099], [CO 03/1100], [CO 03/1101], [CO 03/1102], [CO 04/829] or [CO 04/1313]; or (iv) an individual instrument of relief granted by ASIC to the Eligible Shareholder in terms similar to one of the class orders referred to in the previous sub-paragraph; or (v) paragraph 911A(2)(h) of the Corporations Act, from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service; or (c) is a trustee of a self-managed superannuation fund or a superannuation master trust; or (d) is the responsible entity of an IDPS-like scheme (as defined by ASIC Class Order [CO 13/762]); or

	(e) is the registered holder of Shares and is noted on the Register of Members of the Company as holding Shares on account of another person.
Custodian Certificate	The certificate required to be given by a Custodian together with an Application Form where the Custodian applies for New Shares on behalf of more than one Beneficiary.
Director	A director of the Company.
Downstream Custodian	A Custodian that holds beneficial interests in Shares on behalf of one or more Beneficiaries where another Custodian is the holder of the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian.
EFT or **Electronic Funds Transfer**	Electronic funds transfer from a bank account in Australia to the Company's nominated bank account.
Eligible Shareholder	A Shareholder holding Shares on the Record Date whose registered address is in Australia or New Zealand.
Issue Date	The issue date of the Plan as specified in the Timetable being the date on which the New Shares offered under the Plan will be issued and allotted.
Issue Price	0.75 cent ($0.0075) cash per New Share payable in full on Application.
Listing Rules	The Listing Rules of ASX.
New Share	A new fully paid ordinary share in the capital of the Company to be issued under the Plan.
Offer Document	This document that sets out the terms and conditions of the Plan.
Opening Date	The opening date of the Plan as specified in the Timetable.
Record Date	The time and date for determining shareholders eligible to participate in the Plan as specified in the Timetable.
Share	A fully paid ordinary share in the capital of the Company.
Share Purchase Plan or **Plan**	The non-renounceable offer of up to 170,646,649 New Shares to Eligible Shareholders at the Issue Price in parcels having a fixed value of $250, $500, $1,000, $2,500, $5,000, $10,000 or $15,000 to raise up to $1,279,849 (before costs) pursuant to this Offer Document.
Shareholder	A holder of a Share as recorded in the Register of Members of the Company.
Timetable	The timetable set out in Section 2 of this Offer Document (as varied from time to time).

A reference to a person includes a corporation. The singular includes the plural (and vice versa) and a reference to one gender includes the other. A reference to "$" is a reference to Australian Dollars.