

BINDURA NICKEL CORPORATION LIMITED

Trojan Mine Road, Bindura, Zimbabwe
P.O. Box 35, Bindura
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Email: info@bnc.co.zw

Company Registration number: 552/1966

ANNOUNCEMENT TO THE SHAREHOLDERS OF BINDURA NICKEL CORPORATION LIMITED REGARDING THE DISPOSAL AND ACQUISITION OF AN AGGREGATE 74.73% OF THE ISSUED SHARE CAPITAL OF BINDURA NICKEL CORPORATION LIMITED ('BNC' OR 'THE COMPANY')

1. Background

- 1.1 This announcement is being made to the shareholders of the Company in terms of the provisions of the Securities and Exchange (Zimbabwe Stock Exchange Listings Requirements) Rules, 2019, Statutory Instrument 134/209 ("Listings Rules").
- 1.2 On 29 July 2019 Asa Resource Group Plc (*In Administration*) and its associates ('Asa or the Seller') represented by its Administrators Mark Skelton, Trevor Birch and Richard Fleming entered into a Sale of Shares Agreement ('the Agreement') with Sotic International Limited and its associates ('the Purchaser' or 'Sotic') in terms of which the Seller disposed of its shareholding in Mwana Africa (Proprietary) Limited ('Mwana'), Asa Gold Limited ('Asa Gold') and Zimnick Limited ('Zimnick').
- 1.3 Mwana, Zimnick and Asa Gold hold a combined 74.73% of the entire issued share capital of the Company ('the Transfer Shares'). Consequently, the Purchaser is now the indirect holder of such shares.

2. Notification of the Transaction

A cautionary statement to shareholders was published on 29 October 2019 in respect of the transaction. The shareholders were subsequently notified of the consummation of the transaction when the Company published its financial results and notified its shareholders of the change of directors as appointed by the Purchaser.

3. Transfer of Shares

- 3.1 In terms of the Agreement, Sotic or any of its nominated associates would receive transfer of shares from Zimmnick, Mwana and Asa Gold. Sotic and its associates nominated Kuvimba Mining House (Private) Limited as the entity receiving the shares.
- 3.2 On 22 September 2020 the shares were, in terms of the Agreement, transferred to Kuvimba Mining House (Private) Limited, a limited liability company duly incorporated in accordance with the laws of Zimbabwe.

4. Value of the Transaction

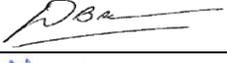
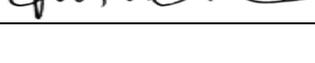
Based on the market value of the shares of the Company on 22 September 2020, the purchase consideration for the shares transferred from Zimmnick, Mwana and Asa Gold to Kuvimba Mining House (Private) Limited was ZWL3 486 344 584.17 (Three Billion Four Hundred and Eighty Six Million Three Hundred and Forty Four Thousand Five Hundred and Eighty Four Zimbabwean Dollars and Seventeen Cents).

5. Waiver

The Company applied for a waiver to make an offer to its minority shareholders and the waiver was granted by the Zimbabwe Stock Exchange.

5. Directors' Responsibility Statement

The Directors of the Company, whose names appear below, individually and collectively, accept full responsibility for the accuracy of the information pertaining to Bindura Nickel Corporation Limited contained in this announcement and certify that, to the best of their knowledge and belief, the information contained in this announcement is true, correct and not misleading.

Full name	Position	Signature
Muchadeyi Ashton Masunda	Non-Executive Chairman	
Jozef Clifford Behr	Non-Executive Director	
David Hugh Brown	Non-Executive Director	
Obey Chimuka	Non-Executive Director	
Craig Gerald Meerholz	Non-Executive Director	
Thomas Lusiyano	Managing Director	

6. Approval of Publication of Notice

The Company sought and was granted approval by the Zimbabwe Stock Exchange on 13 November 2020 to publish this notice to its shareholders and the investing public.

By Order of the Board

A handwritten signature in black ink, appearing to read 'Mukanganga', with a stylized initial 'C'.

Conrad Fungai Mukanganga
Company Secretary
8 December 2020