

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Circular is neither a prospectus nor an invitation to the public to subscribe for shares in Bindura Nickel Corporation Limited. This Circular is issued in compliance with the Zimbabwe Stock Exchange Listing Requirements and seeks to provide information to Bindura Nickel Corporation Limited's Shareholders regarding the delisting of Bindura Nickel Corporation Limited from the Zimbabwe Stock Exchange, as well as certain matters ancillary thereto.

Action Required:

If you are in any doubt as to the action you should take, you should immediately seek advice from your stockbroker, bank manager, legal practitioner, accountant or other professional advisors.

If you no longer hold any shares in Bindura Nickel Corporation Limited, you should send this Circular and the accompanying Form of Proxy, as soon as possible, to the stockbroker, banker, or other agent through whom the disposal of your shareholding in Bindura Nickel Corporation Limited was effected, for onward delivery to the purchaser or transferee of the shares in Bindura Nickel Corporation Limited previously held by you.



A member of Kuvimba Mining House

(Incorporated and registered in Zimbabwe with limited liability under Certificate of Registration number 552/66 and Certificates of Change of Name dated 22 June 1979)

Address: No.1 Trojan Road, P.O. Box 35, Bindura, Zimbabwe

Website: www.binduranickel.co.zw

CIRCULAR TO SHAREHOLDERS

Relating to and seeking approvals for:

The Termination of the Zimbabwe Stock Exchange Listing of Bindura Nickel Corporation Limited

And incorporating

A NOTICE OF AN EXTRAORDINARY GENERAL MEETING

To be held virtually, on Monday, 13 December 2021, at 10:00 hours, which notice was published on Thursday, 18 November 2021 in accordance with the requisite provisions of the Zimbabwe Stock Exchange Listings Requirements and the Companies and Other Business Entities Act [Chapter 24:31], as set out at the end of this Document. Shareholders of Bindura Nickel Corporation Limited are requested to complete and return the attached form of proxy in accordance with the instructions printed therein, as soon as possible, but not later than 16:00 hours, on Friday, 10 December 2021.

The Circular is only available in English. Additional copies of this Circular may be obtained from the Company Secretary at the Registered Office of Bindura Nickel Corporation Limited, being No. 1 Trojan Mine Road, P.O. Box 35, Bindura, Zimbabwe.

Lead Advisor



Akribos Advisory Services
Partnerships with a difference

Sponsoring Broker



Akribos Securities
Partnerships with a difference

A member of the Zimbabwe
Stock Exchange

Legal Advisor



ChimukaMafunga
Commercial Attorneys

Reporting Accountant



Building a better
working world

Transfer Secretary



Date of Issue of this Circular: 18 November 2021

TABLE OF CONTENTS

CORPORATE INFORMATION AND DETAILS OF PROFESSIONAL ADVISORS	2
FORWARD LOOKING STATEMENTS	3
INTERPRETATIONS AND DEFINITIONS	4
DIRECTORS' RESPONSIBILITY STATEMENT	6
PART A: SALIENT INFORMATION AND IMPORTANT DATES	7
PART B: CHAIRMAN'S LETTER TO SHAREHOLDERS	9
PART C: DETAILS OF THE TRANSACTION	11
PART D: INFORMATION ON BINDURA NICKEL CORPORATION LIMITED	15
APPENDIX 1: HISTORICAL FINANCIAL INFORMATION	28
APPENDIX 2: REPORTING ACCOUNTANTS' REPORT ON HISTORICAL FINANCIALS	31
APPENDIX 3: NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS	33
APPENDIX 4: FORM OF PROXY	35

CORPORATE INFORMATION AND DETAILS OF PROFESSIONAL ADVISORS

Directors	Muchadeyi Ashton Masunda Thomas Lusiyano Patrick Maseva-Shayawabaya Michiel Jakobus Bronn David Hugh Brown Obey Chimuka Charity Chiratidzo Jinya Cynthia Dinka Malaba Craig Gerald Meerholz Roseline Nhamo
Company Secretary and Registered Office	Conrad Fungai Mukanganga Bindura Nickel Corporation Limited No. 1 Trojan Mine Road P.O Box 35 Bindura Zimbabwe
Company website	www.binduranickel.co.zw
Lead Advisor	Akribos Advisory Services (Private) Limited 62 Quorn Avenue Mt. Pleasant Harare Zimbabwe
Sponsoring Broker	Akribos Securities (Private) Limited 62 Quorn Avenue Mt. Pleasant Harare Zimbabwe
Legal Advisor	ChimukaMafunga Commercial Attorneys 9th Floor, ZB Life Towers Corner Sam Nujoma Street / Jason Moyo Avenue Harare Zimbabwe
Reporting Accountant and Auditor	Ernst & Young Chartered Accountants (Zimbabwe) Registered Public Accountants Corner Julius Nyerere Way/Kwame Nkrumah Avenue P. O. Box 62 or 702 Harare Zimbabwe
Transfer Secretary	First Transfer Secretaries (Private) Limited 1 Armagh Avenue Eastlea P.O. Box 11 Harare Zimbabwe
Principal Banker	BancABC Limited 1 Endeavour Crescent Mt Pleasant Business Park Mt Pleasant Harare Zimbabwe

FORWARD LOOKING STATEMENTS

This Circular includes forward looking statements regarding Bindura Nickel Corporation Limited. Forward looking statements include statements concerning Bindura Nickel Corporation Limited's plans, objectives, goals, strategies and future operations and performance and the assumptions underlying these forward-looking statements. Throughout this Circular, Bindura Nickel Corporation Limited uses words such as "should", "may", "anticipates", "estimates", "expects", "believes" "intends", "plans", "will", "seeks", "projections", "future", "likely" and any similar expressions to identify forward-looking statements.

Bindura Nickel Corporation Limited and its representatives have based these forward-looking statements on the current views of their management and advisors with respect to future events and financial performance. These views reflect the best judgment of Bindura Nickel Corporation Limited and its representatives but involve uncertainties and are subject to certain risks, the occurrence of which could cause actual results to differ materially from those predicted. Although Bindura Nickel Corporation Limited believes that the estimates and the projections reflected in its forward-looking statements are reasonable, if one or more of the risks or uncertainties materialise or occur, including those which Bindura Nickel Corporation Limited and its representatives have identified in this Circular, or if any underlying assumptions prove to be incomplete or incorrect, Bindura Nickel Corporation Limited's actual results of operations may vary from those expected, estimated or projected. These forward-looking statements speak only as at the date of this Circular. Neither Bindura Nickel Corporation Limited nor its representatives are obliged to or intend to update or revise any forward-looking statements made in this Circular, whether as a result of new information, future events or otherwise. All subsequent written or oral forward-looking statements attributable to Bindura Nickel Corporation Limited, or persons acting on its behalf, are expressly qualified in their entirety by the cautionary statements contained throughout this Circular. As a result of these risks, uncertainties and assumptions, Bindura Nickel Corporation Limited Shareholders should not place undue reliance on these forward-looking statements.

By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that the predictions, forecasts, projections, and other forward-looking statements will not be achieved. Bindura Nickel Corporation Limited Shareholders should be aware that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates, and intentions expressed in such forward-looking statements. Bindura Nickel Corporation Limited does not make any representation, warranty, or prediction that the results anticipated by such forward-looking statements will be achieved, and such forward - looking statements represent, in each case, only one of many possible scenarios and should not be viewed as the most likely or standard scenario and/or outcome.

INTERPRETATIONS AND DEFINITIONS

In this Circular to Shareholders, the following definitions shall have the meanings adjacent to them, unless the context requires otherwise. Words in the singular shall include the plural and *vice versa*, words importing natural persons shall include juristic persons (whether corporate or incorporate and *vice versa*) and words in the masculine shall import both the feminine and neuter.

“Addressee(s)”	The parties to whom this Circular to Shareholders is addressed;
“Akribos Advisory Services” or “Financial Advisor”	Akribos Advisory Services (Private) Limited, a Securities and Exchange Commission of Zimbabwe licensed financial advisory services company, registered in Zimbabwe in terms of the Companies and Other Business Entities Act [Chapter 24:31], and also Lead Advisors to this Transaction;
“Akribos Securities” or “Sponsoring Brokers”	Akribos Securities (Private) Limited, a Member of the Zimbabwe Stock Exchange, licensed by the Securities and Exchange Commission of Zimbabwe as a security dealing company, registered in Zimbabwe in terms of the Companies and Other Business Entities Act [Chapter 24:31], and also Sponsoring Brokers to this Transaction;
“Articles”	Articles of Association of Bindura Nickel Corporation Limited;
“Independent Auditors” or “Reporting Accountants”	Ernst & Young Chartered Accountants (Zimbabwe) Registered Public Auditors, Independent Auditors of the Company, and Reporting Accountants to this Transaction;
“BNC” or “Bindura Nickel Corporation” or “the Company” or “the Group”	Bindura Nickel Corporation Limited, a public company incorporated in Zimbabwe under registration number 552/1966 and listed on the Zimbabwe Stock Exchange since 1971;
“Board” or “the Directors”	The Board of Directors of Bindura Nickel Corporation Limited;
“Broker”	Any person or company registered as a member of the ZSE and authorised to buy and sell shares and other securities on behalf of customers;
“Business Day”	Monday to Friday inclusive, but excluding any such date which is a public holiday in Zimbabwe;
“Circular” or “the Document”	This document dated 18 November 2021 including the appendices hereto, addressed to Bindura Nickel Corporation Limited Shareholders, which sets out the terms and conditions of the Transaction;
“Companies Act” or “COBE”	The Companies and Other Business Entities Act [Chapter 24:31];
“Conditions Precedent”	The Conditions Precedent to which the proposed Transaction is subject as set out in Part C Section 3.5;
“CSD”	Central Securities Depository;
“Documents of Title”	Share certificates, dematerialised shares in CSD accounts, certified transfer deeds, balance receipts or any other physical documents of title to shares acceptable to the issuer of such shares;
“EGM”	The Extraordinary General Meeting of Bindura Nickel Corporation Limited Shareholders to be held virtually on Monday, 13 December 2021.
“FCA”	Foreign Currency Account
“Form of Proxy” or “Proxy Form”	The form accompanying this Circular, which provides for Bindura Nickel Corporation Limited Shareholders to appoint a proxy to attend the EGM and vote on their behalf on the resolutions proposed;
“IAS”	International Accounting Standards;
“IFRS”	International Financial Reporting Standards;

“Legal Advisors”	ChimukaMafunga Commercial Attorneys, registered legal practitioners and legal advisors to Bindura Nickel Corporation Limited regarding the proposed Transaction;
“Notice”	The notice of the Extraordinary General Meeting which was published in terms of the Companies and Other Business Entities Act [Chapter 24:31] on 18 November 2021, advising Bindura Nickel Corporation Limited Shareholders of the proposed Transaction and which forms part of this Circular;
“Resolutions”	The special and ordinary resolutions contained in the Notice giving effect to the proposed Transaction which will be set before the Bindura Nickel Corporation Limited Shareholders at the EGM;
“Register”	The Register of Shareholders of Bindura Nickel Corporation Limited maintained by the Transfer Secretaries and the sub-register of nominee Shareholders maintained by each Broker;
“RBZ”	Reserve Bank of Zimbabwe;
“Shareholder(s)”	The holder(s) of the ordinary shares of Bindura Nickel Corporation Limited;
“Transaction”	The delisting of Bindura Nickel Corporation Limited’s shares from the Zimbabwe Stock Exchange and simultaneous admission on the Victoria Falls Stock Exchange.
“Transfer Secretaries”	First Transfer Secretaries (Private) Limited, a company duly incorporated in Zimbabwe in terms of the Companies and Other Business Entities Act [Chapter 24:31] which provides share transfer secretarial services to Bindura Nickel Corporation Limited;
“US\$”	The United States of America Dollar, the official currency of the United States of America;
“VFEX”	Victoria Falls Stock Exchange, a stock exchange registered by the Securities and Exchange Commission of Zimbabwe in terms of the Securities and Exchange Commission Act [Chapter 24:25] of 2004;
“ZSE”	Zimbabwe Stock Exchange, a stock exchange registered by the Securities and Exchange Commission of Zimbabwe in terms of the Securities and Exchange Commission Act [Chapter 24:25] of 2004;
“ZSE Listing Requirements”	The Listing Requirements of the ZSE, being the rules regulating listings on the ZSE at the date of the original submission of this Circular to the ZSE Listings Committee;
“ZWL”	The Zimbabwe Dollar, the official currency of Zimbabwe introduced under Sections 22 and 23 of the Finance (No. 2) Act of 2019;

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of Bindura Nickel Corporation Limited whose names appear below, collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm that they have made all reasonable enquiries and declare that to the best of their knowledge and belief, there are no facts, the omission of which would make any statement in this Circular false or misleading, and that they have made all reasonable enquiries to ascertain such facts.

The Directors also confirm that this Circular includes all such information within their knowledge (or which it will be reasonable for them to obtain by making enquiries) as investors and their professional advisors would reasonably require and expect in order to make an informed assessment of the proposed Transaction, financial position, profits and losses and prospects of the Issuer, the rights attaching to the securities to which the Circular relates.

The Directors further confirm that there are no material legal proceedings, including any such proceedings which are pending or threatened, of which Bindura Nickel Corporation Limited is aware, and which may have a material effect on the Company's financial position.

Signed at _____ on the _____ day of November 2021.

Muchadeyi Ashton Masunda

Chairman

Thomas Lusiyano

Managing Director

Patrick Maseva-Shayawabaya

Finance Director

Michiel Jakobus Bronn

Non-Executive Director

David Hugh Brown

Non-Executive Director

Obey Chimuka

Non-Executive Director

Charity Chiratidzo Jinya

Non-Executive Director

Cynthia Dinka Malaba

Non-Executive Director

Craig Gerald Meerholz

Non-Executive Director

Roseline Nhamo

Non-Executive Director

PART A: SALIENT INFORMATION AND IMPORTANT DATES

1. Introduction

On 15 October 2021, the Management of Bindura Nickel Corporation Limited (“BNC”), sought and obtained Board approval to undertake a Transaction involving the delisting of the Company from the Zimbabwe Stock Exchange (“ZSE”) through voluntary termination and thereafter admission on the Victoria Falls Stock Exchange (“VFEX”) by way of introduction.

This summary presents the salient information in relation to the proposed Transaction, and the detailed terms and conditions are more fully set out in this Circular. Accordingly, this Circular should be read in its entirety for a full appreciation of the proposed Transaction and its implications for Shareholders to make an informed determination as regards the actions required to be taken.

2. Extraordinary General Meeting

BNC Shareholders are being called by notice dated 18 November 2021 (which is attached to and forms part of this Circular) to attend the EGM of the Company which will be held virtually on Monday, 13 December 2021 to consider and, if deemed fit, to approve the termination of the Company’s ZSE listing and the admission of the Company’s shares on the VFEX.

The resolutions for the approval of the Transaction are set out in full in Appendix 3.

3. Important Dates and Times

Event	Date
Notice of BNC EGM published	Thursday, 18 November 2021
Circular to BNC Shareholders published	Thursday, 18 November 2021
BNC share register closed (at 16:00 hours)	Thursday, 25 November 2021
Last day of lodging Proxy Forms (at 16:00 hours)	Friday, 10 December 2021
BNC virtual EGM (at 10:00 hours)	Monday, 13 December 2021
Publication of EGM Resolution Results	Tuesday, 14 December 2021
Expected date of de-listing BNC shares from the ZSE	Wednesday, 15 December 2021
Expected date of listing BNC shares on the VFEX	Friday, 17 December 2021
BNC share register reopens	Monday, 20 December 2021

Notes

- The dates stated above are subject to change at the discretion of BNC and any such change will be published in the Zimbabwean press.
- All times indicated above and elsewhere in this Circular are Zimbabwean standard times.
- If the EGM is adjourned or postponed, Forms of Proxy submitted in respect of the EGM will remain valid in respect of any adjournment or postponement thereof.
- If the proposed Transaction is approved by BNC Shareholders at the EGM, update announcements will be made on progress regarding completion of any outstanding Conditions Precedent.

4. Actions to be taken by BNC Shareholders

Upon receipt of this Circular, the recipient should:

- Read this Document in its entirety. If you are in doubt as to the action you should take, you should immediately seek advice from your stockbroker, bank manager, legal practitioner, accountant, or other professional advisors;
- Attend the virtual EGM to be held on Monday, 13 December 2021 and vote on the resolutions that will be required to give effect to the proposed Transaction as presented in this Circular.

Shareholders who are unable to attend the EGM, but who wish to be represented there, should complete and sign the Proxy Form included in this Document and ensure that it is either lodged to the Company Secretary at the regis-

tered offices of BNC being, No. 1 Trojan Mine Road, P.O. Box 35, Bindura, Zimbabwe, or at the offices of the Transfer Secretaries at 1 Armagh Avenue, Eastlea, Harare, Zimbabwe, or scanned and emailed to the Company Secretary at cmukanganga@bnc.co.zw, or scanned and emailed to the Transfer Secretaries at zmazhandu@fts-net.com so that it is received by the Transfer Secretaries by 16:00 hours, on Friday, 10 December 2021.

5. Documents Available for Inspection

Copies of the following documents will be available for inspection between Thursday, 18 November 2021 and Friday, 10 December 2021, during normal working hours, at the Lead Advisor and BNC's Registered Offices at the addresses set out in the "Corporate Information" section at the beginning of this document:

- i. The Memorandum of Association of the Company.
- ii. The Articles of Association of the Company.
- iii. The written consents of the advisors.
- iv. The audited financial statements for the three financial years ended 31 March 2019, 31 March 2020 and 31 March 2021 for Bindura Nickel Corporation Limited and its subsidiaries.
- v. A copy of the BNC Share Option Scheme document.
- vi. A signed original copy of this Circular.
- vii. The ZSE approval letter for the distribution of the Circular, and
- viii. The ZSE letter granting BNC a dispensation permitting all BNC Shareholders to vote at the EGM.

Bindura Nickel Corporation

A member of Kuvimba Mining House

(Incorporated and registered in Zimbabwe with limited liability under Certificate of Registration number 552/66 and Certificates of Change of Name dated 22 June 1979)

Directors: M.A Masunda (Chairman), T. Lusiyano (Managing Director), P. Maseva-Shaywabaya (Finance Director), M.J. Bronn, D.H. Brown, O. Chimuka, C.C. Jinya, C.D. Malaba, C.G. Meerholz, R. Nhamo.

Address: No. 1 Trojan Mine Road, P.O. Box 35, Bindura, Zimbabwe

Dear Shareholder

Zimbabwe's vision of becoming an upper middle-income country by 2030 is hinged on achieving a US\$12 billion mining industry, in terms of annual revenue. Mining accounts for 10.5% (2020) of the country's GDP and is the top foreign currency earner, contributing more than 60% to the annual gross export proceeds. Nickel is among the 40 major minerals underpinning mining in Zimbabwe and is thus a significant contributor to foreign currency generation. Being the largest nickel producer in Zimbabwe, BNC is pivotal in this national endeavour and so are its plans for expansion and value addition along the nickel value chain. To enable BNC to effectively play its part, while enhancing shareholder value, your company is asking you to consider and approve the proposal to migrate its listing from the ZSE to the VFEX.

The VFEX was established in October 2020 as a wholly owned subsidiary of the ZSE, to kick-start the Offshore Financial Services Centre ("OFSC") earmarked for the Special Economic Zone in Victoria Falls. Statutory Instrument 196 of 2020, (Exchange Control (Special Provisions for Securities Listed on Victoria Falls Stock Exchange) Regulations, 2020) has exchange provisions that make the VFEX attractive for BNC and the key elements are as follows:

1. Trading on the bourse is solely in US\$ or a convertible currency;
2. Capital raising, if required, is done in US\$ or any other hard currency, while trading, clearing and settlement on or offshore happen in US\$;
3. Funds held in a Nostro Investment FCA are not subject to any restrictions or surrender requirements and can be held for an indefinite period;
4. Foreign currency received by resident investors on the VFEX as disinvestment proceeds and dividends into their Nostro FCA accounts are deemed to be free funds and can be held for an indefinite period;
5. Disinvestment and dividend proceeds due to non-resident investors are freely remittable through their authorised dealers, without the need for exchange control approval;
6. Capital raised by a company listed on the VFEX may be held in an approved local or offshore account with an internationally recognized banking institution.

The Government of Zimbabwe ("GoZ") also availed fiscal and other benefits to companies listed on the VFEX which are as follows:

1. Trades on the VFEX do not attract Capital Gains Tax on the disposal of listed securities.
2. Withholding tax on dividends for foreign investors has been lowered from 10% to 5%.

It is against this background that the Board resolved that BNC pursues a VFEX listing as it will potentially be of immense benefit to the Company and to the Shareholders, directly.

Your company is evaluating several projects which could be viable but will require substantial capital to be raised in

foreign currency. The VFEX listing will make it easier for the Company to access such capital. The enhanced exchange control regime for VFEX listings, will be of benefit to the Company, through the increased export proceeds retention associated with incremental production. Shareholders, on the other hand, stand to directly benefit as their shares will trade in US\$ with no restrictions on repatriation of dividends and disinvestment proceeds.

It is the Board's view that listing on the VFEX will bring substantial benefits to the Company and its Shareholders. Accordingly, on behalf of the Board, I recommend all Shareholders to vote in favour of the resolutions approving the Transaction.

Thank you

Yours faithfully,

For and on behalf of the Board of Bindura Nickel Corporation Limited

(Signed on original)

M.A. Masunda

(Chairman)

PART C: DETAILS OF THE TRANSACTION

1. Overview of the Proposed Transaction

On Friday, 15 October 2021, the Board of Directors of BNC considered and approved a proposal by Management to terminate the Company's ZSE Listing, with the intention to list on the VFEX. The resolutions gave Executive Directors the power to execute the Transaction with the aim of unlocking the advantages listed below to the Company and its Shareholders.

2. Rationale of the Proposed Delisting

2.1. Enhanced ability to source capital in an appropriate currency.

Listing BNC on the VFEX avails the Company an exchange control regime designed to attract international investors with the ease with which they can deal in shares listed thereon as well as repatriate both their capital and earnings in US\$. This is critical for offshore investors intending to make long term investments as it addresses a key concern with regard to the Company's current ZSE listing. After migrating to the VFEX, BNC will have a potential source of capital that matches its needs better than what is available through the ZSE listing.

2.2. Better foreign currency earnings retention regime

BNC generates income in foreign currency, and in terms of prevailing exchange control regulations, the Company compulsorily surrenders 40% of its earnings for ZWL converted at the auction rate. Companies that are listed on the VFEX are allowed to retain 100% of their incremental export proceeds in foreign currency, which reduces exposure to the compulsory surrender requirements. BNC has longer term potential to produce up to 10,000 tonnes of nickel, almost twice the current production level, which indicates the potential significance of this incentive to the Company's future, both in terms of earnings and equity valuation in the open market.

2.3. Improved price discovery and liquidity

There are currently only two companies listed on the VFEX, making it difficult to draw firm conclusions, regarding the level of activity of, and liquidity on the bourse. However, there are indications that investors are becoming increasingly confident with the VFEX, the consequence of which has been an increase in the liquidity of its listings. By moving to the VFEX, BNC's Shareholders will be exposed to a platform that should more accurately value the investment in foreign currency and allows offshore settlement for trades. The increase in liquidity is underpinned by the VFEX's low-cost structure and tax incentives for Shareholders as detailed on the Chairman's Letter above. This structure makes VFEX trading much cheaper for Shareholders than ZSE trading.

2.4. Enhanced Profile for BNC

The VFEX listing enhances BNC's profile, both within and outside Zimbabwe, thus potentially improving the Company's public recognition and commercial standing.

2.5. Opportunity to capitalize on VFEX promotions

In addition to the incentive structure put forward by the GoZ, the VFEX itself has concessions that it offered BNC as part of its drive to attract new listings. Such concessions, which include waiver of listing fees in the first year, may not be available in future and migrating at a later stage may be more expensive. Therefore, there is merit in embarking on the project now and capitalize on the opportunity.

3. Mechanics of the Transaction

3.1. Voluntary termination of listing from the ZSE

The Company will voluntarily delist from the ZSE through termination on request. BNC meets the basic requirements needed as per the listing rules to undertake such a transaction. The ZSE will approve the delisting, provided Shareholders have approved the same at the Extraordinary General Meeting of the Company with 75 per centum of the votes of all Shareholders present or represented by proxy.

3.2. Listing by way of introduction on the VFEX

BNC will list on the VFEX by way of an introduction. The Company meets the requirements to undertake such a transaction, key among them being the spread of Shareholders and the intention to list without involving an issue of new securities or any marketing of existing securities.

3.3. Timelines and Milestones

The table in Part A Section 3 details the proposed timelines and milestones that Management believes are feasible for BNC to list on the VFEX by 31 December 2021.

3.4. Transaction Costs

The costs of implementing the Proposed Transaction are estimated to amount to US\$62,000 which relates to various advisory, accounting, regulatory as well as advertising printing and postage charges. The transaction costs are broken down in the table below.

Fee	Amount (US\$)
Advisory Fees	30,000
Legal Fees	10,000
Sponsoring Broker Fees	7,500
Reporting Accountant Fees	7,000
Transfer Secretary Fees	5,000
Printing and Distribution Fees	1,500
Design & Print	1,000
Total Fees	62,000

4. Conditions Precedent

The implementation of the Proposed Transaction is conditional upon the following:

- i. BNC Board approval of the voluntary delisting from the ZSE and listing on the VFEX.
- ii. The passing of the Resolutions by Shareholders of BNC, by the requisite majority, at an EGM to be held on Monday, 13 December 2021 in terms of the Notice of the EGM published on Thursday, 18 November 2021.
- iii. Obtaining a letter of good standing from the ZSE in favour of BNC.
- iv. BNC Directors signing an undertaking to abide by the VFEX listing rules, and
- v. Obtaining all such other necessary regulatory approvals as may be required.

5. Experts' Consent

Akribos Advisory Services (Private) Limited, Akribos Securities (Private) Limited, Ernst & Young Chartered Accountants (Zimbabwe), First Transfer Secretaries (Private) Limited and ChimukaMafunga Commercial Attorneys have given, and as at the date of this Circular, have not withdrawn their consent to the issue of this Circular with the inclusion of their names and reports in the forms and context in which they appear.

6. Regulatory Issues

This Circular is issued in compliance with the ZSE Listings Requirements. The Listings Committee of the ZSE approved the proposed Transaction and granted approval for the publication of the Circular, EGM Notice, and the distribution to Shareholders of this Circular in respect of the proposed Transactions on Thursday, 18 November 2021. All VFEX transactions have presumed Exchange Control approval and therefore no specific approval is required for this transaction.

7. Solvency, Liquidity and Working Capital Adequacy Statement

The Directors are of the opinion that, post the proposed Transaction, based on the current year and five-year projections, BNC will be able to service all its financial obligations as they fall due.

8. Capital Commitments and Contingencies

8.1. Capital Commitments

	US\$	US\$
	31-Mar-2021	31-Mar-2020
Capital commitments		
Contracted	5 932 626	6 512 448
Authorised but not contracted	-	-
	5 932 626	6 512 448

The capital expenditure is to be financed from internal resources and existing facilities.

8.2. Contingent Liabilities

The Group monitors potential contingent liabilities, including those relating to taxation, environmental rehabilitation on an ongoing basis. Where there are contingent liabilities, the Group provides the required disclosures in the financial statements and where there are provisions, the Group records a liability in the financial statements.

8.2.1 Prior year tax dispute

It was reported in the previous year that the Company was involved in a tax dispute with the tax authorities emanating from tax assessments which were issued in February 2018, amounting to an estimate of ZWL14 million. The tax differences mainly related to historical issues to do with how the Company was structured many years ago, as well as issues arising from varying interpretation of standard commercial agreements in the industry.

For the outstanding amount, both parties agreed to declare a dispute and pursue the matter through the courts. The matter is now before the courts pending hearing. Except for this disclosure, no provision has been made in the 2021 financial statements with respect of this contingent liability. Based on legal advice received to date, the Company has acted within the statutes of the law. The Directors are still of the view that a positive resolution will be reached. At the time of reporting, the Company could not reasonably estimate the likely timing of resolution of the matter.

The amount under dispute has already been paid to the Zimbabwe Revenue Authority as a deposit for the tax investigation.

9. Material Contracts

Other than in the ordinary course of business, no material contracts have been entered into by BNC during the past twelve months.

10. Share Ownership Scheme

10.1. Background

In a bid to empower its employees, in 2016 BNC established a share option scheme known as, The BNC Share Ownership Scheme (2016), ('The Scheme'). The material terms of the Scheme are as follows:

- i. The participants of the Scheme are defined as, any person involved in the business of the Group who shall be an eligible employee (meaning any employee or executive director of the Company or its subsidiary) or a non-executive director thereof;
- ii. The options are granted to participants by the Directors from either treasury shares or unissued shares of the Company by means of a resolution of the Directors;
- iii. The Scheme is valid for a period of ten (10) years from the date of adoption. The Scheme was adopted on the 22nd of September 2016;

- iv. The Scheme limit in respect of issued shares shall be seven and half percent (7.5%) of the issued ordinary share capital of the Company as of the Scheme adoption date. All options have since been granted and no shares shall be issued beyond the 7.5% seven and half percent with regards to the Scheme;
- v. The exercise price for options under the Scheme per share is a price which is not lower than the higher of (a) a nominal value of the share, and (b) the market value of a share on the date of grant, and;
- vi. That the Company will apply to the ZSE or other appropriate body for permission that allotted shares be admitted to the official list. This includes the VFEX on listing.

10.2. Current Options

Details of the current share option scheme are outlined in the table below.

Name of Grantor:	Bindura Nickel Corporation Limited
Type of Scheme:	Share Purchase Option Scheme
Percentage of Shareholding available for the Scheme:	Only a maximum of seven and half percent (7.5%) of the entire issued ordinary shares of the Company is available under the scheme.
Source of shares:	Treasury or unissued shares of the Company in the control of Directors
Participants:	Employees, Executive and Non-Executive Directors of the Company
Number of Employees currently under the Scheme:	684
Date of Adoption:	22 nd September 2016
Duration of Scheme:	Ten (10) years
Exercise Price:	Not lower than the higher of (a) a nominal value of the share, and; (b) the market value of a share on the date of grant <i>(all granted options have an exercise price of ZWL 4.30 cents)</i>
Number of granted options	92,974,244
Number of shares per option	One (1)
Number of exercised options to date	39,998,792 (43%)
Number of options remaining to be exercised:	52,975,452 (57%)

11. Directors' Opinions and Voting Recommendations

The Directors of BNC have considered the terms of the Proposed Transaction and are unanimously of the opinion that the Proposed Transaction is in the best interests of BNC's Shareholders. Accordingly, the Directors recommend that Shareholders vote in favour of the resolutions giving effect to the Proposed Transaction.

The Directors of BNC will collectively vote in favour of the resolutions to approve the proposed Transaction at the EGM in respect of their own shareholdings, if any.

PART D: INFORMATION ON BINDURA NICKEL CORPORATION LIMITED

1. Background Information

Bindura Nickel Corporation Limited operates a mine and owns smelter and refinery complexes, which are both currently not operational and are in Bindura, Zimbabwe. It was established in 1966 by Anglo-American Corporation and was listed on the ZSE in 1971. The Company is engaged in the mining and extraction of nickel and its by-products (copper and cobalt). The Company's major product is nickel in concentrate which contain nickel sulphide. Nickel is mainly used in the production of stainless steel and is finding new application in the production of batteries. The development of electric and hybrid cars in the automotive industry will thus ensure the demand for nickel sulphide rises steadily in the medium to long term.

2. Nickel Markets Analysis

2.1. Global Markets

There are more than 23 countries worldwide that are involved in nickel extraction with Indonesia topping the list in terms of both mining and reserves. As of 2020, the total global nickel reserves amounted to approximately 94 million tonnes (Source: NS Energy). Of that amount, Indonesia held the world's largest share, at 21 million tonnes followed by Australia with nickel reserves of 20 million tonnes. The 2021 global nickel production is expected to grow by 6.8% to an estimated 2.5 million tonnes after an estimated fall of 4.2% to 2.2 million tonnes in 2020 due to the impact of the COVID-19 pandemic.

Nickel production is forecast to grow at a compounded annual growth rate of 3%, to reach 2.7 million metric tonnes by 2025. The growth will be underpinned by expansion in Indonesia, the resumption of production in the Philippines and the ramp up in Brazil. This increase in production is being driven by rapidly rising demand for the metal in the production of batteries which power Electric Vehicles ("EVs"). With the EV industry still in its infancy, Nickel is clearly among the metals of the future. Currently, the metal's major uses include the production of stainless steel (66%), non-ferrous alloys (12%), alloy steels (5%), plating (7%), foundry (3%) and batteries (2%). China is the largest consumer of nickel, accounting for approximately 55% of the global demand.

2.2. Zimbabwe Market

Zimbabwe is among the top 5 nickel producing countries in Africa with an estimated annual production of 16 000 metric tonnes of the mineral. Zimbabwe's sulphidic nickel deposits account for about 3.1% of the global nickel resources equivalent to about 2.490 million tonnes whereas its laterite deposits in the northern part of the Great Dyke have not been adequately evaluated and the actual resource potential remains unknown.

The local production of nickel fluctuated substantially in recent years, though it tended to increase through 2000 - 2019 period ending at 16,279 tonnes (metal content) in 2019. The metal is arguably one of the top foreign currency earners in Zimbabwe. BNC is Zimbabwe's largest nickel producer having sold nickel in concentrate amounting to 5 685 tonnes in 2020 against a 2019 figure of 6 410 tonnes.

3. Overview of BNC Operations

BNC has nickel resources across Zimbabwe under mining, processing, and exploration assets. These are Trojan Mine, Shangani Mine, the BSR facility, Hunters Road Project, Damba-Silwane as well as the Trojan Hill and Kingstone Hill Projects. Collectively, these resources contain of 72.5 million tonnes of ore, at an average grade of 0.60%, which works to approximately 435.8 kilo-tonnes of nickel.

3.1. Location of Operations

Bindura Nickel Corporation Limited has three mining locations in Zimbabwe, which are Trojan Mine (Bindura), Shangani Mine (Shangani) and the Hunters Road Project (between Gweru and Kwekwe). The Company previously operated Epoch Mine (Filabusi) and Madziwa Mine (Madziwa), both of which are now closed. The Company also owns, through Trojan Nickel Mine Limited, smelter and refinery complexes in Bindura. Both complexes are currently under care and maintenance.

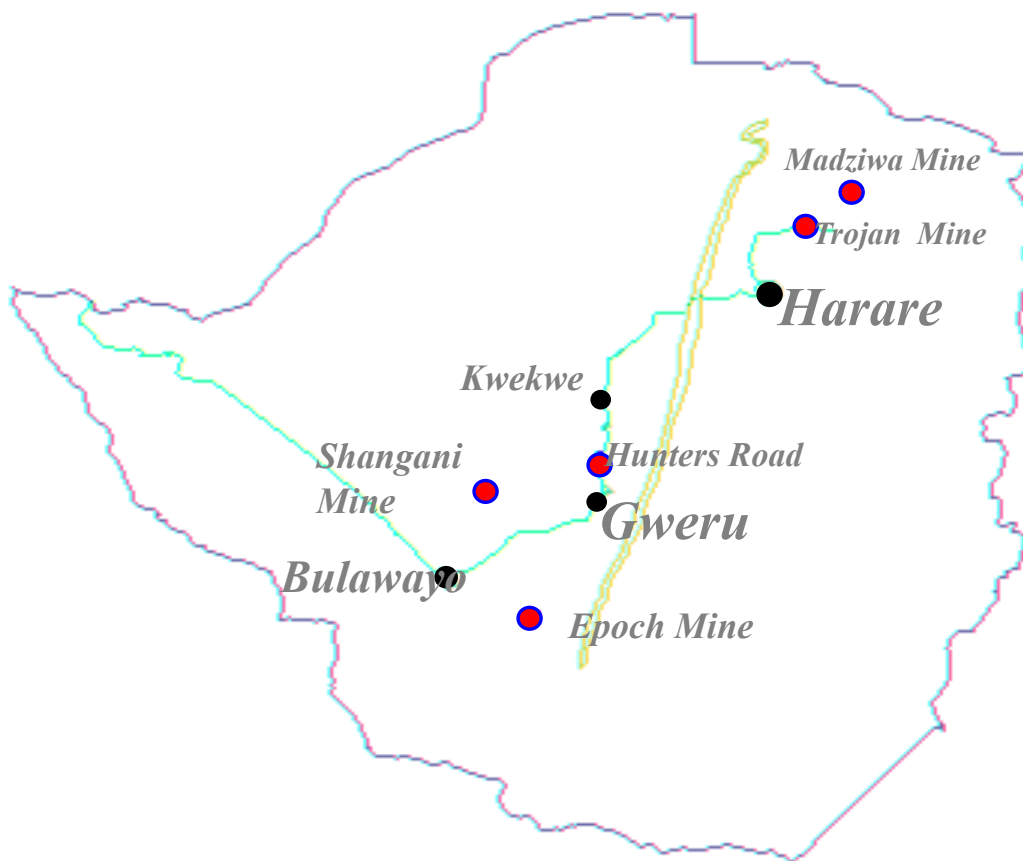


Figure 1: Location of operations

Bindura Nickel Corporation wholly owns 3 subsidiaries, which are BSR Limited (formerly Bindura Smelter and Refinery Limited), Trojan Nickel Mine Limited (TNML) and Hunters Road Nickel Mine (Private) Limited (Hunters Road). TNML is the only operating subsidiary. BSR Limited is dormant while Hunters Road is at project stage. The assets that belonged to BSR Limited assets, being the smelter and refinery, were transferred to TNML in terms of a restructuring that was implemented in 2004.

3.2. Corporate Structure

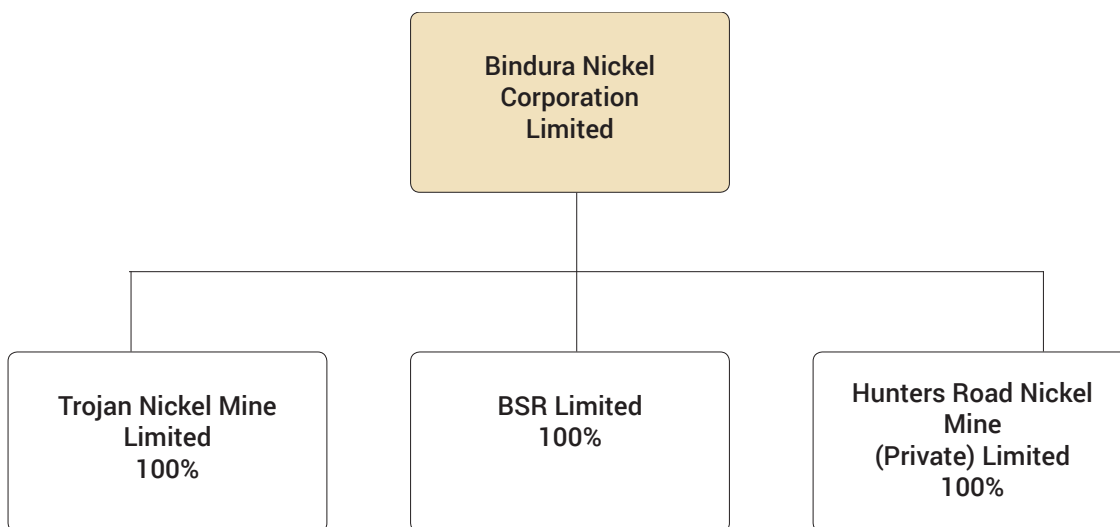


Figure 2: Bindura Nickel Corporation corporate structure

3.2.1. Trojan Nickel Mine Limited

TNML consists of two mines which are, Trojan Mine and Shangani Mine. On average, TNML produces approximately 400,000 tonnes of ore and 5,500 tonnes of nickel in concentrate per annum respectively. Trojan Mine, located in Bindura was restarted in 2012 after 4 years of care and maintenance. It has an inferred resource size of 8.59 million tonnes of 1.00% nickel ore grade which amounts to 85,600 tonnes of contained nickel. The mine has proven ore reserves of 2.76 million tonnes at an average grade of 0.86% nickel ore, amounting to 23,600 tonnes of contained nickel.

Shangani Mine has an inferred resource size of 12.03 million tonnes of ore, at 0.56% nickel grade which amounts to 68,000 tonnes of contained nickel. Shangani Mine is currently under care and maintenance.

TNML's smelter and refinery are currently under care and maintenance. The smelter has capacity to treat BNC and third-party concentrates.

3.2.1.1. The Trojan Mine Re-deepening Project

Trojan Mine completed and successfully commissioned the Shaft Re-deepening Project during an almost 8-week long shutdown from March to April of 2021. The Shaft Re-deepening Project involved two major components, namely:

- The Shaft Re-deepening and Tie-in. This was the deepening of the existing sub-vertical shaft by 244 metres, to enable access to known ore resources below the then existing shaft bottom, and
- The Sub-Vertical rock winder mechanical and electrical upgrades, involving the replacement of the mechanical braking system, rope drum cheeks and bearings as well as the complete replacement of the old electrical controls, switch gear, and cabling.

Additionally, works were also carried out on surface infrastructure, to support future production which included refurbishment of the Main Shaft Headgear and the processing plant.

3.2.2. BSR Limited

BSR Limited is dormant.

3.2.3. Hunters Road Nickel Mine (Private) Limited

Hunters Road Mine is still at project stage. The mine is located 25 and 37 kilometres from the towns of Kwekwe and Gweru respectively. It has 36.4 million tonnes of mineral resources at 0.55% nickel grade, equivalent to 200,000 tonnes of contained nickel. In addition, in 1993, an Anglo-American Mineral Resource Evaluation Department (MinRED) estimate showed 11 million tonnes grading at 0.43% nickel approximately, 600 metres east of the West Ore body of Hunters Road, which is not included in the quoted resource.

BNC Mineral Resources Statement as at 31 March 2021

Operation	Resource Category	Tonnes (Mt)	Tonnes (Mt)	Grade (%Ni)	Grade (%Ni)	Contained Nickel (Kt)	Contained Nickel (Kt)
		2021	2020	2021	2020	2021	2020
Trojan Mine	Measured	1.69	1.89	0.96	0.94	16.20	17.75
	Indicated	2.60	1.79	0.91	0.88	23.60	15.67
	Measured and Indicated	4.29	3.68	0.93	0.91	39.70	33.42
	Inferred	4.30	3.91	1.07	1.03	45.90	40.38
	Total	8.59	7.59	1.00	0.97	85.60	73.80
Hunters Road	Measured	0.00	0.00	0.00	0.00	0.00	0.00
	Indicated	36.40	36.40	0.55	0.55	200.00	200.00
	Measured and Indicated	36.4	36.40	0.55	0.55	200.00	200.00
	Inferred	0.00	0.00	0.00	0.00	0.00	0.00
	Total	36.4	36.4	0.55	0.55	200.00	200.00
Shangani Mine	Measured	1.84	1.84	0.58	0.58	11.00	11.00
	Indicated	0.48	0.48	0.59	0.59	3.00	3.00
	Measured and Indicated	2.32	2.32	0.59	0.59	14.00	14.00
	Inferred	9.71	9.71	0.56	0.56	54.00	54.00
	Total	12.03	12.03	0.56	0.56	68	68

BNC Ore Reserves as at 31 March 2021

Operation	Resource Category	ROM Tonnes (Mt)	ROM Tonnes (Mt)	Grade (%Ni)	Grade (%Ni)	Contained Nickel (Kt)	Contained Nickel (Kt)
		2021	2020	2021	2020	2021	2020
Trojan Mine	Proved	1.06	1.35	0.84	0.81	8.9	10.96
	Probable	1.70	1.38	0.87	0.85	14.7	11.74
	Total	2.76	2.73	0.86	0.83	23.60	22.70

Source: BNC 2021 Annual Report

3.2.4. Operational performance

BNC currently utilises approximately 50% of the processing plant capacity at Trojan Mine. The long-term goal is to produce at least 10,000 tonnes of nickel per annum, which is approximately double the current production level. Pursuant to this goal, the Company is transitioning from a low volume-high grade to a high volume-low grade strategy, to guarantee long-term production sustainability. The improved mine productivity as a result of the Shaft Re-deepening Project will enable the processing plant to be operated at its capacity of 90,000 tonnes per month. This strategy is feasible for BNC owing to the existence of a confirmed huge low grade disseminated resource of approximately 8.33 million tonnes, at an average grade of 0.86% at Trojan Mine and a sound processing plant with approximately 50% excess capacity at current production rates.

The Company intends to ramp up development from 3,330 to 8,000 metres per annum in order to attain and then sustain the production of 6,500 tonnes of nickel per annum. For the purposes of extending the current BNC ore resource, exploration work will be carried out at Trojan Mine and near-mine sources such as Trojan Hill and Kingstone Hill.

Tonnes mined and milled for the year ended 31 March 2021 were 5% lower than for the previous year, owing to the shut-down from 1 March to 27 April 2021, for the purpose of completing the Shaft Re-Deepening and Tie-in Project. Head grade was marginally lower than for the previous year. Nickel in concentrate production was 6% lower than the previous year, in line with the lower tonnes ore milled. The all-in sustaining cost (C3), at US\$ 8,552 per tonne, increased by 12% from the prior year's US\$ 7,600 per tonne. The increase was mainly due to the lower production, arising from the Shaft Re-deepening and Tie-in project shutdown referred to above. Sales for the year ended March 2021 were 5,496 tonnes of nickel in concentrate, compared with the 5,685 tonnes sold during the prior year.

3.2.5. Financial performance

The nickel LME cash settlement price for the year to March 2021 rose by 7%, compared to the prior year, to US\$14 998.76 per tonne. Consequently, and despite the lower volume of sales, revenue increased by 13% to US\$ 59.2 million. Operating profit increasing by 17% to US\$ 3.3 million and profit attributable to shareholders increased by 97% to US\$ 1.7 million. Driven by the higher nickel price, cash generated from operations at US\$10.4 million was 19% higher than the prior year.

The balance sheet has remained strong with minimal borrowings.

3.3. Outlook

The Shaft Re-deepening Project will have the following benefits going forward:

- a) Improved productivity - due to significant reduction of trucking distances underground.
- b) Elimination of double handling of material;
- c) Creation of mining flexibility for both disseminated and massive ores;
- d) Increase in capacity utilization - which enables sustainable production and conservation in mining, through the transition from a high grade-low volume plan to a high volume-low grade plan;

Market sentiment has remained positive largely due to the emergence of the Electric Vehicle market. The nickel price is therefore forecast to remain above US\$18,000 per tonne for the remainder of the current financial year.

4. Share Capital

The share capital of BNC comprises of:

Authorised: 3,000,000,000 ordinary shares of nominal value US\$0.000010 each.

Issued: 1,279,500,450 ordinary shares of nominal value US\$0.000010 each.

4.1. Authorised but unissued share capital

The authorised but unissued share capital of the Company are under the control of the directors, subject to the limitations imposed by the Articles and Memorandum of Association of the Company, the Companies Act; and the ZSE Listing Requirements.

5. Shareholders and Shareholding Structure as at 17 November 2021

The table below details the top 20 shareholders of BNC.

Shareholder	Shares Held	Percentage Held
KUVIMBA MINING HOUSE (PVT) LTD	926,610,403	72.42
NATIONAL SOCIAL SECURITY AUTHORITY	87,177,370	6.81
STANBIC NOMINEES (PRIVATE) LIMITED	45,831,447	3.58
MELLOFIELDDE CHEMICALS (PVT) LTD,	45,155,867	3.53
MEGA MARKET (PVT) LTD	15,159,923	1.18
ROOPUN SURENDR	9,091,900	0.71
ABC ASSET MANAGEMENT (PRIVATE) LIMITED	8,545,337	0.67
ENGINEERING AND ELECTRICAL SUPPLIES,	8,475,864	0.66
PUBLIC SERVICE COMMISS PF-ABC	8,148,583	0.64
NSSA STAFF PENSION FUND - ABC	7,687,907	0.60
SUNCOLD INVESTMENTS (PVT) LTD,	5,370,943	0.42
KANYONGANISE PAUL	3,897,600	0.30
MMCZ STAFF PENSION FUND - ABC	3,265,742	0.26
STANBIC NOMINEES (PRIVATE) LIMITED - NNR.,	3,147,869	0.25
SECURICO SERVICES,	3,083,368	0.24
NYARADZO LIFE ASSURANCE COMP	2,786,522	0.22
NICAL (PVT)LTD,	2,625,334	0.21
PSMAS PENSION FUND-ABC	2,553,589	0.20
TN ASSET MANAGEMENT NOMINEES	2,411,246	0.19
PIM NOMINEES (PVT) LTD	2,294,105	0.18
Top 20 Shareholders	1,193,320,919	93.26%
Other Shareholders	86,179,531	6.74%
Total	1,279,500,450	100%

5.1. Share Price History

The tables below provide statistical information on the market price for the months leading to the transaction and the daily prices and volumes traded for the month of October of BNC shares.

Daily Share Statistics			Monthly Share Price	
Date	Closing Price (ZWL)	Volumes Traded	Date	Share Price (ZWL)
18-Oct-21	5.21	162,600	30-Sep-20	4.10
19-Oct-21	5.16	153,800	30-Oct-20	3.84
20-Oct-21	5.31	89,800	30-Nov-20	3.44
21-Oct-21	5.65	57,900	31-Dec-20	3.76
22-Oct-21	5.57	275,600	29-Jan-21	4.23
25-Oct-21	5.40	22,100	26-Feb-21	6.39
26-Oct-21	5.31	9,700	31-Mar-21	4.38
27-Oct-21	5.21	15,600	30-Apr-21	4.40
28-Oct-21	5.04	120,300	31-May-21	5.75
29-Oct-21	5.00	9,000	30-Jun-21	5.30
01-Nov-21	5.00	51,200	30-Jul-21	5.63
02-Nov-21	5.80	700	31-Aug-21	4.99
03-Nov-21	5.36	9,500	30-Sep-21	5.15
04-Nov-21	5.37	9,800	29-Oct-21	5.00
05-Nov-21	5.04	56,800	17-Nov-21	5.02
08-Nov-21	5.07	12,500		
09-Nov-21	5.00	210,600		
10-Nov-21	5.00	78,500		
11-Nov-21	4.99	10,900		
12-Nov-21	5.00	150,900		
15-Nov-21	5.02	12,300		
16-Nov-21	5.00	96,000		
17-Nov-21	5.02	15,400		

6. Corporate Governance

BNC recognises the importance of sound corporate governance and values. The Board ensures that the Company's conduct is consistent with best practices in corporate governance and legal provisions. BNC will continue to review and align its corporate governance practices with SI 134 of 2019 Securities and Exchange (Zimbabwe Stock Exchange Listing Requirements) Rules, National Code of Corporate Governance in Zimbabwe ("ZIMCODE") and the Companies and Other Business Entities Act (Chapter 24:31).

6.1. Board of Directors

Name	Nationality	Position
Muchadeyi Ashton Masunda	Zimbabwean	Independent Non-Executive Chairman
Thomas Lusiyano	Zimbabwean	Managing Director
Patrick Maseva-Shaywabaya	Zimbabwean	Finance Director
Michiel Jakobus Bronn	South African	Non-Executive Director
David Hugh Brown	South African	Non-Executive Director
Obey Chimuka	Zimbabwean	Non-Executive Director
Charity Chiratidzo Jinya	Zimbabwean	Non-Executive Director
Cynthia Dinka Malaba	Zimbabwean	Non-Executive Director
Craig Gerald Meerholz	South African	Non-Executive Director
Roseline Nhamo	Zimbabwean	Non-Executive Director

6.1.1. Profiles of Directors

6.1.1.1. Muchadeyi Ashton Masunda - Independent Non-Executive Chairman

Muchadeyi (“Much”) Masunda was appointed to the Board on 1 May 1986 and as Chairman with effect from 28 April 2017.

Much is an attorney and international arbitrator with extensive experience in business, corporate law and governance as well as Alternative Dispute Resolution. He is a Fellow and Accredited Tutor of the Chartered Institute of Arbitrators & Mediators [U.K.].

During the last 40 years he has served as Chairman, Patron, Trustee, President and/or Director of a number of corporate, professional, educational, cultural, charitable and sports organisations nationally, regionally, continentally and internationally.

He has presented papers on good corporate governance practices, alternative dispute resolution and governance of local authorities in over 30 countries.

He served as Mayor of Harare from 1st July, 2008 to 30th June, 2013. During the period 2010 - 2013, he served as Co-President of the United Cities & Local Governments (UCLG), representing Africa in the worldwide association of Mayors and Governors of Local and Regional Authorities.

He is a member of the Advisory Committee of the New York-based BMW Guggenheim LAB, an international mobile laboratory focused on making cities more liveable, inclusive and capable of catering for the diverse interests of citizens.

He served for a considerable length of time on the panel of arbitrators for the International Court of Arbitration for Sport (ICAS) in Lausanne, Switzerland.

In September 2012 during the biennial World Urban Forum (WUF) in Naples, Italy he was awarded the coveted UN-HABITAT Scroll of Honour “for his many years of charismatic leadership and courageous promotion of ethical governance as Mayor of Harare”.

In March 2014, he was conferred with the prestigious “Officer’s Cross of the Order of Merit” by President Joachim Gauck of Germany “in recognition of his outstanding services to the interests of the Federal Republic of Germany in Zimbabwe”.

Much has been with the Commercial Arbitration Centre in Harare since July 1995, initially as Executive Director and from January 2003, as Chairman.

He is a member of the BNC Nominations, Remuneration and Human Resources Committee (“NHR & REMCOM”).

6.1.1.2. Thomas Lusiyano - Managing Director

Thomas Lusiyano joined the Board on 9 November 2020 upon his appointment as the Managing Director of BNC. He is a seasoned mining engineer and business leader who holds the following academic and professional qualifications: Bachelor of Science (Honours) Degree in Mining Engineering (University of Zimbabwe), Master of Business Administration Degree (University of Zimbabwe), Master of Commerce Degree in Strategic Management and Corporate Governance (Midlands State University) Master of Commerce Degree in Economics (Midlands State University) and Mine Manager’s Certificate of Competence (Zimbabwe).

During a professional career spanning more than two decades, Thomas has acquired comprehensive practical skills and competencies developed across all functions of the mining and mineral recovery value chains in asbestos, gold, diamonds, Platinum Group Metals and nickel.

6.1.1.3. Patrick Maseva-Shaywabaya - Finance Director

Patrick joined the Company as Finance Director with effect from 1 April 2021. He is a member of the Institute of Chartered Accountants (Zimbabwe) and holds a Bachelor of Accountancy (Honours) Degree from the University of Zimbabwe.

He has over 25 years’ experience in executive financial management in the mining, agro-industrial and construction concerns in Zimbabwe and the SADC Region. He has previously served as Financial Director of a ZSE listed agro-industrial company, an ASX listed mining company in Zimbabwe as well as an AIM listed mining entity in Tanzania.

6.1.1.4. Michiel Jakobus Bronn - Non-Independent, Non-Executive Director

Michiel Jakobus (“Cobus”) Bronn was appointed to the Board on 1 October 2021. He also became a member of the Safety, Health, Environment, Quality & Corporate Social Responsibility (“SHEQ & CSR”) Committee with effect from the same date.

Cobus is a qualified Mining Engineer with a Bachelor of Mining Engineering degree from the University of Pretoria and is a holder of an MBA from the University of Potchefstroom.

Cobus has over 30 years of mining, exploration, mine design and optimisation as well as project development experience, mostly at executive level spanning deep level gold mining, PGM and Coal sectors in South Africa. He also held senior engineering and mining positions at the world’s largest building materials company, Lafarge.

In May 2020, Cobus joined Kuvimba Mining House as the Group Chief Operations Officer, a role in which he is responsible for managing all the group mining operations to ensure they achieve their respective business objectives as well as growing the Group’s production base.

6.1.1.5. David Hugh Brown - Non-Independent, Non-Executive Director

David Hugh Brown joined the Board as a Non-executive Director on 1 April 2020. He is a member of the Institute of Chartered Accountants (South Africa) and holds a Bachelor of Commerce Degree from the University of Cape Town.

He was the Group Chief Executive Officer of Kuvimba Mining House (Private) Limited until his resignation with effect from 31 August 2021. Previously, he has served as Chief Executive Officer of MC Mining (Proprietary) Limited, Chief Executive Officer and Chief Finance Officer of Impala Platinum Holdings Limited respectively. As a result of these positions, he was Chairman of Zimplats Holdings Limited and a non-executive director of Mimosa Mining Company.

In addition, he sits on a number of boards of listed companies in South Africa which include, Vodacom Group Limited, Resilient REIT and is Chairman of Northam Holdings Limited.

David is a member of the BNC Board Audit Committee.

6.1.1.6. Obey Chimuka - Non-Independent, Non-Executive Director

Obey was appointed Non-Executive Director on 1 November 2019. He is a Zimbabwean businessman and Chief Executive Officer of a company which is involved in agrochemicals, agronomic advisory, contract mining, road construction, earth works, building and structural works as well as plant hire.

He holds a Master of Business Administration degree from the Midlands State University (Zimbabwe), a Bachelor of Commerce degree in Marketing and Economics from the University of South Africa and an Honours degree in Politics and Administration from the University of Zimbabwe.

Obey sits on several boards across different economic sectors of Zimbabwe as a Non-Executive Director. He is a member of the BNC NHR & REMCOM and SHEQ & CSR Committees.

6.1.1.7. Craig Gerald Meerholz - Non-Independent, Non-Executive Director

Craig Gerald Meerholz was appointed Non-Executive Director on 17 February 2020.

Craig holds a Bachelor of Transport and Logistics (UNISA) degree and a Post Graduate Diploma in Business Administration from Milpark Business School, South Africa.

He is an Executive Director of Kuvimba Mining House (Private) Limited and has vast experience as a Global Base Metals Trader, focused on African Base Metals. He has previously held the position of Head of Africa for Trafigura, a large global commodity trading company registered in Switzerland. He has also acquired considerable experience in the management of road freight logistics.

Craig is a member of the BNC SHEQ & CSR Committee.

6.1.1.8. Charity Chiratidzo Jinya - Independent, Non-Executive Director

Charity Jinya joined the Board as an Independent Non-executive Director with effect from 1 February 2021. She is a holder of an Honours Degree in Economics and an Honorary Doctorate in Business Administration

Charity has over 30 years domestic and regional banking experience at Board level. Prior to her retirement in 2020, she was the Managing Director of a leading bank after serving the organisation for ten years. She has held positions of President, Bankers Association of Zimbabwe, Chairman, SADC Bankers Association and Chairman, Institute of Bankers, Zimbabwe.

Among her accomplishments she has been a recipient of various awards including the Institute of Directors of Zimbabwe's (IODZ) Director of the Year for Large Corporates and overall Director of the Year. She serves on various boards and is a current member of the Monetary Policy Committee of the Reserve Bank of Zimbabwe.

Charity is a member of the BNC Audit Committee.

6.1.1.9. Cynthia Dinka Malaba - Independent, Non-Executive Director

Cynthia Malaba joined the Board as an Independent Non-executive Director on 1 December 2020. She is a member of the Institute of Chartered Accountants of Zimbabwe (ICAZ) and the South African Institute of Chartered Accountants (SAICA). She completed a Global Leadership Program with Gordon Institute of Business Studies (GIBS - affiliated to the University of Pretoria). She also holds a Bachelor of Accountancy Degree from the University of Zimbabwe, a Bachelor of Accounting Science Degree from the University of South Africa (UNISA) and a Post Graduate Diploma in Auditing (UNISA).

Cynthia has vast experience in the private sector in Zimbabwe. She worked in a large and diversified conglomerate for over twenty years, during which time she served in various senior managerial roles including that of Supply Chain Director, a position she held from 2013 until her retirement in 2019. Prior to that, she had served in the same organisation as General Manager - Operations (Southern Region between 2009 and 2013) and General Manager (Group Audit and Risk between 2001 and 2009).

She also has sales and marketing exposure in various other countries including Columbia, Honduras, the United States of America, Mauritius, South Africa, Kenya, Ethiopia, and Tanzania.

Cynthia is a Non-Executive Director and Chairperson of the Audit Committee in a publicly listed entity in the hospitality industry in Zimbabwe. She currently serves as Chairperson in a non-profit organisation. She is a previous Council Member in an organization that focuses on Sustainable Development in business, Economic growth, Ecological balance, and Social Progress. Presently, she has a role as a Financial Consultant for a Group of Companies that is in Real Estate, Energy and Agro - Processing. She also manages her own business in Real Estate.

Cynthia is a member of the BNC Audit Committee.

6.1.1.10. Roseline Nhamo - Independent, Non-Executive Director

Roseline ("Rose") Nhamo joined the Board as an Independent Non-Executive Director on 1 December 2020.

Rose is a seasoned Human Resources Professional, Strategist, Labour Expert and Consultant, with vast experience in Human Resources, Training and Marketing. She holds an Institute of People Management Zimbabwe (IPMZ) Diploma, a Bachelor of Business Studies (Honours) Degree from the University of Zimbabwe and a Master of Business Administration (MBA) Degree from Nottingham Trent University (United Kingdom). She has won a number of Global awards for Human Resources Leadership Excellence.

Rose has worked in various capacities in both the public and private sectors. She has served on various national assignments including sitting on the Labour Law Advisory Council. She has advised top organisations in Zimbabwe on Strategy and also taken part in international consultancy assignments. Rose has served on boards in the Financial Services, Insurance, Transport, NGO, and State-Owned Enterprises which include several listed companies. She is a Fellow and Past President of the IPMZ.

Rose is a member of the BNC Nominations, Remuneration and Human Resources and SHEQ & CSR Committees.

6.2. Company Secretary

Conrad Fungai Mukanganga

Conrad Mukanganga was appointed as Company Secretary of BNC in June 2012.

He holds a Bachelor of Accountancy (Honours) Degree from the University of Zimbabwe and a Master of Business Leadership (MBL) Degree from the University of South Africa. He is an Associate Member of the Institute of Directors of Zimbabwe.

Conrad is a seasoned Corporate Governance practitioner with over 34 years of experience. Positions previously held by Conrad include Board Secretary, General Manager, Operations Director, Finance Manager, Mine Secretary and Internal Auditor across a wide range of business sectors in Zimbabwe including mining and FMCG.

6.3. Directors' Interests

As of Thursday, 18 November 2021, the Directors directly and/or indirectly, held beneficial interests in BNC shares aggregating approximately 669,279 representing 0.053% of the issued share capital of the Company. The details of the interests held by the Directors are summarized below:

Name	Number of shares
Muchadeyi Ashton Masunda	666,667
Charity Chiratidzo Jinya	1,953
Cynthia Dinka Malaba	656

6.3.1. Directors' Interests in the Transaction

Apart from the details in section 6.3 above, no other Directors of BNC have any direct or indirect beneficial interests in the Proposed Transaction as at the date of this Circular.

6.4. Board Committees

6.4.1. Audit Committee

The Audit Committee meets at least three times a year and is responsible for ensuring that the financial performance of the Company is properly reported on and monitored. It liaises with the auditors and reviews the reports from the auditors relating to the accounts and internal control systems.

The Committee is also responsible for ensuring that the Company's risks are properly identified, managed, monitored and reported on.

6.4.2. Nominations, Human Resources and Remuneration Committee ("NHR & REMCOM")

The role of the Nominations, Human Resources and Remuneration Committee is to recommend any new appointment of directors to the Board, based on the attributes of the candidates and the relevance of their background and experience. It periodically reviews the structure, size and composition of the Board.

The Committee is also responsible for:

- I. Determining and recommending to the Board, the Company's overall remuneration policy and monitoring the efficacy of the policy on an on-going basis;
- II. Determining and agreeing with the Board, the remuneration of the executive directors and senior management;
- III. Determining the objectives and targets for any performance-related bonus schemes; and
- IV. Monitoring, reviewing and approving the remuneration framework for other senior employees.

6.4.3. Safety, Health, Environment & Corporate Social Responsibility ("SHEQ & CSR") Committee

BNC's social and environmental responsibilities are driven by its commitment to ensure that there are sustainable synergies and socio-economic investments in and around the communities near our operations and ancillary activities. We have a Zero-Harm policy, and we continue to focus on safety in the workplace as an ongoing commitment.

The SHEQ & CSR Committee continuously reinforces the Company's commitment to its employees and the environment in which they are employed. Reporting directly to the Board of Directors, this Committee ensures procedures and processes are in place to safeguard our employees in the workplace and the communities in which the Company operates. The Committee investigates BNC's impact on the environment and recommends ways of benefiting the locality.

6.5. Senior Management

Name	Position	Qualifications
Anne Sikhosana	Marketing Manager	MBL (UNISA), BSc Chemistry and Biochemistry (UZ), MSc Analytical Chem (UZ), MDP (UNISA)
Simon Masvipe	Finance Manager	FCCA; MBA (UZ); B Acc (UZ)
Newton Gwatura	Mine Manager	BSc Mining Engineering (UZ)
Lazarus Ambress	Engineering Manager	BTech Electrical Engineering (UZ)
Rumbidzai Mushati	Human Resources Manager	MBA Strategic Leadership (UZ); BSc (Hons) Psychology (UZ); IPMZ
Chawo Nkhoma	SHEQ and Metallurgy Projects Manager	MBA, ND Mineral Dressing & Metallurgy, ND Metallurgical Assaying
Itayi Marufu	Processing Manager	BSc Met Eng (UZ); Post Grad Dip in Management (GMDP - BTD and UZ)
Jacob Kasumba	Technical Services Manager	BSc Geology (UZ)
Ngoni Tsvangiwa	Procurement Manager	ND Project Management, ND Accounting, Business & Management
Warren Tafirei Mchina	Laboratory Manager	MBA (Solusi), BSc Chemistry & Mathematics (UZ)
Tavengwa Mutsambwa	IT Manager	MBA (ZOU), BBS & Comp Science (UZ), CISM, CISA
Philip Tafadzwa Karembere	Underground Manager	BSc Mining Engineering (UZ), MSc Mining Engineering (Wits), Associate Member: SAIMM

APPENDIX 1: HISTORICAL FINANCIAL INFORMATION

*The statements contained in this appendix have been extracted from the annual financial statements and do not constitute a full or summarised set of financial statements in terms of IFRS. A full set of the consolidated financial statements is provided in the Annual reports which can be obtained in the manner set out in Part A Section 5 of the Circular.

HISTORICAL STATEMENT OF COMPREHENSIVE INCOME FOR THE YEARS ENDED 31 MARCH

	2021	2020	2019 (Restated)
	US\$	US\$	US\$
Revenue	59,169,461	52,354,635	54,005,118
Cost of sales	(44,873,096)	(37,664,050)	(40,287,304)
Gross profit/(loss)	14,296,365	14,690,585	13,717,814
Other income	139,483	279,414	6,147,590
Profit on disposal of treasury bills	550,000	-	-
Selling and distribution expenses	(1,769,598)	(6,242,199)	(7,255,285)
Administrative expenses	(7,497,830)	(6,382,059)	(9,404,768)
Net exchange gain / (loss)	(2,426,663)	457,387	16,975,945
Profit from operating activities	3,291,757	2,803,128	20,181,296
Net finance costs	(235,648)	(470,511)	(3,061,516)
Profit before taxation	3,056,109	2,332,617	17,119,780
Taxation	(1,307,811)	(1,445,980)	(17,372,845)
Profit/(loss) for the year from continuing operations	1,748,298	886,637	(253,065)
Other comprehensive income	-	-	-
Total profit/(loss) and other comprehensive income for the year attributable to ordinary shareholders	1,748,298	886,637	(253,065)

HISTORICAL STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH

	2021	2020	2019 (Restated)
	US\$	US\$	US\$
ASSETS			
<u>Non-current assets</u>			
Property, plant and equipment	80,071,425	75,904,707	74,864,678
Loans	-	-	48,627
Total non-current assets	80,071,425	75,904,707	74,913,305
<u>Current assets</u>			
Inventories	9,553,707	10,215,279	8,494,827
Trade and other receivables	9,150,750	7,119,769	13,187,723
Cash & short-term deposits	1,937,098	724,063	379,986
Total current assets	20,641,555	18,059,111	22,062,536
Total assets	100,712,980	93,963,818	96,975,841
EQUITY AND LIABILITIES			
<u>Capital and reserves</u>			
Share capital	13,119	12,896	12,778
Share premium	32,339,248	32,327,879	32,291,208
Capital Contribution	2,631,877	2,631,877	-
Retained earnings	14,488,079	12,739,781	11,853,144
Share based payment reserve	2,478,023	2,138,355	1,026,261
Total equity	51,950,346	49,850,788	45,183,391
<u>Non-current liabilities</u>			
Interest bearing borrowings	-	-	3,246,928
Environmental rehabilitation provision	9,936,830	9,943,733	10,232,959
Deferred Taxation	20,270,935	19,979,099	17,788,866
Lease liability	11,757	36,324	-
Total Non-current liabilities	30,219,522	29,959,156	31,268,753
<u>Current liabilities</u>			
Trade and other payables	18,506,347	12,782,502	14,984,224
Provisions	35,822	79,271	491,539
Interest bearing borrowings	-	1,118,267	5,047,934
Lease Liability	943	5,348	-
Income Tax Payable	-	168,486	-
Total current liabilities	18,543,112	14,153,874	20,523,697
Total equity and liabilities	100,712,980	93,963,818	96,975,841

HISTORICAL STATEMENT OF CASH FLOWS FOR THE YEARS ENDED 31 MARCH

	2021	2020	2019 (Restated)
	US\$	US\$	US\$
Cash flows from operating activities			
Profit from operations before interest, dividends, and taxation	3,291,757	2,803,128	20,181,296
Adjusted for:			
Depreciation of property, plant and equipment	4,662,924	3,684,962	4,615,228
Rehabilitation Provision			318,555
Net Exchange loss / (gain)	2,047,702	(457,387)	(16,975,945)
Prepayments written off		602,337	
Profit on disposal of investment	(550,000)		(3,570,437)
Share based payment expense	339,668	1,112,094	783,651
Provision for expected credit losses	4,228		2,447,346
Provision for obsolete inventory	105,402		
Related party receivables written off	126,184		
Increase in provisions	13,495		
Impairment loss/(reversal)			1,009,127
Operating cash flows before working capital changes	10,041,360	7,745,134	8,808,821
(Increase)/ decrease in inventories	661,572	(1,720,453)	443,878
(Increase)/ decrease in trade and other receivable	(1,173,592)	678,248	(2,743,550)
Increase in trade and other payables	836,636	1,972,649	2,214,528
Net cash flows from operations	10,365,976	8,675,578	8,723,677
Returns on investments and servicing of finance:			
Interest received	132	28,938	2,709
Interest paid	(192,052)	(297,263)	(2,961,292)
Tax paid	(2,359,390)		
Net cash from operating activities	7,814,666	8,407,253	5,765,094
Cash flows from investing activities			
Purchase of property, plant and equipment	(8,873,904)	(5,115,425)	(5,415,605)
Staff loans repaid/ (issued)		48,627	(48,627)
Purchase of investments	(250,000)		(2,791,435)
Proceeds from sale of investments	800,000		6,361,872
Net cash from investing activities	(8,323,904)	(5,066,798)	1,893,795
Cash flows from financing activities			
Interest bearing borrowings repaid	(4,403,916)	(1,852,894)	(6,034,238)
Interest bearing borrowings received	5,122,131	1,000,000	
Proceeds from issue of shares	11,592	36,789	
Principal paid on lease liability	(16,667)	2,042)	
Net cash flows from financing activities	713,140	818,147	(6,034,238)
(Decrease)/Increase in cash and cash equivalents	203,902	2,522,308	(2,162,939)
Net foreign exchange differences on cash and cash equivalents	1,171,151	52,943	2,829,337
Cash and cash equivalents at beginning of the year	562,145	(2,013,106)	(2,679,504)
Cash and cash equivalents at the end of the year	1,937,198	562,145	(2,013,106)

APPENDIX 2: REPORTING ACCOUNTANTS' REPORT ON HISTORICAL FINANCIALS



Chartered Accountants (Zimbabwe)
Angwa City, Corner Julius Nyerere Way/
Kwame Nkrumah Avenue
PO Box 702 or 62
Harare

Tel: +263 242 750905/14
Fax: +263 242 750707
ey.com

WM/NM/JH-03/21

18 November 2021

The Directors

Bindura Nickel Corporation Limited

No. 1 Trojan Mine Road

P.O. Box 35

Bindura

Zimbabwe

Attention: Mr M.A. Masunda

Dear Sir,

REPORTING ACCOUNTANTS' REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF BINDURA NICKEL CORPORATION LIMITED ("BNC" OR "THE COMPANY")

(A public company incorporated in the Republic of Zimbabwe under company registration number 526/66 and certificate of change of name dated 22 June 1979)

1. Introduction

The directors of BNC are proposing:

The delisting of Bindura Nickel Corporation Limited from the Zimbabwe Stock Exchange and the simultaneous listing on the Victoria Falls Stock Exchange.

The directors are responsible for the preparation of the circular to which this report relates, and the information contained therein. This report is prepared in terms of the Listing Requirements of the Zimbabwe Stock Exchange for the purpose of inclusion in the Circular to Shareholders dated 18 November 2021.

2. Directors' responsibilities for the annual financial statements

The directors are responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards and the requirements of the Companies and other Businesses Entities (Chapter 24:31), and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

3. Scope of audited annual financial statements

We audited BNC's consolidated financial statements for the years ended 31 March 2019, 31 March 2020 and 31 March 2021.

We conducted our audits in accordance with International Standards on Auditing. Those Standards require

that we comply with ethical requirements and plan and perform that audit to obtain reasonable assurance whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

4. Prior year audited financial statements

As the auditors of BNC, we have reported on the entity's consolidated annual financial statements for the years ended: 31 March 2019, 31 March 2020 and 31 March 2021. Our audit reports for these financial periods were issued with adverse opinions.

We draw attention to certain pertinent issues that resulted in BNC receiving adverse audit opinions to the consolidated financial statements for the years ended 31 March 2019, 31 March 2020 and 31 March 2021. These relate to non-compliance with International Financial Reporting Standards: International Accounting Standards (IAS) 21- The Effects of Changes in Foreign Exchange Rates; International Accounting Standards 36 - Impairment of Assets, International Accounting Standards (IAS) 8- Accounting Polices, Changes in Accounting Estimates and Errors; and International Accounting Standards (IAS) 29 - Financial Reporting in Hyperinflationary Economies.

A detailed outline of the basis for the adverse opinion is given in the respective audit report of each set of the consolidated financial statements in the Annual Reports which are included as part of the documents available for inspection in accordance with Part A Section 5 of the Circular.

5. Scope

As the purpose of the appended financial information differs from the purpose of the consolidated financial statements prepared for members, the appended financial information is not intended to comply with the full presentation and disclosure requirements of the Companies and other Business Entities Act (Chapter 24:31) and International Financial Reporting Standards. Our reporting shall not in any way constitute recommendations regarding the completion of the Transactions or the issue of the Circular to the Shareholders.

6. Exclusion of Notes and Accounting Policies

At the request of the Company, and with the approval of the ZSE, the notes to the consolidated financial statements, and the accounting policies have been excluded from the Circular but are available in the Annual Reports as set as out in Part A Section 5 of the Circular.

7. Distribution and Assurances

This report is prepared solely for the Directors of BNC. Any uses that a third party makes of this report, or any reliance or decisions made based on it, are the responsibility of such third parties. We accept no responsibility for loss or damages, if any, suffered by any third party as a result of decisions made or actions taken based on this report.

Yours faithfully,

ERNST & YOUNG

CHARTERED ACCOUNTANTS (ZIMBABWE)

REGISTERED PUBLIC AUDITORS

 **Bindura Nickel Corporation**
A member of Kuvimba Mining House

(Incorporated and registered in Zimbabwe with limited liability under Certificate of Registration number 552/66 and Certificates of Change of Name dated 22 June 1979)

Directors: M.A Masunda (Chairman), T. Lusiyano (Managing Director), P. Maseva-Shayawabaya (Finance Director), M.J. Bronn, D.H. Brown, O. Chimuka, C.C. Jinya, C.D. Malaba, C.G. Meerholz, R. Nhamo.

Address: No. 1 Trojan Mine Road, P.O. Box 35, Bindura, Zimbabwe

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of members of Bindura Nickel Corporation Limited (“the Company”) will be held virtually on Monday, 13 December 2021, at 10:00 hours.

TO CONSIDER, and if deemed fit, to pass with or without modification, the resolutions set out below:

AS SPECIAL RESOLUTIONS:

1. DELISTING OF BNC SHARES FROM THE ZIMBABWE STOCK EXCHANGE AND LISTING ON THE VICTORIA FALLS STOCK EXCHANGE

“THAT, the Company’s shares be removed from the Main Board of the Zimbabwe Stock Exchange through voluntary termination of the listing in terms of section 11 of the ZSE Listing Requirements and soon thereafter be admitted onto the Victoria Falls Stock Exchange”.

AS ORDINARY RESOLUTIONS

1. AUTHORISED BUT UNISSUED SHARES BE PLACED UNDER THE CONTROL OF THE DIRECTORS

“THAT the authorised but unissued ordinary shares of the Company, be placed under the control of the Directors for an indefinite period, to be issued in compliance with the terms of the Company’s Memorandum and Articles of Association and the Victoria Falls Stock Exchange listing requirements, provided that no issue will be made which would effectively transfer the control of the Company without the prior approval of the Shareholders in a general meeting”.

2. RECOGNITION OF THE SHARE OPTION SCHEME AND THE AMENDMENTS

“THAT the Directors be and are hereby authorised to do all such things as are required to attain recognition of the Company’s Share Option Scheme on movement of the Company’s listing to the Victoria Falls Stock Exchange in terms of the Listing Rules, the Scheme Document and COBE, including the making of all necessary amendments to the Scheme Document as are authorised by its provisions.”

3. DIRECTORS AUTHORISED TO GIVE EFFECT TO RESOLUTIONS

“THAT, the Directors be and are hereby authorised to do any and all such things as may be necessary to give effect to the above resolutions.”

Notes:

- a) In terms of the Companies and Other Business Entities Act [Chapter 24:31], a member is entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote on a poll and speak in his stead. A proxy need not be a member of the Company.

- b) Proxy forms must be lodged at the registered office of the Company not less than forty-eight hours before the time for holding the meeting.
- c) Special resolution number 1 will require that 75 per centum of the votes of all Shareholders present or represented by proxy, vote in favour of the resolution.

BY ORDER OF THE BOARD

18 November 2021

Conrad F. Mukanganga

Company Secretary

Registered Office

Bindura Nickel Corporation Limited

No. 1 Trojan Mine Road

P.O Box 35

Bindura

Zimbabwe

APPENDIX 4: FORM OF PROXY

A Form of Proxy, in which are set out the relevant instructions for its completion, is attached hereto, for use by such shareholder of the Company who is unable to attend the EGM but who wishes to be represented thereat. Completion of a form of proxy will not preclude such shareholder of the Company from attending and voting (in preference to the appointed proxy) at the EGM.

The instrument appointing a proxy and the authority (if any) under which it is signed must be received by the Company's transfer secretaries or at the Company's Registered Offices (Attention the Company Secretary) no later than 48 (Forty-eight hours) before the time appointed for the holding of the EGM.

Bindura Nickel Corporation

A member of Kuvimba Mining House

(Incorporated and registered in Zimbabwe with limited liability under Certificate of Registration number 552/66 and Certificates of Change of Name dated 22 June 1979)

Directors: M.A Masunda (Chairman), T. Lusiyano (Managing Director), P. Maseva-Shayawabaya (Finance Director), M.J. Bronn, D.H. Brown, O. Chimuka, C.C. Jinya, C.D. Malaba, C.G. Meerholz, R. Nhamo.

Address: No. 1 Trojan Mine Road, P.O. Box 35, Bindura, Zimbabwe

For use by Shareholders at the Company's EGM to be held on Monday, 13 December 2021 at 10:00 hours.

Each member entitled to attend and vote at the EGM or to appoint one person as his/her proxy, who need not be a member of the Company, to attend, speak and vote in his/her stead at the EGM.

I/We _____

(Name in block letters)

Of _____

Being the holder of _____ shares in the Company hereby appoint

1. _____ of _____ or failing him/her

2. _____ of _____ or failing him/her

The Chairman of the EGM as my/our proxy to act for me/us at the EGM for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat, and at each adjournment or postponement thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares in the issued share capital of the Company registered in my/our name (see note 2) in accordance with the following instructions:

SPECIAL RESOLUTIONS	For	Against	Abstain
<p>1. DELISTING OF BNC SHARES FROM THE ZIMBABWE STOCK EXCHANGE</p> <p>“THAT the Company’s shares be removed from the Main Board of the Zimbabwe Stock Exchange through voluntary termination of the listing in terms of section 11 of the ZSE Listing Requirements and be admitted onto the Victoria Falls Stock Exchange”.</p>			
ORDINARY RESOLUTIONS	For	Against	Abstain
<p>1. AUTHORISED BUT UNISSUED SHARES BE PLACED UNDER THE CONTROL OF THE DIRECTORS</p> <p>“THAT the authorised but unissued ordinary shares of the Company, be placed under the control of the Directors for a period of twelve months or until the next Annual General Meeting, to be issued in compliance with the terms of the Memorandum and Articles of the Company and the Victoria Falls Stock Exchange listing requirements, provided that no issue will be made which would effectively transfer the control of the Company without the prior approval of the Shareholders in a general meeting”.</p>			
<p>2. RECOGNITION OF THE SHARE OPTION SCHEME AND THE AMENDMENTS</p> <p>“THAT the Directors be and are hereby authorised to do all such things as are required to attain recognition of the Company’s Share Option Scheme on movement of the Company’s listing to the Victoria Falls Stock Exchange in terms of the Listing Rules, the Scheme Document and COBE, including the making of all necessary amendments to the Scheme Document as are authorised by its provisions.”</p>			
<p>3. DIRECTORS AUTHORISED TO GIVE EFFECT TO RESOLUTIONS</p> <p>“THAT the directors be and are hereby authorised to do any and all such things as may be necessary to give effect to the above resolutions.”</p>			

Every person present and entitled to vote at the EGM shall, on a show of hands, have one vote only, but in the event of a poll, every share shall have one vote.

Signed at _____ on _____ 2021

Signature(s) _____

Assisted by me _____

Full name(s) of signatory/ies if signing in a representative capacity (*please use block letters*).

NOTES TO THE FORM OF PROXY

INSTRUCTIONS FOR SIGNING AND LODGING THIS FORM OF PROXY

1. In terms of section 171 (1) of the Companies and Other Business Entities Act [Chapter 24:31], a member of the Company is entitled to appoint one or more persons to act in the alternative as his proxy, to attend and vote and speak in his/her stead. A proxy need not be a shareholder of the Company.
2. Unless otherwise instructed, the proxy will vote as he/she thinks fit.
3. This proxy form must be deposited at the Registered Office of the Company, which is situated at No. 1 Trojan Mine Road, P.O Box 35, Bindura, Zimbabwe, so as to be received by the Secretary not less than 48 hours before the meeting.
4. The proxy form must be signed and dated for it to be valid. Any alterations or corrections to this form must be initialled.
5. Anyone signing this proxy form in a representative capacity must be authorised to do so. Please stamp this form with your company or organisation's stamp and enclose proof of authorisation.
6. The return of this proxy form will not prevent you from attending the meeting and voting in person. However, should this happen, the proxy will be revoked.



REGISTERED OFFICE

NO 1 Trojan Road
Trojan Mine
P.O. Box 35 Bindura,
Zimbabwe