

## BELL IXL INVESTMENTS LIMITED

ACN 113 669 908  
ABN 80 113 669 908

### FAX TRANSMISSION

**DATE:** 27 July 2009  
**ATTENTION:** Company Announcements Platform  
**COMPANY:** ASX Limited  
**FAX NUMBER:** 1300 135 638  
**FROM:** Ramon Jimenez  
**PAGES:** Five (including cover)

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**MESSAGE:**

Dear Sir/Madam

**RE: BOTSWANA METALS LIMITED ("BML")**

Please find attached a "Notice of change of interests of substantial holder".

Yours faithfully

**BELL IXL INVESTMENTS LIMITED**

  
**RAMON JIMENEZ**  
COMPANY SECRETARY

Level 2, 651-653 Doncaster Road  
Doncaster, Victoria 3108  
PO Box 111  
Doncaster, Victoria 3108  
AUSTRALIA



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WWW: <http://www.bellixl.com/>  
Ticker Symbols: BXL and BXLA

## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

Company Name/Scheme Botswana Metals Limited

ACN 122 995 073

#### 1. Details of substantial holder

Name Bell IXL Investments Limited

ACN 113 669 908

and the other persons and companies referred to in paragraph 4 hereof.

There was a change in the interests of the substantial holder on: 27/07/2009

The previous notice was given to the company on: 11/03/2009

The previous notice was dated: 11/03/2009

#### 2. Details of voting power

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

Class of securities	Previous notice		Present notice	
	Person's votes	Voting power	Person's votes	Voting power
Fully paid ordinary shares	5,887,035	5.88% <sup>†</sup>	7,254,654	7.25% <sup>†</sup>

<sup>†</sup> At the date of this notice, and at the date of last notice, the company has/had 100,064,404 voting shares. This information is derived from public announcements released by the company to the ASX.

#### 3. Changes in relevant interests

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

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
Various	All the persons and companies referred to in paragraph 4.	Dealings by BXL	See annexure "A" attached to this notice.		

#### 4. Present relevant interests

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
BXL and CSE	BXL (6,417,654) CSE (400,000) Unknown (437,000)	BXL (6,854,654) CSE (400,000)	Holders/purchasers of voting shares and deemed relevant interests in shares held by associates (see paragraph 5).	7,254,654 fully paid ordinary shares	7,254,654
BIG, KIN, MON, PRH, PRD, JBC, EMJ, MLC, RLC and RJ	As above	As above	Deemed relevant interests under section 608(3) of the <i>Corporations Act 2001</i> .	As above	As above

#### 5. Changes in association

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

Name and ACN/ARBN (if applicable)	Nature of association
BXL and CSE	Acting in concert with respect to control of the company.

#### 6. Addresses

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

Name	Address
BXL, BIG, KIN, MON, PRH, CSE, PRD, JBC, EMJ, MLC, RLC and RJ	Level 2, 651 Doncaster Road, Doncaster, Victoria 3108

#### 7. Glossary

The names of some of the persons and companies referred to in this notice have been abbreviated. The full names of those parties are as follows:

Abbreviation	Full name (and ACN where applicable)
BIG	The Bell IXL Group Pty Ltd (ACN 106 304 714) (In Liq)
BXL	Bell IXL Investments Limited (ACN 113 669 908)
CSE	Cellante Securities Pty. Ltd. (ACN 073 202 838)
EMJ	Elma Maria Jimenez
JBC	Josephine Bernadette Cellante
KIN	Kintara Nominees Pty Ltd (ACN 094 254 592)
MLC	Massimo Livio Cellante
MON	Monvale Investments Pty Ltd (ACN 094 587 774)
PRD	Probday Pty. Ltd. (ACN 052 363 363)
PRH	Productofaam Holdings Pty. Limited (ACN 078 033 244)
RJ	Ramon Jimenez
RLC	Romano Livio Cellante

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## Signature

**print name** Ramon Jimenez

**capacity** Substantial holder; and  
Director BXL; and  
Agent BIG, CSE, PRD, KIN, MON, PRH, JBC, EMJ, MLC and RLC.

**sign here**



**date**

27/07/2009

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**ANNEXURE "A"**  
**FORM 604 - NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER**  
**COMPANY: BOTSWANA METALS LIMITED (ACN 122 995 073)**  
**DATE: 27/07/2009**

**PARAGRAPH 3 - CHANGES IN RELEVANT INTERESTS**

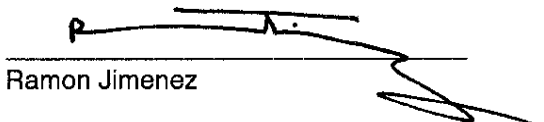
**DEALINGS BY BXL**

<b>Date of change</b>	<b>Nature of change</b>	<b>Consideration given/received in relation to change</b>	<b>Class and number of securities affected</b>	<b>Person's votes affected</b>
	<i>Balance from previous notice</i>		5,487,035	5,487,035
09/03/2009	Purchase by BXL on-market	\$280.00	10,000	10,000
10/03/2009	Purchase by BXL on-market	\$2,800.00	100,000	100,000
11/03/2009	Purchase by BXL on-market	\$1,538.35	54,941	54,941
11/03/2009	Purchase by BXL on-market	\$1,681.65	60,059	60,059
19/03/2009	Sale by BXL on-market	\$3,000.00	-100,000	-100,000
13/05/2009	Sale by BXL on-market	\$3,600.00	-100,000	-100,000
13/05/2009	Sale by BXL on-market	\$3,700.00	-100,000	-100,000
19/06/2009	Purchase by BXL on-market	\$13,667.57	359,673	359,673
22/06/2009	Purchase by BXL on-market	\$47.50	1,250	1,250
23/06/2009	Purchase by BXL on-market	\$950.00	25,000	25,000
24/06/2009	Purchase by BXL on-market	\$534.93	14,077	14,077
07/07/2009	Purchase by BXL on-market	\$19,080.00	530,000	530,000
09/07/2009	Purchase by BXL on-market	\$2,491.15	73,269	73,269
10/07/2009	Purchase by BXL on-market	\$79.90	2,350	2,350
27/07/2009	Purchase by BXL on-market	\$15,295.00	437,000	437,000
			<u>6,854,654</u>	<u>6,854,654</u>

All securities referred to above are fully paid ordinary shares in the company. All on-market dealings are via the Australian Securities Exchange. Consideration given/received is cash except where otherwise stated.

This is annexure "A" of one page referred to in Form 604 "Notice of change of interests of substantial holder" dated 27/07/2009 filed in relation to Botswana Metals Limited (ACN 122 995 073).

sign here

  
 Ramon Jimenez

date

27/07/2009