

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and/or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser. The contents of this Circular are not to be construed as legal, business or tax advice. Shareholders should rely only on the information in this Circular. No person has been authorised to give any information or make any representations other than those contained in this Circular and, if given or made, such information or representations must not be relied on as having been authorised by the Company.**

If you have sold or otherwise transferred all of your Ordinary Shares in Bushveld Minerals Limited, please immediately forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected as soon as possible for onward transmission to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, please consult the stockbroker, bank or other agent through whom the sale was made.



(Incorporated in Guernsey under The Companies (Guernsey) Law, 2008, as amended with registered number 54506)

## **Notice of General Meeting to propose resolutions to approve authorities to issue shares in connection with a US\$35 million Convertible Loan Note Instrument with Orion Mine Finance**

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**You should read the whole of this document. Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 5 to 9 (inclusive) of this document and which recommends you vote in favour of the resolutions to be proposed at the General Meeting referred to in this document. Whether or not you intend to attend the General Meeting, you are encouraged to complete and return the enclosed Form of Proxy in accordance with the instructions printed on the form.**

This document should be read in conjunction with the Notice of General Meeting and Form of Proxy. Notice of a General Meeting of the Company, to be held at Oak House, Hirzel Street, St Peter Port, Guernsey, GY1 3RH on 27 November 2020 at 10:00 a.m., is set out at the end of this document. Shareholders will find enclosed with this document a Form of Proxy for use in connection with the resolutions to be proposed at the General Meeting. To be valid the Form of Proxy must be completed and returned in accordance with the instructions printed thereon to the Company's Registrar, c/o Link Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received as soon as possible but in any event no later than 10:00 a.m. on 25 November 2020. The completion and return of the Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they subsequently wish to do so.

Shareholders who hold their shares through CREST and who wish to appoint a proxy or proxies for the General Meeting or any adjournment(s) by using the CREST electronic proxy appointment service may do so by using the CREST proxy voting service in accordance with the procedures set out in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to that CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

### **FORWARD-LOOKING STATEMENTS**

All statements other than statements of historical facts included in this document, including, without limitation, those regarding the Company's financial position, business strategy, plans and objectives of management for future operations or statements relating to expectations in relation to dividends or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "plans", "will", "may", "anticipates", "would", "could" or similar expressions or the negative thereof, are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance, achievements of or dividends paid by, the Company to be materially different from future results, performance or achievements, or dividend payments expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. These forward-looking statements speak only as of the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

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## EXPECTED TIMETABLE OF EVENTS

	2020
Publication of this document	9 November 2020
Record Date	Close of business on 25 November
Latest time and date for receipt of forms of proxy for the General Meeting	10:00 a.m. on 25 November
Latest time and date for receipt of CREST proxy instructions from CREST shareholders	10:00 a.m. on 25 November
General Meeting	10:00 a.m. on 27 November

If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by an announcement through the Regulatory Information Service of the London Stock Exchange. All references in this document are to London time unless otherwise stated.

## KEY STATISTICS

Number of Existing Ordinary Shares	1,153,642,682 <sup>5</sup>
Maximum number of Conversion Shares to be issued <sup>1,2</sup>	165,297,268
Conversion Shares as a percentage of the Existing Ordinary Shares <sup>1,3</sup>	c.14.3%
Gross Proceeds of drawdown under the Convertible Loan Note Instrument <sup>1,2,3,4</sup>	US\$35 million (c.£26.9m)

1. Assuming the Conversion Resolutions are passed
2. Assuming as many as possible of the Convertible Notes are drawn down and converted
3. Assuming issue of the maximum number of Conversion Shares and the issue of no further shares in the interim
4. Assuming drawdown of as many as possible of the Convertible Notes
5. This number includes 670,000 treasury shares

## DEFINITIONS

The following definitions apply throughout this Circular and the accompanying Form of Proxy unless the context otherwise requires:

<b>AGM</b>	the last annual general meeting of the Company held on 5 August 2020
<b>Articles</b>	the articles of incorporation of the Company in force from time to time
<b>Business Day</b>	a day (other than a Saturday or Sunday) in which clearing banks in the City of London and in Guernsey are generally open for business
<b>Circular</b>	this document, including the Notice of General Meeting contained in this document
<b>Company or Bushveld</b>	Bushveld Minerals Limited, a non-cellular company incorporated in Guernsey with registered number 54506
<b>Companies Law</b>	the Companies (Guernsey) Law, 2008, as amended
<b>Conversion</b>	the conversion of Convertible Notes into Conversion Shares at the Conversion Price
<b>Conversion Price</b>	17 pence per Conversion Share
<b>Conversion Resolutions</b>	Resolutions 1 and 2 as set out in the Notice of General Meeting, to be proposed, and if thought fit, passed at the General Meeting
<b>Conversion Shares</b>	new Ordinary Shares to be issued pursuant to the Conversion
<b>Convertible Loan Note Deed of Variation</b>	the deed poll amending and restating the Convertible Loan Note Instrument between the Company (1) and Orion (2) dated 6 November 2020
<b>Convertible Loan Note Instrument</b>	the Convertible Loan Note Instrument (as amended and re-stated) executed by the Company on 29 September 2020
<b>Convertible Notes</b>	up to US\$35 million unsecured convertible loan notes
<b>CREST</b>	the computerised settlement system operated by Euroclear which facilitates the transfer of title to shares in uncertificated form
<b>CREST member</b>	a person who has been admitted by Euroclear as a member (as defined in the CREST Regulations)
<b>CREST participant</b>	a person who is, in relation to CREST, a user (as defined in the CREST Regulations)
<b>CREST Regulations</b>	the Uncertificated Securities (Guernsey) Regulations 2009, as amended
<b>CREST sponsor</b>	a CREST participant admitted to CREST as a CREST sponsor
<b>CREST sponsored member</b>	a CREST member admitted to CREST as a sponsored member
<b>Directors or the Board</b>	the directors of the Company whose names are set out on page 5 of this document
<b>Euroclear</b>	Euroclear UK & Ireland Limited
<b>Existing Ordinary Shares</b>	the Ordinary Shares in issue as at the date of this document
<b>Form of Proxy</b>	the form of proxy enclosed with this document for use in connection with the General Meeting
<b>FSMA</b>	Financial Services and Markets Act 2000 of the United Kingdom, as amended
<b>Fundraising</b>	the PFA and the Convertible Loan Note Instrument
<b>General Meeting</b>	the general meeting of the Company convened for 10.00 a.m. on 27 November 2020, notice of which is set out at the end of this Circular
<b>Guernsey</b>	the Island of Guernsey
<b>General Authority Resolutions</b>	Resolutions 3 and 4 as set out in the Notice of General Meeting, to be proposed, and if thought fit, passed at the General Meeting
<b>Group</b>	the Company and its subsidiaries from time to time
<b>Investment Agreement</b>	the investment agreement dated 29 September 2020 between Company (1) and Orion (2) (as amended and restated) pursuant to which Orion agreed to subscribe for the Convertible Notes
<b>Investment Agreement Deed of Variation</b>	the deed poll amending and restating the Investment Agreement between the Company (1) and Orion (2) dated 6 November 2020
<b>Link Asset Services</b>	a trading name of Link Market Services Limited and Link Market Services Trustees Limited, a company registered in England & Wales with registered number 2605568
<b>London Stock Exchange</b>	London Stock Exchange plc
<b>Notice of General Meeting</b>	the notice of the General Meeting set out at the end of this Circular
<b>Ordinary Shares</b>	the ordinary shares of 1 penny each in the capital of the Company
<b>Orion</b>	OMF Fund II H Limited, an exempted company incorporated under the laws of the Cayman Islands (company number 311553) whose registered office is at PO Box 309, Ugland House Grand Cayman KY-1104 Cayman Islands

<b>PFA</b>	the Production Finance Agreement dated 29 September 2020 entered in between the Company (1) and OMF FUND II (Ti) LLC (2) and Bushveld Vametco Holdings (Pty) Ltd and others (3) brief details of which are set out in the September RNS
<b>Record Date</b>	6.00 p.m. on 25 November 2020
<b>Resolutions</b>	together the Conversion Resolutions and the General Authority Resolutions
<b>September RNS</b>	RNS Number : 5640A released by the Company on 30 September 2020 which can be accessed on the Company's website at <a href="https://polaris.brighterir.com/public/bushveld_minerals/news/rns/story/xznjdp">https://polaris.brighterir.com/public/bushveld_minerals/news/rns/story/xznjdp</a>
<b>Shareholders</b>	holders of Ordinary Shares
<b>United Kingdom</b>	the United Kingdom of Great Britain and Northern Ireland
<b>in uncertificated form</b>	for the time being recorded on the register of Shareholders as being held in uncertificated form in CREST and title to which, by virtue of the Regulations, may be transferred by means of CREST



**LETTER FROM THE CHAIRMAN**  
**Bushveld Minerals Limited**

(a company incorporated in Guernsey under the Companies (Guernsey) Law 2008, as amended, with registered no. 54506)

**Directors:**

Ian Watson (Independent Non-Executive Chairman)  
Fortune Mojapelo (Chief Executive Director)  
Tanya Chikanza (Finance Director)  
Anthony Viljoen (Non-Executive Director)  
Jeremy Friedlander (Independent Non-Executive Director)  
Michael Kirkwood (Independent Non-Executive Director)  
Dolly Mokgatle (Independent Non-Executive Director)

**Registered Office:**

Oak House  
Hirzel Street  
St Peter Port  
Guernsey  
GY1 3RH

9 November 2020

To warrant holders and option holders for information purposes only

**Dear Shareholder**

**Notice of General Meeting**

**to propose resolutions to approve authorities to issue shares in connection  
with a US\$35 million Convertible Loan Note Instrument with Orion Mine Finance**

**1. INTRODUCTION**

On 30 September 2020 the Company announced that it had signed a long-term Production Financing Agreement of US\$30 million or the PFA with mining-focused investment business Orion Mine Finance, primarily to finance its expansion plans at Vametco and debt repayment.

Under a separate investment agreement, Orion also conditionally agreed to subscribe for a minimum of US\$10 million, and a maximum of US\$20 million, of convertible loan notes under a US\$35 million convertible loan note instrument.

The Company today announced that it has entered into the Convertible Loan Note Deed of Variation and the Investment Agreement Deed of Variation pursuant to which respectively each of the Convertible Loan Note Instrument and the Investment Agreement are to be amended and re-stated. The terms of the Convertible Loan Note Instrument and the Investment Agreement, as amended and re-stated, are set out on page 7 of this Circular and the principal changes are as follows:

- Orion has agreed, on drawdown by the Company, to subscribe for a minimum of US\$10 million and a maximum of US\$35 million of the Convertible Notes (rather than a maximum of US\$20 million);
- the Conversion Price has been fixed at 17 pence; and
- the Company will not seek third party subscribers for the Convertible Notes.

The Company is not obliged to draw down under the Convertible Loan Note Instrument and the conditions to drawdown are as set out in the September RNS.

At the Company's last AGM in August 2020, Shareholders passed resolutions authorising the Company to issue up to 115,297,268 new Ordinary Shares, representing 10% of the Company's issued share capital. The Directors are now requesting pursuant to the Conversion Resolutions additional authority to issue up to another 50,000,000 Conversion Shares in the event that the Company draws down under the Convertible Loan Note Instrument, representing approximately an additional 4.3% of the Company's issued share capital.

Conversion is based on an average US\$:£ exchange rate at the time of Conversion, so the precise US\$ amount to be drawn down will not be known until a drawdown notice is served. To the extent that there are insufficient Conversion Shares available to satisfy a conversion request, the Company will either repay the unconverted amount of principal in cash based on the Company's share price at that time, or seek additional authority.

As the Company intends to draw down as much of the Convertible Notes as possible, the Directors have resolved to convene a general meeting of the Company to propose the Resolutions, to be held at 10.00 a.m. on 27 November 2020 at Oak House, Hirzel Street, St Peter Port, Guernsey GY1 3RH, notice of which is set out at the end of this Circular.

This Circular sets out details of the Fundraising with Orion and explains why the Directors consider the Fundraising and Resolutions to be in the best interests of the Company and its Shareholders and why the Directors unanimously recommend that you in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their own beneficial interests in the Ordinary Shares.

## 2. BACKGROUND TO THE FUNDRAISING

Bushveld has one of the largest, high-grade primary vanadium resource bases in the world. The Company's vanadium resource base currently consists of three mineral assets, Vametco, Brits and Mokopane.

The Group's principal vanadium processing operations are the Vametco vanadium mine and processing plant ("Vametco"), which the Group first acquired an interest in during April 2017, and the Vanchem Plant, a primary vanadium producing facility with a beneficiation plant capable of producing various vanadium oxides, ferro-vanadium and vanadium chemicals, acquired in November 2019.

By June 2018, the Group had successfully completed the first two stages of a three-stage expansion project at Vametco. Funding for the third stage of the expansion project at Vametco, which targets annual production of more than 4,200 mtVp.a. by improving kiln availability, increasing kiln recovery and improving leach recovery, will be achieved from the proceeds of the PFA.

The Group completed the acquisition of the Vanchem plant in November 2019, the second transformational transaction for the Group in two years. The Group now owns two of the world's four operating existing primary vanadium production processing facilities. The Vanchem plant provided immediate production growth, adding an estimated 80 mtV per month (approximately 960 mtV on an annualised basis), using one of the three kilns on site (or approximately 20-25 per cent. of available kiln capacity).

After the completion of a ZAR 750 million (~US\$45 million) refurbishment programme, the Company expects to achieve production of more than 4,200 mtV p.a. The proceeds of the Convertible Notes will go towards the first phase of Vanchem's critical refurbishment programme (estimated cost ZAR 338 million or ~US\$20 million), and debt repayment.

The Fundraising therefore represents a significant step towards the Company's strategic plan of growing production to more than 8,400 mtV p.a. within five years. In particular, the Directors believe that the Fundraising is in the best interests of the Company because:

- The innovative funding agreements with Orion puts Bushveld on track with its expansion plans at Vametco and Vanchem
- The proceeds from the PFA will go towards the completion of the third of the Vametco expansion and debt reduction.
- The long-term nature of the PFA and its early repayment options cater for the cyclical nature of the vanadium market and enables Bushveld to take advantage of our long-life, high grade resources
- The proceeds from the Convertible Notes will go towards the first phase of Vanchem's refurbishment programme and debt repayment
- The Convertible Loan Note Instrument proceeds and PFA allow the Group to refinance its current debt and reduce its gearing levels over time
- Orion is one of the leading mining focused investment business with more than US\$6.2 billion under management and their backing is a strong endorsement of Bushveld's mining and processing assets, reflecting the position the Company has assumed in the supply of crucial raw materials to the steel and vanadium redox flow battery industries.

In addition, Duferco Participations Holding S.A. has agreed to accept an early repayment of US\$11.5 million of principal of its US\$23 million convertible loan notes issued in accordance with the terms of the Vanchem acquisition announced on 23 October 2019. US\$6.5 million will be repaid through the issue of new Bushveld shares and US\$5 million of the loan notes, plus interest at 5% on US\$11.5 million up to the date of payment, will be settled as a cash payment. This puts Bushveld in an even stronger financial position with a solid balance sheet.

## 3. DETAILS OF ARRANGEMENTS WITH ORION

On 29 September 2020, the Company signed a long-term Production Financing Agreement of US\$30 million (or the "PFA") with mining-focused investment business Orion Mining Finance, primarily to finance its expansion plans at Vametco and debt repayment. Under a separate agreement, Orion also agreed to subscribe for Convertible Loan Notes. Details of the PFA, the Investment Agreement and the Convertible Loan Note Instrument (following amendment and restatement) are set out below:

### Key highlights of the PFA

- Vametco Alloys, a subsidiary of Bushveld, has executed a debt instrument in the form of a PFA of US\$30 million with an affiliate of Orion (as lender), to provide the necessary funding to finance the Vametco phase III expansion project to more than 4,200 mtV and debt repayment.
- The PFA amortises over the life of mine and will be serviced through quarterly repayment amounts (comprising repayment of principal and payment of interest).
- The security provided is customary for a secured financing of this nature, including cession of shares in the Borrower, security over the assets of the Borrower, and a parent guarantee.
- The quarterly repayment amount will be determined as the sum of a gross revenue rate and a unit rate calculated as follows:
  - Gross revenue rate of 1.175 per cent for years 2020 and 2021 and 1.45 per cent from 2022 and periods, thereafter, multiplied by the gross revenue for the quarter:
    - From the beginning of the 2022 calendar year and throughout the remaining life of the loan, where the average quarterly vanadium price realised equals or exceeds US\$47 per kgV, the gross revenue rate shall be 1.175 per cent, subject to a gross revenue amount floor.
  - Unit rate of US\$ 0.443/kgV multiplied by the aggregate amount of vanadium disposed of by the Borrower or Vametco Holdings to any third party or Borrower Group Member for the quarter.
    - The unit rate will be adjusted for inflation at each anniversary of the loan agreement's execution date.
  - Once Vametco reaches life of mine vanadium sales of approximately 132,020 mtV during the term of the facility, the gross revenue rate and unit rate will reduce by 75 per cent (i.e. to 25 per cent of the then applicable rates).
  - On each of the first three loan anniversaries, the Borrower has the option to repay up to 50 per cent of both constituent loan parts. If the Borrower utilises the loan repayment option, the gross revenue rate and the unit rate will reduce accordingly.

Material Conditions to Completion include (amongst other things):

- Exchange control authorisation from the South African Reserve Bank Financial Surveillance Department (receipt of which was announced on 23 October 2020);
- Execution and delivery of certain security documents to Orion;
- Provision of certain legal opinion(s) in relation to the Borrower and each of its guarantors; and
- Agreeing revised terms or prepayment with Nedbank in relation to the Nedbank Financing (including all amendments required to the Finance Documents in a form approved by Orion).

## Key Highlights of the Investment Agreement and the Convertible Loan Note Instrument (following the amendment and restated terms as described herein)

### Financing terms of the Instrument

- A fixed 10 per cent per annum coupon with a three year maturity date from the drawdown date.
- All interest will accrue and be capitalised on a quarterly basis in arrears, but compounded annually.
- Accumulated capitalised and accrued interest is convertible into Bushveld ordinary shares. For further information, see “Conversion feature”, below. All interest and principal, to the extent not converted into ordinary shares, is due and payable at maturity date.
- Funds raised are to be used for capital investment purposes for the first phase of Vanchem’s critical refurbishment programme, and the balance for debt repayment purposes.

### Drawdown

- Bushveld can serve 15 Business Days’ notice to Orion drawdown in one tranche only, for a minimum of US\$10 million and a maximum of US\$35 million, at any time from the date of satisfaction of the conditions until 30 November 2020.
- The issuance of convertible loan notes is conditional, inter alia, on completion of the PFA.

### Conversion feature

- Between drawdown and the Instrument’s maturity date Noteholders may, at their option, convert an amount of the outstanding debt, including capitalised and accrued interest, into Ordinary Shares as follows:
  - First six months: Up to one third of the outstanding amount;
  - Second six months: Up to two thirds of the outstanding amount (less any amount previously converted);
  - From the anniversary of drawdown until the maturity date: the outstanding amount under the Convertible Notes may be converted;
  - Bushveld also has the option to convert all, but not some, of the amount outstanding under the Convertible Notes, if its volume weighted average share price is more than 200 per cent of the Conversion Price over a continuous 15 trading day period, a trading day being a day on which the AIM market is open for the trading of securities.
- At any time until the maturity date, Orion may convert the debt into an amount of Ordinary Shares equal to the total amount available for conversion under the Instrument, converted to pounds sterling at the average exchange rate of the 15 days leading to the date on which the drawdown notice is served, divided by the Conversion Price.
- The Conversion Price will be fixed at £0.17.

## General

Customary orderly market provisions, anti-dilution protections, events of default, warranties and pre-emptive rights on future financings are incorporated as part of the agreements.

## 4. USE OF PROCEEDS

The gross proceeds of the proposed drawdown under the Convertible Notes (assuming the Conversion Resolutions are passed), together with the net proceeds from the PFA will be used as follows:

		Approx. US\$m
<b>Bushveld Vanadium</b>	<b>Vametco Phase III expansion project</b>	24.0
	– Upgrade of greenhouse distribution systems as well as SRP surface condenser	
	– Pre-feasibility and detailed design and implementation including the upgrade of leach circuit, kiln firing systems, leach mill and tertiary crushers. This will also include the installation of SRP3, Boiler 4, MVO reactor 3 as well as Furnace 5	
	– Overall production increase leading to 4200mtv per annum	
	<b>Vanchem Phase I refurbishment</b>	20.3
	– Critical refurbishment including: extending the calcine dump facility, replacement of heavy moving equipment, upgrade of the electrical reticulation system and construction of a storm water treatment facility.	
	– Refurbishment of the third kiln for modular production increase leading to 2600mtv per annum	
<b>Debt Prepayment</b>	Pre-payment of Nedbank facilities	15.7
	Pre-payment of Duferco convertible	5.0
<b>Total<sup>1</sup></b>		<b>65.0</b>

1. A portion of the gross proceeds will be used to pay for fees and expenses related to the Fundraising

In the event that the Conversion Resolutions are not passed the Directors intend, subject to the ability to draw down the Convertible Notes becoming unconditional, to use their existing authorities to draw down the maximum amount of the Convertible Notes within such authority. Assuming an exchange rate of US\$1.3:£1, this would enable the Company to draw down approximately US\$25.5m under the Convertible Loan Note Instrument. The inability to draw down the full US\$35m would however likely impact on the timing of the Company’s plans for further development of its assets.

## 5. CURRENT TRADING AND PROSPECTS

Bushveld Minerals announced its interims results on 30 September 2020 for the six months ended 30 June 2020. The Group generated revenues of US\$43.1 million (H1 2019: US\$78.0 million), which represented a decrease of 45 per cent. relative to the prior corresponding period due to the continuing lower pricing environment as well as lost production (estimated at US\$9.2 million) due to the Covid-19 pandemic.

Group production for H1 2020 of 1,649 mtV (100 per cent basis) was 18 per cent higher than H1 2019 (H1 2019: 1,392 mtV), as a result of the inclusion of the production from Vanchem. 2020 Group production guidance is between 3,660 mtV and 3,950 mtV, subject to no further Covid-19 related disruptions. This production guidance is between 25 per cent and 35 per cent higher than 2019 Group production (2019: 2,931 mtV). Demand from China for vanadium has recovered as result of increased infrastructure spending and compliance with rebar standards.

Demand from Europe is expected to increase as a result of stimulus programmes. Outlook for the rest of the year remains uncertain due to the subdued vanadium price, uncertainty surrounding the global economic recovery, more lockdown measures being implemented in Europe, longer lead time for delivery to customers.

## 6. GENERAL MEETING

The issue of the Conversion Shares will be conducted in accordance with the requirements of the Companies Law and the Articles. The Directors already have authority to issue up to 115,297,268 Conversion Shares, but require additional authority should the Company want to draw down as many Convertible Notes as possible. The Company is therefore convening a General Meeting for 10.00 a.m. on 27 November 2020 to consider and, if thought fit, pass the Conversion Resolutions to grant the Company the authority to drawdown the additional amount of Convertible Notes pursuant to the Convertible Loan Note Instrument, resulting in the issue of up to 50,000,000 additional Conversion Shares.

In addition to the Conversion Resolutions, the Directors are proposing the General Authority Resolutions at the General Meeting. These are to provide the Company with the flexibility of ongoing authorities to remain in place until the Company's next annual general meeting currently (expected to be held in June 2021). Resolution 3 gives the Directors the authority to issue Ordinary Shares up to a maximum of 10% of the Company's issued share capital, and Resolution 4 gives the Directors the authority to issue Ordinary Shares otherwise than in accordance with the pre-emption rights set out in the Articles up to the same amount. The General Authority Resolutions are conditional upon the Conversion Resolutions being passed.

The Resolutions must be passed either (i) on a show of hands by a simple majority (in the case of Resolutions 1 and 3) and by at least 75 per cent. (in the case of Resolution 2 and 4) of those Shareholders present in person or by proxy and voting or (ii) on a poll by those Shareholders (present in person or by proxy and voting) holding a simple majority of (in the case of Resolution 1 and 3) or (in the case of Resolutions 2 and 4) by 75 per cent. or more of, the Ordinary Shares voted, in each case, at the General Meeting. The Company will not be able to draw down the full US\$35 million Convertible Notes unless the Conversion Resolutions are duly passed.

Resolution 2 is conditional on the passing of Resolution 1.

Resolution 3 is conditional upon the passing of the Conversion Resolutions, and Resolution 4 is conditional on the passing of the Conversion Resolutions and Resolution 3.

Pursuant to Regulation 41 of the CREST Regulations, the Company specifies that only those members registered on the Company's register of members at the Record Date (or, if the General Meeting is adjourned, at 6:00p.m. on the day two days prior to the adjourned meeting) shall be entitled to attend and vote at the General Meeting.

## 7. ACTION TO BE TAKEN

Shareholders will find enclosed with this Circular a Form of Proxy for use at the General Meeting. Whether or not Shareholders intend to be present at the meeting, Shareholders are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon in the envelope provided so that it arrives at Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event so as to be received by post or by hand (during normal business hours only) not later than 10:00 a.m. on 25 November 2020. Completion and return of the Form of Proxy will not prevent Shareholders from attending and voting at the meeting should they so wish. Shareholders are reminded that due to Covid-19 attendance in person at the Meeting may be difficult or impossible and their attention is drawn to the Covid-19 Precautions set out in the Notice below.

CREST members who wish to appoint a proxy or proxies through the CREST electronic appointment service may do so for the General Meeting by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order to be valid the appropriate CREST Proxy Instruction must be transmitted so as to be received by the Company's agent by no later than 10:00 a.m. on 25 November 2020.



## **8. RECOMMENDATION**

The Directors consider that the Fundraising and the Resolutions are in the best interests of Shareholders as a whole and unanimously recommend that Shareholders vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings of 30,231,667 Ordinary Shares, representing 2.62 per cent. of the existing issued ordinary share capital of the Company.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take in respect of them, you should seek your own advice from your stockbroker, bank manager, solicitor, accountant or other professional adviser duly authorised under the FSMA if you are in the United Kingdom, or another appropriately authorised independent adviser if you are in a territory outside the United Kingdom.

Yours sincerely

**Ian Watson**

Independent Non-Executive Chairman

## Bushveld Minerals Limited

(Incorporated in Guernsey under The Companies (Guernsey) Law, 2008, as amended with registered number 54506)

### NOTICE OF GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** a general meeting of Bushveld Minerals Limited (the "**Company**") will be held at the Company's registered office at Oak House, Hirzel Street, St Peter Port, Guernsey GY1 3RH at 10.00 a.m. on 27 November 2020 to consider and, if thought fit, to pass the resolutions set out below, which will be proposed, in the case of resolutions 1 and 3 as ordinary resolutions and, in the case of resolutions 2 and 4 as special resolutions.

Words and phrases that are defined in the circular to shareholders of which this Notice forms part (the "**Circular**") shall have the same meanings in this Notice, including in the resolution below.

### ORDINARY RESOLUTION

1. That the Directors be and are hereby authorised to exercise all powers of the Company to issue up to 50,000,000 Ordinary Shares ("**Conversion Shares**") in the capital of the Company pursuant on the conversion of any Convertible Notes issued pursuant to the Convertible Loan Note Instrument ("**Conversion**") in accordance with Article 8.3 of the Articles of Incorporation of the Company. This resolution is in addition to all unexercised authorities previously granted to the Directors to issue or grant Equity Securities.

### SPECIAL RESOLUTION

2. That, subject to the passing of Resolution 1, the Directors of the Company be and are hereby authorised to exercise all powers of the Company to issue up to 50,000,000 Conversion Shares in the capital of the Company pursuant to the Conversion as if the pre-emption rights contained in Article 9.2 of the Articles of Incorporation of the Company did not apply to such issue. This resolution is in addition to all unexercised authorities previously granted to the Directors to issue or grant Equity Securities in the capital of the Company as if the pre-emption rights contained in Article 9.2 of the Articles of Incorporation of the Company did not apply to such issue or grant.

### ORDINARY RESOLUTION

3. That, subject to the passing of Resolutions 1 and 2 the Directors be and are hereby authorised to exercise all powers of the Company to issue, grant rights to subscribe for, or to convert any securities into, up to 115,297,268 ordinary shares (together, "**Equity Securities**") in the capital of the Company being approximately ten per cent. of the issued share capital of the Company (excluding treasury shares) in accordance with Article 8.3 of the Articles of Incorporation of the Company, provided that this authority shall expire (unless previously renewed, varied or revoked by the Company by ordinary resolution) on the conclusion of the next annual general meeting of the Company, but during the period the Company may make offers, and enter into agreements, which would, or might, require Equity Securities to be issued or granted after the authority given to the Directors pursuant to this resolution ends and the Directors may issue or grant Equity Securities under any such offer or agreement as if the authority given to the Directors pursuant to this resolution had not ended. This resolution is in addition to all unexercised authorities previously granted to the Directors to issue or grant Equity Securities.

### SPECIAL RESOLUTION

4. That, subject to the passing of Resolutions 1, 2 and 3, the Directors of the Company be and are hereby authorised to exercise all powers of the Company to issue or grant Equity Securities in the capital of the Company pursuant to the issue or grant referred to in Resolution 3 as if the pre-emption rights contained in Article 9.2 of the Articles of Incorporation of the Company did not apply to such issue or grant, provided that (A) the maximum aggregate number of Equity Securities that may be issued or granted under this authority is 115,297,268 shares, being approximately 10 per cent of the issued share capital of the Company (excluding treasury shares); and (B) the authority hereby conferred shall expire (unless previously renewed, varied or revoked by the Company by special resolution) on the conclusion of the next annual general meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require Equity Securities to be issued or granted after such expiry and the Directors may issue or grant Equity Securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired. This resolution is in addition to all unexercised authorities previously granted to the Directors to issue or grant Equity Securities in the capital of the Company as if the pre-emption rights contained in Article 9.2 of the Articles of Incorporation of the Company did not apply to such issue or grant.

Registered Office:

Oak House  
Hirzel Street  
St Peter Port  
Guernsey  
GY1 3RH

By order of the Board:

9 November 2020

## PLEASE READ CAREFULLY – ARRANGEMENTS FOR THE GENERAL MEETING IN LIGHT OF COVID-19

The Company is carefully monitoring the Covid-19 situation, including the guidance issued by the States of Guernsey, and will continue to do so in the lead up to the General Meeting.

In light of the imposition of quarantine requirements for travellers to Guernsey, the Board is conscious that shareholders may find it difficult to attend the General Meeting in person, and have put in place the following precautions (the "**Covid-19 Precautions**"):

1. At the date of this Notice, restrictions on movement within Guernsey have been lifted, although quarantines remain in place for travellers. It is expected that shareholders in Guernsey, or those who wish to travel to Guernsey for the General Meeting subject to quarantine measures, will be able to attend the General Meeting as normal. However, the Board recognises that this may not be possible for the majority of shareholders. Accordingly, the Company urges shareholders to vote by proxy and to appoint the chairman of the General Meeting as their proxy for that purpose. If a shareholder appoints someone other than the chairman of the General Meeting as their proxy, that proxy, if not present in Guernsey, may not be able physically to attend the General Meeting or cast the shareholder's vote. All votes on the resolutions contained in this Notice will be held by poll, so that all voting rights exercised by shareholders who are entitled to do so at the General Meeting will be counted.
2. The Board encourages all shareholders to exercise their votes by proxy, and to submit any questions in respect of the General Meeting in advance. This should ensure that your votes are registered in the event that attendance at the General Meeting is not possible. Shareholders are encouraged to use the online voting facilities detailed below where possible rather than submitting a paper proxy card, as in the current circumstances the Board cannot guarantee that there will be staff at the office of the Company's Registrar to receive post.
3. Shareholders who do choose to attend the General Meeting in person are asked to comply with the States of Guernsey's guidance on respecting personal space and practising good hand hygiene, and with any distancing requirements requested by the Chairman.
4. The security arrangements proposed by the Board are subject to constant review, and should they be subject to change in line with changing guidance from the States of Guernsey, or in the event that the situation surrounding Covid-19 should affect the plans to hold the General Meeting at the proposed date and time or at the proposed address, the Company will update shareholders through a market announcement and will provide further details on the Company's website. The Board reserves the right, should it become necessary, to restrict attendance at the General Meeting as part of security arrangements pursuant to Article 73.2 of the Articles.

### Explanatory Notes:

#### Entitlement to attend and vote

1. The Company specifies that only those members registered on the Company's register of members at:
  - 6.00 p.m. on 25 November 2020; or
  - if this Meeting is adjourned, at 6.00 p.m. on the day two Business Days prior to the adjourned meeting,

shall be entitled to attend and vote at the Meeting. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 20 minutes prior to the commencement of the Meeting so that their shareholding may be checked against the Company's Register of Members and attendances recorded. Please note that in accordance with the Covid-19 Precautions set out above, the right of shareholders to attend the Meeting may potentially be temporarily restricted and it is possible that shareholders may not be able to physically attend the Meeting.
3. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a Form of Proxy with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy.
4. If you do not intend to attend the Meeting in person, you can vote either:
  - by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions. This system allows you to appoint a proxy and to instruct your proxy how to vote. If you have not used the service before you will need to register online, for which you will need your investor code (IVC). In order for a proxy appointment to be made in this way, you will need to submit your instructions via [www.signalshares.com](http://www.signalshares.com) by 10:00 am on 25 November 2020;
  - by requesting a hard copy form of proxy directly from the registrars, Link Asset Services (previously called Capita), on Tel: 0371 664 0300. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00-17:30, Monday to Friday excluding public holidays in England and Wales. In order for a proxy appointment by way of a hard copy form of proxy to be valid, the form of proxy must be received by Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by 10:00 a.m. on 25 November 2020.
  - in the case of shareholders holding their shares through CREST, by submitting a CREST Proxy Instruction utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
5. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Please note that in accordance with the Covid-19 Precautions set out above, shareholders are encouraged to appoint the Chairman of the Meeting as their proxy for the purposes of ensuring that their proxy will be able to attend the Meeting. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
6. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. To appoint more than one proxy please refer to the notes on the Form of Proxy.
7. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. In the absence of any specific instructions from you, your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
8. As at 6 November 2020 (being the latest practicable Business Day prior to the publication of this Notice), the Company's ordinary issued share capital (including 670,000 treasury shares) consists of 1,153,642,682 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 6 November 2020 are 1,152,972,682.

### **Appointment of proxy using hard copy proxy form**

9. The notes to the Form of Proxy explain how to direct your proxy how to vote on the resolutions or withhold their vote. To appoint a proxy using the hard-copy Form of Proxy, the Form of Proxy must be:
- completed and signed;
  - sent or delivered to the Company's registrar, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
  - received by the Company's registrar, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 10:00 am on 25 November 2020 or, if this Meeting is adjourned, not less than 48 hours before the time of the holding of the adjourned Meeting.
10. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
11. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
12. You may not use any electronic address (within the meaning of Section 523(2) of the Companies (Guernsey) Law, 2008) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

### **Appointment of proxy through CREST**

13. Shareholders holding their shares through CREST who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com/site/public/EUI](http://www.euroclear.com/site/public/EUI)). Shareholders holding their shares through a CREST sponsor or service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
14. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 10:00 a.m. on 25 November 2020. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
15. Shareholders holding their shares through CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the shareholder concerned to take (or, if the shareholder is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, shareholders holding their shares through CREST and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 34(1) of the Uncertificated Securities (Guernsey) Regulations, 2009.

### **Appointment of proxy by joint members**

16. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### **Changing proxy instructions**

17. To change your proxy instructions simply submit a new proxy appointment using the methods set out above.
18. Where you have appointed a proxy using the hard-copy Form of Proxy and would like to change the instructions using another hard-copy Form of Proxy, please contact the Company's registrar, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
19. If you return more than one proxy appointment, either by paper or electronic communication (including via [www.signalshares.com](http://www.signalshares.com)), the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.

### **Termination of proxy appointments**

20. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
21. In the case of a member which is a Company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company.
22. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

A copy of this Notice can be found on the Company's website at [www.bushveldminerals.com/investors](http://www.bushveldminerals.com/investors)