ANNUAL INFORMATION FORM

AS AT 29 JUNE 2010

of

AFRICAN COPPER PLC

FOR THE 15 MONTH PERIOD ENDED 31 MARCH 2010

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DEFINED TERMS

"**ACL**" means African Copper Limited.

"**African Copper**" or the "**Company**" means African Copper PLC.

"**AIM**" means the AIM Market of London Stock Exchange plc.

"**Anglo**" means Anglo American Prospecting Services (Proprietary) Limited.

"**Board**" means the board of directors of the Company.

"**Bondholders**" mean the holders of the Bonds.

"**Bonds**" has the meaning ascribed to such term under the heading "*General Development of the Business*".

"**Botswana Note Programme**" means up to BWP200 million aggregate principal amount of fixed rate promissory notes authorized by Messina for issuance pursuant to a deed of trust dated 15 March 2008 between Messina and John David Williams, as trustee.

"**BSE**" means the Botswana Stock Exchange.

"**CCIC**" means Caracle Creek International Consulting, Inc.

"**CIM**" means the Canadian Institute of Mining, Metallurgy and Petroleum.

"**Company Option Plan**" means the share option plan of the Company.

"**CPR**" means the Independent Competent Persons Report.

"**Debt Facility**" means the loan facility of US$8.5 million proposed to be made available to the Company by Natasa in 2009. See "*General Development of the Business – Three Year History*".

"**Dukwe Project**" means the copper deposit in Botswana, which hosts the Mowana Mine, in which the Company holds an indirect 100% interest through Messina. See "*Project Details*".

"**EPCM**" means engineering, procurement and construction management contract.

"**Equity Placement**" means the private placement of US$6.5 million proposed to be made available to the Company by Natasa in 2009. See "*General Development of the Business – Three Year History*".

"**Falconbridge**" means Falconbridge Limited.

"**Group**" means the Company and its subsidiaries. See "*Corporate Structure — Intercorporate Relationships*".

"**JORC**" means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.

"**Large Creditors**" means Moolman and Messina's EPCM contractors, Read Swatman and Voight (Pty) Ltd and Senet CC.

"**Matsitama**" means Matsitama Minerals (Proprietary) Limited, a corporation incorporated under the laws of Botswana, a wholly owned subsidiary of Mortbury.

"**Matsitama Licences**" means the five prospecting licences held by Matsitama which cover an area adjacent to, and to the south of, the Dukwe Project.

"**Matsitama Project**" means the copper exploration project in Botswana in which the Company holds an indirect 100% interest through Matsitama. See "*Project Details*".

"**MD&A**" means management discussion and analysis.

"**Merger**" means the 26 May 2004 merger of Mortbury, AFC Minerals Limited and ACL. See "*Corporate Structure — Intercorporate Relationships*".

"**Messina**" **or** "**MCB**" means Messina Copper (Botswana) (Proprietary) Limited, a corporation incorporated under the laws of Botswana, a wholly owned subsidiary of Mortbury.

"**Moolman**" means Moolman Mining Botswana (Pty) Ltd., an operating company of Aveng Limited. See *"General Development of the Business – Three Year History"*.

"**Moolman Contract**" means a five-year mining contract signed between Messina and Moolman for the mining at the Mowana Mine. See *"General Development of the Business – Three Year History"*.

"**Mowana Mine**" means the area within the Botswana Mining Lease ML2006/53L located in north-eastern Botswana.

"**Mowana Mining Licence**" means the 25-year licence in respect of the Dukwe Project granted to Messina on 18 December 2006 designated ML2006/53L by the Botswana Government.

"**Mowana Mine Technical Report**" means the technical report on the Mowana Mine dated 26 November 2007 and entitled "National Instrument 43-101 Technical Report on The Mowana Mine, Botswana" prepared by Read, Swatman & Voigt (Pty) Ltd posted under the Company's SEDAR profile at www.sedar.com.

"**Mortbury**" means Mortbury Limited, a British Virgin Islands corporation, a predecessor and wholly owned subsidiary of the Company.

"**MRI**" means MRI Trading AG of Zug Switzerland. See *"Description of Business – Distribution Methods and Economic Dependence"*.

"**Natasa**" means Natasa Mining Ltd.

"**Natasa Financing**" means, collectively, the Equity Placement and the Debt Facility**.**

"**Notes**" means BWP150 million aggregate principal amount of unsecured notes issued in Botswana on 2 April 2008 pursuant to the Botswana Note Programme, denominated in Pula, bearing interest at the rate of 14% payable semi-annually and maturing on 2 April 2015.

"**NI 43-101**" means National Instrument 43-101 — *Standards of Disclosure for Mineral Projects*, adopted by the Canadian Securities Administrators.

"Off-take Agreement" means the copper off-take agreement between Messina and MRI pursuant to which MRI will purchase 100% of the quantity copper produced from the Mowana Mine for a period of five years at market terms. See *"Description of Business – Distribution Methods and Economic Dependence"*.

"**Ordinary Share**" means an ordinary share in the capital of the Company.

"**p**" means pence.

"Payment Guarantee" means the Pula 50 million (approximately £3.95 million) payment guarantee that was lodged by Messina in August 2007 in favour of Moolman as security for Messina's obligations under the Moolman Contract. See *"General Development of the Business – Three Year History"*.

"**Preference Shares**" means the preference shares in the capital of the Company of £1 each.

"**Process Plant**" means the 1 million tonne per year flotation concentrator and related facilities designed by Read, Swatman and Voigt (Pty) Limited and Senet CC.

"**Projects**" means, collectively, the Dukwe Project and the Matsitama Project.

"Put Options" means copper put options for up to 5,850 tonnes of copper at a strike price of US$3.00/lb divided evenly over the period April 2008 to December 2008, which equates to 650 tonnes per month over the eight month period. See *"General Development of the Business – Three Year History"*.

"**RSG**" means RSG Global Consulting Pty Ltd.

"**SAMREC**" means the South African Code for Reporting of Mineral Resources and Mineral Reserves.

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval maintained by CDS Inc. on behalf of the Canadian Securities Administrators.

"**Technical Reports**" means, collectively, the Mowana Mine Technical Report and the Thakadu Technical Report.

"**Thakadu Technical Report**" means the technical report on the Thakadu Project dated 24 July 2007 and entitled "Database Review, Geological Modelling and Grade Estimation of the Thakadu Copper Project" prepared for the Company by RSG as filed under the Company's SEDAR profile at www.sedar.com.

"**Thakadu Project**" means the area in the central Matsitama Licences that contains the Thakadu and Makala deposits.

"**TSX**" means the Toronto Stock Exchange.

"**Venmyn**" means Venmyn Rand (Pty) Ltd.

"**Working Capital Facility**" has the meaning ascribed to such term under the heading "General Development of the Business".

"**ZCI**" means ZCI Limited, formerly Zambia Copper Investments Limited.

"**ZCI Financing Package**" has the meaning ascribed to such term under the heading "*General Development of the Business*".

For an explanation of certain technical terms used in this Annual Information Form, please see "Glossary of Technical Terms" attached as Appendix "G" beginning on page G-1 of this Annual Information Form.

CURRENCY AND EXCHANGE RATES

All dollar amounts in this Annual Information Form are in Canadian Dollars, except where otherwise specifically stated. All references in this Annual Information Form to "**C$**" or "**Canadian Dollars**" are references to the Canadian Dollar, references to "**£**" are references to the British Pound Sterling, references to "**US$**" or "**US Dollars**" are references to the United States Dollar, references to "**ZAR**" are references to South African Rand and references to "**BWP**" or "**Pula**" are references to the Botswana Pula.

The following table sets forth (i) the rates of exchange for one British Pound Sterling and one US Dollar, each expressed in Canadian Dollars in effect at the end of each of the periods noted and (ii) the average rates of exchange for one British Pound Sterling and one US Dollar, each expressed in Canadian Dollars for such periods, based on the Bank of Canada noon rates of exchange for the rates at the end of each of the periods, and the Bank of Canada average rates for such periods.

	British Pound Sterling		**US Dollar**	
15 months ended 31 March	**End of Period (C$)**	**Average (C$)**	**End of Period (C$)**	**Average (C$)**
2010	1.7485	1.5422	1.01564	1.1215
Year ended 31 December				
2008	1.7896	1.9617	0.8166	0.9381
2007	1.9600	2.1486	0.9881	1.0747

On 28 June 2010, the Bank of Canada noon rate of exchange was C$1.5606 for one British Pound Sterling and C$1.0337 for one US Dollar.

The following table sets forth (i) the rates of exchange for one British Pound Sterling, expressed in US Dollars in effect at the end of each of the periods noted and (ii) the average rates of exchange for one British Pound Sterling expressed in US Dollars for such periods, based on the Federal Reserve Bank of New York noon buying rates of exchange at the end of each of the periods, and the average of the noon buying rates posted by the Federal Reserve Bank of New York for such periods.

	British Pound Sterling	
15 months ended 31 March	**End of Period (US Dollar)**	**Average (US Dollar)**
2010	1.5167	1.5605
Year ended 31 December		
2008	1.4619	1.861957
2007	1.9843	2.00155

On 28 June 2010, the representative exchange rate posted by the International Monetary Fund was US$1.5051 for one British Pound Sterling.

The following table sets forth (a) the rates of exchange for one Pula, expressed in Canadian Dollars in effect at the end of each of the periods noted and (b) the average rates of exchange for such periods, based on Bloomberg L.P.'s rates of exchange for the rates at the end of each of the periods, and Bloomberg L.P.'s average rates for such periods.

	Pula	
	End of Period	Average
15 months ended 31 March	**(C$)**	**(C$)**
2010	0.1500	0.1578
Year ended 31 December		
2008	0.1622	0.1587
2007	0.1654	0.1738

On 28 June 2010, the noon rate of exchange as reported by First National Bank of Botswana for conversion of Pula into Canadian Dollars was BWP1 = C$0.1474.

FORWARD LOOKING INFORMATION

This Annual Information Form contains "forward-looking information". Forward-looking information includes, but is not limited to, statements concerning the future price of copper, mineral resource and reserve estimates, the steps required and the related timing to reach full production levels at the Company's Mowana Mine, the Company's overall strategy, the Company's plans with respect to obtaining mining licences for the Thakadu Project, including with respect to the anticipated timing thereof, the Company's plans with respect to the exploration of the Matsitama Project, the Company's expectation of market volatility, and other statements which are not historical facts.

In certain cases, forward-looking information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "should", "might" or "will be taken", "occur" or "be achieved" and include the negative variation of such phrases.

With respect to forward-looking information contained in this Annual Information Form, the Company has made assumptions regarding, among other things, the implementation of the mobile crushing units, washing plant and wet tailings facility to address bottlenecks thereby enabling the Mowana Mine to reach full production levels, the key drivers required for the success at the Mowana Mine, the net present value calculations underlying the Company's determination at 30 June 2009 that a partial reversal of the impairment charge recognized in 2008 is appropriate, the recovery of mineral properties, estimated useful lives of capital assets, stock appreciation and financial instruments valuation, the Company's ability to access additional capital equipment and other project funding (including additional debt from ZCI) to meet possible future funding requirements for working capital and/or project finance for the DMS or underground development, the regulatory framework in Botswana with respect to, among other things, permits, licenses, authorizations, royalties, taxes and environmental matters, and the Company's ability to obtain and retain qualified staff and equipment in a timely and cost-efficient manner to meet the Company's demand.

Although the Company believes that its expectations reflected in forward-looking information are reasonable, such forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company or the Company's projects in Botswana, or any of them, to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include, the Company not being able to repay any interest or principal payments when due under the ZCI Financing Package, the ZCI Financing Package and the contemplated Working Capital Facility being insufficient to meet the Company's necessary working capital requirements, ZCI not providing any further financing required for additional working capital and/or project finance on terms acceptable to the Company or at all or the Company being unable to obtain any such financing from alternative investors and/or lenders, the mobile crushing units being a quick and cost effective way to temporarily bypass the Secondary and Tertiary crushing plant to improve production efficiency, the timing of

the EMP approval for a wet tailings facility, that production ramp up will be unaffected by the migration from dry tailings to wet tailings, any further delays in the ramp-up to commercial production or, any further material reductions in tonnages, grades and/or recovery rates and overruns in operating costs are experienced, ZCI requiring immediate repayment of the amounts owed to it on account of the Large Creditors, adverse changes in any of the key assumptions of the Company regarding the net present value calculations underlying the Company's determination that a partial reversal at 30 June 2009 of the impairment charge recognized in 2008 is appropriate, risks related to failure to convert estimated mineral resources to reserves, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, the possibility that actual circumstances will differ from the estimates and assumptions used in the current mining plan for the Mowana Mine, future prices of copper, unexpected increases in capital or operating costs, possible variations in mineral resources, grade or recovery rates, failure of equipment or processes to operate as anticipated, accidents, labour disputes and other risks of the mining industry, delays in obtaining governmental consents, permits, licences and registrations, political risks arising from operating in Africa, changes to regulations affecting the Company, changes in the debt and equity markets, inflation, changes in exchange rates, fluctuations in commodity prices and uninsured risks, as well as those factors discussed under the heading "*Risk Factors*" in this Annual Information Form.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. The forward-looking information contained herein, unless stated otherwise, is made as of the date of this Annual Information Form and the Company makes no responsibility to update them or to revise them to reflect new events or circumstances, except as required by law.

The financial statements are presented in US Dollars as a result of a decision by management to change the reporting currency from British Pounds Sterling, during the last financial year. The change has been made to reflect the profile of the Group's revenue which, as a result of commencing commercial production at the Mowana Mine in Botswana is now being generated in US Dollars. All comparative information has been restated into US Dollars.

The **Mineral Resource and Mineral Reserve Estimates** figures referred to in this Annual Information Form are estimates and no assurances can be given that the indicated levels of minerals will be produced. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes available. While the Company believes that the resource and reserve estimates referred to in this Annual Information Form are well established, by their nature resource and reserve estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove incorrect. If such estimates are inaccurate or are reduced in the future, this could have a material adverse impact on the Company. Due to the uncertainty that may be attached to inferred mineral resources, it cannot be assumed that all or any part of an inferred mineral resource will be upgraded to an indicated or measured mineral resource as a result of continued exploration.

Certain of the estimates of the Company's measured, indicated and inferred mineral resources and proven and probable mineral reserves set out herein have been disclosed in accordance with JORC or SAMREC. The applicable qualified persons named herein are of the opinion that the mineral resource and mineral reserve definitions and standards of JORC and SAMREC are substantively similar to the definitions and standards of the CIM (the "**CIM Standards**"), and that a reconciliation of the Company's measured, indicated and inferred mineral resources and proven and probable mineral reserves would not result in materially different estimates as prepared in compliance with the CIM Standards. Mineral resources are stated inclusive of mineral reserves. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

CONVERSION FACTORS

To Convert From	To	Multiply By
Metres ("**m**")	Feet	3.281
Kilometres ("**km**")	Miles	0.6214
Grams	Ounces (Troy)	0.03215
Grams/Tonne ("**g/t**")	Ounces (Troy)/Short Ton	0.02917
Tonnes (metric)	Pounds	2,204
Tonnes (metric)	Short Tons	1.1023

CORPORATE STRUCTURE

Name, Address and Incorporation

The Company was incorporated and registered in England and Wales on 11 February 2004 under the Companies Act 1985 as a public limited company under the name "Afrinewco PLC". On 1 March 2004, the Company changed its name to "African Copper PLC". The Company's registered and head office is located at 100 Pall Mall, St. James's, London SW1Y 5HP, United Kingdom. The Ordinary Shares trade on AIM under the symbol "ACU" and on the BSE under the symbol "African Copper."

On incorporation, the authorized capital of the Company consisted of 100,000,000 Ordinary Shares of 5p each. By a resolution passed on 4 May 2004: (i) each of the 100,000,000 issued and unissued Ordinary Shares of 5p each was subdivided into 5 Ordinary Shares of 1p each; and (ii) immediately following the subdivision of the Ordinary Shares, 5,000,000 of the authorized but unissued Ordinary Shares of 1p each were consolidated into 50,000 Ordinary Shares of £1 each, and each such Ordinary Share was re-designated as a Preference Share of £1 each.

At the annual general meeting of the Company held on 30 July 2009 an increase in the authorized share capital of the Company was approved by the shareholders of the Company. The authorized share capital was increased from £15,000,000 to £20,000,000 by the creation of an additional 500,000,000 Ordinary Shares of 1p each identical to and ranking pari passu with the existing Ordinary Shares in the capital of the Company.

As at 29 June 2010, the Company has an authorized share capital of £20,000,000 divided into 2,000,000,000 Ordinary Shares of 1p each and 50,000 Preference Shares of £1 each, of which 823,429,500 Ordinary Shares and no Preference Shares are issued and outstanding.

Designated Foreign Issuer

As of 1 April 2010, the Company qualified as a "designated foreign issuer" as defined in National Instrument 71-102 – *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers*. The Company is subject to the securities legislation and regulatory requirements of the United Kingdom, including the United Kingdom Companies Act 2006 and the AIM Rules (the "**UK Rules**"). As a designated foreign issuer, the Company will comply with the reporting obligations required by the UK Rules, which will satisfy most Canadian disclosure obligations.

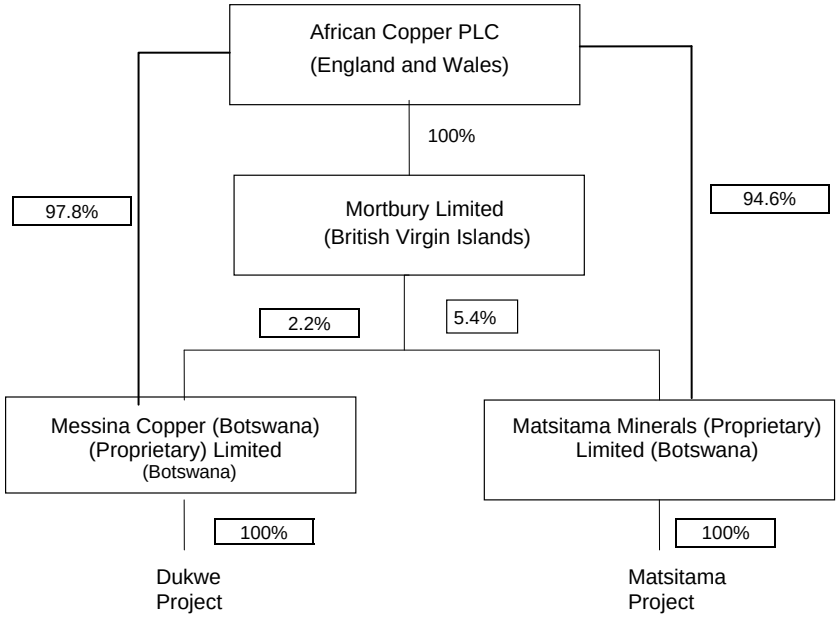
Intercorporate Relationships

Following the Merger, the Company became the holding company for Mortbury and its subsidiaries. The Merger was completed on 26 May 2004, whereupon the assets, liabilities, rights and obligations of each of Mortbury, AFC Minerals Limited and ACL were assumed by the surviving entity, Mortbury, which subsequently became a wholly owned subsidiary of the Company. Mortbury was established in 1995 for the purposes of acquiring Messina which held a prospecting licence relating to the Dukwe Project.

Messina holds the Dukwe Project comprising exploration licence PL 33/2005, with an area of 139.6 km^2, and within the exploration licence a mining licence 2006/53L of 32.7 km^2 valid until end 2031. To the north of PL 33/2005 an additional licence was applied for and awarded during 2008. This licence 180/2008 covers an area of 114.4 km^2. See "*Project Details – Dukwe Project*". The Dukwe Project area with its associated licences encompasses the Mowana Mine and all current estimated mineral resources and reserves associated with the mine; together with north and south extensions of mineralization that lie outside of the Mowana Mine licence area.

Matsitama holds the Matsitama Project, which is comprised of the Matsitama Licences. See "*Project Details - Matsitama Project - Licences*".

The following diagram sets out all of the Company's subsidiaries as at 31 March 2010, their respective jurisdiction of incorporation, the Company's direct and indirect voting interest in each and the respective Projects held by each subsidiary.



GENERAL DEVELOPMENT OF THE BUSINESS

The Company is the holding company of a mineral exploration and development group of companies that are exploring and developing copper deposits in the Republic of Botswana. Currently, the Company has indirect 100% interests in the Projects, located in Botswana. The Company was incorporated and registered on 11 February 2004. It became the holding company for Mortbury and its subsidiaries following the Merger, in May 2004, which holds the assets related to the Projects. The Ordinary Shares were listed for trading on AIM in connection with the Company's initial public offering in November 2004, on the BSE on 15 February 2005 and on the TSX on 19 July 2005.

During fiscal 2006, the Company raised aggregate net proceeds of approximately £53,641,555 pursuant to its public offering of 75,000,000 Ordinary Shares, the exercise of 2,474,030 warrants to purchase Ordinary Shares and the exercise of 1,000,000 share options to purchase Ordinary Shares.

During fiscal 2007, the Company raised aggregate net proceeds of approximately £7,194,078 pursuant to a private placement of 8,367,772 Ordinary Shares and the exercise of 700,000 share options to purchase Ordinary Shares.

On 8 February 2008, the Company raised aggregate net proceeds of approximately £5,098,800 pursuant to a private placement of 7,284,000 Ordinary Shares. This private placement was completed as part of the finalization of the Off-take Agreement for the copper concentrates to be produced from the Mowana Mine. See "*Description of the Business – Distribution Methods and Economic Dependence*" for further information respecting the Off-take Agreement.

On 28 March 2008, Messina received binding subscription agreements from local Botswana institutions for the Notes, representing in aggregate BWP150 million (US$22.08 million, based on the exchange rate as of 31 March 2010), as part of the BWP200 million Botswana Note Programme. The Notes were denominated in Pula, bearing interest at 14% per annum and had a bullet maturity in 7 years. On 15 May 2009 the Company announced that Natasa had acquired BWP149.6 million (approximately US$22.02 million, based on the exchange rate as of 31 March 2010) (the "**Bonds**") of the outstanding BWP150 million Notes. The Company subsequently received a demand from Natasa calling for the immediate repayment of the entire principal amount of the Bonds on the basis of alleged defaults under the terms of the Bonds. On 15 May 2009, Natasa lodged a petition with the High Court of Botswana to seek an order for the provisional liquidation of Messina. On 3 June 2009 the Company settled in full all the claims of Natasa against its subsidiaries, Messina and Matsitama, and Natasa withdrew its petition for the provisional liquidation of Messina filed at the Botswana High Court.

On 13 June 2008, the Company announced a management reorganization with the appointment of Mr. Christopher Fredericks as Chief Executive Officer. Mr. Fredericks was formerly the Company's Chief Operating Officer. Mr. Joseph Hamilton resigned as Chief Executive Officer and from the Board. Mr. Fredericks joined the Board as of 1 July 2008.

On 28 April 2009, 43 new Ordinary Shares of 1p were issued by the Company in connection with the Company's consolidation of share capital announced on 9 April 2009 as part of the proposed Natasa Financing. The Natasa Financing necessitated a reorganisation of the Company's share capital resulting in a consolidation of the Company's existing Ordinary Shares. One new Ordinary Share of 10p was proposed to be created for every 100 existing Ordinary Shares. At the extraordinary general meeting of the Company held on 7 May 2009 the requisite level of shareholder approval for the Natasa Financing was not received so accordingly the Natasa Financing did not proceed to completion.

On 20 May 2009, as a condition of the closing of funding by ZCI, the Company announced that it had voluntarily delisted its shares from the TSX.

As part of the ZCI Financing Package completed on 22 May 2009, a total of 676,570,500 Ordinary Shares were issued at a price of 1p per share, raising total net proceeds of £6,765,705. In addition the ZCI Financing Package comprised:

- a secured bridge loan facility (the "**Initial Bridge Loan**") of US$7 million. The Initial Bridge Loan was made available to Messina on 13 May 2009;
- a second secured US$25.4 million bridge loan facility (the "**Second Bridge Loan**") bearing interest at a rate of 12% per annum. The Second Bridge Loan was made available to Messina on 13 May 2009; and
- a four year secured part convertible credit facility (the "**Convertible Loan Facility**") of US$31,129,100 (subsequently increased to US$32,412,000) comprising a convertible tranche of US$8,379,100 with a coupon of 12% per annum ("**Tranche A**") and a tranche that is not convertible of US$22,750,000 (subsequently increased to US$24,032,900) with a coupon of 14% per annum ("**Tranche B**"). Tranche A of the Convertible Loan Facility is convertible into Ordinary Shares at a conversion price of 1p per share. The Convertible Loan Facility was signed on 18 June 2009. The maximum aggregate number of new Ordinary Shares which may be issued pursuant to the conversion rights attaching to Tranche A is 556,307,263 new Ordinary Shares (subject to usual adjustments), which would, if Tranche A was to be converted in full, increase ZCI's interest in the enlarged issued share capital of the Company from 82.16% to 89.36%.

On 26 March 2010, the board of directors of ZCI resolved that the interest payment on Tranche B of the Convertible Loan Facility due by the Company on 31 March 2010 be postponed for a period of one year until 31 March 2011.

On 10 December 2009, the Company announced that Chris Fredericks resigned as a director and Chief Executive Officer of African Copper with effect from 31 December 2009. The Board continues to work towards appointing a new Chief Executive Officer. Mr. Jordan Soko, a Non-Executive Director of the Company, assumed Chris Fredericks' executive duties and reports all operational matters to the Board.

On 31 March 2010, ZCI extended to the Company an additional US$10 million loan (the "**Working Capital Facility**"). The Working Capital Facility has an interest rate of 6% per annum payable quarterly, to be repaid on or before 31 March 2011 but renewable subject to ZCI giving its written consent to the renewal prior to the repayment date. The Working Capital Facility is secured in the same way as borrowings under the Convertible Loan Facility.

The net proceeds raised from such transactions have been used by the Company to explore and develop the Projects, build the Mowana Mine and related infrastructure, working capital required (including pre-strip mining of Mowana) to commence operations at the Mowana Mine, to establish revenue protection programs through the purchase of copper "put" contracts, to place payment guarantees in order to secure mining contracts and for general corporate expenses. Due to the severe reduction in the demand and price for copper worldwide during the fourth quarter of 2008, delays in shipping first concentrate resulting from the delays in commissioning of the Mowana Mine and the prevailing market volatility and uncertainty, the Group was unable to achieve the anticipated cashflow and obtain the required working capital finance for continued operations. In response to the Company's working capital deficit, on 21 January 2009 the Mowana Mine was placed on care and maintenance pending the finalization of obtaining the necessary funding. During the second quarter of 2009 the Company was successfully refinanced with the completion of a comprehensive financing package from ZCI. Since completing the ZCI Financing Package the Company moved forward, in particular by recommencing production at its Mowana Mine in August 2009. However, it also experienced setbacks, delaying the achievement of full commercial production levels at Mowana.

The Mowana plant came close to meeting its operating targets in November 2009, but its effectiveness subsequently suffered, with the rainy season triggering frequent shutdowns of the plant's Secondary and Tertiary

("**SnT**") crusher. The Company took various steps to address the problems at Mowana. It decided to purchase mobile crushing units, allowing it to bypass the SnT crusher in the short term. These came online after the end of the year, in April 2010, and at the date of this Annual Information Form are being brought up to full capacity. Management has also budgeted the addition of a washing plant to screen and wash out the fine fraction from the ore before it enters the primary crusher ore stockpile, more permanently alleviating the demands on the SnT crusher it intends for this to be installed by the February 2011.

The Company is also increasing its activities at Thakadu, 70km from the Mowana Mine. The higher grade mineral resources at Thakadu lend themselves to a small scale operation with low pre-strip mining requirements, limited overheads and the full support of the Mowana Mine infrastructure and management: the major challenge will be to establish sustained transport between the locations, and management is in advanced planning stages of establishing these routes. The Company had previously planned to achieve the necessary permitting and receive a mining licence during May 2010 but currently expects this to occur in July 2010. It carried out some early mining activities at Thakadu, as permitted by its existing exploration licence, in May 2010. The plan is to commence full mining activities as soon as the mining licences is granted with a progressive increase in mining volumes during 2010.

After a period of inactivity, the Company also resumed exploring its exploration permits at the adjacent Matsitama Project in March 2010. Expenditures are required before mid-2011 to meet the requirements for applying for renewal over a portion or portions of the exploration permits. The Company's current programme envisages drilling some 8 – 10 new targets before June 2011, and the Company is establishing a panel of experts to assist it in selecting the most promising targets.

The Company changed its accounting reference date during 2009 from 31 December to 31 March to be in line with ZCI and to streamline its accounting processes, resulting in a transition period of 15 months, with a comparative period of 12 months.

THREE YEAR HISTORY

Dukwe Project

2007 Developments

Surface rights over the Mowana Mining Licence area were granted in February 2007. At about the same time, the Company renamed the mine at the Dukwe Project the "Mowana Mine". The term "Dukwe Project" now refers to the larger exploration licences, while the Mowana Mine refers to the immediate Mowana Mining Licence area. The Mowana Mine is fully permitted, subject to a conditional permit issued by the Botswana National Museum respecting the destruction of certain archaeological sites within the open pit boundaries. All required archaeological work was completed in late 2007 and a discharge for most areas was obtained in early 2008. Under the terms of the discharge, mining can commence and the upper levels of the historic mining areas can be destroyed, although archaeological studies will be ongoing as deeper levels of the historically mined areas are exposed by normal mining activities and declared safe for entry by site engineers.

In May 2007 the Company took the decision to implement revenue protection for the Mowana Mine by purchasing the Put Options.

On 10 May 2007 the Company announced that it had signed the Moolman Contract which was a five-year contract with Moolman for the mining at the Mowana Mine. The Moolman Contract included both the mobilization and demobilization of the mining fleet. Mining commenced in July 2007 with the removal of free-digging loose material from the open-pit area. By the end of 2007, the full fleet of face-loading shovels had arrived on-site and by January 2008 were commissioned.

In August 2007 the Payment Guarantee was lodged by Messina in favour of Moolman as security for Messina's obligations under the Moolman Contract.

The Company published new SAMREC, JORC and NI 43-101 compliant resource estimates for mineralization at the Dukwe Project in June 2007. This resource estimate incorporated all drilling results until the end of 2006. A NI 43-101 compliant technical report entitled "Dukwe Copper Project - 2007 Geological Modelling and Resource Re-estimation" dated 14 June 2007 ("**2007 Dukwe Technical Report**") and prepared for Messina by CCIC is available from the Company's website or under the Company's profile on SEDAR at www.sedar.com. The 2007 Dukwe Technical Report was prepared by Justin Glanvill, David De'Ath and Iain Kelso, who is a "qualified person" under NI 43-101.

The results of this study were used to define open pit designs for near-surface mineralization at Mowana, and to convert those resources that fell within the pit boundaries to reserves in the Mowana Mine Technical Report which is available from the Company's website or under the Company's profile on SEDAR at www.sedar.com.

The Mowana Mine Technical Report also contained a review of all metallurgical testing to date, listed operating cost assumptions and produced a forecast of production for the initial years of production. This technical report also considered the installation of a DMS plant into the process design.

Construction of the Process Plant at the Mowana Mine continued throughout fiscal 2007. On average, about 600 contractors and employees were on site to support the construction activities for the Process Plant and associated infrastructure.

2008 Developments

On 25 January 2008 the Company signed the Off-take Agreement with MRI pursuant to which MRI will purchase 100% of the quantity copper produced from the Mowana Mine for a period of five years at market terms. See also *"Material Contracts"*. The Off-take Agreement is benchmarked to Japanese Smelter Pool terms.

The construction of the 50 house staff housing development at the Mosetse village nearby to the Mowana Mine was completed in April 2008 and occupation of the houses by staff commenced in May 2008.

A prospecting application was made for the ground north of the Mowana Prospecting Licence (PL33/2005) and this was received by the Botswana Geological Survey on 8 August 2007. This application was successful and Prospecting Licence 180/2008 covering 114.4km^2 was awarded on 1 April 2008 for a period of 3 years. In addition Prospecting Licence 33/2005 was successfully renewed until March 2010 following relinquishment of 50% of the original licence area.

At the request of Messina, on 29 July 2008, Moolman released the Payment Guarantee and Messina agreed to re-instate such security by 30 June 2009. In consideration for the release of the Payment Guarantee, Messina granted Moolman a lien over the run of mine ore, ore stockpiles and copper concentrate at the Mowana Mine.

On 12 November 2008 the Company announced it had exercised and sold the Put Options for £3.3 million (US$4.75 million). The proceeds were used to partly fund the Group's working capital requirements at the Mowana Mine. As copper traded above US$3/lb for the period April to September 2008, the put options for these periods were not exercised.

Commissioning of the processing facility at the Mowana Mine took place during the third quarter of 2008. The ramp up to commercial production continued during the fourth quarter of 2008. Following the first shipment of copper concentrate that was dispatched at the end of October 2008, further production delays were experienced as a result of, among other things, unexpected equipment failures and a lack of spare parts due to the

Company's working capital deficit. These delays resulted in production shortfalls during the fourth quarter of 2008 from the copper in concentrate production forecast of approximately 1,500 tonnes to 270 tonnes. During this period a total of 115,000 tonnes of ore was milled at the Process Plant at a head grade of 1.1% copper against a planned target of 235,000 tonnes at a head grade of 1.8% copper. Despite demonstrating the ability to achieve and on certain occasions exceed budgeted capacity, mill throughput was severely constrained by the inability to provide sufficient mill feed due to low mechanical availability of primary and secondary crushing circuits. During the fourth quarter progress was made in balancing and tuning the floatation circuit. Despite these efforts recoveries were below planned levels, this being attributed to unstable feed conditions associated with crusher problems, and secondly a higher than planned oxide content ratio in the feed to the mill. During January 2009 the floatation circuit began to show positive signs of stabilizing and an improvement in copper recoveries was noted. Various reagent test work was carried out during December 2008 indicating the potential for an improvement in copper recoveries.

Due to the severe reduction in the demand and price for copper worldwide during the fourth quarter of 2008, delays in shipping first concentrate resulting from the delays in commissioning of the Mowana Mine, and the prevailing market volatility and uncertainty, the Group was unable to achieve the anticipated cashflow and obtain the required working capital finance for continued operations. As a result the Company actively sought US$15 million in immediate additional working capital and also announced certain initiatives focused on reducing costs and expenditures in order to continue operating in the lower copper price environment. These initiatives included: suspension of mining operations at the Mowana Mine, utilizing existing ore stockpiles for processing, curtailment of capital projects and exploration, reducing operating and administrative costs for only essential operations and negotiations of debt compromise agreements with the Bondholders and the Large Creditors.

By the end of December 2008 the Company was successful in fully suspending the Moolman Contract and substantially all of the demobilization of Moolman's mining equipment was complete.

2009 and 2010 Developments

In response to the Company's working capital deficit, on 12 January 2009 the Mowana Mine was placed on care and maintenance pending the finalization of obtaining the necessary funding.

On 16 March 2009 the Company announced that it had signed an agreement with Natasa to assist the Company and the Group to meet its immediate and critical working capital requirements. Under the terms of the agreement, Natasa agreed to make available a short-term, interest-free, secured loan facility of US$1.5 million (the "**Bridge Loan**"), to be repaid out of the Equity Placement and funds advanced to the Company pursuant to the Debt Facility. The Equity Placement and the Debt Facility were also proposed to be provided by Natasa. The Bridge Loan was conditional upon the execution of security documentation over the Group's principal assets, and was to be repayable no later than 15 May 2009. Under the terms of the Bridge Loan, the Company provided Natasa with a right of exclusivity which prevented the Company from entering into discussions with any other party in relation to any corporate transaction until 15 May 2009. The Company scheduled an extraordinary general meeting of the Company for 7 May 2009 (the "**EGM**") to approve the terms of the Natasa Financing.

Under the terms of the proposed Equity Placement, Natasa agreed to subscribe for 1,581,557,998 Ordinary Shares at 0.3p per share to provide aggregate gross proceeds of £4.7 million (US$6.5 million) to the Company. The Equity Placement was subject to certain conditions precedent including: Company shareholder approval at the EGM; agreement of legal documentation in relation to the Debt Facility; the delisting of the Ordinary Shares from the TSX; and the Company and its subsidiaries arranging with the Bondholders and the Large Creditors a compromise of debts such that the Group's liabilities will be extinguished in full leaving a cash balance of at least US$3 million for working capital purposes.

On 16 April 2009 the Company announced that it had received an unsolicited offer of finance from ZCI (the "**ZCI Offer**"). In view of the legal exclusivity agreements entered into with Natasa, the Company announced

it would not respond to the ZCI Offer prior to the EGM. An amended ZCI Offer was subsequently received and announced on 29 April 2009.

On 7 May 2009 the Company announced that the resolutions proposed at the EGM to approve the transactions and arrangements with Natasa were not passed at the meeting and accordingly, the Natasa Financing failed.

On 9 May 2009 the Company announced that ZCI and the Company had entered into binding agreements pursuant to which ZCI agreed to provide the Company with a comprehensive financing package. During May 2009 and June 2009 the Company concluded agreements with ZCI in finalizing the US$41 million financing package. The ZCI Financing Package comprised:

- the Initial Bridge Loan which was made available to Messina on 13 May 2009;
- the Second Bridge Loan which was made available to Messina on 18 May 2009;
- a share subscription by ZCI for 676,570,500 new Ordinary Shares (the "**ZCI Shares**") at an issue price of 1p per share (the "**Share Subscription**") for gross proceeds to the Company of approximately US$9.9 million. The Share Subscription was completed on 22 May 2009 and the ZCI Shares were admitted to AIM. Following the Share Subscription, the Company had 823,429,500 Ordinary Shares in issue and ZCI had an interest in 82.16% of the issued Ordinary Share capital of the Company; and
- the Convertible Loan Facility comprising Tranche A and Tranche B both of which are repayable four years following the date upon which the Convertible Loan Facility became effective, unless Messina is in default under the facility agreement in which event the Convertible Loan Facility will become immediately due and repayable. The advance of funds under the Convertible Loan Facility was subject to the satisfaction of certain conditions precedent including that ZCI's shareholders had approved the Convertible Loan Facility and security over Messina's assets, including the Mowana Mine, had become effective.

On 30 July 2009, at the Company's annual general meeting, the shareholders of the Company approved the necessary authorities to allot and issue Ordinary Shares to ZCI should ZCI exercise the conversion right under Tranch A of the Convertible Loan Facility.

On 18 January 2010 the Company announced that ZCI had received shareholder approval at a meeting of the shareholders (the "**ZCI Shareholders Meeting**") for, among other things, the Convertible Loan Facility and, as security was in place, the Company announced on 1 February 2010 that the Initial Bridge Loan and the Second Bridge Loan had been refinanced out of the proceeds of the Share Subscription and the Convertible Loan Facility.

On 11 May 2009 the Company and ZCI entered into a binding debt assignment agreement with Messina's previous mining contractor, Moolman, pursuant to which Moolman assigned its 60 million Pula plus VAT (approximately US$8 million at an exchange rate of US$1/7.5 Pula) outstanding debt of Messina (the "**Moolman Debt**") to ZCI at a price equal to 50% of the face value of the Moolman Debt plus the full amount of invoiced VAT. The amount of the VAT will be refunded by the Company to ZCI upon recovery by the Company. On 12 May 2009, the Company's engineering procurement contractor, Senet CC ("**Senet**") entered into an agreement with ZCI, pursuant to which Senet assigned its ZAR17,002,545 (approximately US$2 million at an exchange rate of US$1/ZAR8.44) outstanding debt of Messina (the "**Senet Debt**") to ZCI at a price equal to 50% of the face value of the Senet Debt. On 21 May 2009, ZCI completed a compromise agreement with Read Swatman & Voigt (Pty) Limited ("**RSV**") pursuant to which RSV was paid in cash 50% of monies of the total of ZAR4,537,525 owed directly to RSV and 100% of the total ZAR1,509,374 owed to RSV sub-contractors (the "**RSV Debt**"), being payment of a total of ZAR3,777,836 (approximately US$448,141.87 at an exchange rate of US$1/ZAR8.43) in full and final settlement of debts due from the Company and its subsidiaries. Pursuant to the compromise agreement the full amount of the RSV Debt, ZAR6,046,899 (approximately US$717,307 at an exchange rate of US$1/ZAR8.43) was assigned to ZCI. During August 2009 the Company repaid the Senet Debt.

Each of the Moolman Debt and the RSV Debt (collectively the "**ZCI Trade Debts**") are current liabilities of the Company.

On 15 May 2009 the Company announced that Natasa had acquired (i) the Bonds issued by Messina with a face value of BWP 149.6 million (approximately US$20.40 million); and (ii) other indebtedness of Messina amounting to approximately US$2.1 million. The Company subsequently received a demand from Natasa calling for the immediate repayment of the entire principal amount of the Bonds on the basis of alleged defaults under the terms of the Bonds. On 15 May 2009 Natasa lodged a petition with the High Court of Botswana to seek an order for the provisional liquidation of Messina.

On 3 June 2009 the Company settled in full all the claims of Natasa against its subsidiaries, Messina and Matsitama, and Natasa withdrew its petition for the provisional liquidation of Messina filed at the Botswana High Court.

On 9 September 2009 the Company announced that Messina had recommenced operations at the Company's Mowana Mine in Botswana. A new mining contractor was mobilized and the process of re-commissioning the concentrator began with the assistance of an experienced team of specialist metallurgical and engineering personnel from ZCI.

On 14 October 2009 the Company announced the first shipment of saleable concentrates following the restart of operations at Mowana.

On 21 December 2009 the Company announced that it had been advised that an Independent Competent Persons Report (the "**CPR**") on the Mowana Mine and the Thakadu Project in Botswana had been prepared by RSV on behalf of ZCI. The CPR was produced in connection with the preparation of a circular to ordinary shareholders of ZCI dated 17 December 2009 (the "**ZCI Circular**") for the ZCI Shareholders Meeting. The meeting was held to, among other things, approve and ratify the Share Subscription and the Convertible Loan Facility. The ZCI Circular included RSV's estimates of proven and probable mineral reserves for the Mowana Mine, which were based upon the Company's existing mineral resource and mineral reserve models but involved the application by RSV of its own set of assumptions, including a higher cut-off grade. As RSV's mineral reserve estimates in the ZCI Circular varied from the mineral reserve estimates set out in the Mowana Mine Technical Report, the Company engaged Venmyn to independently review and confirm RSV's estimates as contained in the ZCI Circular. See "*Project Details – Mowana – Mineral Resource and Reserve Estimates*".

On 26 March 2010 the board of directors of ZCI resolved that the interest payment on Tranche B of the Convertible Loan Facility due by the Company on 31 March 2010 be postponed for a period of one year until 31 March 2011.

On 1 April 2010 the Company announced that ZCI had extended to the Company the Working Capital Facility with an interest rate of 6% per annum payable quarterly, to be repaid on or before 31 March 2011 but renewable subject to ZCI giving its written consent to the renewal prior to the repayment date. The Working Capital Facility is secured in the same way as borrowings under the Convertible Loan Facility.

Matsitama Project

2007 Developments

Early in the third quarter of 2007, the Company released the results of a mineral resource estimate for the Thakadu Project in the central part of the Matsitama Belt. These estimates are set out in the Thakadu Technical Report, which is available under the Company's profile on SEDAR at www.sedar.com. The Thakadu Project mineral resource estimates enabled the Company to examine the Thakadu Project mineralization as part of a belt-wide development programme. Exploration continued in 2008 in the vicinity of the Thakadu Project deposits in an attempt to define further mineralisation.

Within the larger Matsitama Belt, geochemical surveys were initiated to follow-up on the large TITAN surveys that were completed in late 2006 and early 2007. In addition, during 2007, drilling was carried at Nakalakwana Hill where a low-grade copper-gold system has been identified. The alteration zone around Nakalakwana is extensive with haematite flooding of sediments coincident with sericitization. A large 10 km wide grid was established over this area and geophysical and geochemical surveys were completed.

Large regional geochemical surveys were completed in late 2007. Over 15,000 soil samples were submitted for analysis in late 2007, and results were received during 2008. These soil surveys cover areas to the west and south of the known Matsitama Belt that had no previous survey coverage. In addition a surface trenching programme was completed at Gaokae which is nickel target within ultramafic to mafic intrusions at the basal part of the Matsitama Belt.

Under Botswana legislation, the Company was required to drop 50% of the surface area covered by the Matsitama exploration licences at the end of the first quarter of 2007. The Company applied to the Geological Survey of Botswana to keep approximately 80% of the surface area of the licences on the basis of prospectivity, work-to-date and exploration expenditures over the past two years. Early in the third quarter of 2007, the Geological Survey of Botswana approved the application to retain most of the ground encompassed by the licences. Of the four licences, 50% of PL 17/2004 was dropped which represented 12% of the total area of 3,528km^2. Approximately 88% of the ground was retained.

2008 Developments

During 2008, following compilation of both geophysical and geochemical data, drilling of the most prominent anomalies in the vicinity of the Thakadu Project deposit was carried out. Results were also received in 2008 from the Gaoke surface trenching and geochemical survey. Work completed during the year continued on the three main Copper-Zinc-Lead-Gold-Silver structural corridors identified in the belt and in the Ultramafic Formations with Nickle-Platinum Group Metals potential, namely: Thakadu Mutsuku Corridor; Nakalakwana Hill Corridor; Lepashe Copper Snake Corridor; and the Mosupe-Sebotha Ultramafic Formations.

As a result of interpreting the combined historical data of 118,000 soil samples with 17,000 soil samples of the Company, two hundred and seven (207) Copper, Copper-Zinc and Copper-Nickel first priority Areas of Interest ("**AOI's**") were selected. These AOI's were identified by compiling the historical results from the last 50 years with the current interpretation of the geology, structure and geophysics by the Company. The area of soil sampling now covers the southern extension of the Bushman Shear, the west part of the Lepashe Copper Snake Corridor, the western Sebotha (Nickel-Platinum Group Metals) Formation and the central mafic volcanics and intrusives of the Matsitama Schist Belt. This sampled area covers 2,000km^2 which represents 53% of the licence area.

Activities during the fourth quarter of 2008 focused on prospecting, mapping and fill-in soil sampling at 100m line-spacing as previous work was completed at 300m and 400m line-spacing. Final reports on the high priority prospects were completed during the fourth quarter.

2009 and 2010 Developments

In line with market conditions and management's need to aggressively reduce overheads until working capital finance was secured, exploration activity was curtailed at the Matsitama Project at the end of fiscal 2008.

On 21 December 2009 the Company announced that the CPR on the Mowana Mine and Thakadu Project in Botswana had been prepared by RSV on behalf of ZCI in connection with the preparation of the ZCI Circular for the ZCI Shareholders Meeting. The ZCI Circular contained RSV's estimates of probable mineral reserves for the Thakadu Project, which involved RSV applying its own set of assumptions to evaluate an economic pit-shell based on the Company's existing proposed pit design. RSV's estimates represented the first SAMREC compliant mineral reserve estimates for the Thakadu Project and, accordingly, the Company engaged Venmyn to

independently review and confirm RSV's estimates as contained in the ZCI Circular. See "*Project Details – Matsitama Project – Mineral Resource and Reserve Estimates*".

Since completing the ZCI Financing Package, the Company focused its efforts on commencing operations at the Mowana Mine. The Company re-commenced activities at Matsitama in March 2010. Expenditures are required before mid-2011 to meet the requirements for applying for mining licences over a portion or portions of the exploration permits.

The current programme envisages drilling some 8 – 10 new targets before June 2011. The new targets will be selected by utilizing the Company's extensive existing datasets, and establishing a panel of six recognized international experts with relevant experience regarding the mineralisation considered to represent the most likely targets within the Matsitama exploration permits. These consultants have all been selected and confirmed their availability to participate. The strategy includes recruiting an Exploration Manager with appropriate expertise, management skills and track record.

The Company held an initial field workshop on site at Mowana Mine in May 2010 to review the existing exploration databases and ensure they will support the target-selection process, and to commence preparations for anticipated field work and drilling programmes. The datasets were confirmed to be in good order for the future planned workshops, and a start was made on selecting key zones of interest and eliminating zones considered to be of low priority. Two immediate high priority anomalies were identified as drill targets. The Company plans to hold the next target selection workshop at the Matsitama camp in July 2010.

A consultant has been contracted to provide a geologist to resurrect the Matsitama field camp and to supervise the geological work required for the start of drilling. Quotes are being obtained to enhance the regional airborne magnetic survey data and make this dataset more useful, and several other enquiries are underway regarding the availability and cost of certain other geophysical datasets which might contribute towards identifying new targets within the permit area.

Under mineral legislation in Botswana a prospecting licence may be renewed for subsequent periods but upon renewal the prospecting licence area must be reduced in size to not more than half the area at the end of the prior period of the licence. In February 2009 the Group applied to the Geological Survey of Botswana to renew Matsitama exploration licences 014/2004, 015/2004, 016/2004, 017/2004 which were due to expire on 30 June 2009. As part of this application the Group designated a reduction of 43% of the total area of these exploration licences, retaining the exploration ground deemed by management to be the most prospective (or already hosting known mineralization) based on exploration work completed in and prior to 2008.

DESCRIPTION OF THE BUSINESS

African Copper is the holding company of a mineral exploration and development group of companies that are exploring and developing copper deposits in the Republic of Botswana. The Company is currently operating its first copper mine at the Mowana Mine and holds permits in exploration properties at the Matsitama Project. The Mowana Mine is located in the north-eastern portion of Botswana and the Matsitama Project is contiguous to the southern boundary of the Mowana Mine.

The Company's strategy is to grow as a base metal (copper) mining company. The Company's most advanced project is the Dukwe Project. The Mowana Mine has a seven-year mine life in the open pit and it offers the Company production, with the potential for future expansion. Management would expect the Company will further exploit the Mowana Mine reserves while continuing to pursue exploration potential around and under the open pit, and in the Matsitama Belt.

The Matsitama Project lies adjacent to and south east of the Dukwe Project. The Matsitama Project offers highly prospective targets, including the Thakadu Project and Makala copper and silver deposits. With the exception of the Thakadu Project deposit the Company does not at present consider the areas within the Matsitama

Project to be material to the Company as no economic mineralization has yet been identified in the area encompassed by the Matsitama Project. Further exploration may yield indications of mineralization that has the required tenor and size to be considered economic.

The first shipment of copper concentrate was dispatched from the Mowana Mine at the end of October 2008 but commercial production was not achieved. Production delays were experienced as a result of, among other things, unexpected equipment failures and a lack of spare parts due to the Company's working capital deficit. The delays in achieving commercial production at the Mowana Mine along with a severe reduction in the demand and price for copper worldwide during the fourth quarter of 2008 resulted in the Company being unable to achieve its anticipated cashflow and obtain the required working capital finance to fund continued operations.

Dukwe Project

On 21 January 2009, the Mowana Mine had been placed on care and maintenance pending completion of a required financing. With the completion of the funding provided by ZCI in May 2009 operations at Mowana were recommenced in late August 2009. Between August 2009 and 15 June 2010 the plant has produced 8,766Mt of concentrate, at an average concentrate grade of 25.08% copper for 2,199Mt of copper contained in concentrate.

Copper recovery rates peaked at 57.3% in November, in line with the Company's targeted recovery rate of 57%. However, recovery rates subsequently have been lower owing in large part to inconsistent feed bottlenecks in the SnT crushing circuit. Production in May and June 2010 have shown very positive trends with the SnT performing better with the rainy season completed and mobile crusher capacity increasing.

The table below sets out key performance details of the Mowana plant since recommencing operations:

	5th Quarter 2010	**4th Quarter 2009**	**3rd Quarter 2009**	**Total**
Ore processed (Metric tonnes ("MT"))	92,047	148,286	49,925	290,258
Cu grade (%)	1.12	1.25	1.45	1.24
Recovery Cu (%)	38.75	48.90	39.30	45.01
Concentrate produced (Mt)	2,023	3,203	1,141	6,367
Concentrate grade (%)	21.16	28.30	24.97	25.44
Copper produced in concentrate (Mt)	428	907	285	1,620
Concentrates sold (Mt)	2,133	4,535	-	6,667*
Payable copper sold (Mt)	550	975	-	1,525

*Includes concentrate produced during plant trial runs.

	1 June to 15 June 2010	**May 2010**	**April 2010**
Ore processed (Metric tonnes ("MT"))	36,823	50,928	34191
Cu grade (%)	1.184	1.185	1.198
Recovery Cu (%)	40.4	42.4	36.0
Concentrate produced (Mt)	696	1099	604
Concentrate grade (%)	25.30	23.29	24.41
Copper produced in concentrate (Mt)	176	256	147
Concentrates sold (Mt)	380.6	662	695
Payable copper sold (Mt)	79.92	144	140

The Mowana operations use a series of crushers and screens, progressively converting coarse materials into finer gradations followed by separation of the copper from the waste by flotation.. In sequence, Mowana deploys a primary crusher, an SnT crushing circuit, and a ball mill. Following the onset of the 2009-2010 rainy season (the season typically runs from November to March), the SnT circuit turned into a major constraint on Mowana's productivity. When the crushed ore exiting the primary crusher is wet, it can form a sticky mass which has routinely choked up the SnT feeders, chutes and screens. This problem affected the SnT crusher's availability throughout the rainy season, causing it to be frequently shut down and therefore suspending the flow of material from stockpiles.

Mine management took various steps to address the operational bottlenecks. First, it decided to purchase mobile crushing units, allowing it to bypass the SnT in the short term until engineering design changes could be made to the SnT. At the time of the last MD&A, management expected it might take until the end of March 2010 to deliver and install the full mobile crushing capacity. However, the timelines to fulfill the order were longer than anticipated. The units were ultimately online by mid-April 2010, although they remained in a commissioning and learning phase for much of that month. At the present time Amec Minproc, an international engineering firm, is completing the engineering study on the SnT. While this work is being undertaken the SnT is still being operated, albeit at levels below its capacity, to supplement the mobile crusher production. After the engineering design work is completed the SnT is anticipated to be out of service for approximately 3 months to complete the re-construction of the circuit. During this time the mobile crusher capacity operating at full capacity is anticipated to be sufficient to supply the operations.

Secondly, management has budgeted the addition of a washing plant to screen and wash out the fine fraction from the ore before it enters the SnT from the primary crusher ore stockpile As discussed above, when the ore is wet, these fines can form a sticky mass that choke up feeders, chutes and screens in the SnT. The fines exiting the proposed washing plant will bypass the SnT and be fed directly to the ball mill discharge sump. Amec Minproc is designing the washing plant for fast-track installation by the end of February 2011.

These combined steps are intended to prevent the operational bottlenecks from recurring during the 2011-2012 rainy season. African Copper is taking other steps, not directly related to these bottlenecks, to increase Mowana's productivity. Firstly, in May 2010, the board gave its final approval to purchase and install a DMS. The DMS provides a pre-concentration of copper prior to milling and flotation and is expected to allow mining to a lower cut-off, to facilitate processing higher grade material through the concentrator and to lead to an overall increase in the contained metal output from the mine. The Company originally intended to install a 50tph modular DMS and subsequently to build up, in a modular fashion, to an ultimate capacity of 450tph. However, the addition of the washing plant, by increasing the quality of the ore delivered to the DMS, should allow full effectiveness at a capacity of 200tph. The 200tph DMS plant is being budgeted to be installed during the first half of 2011.

In addition, management decided to seek approval from the Government of Botswana to migrate from its existing dry tailings facility to a more conventional wet tailings system, within which tailings containing significantly more process water are discharged continuously into a tailings pond basin. Design work on the new tailings facility and technical supervision is being undertaken by Scott Wilson Africa. Approval to commence construction of the wet tailings facility was granted on 21May 2010. Construction of the initial phase of the wet tailings facility will be completed by September 2010. In the interim, wet tailings are being deposited into a temporary tailings pond basin.

The Company is also commencing deep exploration drilling in and around the Mowana mine. The goal of the drilling is to gather the information required for any future underground mining operation at Mowana to be planned in more detail, and to establish the potential for down-plunge continuity of ore to depths of about 500 – 1000 m below and within the core of the postulated Mowana ore zone (extending some 2 – 4 km north of the presently planned mine).

Matsitama Project

In the Matsitama Project area African Copper holds prospecting licences which are contiguous with the Mowana Mine deposit. All the licences are valid and contain highly prospective areas of mineralization. Mineralisation is currently confined to rocks of the Matsitama Schist Belt ("**MSB**") which overlie ancient granitic rocks of the Zimbabwe Craton. The principle rocks in the MSB are serpentinites, ferruginous meta arkose, calcareous and mica schists, amphibolites, banded ironstones, and various ultramafics. Currently two types of mineralization have been identified in the MSB; these are 1. Base metals with or without Gold and Silver in sheared meta - sedimentary - volcanic terrain, and 2. Platinum Group Metal elements in Nickle-Chromium ultramafics. The Copper +/- Zinc +/- Lead +/- Gold +/- Silver mineralization is located in three different structural corridors and is predominantly hosted by three rock types.

Final reports on the high priority prospects within the Matsitama Project were completed during the fourth quarter of 2008. In line with current market conditions and management's need to aggressively reduce overheads, exploration activity was curtailed at the Matsitama Project with the majority of the exploration team retrenched. Opportunities exist for joint venture associations and these are currently being investigated with interested parties.

The Company re-commenced activities at Matsitama in March 2010. Expenditures are required before mid-2011 to meet the requirements for applying for mining licences over a portion or portions of the exploration permits.

The current programme envisages drilling some 8 – 10 new targets before June 2011. The new targets will be selected by utilizing the Company's extensive existing datasets, and establishing a panel of six recognized international experts with relevant experience regarding the mineralisation considered to represent the most likely targets within the Matsitama exploration permits. These consultants have all been selected and confirmed their availability to participate. The strategy includes recruiting an Exploration Manager with appropriate expertise, management skills and experience.

The Company held an initial field workshop on site at Mowana Mine in May 2010 to review the existing exploration databases and ensure they will support the target-selection process, and to commence preparations for anticipated field work and drilling programmes. The datasets were confirmed to be in good order for the future planned workshops, and a start was made on selecting key zones of interest and eliminating zones considered to be of low priority. Two immediate high priority anomalies were identified as drill targets. The Company plans to hold the next target selection workshop at the Matsitama camp in July 2010.

A consultant has been contracted to provide a geologist to resurrect the Matsitama field camp and to supervise the geological work required for the start of drilling. Quotes are being obtained to enhance the regional airborne magnetic survey data and make this dataset more useful, and several other enquiries are underway regarding the availability and cost of certain other geophysical datasets which might contribute towards identifying new targets within the permit area.

Principal Markets

The Company's primary product is copper. In 2008, the Company produced 270 tonnes of copper in concentrate and the 15 months ended 31 March 2010 the Company produced 1,620 tonnes of copper in concentrate.

Copper has a wide range of applications because of its many useful properties. It is malleable, durable, strong and resistant to heat. Copper is also one of the most efficient conductors of electricity and heat. Copper is used to manufacture copper wire, copper products and copper alloy products. Wire and cable copper is used for or formed into general industrial cable, utility power cable, telecommunications cable, insulated wire and winding wire for electrical motors. Wire and copper cable is also used in heating and air conditioning systems, plumbing,

roofing, and brass fittings. For electrical and electronic devices in common usage such as televisions, radios, lighting, computers and mobile phones, copper wiring is used for electrical leads, adapters, transformers and motors. Copper compounds and chemicals are used to protect plants and crops and to preserve wood. Copper tubing for plumbing, heating systems, air conditioners and refrigerators accounts for a significant use of copper. Copper may also be used in alloy products which include copper sheet and strips and brass fixtures used for building fixtures and fittings.

The price of copper is primarily determined by changes in supply and demand, which are in turn affected and determined by global economic conditions.

Distribution Methods and Economic Dependence

In January 2008, the Company entered into the Off-take Agreement (for copper concentrate sales) with MRI covering 100% of Mowana Mine production during the first 5 years of production. The Off-take Agreement is based on generally accepted international terms for copper concentrates and is benchmarked to published treatment and refining charges. The Off-take Agreement is renewable. During 2009, the Company held successful discussions with its MRI, improving certain terms in the Off-take Agreement, including payment for copper concentrate on an ex-mine gate basis and reduced penalties on lower grade concentrates.

Commercial Production

On 21 January 2009, the Mowana Mine had been placed on care and maintenance pending completion of financing. With the completion of the ZCI Financing Package in May 2009 operations at Mowana were recommenced in late August 2009.

Since August 2009 to June 15, 2010 the Mowana plant has produced 8,766Mt of concentrate, at an average concentrate grade of 25.08% copper for 2,199Mt of copper contained in concentrate.

Specialized Skill, Knowledge and Changes to Contracts

The Company is required under Botswana law to employ and designate appropriately qualified individuals to various positions within the organization for labour, safety and environmental compliance. All senior operating staff and legal appointments were filled in 2008. As part of placing the Mowana Mine on care and maintenance in January 2009 a number of the key senior operating staff either resigned, were terminated or contracts were not renewed. Upon completion of the ZCI Financing Package the Mowana Mine was placed back into production in August 2009 with all senior operating staff and legal appointments filled.

Competitive Conditions

The mineral exploration and mining business is intensely competitive in all of its phases. The Company competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources than the Company, in the search for and acquisition of exploration and development rights on attractive mineral properties as well as for the recruitment and retention of qualified employees. Although the Company has entered into the Off-take Agreement, the profitability of the Company will depend on its ability to develop its Projects on a cost effective basis. There is no assurance that the Company will compete successfully in marketing its future production, if any, from the Projects, acquiring exploration and development rights on mineral properties or retaining the personnel it requires. See "*Risk Factors – The Company may not be able to successfully compete for attractive mineral properties, personnel, licences, and other resources against its competitors*".

Cycles

The Company's revenues will be derived from the extraction and sale of copper concentrate. Copper prices are subject to significant fluctuation and are affected by business cycles and a number of factors beyond the Company's control. Throughout the fourth quarter of 2008, and continuing into early 2009, global financial and commodity markets were characterized by volatility and falling copper prices. However by early August 2009 copper prices had rebounded to their highest levels since October 2008 and copper was at the forefront of the rally in the base metals sector. Copper is an indicator for the world economy and sets the pace for other industrial metals because about two-thirds of all the metal produced is used in electrical applications, according to the Copper Development Association. The copper market has been supported by the high level of Chinese imports and the tightness of the concentrate market. In addition, very stimulative, depression-combating economic policies enacted by global governments have continued to support growth at least for the first half of 2010. However, concern continues whether China and the U.S., the largest consumers, will pare their economic stimulus and curb the liquidity that has helped to support the copper price. In addition, the emerging European sovereign debt problems are putting strain on prospects for Asian and global growth estimates. An Asian economic slowdown in a capital-constrained environment would likely lower global growth, and negatively impact commodity prices. The price of copper is affected by numerous factors beyond the Company's control, including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and increased production due to new extraction developments and improved extraction and production methods.

Employees

During the 15 months ended 31 March 2010, the Company commenced production at the Mowana Mine and it made a number of key management appointments which the Company expects will have a beneficial impact on aiding its development. As at the end of 31 March 2010, the Company had 202 employees.

Foreign Operations

The Company is incorporated in England and Wales and conducts all of its operations through foreign subsidiaries, and substantially all of its assets are located and held in Botswana through such entities. See "*Risk Factors – Foreign investments and operations are subject to numerous risks associated with operating in foreign jurisdictions*".

Social and Environmental Policies

The Group's mining, exploration and development activities are subject to various levels of local laws and regulations relating to protection of the environment, including requirements for closure and reclamation of mining properties. The Group has adopted the EMP which requires the assessment of the operations' compliance with applicable laws, regulations, permit requirements, policies, guidelines, procedures and adopted codes of practice. The Group has appointed an Environmental Section Manager at the Mowana Mine who is responsible for assessing the performance of the adopted policies in reducing risk and managing liabilities.

The Mowana Mine operating facilities have been designed to mitigate environmental impacts. The operations have processes, procedures or facilities in place to manage substances that have the potential to be harmful to the environment. The Group also has various programs to reuse and conserve water at its operations. The Group has also implemented safeguards at its properties that are designed to protect wildlife in the surrounding areas.

The Group has implemented programs to manage the handling of ore and rock to reduce the potential for contamination of surface or groundwater by either acid or neutral drainage. Such procedures include segregation

of rock with potential for leaching, containment systems for the collection and treatment of drainage and reclamation and closure steps designed to minimize water infiltration.

During the 15 months ended 31 March 2010, the Group's operations were in compliance in all material respects with applicable corporate standards and environmental regulations and there were no material notices of violations, fines or convictions relating to environmental matters at any of the Group's operations.

As part of the goal to minimize the impact on the environment, comprehensive closure and reclamation plans will be developed through the periodic review and update of the preliminary closure plans developed for the EIA prior to the commencement of construction. The Group has estimated future site reclamation and closure obligations, which it believes will meet current regulatory requirements. For more information on the Group's site reclamation and closure obligations, see Note 22 of the notes to the consolidated financial statements of the Group for the 15 months ended 31 March 2010 that are available on the Company's website or on SEDAR at www.sedar.com.

The closest community to the Mowana Mine is approximately 10 km to the south. As such, the Mowana Mine will have limited direct effects in regards to sound, air quality, dust suppression, water and drainage or other impacts to the ambient environment. The presence of contractors and employees will undoubtedly have social pressures but the development of commercial enterprises in the surrounding villages has had a substantial positive economic impact. The Group's relationship with village councils remains open, cordial and respectful. The Group holds regular meetings in all surrounding villages and provides consultative forums for the resolution of any complaints.

RISK FACTORS

The following risk factors should be considered in assessing the Group's activities. Should any one or more of these risks occur, it could have a material adverse effect on the business, prospects, assets, financial position or operating results of the Group. The risks noted below do not necessarily comprise all those faced by the Group. Additional risks not currently known to the Group or that the Group currently deems would not likely influence an investor's decision to purchase securities of the Group may also impact the Group's business, prospects, assets, financial position or operating results.

The Company currently depends significantly on a single project, the Mowana Mine

The Company's activities are focused primarily on the Mowana Mine. Any further adverse changes or developments affecting this project would have a material and adverse effect on the Company's business, financial condition, working capital and results of operations.

The economic viability the Mowana Mine cannot be guaranteed

In general, new mining operations that are commencing commercial operations have no operating history upon which to base estimates of future cash operating costs. For new mines such as the Mowana Mine, estimates of mineral resources and mineral reserves are, to a large extent, based upon the interpretation of geological data obtained from drill holes and other sampling techniques and feasibility studies. This information is used, in part, to calculate estimates of cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed, the configuration of the ore body, expected recovery rates, comparable facility and equipment operating costs, anticipated climatic conditions and other factors.

Operating costs are dependent on the costs of various reagents, supplies, spares and labour. While open pit mining costs can sometimes be better estimated than underground mining costs, they are also very dependent on fuel, tyre and maintenance costs, mining rates, equipment configuration, foreign currency exchange rates and availability of skilled labour.

There can be no assurance that future cash operating costs will equal estimates due to, among other things, actual tonnages and grades, recovery rates, changes in the economics, delays caused by equipment breakdown, cost overruns and availability of power from South Africa.

There can be no assurance that the personnel, systems, procedures and controls currently operated by the existing management team, will be adequate to support the Company's operations.

The Company currently has a working capital deficit

The Company has utilized more working capital than it previously expected and identified future additional working capital financing requirements. It currently expects this requirement to be at a level that can be financed within current markets. However, if this requirement is accelerated, the Company would be required to seek greater additional working capital financing than it currently anticipates which may not be available when needed or, if available, the terms of such financing might not be favourable to the Company and might involve further dilution to existing shareholders.

The Group's ability to continue as a going concern is dependent upon its ability to generate positive cashflow from operations at the Mowana Mine and on successfully managing other liquidity-related issues.

The Company is controlled by ZCI

ZCI owns 82.16% of the issued share capital of the Company and as a result of the Convertible Loan Facility and Working Capital Facility, it has a security over the Company's principal assets, including the Mowana Mine. Accordingly, ZCI is able to indirectly control the direction and operations of the Company. ZCI is able to pass any and all resolutions which it is entitled to vote on under applicable laws at shareholders meetings of the Company, without the support of any other shareholders. The implication of this is that ZCI could (subject to applicable laws and the rules of any stock exchange on which the Company's securities are listed), *inter alia:*

- change the constitution of the Company and the capital structure of the Company;
- issue further shares to itself at a price to be determined by ZCI which may be significantly dilutive to the interests of the shareholders;
- dispose of the Company's assets;
- cancel the Company's trading facility on AIM and the BSE.

Financial support from ZCI

The Company is currently indebted to ZCI pursuant to the ZCI Financing Package, the ZCI Trade Debts and the Working Capital Facility for a total indebtedness of US$51.37 million. The Convertible Loan Facility is a longer term debt, repayable in approximately four years time. The balance of the US$9.45 million ZCI Debt Acquisitions will remain short term debt, repayable on demand. The Working Capital Facility is due on 31 March 2011. The Company will accordingly remain dependent on the continuing support of ZCI not to call for the repayment of amounts owed to it. If ZCI calls for repayment, the Group would, in the absences of alternative sources of funds, have insufficient funds to repay the loans and would thereby be unable to avoid formal insolvency proceedings.

The capital and operating cost estimates for the Mowana Mine are estimates only and may not reflect the actual capital and operating costs incurred by the Group

There can be no assurance that the actual ore and waste mining costs, transportation and processing costs incurred by the Group will not be greater than currently estimated. Operating cost estimates include supplies and inputs, the cost of which the Group has little control over. These include, but are not limited to, transportation and handling charges, the cost of fuel, the cost of electricity, labour costs, reagent costs, smelter charges, the price

of construction materials including steel, and the cost of mining equipment and spares. A material increase in one or more of these supplies and inputs may materially increase the actual capital and/or operating costs incurred by the Group. Any material increase may cause the Mowana Mine to become economically unviable or result in additional delays in the completion of the development of the project, either of which would have a material adverse effect on the Group's business, financial condition, working capital and results of operations.

Copper price volatility may affect the production, profitability, cash flow and financial position of the Group

The Group's revenues will be derived from the extraction and sale of copper concentrate. The Group sold the Put Contracts on 12 November 2008 and has not entered into any further hedge agreements in respect of copper at this time. Such contracts would mitigate gains and losses in situations when the price changes. The price of copper has fluctuated widely in recent years. The price of copper is affected by numerous factors beyond the Group's control, including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and increased production due to new extraction developments and improved extraction and production methods. The effect of these factors on the price of copper, and therefore the current or future economic viability of the Mowana Mine and any other of the Company's projects, cannot accurately be predicted. The potential profitability of the Group is significantly affected by the price of copper and any further decreases in the prevailing price of copper for any significant period of time would have an adverse and material impact on the economic evaluations contained in this Annual Information Form and on the Group's results of operations, working capital and financial conditions, as well as the economic viability of the Group's projects.

Government regulations may have an adverse effect on the Group

The Group, its subsidiaries, its business and its operations are subject to various laws and regulations. The costs associated with compliance with such laws and regulations may cause substantial delays and require significant cash and financial expenditure, which may have a material adverse effect on the Group's business, financial condition, working capital, results of operations, and prospects and, in particular, the development of the Mowana Mine.

The Group's operations and its ability to hold various mineral rights require licences, permits and authorizations and, in some cases, renewals of existing licences, permits and authorisations from various governmental and quasi-governmental authorities. The Group believes that it currently holds or has applied for all necessary licences, permits and authorisations to carry on the activities that it is currently conducting and to hold the mineral rights it currently holds under applicable laws and regulations in effect at the present time, and also believes that it is complying in all material respects with the terms of such licences, permits and authorisations. However, the Group's ability to obtain, sustain or renew such licences, permits and authorisations on acceptable terms is subject to changes in regulations and policies and to the discretion of the applicable governmental and quasigovernmental bodies and there can be no assurance that the Group will be able to obtain, sustain or renew any such licences, permits or authorisations on acceptable terms or at all.

Future production will be subject to the normal risks of mining operations

The Group's mining operations are subject to all of the hazards and risks normally incidental to exploration, development and the production of copper.

The Group's future mining activities may be subject to prolonged disruptions due to weather conditions, hazards such as unusual or unexpected geologic formations, flooding or other conditions that may be encountered in the drilling and removal of material. There may be a higher than normal risk of sourcing and hiring suitably trained plant management, operating and maintenance staff and these people may not be readily available in Botswana or not otherwise easily employed from within the Southern Africa region. This situation could also be

impacted by delays in obtaining necessary work and other labour permits to allow expatriate expertise to be utilized to the extent necessary.

The Group's copper concentrate will require smelting, and such smelting capacity may not be available or may adversely affect project economics

The production from the Mowana Mine is in the form of copper concentrate which needs to be treated at third-party smelters. The availability of smelter capacity is not guaranteed and costs of such treatment including related transportation cost to the smelter may adversely affect the economic viability of such production.

The Group relies on key personnel and its management team and outside contractors (including those in Botswana), and the loss of one or more of these persons may adversely affect the Group

The Group's business is dependent on retaining the services of a small number of key personnel of the appropriate calibre as the business develops. The Group has entered into employment agreements with certain of its key executives. The success of the Group is, and will continue to be, to a significant extent, dependent on the expertise and experience of the directors and senior management and the loss of one or more could have a materially adverse effect on the Group.

Foreign investments and operations are subject to numerous risks associated with operating in foreign jurisdictions

The Company conducts its operations through foreign subsidiaries, and substantially all of its assets are held in such entities. Accordingly any limitation on the transfer of cash or other assets between the parent corporation and such entities, or among such entities, could restrict the Company's ability to fund its operations efficiently. Any such limitations, or the perception that such limitations may exist in the future, could have a material and adverse impact on the Company's business, financial condition, working capital and operations.

In addition, operating in foreign jurisdictions exposes the Group to the effects of political, economic or other risks, including changes in foreign laws (whether arbitrary or not), expropriation or nationalization of property, risks of loss due to civil strife, acts of war, insurrection or terrorism (including the effects of such acts which occur in neighbouring states), cancellation or renegotiation of contracts or the inability to enforce legal rights in the foreign jurisdiction.

Currency fluctuations may adversely affect the costs that the Group incurs in its operations

Copper is sold throughout the world, principally in US Dollars. The Group's costs are incurred primarily in Pula, and to a lesser extent in British Pounds Sterling, South African Rand and Canadian Dollars. Changes in the currency exchange rates of the US Dollar against the any of these currencies may affect the actual capital and operating costs of the Projects and will affect the results presented in the Group's financial statements and cause its financial position to fluctuate. As well, such fluctuations may affect the cash flow that the Group hopes to realise from its operations. Accordingly, the Group is exposed to exchange rate fluctuations which could have a material adverse effect on the Group's business, financial condition, working capital, results of operations and prospects.

Further, there is no guarantee that the Government of Botswana will not impose restrictions on the convertibility of and obligations to remit and convert to local currency in future. Such fluctuations in foreign currency or restrictions on the convertibility of and obligations to remit and convert to the currency of Botswana could have a material adverse effect on the Group's business, financial condition, working capital, results of operations and prospects.

The prevalence of HIV/AIDS in Botswana may adversely impact the Group's proposed mining operations

The per capita incidence of the HIV/AIDS virus in Botswana has been estimated as being very high, according to public sources. As such, HIV/AIDS remains the major healthcare challenge faced by Botswana and the Group's operations in the country. If the number of new HIV/AIDS infections in Botswana continues to increase and if the Government of Botswana imposes more stringent obligations on employers related to HIV/AIDS prevention and treatment, the Group's operations in Botswana and its profitability and financial condition could be adversely affected.

Insurance and uninsured risks

Although the Group maintains liability insurance against certain risks in an amount that it considers consistent with industry practice for a corporation in the development stage, the nature of these risks is such that liabilities could exceed policy limits or could be excluded from coverage, in which event the Group could incur significant costs that could have a material adverse effect upon the Group's business, financial condition, working capital and/or results of operation. As well, there are risks against which the Group cannot insure or against which it may elect not to insure. The potential costs that could be associated with any liabilities not covered by insurance which may be taken out or in excess of insurance coverage may cause substantial delays and require significant capital outlays, adversely affecting the Group's financial condition, working capital and/or results of operation.

Transportation risk factors

Depending on the hours per daily shift there may be anywhere from 12-25 transport trucks required to move mined ore between the Thakadu Project and the Mowana Mine daily.

The trucks travel upon a route which is a mixture of privately owned land and infrastructure and public roads. Given the level of traffic between the two Projects the risk of an accident, while loading and unloading, in transit, to other public road users and pedestrians or any other circumstance exists. Any potential accident could have a detrimental effect upon the Company's operations in the local area, upon the Company's reputation or the ability of the Company to move its trucks between the two Projects.

The daily transportation by truck between the two Projects depends on adequate infrastructure. Reliable roads and bridges are important determinants which affect capital and operating costs. Unusual or infrequent weather events, terrorism, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations and ability to operate the trucks between the two Projects.

The success of current and future exploration activities cannot be assured

The exploration and development of mineral deposits involves significant financial risks over a prolonged period of time, which even a combination of careful evaluation, experience and knowledge cannot eliminate. While discovery of a mineral structure may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenditure may be required to establish mineral reserves by drilling and to construct mining and processing facilities at a site. It is impossible to ensure that pre-feasibility studies or full feasibility studies on the projects or the current or proposed exploration programmes for the Projects will ever result in the discovery of an economically viable mineral deposit or in a profitable commercial mining operation.

Whether a copper deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as its size and grade, proximity to infrastructure, financing costs and governmental regulations, including regulations relating to prices, taxes, royalties, infrastructure, land use, importing and exporting of copper and environmental protection. The effect of these factors cannot be accurately

predicted, but the combination of these factors may result in the Group's projects not being, or ceasing to be, viable, which would have a material adverse effect on the Group's business, financial condition, working capital and results of operations.

PROJECT DETAILS

Mowana

The information that follows is derived from (i) the Mowana Mine Technical Report and (ii) in the case of the Company's proven and probable mineral reserves and in-pit inferred mineral resources, from certain additional information prepared by Venmyn effective as of 31 January 2010 in connection with their review of the estimates contained in the ZCI Circular, and subsequently updated by the Company as of March 31, 2010 to reflect reserve depletion due to mining operations. At the time of the preparation of the Mowana Mine Technical Report, each of the individuals who contributed to the Mowana Mine Technical Report was, or was supervised by, a "qualified person", as that term is defined in NI 43-101. Messrs. Lancelot Stilwell of RSV, Robert Palmer of K'Enyuka, Iain Kelso of CCIC and John Cox of Turgis Consulting (Pty) Ltd. were the qualified persons who prepared or supervised the preparation of the Mowana Mine Technical Report and are independent of the Group. Mr. David De'ath, the Company's Manager, Geology for the Mowana Mine, is the qualified person for purposes of the March 31, 2010 reserve and in-pit inferred resource estimates for the Mowana Mine set out herein.

Location, Access and Infrastructure

The Mowana Mine is located some 120km northwest of Francistown, a city in north-eastern Botswana, and is centred on coordinates 20°31'38" South and 26°35'46" East at an elevation of 1,005m amsl. The area is a flat semi-desert with scrub-bush vegetation that slopes gently from east to west, and which drains into the Sua Pan salt flats of the Makgadikgadi basin. The climate is warm and dry, and the annual rainfall is less than 250 mm, with temperatures varying between 7°C winter night-time lows to summer highs of 40°C.

Access to the Mowana Mine is via a well-maintained 12.5km long gravel road from the sealed Francistown-Maun highway. A modern railway line and a 132kV electrical power line run parallel to this highway. A water borefield is located approximately 12km to the north of the processing facility. Skilled labour and most services are available in Francistown, and the proximity to the mature mining industry of South Africa ensures that most required services and supplies are available.

Property and Ownership Interest

African Copper holds a Mining Licence over an area of 32.7km^2 and a Prospecting Licence over an area of 139 km^2 through Messina Copper (Botswana) Pty Ltd, a wholly owned subsidiary. The Mining Licence is valid until 31st December 2031**.**

The licences are free and clear of encumbrances, such as underlying payments or royalties to previous owners. The mineral rights are 100% attributable to African Copper through wholly owned subsidiaries. A 3% gross revenue royalty is payable to the Botswana government under the terms of the Mining Licence.

Geology and Mineralization

The Mowana Mine is hosted within NNE striking, steeply east dipping carbonaceous and argillaceous metasediments of the Matsitama Metasedimentary Group that are enclosed within foliated granitoids of the Mosetse Complex. Sulphide mineralization occurs within sub-vertical epithermal quartz-calcite vein breccias containing predominantly chalcopyrite + pyrite ± galena and sphalerite mineralization. Sulphide mineralization is capped by secondary oxide and supergene copper enrichment up to depths of approximately 50m and 150m below surface respectively. This in turn is overlain by Phanerozoic Karoo Supergroup siltstones, conglomerates and

local tillite over the north and west areas of the deposit with depths up to 90m. Regolith cover over the southern extent of the deposit generally consists of shallow (1-3m) clay rich black soils.

Four deformation periods have been interpreted within the project area, the strongest and most significant with regards to veining and mineralization being the deformation that initiated the regional scale Bushman lineament - a NNE-SSW trending major shear zone that forms the western boundary of the Matsitama Schist belt. A final post mineralization deformation event produced a number of NE trending parallel faults transecting the mineralized breccia at a low angle into three main zones of roughly equal length. From north to south, they are Mapanipani North, Mapanipani and Bushman sections.

The footwall argillaceous metasedimentary rocks exhibit alteration mineralogy and textures of retrograde regional greenschist metamorphism from either a higher grade lower amphibolite facies or arguably a more localized thermal metamorphic hornfels. In the Mapanipani and Bushman sections localized but well developed talc/serpentine alteration from metasomatism occurs within dolomitic lithologies.

Sulphide bearing veins are generally spatially associated with carbonaceous (graphitic) argillites and are composed of quartz+calcite ± K feldspar in varying ratio's with three stages of quartz veining having been identified. Only the second vein generation bears Cu, Pb & Zn sulphides. Areas of intense vein stockworks have been termed breccias and form the copper deposits. Fluorite and barite are rare but locally evident. Pyrite + chalcopyrite occur mostly as semi-massive patches and coarse aggregates. Galena±sphalerite occurs locally almost always associated with fluorite in discreet zones generally separate from chalcopyrite mineralization which it slightly post-dates.

Drilling, Sampling and Sample Preparation

During the period mid July to mid December 2006 MCB undertook a focused drilling programme over a 1.8km strike length of the orbeody considered amenable for open pit mining. Drilling comprised alternating RC and Diamond Drill holes with a 20 metre spacing along strike to increase confidence for the oxide/supergene mineralization in the upper 150m of the orebody.

Industry standard core sampling methods were employed. Once the geologist completed logging a hole he marked out sample intervals over mineralized zones, the core was marked up with a median cut line and this extended through locked core as far as possible to ensure that the same half of the core was sampled consistently. Sample widths varied from 6cm to 3.45m in extreme cases with a median at 1m. To ensure accuracy during cutting and bagging a redundancy system was introduced for marking sample intervals. The sample intervals were recorded by the geologist and entered into the Acquire database which then generated sample numbers for the intervals while maintaining the correct spacing of QAQC samples. Once QAQC samples had been inserted the samples were placed in batches of approximately 10 into polyweave sacks which were sealed with cable ties and marked up with the contained sample numbers and shipping details.

Samples were transported weekly by commercial carrier to ALS Chemex in Johannesburg in sealed polyweave bags. The polyweave bags were in turn contained in locked steel forklift palette cages for transport to Johannesburg and were delivered by to ALS Chemex in this state.

Bulk density measurements were taken for each assay interval with whole core and on a representative selection of holes (roughly every 4 drill lines) every metre down the hole to give hangingwall and footwall values.

RC samples were collected a 1m intervals, in plastic bags by the drilling contractor, monitored by a Messina Copper geologist. Each metre of rock drilled was collected, and weighed, to provide a semi qualitative estimate of recovery and two sample tickets placed in the bag. Recoveries were deemed acceptable. A small sample was removed from each bag, washed and placed in a chip tray for logging. Sample preparation commenced once the hole had completed drilling. A small number of RC holes (24) intersected water at depths between 90 and 150m; drill intervals below the water table were not sampled for these holes. The same QAQC

programme and protocols as for diamond drilling were carried out; utilising silica sand for blanks, standards (GBM 305-13 and GBM 304-16) from Geotstats Pty Ltd in Perth Australia, and the same procedure for duplicate samples.

With the exception of standard core logging, splitting and bagging of samples that was conducted by the Company employees or contractors, all sample preparation and analysis was undertaken by ALS Chemex at their facilities in Johannesburg. ALS Chemex's sample tracking system utilizes bar coding and scanning technology that provides a complete chain of custody and records for every stage in the sample preparation and analytical process. ALS Chemex takes many steps to minimize the risk of cross contamination between samples during the preparation process. Due to problems encountered with contamination during the sample preparation stage, ALS Chemex instituted a clean 'wash' (clean silica sand) between samples and has established minimum specifications for crushing and pulverising procedures. Statistics are maintained for each sample preparation workstation, permitting an assessment of all pieces of machinery.

Analysis and QA/QC Procedures

Two main analytical techniques were used during the infill drilling programme. ME-ICP61A using a four acid digest, HCL leach followed by ICP-AES; CU-AA05 analysing for non sulphide copper using sulphuric acid leach followed by AAAS. Copper assays in excess of 100,000ppm were further analysed using Cu-OG62 and other ore grade elements using ME-OG62. ALS Chemex is an accredited laboratory with ISO9000+:17025 and Standards Council of Canada accreditation.

The QA/QC programme included blanks (washed silica sand) introduced with each batch submitted to the laboratory to provide evidence for contamination in the crushing process and pulverisation stages. Some 10g of blank material was supplied for each blank sample included in the sample batch. The programme also included duplicates, introduced at a frequency of 1 in 20 (5%) or greater. In addition, pulps were sub mitted to an independent laboratory (SGS Lakefield) for comparative analysis. These assays are compared with those of the primary laboratory and any bias is monitored and eliminated. A full chain of custody was implemented for the sample submission by the geologists to the analytical laboratory.

All the anomalies in the blanks analysis were attributed to contamination during crushing and milling. The contamination of the early samples is not considered by RSV to have significantly affected the overall results. The duplicates showed good precision although this is generally poorer as the detection limits are approached. Overall the QA/QC programme is considered by RSV to have been successful in identifying issues of precision and accuracy and ensured a verified database acceptable for resource estimation.

Mineral Resource and Mineral Reserve Estimates

The resource base at the Mowana Mine was estimated by RSV in the Mowana Mine Technical Report as follows:

Mowana Mine Resources: Measured + Indicated + Inferred (effective date: 26 November 2007)			
0.1% Cut-off			
Category	**Tonnage Mt**	**Copper %**	**Contained Metal Tonnes Cu**
Measured	42.45	0.65	277,263
Indicated	45.22	0.76	342,421

Total M + I	**87.67**	**0.71**	**619,685**
Inferred	46.27	0.63	289,805

Note: The key assumptions, parameters and methods used to estimate the mineral resources are the same as set out in the 2007 Dukwe Technical Report dated 14 June 2007 prepared by CCIC

The current open-pit design is based on only measured and indicated mineral resources (within the meaning of the CIM, JORC and SAMREC classifications), and these were converted by RSV to proven and probable reserves (within the meaning of the CIM, JORC and SAMREC classifications). A portion of the inferred mineral resources coincidentally lie within the open pit boundaries. The reserve base at the Mowana Mine open pit was estimated by RSV in the Mowana Mine Technical Report as follows.

Mowana Mine Open-pit
Proven and Probable Reserves and In-Pit Inferred Resources
(effective date: 26 November 2007)

0.1% Cut-off

Category	**Tonnage**	**Copper**	**Contained Metal**
	Mt	**%**	**Tonnes Cu**
Proven	10.82	1.00	108,200
Probable	3.98	1.40	55,720
Total Proven & Probable Reserves	**14.80**	**1.11**	**163,920**
In-pit Inferred Resource	4.33	0.80	34,640

Note: The key assumptions, parameters and methods used to estimate the mineral reserves are the same as set out in the Mowana Mine Technical Report.

In subsequently preparing the CPR in connection with the ZCI Circular in 2009, RSV reviewed the Company's existing mineral resource and mineral reserve models for the Mowana Mine, applied a different set of assumptions (including a higher cut-off grade of 0.25% Cu) and re-estimated certain values. The following estimates are based upon RSV's values, as reviewed by Venmyn and subsequently updated by the Company as of March 31, 2010 to reflect reserve depletion due to mining operations.

Mowana Mine Open-pit
Proven and Probable Reserves and In-Pit Inferred Resources
(effective date: March 31, 2010)

0.25% Cut-off

Category	**Tonnage**	**Copper**	**Contained Metal**
	Mt	**%**	**Tonnes Cu**
Proven Reserves	7.90	1.26	99,680
Probable Reserves	3.24	1.60	52,032
Sub Total	11.15	1.36	151,712
In-pit Inferred Resource	2.59	1.20	31,207

** rounding of figures may result in minor computational discrepancies*

The inferred material has been included at the bottom of the Mowana mineral reserve statement because it is incidental to the mine plan. The reserve cut-off grade of 0.25% for the March 31 2010 estimates was determined based on a forward copper price curve as supplied by the Company (US$2.25/lb in 2009-2010 and US$2.00/lb in 2011-2020), operating costs, metallurgical recoveries, prevailing Botswana tax rates, average smelter charges and transport costs to the ports of Maputo, in Mozambique.

Operations

Oxide and supergene ores comprise 35% and 45% respectively of the open pitable reserves, with the sulphide ore contributing the remaining 20%. Production from the open pit will come mainly from this material, and will cease after 2014, when the strategic plan is to extract sulphide ore from underground. The purpose of the open pit phase is to fund the underground mine. The future underground operation will extract mainly the sulphide ore.

The original intention was to recover copper using heap-leaching, but the highly prohibitive price of sulphuric acid (US$11.33/tonne processed), the longer leach cycle periods (in excess of 200 days), and moderately low copper recoveries (75-83%) prompted MCB to pursue other more economic copper recovery methods. In August 2005, MCB placed an order with SGS Lakefield (South Africa) ("**SGS Lakefield**") through Senet, to investigate the recovery of copper oxide, supergene & primary sulphide ores from the Mowana Mine. The results of this investigation were that:

- Milling characteristics showed average work and abrasion indexes - standard crusher/ball mill configurations will be suitable for grinding.
- Mineralogical examination of the three types of ore led to the development of a flotation flow sheet that was suited for all the ore types.
- Bench scale flotation results have demonstrated the amenability of oxide, supergene and sulphide ore to recovery within a standard flotation concentrator.
- Recoveries were obtained at a coarse grind (150 micron) for all the three types of ore.
- Sulphide recoveries of 90% have been achieved to produce a concentrate containing between 32% copper from the bench scale and locked cycle tests.
- Supergene recoveries exceed those expected from heap leach - 83% recovery indicated from supergene zones producing a 30% concentrate grade.
- Using the SGS Lakefield test results, Senet, an independent engineering company based in Johannesburg, designed a process that included:
- A concentrator to handle oxides; supergene and primary sulphides, and which allows for any future increase in through-put.
- A crushing plant with a maximum nominal 90,000 tonnes per month through-put operating for 12 hours per day. The proposed process circuit allows the crushing facilities to be increased to 210,000 tonnes per month
- A milling & flotation plant that can handle up to 90,000 tonnes per month (nominal tonnage 75,000 tpm). The layout of this plant allows for easy future expansion. The flotation circuit able to accommodate oxides, supergene and sulphides ores.
- A water recovery system from the flotation tailings that minimises the demand for fresh water.

MCB engaged a further independent consultant, K'Enyuka (Pty) Limited ("K'Enyuka"), to conduct an independent review of the proposed metallurgical processes and of the capital estimate. Based on information received, K'Enyuka considers the metallurgical aspects of the project to be sound. K'Enyuka's review identified the following items that may require particular attention:

1. The test programme was based on the treatment of the individual ore types, and site visits and geological reports indicate that mining of the three ore types as discrete packages will be virtually impossible. Test-work on a blended composite is already underway.

2. The sizing of the concentrate pumps could be problematic, if the three ore types are processed separately, due to the large mass and volume flow differences; the mass pulls vary from two to seven times. This matter requires further investigation.

3. The availability of water as compared to the amount of water required has been reviewed. On the basis of various submissions there should be sufficient water available to meet plant requirements. Cognisance will need to be taken of the additional water requirements for the underground mine.

4. The Mowana Mine ore body is amenable to both open cast and underground mining although the vertical orientation of the mineralization results in high strip ratios that limit the maximum depth of the open pit.

As with many such ore-bodies, the near surface metal sulphides have been oxidised to varying degrees. This ore will be mined and treated during the early phase of open cast mining. It is difficult to achieve high recoveries during oxide flotation and the main sulphide ore is more amenable to upgrade and extraction in conventional DMS and flotation systems. Consequently, the main target of future mining is the deeper sulphide ore.

A further characteristic of this ore body is that the tenor of mineralisation is variable throughout the deposit and on a local scale and there is a gradual reduction of metal content away from the centre of the main body. Normal mining at any given cut-off grade would result in metal-bearing tailings.

MCB engaged the Minéro Group, another independent consultancy with experience in similar mineral extraction projects to investigate this problem. Minéro proposed a DMS circuit as an effective pre-concentrator to the main plant as the most effective solution. Minéro proposed to separate run-of-mine ore into a two streams. One third of the ore would be high grade, and two thirds would be low grade. The high-grade ore will pass through a crusher directly to the flotation plant. The low grade ore will pass through a separate crusher and upgraded in the DMS plant, before proceeding to the flotation plant, as shown in Figure S-1.

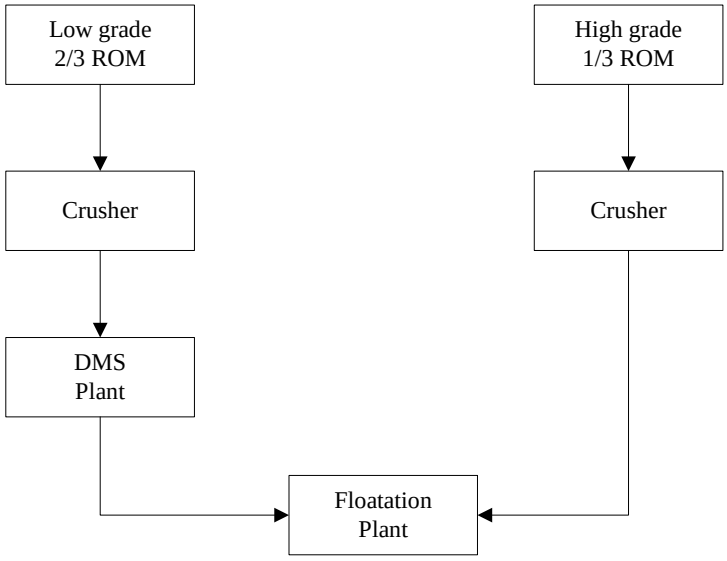


Figure S-1: Twin Stream Process

This would both reduce the mining cut-off grade and increase the plant feed by a factor of three, thereby producing more metal without modifying the planned mining schedule to any great degree.

The Mowana Mine Technical Report estimated Inferred, Indicated and Measured Ore Resources at a 0.1% Cu cut-off grade. A substantial portion of the Resources fall outside of the pit limits and will likely be extracted by underground mining methods.

Examination of the geological and assay data reveals that the in-pit Inferred material is distributed throughout the ore zones and does not occur in discrete areas. Normal mining operations will unavoidably extract some of these In-Pit Inferred Mineral Resources with a resulting dilution of the ROM ore. The production schedules in the Mowana Mine Technical Report ignore the impact of treating this material. The incorporation of this material would improve the production since the grade of Inferred material is generally above economic cut-offs.

Minéro concluded that:

- It is metallurgically and technically feasible to introduce a DMS circuit.
- The DMS option provides a good platform for the underground phase of the Mowana Mine project in both a technical sense as well as for a future funding base.
- The DMS Plant will maximise recovery of copper from the sulphide ore in the future underground mine.

Permits

The environmental conditions and socio-economic issues associated with the Mowana Mine project are fully documented in the Company's environmental impact assessment report including environmental baseline studies that was prepared by Water Surveys (Botswana)(Pty) Ltd. and submitted to the government for an approval in 2006. An environmental permit was granted in November 2006. In addition to the Mining Licence, the Company has obtained required surface rights permits and a water abstraction permit.

Taxes, Royalties and Environmental Bonding

Botswana imposes an income tax on companies of 15%, plus an additional tax of 10%. A withholding tax of 15% is payable on dividends distributed to shareholders (not applicable to dividends paid to Botswana inter group companies or the Botswana Government), but this withholding tax is offset against the liability for additional company tax up to the maximum of the available additional company tax credit. If 100% of after-tax profits are distributed to shareholders by way of dividend and all of the dividends are subject to withholding tax, the effective tax rate is 26.25%. In conjunction with the issue of the Mining Licence, the Botswana government imposed a 3% gross revenue royalty on the Mowana Mine. The Company has however been given a deferral relief under the Mines and Minerals Act whereby the Company has been given permission to defer paying royalties for a period of five (5) years effective 1 May 2009.

Under the terms of the Mining Licence, by the end of the first financial year in which copper is produced and sold, the Company must establish a trust fund to provide for rehabilitation of the Mowana Mine site once the mine closes. The Company will annually make contributions to this fund over the life of the mine so that these capital contributions, together with the investment income earned, will cover the anticipated costs.

Off-Take Agreements

In January, 2008, the Company entered into the Off take Agreement (for copper concentrate sales) with MRI Trading AG, covering 100% of Mowana Mine production during the first 5 years of production. The Off take Agreement is based on generally accepted international terms for copper concentrates and is benchmarked to published treatment and refining charges. The Off take Agreement is renewable. See also "*Risk Factors - The capital and operating cost estimates for the Mowana Mine are estimates only and may not reflect the actual capital and operating costs incurred by the Company*".

Matsitama Project

The information that follows is derived from (i) the Thakadu Technical Report and, (ii) in the case of the Company's probable mineral reserves, from certain additional information prepared by Venmyn effective as of 31 January 2010 in connection with their review of the estimates contained in the ZCI Circular. At the time of the preparation of the Thakadu Technical Report, each of the individuals who contributed to the Thakadu Technical Report was, or was supervised by, a "qualified person", as that term is defined in NI 43-101. Mr. Ken Lomberg of RSG was the qualified person who prepared or supervised the preparation of the Thakadu Technical Report and is independent of the Company. Mr. Andrew Clay of Venmyn and David De'ath of the Company are the qualified persons for purposes of the March 31, 2010 reserve and in-pit inferred resource estimates for the Thakadu Project set-out herein. Mr. Clay is independent of the Group.

Location, Access and Infrastructure

The Thakadu Project is centered on coordinates of 21°03'10" South and 26°46'14" East at a mean elevation of 1,045m amsl. The project is located some 80km west of Francistown in northern Botswana. Access to the project area is by the sealed Francistown - Orapa Road from Francistown (80km) and some 3km along a well maintained gravel road near the settlement of Matsitama. A high voltage power line parallels the Francistown - Orapa road carrying power from the national grid to Orapa. Skilled labour and most services are available in Francistown, and the proximity to the mature mining industry of South Africa ensures that most required services and supplies are available.

The Thakadu Project is located in flat, semi-desert, scrub-bush country. Botswana has a semi-arid subtropical climate with generally warm and pleasant days. However summers extending from October to April see high temperatures with maximum temperatures often exceeding 40°C, although the nights are cooler. Field conditions in Botswana are such that it is normally possible to work all year round; poor weather conditions rarely disrupt exploration or mining operations.

Property and Ownership

The mineral rights for the Thakadu Project are 100% owned by African Copper through its wholly owned subsidiary Matsitama. The area is covered by a 63km^2 prospecting licence, PL 01/2005. All ground adjacent to the Thakadu Project licence is also held under prospecting licence by Matsitama.

History

There is evidence of ancient settlement in the region including fortifications, pottery, marked graves and ancient workings of the copper deposits. The ancient workings were performed using an open stoping underground mining method. Archaeological evidence suggests the people came to the area to mine rather than settle, possibly originating from the Greater Zimbabwe empire enslaving people to work on the copper mines. An approximate dating of charcoal from Thakadu Project pit gives an age of 400 years. The Bechuanaland Geological Survey ("**BGS**") which discovered and mined the Bushman Prospect, Rhodesian Selection Trust ("**RST**") which sank the shafts at Thakadu and Makala, Bamangwato Concessions Limited ("**BCL**"), Falconbridge Exploration (Botswana) Limited ("**FEB**") and Metal Mining Agency of Japan ("**MMA**") explored the deposit intermittently from 1955 to 1983.

In 1992, the Thakadu Mining Company ("**TMA**") acquired the property and used MPH Consulting to carry out a historical data review, resource calculation and a pre-feasibility study in November 1995.

Geology and Mineralization

The Thakadu Project is hosted within WNW striking, SSW dipping carbonaceous, felsic and argillaceous metasediments and volcanics of the Achaean Matsitama Metasedimentary Group which are enclosed within foliated granitoids of the Mosetse Complex. The schist belt is one of the many Archaean granite-greenstone belts in Southern Africa and exhibits the characteristic arcuate shape with a long axis of approximately 50km and a variable 15km average cross axis.

The Thakadu Project deposit has been defined over a strike length of 600m and to a depth of 400m. The copper mineralization is generally strata-bound and is hosted by a complexly folded sequence of felsic sedimentary rocks, about 50-100m thick. Above and below the felsic package are amphibolites and volcaniclastics.

The principal Matsitama Metasedimentary Group lithologies enclosing the deposit are quartz- and quartz-carbonate arenites, siliceous carbonates, biotite schists, graphitic carbonates, calcareous phyllite and minor conglomerate and limestone units. Footwall and hangingwall lithologies consist of amphibolites, mafic/intermediate volcanics and volcaniclastic rocks.

Due to the lack of outcrop exposure at the Thakadu Project with the exception of the ancient pit, most structural data and subsequent interpretation is collected from oriented drill core. At the completion of the programme a total of 1,228 planar and 177 linear measurements were collected. From the resultant orientation data and subsequent observations four deformation events have been recognized denoted D_1 to D_4 and are summarized below.

- D1
  - Large ESE-oriented bedding-parallel thrusts where a thrust zone is located north of the Thakadu Project.
- D2
  - A major regional deformation event producing NW to NNW-trending upright to SW-dipping folds and a strongly penetrative axial planar foliation across the Matsitama Belt.
  - Upright, open to tight folds that plunge gently to the SE with axial planes dipping moderately to the SW and a z-asymmetry.
  - Parallel SW-dipping F2 fold limbs, asymmetry, and facing structures indicate the Thakadu Project is located on the north-eastern limb of a syncline.
- D_3
  - Large ESE-oriented SW-dipping shear zones with a dextral-normal (top to the SW) sense of displacement. Shear zones are sub-parallel to bedding on the SW dipping F2 limbs and the S2 foliation.
  - Fabric ranges from a spaced crenulation cleavage, axial planar to kink folds and increases in intensity towards D3 shear zones with development of strongly penetrative mylonitic fabrics.
  - Chalcopyrite is seen along the S2 foliation and has been refolded by D3 suggesting mineralization occurred during D2.
- D4
  - The D4 event produced a series of sericite-dominant ESE- and NW-oriented shear zones and faults which appear to reactivate and overprint earlier formed SW-dipping D3 shear zones but with an opposite sense of displacement (sinistral-reverse).

Economic copper mineralization within the hypogene zone at the Thakadu Project occurs as chalcopyrite ± bornite in disseminations and irregular stringers hosted dominantly within quartz-carbonate rocks. Mineralization also occurs within mica schists, quartz-carbonate veins and graphitic calcareous rocks adjacent to the quartz carbonate units. The near surface parts of this zone have been enriched in a thin sporadic supergene

blanket, while the parts closest to surface have been oxidized with the development of copper carbonate, silicate and oxide minerals as well as native copper. Thakadu hosts significant silver grades but no discrete silver minerals have been isolated and it is assumed that the silver occurs predominantly in the bornite.

This largely strata-bound deposit has a variable overall true width ranging from <2m to 35m, is largely continuous along strike but thickens gradually to the south east and more significantly at the south east end of the deposit, due to deformation and folding.

Exploration and Drilling

The Thakadu deposit was first investigated by BCL. This work occurred in the periods from 1961 to 1976 and included soil sampling, mapping and 39,000m of diamond and percussion drilling in 156 holes. A prospect shaft was dug at both Thakadu and Makala to approximately 70m below surface with 620m of lateral underground development and 880m of underground drilling being completed.

BCL mineral rights in the area lapsed at the end of 1976 and FEB subsequently applied to the Botswana Government for a prospecting licence covering the Matsitama area, including the Thakadu Project. During 1977-1979 the Thakadu prospect shaft was dewatered by Falconbridge and re-mapped and channel sampled. Limited trenching and geophysics was also carried out. No drilling was undertaken but a "reserve" was calculated from re-logging and re-evaluation of the BCL work. FEB released the concession in 1981.

MMA held the ground until 1983 and carried out geochemical soil sampling and airborne and ground geophysics. G.S.E. Mining cc carried out a full mine feasibility study on the Thakadu Project between 1989 and 1990 but the project was dropped due to low global copper prices.

RSG was commissioned by African Copper to manage the exploration program in 2006 and to produce a mineral resource estimate of the Thakadu Project. Part of the project included the twinning of historical holes to determine whether they could be included in the resource estimate. Fourteen holes were twinned during the programme. These were drilled within 5m of the original collars at the same dip and azimuth as the historical holes.

The bulk of the drilling completed was an infill drilling programme. The aim of the programme was to delineate the mineralization over the entire Thakadu Project. Therefore the bulk of the holes targeted gaps in the historical dataset in particular closing off the mineralization in the northeast and southwest corner of the deposit area where mineralization was open to depth and along strike. The holes were drilled at between -50° and -78° to the northeast and due to the thick hangingwall cover of amphibolites and mass flow units in the south and southwest of the deposit, extensive use was made of precollaring by percussion drilling to provide fast and cost effective penetration through zones of no economic interest.

In total, 21 holes were drilled to completion for 6,294m of resource drilling, and of this 2,981 m was percussion precollar drilling, representing 47% of the metreage. The twinning of historical holes was completed in September 2006 and the infill drilling programme completed in July 2007. All diamond drilling was undertaken by drilling contractors to an industry standard. Core recoveries were estimated to average >95%. In numerous holes the core was oriented at the completion of every run to allow structural measurements to be made. A downhole survey was conducted every 30m or better down the hole. The run lengths and recoveries have been routinely recorded, all core has been consistently marked up, cut with a diamond saw, and half core sampled to industry standards.

Initial survey control was established in the area by a registered local surveyor using a Leica SR530 DGPS System accurate to approximately 10mm. Drillhole collar positions were laid out by hand held GPS or by compass and tape off the established grid lines. In all cases the "as drilled" collar positions were accurately surveyed on completion by a registered surveyor using a Leica SR530 DGPS System.

A surface DTM point data set was compiled from drillhole collar locations, toe and crest surveys of old pits and dumps and grid traverses of the surrounding area using a differential GPS systems. A topographic surface DTM was modelled from this data over an area of 13.7km^2 with an estimated resolution of better than 0.5m.

All survey, geotechnical, logging and sampling data collected was entered into Excel and then directly merged into Micromine on site with offsite backup. Hardcopy data, original downhole survey logs lithological, geotechnical, sampling and structural logs etc. were filed on site and retained.

Sampling

Industry standard core sampling methods were employed. Each geologist was responsible for their drillhole ensuring that all sampling procedures from start to finish were consistently being adhered to. Once the geologists completed logging a hole they marked out sample intervals over mineralized zones. If the core was oriented the orientation line was used as the median cut line with a procedure in place where the core cutter would cut just off this line so that the oriented core remained in the tray. If the core was unoriented the core was marked up with a median cut line and this extended through locked core as far as possible to ensure that the same half of the core was sampled consistently. To ensure accuracy during cutting and bagging a redundancy system was introduced for marking sample intervals.

ALS Chemex supplied preparatory sample tickets and these dictated the numbering system used. Core was then cut and the appropriate half bagged and laid out on the sample prep pad to allow the insertion of standards, blanks and empty bags for re-splits into the batches. Once QA/QC samples had been inserted the samples were bagged and shipped in sealed bags and containers by commercial courier to ALS Chemex Johannesburg.

Relative density measurements were taken for each assay interval with solid core. In addition, on a representative selection of 15 holes (roughly every 4 drill lines), measurements were taken every metre down the hole to give hangingwall and footwall values.

Sample Preparation and Analysis

All sample preparation and analysis for the 2006 drilling campaign was undertaken at ALS Chemex, Johannesburg, South Africa. The analytical method used was four acid near total digestion followed by Inductively Coupled Plasma Atomic Emission Spectrometry for 25 elements.

Data Verification

The comprehensive quality control and quality assurance programme undertaken included the use of three commercial standards or reference materials supplied by Geostats, Perth, Western Australia, blanks (silica sand) and duplicates at a frequency of 1:20. The blanks and standards were supplied with the batches of samples. The laboratory was requested to rifle split coarse rejects for a field duplicate. In addition, samples were submitted for umpire analysis to Genalysis, Perth, Western Australia.

The quality assurance data was analysed on an on-going basis and various queries generated with the laboratory. Re-assaying of batches of samples where significant deviation from standards occurred, or due to failed visual correlation with core, were undertaken.

The Thakadu Project assay data for copper and silver is considered acceptable in terms of both assay precision and accuracy. The standards data generally report within the targeted ±10% accuracy range. The assay precision is considered acceptable, with the laboratory ensuring that problems identified were resolved and cleaning between all crushing and milling stages undertaken.

In order to develop a mineral resource model for the Thakadu Copper Project it was necessary to integrate historic BCL holes. As a basis for acceptance of the historical data, fourteen twin drillholes were completed and each of the fourteen twin pairs was compared for lithology/geology, style of mineralization, and tenor of mineralization. Based on this the twin drilling demonstrates the validity of including the historical data into the mineral resource estimate.

Adjacent Properties

The Makala copper deposit lies some 1,800m to the north west (centre to centre) of Thakadu, along strike from it within the same broad metasedimentary package. Sporadic near surface mineralization has been defined over a strike length of approximately 1,800m, some 1,600m of which was fairly extensively covered by BCL diamond and percussion drilling in conjunction with Thakadu. Shallow percussion drilling extends for an additional 1 km to the north west along strike. RSG twinned several Makala holes and undertook some limited infill drilling during 2006.

The two deposits are hosted in very similar broad metasedimentary packages and host the same styles of mineralization with stringer and disseminations of chalcopyrite and bornite hosted by a select few quartz carbonate units. Due to the lack of surface outcrop, high metamorphic grade, structural complexity and lack of definitive marker horizons the exact stratigraphic correlation between the two deposits is uncertain. BCL and FEB both undertook resource estimates for the deposit as part of feasibility studies for underground mining operations.

Metallurgy

Various laboratory and pilot plant testwork were undertaken by different operators on material from the Thakadu deposit. African Copper undertook additional testwork in 2006 to confirm the previous work.

It was demonstrated that, acceptable flotation concentrate grades and recoveries can be achieved from Thakadu and Makala sulphide material. The most recent testwork, completed at SGS Lakefield in Johannesburg in 2006/2007, indicates that material from the Thakadu and Makala deposits may be processed through the Dukwe concentrator for copper recovery. The main areas of difference between the SGS Lakefield testwork done on the Thakadu and Makala materials and the Dukwe process include the use of a different flotation collector, milling of the Thakadu/Makala rougher flotation concentrate is necessary and the size distribution of the milled material, which can apparently be managed in the Dukwe milling circuit.

Mineral Resource and Mineral Reserve Estimates

The mineral resource for copper and silver in the Hangingwall and Footwall mineralized zones was estimated using the 3D geological model and the drillhole intersection data for these mineralized zones.

The approach has been to consider each mineralized zone independently and to consider the oxide and sulphide domains separately. Although an interpretation of the interface between the oxide and sulphide zone was made, it was considered appropriate to use a soft boundary approach. In this approach, data from 15m inside the sulphide domain was used in the development of variography and the grade estimation of the oxide domain. Similarly, the data from 15m inside the oxide domain was used in the development of variography and the grade estimation of the sulphide zone. The consideration of the soft boundary was based on the geology and the variations observed in the drill core.

The data from the mineralized zones was selected and composited to a metre. The estimation utilised the composite metal concentration of copper (%) and silver (g/t) and grades were estimated into a 10x10x3m block model.

The variography was developed for the Hangingwall and Footwall mineralized zones and for the oxide and sulphide domains independently. Downhole variograms were generated and used to interpret the nugget effect. The histograms of the data were examined and a number of outliers identified. These were excluded from the data when the variography was developed but included in the estimation. The variography was developed after rotation of the axis to be in the plane of the mineralized zones. This required a rotation of 45° around the vertical axis and 45° around the easting (X) axis. The structure of the variograms was generally poor and although the dip direction is longer than the strike direction the best structure was obtained for omni-directional variograms.

The estimation was undertaken using Ordinary Kriging. A three-pass estimation strategy was used, applying progressively expanded and less restrictive sample searches to successive estimation passes, and only considering blocks not previously assigned an estimate.

The Company's mineral resource estimates are presented in the following table.

Thakadu Project - Mineral Resource Estimate (CIM classifications) (30 June 2007) Ordinary Kriging - No Cut-off Applied 10mx10mx3m Blocks							
Indicated Mineral Resource							
	Tonnage	**Grade Cu (%)**	**Content lbs**		**Tonnage**	**Grade Ag (g/t)**	**Content Troy ozs**
Footwall Mineralized Zone							
Oxide	732,000	2.63	42,455,000		731,000	22	512,000
Sulphide	2,376,000	1.53	80,207,000		1,707,000	13	727,000
Subtotal	3,108,000	1.79	122,663,000		2,438,000	16	1,239,000
Hangingwall Mineralized Zone							
Oxide	410,000	2.10	19,006,000		410,000	24	313,000
Sulphide	1,197,000	1.40	37,057,000		710,000	14	330,000
Subtotal	1,607,000	1.58	56,063,000		1,120,000	18	643,000
Thakadu Copper Project - Totals							
Oxide	1,142,000	2.44	61,461,000		1,141,000	22	825,000
Sulphide	3,573,000	1.49	117,264,000		2,417,000	14	1,057,000
Total	4,715,000	1.72	178,726,000		3,558,000	16	1,882,000
Inferred Mineral Resource							
Sulphide	961,000	1.29	27,374,000				

Note: The mineral resource for Ag is dependent on the mineral resource for Cu.

In subsequently preparing the CPR in connection with the ZCI Circular in 2009, RSV reviewed the Company's existing mineral resource models for the Thakadu Project. In converting the resources to probable mineral reserves RSV applied its own set of assumptions (including a cut-off grade of 0.5% Cu), to evaluate an economic pit-shell based on the Company's existing proposed pit design. The following RSV estimates, which were set out in the ZCI Circular and, upon review by Venmyn, in the Venmyn Thakadu Update, represented the first SAMREC compliant Mineral Reserve estimates produced for the deposit.

Thakadu Project Proven and Probable Reserves (SAMREC classifications) (effective date: March 31, 2010)			
0.5% Cut-off			
Category	**Tonnage Mt**	**Copper %**	**Contained Metal Tonnes Cu**
Proven Reserves	Nil	Nil	Nil
Probable Reserves	2.77	2.15	59,477
Total	**2.77**	**2.15**	**59,477**

The reserve cut-off grade was determined by RSV based on a forward copper price curve as supplied by the Company ($2.25/lb in 2009-2010 and $2.00/lb in 2011-2020), operating costs, metallurgical recoveries, prevailing Botswana tax rates, average smelter charges and transport costs to the ports of Durban/Richards Bay.

Thakadu Mine Design and Scheduling

The higher grade mineral resources at Thakadu lend themselves to a small scale operation with low pre-strip mining requirements, limited overheads and the full support of the Mowana Mine infrastructure and management. The possible significant silver credit associated with Thakadu could also be factored into the costs associated with transporting the run of mine ore to the Mowana Plant which is 70 km away. The business plan envisages transporting 45,000 tons per month to Mowana for treatment, which will require mobilizing some 22 trucks. Arranging and maintaining this capacity will be the major challenge associated with Thakadu, and management is currently in advanced negotiations to put this in place, while also upgrading the road from Thakadu to Mowana.

The Company is awaiting approval of the Environmental Impact Study and Archaeological Impact Assessment required to secure a mining licence for Thakadu. The Company had previously planned to achieve the necessary permitting and to apply for a mining licence during the first quarter of calendar 2010 but currently expects this to occur in the third quarter. It carried out some early mining activities at Thakadu, as permitted by its existing exploration licence, in May 2010. The plan is to commence full mining activities as soon as possible with a progressive increase in mining volumes during 2010

Taxes, Royalties and Environmental Bonding

The Botswana government has the option to acquire up to a 15% working interest participation in the mine upon the issue of the mining licence. In conjunction with granting of the mining licence, the Botswana government can impose a gross revenue royalty. The gross revenue royalty at the Mowana Mine is 3%.

PROJECT FINANCING

The Company has a working capital deficit as the Company utilized more working capital than it previously expected and identified future additional working capital and capital equipment financing requirements. It currently expects this requirement to be at a level that can be financed within current markets. In anticipation of these working capital needs, the Company's subsidiary Messina intends to restart discussions with finance providers regarding a working capital credit facility. Given the completion of the Working Capital Facility, Messina had suspended negotiations with a number of providers until the Mowana Mine reached more steady production levels. However, in the event that ZCI demands payments of the ZCI Trade Debts within the next 12 month period, or that the Company experiences further delays in reaching commercial production rates or any material reductions in tonnages grades and/or recovery rates and overruns or lower copper prices, this requirement would be accelerated and the Company would be required to seek greater additional working capital financing than it currently anticipates.

Management also intends to further evaluate the possibility of constructing a processing plant at the Thakadu deposit and developing the underground portion of the mine at Mowana. Further project finance will be required to complete these initiatives. The Directors expect that additional capital equipment and other project funding will be required to develop the Thakadu processing plant and underground portion of the mine and may be provided in the future by financial institutions in Botswana and/or the UK or by ZCI. Terms of any further funding by ZCI will be subject to separate commercial negotiations between the Company and ZCI if such funds are necessary and become known. Additional working capital and/or project financing may not be available when needed or if available, the terms of such financing might not be favourable to the Company and might involve further dilution to existing shareholders.

The Group's ability to continue as a going concern is dependent upon its ability to generate positive cashflows from operations at the Mowana Mine and on successfully managing the other liquidity-related issues described.

DIVIDENDS

During the Company's three most recently completed financial years, the Company has not declared any cash dividends.

The Company does not have a formal dividend policy and may pay dividends at the discretion of the Board, but not exceeding an amount recommended by the Board. The Board, in recommending a dividend, must have regard to the Company's best interests generally and the Company may only pay a dividend out of its accumulated realized profits, so far as not previously distributed or capitalized, less its accumulated realized losses, so far as not previously written off in a reduction or reorganization of capital. In addition, the Company may only pay a dividend so long as the Company's net assets do not fall below the aggregate of its called up share capital and un-distributable reserves.

The Company does not intend to pay any dividends in the foreseeable future as the Company anticipates that all available funds will be used to finance the future growth of the Company and development of the Projects.

DESCRIPTION OF CAPITAL STRUCTURE

Authorized Capital

At 29 June 2010 the Company has an authorized share capital of £20,000,000 divided into 2,000,000,000 Ordinary Shares of 1p each and 50,000 Preference Shares of £1 each, of which 823,429,500 Ordinary Shares and no Preference Shares are issued and outstanding as at 29 June 2010.

Ordinary Shares

All of the Company's issued Ordinary Shares are fully paid up. The Ordinary Shares are freely transferable, save where their transfer is restricted pursuant to the Company's articles of association or by securities laws. In the event of a liquidation, dissolution, winding up or other distribution of the Company's assets the holders of Ordinary Shares are entitled to receive pro-rata the remaining assets of the Company. Distributions may be paid to shareholders, as and when validly authorised by the Board and declared out of profits available for the purpose. The holders of Ordinary Shares are entitled to receive notice of, to attend and to vote at all general meetings of the Company. Each Ordinary Share entitles the holder to one vote at such meetings. If at any time the share capital of the Company is divided into different classes of shares, the rights attaching to the Ordinary Shares may only be modified, varied or abrogated with the consent in writing of the holders of three fourths of the issued Ordinary Shares or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of such Ordinary Shares.

Preference Shares

The Preference Shares are non-voting. Holders of Preference Shares are entitled to notice of and to attend general meetings of the Company, but may not vote on any matters of business at such meetings unless on the notice date redemption monies or preferential dividends are in arrears by at least three months. In such case, each Preference Share will entitle to the holder thereof to one vote at any such meetings.

Holders of Preference Shares may not receive dividends prior to 1 January 2020. After 1 January 2020, holders of Preference Shares may receive a fixed cumulative preferential dividend at the rate of 0.0001% per annum (net) on the paid up capital of the Preference Shares. The Preference Shares rank in priority to all other shares of the Company in respect of dividends.

On the winding up or other return of capital of the Company, holders of Preference Shares are entitled to repayment in full of the paid up capital on such Preference Shares and payment of arrears or accruals of any preferential dividends in priority to all other holders of other shares in the capital of the Company.

Convertible Securities of the Company

As at 29 June 2010 up to 2,935,000 Ordinary Shares are issuable under an aggregate of 2,935,000 outstanding share options, of which all are vested. As at 29 June 2010, the total percentage of the issued and outstanding Ordinary Share capital under option is 0.36%.

Shareholders Holding 10% or More of the Ordinary Shares Outstanding

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, controls or directs (directly or indirectly) 10% or more of the issued and outstanding Ordinary Shares, except as follows:

Name	Number of Ordinary Shares	Percentage
ZCI Limited	676,570,500	82.16%

MARKET FOR SECURITIES

Price Range and Trading Volume

The following table sets forth information relating to the trading of the Ordinary Shares on AIM on a monthly basis for each month of the Company's fiscal period ended 31 March 2010.

Period	High (p)	Low (p)	Close (p)	Volume
March 2010	6.50	5.50	6.00	435,010
February 2010	6.88	5.88	6.38	436,413
January 2010	7.25	5.75	6.00	1,325,575
December 2009	6.25	5.00	5.88	673,978
November 2009	7.50	6.13	6.25	509,090
October 2009	8.00	6.75	7.13	910,806
September 2009	8.63	7.00	8.38	1,198,694
August 2009	8.75	6.75	7.25	2,880,137
July 2009	8.00	5.50	7.25	1,876,009

Period	High	Low	Close	Volume
June 2009	9.75	6.25	7.00	2,672,629
May 2009	13.00	2.80	8.63	13,933,755
April 2009	3.25	1.13	3.25	6,917,767
March 2009	2.38	0.70	1.58	2,574,012
February 2009	1.38	0.70	0.70	679,338
January 2009	2.63	1.00	1.38	1,456,099

The following table sets forth information relating to the trading of the Ordinary Shares on the TSX on a monthly basis for each month from January 2009 to 20 May 2009 (when the Company delisted from the TSX).

Period	High C$	Low C$	Close C$	Volume
May 2009	0.23	0.055	0.09	5,722,019
April 2009	0.06	0.02	0.06	2,663,066
March 2009	0.04	0.01	0.025	1,888,231
February 2009	0.025	0.015	0.015	462,620
January 2009	0.045	0.015	0.025	1,315,624

PRIOR SALES

The only securities that the Company has outstanding that are not listed or quoted on a marketplace are stock options granted under the Company's Option Plan. No stock options were granted under the Company's Option Plan during period ended 31 March 2010.

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth the name and municipality of residence of each director and executive officer of the Company, as well as such individual's position with the Company, principal occupation within the five preceding years and period of service as a director (if applicable) and the number of Ordinary Shares beneficially owned, directly or indirectly, by such individual. Each director will hold office until the next annual meeting of shareholders of the Company and until such director's successor is elected and qualified, or until the director's earlier death, resignation or removal.

NAME, MUNICIPALITY OF RESIDENCE AND CURRENT POSITION(S) WITH THE COMPANY	PRINCIPAL OCCUPATION (PAST FIVE YEARS)	DIRECTOR SINCE	BENEFICIAL OWNERSHIP OF ORDINARY SHARES[3]
Jordan Soko CMA, MBA Lusaka, Zambia Acting Chief Executive Officer and Director	Founder and Chief Executive Officer of iCapital Group a private equity and advisory firm providing commercial and financial advisory services, investment management as well as private equity expertise in the Southern African region. CEO and CFO of Konkola Copper Mines from May 2003 until June	22 May 2009	-

NAME, MUNICIPALITY OF RESIDENCE AND CURRENT POSITION(S) WITH THE COMPANY	PRINCIPAL OCCUPATION (PAST FIVE YEARS)	DIRECTOR SINCE	BENEFICIAL OWNERSHIP OF ORDINARY SHARES[3]
	2005. He is currently a non-executive director of FNB Zambia and Lumwana Mining Company as well as non-executive Chairman of African Explosives PLC (Zambia).		
Bradley Robert Kipp CA, CFA, HBA Mississauga, Ontario, Canada Chief Financial Officer and Director	Chief Financial Officer of the Company since September 2004. Vice-President Finance of Summit Resource Management Limited, an international mining finance firm, from 1997 to present.	24 September 2004	300,000
David Rodier[1][2] Mississauga, Ontario, Canada (Non-Executive) Chairman and Director	A director of ZCI Limited (Bermuda). Senior Vice President, Environment Safety and Health at Noranda between 1998 and 2002; Senior Vice President, Copper & Recycling at Noranda between 1995 and 1997; and President of Canadian Electrolytic Zinc between 1992 and 1995.	22 May 2009	-
Roy Derek (A[1][2] The Island, Sedgefield, Western Cape, South Africa Non-Executive Director	Consultant since January 2002. Senior V-P (Africa): Exploration, for Anglo American Plc in base metals, uranium, industrial minerals and precious metals exploration and mining, from January 1999 to December 2001.	12 October 2004	-
Prof Stephen Simukanga[1][2] Lusaka, Zambia, Non-Executive Director	A Professor of Metallurgy and Mineral Processing at the University of Zambia and was visiting professor at the University of Cape Town for 10 years. He is also Chief Executive Officer (Vice Chancellor) of the University of Zambia.	29 October 2009	-

Notes:

(1) Current members of the audit committee. The audit committee comprises all of the non-executive (independent) directors and is chaired by Mr. Corrans. The audit committee meets at least quarterly to review the Company's interim and annual consolidated financial statements before submission to the Board for approval. The audit committee also reviews regular reports from management and the external auditors on accounting and internal control matters. Where appropriate, the audit committee monitors the progress of action taken in relation to such matters. The audit committee recommends the appointment of, and reviews the fees of, the external auditors.

(2) Members of the remuneration committee. The remuneration committee is chaired by Mr. Corrans. The remuneration committee meets as required during the year to review the performance of the executive directors and set the scale and structure of their remuneration, paying due regard to the interests of the shareholders as a whole and the performance of the Company and its subsidiaries.

(3) Information respecting beneficial ownership of Ordinary Shares was provided to the Company by each individual director and/or officer.

As at 29 June 2010, the directors and executive officers of the Company as a group beneficially own, directly and indirectly, or exercise control or direction over 300,000 Ordinary Shares, representing 0.036% of the issued and outstanding Ordinary Shares.

A narrative description of the biographies of each of the executive officers and directors of the Company is set forth below:

Jordan Soko, Chartered Management Accountant and Masters degree in Business Administration, (aged 47), Lusaka, Zambia, Acting Chief Executive Officer since 29 December 2009 and a director since 22 May 2009. Founder and Chief Executive Officer of iCapital Group a private equity and advisory firm providing commercial and financial advisory services, investment management as well as private equity expertise in the Southern African region since 2006. He is currently a non-executive director of FNB Zambia and is non-executive Chairman of African Explosives PLC (Zambia). He is also a non-executive director of Lumwana Mining Company, the largest single copper mine in Africa, and is a former senior executive at Konkola Copper Mines plc (2003-2005) having served as Chief Financial Officer as well as acting Chief Executive Officer. Mr. Soko has extensive project and corporate finance and financial management experience having worked as Head of Financial Services Unit at Stanbic Bank Zambia from 1994 to 2003. Prior to joining Stanbic bank, Mr. Soko worked in various financial roles in the public sector between 1985 and 1993. He is member of the Chartered Institute of Management Accountants (UK), Zambia Institute of Chartered Accountants and is a qualified stock broker.

Bradley Robert Kipp, Chartered Accountant, Chartered Financial Analyst, HBA, (aged 46) Mississauga, Ontario, Canada, Chief Financial Officer and director since 24 September 2004. Bradley Kipp has more than 15 years of financial, capital markets and operating experience specializing in the mining sector. He is Vice-President Finance of Summit Resource Management Limited, an international mining finance firm, that has made a number of investments in emerging and start-up mineral projects worldwide. In addition, he is or has been Chief Financial Officer, an officer and/or director of several public resource and non-resource companies (including Grey Horse Corporation, GA Capital Corp., Titanium Corporation, Atikwa Minerals Corporation, MineGem Inc.). Mr. Kipp was formerly employed by Deloitte and Touche Corporate Finance Canada Limited in the capacity of Vice-President and Director, where he was a member of its corporate finance group providing global merger and acquisition services. Mr. Kipp received a BA from the University of Western Ontario, his Honours Business Administration (Finance) from the Ivey School of Business in 1988, his Chartered Accountant designation in 1991 and his Chartered Financial Analyst designation in 1997. He is a member of the CFA Institute and the Institute of Chartered Accountants of Ontario.

David Rodier, (aged: 65) Mississauga, Ontario, Non-executive Chairman since 22 May 2009. He is currently a director of ZCI Limited (Bermuda). He has not been a director of any other company during the last five years. David gained his extensive working experience in the non-ferrous industry, starting with Cominco in British Columbia, (now Teck-Cominco) and later for Noranda Inc. where he was employed for 35 years and where he was involved with zinc and copper recycling. His experience includes a wide range of technical and managerial positions in zinc and copper businesses including: Senior Vice President, Environment Safety and Health at Noranda between 1998 and 2002; Senior Vice President, Copper & Recycling at Noranda between 1995 and 1997; and President of Canadian Electrolytic Zinc between 1992 and 1995. David was Noranda's delegate to the World Business Council for Sustainable Development, the International Council for Mining and Metals, the International Zinc Association, the International Copper Association, the Mining Association of Canada and the Canadian Chemical Producers Association.

Roy Derek , (aged 68) The Island, Sedgefield, Western Cape, South Africa, Non-executive Chairman of the Board since 12 October 2004. Roy Corrans has had 35 years experience with Anglo in base metals, uranium, industrial minerals and precious metals exploration and mining. Mr. Corrans was Senior V-P (Africa): Exploration for Anglo American Plc from January 1999 to December 2001. He has since worked as a consultant. His commodity experience includes gold-silver, platinum, copper, zinc-lead, nickel cobalt, tungsten and chrome. He has had extensive international work experience in Africa, North America, Australasia, Europe and the Far East and was responsible for the discovery of the Epoch nickel deposit (in Zimbabwe) and the Skorpion oxide zinc deposit (in Namibia). Mr. Corrans is also a director of several small companies with mineral interests registered in Belgium, Luxembourg, Australia, Canada and South Africa. Professional Designations: Professional Natural Scientist, Fellow Geological Society of South Africa, Fellow Society of Economic Geologists.

Professor Stephen Simukanga, (aged 52) Lusaka, Zambia, Non-executive director since 29 October 2009. Mr. Simukanga has 26 years experience in the mining industry and academia having started his working life in the Luanshya Mine of Zambia Consolidated Copper Mines Limited in 1982. He has been involved in consultancy and research in the areas of mine and quarry evaluation, mineral processing and the environment. He is Professor of Metallurgy and Mineral Processing at the University of Zambia and was visiting professor at the University of Cape Town for 10 years. He is also Chief Executive Officer (Vice Chancellor) of the University of Zambia. He has a Bachelors degree (1982) and a Master's degree (1986), both in Metallurgy and Mineral Processing from the University of Zambia, and a doctorate (1990) in Process Metallurgy from the University of Strathclyde in the United Kingdom. He is a United Kingdom Chartered Engineer and a fellow of the Institute of Materials, Minerals and Mining and the Engineering Institution of Zambia. He chairs the board of the National Institute for Scientific and Industrial Research and is a member of three other boards of directors including a director of ZCI Limited.

Indebtedness of Directors, Executive Officers and Employees

As at the date of this Annual Information Form or at any time within thirty days prior to the date hereof, no executive officer, director, employee, or former executive officer, director or employee of the Company or any of its subsidiaries is or was indebted in respect of any purchase of securities or otherwise to the Company or any of its subsidiaries or to any other entity for which the indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs

No director or executive officer of the Company nor any associate of any such director or executive officer is, or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or any of its subsidiaries, or indebted to another entity, which indebtedness is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, in respect of any security purchase program or any other program.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No director or executive officer of the Company is as at the date hereof, or within the ten years prior to the date hereof has been, a director, chief executive officer or chief financial officer of any company that.

(a) was the subject of a cease trade order or similar order or an order that denied the company access to any exemptions under Canadian securities law for a period of more than 30 consecutive days that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to an order that was issued after the director or executive officer ceased to be a director or chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No director or executive officer of the Company, and no shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

(a) is, as at the date of the Annual Information Form, or has been within the 10 years before the date of the Annual Information Form, a director or executive officer of any company that, while acting in that capacity, or within a year of ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or has been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold any such person's assets; or

(b) has, within the 10 years before the date of the Annual Information Form become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted such proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

No director or executive officer of the Company, and no shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has:

(a) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or

(b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

Conflicts of Interest

Under corporate law in the United Kingdom, the directors of the Company have a statutory duty to act in good faith to promote the success of the Company and to avoid conflicts of interest. Subject to any limitations imposed by statute or the articles of association of the Company, no agreement or transaction would be void or voidable only because it was made between the Company and one or more of its directors or by reason that such director was present at the meeting of directors that approved such agreement or transaction or that the vote or consent of the director is counted for the approval of such agreement or transaction. Save as set out in the articles of association of the Company, a director is not entitled to vote in respect of any contract, arrangement, transaction or any other proposal in which he has an interest which is to his knowledge a material interest, otherwise than by virtue of interests in shares or debentures or other securities of the Company. If all of the directors have a conflict of interest, the agreement or transaction must be authorized, approved or ratified by a resolution of shareholders in

order to achieve statutory validity. An agreement or transaction between a director and the Company will be valid unless it can be shown that, at the time the agreement or transaction was authorized, it was unfairly prejudicial to one or more shareholders or the creditors of the Company. Any shareholder who voted in favour of the resolution authorizing, approving or ratifying the agreement or transaction may not subsequently impugn or object to the agreement or transaction. In appropriate cases, the Company will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict.

To the best of the Company's knowledge, there are no known existing or potential conflicts of interest among the Company, its directors, officers or other members of management of the Company as a result of their outside business interests at the date hereof. However, certain of the directors, and officers and other members of management serve as directors, officers, and members of management of other public resource companies. Accordingly, conflicts of interest may arise which could influence these persons in evaluating possible acquisitions or in generally acting on behalf of the Company.

The directors and officers of the Company have been advised of their obligations to act at all times in good faith with a view to the best interests of the Company and to disclose any conflicts to the Company if and when they arise.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are currently no material legal proceedings, nor was the Company a party to any material legal proceeding during the Company's most recently completed fiscal year, involving the Company or its properties which if decided against the Company would be reasonably expected to have a material adverse effect on the Company, and the Company knows of no such proceedings currently contemplated and none have been threatened.

There were no penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority during the Company's most recently completed financial year, nor any other penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision, and the Company did not enter into any settlement agreements with a court relating to securities legislation or with a securities regulatory authority during the Company's most recently completed financial year.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director, executive officer or principal shareholder of the Company and no associate or affiliate of the foregoing have had a material interest, direct or indirect, in any transaction in which the Company has participated within the three year period prior to the date of this Annual Information Form, or will have any material interest in any proposed transaction, which has materially affected or will materially affect the Company.

INTERESTS OF EXPERTS

PKF (UK) LLP is the Company's auditors since 2004. As at 29 June 2010, none of the partners and associates of PKF (UK) LLP own beneficially, directly or indirectly, any of the securities of the Company.

Messrs. Lancelot Stilwell, Robert Palmer, Iain Kelso, John Cox, Ken Lomberg, Andrew Clay and David De'ath being the qualified persons for purposes of the NI 43-101 who prepared and supervised the preparation of the reports on which the technical disclosures contained herein concerning the Mowana mine and Thakadu project is based, do not own any securities of the Company.

TRANSFER AGENTS AND REGISTRARS

The registrars and transfer agents for the Ordinary Shares are Computershare Investor Services PLC at its principal office in Bristol, United Kingdom and PricewaterhouseCoopers (Pty) Ltd. at its principal office in Botswana.

MATERIAL CONTRACTS

The Company did not enter into any material contract during the most recently completed financial year, and has not entered into any material contract since January 1, 2002 and before the most recently completed financial year that is still in effect, other than material contracts entered into in the ordinary course of business that are not required to be filed under National Instrument 51-102-Continuous Disclosure Obligations and the contracts set forth below:

1. Amendment agreement among Messina, Matsitama, Mortbury and the Company dated 18 June 2009 amending certain provisions of a bridge loan agreement dated 9 May 2009, a second bridge loan agreement dated 15 May 2009 and a letter agreement dated 11 May 2009.

2. Amendment agreement among Messina, Matsitama, Mortbury and the Company dated 15 May 2009 amending certain provisions of a letter agreement dated 12 May 2009.

3. Letter agreement among Messina, Matsitama, Mortbury and the Company dated 15 May 2009 which sets out the terms and conditions upon which ZCI agreed to lend US$25,400,000 to Messina. The Company, Matsitama and Mortbury agreed to act as guarantors to the loan.

4. Letter agreement among Messina, Matsitama, Mortbury and the Company dated 11 May 2009 which sets out the terms and conditions upon which ZCI agreed to lend US$10,000,000 to Messina. The Company, Matsitama and Mortbury agreed to act as guarantors to the loan.

5. Amendment agreement among Messina, Matsitama, Mortbury and the Company dated 21 May 2009 whereby certain provisions of a letter agreement dated 12 May 2009 and a second amendment agreement dated 12 May 2009.

6. Letter agreement among Messina, Matsitama, Mortbury and the Company dated 11 May 2009 regarding a US$10,000,000 bridge loan facility, a US$10,100,000 term loan facility and a US$9,900,000 share subscription agreement.

7. Deed of amendment among Messina, Matsitama, Mortbury and the Company dated 21 May 2009 setting out various amendments to a bridge loan agreement dated 9 May 2009 and a second bridge loan agreement dated 15 May 2009.

8. Subscription agreement dated 21 May 2009 between the Company and ZCI whereby ZCI subscribed for 676,570,500 Ordinary Shares for the amount of £6,765,705.

9. Off-take Agreement dated 22 January 2008 between the Company and MRI in relation to 100% of the future production from the Mowana Mine during the first 5 years of production.

Descriptions of the above-listed documents are included elsewhere in this Annual Information Form and are available under the Company profile on SEDAR at www.sedar.com.

AUDIT COMMITTEE INFORMATION

Audit Committee Charter

The text of the charter of the audit committee of the Board is attached hereto as Appendix "A".

Composition of the Audit Committee

Currently, the members of the audit committee are: Roy Corrans, David Rodier and Prof Stephen Simukanga. Each member is independent of the Company and is financially literate.

Mr. Corrans is a professional Natural Scientist and also serves on the board of several private natural resource companies. Mr. Corrans has more than 35 years of international mining and business experience, at senior levels, where he acquired the business expertise to evaluate financial statements, the principles applied to natural resource companies' financial statements and the internal controls required to accurately report a company's financial position. Mr. Corrans has been responsible for the management and reporting of up to 14 exploration offices in 14 different countries, each conducting large mineral exploration projects. Most of his experience was gained with Anglo American Corporation where he was Senior Vice-President (Africa): Exploration for Anglo American Plc until his retirement in 2001.

Mr. Rodier is a director of ZCI Limited (Bermuda). He has not been a director of any other company during the last five years. Mr. Rodier gained his extensive working experience in the non-ferrous industry, starting with Cominco in British Columbia, (now Teck-Cominco) and later for Noranda Inc. where he was employed for 35 years and where he was involved with zinc and copper recycling. His experience includes a wide range of technical and managerial positions in zinc and copper businesses including: Senior Vice President, Environment Safety and Health at Noranda between 1998 and 2002; Senior Vice President, Copper & Recycling at Noranda between 1995 and 1997; and President of Canadian Electrolytic Zinc between 1992 and 1995. David was Noranda's delegate to the World Business Council for Sustainable Development, the International Council for Mining and Metals, the International Zinc Association, the International Copper Association, the Mining Association of Canada and the Canadian Chemical Producers Association.

Mr. Simukanga has 26 years experience in the mining industry and academia having started his working life in the Luanshya Mine of Zambia Consolidated Copper Mines Limited in 1982. He has been involved in consultancy and research in the areas of mine and quarry evaluation, mineral processing and the environment. He is Professor of Metallurgy and Mineral Processing at the University of Zambia and was visiting professor at the University of Cape Town for 10 years. He is also Chief Executive Officer (Vice Chancellor) of the University of Zambia. He has a Bachelors degree (1982) and a Master's degree (1986), both in Metallurgy and Mineral Processing from the University of Zambia, and a doctorate (1990) in Process Metallurgy from the University of Strathclyde in the United Kingdom. He is a United Kingdom Chartered Engineer and a fellow of the Institute of Materials, Minerals and Mining and the Engineering Institution of Zambia. He chairs the boards of the National Institute for Scientific and Industrial Research and the Examinations Council of Zambia and is a member of three other boards of directors including a director of ZCI Limited.

Audit Committee Oversight

During the period ended 31 March 2010, all recommendations of the audit committee to nominate or compensate an external auditor were adopted by the Board.

Pre-Approval Policies and Procedures

Included as part of the audit committee's charter is the responsibility of the audit committee to pre-approve all non-audit services to be provided to the Company by its external auditors.

External Auditor Service Fees

The following table summarizes the fees paid to PKF (UK) LLP, Farringdon Place, 20 Farringdon Road, London, EC1M 3AP, United Kingdom, the external auditors of the Company in each of the Company's period ended 31 March 2010 and year ended 31 December 2008.

CATEGORY	31 MARCH 2010 US$	31 DECEMBER 2008 US$
Audit Fees	70,221	75,028
Audit Related Fees	31,989	21,684
Tax Fees	22,002	23,263
All Other Fees	11,696	28,080
Total	**135,908**	**148,055**

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at www.sedar.com.

Additional financial information is provided in the Company's audited consolidated financial statements and management's discussion and analysis for its most recently completed financial period ended 31 March 2010.

EXECUTIVE COMPENSATION

African Copper is required, under applicable Canadian securities laws, to disclose to its shareholders details of all compensation earned by certain executive officers and directors of the Company in connection with such executive officers' and directors' office or employment with African Copper or a subsidiary of African Copper.

The Company reports in US Dollars following a management decision to change the reporting currency from British Pounds Sterling during the period. The change has been made to reflect the profile of the Group's revenue which as a result of commencing commercial production at the Mowana Mine in Botswana has now started to be generated in US Dollars. All comparative information has been restated into US Dollars.

Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis is to provide information about the Company's executive compensation philosophy, objectives, and processes and to discuss compensation decisions relating to the Company's senior officers, being the three identified named executive officers (the "**NEOs**") during the Company's financial period ended 31 March 2010. The Company changed its accounting reference date during 2009 from 31 December to 31 March to align with ZCI and to streamline its accounting processes, resulting in a transition period of 15 months, with a comparative period of 12 months. As at 31 March 2010, the Company had two senior officers who qualified as NEO, being Mr. Jordan Soko and Mr. Bradley Kipp, Chief Financial Officer. In addition, Mr. Christopher Fredericks served as Chief Executive Officer of the Company until 29 December 2009. Since Mr. Fredericks resignation the Board has been working towards appointing a new

CEO. In the meantime, Mr. Jordan Soko, a Non-Executive Director of the Company, assumed the CEO's executive duties and reports all operational matters to the Board.

Given the severe reduction in the price and demand for copper during the fourth quarter of 2008 and early 2009 and the prevailing market volatility and uncertainty, the Company operated with limited financial resources and placed the Mowana Mine on care and maintenance in January 2009. Upon completion of the ZCI Financing Package the Company had the financial resources to restart operations at the Mowana Mine. As a result of the bottlenecks encountered at Mowana Mine as part progressing to commercial production rates, the Company utilized more working capital than it previously expected and has identified additional working capital and capital equipment financing requirements. The Board of Directors considers the current and anticipated financial position of the Company at the time any compensation determination is made.

Compensation Committee

The Board has overall responsibility for determining and implementing the Company's philosophy with respect to executive compensation. In order to assist it in fulfilling its oversight responsibilities, the Board has established the Compensation Committee. The Compensation Committee is currently comprised of three directors, namely Mr. Roy Corrans (Chair), Mr. David Rodier and Mr. Jordan Soko.

Under its written charter, the Compensation Committee's purpose and responsibilities include reviewing and making recommendations to the Board regarding: (a) the compensation of the Chief Executive Officer and Chief Financial Officer; (b) extraordinary bonuses for senior officers; (c) the compensation policy with respect to the Company's employees (and employees of any of the Company's subsidiaries); (d) management compensation programs, including the Company Option Plan and other incentive plans and perquisites; (e) performance appraisal and management and employee development programs; (f) the adequacy and form of compensation of directors and ensuring that compensation realistically reflects the responsibilities and risks involved in being an effective director; (g) the administration of the Company Option Plan; and (h) such other activities consistent with its mandate and as the Board deems necessary or appropriate. In performing its duties, the Compensation Committee has the authority to engage independent counsel and other advisors including, without limitation, executive compensation consulting firms, that it considers necessary or prudent in order to carry out its duties. In addition, the Compensation Committee has the authority to delegate any of its responsibilities to subcommittees or individual members as the Compensation Committee deems necessary or appropriate.

The Compensation Committee charter is available on the Company's website (www.africancopper.com) or by request to the Corporate Secretary.

Compensation Process

The Compensation Committee relies on the knowledge and experience of its members to set appropriate levels of compensation for senior officers and directors. Neither the Company nor the Compensation Committee currently has any contractual arrangement with any executive compensation consultant who has a role in determining or recommending the amount or form of senior officer or director compensation.

When determining senior officer compensation, the Compensation Committee evaluates the officer's performance, including reviewing the Company's performance as against its business plans and objectives and the officer's contribution towards the Company's achievement of such plans or objectives during the financial year. The Compensation Committee consults with the Chief Executive Officer when considering decisions regarding the compensation of senior officers (other than the Chief Executive Officer) and, in particular, the Chief Executive Officer provides the Compensation Committee with evaluations of senior officer performance and makes recommendations regarding senior officer compensation.

The Compensation Committee uses all data available to it to ensure that the Company is maintaining a level of compensation that is both commensurate with the size of the Company and sufficient to retain personnel

it considers essential to the success of the Company. In reviewing comparative data, the Compensation Committee does not engage in benchmarking for the purpose of establishing compensation levels relative to any predetermined level and does not compare its compensation to a specific peer group of companies. In the Compensation Committee's view, external data provides insight into external competitiveness, but it is not an appropriate single basis for establishing compensation levels. External data is considered, along with an assessment of individual performance and experience, the Company's business strategy, best practices/trends in human resources, and general economic considerations.

The Compensation Committee reviews the various elements of senior officer compensation in the context of the total compensation package (including salary, cash incentives, and prior awards under the Company Option Plan). The Compensation Committee's recommendations regarding NEO compensation are presented to the Board for its consideration and approval. Executive directors recuse themselves from any determinations by the Board concerning their own executive compensation.

From time to time, the Board grants stock options to officers on their appointment to office, as a component of their overall compensation, or in recognition of the achievement of a particular goal or extraordinary service. The Board determines the particulars with respect to all options granted, including the exercise price of the options. It has been the Board's practice to establish the exercise price of each option granted based on the greater of the market price per Ordinary Share at the time of the grant and the price per Ordinary Share sold under the Company's most recently completed public or private financing. Typically, options granted under the Company Option Plan will not vest until the first anniversary of the date of grant. All options issued and outstanding as at the date hereof have a term of ten years.

Compensation Program

Principles/Objectives of the Compensation Program

The primary goal of the Company's executive compensation program is to attract, motivate and retain top quality individuals at the executive level. The program is designed to ensure that the compensation provided to the Company's senior officers is determined with regard to the Company's business strategy and objectives and within the financial resources of the Company, such that the financial interests of senior officers are aligned with the financial interests of the shareholders.

Compensation Program Design and Analysis of Compensation Decisions

Standard compensation arrangements for the Company's senior officers are composed of the following elements, which are linked to the Company's compensation and corporate objectives as follows:

Compensation Element	Link to Compensation Objectives	Link to Corporate Objectives
Base Salaries and/or Consulting Fees	Attract, Retain and Reward	Competitive pay ensures access to skilled employees necessary to achieve corporate objectives.
Bonus Payments	Motivate and Reward	Bonus payments focus senior officers on the achievement of corporate objectives and reward exceptional performance.
Share Options	Motivate and Reward	Long-term incentives motivate and reward senior officers to increase shareholder value by the achievement of long-term corporate

	Align interests with shareholders	strategies and objectives.
Group Benefits (where available)	Attract and Retain	Competitive benefits ensure access to skilled employees necessary to achieve corporate objectives.

15 months ended 31 March 2010 Performance and Compensation

The Company is a mining, exploration and development company. Given the stage of the Company's mining properties and projects, the Compensation Committee believes that the use of traditional performance standards, such as corporate profitability, is not appropriate in the evaluation of corporate or NEO performance. The compensation of senior officers is based, in substantial part, on trends in the mining industry as well as achievement of the Company's business objectives. The Compensation Committee did not establish any quantifiable criteria during the period with respect to base salaries and incentives payable or the amount of equity compensation granted to NEOs.

Base Salaries and Consulting Fees

The Company provides senior officers with base salaries or consulting fees which represent their minimum compensation for services rendered during the financial year. Each NEO's base compensation depends on the scope of his experience, responsibilities, leadership skills, performance, length of service, general industry trends and practices, competitiveness, and the Company's existing financial resources. Base compensation is reviewed annually by the Compensation Committee.

Cash Incentives and Bonus Payments

Although, generally the Company does not pay cash bonuses, the Compensation Committee has been provided with the discretion to award bonuses when senior officers demonstrate exceptional performance, in circumstances where the Company is in the financial position to make such awards. Given recent market volatility, the stage of the Company's projects and the resulting limited financial resources of the Company, the Compensation Committee did not consider granting discretionary bonus payments to NEOs during the 15 month period ended 31 March 2010.

In addition to the above bonus program, pursuant to the terms of his employment contract, Mr. Fredericks was entitled to a retention bonus equal to 33% of his base salary upon the successful completion of three years of employment with the Company.

Options

The grant of options to purchase Ordinary Shares pursuant to the Company Option Plan has been a component of the compensation packages of the senior officers of the Company. The Compensation Committee believes that the grant of options to senior officers and Ordinary Share ownership by such officers serves to motivate achievement of the Company's long-term strategic objectives and the result will benefit all shareholders. Options are awarded to employees of the Company based upon the performance of the Company and each employee's level of responsibility and contribution to Company performance. The Compensation Committee considers the overall number of options that are outstanding relative to the number of outstanding Ordinary Shares in determining whether to make any new grants of options and the size of such grants. The Compensation

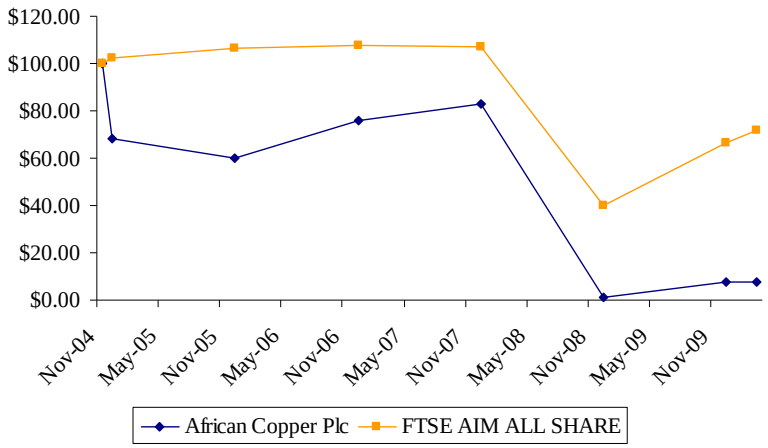
Committee's decisions with respect to the granting of options are reviewed by the Board and are subject to its final approval. There were no options granted to NEOs during the 15 month period ended 31 March 2010.

Benefits and Perks

If available, NEOs' are eligible to participate in group benefit plans offered to full-time employees employed in the respective NEO's country of residence. Prior to his resignation in December 2009 Mr. Fredericks was the only NEO who participated in a traditional employee benefit plan consisting of health and dental care. The Company does not view these benefits as a significant element of its compensation structure, as they constitute only a small percentage of total compensation, but does believe that these benefits, used in conjunction with base salary, attract, motivate and retain individuals in a competitive environment.

Share Performance Graphs

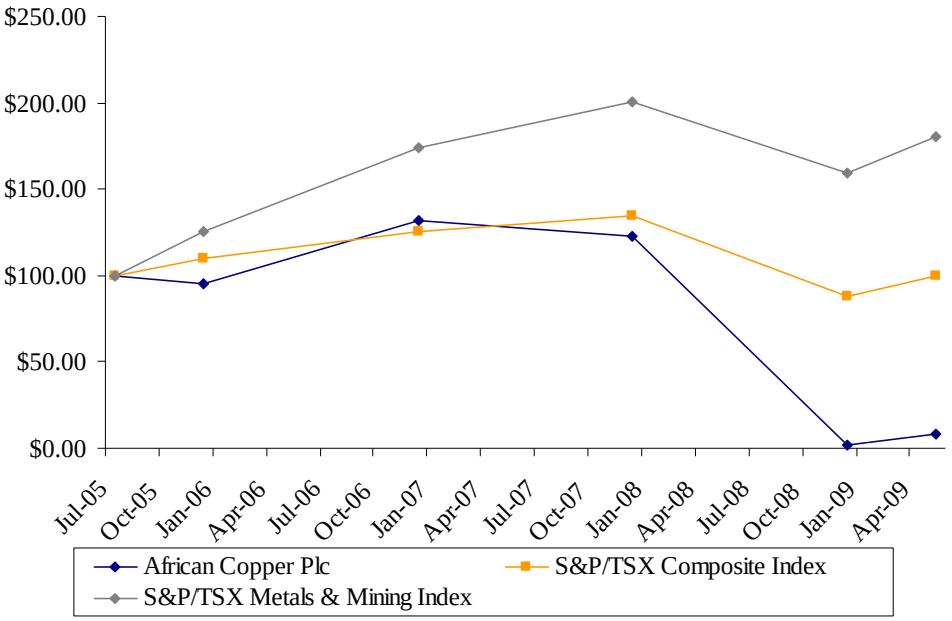
The following graph illustrates the Company's cumulative total shareholder return on Ordinary Shares (assuming the re-investment of dividends, of which there have been none) from 12 November 2004 (the first day the Ordinary Shares began trading on AIM) to 31 March 2010, based upon a C$100 investment in the Ordinary Shares, and compares the Company's cumulative shareholder return to the cumulative total shareholder return from a similar investment in the FTSE AIM All-Shares Index over the same period:



Note:

(1) The figures charted above are based on the rate of exchange for one British Pound Sterling expressed in Canadian Dollars based on the Bank of Canada noon rate of exchange for the periods ended 31 December 2004, 2005, 2006, 2007, 2008 and 31 March 2010 and the Bank of Canada average rate for the period ended 31 November 2004. Such figures are historical and represent past performance and should not be treated as an indication of future performance.

The following graph illustrates the Company's cumulative shareholder return (assuming the re-investment of dividends, of which there have been none) from 19 July 2005 (the first day the Ordinary Shares began trading on the TSX) to 20 May 2009 (when the Company delisted its Ordinary Shares from the TSX) based upon a C$100 investment in the Ordinary Shares, and compares the Company's cumulative shareholder return to the cumulative total shareholder return from a similar investment in the Total Return Index Values of the S&P/TSX Composite Index and the S&P/TSX Gold (15104030) Index over the same period:



Notes:

(1) The Ordinary Shares ceased trading on the TSX on 20 May 2009 in connection with the Company's application to voluntarily delist as a condition to the closing of the ZCI Financing Package.

(2) Amounts reflected in above graph are in Canadian Dollars.

As described above, the Compensation Committee considers various factors in determining the compensation of the NEOs. The Ordinary Share performance is one performance measure that is reviewed but there is no direct correlation between Ordinary Share performance and executive compensation.

The Company operates in a commodities-related business and the Ordinary Share price is directly impacted by the market price of commodities (particularly copper), which may fluctuate widely and is affected by numerous factors that are difficult to predict and beyond the Company's control. The Ordinary Share price is also affected by other factors beyond the Company's control, including general and industry-specific economic and market conditions. The Compensation Committee evaluates performance by reference to its business plan rather than by short-term changes in Ordinary Share price based on its view that its long-term operating performance will be reflected by stock price performance over the long-term, which is especially important when current stock prices may be temporarily depressed by short-term factors, such as recessionary economies. The trend shown by the performance graphs represent a general increase in share price followed by a decline in the last three financial years. Over the same four-year period, there has been a general increase in executive compensation.

Executive Compensation: Tables and Narrative

Summary Compensation Table

The following table provides a summary of the compensation earned by the NEOs for services rendered in all capacities during the fifteen month financial period ended 31March 2010:

Name and Principal Position	Year	Salary (US$)	Share-based awards (US$)	Option-based awards (US$)	Non-equity incentive plan compensation Annual Incentive Plan (US$)	All other Compensation (US$)	Total Compensation (US$)
Chris Fredericks[2]	2010[1]	251,932	-	-	200,000	-	**451,932**
	2008	190,461	-	-	-	-	**190,461**
Chief Executive Officer	2007	172,317	-	-	57,771[3]	-	**230,088**
					-		
Bradley Kipp Chief Financial Officer	2010	163,848	-	-	-	192,561	**356,409**
	2008	163,848	N/A	-	-	-	**163,848**
	2007	142,333		-	-	-	**142,333**
Jordan Soko [4] **Interim Chief Executive Officer**	2010	30,000	-	-	-	-	30,000
	2008	N/A	N/A	N/A	N/A	N/A	N/A
	2007	N/A	N/A	N/A	N/A	N/A	N/A
Joseph Hamilton[5]							**371,804**
	2008	109,354	N/A	-	-	262,450[6]	**264,950**
Former Chief Executive Officer	2007	264,950		-	-	-	

Notes:

(1) The Company changed its accounting reference date during 2009 from 31 December to 31 March to align with ZCI and to streamline its accounting processes, resulting in a transition period of 15 months.

(2) Mr. Fredericks was appointed Chief Executive Officer of the Company on 13 June 2008, and served as Chief Operating Officer from 9 January 2007 to 12 June 2008. Mr. Fredericks was appointed as a director of the Company on 1 July 2009. Mr. Fredericks resigned with an effective date 29 December 2009.

Mr. Fredericks entered into an executive service agreement with the Company on 29 December 2006 in anticipation of services to be rendered in 2007 as Chief Operating Officer and was granted 750,000 options by the Company at that time

(3) Amount represents bonus payment made to Mr. Fredericks in 2008 for his services in 2007.

(4) Upon the resignation of Mr. Fredericks the Board commenced the search for a new CEO. In the meantime, Mr. Jordan Soko, a Non-Executive Director of the Company, assumed the CEO's executive duties and reports all operational matters to the Board. Mr. Soko through his majority owned company

iCapital Limited provides professional services and support including the provision of a number of seconded technical staff to Messina. iCapital charges US10,000 per month for his services.

(5) Mr. Hamilton ceased serving as a director and the Chief Executive Officer of the Company on 13 June 2008.

(6) Amount represents termination payments made to Mr. Hamilton pursuant to his consulting contract with the Company in connection with his departure from the Company on 13 June 2008.

Incentive Plan Awards

The following table provides details regarding outstanding NEO option and share-based awards as at 31 March 2010:

Outstanding share-based awards and option-based awards							
	Option-based Awards					**Share-based Awards**	
Name	**Date of Grant**	**Number of securities underlying unexercised Options[(1)] (#)**	**Option exercise price (US$)**	**Option expiration date**	**Aggregate value of unexercised in-the-money options[(2)] (US$)**	**Number of shares or units that have not vested (#)**	**Market or payout value of share-based awards that have not vested (US$)**
Fredericks	29-Dec-2006	750,000	£0.775	29-Jun-2010 [(3)]	Nil	N/A	N/A
Kipp	12-Nov-2004 01-Aug-2006	100,000 1,250,000	£0.76 £0.775	12-Nov-2014 31-Jul-2016	Nil Nil	N/A	N/A
Soko	N/A	N/A	N/A	N/A	Nil	N/A	N/A
Hamilton	14-Jan-2005 01-Aug-2006	2,250,000 1,500,000	£0.76 £0.775	12-Jun-2009[(4)] 12-Jun-2009[(4)]	Nil Nil	N/A	N/A

Notes:

(1) Options granted vest one year following the date of grant.

(2) Amounts are based on the closing price of the Ordinary Shares on AIM of 6p on 31 March 2010.

(3) The original expiration date of Mr. Fredericks's options was 10 years from the date of grant, however, all outstanding options expired on 29 June 2010 six months from the date of Mr. Frederick's departure from the Company.

(4) The original expiration date of Mr. Hamilton's options was 10 years from the date of grant; however, all outstanding options expired on 12 June 2009 one year from the date of Mr. Hamilton's

departure from the Company.

The following table provides details regarding outstanding NEO option-based awards, share-based awards and non-equity incentive plan compensation, which vested and/or were earned during the fifteen months ended 31 March 2010:

Incentive plan awards - value vested or earned during the year			
Name	**Option-based awards - Value vested during the year[(1)] (US$)**	**Share-based awards - Value vested during the year (US$)**	**Non-equity incentive plan compensation - Value earned during the year[(2)] (US$)**
Fredericks	N/A	N/A	N/A
Kipp	N/A	N/A	N/A
Soko	N/A	N/A	N/A
Hamilton	N/A	N/A	N/A

Notes:

(1) Identifies the aggregate dollar value that would have been realized by the NEO if the NEO had exercised all options exercisable under the option-based award on the vesting date(s) thereof. No options vested during the fifteen months ended 31 March 2010.

(2) No cash bonuses or other non-equity incentive compensation was paid to NEOs for their performance during the fifteen months ended 31 March 2010.

Termination and Change of Control Benefits

Mr. Fredericks entered into an executive services agreement (the "**CEO Agreement**") dated 29 December 2006 with the Company respecting his appointment as Chief Operating Officer of the Company and governing his subsequent appointment to the position of Chief Executive Officer of the Company. Mr. Kipp entered into an executive service agreement (the "**CFO Agreement**") dated 2 October 2004 with the Company respecting his engagement as the Company's Chief Financial Officer.

Both the CEO Agreement and CFO Agreement were terminable at any time by the Company on 12 months' notice or on payment of 12 months' salary in lieu of notice. Pursuant to such agreements, each respective NEO was entitled to the payment of 12 months' salary in the event of constructive dismissal, where constructive dismissal was defined to include the alteration of the officer's duties without the officer's consent or the removal of the officer from office without consent. Upon a change of control of the Company, each officer was entitled to terminate his respective employment with the Company within six months of the change of control event and in such circumstances was entitled to be paid a lump sum equal to 100% of the officer's then annual salary. In addition, if within six months of a change of control, the officer's employment was terminated or the officer is constructively dismissed, the officer would be entitled to be paid a lump sum equal to 100% of his then annual salary. For the purposes of the CEO Agreement and the CFO Agreement, a change of control was defined as a circumstance in which any person (or persons acting in concert) (i) who controls the Company ceases to do so, or (ii) acquires, directly or indirectly, unconditional control of the Company. Subsequent to the termination of employment, each such officer will be bound by restrictions on the officer's ability to (i) use and/or disclose the

Company's confidential information, (ii) compete with the Company, and (iii) solicit the employment or engagement of the Company's employees.

On 22 May 2009, as part of the ZCI Financing Package, ZCI purchased a total of 676,570,500 ordinary shares thereby owning 82.16% of the ordinary shares of the Company. For purposes of the CEO Agreement and CFO Agreement this transaction was deemed to be a change of control event. In November 2009 Mr. Fredericks and Mr. Kipp exercised the change of control and were paid a lump sum equal to 100% of their annual salary.

The following table sets out the amount paid:

	Fredericks*	**Kipp**
Change in Control	US$200,000	US$163,848

*Mr. Fredericks resignation was effective 29 December 2009

On 1 December 2009 Mr. Kipp entered into a 1 year contract with the Company to remain as CFO based on the following terms:

1. Annual salary – US$125,000
2. Time commitment – 50% of Mr. Kipp's time
3. Termination provisions – termination right by Mr. Kipp and the Company upon notice of 3 months notice

As set out above, Mr. Hamilton's employment with the Company ceased on 13 June 2008. Please see "*Executive Compensation: Tables and Narrative - Summary Compensation Table*" above for the details relating to termination payments made to Mr. Hamilton in 2008.

Director Compensation

The director compensation program is designed to achieve the following goals: (i) attract and retain the most qualified people to serve on the Board; (ii) align directors' interests with the long-term interests of shareholders; and (iii) fairly pay directors for risks and responsibilities related to being a director of an entity of the Company's size and scope.

With effect on 1 October 2009 the Board approved increases to Director Compensation.

The following table outlines the basic non-executive director compensation prior to the increase on 1 October 2009:

Type of Fee **Annual Retainers**	**Amount** **US$**
Chairman Retainer	30,334
Board Member Retainer	18,960
Audit Committee Chairman Retainer	Nil
Audit Committee Member Retainer	Nil
Compensation Committee Chairman Retainer	Nil
Compensation Committee Member Retainer	Nil

*No additional meeting fees are paid for Board or committee meetings attended.

The following table outlines the basic non-executive director compensation after the increase on 1 October 2009:

Type of Fee Annual Retainers	Amount US$
Chairman Retainer	10,000
Board Member Retainer	32,500
Audit Committee Chairman Retainer	7,500
Audit Committee Member Retainer	5,000
Compensation Committee Chairman Retainer	5,000
Compensation Committee Member Retainer	2,500

* No additional meeting fees are paid for Board or committee meetings attended.

Non-executive directors may also receive options granted under the Company Option Plan, as recommended by the Compensation Committee and determined by the Board. The Board determines the particulars with respect to all options granted, including the exercise price of the options. It has been the Board's practice to establish the exercise price of each option granted based on the greater of the market price per Ordinary Share at the time of the grant and the price per Ordinary Share sold under the Company's most recently completed public or private financing. There were no options granted to directors during the fifteen month period ended 31 March 2010.

Directors are reimbursed for all reasonable out-of-pocket expenses incurred in attending Board, committee or shareholder meetings and otherwise incurred in carrying out their duties as directors of the Company.

Director Summary Compensation Table

In May 2009 the Company appointed two new directors to the Board, David Rodier and Jordan Soko. At the same time, Michael Evans resigned from the Board and Roy Corrans stepped down from the role of Chairman with David Rodier being appointed Chairman. In June 2009, Tony Williams resigned from the Board and David Jones did not stand for re-election. On 29 October 2009 Professor Stephen Simukanga was appointed to the Board of the Company.

The following compensation table sets out the compensation paid to each of the Company's directors (who were not NEOs) during the fifteen month period ended 31 March 2010:

Name[(1)]	Fees earned (US$)	Share-based awards (US$)	Option-based awards (US$)	Non-equity incentive plan compensation (US$)	All other Compensation (US$)	Total (US$)
Roy D. Corrans Chairman	41,713	N/A	-	N/A	N/A	41,713
David Jones[(2)] Deputy Chairman	16,385	N/A	-	N/A	19,553 [(6)]	35,938
Michael J. Evans[(3)]	7,656	N/A	-	N/A	N/A	7,656

Anthony J. Williams[4]	10,263[5]	N/A	-	N/A	N/A	10,263
David Rodier	33,640	N/A	-	N/A	N/A	33,640
Jordan Soko	25,714	N/A	-	N/A	N/A	25,114
Prof Stephen Simukanga	17,115	N/A	-	N/A	N/A	17,115

Notes:

(1) Mr. Fredericks and Mr. Kipp are current directors and officers of the Company. Any amounts received by Mr. Fredericks and Mr. Kipp for their services as directors are reported in the Summary Compensation Table under "*Executive Compensation: Tables and Narrative*" above.

Mr. Hamilton is a former director and officer of the Company. Any amounts received by Mr. Hamilton for his services as a director in 2008 is reported in the Summary Compensation Table under "*Executive Compensation: Tables and Narrative*" above.

On 22 May 2009, the Board appointed Mr. David Rodier and Mr. Jordan Soko to the Board; neither Mr. Rodier nor Mr. Soko received compensation from the Company in 2008.

(2) Mr. Jones did not stand for re-election as a director of the Company at the Annual General Meeting.

(3) Mr. Evans is a former director of the Company and amounts reported represent compensation paid to Mr. Evans for services to the Company prior to 22 May 2009.

(4) Mr. Williams is a former director of the Company and amounts reported represent compensation paid to Mr. Williams for services to the Company prior to 17 June 2009.

(5) Amount includes payment of US$2,427 in U.K. payroll taxes paid by the Company on behalf of Mr. Williams in compliance with U.K. payroll requirements.

(6) Amount represents consulting fees paid to Mr. Jones with respect to consulting services provided to the Company in 2009.

Incentive Plan Awards

The following table provides details regarding the outstanding option and share based awards held by individuals who acted as directors (and are not NEOs) during the fifteen months period ended 31 March 2010:

Outstanding share-based awards and option-based awards

Name	Option-based Awards					Share-based Awards	
	Option grant date	Number of securities underlying unexercised options[(1)] (#)	Option exercise price	Option expiration date	Aggregate value of unexercised in-the-money options[(1)]	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested
Corrans	12-Nov-2004	150,000	£0.76	12-Nov-2014	Nil	N/A	N/A
	01-August-2006	150,000	£0.775	31-Jul-2016	Nil		
Evans	12-Nov-2004	100,000	£0.76	12-Nov-2009	Nil	N/A	N/A
	01-August-2006	150,000	£0.775	12-Nov-2009	Nil		
Jones	12-Nov-2004	100,000	£0.76	31-01-2010	Nil	N/A	N/A
	01-August-2006	1,250,000	£0.775	31-01-2010	Nil		
Williams	12-Nov-2004	100,000	£0.76	17-12-2009	Nil	N/A	N/A
	01-August-2006	150,000	£0.775	17-12-2009	Nil		

Notes:

(1) Options granted vest one year following the date of the grant.

(2) Amount based on the closing price of the Ordinary Shares on AIM of 6p on 31 March 2010.

The following table provides details regarding outstanding director option-based awards, share-based awards and non-equity incentive plan compensation, which vested and/or were earned by directors (who were not NEOs) during the fifteen month period ended 31 March 2010:

Incentive plan awards - value vested or earned during the year			
Name	**Option-based awards - Value vested during the year[(1)] (US$)**	**Share-based awards - Value vested during the year (US$)**	**Non-equity incentive plan compensation - Value earned during the year (US$)**
Corrans	Nil	N/A	N/A
Evans	Nil	N/A	N/A
Jones	Nil	N/A	N/A
Williams	Nil	N/A	N/A

Note:

(1) Identifies the aggregate dollar value that would have been realized by the NEO if the NEO had exercised all options exercisable under the option-based award on the vesting date(s) thereof. No options vested in 2008.

Appendix "A"
to the Annual Information Form of
African Copper PLC
As At 29 June 2010

CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
OF AFRICAN COPPER PLC

1. PURPOSE

The Audit Committee (the "**Committee**") is appointed by the Board of Directors (the "**Board**") of African Copper PLC (the "**Corporation**") to assist the Board in fulfilling its oversight responsibilities relating to financial accounting and reporting process and internal controls for the Corporation. The Committee's primary duties and responsibilities are to:

(a) conduct such reviews and discussions with management and the independent auditors relating to the audit and financial reporting as are deemed appropriate by the Committee;

(b) assess the integrity of internal controls and financial reporting procedures of the Corporation and ensure implementation of such controls and procedures;

(c) ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel;

(d) review the quarterly and annual financial statements and management's discussion and analysis of the Corporation's financial position and operating results and report thereon to the Board for approval of same;

(e) select and monitor the independence and performance of the Corporation's outside auditors (the "**Independent Auditors**"), including attending at private meetings with the Independent Auditors and reviewing and approving all renewals or dismissals of the Independent Auditors and their remuneration; and

(f) provide oversight to related party transactions entered into by the Corporation.

The Committee has the authority to conduct any investigation appropriate to its responsibilities, and it may request the Independent Auditors as well as any officer of the Corporation, or outside counsel for the Corporation, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall have unrestricted access to the books and records of the Corporation and has the authority to retain, at the expense of the Corporation, special legal, accounting, or other consultants or experts to assist in the performance of the Committee's duties.

The Committee shall review and assess the adequacy of this Charter annually and submit any proposed revisions to the Board for approval.

In fulfilling its responsibilities, the Committee will carry out the specific duties set out in Part III of this Charter.

2. COMPOSITION AND MEETINGS

(a) The Committee and its membership shall meet all applicable legal and listing requirements, including, without limitation, those of the Toronto Stock Exchange, the Alternative Investment

Market of the London Stock Exchange, the Botswana Stock Exchange and all applicable securities regulatory authorities.

(b) The Committee shall be composed of three or more directors as shall be designated by the Board from time to time. The members of the Committee shall appoint from among themselves a member who shall serve as Chair.

(c) Each member of the Committee must be "independent" (as defined under *Multilateral Instrument 52-110 – Audit Committees* ("**MI 52-110**")).

(d) Each member of the Committee must, to the satisfaction of the Board, be "financially literate" (as defined under MI 52-110).

(e) The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements. A minimum of two and at least 50% of the members of the Committee present either in person or by telephone shall constitute a quorum.

(f) Unless otherwise agreed, notice of each meeting of the Committee, confirming the venue, time and date together with an agenda of items to be discussed and any supporting papers, shall be forwarded to each member of the Committee and any other person invited to attend, no fewer than five business days prior to the date of the meeting.

(g) If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.

(h) If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.

(i) The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by, the Committee. A meeting of the Committee may be called by letter, telephone, facsimile, email or other communication equipment, by giving at least 48 hours notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.

(j) Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.

(k) The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.

(l) The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as it may see fit, or other persons, from time to time, to attend at meetings of the Committee.

(m) The Board may at any time amend or rescind any of the provisions hereof, or cancel them entirely, with or without substitution.

(n) Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. The Chair shall not have a casting vote on all matters in the event of an equality of votes. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. All decisions or recommendations of the Audit Committee shall require the approval of the Board prior to implementation.

3. RESPONSIBILITIES

A Financial Accounting and Reporting Process and Internal Controls

(a) The Committee shall review the annual audited financial statements to satisfy itself that they are presented in accordance with generally accepted accounting principles ("**GAAP**") and are prepared in accordance with the requirements of *Multilateral Instrument 52-107 - Financial Disclosure*, and report thereon to the Board and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. The Committee shall also review the interim financial statements. With respect to the annual audited financial statements, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of management with management and the Independent Auditors as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited financial statements is not significantly erroneous, misleading or incomplete and that the audit function has been effectively carried out.

(b) The Committee shall review management's internal control report and the evaluation of such report by the Independent Auditors, together with management's response.

(c) The Committee shall review management's discussion and analysis relating to annual and interim financial statements and any other public disclosure documents, including annual and interim earnings press releases, that are required to be reviewed by the Committee under any applicable laws prior to their being filed with the appropriate regulatory authorities.

(d) The Committee shall ensure that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than disclosure addressed in paragraph 3 above, and must periodically assess the adequacy of those procedures.

(e) The Committee shall meet no less frequently than annually with the Independent Auditors and the Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Corporation in charge of financial matters, to review accounting practices, internal controls and such other matters as the Committee, Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Corporation in charge of financial matters, deems appropriate.

(f) The Committee shall inquire of management and the Independent Auditors about significant risks or exposures, both internal and external, to which the Corporation may be subject, and assess the steps management has taken to minimize such risks.

(g) The Committee shall review the post-audit or management letter containing the recommendations of the Independent Auditors and management's response and subsequent follow-up to any identified weaknesses.

(h) The Committee shall ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel.

(i) The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls and auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

(j) The Committee shall review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former Independent Auditors.

(k) The Committee shall provide oversight to related party transactions entered into by the Corporation.

B Independent Auditors

(a) The Committee shall recommend to the Board the Independent Auditors to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation.

(b) The Committee shall recommend to the Board the compensation of the Independent Auditors and shall review fees paid by the Corporation to the Independent Auditors and other professionals in respect of audit and non-audit services on an annual basis.

(c) The Committee shall be directly responsible for the oversight of the Independent Auditors, including the resolution of disagreements between management of the Corporation and the Independent Auditors regarding financial reporting and the Independent Auditors shall report directly to the Committee.

(d) The Committee shall pre-approve all audit and non-audit services not prohibited by law to be provided by the Independent Auditors to the Corporation and its subsidiary entities.

(e) The Committee shall monitor and assess the relationship between management and the Independent Auditors and monitor, confirm, support and assure the independence and objectivity of the Independent Auditors.

(f) The Committee shall review the Independent Auditor's audit plan, including scope, procedures and timing of the audit.

(g) The Committee shall review the results of the annual audit with the Independent Auditors, including matters related to the conduct of the audit.

(h) The Committee shall obtain timely reports from the Independent Auditors describing critical accounting policies and practices, alternative treatments of information within GAAP that were discussed with management, their ramifications, and the Independent Auditors' preferred treatment and material written communications between the Corporation and the Independent Auditors.

C Reporting Responsibilities

(a) The Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

(b) The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

D Other Responsibilities

The Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.

4. AUTHORITY

The Committee is authorized to:

(a) engage independent counsel and other advisors as it determines necessary to carry out its responsibilities;

(b) set and pay the compensation for any advisors employed by the Committee; and

(c) communicate directly with the internal auditors of the Corporation as well as with the Independent Auditors.

Appendix "G"
to the Annual Information Form of
African Copper PLC
As At 29 June 2010

GLOSSARY OF TECHNICAL TERMS

The following is a glossary of certain technical terms used in this Annual Information Form:

assay	an analysis to determine the presence, absence or concentration of one or more chemical components
concentrate	the clean product recovered in froth flotation
concentrator	collectively an industrial plant designed to mechanically separate minerals and produce a mineral concentrate
core	a rock sample produced by drilling with hollow tubes
Cu	chemical symbol for copper
deposit	a mineralized body that has been physically delineated by sufficient drilling, trenching and/or underground work, and found to contain a sufficient average grade of metal or metals to warrant further exploration and/or development expenditures; such a deposit does not quantify as a commercially mineable ore body or as containing mineral reserves, until final legal, technical and economic factors have been resolved
DMS	Dense Media Separation.
EIA	environmental impact assessment
EIA Report	the final draft EIA report prepared by Water Surveys (Botswana) (Pty) Ltd.
EMP	environmental mitigation and management plan
EPCM	an engineering, procurement and construction management contract
exposure	an area of a rock formation or geologic structure that is visible (hammerable), either naturally or artificially, i.e., is unobscured by soil, vegetation, water, or the works of humans; also, the condition of being exposed to view at the Earth's surface
feasibility study	a comprehensive study of a mineral deposit in which all geological, engineering, legal, operating, economic, social, environmental and other relevant factors are considered in sufficient detail that it could reasonably serve as the basis for a final decision by a financial institution to finance the development of the deposit for mineral production
flotation	a process of concentration in which levitation in water of particles heavier than water is obtained with the use of chemical reagents; typically used in processing of coal or sulphide minerals with the aid of a reagent and the desired product becomes attached to air bubbles in a liquid medium and floats as a froth
geochemical	prospecting techniques which measure the content of specified metals in soils and

	rocks for the purpose of defining anomalies for further testing
geophysical	prospecting techniques which measure the physical properties (magnetism, conductivity, density, etc.) of rocks and define anomalies for further testing
geophysics	branch of physics dealing with the earth, including its atmosphere and hydrosphere and includes the use of seismic, gravitational, electrical, thermal, radiometric, and magnetic phenomena to elucidate processes of dynamical geology and physical geography
grade	relative quantity or the percentage of mineral or metal content in an orebody
hosted	contained within
Matsitama Belt	an assemblage of metasedimentary rocks that lies on the western margin of the Zimbabwean Craton
metallurgical	the physical properties of metals as affected by composition, mechanical working, and heat treatment
mineralization	a process of formation and concentration of elements and their chemical compounds within a mass or body of rock
mineral reserve	a mineral reserve is the economically mineable part of a measured or indicated mineral resource demonstrated by at least a preliminary feasibility study. The study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A mineral reserve includes diluting materials and allowances for losses that may occur when the material is mined
	Mineral reserves are sub-divided in order of increasing confidence into probable mineral reserves and proven mineral reserves, which are defined as follows:
probable:	the economically mineable part of an indicated, and in some circumstances, a measured mineral resource demonstrated by at least a preliminary feasibility study. The study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified.
proven:	the economically mineable part of a measured mineral resource demonstrated by at least a preliminary feasibility study. The study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction is justified.
mineral resource	a concentration or occurrence of natural, solid, inorganic or fossilized organic material in or on the Earth's crust in such form and quantity and of such grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a mineral resource are known, estimated or interpreted from specific geological evidence and knowledge.
	Mineral resources are sub-divided, in order of increasing geological confidence, into inferred, indicated and measured categories which are defined as follows:

inferred:	that part of a mineral resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes.
indicated:	that part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics, can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters, to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed.
measured:	that part of a mineral resource for which quantity, grade or quality, densities, shape, physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters, to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough to confirm both geological and grade continuity
Mt	metric tones
open pit	a large-scale hard-rock surface mine
oxide	a mineral that contains oxygen
primary sulphide	a sulphide mineral that forms first
sediment	solid fragmental material that originates from weathering of rocks and is transported or deposited by air, water, or ice
strike	the course or bearing of the outcrop of an inclined bed, vein, or fault plane on a level surface; the direction of a horizontal line perpendicular to the direction of the dip
sulphide	a mineral containing sulphur in its non-oxidised form
sulphide mineralization	a concentration of metallic minerals that contain sulphur
supergene	a term used to describe near surface processes
TITAN	the Titan 24 Magnetotellurics and IP / Resistivity method of deep geophysical ground search
trenching	in mineral exploration, a process used to investigate soil or geochemical anomalies by the excavation of narrow trenches across anomalous zones to observe geological structures and to allow sampling
Zimbabwe Craton	the 250km wide Limpopo belt an east-northeast trending zone of granulite facies tectonites that separates the granitoid-greenstone terranes of the Kaapvaal and

Zimbabwe cratons