Court File No. CV-17-589016-00CL

Banro Corporation
Banro Group (Barbados) Limited
Banro Congo (Barbados) Limited
Namoya (Barbados) Limited
Lugushwa (Barbados) Limited
Twangiza (Barbados) Limited and
Kamituga (Barbados) Limited

FIFTH REPORT OF THE MONITOR

April 19, 2018

FTI CONSULTING

Court File No. CV-17-589016-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF BANRO CORPORATION, BANRO GROUP (BARBADOS) LIMITED, BANRO CONGO (BARBADOS) LIMITED, NAMOYA (BARBADOS) LIMITED, LUGUSHWA (BARBADOS) LIMITED, TWANGIZA (BARBADOS) LIMITED and KAMITUGA (BARBADOS) LIMITED

FIFTH REPORT TO THE COURT
SUBMITTED BY FTI CONSULTING CANADA INC.,
IN ITS CAPACITY AS MONITOR

INTRODUCTION

1. On December 22, 2017, Banro Corporation ("**Banro**"), Banro Group (Barbados) Limited ("**BGB**"), Banro Congo (Barbados) Limited, Namoya (Barbados) Limited, Lugushwa (Barbados) Limited, Twangiza (Barbados) Limited and Kamituga (Barbados) Limited (collectively the "**BGB Subsidiaries**" and together with Banro and BGB, the "**Applicants**") sought and obtained an initial order (the "**Initial Order**") under the *Companies' Creditors Arrangement Act*, *R.S.C. 1985, c. C-36, as amended* (the "**CCAA**") from the Ontario Superior Court of Justice (Commercial List) (the "**Court**") granting, *inter alia*, a stay of proceedings against the Applicants until January 19, 2018, (the "**Stay Period**") and appointing FTI Consulting Canada Inc. as monitor (the "**Monitor**"). The proceedings commenced by the Applicants under the CCAA will be referred to herein as the "**CCAA Proceedings**".

2. Pursuant to the provisions of the Initial Order, the stay of proceedings was extended to the Democratic Republic of the Congo ("**DRC**") subsidiaries of the BGB Subsidiaries, namely Bango Congo Mining S.A., Namoya Mining S.A., Lugushwa Mining S.A., Twangiza Mining S.A. and Kamituga Mining S.A. (collectively, the "**DRC Subsidiaries**" and, together with the Applicants, the "**Banro Group**").

3. The Stay Period has been extended from time to time and currently expires on the earlier of April 27, 2018 or the filing of the Monitor's Certificate evidencing implementation of the Plan, as defined below.

4. On January 18, 2018, the Honourable Mr. Justice Hainey granted an Order (the "**SISP Order**") *inter alia* approving a sale and investment solicitation process (the "**SISP**").

5. On March 27, 2108, the Honourable Mr. Justice Hainey granted an Order (the "**Sanction Order**") *inter alia* sanctioning the Applicants' Amended Plan of Compromise and Reorganization dated March 9, 2018 (the "**Plan**") which had been approved by each class of Affected Creditors at the Creditors' Meetings held March 9, 2018.

6. To date the Monitor has filed four reports to the Court in respect of various aspects of the CCAA Proceedings[1]. The purpose of this, the Fifth Report of the Monitor (this "**Report**"), is to inform the Court on:

   (a) The receipts and disbursements of the Applicants for the period March 5 to April 8, 2018;

   (b) The Applicants' revised and extended cash flow forecast for the period April 9 to June 3, 2018 (the "**April 18 Forecast**");

   (c) The progress toward the implementation of the Plan; and

[1] In addition, FTI Consulting Canada Inc. in its capacity as proposed monitor filed a pre-filing report dated December 22, 2017.

(d) The Applicants' request for an extension of the Stay Period to the earlier of the date of the filing of the Monitor's Certificate in respect of the implementation of the Plan and June 1, 2018, and the Monitor's recommendation thereon.

TERMS OF REFERENCE

7. In preparing this Report, the Monitor has relied upon unaudited financial information of the Applicants, the Applicants' books and records, certain financial information prepared by the Applicants and discussions with various parties (the "**Information**").

8. Except as described in this Report:

(a) The Monitor has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Assurance Standards pursuant to the Chartered Professional Accountants of Canada Handbook; and

(b) The Monitor has not examined or reviewed financial forecasts and projections referred to in this Report in a manner that would comply with the procedures described in the Chartered Professional Accountants of Canada Handbook.

9. The Monitor has prepared this Report in connection with the Applicants' motion for an extension of the Stay Period scheduled to be heard on April 23, 2018, and should not be relied on for any other purposes.

10. Future oriented financial information reported or relied on in preparing this Report is based on the assumptions of the management of the Applicants ("**Management**") regarding future events; actual results may vary from forecast and such variations may be material.

11. Unless otherwise stated, all monetary amounts contained herein are expressed in **United States Dollars**. Capitalized terms not otherwise defined herein have the meanings defined in the Plan or previous reports of the Monitor.

EXECUTIVE SUMMARY

12. The Monitor is of the view that the Applicants have acted, and are acting, in good faith and with due diligence and that circumstances exist that make an extension of the Stay Period appropriate. Furthermore, the Monitor is of the view that creditors would not be materially prejudiced by an extension of the Stay Period to the earlier of the date of the filing of the Monitor's Certificate in respect of the implementation of the Plan and June 1, 2018.

13. Accordingly, the Monitor respectfully recommends that the Applicants' request for an extension of the Stay Period be granted.

RECEIPTS & DISBURSEMENTS FOR THE PERIOD TO APRIL 8, 2018

14. The Applicants' actual cash flow on a consolidated basis for the period from March 5 to April 8, 2018, was approximately $4.5 million worse than the March 7 Forecast, as summarized below:

	Forecast $000	Actual $000	Variance $000
Receipts	13,755	14,334	579
Disbursements:			
Payroll	(1,560)	(872)	688
HQ Expenses	(1,344)	(1,653)	(309)
Restructuring Fees	(1,940)	(788)	1,152
DIP Interest	(207)	(194)	13
Payments for DRC Entities	(11,316)	(14,389)	(3,073)
Cash Repatriation to DRC	(7,060)	(10,565)	(3,505)
Net Cash Inflow/(Outflow)	**(9,672)**	**(14,127)**	**(4,455)**
Beginning Cash Balance	8,801	8,801	0
Net Cash Inflow/(Outflow)	(9,672)	(14,127)	(4,455)
Foreign Exchange Gain/(Loss)	0	16	16
Draw of Restricted Funds	0	0	0
DIP Draws	10,000	10,000	0
Ending Cash Balance	**9,129**	**4,690**	**(4,439)**

15. Explanations for the key variances in actual receipts and disbursements as compared to the March 7 Forecast are as follows:

(a) The favourable variance of approximately $0.6 million in gold receipts comprises of a permanent favourable price variance of approximately $0.3 million and a permanent favourable volume variance of approximately $0.3 million;

(b) The favourable variance of approximately $0.7 million in payroll is a permanent variance primarily resulting from bonus payments being paid by the DRC Subsidiaries rather than Banro;

(c) The unfavourable variance of approximately $0.3 million in head office expenses comprises of an unfavourable permanent variance of approximately $0.7 million resulting from higher than forecast insurance costs, offset by a favourable timing variance of approximately $0.4 million, primarily in respect of audit expenses;

(d) The favourable variance of approximately $1.2 million in restructuring fees is believed to be a permanent variance;

(e) The unfavourable variance of approximately $3.1 million in payments on behalf of DRC entities is the partial reversal of timing variances from prior periods; and

(f) The favourable variance of approximately $3.5 million in cash repatriation to DRC entities is a permanent variance arising from higher than forecast cash requirements of the DRC Subsidiaries.

THE APRIL 18 FORECAST

16. The April 18 Forecast is attached hereto as **Appendix A**. The April 18 Forecast shows a net cash inflow of approximately $1.5 million in the period April 9 to June 3, 2018, and is summarized below:

	$000
Receipts	**35,786**
Disbursements:	
Payroll	(1,400)
HQ Expenses	(350)
Restructuring Fees	(1,973)
DIP Interest	(420)
Payments for DRC Entities	(12,421)
Cash Repatriation to DRC	(17,723)
Net Cash Inflow/(Outflow)	**1,499**
Beginning Cash Balance	4,690
Net Cash Inflow/(Outflow)	1,499
DIP Draws	0
Ending Cash Balance	**6,189**

17. The are no significant changes in the underlying assumptions in the April 18 Forecast as compared to the March 7 Forecast.

PROGRESS TOWARD PLAN IMPLEMENTATION

18. The Monitor has been informed that the Applicants, Baiyin and Gramercy have been working diligently with the aim of satisfying the conditions precedent to Plan implementation such that implementation of the Plan can occur on or before April 27, 2018. The Monitor has been further informed that the parties have some concern that certain regulatory approvals, the timing of which is outside of the control of the parties, may not be forthcoming by that date. Accordingly, Plan implementation may not occur by April 27, 2018.

19. If Plan implementation has not occurred by April 27, 2018, it will be necessary for the Applicants to obtain the agreement of Baiyin and Gramercy to amendments to the Interim Financing Term Sheet, the Restructuring Support Agreement and the Plan to provide for a later Plan Implementation Date. While such amendments are not yet necessary and consequently have not yet been agreed, Baiyin and Gramercy have stated that provided all parties continue to cooperate and work expeditiously and in good faith towards implementation of the Plan, they are each amenable to any short-term extensions of the outside date for Plan implementation as may be necessary.

REQUEST FOR AN EXTENSION OF THE STAY PERIOD

20. The Stay Period currently expires on April 27, 2018. Additional time may be required for the conditions precedent to implementation of the Plan to be satisfied and for the Plan to be implemented.

21. The Applicants wish to ensure that no action can be commenced against the Applicants before the Plan is implemented. Accordingly, the Applicants now seek an extension of the Stay Period to the earlier of the date of the filing of the Monitor's Certificate in respect of the implementation of the Plan and June 1, 2018.

22. As shown in the April 18 Forecast, and subject to the underlying assumptions thereof, the Applicants should have sufficient liquidity to fund the CCAA Proceedings during the requested extension of the Stay Period.

23. Based on the information currently available, the Monitor believes that creditors of the Applicants would not be materially prejudiced by the proposed extension of the Stay Period.

24. The Monitor also believes that the Applicants have acted, and are acting, in good faith and with due diligence and that circumstances exist that make an extension of the Stay Period appropriate.

25. The Monitor therefore respectfully recommends that this Honourable Court grant the Applicants' request for an extension of the Stay Period to the earlier of the date of the filing of the Monitor's Certificate in respect of the implementation of the Plan and June 1, 2018.

The Monitor respectfully submits to the Court this, its Fifth Report.

Dated this 19th day of April, 2018.

FTI Consulting Canada Inc.
In its capacity as Monitor of
Banro Corporation, Banro Group (Barbados) Limited, Banro Congo (Barbados) Limited, Namoya (Barbados) Limited, Lugushwa (Barbados) Limited, Twangiza (Barbados) Limited and Kamituga (Barbados) Limited

Nigel D. Meakin	Toni Vanderlaan
Senior Managing Director	Senior Managing Director

Appendix A

The April 18 Forecast

BANRO CORP AND BANRO GROUP (BARBADOS) LIMITED AND THE BGB SUBSIDIARIES

Cash Flow Forecast

(USD$ in thousands)

Week Beginning (Monday) Week Ending (Sunday)	9-Apr-18 15-Apr-18	16-Apr-18 22-Apr-18	23-Apr-18 29-Apr-18	30-Apr-18 6-May-18	7-May-18 13-May-18	14-May-18 20-May-18	21-May-18 27-May-18	28-May-18 3-Jun-18	TOTAL FORECAST
	Plan	**Plan**	**Plan**	**Plan**	**Plan**	**Plan**	**Plan**	**Plan**	
RECEIPTS									
Gold Receipts from DRC Entity Sales	-	9,861	-	8,225	-	8,652	-	9,047	35,786
TOTAL RECEIPTS	**-**	**9,861**	**-**	**8,225**	**-**	**8,652**	**-**	**9,047**	**35,786**
DISBURSEMENTS									
Payroll	-	-	600	100	-	-	600	100	1,400
Total Headquarter Expenses	(100)	-	200	-	150	-	100	-	350
Total Banro Corp Disbursements	(100)	-	800	100	150	-	700	100	1,750
TORONTO OPERATING CASH FLOWS	**100**	**9,861**	**(800)**	**8,125**	**(150)**	**8,652**	**(700)**	**8,947**	**34,036**
Restructuring Fees	257	308	308	200	200	200	250	250	1,973
Interest on DIP Funding	-	-	-	213	-	-	-	207	420
NET CASH FLOWS FOR BANRO CORP, BGB AND BGB SUBSIDIARIES	**(157)**	**9,554**	**(1,108)**	**7,712**	**(350)**	**8,452**	**(950)**	**8,490**	**31,643**
Payments for DRC Entities	834	500	1,859	1,693	3,714	150	2,359	1,312	12,421
Cash Repatriation to DRC Entities	120	4,688	250	3,701	-	3,893	1,000	4,071	17,723
Reserve Fund Repayments / (Draws)									
TOTAL CASH FLOW TO DRC ENTITIES	954	5,188	2,109	5,394	3,714	4,043	3,359	5,383	30,144
NET CASH INFLOW (OUTFLOW) - BANRO CORP, BGB AND BGB SUBSIDIARIES	**(1,111)**	**4,366**	**(3,217)**	**2,318**	**(4,064)**	**4,408**	**(4,309)**	**3,107**	**1,499**
CASH - BANRO CORP, BGB AND BGB SUBSIDIARIES									
Beginning Balance	4,690	3,579	7,945	4,728	7,046	2,982	7,390	3,081	4,690
Net Cash Inflows / (Outflows)	(1,111)	4,366	(3,217)	2,318	(4,064)	4,408	(4,309)	3,107	1,499
DIP Funding	-	-	-	-	-	-	-	-	-
Other (Incl. FX Impact)	-	-	-	-	-	-	-	-	-
ENDING CASH - BANRO CORP, BGB AND BGB SUBSIDIARIES	**3,579**	**7,945**	**4,728**	**7,046**	**2,982**	**7,390**	**3,081**	**6,189**	**6,189**

Notes to the Cash Flow

1. The purpose of this cash flow projection is to determine the liqudity requirements of Banro Corp, BGB and the BGB subsidiaries during the forecast period.
2. The cashflow has been revised to reflect the restart of operations at the Namoya mine.
3. Gold receipts from DRC entities is based on the forecast sale of produced gold ounces from the DRC mining operations at $1,300 per ounce.
4. Revised forecasts for the ounces of gold production have been provided by management of Banro and the DRC entities.
5. Payroll includes the salaries and benefits for the Toronto head office staff and the proportion of the salary and benefits of Banro Corp employees who report to work in the DRC and is paid monthly.
6. Total Headquarters Expense includes lease and operating costs of the Toronto head office location.
7. Restructuring fees include the legal and professional fees of the special committee including their counsel, the monitor and it's counsel, as well as counsel to the DIP Lenders.
8. Interest on the DIP Funding is in accordance with the DIP Term Sheet.
9. Payments for the DRC entities relates to payments made by head office in respect of obligations incurred in the DRC.
10. Cash repatriation to the DRC entities is in accordance regulatory requirements of the DRC.
11. DIP Funding has been calculated based on the projected cash requirements of Banro Corp, BGB and the Barbados Subsidiaries.