
NICKELORE LIMITED

ACN 086 792 429

NOTICE OF ANNUAL GENERAL MEETING

TIME: 1:00pm WST

DATE: 21 November 2014

PLACE: Level 4, 66 Kings Park Road
WEST PERTH WA 6005

A copy of the Nickelore Limited 2014 Annual Report can be found at:
www.nickelore.com.au

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary on +61 8 6141 3500.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the annual general meeting of the Shareholders to which this Notice of Annual General Meeting relates will be held at 1:00pm WST on 21 November 2014 at Level 4, 66 Kings Park Road, West Perth WA 6005.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the annual general meeting are those who are registered Shareholders at 1:00pm WST on 19 November 2014.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of Nickelore Limited; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of Nickelore Limited members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

DEFINED TERMS

Capitalised terms in this Notice of Annual General Meeting and Explanatory Statement are defined either in the “Glossary” Section or where the relevant term is first used.

ASIC AND ASX

A final copy of this Notice of Annual General Meeting and Explanatory Statement has been lodged with ASIC and ASX. Neither ASIC, ASX nor any of their respective officers takes any responsibility for the contents of this document.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s annual financial report for the financial year ended 30 June 2014.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (i) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (ii) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (iii) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (iv) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR JAY STEPHENSON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“ That, for the purpose of clause 53.1 of the Constitution, and for all purposes, Mr Jay Stephenson a Director, retires and, being eligible, is re-elected as a Director.”

3. RESOLUTION 3 – ISSUE OF SHARES TO RELATED PARTY - MR ROBERT GARDNER

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Section 195(4) and Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue Shares up to a value of \$144,200 to Mr Robert Gardner (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by Mr Gardner (or his nominee) or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or

- (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

4. RESOLUTION 4 – ISSUE OF SHARES TO RELATED PARTY - MR PAUL PIERCY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Section 195(4) and Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue Shares up to a value of \$81,250 to Mr Paul Piercy (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by Mr Piercy (or his nominee) or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

5. RESOLUTION 5 – ISSUE OF SHARES TO RELATED PARTY - MR JAY STEPHENSON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Section 195(4) and Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and Shares up to a value of \$81,250 to Mr Jay Stephenson (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by Mr Stephenson (or his nominee) or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

6. RESOLUTION 6 - SPILL RESOLUTION

If (and only if) the outcome of Resolution 1 in this Notice of Meeting is such that at least 25% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) are against the adoption of the Remuneration Report, the Company is required to put the following resolution to the Meeting.

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **conditional resolution**:

“That:

- (a) a general meeting of the Company (Spill Meeting) be held within 90 days of the Annual General Meeting;*
- (b) all the Company’s Directors (other than the Managing Director of the Company) who are Directors of the Company when the resolution to make the Directors’ Report considered at the Annual General Meeting was passed (such directors being Mr Robert Gardner, Mr Paul Piercy and Mr Jay Stephenson) cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to office that will be vacated immediately before the end of the Spill Meeting pursuant to paragraph (b) above must be put to the vote at the Spill Meeting.”*

Voting Prohibition Statement:

The Company will disregard any votes cast on Resolution 6 by or on behalf of any member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or any Closely Related Party or such a member, unless the vote is cast by a person as a proxy for a person entitled to vote in accordance with a direction on the Proxy Form or by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman as received express authority to vote undirected proxies as the Chairman sees fit.

Shareholders are referred to Section 5 of the Explanatory Statement for an explanation of the background to the inclusion of Resolution 6 in this Notice of Meeting.

Dated: 16 October 2014

By Order of the Board
Jay Stephenson
DIRECTOR & COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

1.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

1.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were more than 25%. Accordingly, the Spill Resolution will be relevant for this Annual General Meeting if at least 25% of the votes cast on the Remuneration Report resolution are voted against adoption of the Remuneration Report. Refer to Resolution 6 for further information.

1.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member).

You ***do not*** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you ***must mark the acknowledgement on the Proxy Form to expressly authorise the Chair to***

exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

If you appoint any other person as your proxy

You ***do not*** need to direct your proxy how to vote on this Resolution, and you ***do not*** need to mark any further acknowledgement on the Proxy Form.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – JAY STEPHENSON

Clause 53.1 of the Constitution requires that one-third of the Directors must retire from office by rotation at each annual general meeting. Directors who retire under clause 53.1 of the Constitution are eligible for re-election.

Mr Jay Stephenson retires in accordance with clause 53.1 of the Constitution and seeks re-election.

3. RESOLUTIONS 3 TO 5 – APPROVAL OF ISSUE OF SHARES IN LIEU OF PAYMENT OF DIRECTOR AND CONSULTANCY FEES – MR ROBERT GARDNER, MR PAUL PIERCY AND MR JAY STEPHENSON

3.1 General

The effect of Resolutions 3 to 5 will be to allow the Company to issue Shares to Messrs Robert Gardner, Paul Piercy and Jay Stephenson (or their respective nominees).

3.2 Details of Fees Payable to Directors

Robert Gardner

Mr Gardner was appointed to the Board in October 2010. For the period commencing November 2011 and ending September 2014, Mr Gardner was not paid in full for his services. During this period, the Company accrued fees owing to Mr Gardner totalling \$144,200 (excluding GST). The Company and Mr Gardner have agreed that 100% of this amount be satisfied by way of an issue of 18,025,000 Shares at an issue price of \$0.008 per Share. Such Shares are intended to be issued as soon as possible following the receipt of Shareholder approval pursuant to Resolution 3.

Paul Piercy

Mr Piercy was appointed to the Board in October 2010. For the period commencing November 2011 and ending September 2014, Mr Piercy was not paid in full for his services. During this period, the Company accrued fees owing to Mr Piercy totalling \$81,250 (excluding GST). The Company and Mr Piercy have agreed that 100% of this amount be satisfied by way of an issue of 10,156,250 Shares at an issue price of \$0.008 per Share. Such Shares are intended to be issued as soon as possible following the receipt of Shareholder approval pursuant to Resolution 4.

Jay Stephenson

Mr Stephenson was appointed to the Board in July 2011. For the period commencing November 2011 and ending September 2014, Mr Stephenson was not paid in full for his services. During this period, the Company accrued fees owing to Mr Stephenson totalling \$81,250 (excluding GST). The Company and Mr Stephenson have agreed that 100% of this amount be satisfied by way of an issue of 10,156,250 Shares at an issue price of \$0.008 per Share. Such Shares are intended to be issued as soon as possible following the receipt of Shareholder approval pursuant to Resolution 5.

The Company has opted to satisfy the specified fees owing in this manner in order to conserve a greater proportion of the Company's cash in extinguishing a proportion of the specified debts on the Company's balance sheet.

In this regard, the Company has agreed, subject to obtaining Shareholder approval, to issue and allot a total of 38,337,500 Shares (**Related Party Shares**) to the Related Parties on the terms and conditions set out below. In

the event that Shareholder approval is not obtained, the Related Parties will retain their right to the payments to which they would otherwise be entitled.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the Related Party Shares constitutes giving a financial benefit and Messrs Robert Gardner, Paul Piercy and Jay Stephenson are related parties of the Company by virtue of being Directors

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the Directors are each benefitting from Resolution 3, 4 and 5 (as applicable) on similar terms, a quorum of Directors cannot be constituted to ascertain whether any exceptions set out in sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Related Party Shares to the Related Parties.

3.3 Shareholder Approval (Chapter 2E of the Corporations Act and ASX Listing Rule 10.11)

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Related Party Shares:

- (a) the related parties are Messrs Robert Gardner, Paul Piercy and Jay Stephenson and they are related parties, who are each Directors of the Company;
- (b) the maximum number of Related Party Shares (being the nature of the financial benefit being provided) to be granted to the Related Parties is:
 - (i) 18,025,000 Related Party Shares to Robert Gardner;
 - (i) 10,156,250 Related Party Shares to Paul Piercy; and
 - (ii) 10,156,250 Related Party Shares to Jay Stephenson;
- (c) the Related Party Shares will be granted to the Related Parties no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Related Party Shares will be issued on one date;
- (d) the Related Party Shares will be fully paid ordinary shares in the capital of the Company at a deemed issue price of \$0.008 per Share;
- (e) the deemed issue price of \$0.008 per Share is based on the current market volume weighted average price over 5 days prior to 15 October 2014 of the Company Shares;
- (f) the Related Party Shares will be granted for nil cash consideration, rather they will be issued in partial extinguishment of a debt, and accordingly no funds will be raised;

- (g) the relevant interests of the Related Parties in securities of the Company are set out below:

Related Party	Shares	Options
Robert Gardner	37,850,000	Nil
Paul Piercy	2,750,000	Nil
Jay Stephenson	1,250,000	Nil

- (h) the remuneration and emoluments from the Company to the Related Parties for the previous financial years and the proposed remuneration and emoluments for the current financial year are set out below:

Related Party	Current Financial Year (proposed) \$	Financial Year to June 2014 \$	Financial Year to June 2013 \$
Robert Gardner	50,400	50,400	50,400
Paul Piercy	15,000	30,000	30,000
Jay Stephenson	15,000	30,000	30,000

All Directors fees remain unpaid and accrued. There has been no cash settlement of Directors' fee since November 2011

- (i) if Resolutions 3 to 5 are passed, a total of 38,337,500 Shares would be issued. This will increase the number of Shares on issue from 170,695,886 to 209,033,386 (assuming that no Options are exercised and no Shares, other than those contemplated by Resolutions seven to nine of this Notice, are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 22.50%, comprising 10.60% by Robert Gardner, 5.95% by Paul Piercy, 5.95% Jay Stephenson.
- (j) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price \$	Date
Highest	1.5 cents	23 July 2014
Lowest	0.5 cents	23 April 2014
Last	0.7 cents	14 October 2014

- (k) the Board acknowledges the grant of Related Party Shares to Robert Gardner, Paul Piercy and Jay Stephenson is contrary to Recommendation 8.2 of The Corporate Governance Principles and Recommendations (3rd Edition) as published by The ASX Corporate Governance Council. However, the Board considers the grant of Related Party Shares to Robert Gardner, Paul Piercy and Jay Stephenson reasonable in the circumstances for the reason set out in paragraph (l);
- (l) Robert Gardner declines to make a recommendation to Shareholders in relation to Resolution 3 due to Mr Gardner's material personal interest in the outcome of the Resolution on the basis that Mr Gardner is to be granted Related Party Shares in the Company should Resolution 3 be passed. However, in respect of Resolutions 4 and 5, Mr Gardner recommends that Shareholders vote in favour of those Resolutions for the following reasons:
- (i) the grant of the Related Party Shares is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and

- (ii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Related Party Shares upon the terms proposed;
- (m) Paul Piercy declines to make a recommendation to Shareholders in relation to Resolutions 4 and eight due to Mr Piercy's material personal interest in the outcome of the Resolutions on the basis that Mr Piercy, are to be granted Related Party Shares in the Company should Resolution 4 be passed. However, in respect of Resolutions 3 and 5, Mr Gardner recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (l);
- (n) Jay Stephenson declines to make a recommendation to Shareholders in relation to Resolution 5 due to Mr Stephenson's material personal interest in the outcome of the Resolution on the basis that Mr Stephenson is to be granted Related Party Shares in the Company should Resolution 5 be passed. However, in respect of Resolutions 3 and 4, Mr Stephenson recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (l);
- (o) in forming their recommendations, each Director considered the experience of each other Related Party, the current market price of Shares, the current market practices when determining the number of Related Party Shares to be granted; and
- (p) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions seven to nine.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Related Party Shares to the Related Parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Related Party Shares to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

4. RESOLUTION 6 – SPILL RESOLUTION

As set out above in the Explanatory Statement relating to Resolution 1, the Directors' Report for the year ended 30 June 2014 contains a Remuneration Report which sets out the policy for the remuneration of the Directors and executives of the Company. In accordance with Section 250R(2) of the Corporations Act the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's 2014 Annual Report.

Under changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast are against the adoption of the 2013 Remuneration Report at the 2013 Annual General Meeting, and then again at the 2014 Annual General Meeting, the Company will be required to put this Resolution 6 to the Annual General Meeting, to approve calling a general meeting (Spill Resolution).

At the Company's 2013 annual general meeting, over 25% of the votes cast were against the adoption of the Remuneration Report. Accordingly, if the outcome of Resolution 1 in this Notice of Meeting is such that at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company is required to put the Spill Resolution to the Annual General Meeting.

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene a general meeting (**Spill Meeting**) within 90 days of the Annual General Meeting. All of the Directors who were in office when the Directors' Report was approved, other than the Managing Director (namely Mr Robert Gardner, Mr Paul Piercy and Mr Jay Stephenson) will (if this resolution is approved) need to stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons whose election or re-election as Directors is approved will be the Directors of the Company.

If Mr Jay Stephenson is re-elected at this year's Annual General Meeting (resolution 2, he will need to be re-elected at the Spill Meeting to remain in office after the Spill Meeting if Shareholders vote to move to a Spill Meeting if a "second strike" eventuated.

Shareholders may vote against the adoption of the Remuneration Report (Resolution 1), but may still vote against a Spill Meeting being held. If Resolution 6 is defeated, there will be no Board spill and the current Directors will remain and hold office in accordance with the Constitution of the Company.

As a public company is required to have minimum of three directors, the Corporations Act includes a mechanism to ensure that the Company will have at least three directors (including the Managing Director) after the Spill Meeting. If at the Spill Meeting, three directors are not appointed by ordinary resolution, the persons taken to be appointed are those with the highest percentage of votes favouring their appointment cast at the Spill Meeting on the resolution of their appointment (even if less than half the votes cast on the resolution were in favour of their appointment).

The Board believes the passing of Resolution 6 is not beneficial for the Company as it will create uncertainty as to the future of the Company and, in particular, the continued exploration expenditure on the Company's current assets, including the main project being the Canegrass Project.

Accordingly, the Directors believe that Resolution 6 is NOT in the best interests of the Company and unanimously recommend that Shareholders vote AGAINST this Resolution.

5. ENQUIRIES

Shareholders are requested to contact Mr Jay Stephenson on + 61 8 6141 3500 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of Nickelore Limited.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Nickelore Limited (ACN 086 972 429).

Constitution means Nickelore Limited constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of Nickelore Limited.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice or **Notice of Annual General Meeting** or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2014.

Resolutions means the resolutions set out in the Notice of Annual General Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of Nickelore Limited.

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

PROXY FORM

APPOINTMENT OF PROXY
NICKELORE LIMITED
ACN 086 972 429

ANNUAL GENERAL MEETING

I/We []
of: []
being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:
Name: []

OR: [] the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 1:00pm WST on 21 November 2014 at Level 4, 66 Kings Park Road, West Perth WA 6005, and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote other than Resolutions 1 and 3 to 5 where, if entitled to vote, the Chair intends to vote against.

Table with 5 columns: Resolution, Description, FOR, AGAINST, ABSTAIN. Rows include Adoption of Remuneration Report, Re-election of Director, Issue of Shares to Related Party, etc.

As stated in the notice of meeting, the Directors recommend that you vote AGAINST Resolution 6

Resolution 6 Spill Resolution [] [] []

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Important for Resolutions 1 and 3 to 5

If you have not directed your proxy how to vote as your proxy in respect of Resolutions 1 and 3 to 5 and the Chair is, or may by default be, appointed your proxy, you must mark the box below.

[] I/we direct the Chair to vote in accordance with his/her voting intentions (as set out above) on Resolutions 1 and 3 to 5 (except where I/we have indicated a different voting intention above) and expressly authorise that the Chair may exercise my/our proxy even though Resolutions 1 and 3 to 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If the Chair is, or may by default be, appointed your proxy and you do not mark this box and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolutions 1 and 3 to 5 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 and 3 to 5.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1 [] Shareholder 2 [] Shareholder 3 []
Sole Director/Company Secretary Director Director/Company Secretary

Date: _____

Contact name: _____ Contact ph (daytime): _____

NICKELORE LIMITED

ACN 086 972 429

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to the Company, PO Box 52, West Perth, WA, 6872; or
 - (b) facsimile to the Company on facsimile number +61 86141 3599,so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.