

21 November 2021

## Share Purchase Plan and Placement Supplementary Prospectus

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**Pacific Nickel Mines Limited** (ASX Code: PNM) (**Pacific Nickel** or **Company**) has today lodged a Supplementary Prospectus with ASIC in respect of its Share Purchase Plan (SPP) and Placement.

Authorised by the Board.

For further information please contact:

Mr. Andrew J. Cooke  
Company Secretary  
Email: [acooke@pacificnickel.com](mailto:acooke@pacificnickel.com)

Please visit the company's website at [www.pacificnickel.com](http://www.pacificnickel.com)



PACIFIC NICKEL MINES LIMITED  
ACN 075 613 268

## SUPPLEMENTARY PROSPECTUS

### 1. IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 5 November 2021 (**Prospectus**) issued by Pacific Nickel Mines Limited (ACN 075 613 268) (**Company**).

This Supplementary Prospectus is dated 23 November 2021 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. ASIC, ASX and their respective officers take no responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus is a supplementary document for the purposes of section 719 of the *Corporations Act 2001* (Cth) (**Corporations Act**) and has been lodged with ASIC in accordance with section 719(1) of the Corporations Act.

Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed on the Company's website at [www.pacificnickel.com](http://www.pacificnickel.com).

This is an important document and should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.

### 2. REASONS FOR SUPPLEMENTARY PROSPECTUS

This Supplementary Prospectus has been prepared to:

- (a) notify investors that on 18 November 2021 the Company released two (2) separate market sensitive announcements on the ASX Market Announcements Platform titled:
  - (i) *'Kolosori Nickel Project - Drilling Update'*; and
  - (ii) *'Release of Scoping Study for Kolosori Nickel Project'*;
- (b) notify investors that the clarifications contained in the announcement noted in Section 2(a)(ii) above may be regarded as materially adverse from the point of view of investors; and
- (c) advise accordingly that the Company will treat any applications made under the Prospectus to date in accordance with subsection 724(2) of the Corporations Act, as detailed in Section 3 below.

### 3. RIGHT TO WITHDRAW

In accordance with sections 724(2) of the Corporations Act, any Applicant who, prior to the date of this Supplementary Prospectus, lodged an Application for SPP Shares under the Prospectus, may withdraw their Application and be repaid their Application Amount, provided they give the Company written notice of their wish to do so within 1 month of the date of this Supplementary Prospectus.

Any repayments made by the Company pursuant to an Applicant exercising their right to withdraw their Application will be made in full without interest.

An Applicant who wishes to withdraw their Application and obtain a refund must submit a written request by email to the Company at [acooke@pacificnickel.com](mailto:acooke@pacificnickel.com) so that it is received within 1 month of the date of this Supplementary Prospectus (i.e. **by 5:00pm (AEDT) on 23 December 2021**).

The details for the payment of the refund cheque and address to which it should be sent as set out in the written request must correspond to the details contained in the Application Form lodged by that Applicant.

**If you do not wish to withdraw your Application, you do not need to take any action.**

### 4. NEW APPLICATIONS

All new applications for SPP Shares under the SPP Offer after the date of this Supplementary Prospectus must be made using the Application Form attached to or accompanying this Supplementary Prospectus (**Supplementary Application Form**) and otherwise on the terms set out in the Prospectus.

Applications made after the date of this Supplementary Prospectus must NOT be made on an application form attached to or accompanying the Prospectus. The Supplementary Application Form contains detailed instructions on how it is to be completed.

### 5. AMENDMENTS TO THE PROSPECTUS

As a result of the matters set out in Sections 2 and 3 of this Supplementary Prospectus, the following amendments are made to the Prospectus (as supplemented by the Supplementary Prospectus):

#### 5.1 Timetable

The Company advises that the Closing Date of the SPP Offer has been extended 5:00pm (AEDT) on 30 December 2021, and accordingly the Indicative Timetable as set out on page 4 of the Prospectus is replaced with:

EVENT	DATE
Company enters into a trading halt	Wednesday, 27 October 2021
Placement announced	Friday, 29 October 2021

Record Date for SPP Offer	7.00pm (AEDT) on Monday, 1 November 2021
SPP announced	Tuesday, 2 November 2021
Prospectus lodged with ASIC	Friday, 5 November 2021
Issue of Tranche One Shares	Friday, 5 November 2021
SPP Offer Opening Date	Wednesday, 10 November 2021
Despatch of Prospectus to Eligible Shareholders	Wednesday, 10 November 2021
Proposed General Meeting date	Tuesday, 14 December 2021
Proposed issue date of Tranche Two Shares	Friday, 17 December 2021
SPP Offer Closing Date	5:00pm (AEDT) on Thursday, 30 December 2021
Announce completion of SPP Offer to ASX	Wednesday, 5 January 2022
Issue date for SPP Shares	Monday, 10 January 2022
Quotation of SPP Shares	Tuesday, 11 January 2022

## 5.2 Date Updates

As a result of the change in the Indicative Timetable, the following dates in the Prospectus are updated as follows:

- (a) in Section 1.6 (Chairman's Letter), on page 12 of the Prospectus:
  - (i) the dates set out in the indicative timetable are updated to reflect the timetable in Section 5.1 of this Supplementary Prospectus; and
  - (ii) the scheduled closing date of the SPP Offer is updated to "*5.00pm (AEDT) on Thursday, 30 December 2021*";
- (b) in Section 2.1 (SPP Offer):
  - (i) on page 16 of the Prospectus, the Key Dates timetable is updated to reflect the timetable in Section 5.1 of this Supplementary Prospectus; and
  - (ii) on page 17 of the Prospectus, the SPP Offer will close at "*5:00pm (AEDT) on Thursday, 30 December 2021*"; and
- (c) in Section 10, the definition of Closing Date be updated to "*5.00pm (AEDT) on Thursday, 30 December 2021*".

## 6. CONSENTS

The Company confirms that as at the date of this Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Prospectus have not withdrawn that consent.

## 7. DIRECTORS' AUTHORISATION

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with the ASIC.



**Mr Terry Cuthbertson**

**Chairman**



PNM

MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

X 9999999991

I N D

Entitlement No: 12345678



**CLOSING DATE:**

**Your payment must be received  
by 5:00pm (AEDT) Thursday, 30  
December 2021**

## Share Purchase Plan Application Form

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details above. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Pacific Nickel Mines Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Pacific Nickel Mines Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that:

- You are not applying for New Shares with an application price of more than \$25,000 under the SPP Offer (including by instructing a Custodian to acquire New Shares on your behalf under the SPP Offer); and
- The total of the application price does not exceed \$25,000 in relation to:
  - a) the New Shares that are the subject of this application; and
  - b) any other Shares issued to you under the SPP Offer or any similar arrangement in the 12 months before the application (excluding Shares applied for but not issued).

Pacific Nickel Mines Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Pacific Nickel Mines Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Pacific Nickel Mines Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Pacific Nickel Mines Limited does not notify you of that event.

### Registration Name & SPP Offer Details

Details of the shareholding and the SPP Offer are shown above.

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect.

If you have a CHESSE sponsored holding, please contact your Controlling Participant to notify a change of address.

#### BPAY

Make your payment via BPAY® either online or by phone with your bank using the payment details above. If you have any queries or need assistance, please contact the Company between the hours of 8:30am and 5:30pm (AEDT), Monday to Friday at [acooke@pacificnickel.com](mailto:acooke@pacificnickel.com).

Neither Computershare Investor Services Pty Limited (CIS) nor Pacific Nickel Mines Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by the closing date. Eligible Shareholders should use the customer reference number shown on this Application Form when making a BPAY payment.

#### Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuer (the **issuer**), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing [privacy@computershare.com.au](mailto:privacy@computershare.com.au). We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at [www.computershare.com/au/privacy-policies](http://www.computershare.com/au/privacy-policies).

### Make Your Payment:

Note that shares may be purchased in parcels of \$1,000 or \$2,000 or \$5,000 or \$10,000 or \$15,000 or \$25,000 at an offer price of \$0.10 per share. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.



Billers Code: 370262  
Ref No: 1234 5678 9123 4567 89

### SPP Offer Details:

Minimum value available to purchase:	<b>\$1,000</b>
Maximum value available to purchase:	<b>\$25,000</b>

### Record Date:

**7:00pm (AEDT) Monday,  
1 November 2021**