
Additional AGM Resolution

Perth, AUSTRALIA – 18 August 2014: Mirabela Nickel Limited (**Mirabela** or the **Company**) (ASX: MBN) wishes to advise that an additional resolution will be considered at the Annual General Meeting (**AGM**) to be held on Tuesday 26 August 2014 at 9:00am at Level 31, Allendale Square, 77 St Georges Terrace, Perth, Western Australia.

Mr Alastair Michael McKeever was appointed as an additional non-executive director of Mirabela as a casual appointment by the Mirabela board of directors on 6 August 2014. Pursuant to ASX Listing Rule 14.4, a director appointed to fill a casual vacancy or as an addition to the board must not hold office, without re-election, past the next annual general meeting of the entity.

The appointment of Mr McKeever as a director occurred after the Notice of Meeting was despatched. Accordingly, Mr McKeever's retirement and offer for election was not able to be dealt with in the Notice of Meeting. Section 250R(1)(b) of the *Corporations Act 2001* (Cth) provides that the business of an AGM may include the election of directors even if not referred to in the Notice of Meeting. Therefore, an additional Resolution 5, relating to the election of Mr McKeever, will be put to the Mirabela shareholders at the AGM as an item of general business. An updated proxy form is attached to this announcement.

Resolution 5 to be put to the meeting is as follows:

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Mr McKeever, who retires in accordance with Rule 7.3(g) of the Constitution and being eligible, offers himself for election, is elected as a Director."

The Board considers that there is not sufficient time for the Company to issue an addendum to the Notice of Meeting to include the new Resolution 5. However, the Board provides the following information to shareholders with respect to Resolution 5.

Resolution 5 – Election of Mr Alastair Michael McKeever

Background

Mr McKeever was appointed to the Board as a non-executive Director of Mirabela on 6 August 2014. Pursuant to Rule 7.3(g) of the Company Constitution, as a Board appointee, Mr McKeever must retire from the office at the AGM and is eligible for election. Being eligible, Mr McKeever offers himself for election at the AGM.

Biography

Mr Alastair Michael McKeever – BA (Economics, Classics) – Non-executive Director

Mr. McKeever is a research team leader in Guggenheim Partners Investment Management's Corporate Credit Group, which he joined in 2007. Mr. McKeever leads the research team that is responsible for sourcing, analyzing, executing and managing investments across the capital structure in the metals & mining, energy, industrials, building products and education industries. Mr. McKeever received a B.A. in Economics and Classics from the University of North Carolina at Chapel Hill, where he was a Morehead-Cain scholar.

Mr McKeever has been a non-executive Director of Mirabela since 6 August 2014 and is currently a member of the Nomination and Remuneration Committee.

Directors' Recommendation

Other than Mr McKeever who has a material personal interest in the outcome of Resolution 5, the Directors unanimously recommend that the shareholders vote in favour of Resolution 5.

Voting

Shareholders may vote on Resolution 5 by attending the AGM in person and voting, or by submitting a proxy vote.

Shareholders who wish to submit a proxy vote in relation to Resolution 5 may do so by submitting the attached new proxy form which includes Resolution 5. Alternatively, shareholders may obtain a new proxy form by contacting the Company at the contact details set out below.

All proxy forms must be received by the Company by no later than 9:00am (Perth time) Friday 22 August 2014 by mail to Advanced Share Registry Ltd, PO Box 1156, Nedlands, Western Australia, 6909; or delivered to Advanced Share Registry Limited, 150 Stirling Highway, Nedlands, Western Australia or by facsimile to Advanced Share Registry Limited at +61 8 9389-7871.

The inclusion of Resolution 5 does not affect the validity of the proxy form attached to the Notice of Meeting or any proxy votes made and received pursuant to that proxy form.

Contact Details

Mirabela Nickel Limited

Telephone: +61 8 9324 1177

info@mirabela.com.au

MIRABELA NICKEL LIMITED
ABN 23 108 161 593
PROXY FORM

I/We (name of Shareholder)
of (address)

being a member/members of Mirabela Nickel Limited APPOINT:

(name).....
of (address)

and/or failing him/her (name)
of (address)

or failing that person then the chairman of the Annual General Meeting (**Meeting**) as my/our proxy to act generally for me/us and to vote in accordance with the following directions or, if no directions are given, as the proxy sees fit at the Annual General Meeting of the Company to be held at **9:00am (Perth Time) on Tuesday, 26 August 2014** at **Level 31, Allendale Square, 77 St Georges Terrace, Perth, Western Australia** and at any adjournment of the Meeting. **This proxy is solicited on behalf of management of Mirabela Nickel Limited.**

Important: If the chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on the Resolutions, please place a mark in the box to the left. By marking the box, you expressly appoint the chairman of the Meeting as your proxy and authorise the chairman to exercise your vote by proxy on Resolutions 1, 2, 3, 4 and 5 as the chairman sees fit (except where you have indicated a different voting intention below). If you do not mark the box, and you have not directed your proxy how to vote, the chairman of the Meeting will not cast your votes by proxy and your votes by proxy will not be counted in computing the required majority if a poll is called.

Important: The chairman of the Meeting intends to vote all undirected proxies IN FAVOUR of Resolutions 1, 2, 3, 4 and 5 (inclusive) where authorised to do so.

Should you desire to direct your proxy as to how to vote, you should place a cross in the appropriate boxes below and your proxy will vote in accordance with your instructions:

I/We direct my/our Proxy to vote in the following manner:

| | | For | Against | Abstain |
|---------------------|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Election of Mr Richard Newsted as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Election of Mr Ross Edward Griffiths as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Election of Mr Mark Francis Milazzo as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Election of Mr Alastair Michael McKeever as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

If no directions are given my/our proxy may vote as my/our proxy thinks fit or may abstain.

*The proxy is appointed to represent _____% of my/our voting right or if two proxies are appointed proxy 1 represents _____% and proxy 2 represents _____% of my/our total votes.
My/our total voting right is _____ shares.*

By:

| Shareholder 1 (individual) | Joint Shareholder 2 (individual) | Joint Shareholder 3 (individual) |
|---|--|----------------------------------|
| | | |
| Sole Director and Sole Company Secretary | Director/Company Secretary (delete one) | Director |

This proxy is dated _____, 2014.

Proxy Notes

A Shareholder entitled to attend and vote at the Meeting may appoint any person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting (other than any person named as proxy herein) by completing the information at the top of this proxy form. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged the Power of Attorney with the registry, or alternatively, attach a certified photocopy, of it to this Proxy Form when you return it.

Companies: where the company has a sole director who is also a sole company secretary, this form must be signed by that person. Otherwise this form must be signed by a Director jointly with either another director or company secretary. Please indicate the office held by signing in the appropriate space. This form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce a certificate of appointment of corporate representative prior to admission in accordance with the Notice. A form of the certificate may be obtained from the Company's share registry (details above).

This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting, and in respect of matters for which no direction is given.

Proxy Forms (and the Power of Attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by the Company prior to **9:00 a.m. (Perth time) on Friday, 22 August 2014** by mail to Advanced Share Registry Limited, PO Box 1156, Nedlands, Western Australia, 6909 or delivered to Advanced Share Registry Limited, 150 Stirling Highway, Nedlands, Western Australia or by facsimile to Advanced Share Registry Limited at +61 8 9389-7871

This proxy should be read with the accompanying Notice of Meeting and Explanatory Memorandum.