

**PELICAN RESOURCES LIMITED**

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**Capital:**

Ordinary shares: 361,923,540

**HIGHLIGHTS**

- Negotiations on sale of Pelican's interest in Sibuyan Nickel Properties Development Corporation to Dynamo Atlantic Limited continued throughout the period.
- The Romblon Project site continued on care and maintenance with the result of the representation made on the lifting of the Cease and Desist Order (CDO) issued by the Mines and Geosciences Bureau (MGB) of the Department of Environment and Natural Resources (DENR) in September 2011. Counsel for SNPDC has been pursuing all legal avenues with respect to the appeal to the MGB and DENR to lift the CDO still pending.
- The Cockatoo Island project was purchased by Pluton Resources Limited (Pluton) and its joint venture partner Wise Energy from Cliffs Asia Pacific Iron Ore Pty Ltd in September 2012. Bryan Hughes and Daniel Bredenkamp of Pitcher Partners act as Receivers and Managers of Pluton with all project operations under their control.
- Deed of Company Arrangement ("DOCA") proposal from World System Capital Investment Limited (BVI) for the restructure of Pluton executed on 6 January 2016 and varied. An initial payment of \$3.5 million under the DOCA received by Deed Administrator.

**REPUBLIC OF THE PHILIPPINES**

**SALE OF SIBUYAN NICKEL PROPERTIES DEVELOPMENT CORPORATION**

On 25 June 2015, the Company announced that it had concluded negotiations for the sale of Sibuyan Nickel Properties Development Corporation ("SNPDC"), the beneficial owner of the Romblon Project located on Sibuyan Island in the Romblon Province in the Philippines and entered into a Memorandum of Understanding ("MOU") with Dynamo Atlantic Limited, a BVI registered company ("Dynamo").

Under the terms of the MOU, Dynamo has agreed to purchase SNPDC for a purchase price of \$A4.70 million ("Consideration") payable in cash as follows:

- an initial payment of \$A470,000 as a non-refundable deposit which was received by the Company on signing of the MOU;
- a second payment of \$A940,000 was received by the Company on Dynamo completing technical, legal and financial due diligence investigations; and
- on completion of sale and transfer of 100% ownership of SNPDC, a final payment of \$A3,290,000.

Dynamo further agreed to grant a 2.5% royalty on net income generated by SNPDC from any operations undertaken on Sibuyan Island.



Pelican has previously reported attempts to secure the support of its venture partner, Acacia Resources Inc. (“AAR”) for sale of SNPDC. Pelican has made a number of proposals in an attempt to secure AAR’s support for sale of SNPDC, which have been unsuccessful.

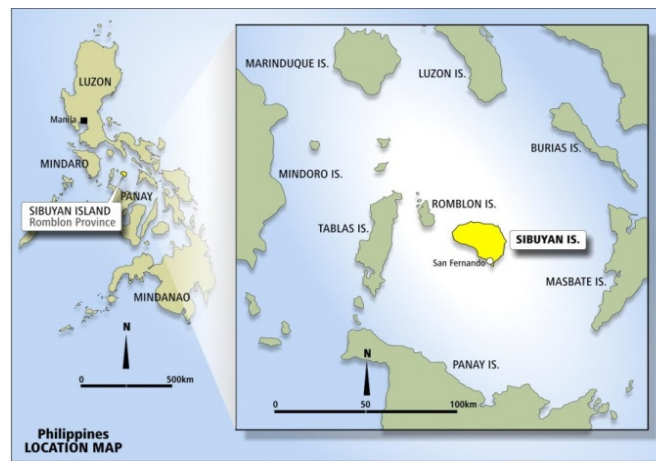
Pelican and Dynamo have continued with negotiations to structure a transaction that complies with the terms of the MOU. Pelican has prepared a formal Share Sale Agreement (“SSA”) that facilitates the transfer its interests in SNPDC to Dynamo. The draft SSA has been provided to Dynamo. Legal counsel representing Dynamo is conducting a legal review of the SSA. The SSA cannot be concluded until negotiations with Dynamo in relation to the transfer of Pelican’s interest in SNPDC are finalised.

The sale of Pelican’s interest in SNPDC constitutes a disposal of main undertaking pursuant to the Listing Rule 11.2, therefore the Company will seek shareholder approval for the disposal at a shareholder meeting to be held later this year. On execution of a formal sale agreement for the transfer Pelican’s interest in SNPDC, Pelican will commence preparing notice of meeting materials seeking shareholder approval for the disposal.

### **ROMBLON PROJECT, SIBUYAN ISLAND, ROMBLON PROVINCE (MPSA No. 3042009-IVB)**

Interest: MPSA 3042009-IVB

The Romblon Project, on Sibuyan Island in the Romblon Province in the Philippines, is being evaluated as a source of direct shipping lateritic nickel ore (DSO). The nickel resource explored by two Japanese nickel companies in 1972 is covered by a Mineral Production Sharing Agreement (MPSA). The project is still in the process of being evaluated and also transferred from Altai Resources Philippines Inc. (Altai), the original applicant of the MPSA, to SNPDC.



Further exploration is required to fully evaluate the laterite nickel resource but the project is currently on care and maintenance due to a Cease and Desist Order (CDO) issued in September 2011 by the Mines and Geosciences Bureau (MGB) of the Department of Environment and Natural Resources (DENR). Counsel for SNPDC is pursuing all legal avenues with respect to the appeal to the MGB and DENR to lift the CDO.

The MGB and DENR are currently focused on reviewing a map issued during the current quarter by the Mineral Industry Coordinating Council (MICC) that specifies Go and No-Go Zones for mining throughout the Philippines. The map is a draft proposal that does not take into consideration approved Exploration Permits, MPSA’s and existing mining operations. Approvals for new mining projects are expected to be deferred until the Go and No-Go Zones are finalised along with implementation rules and regulations. Counsel for SNPDC has advised that approved MPSA’s should be included in Go Zones.

Additional issues such as revised mining tax regulations, Minahang Bayan Zones (Small Scale Mining) and domestic processing of DSO are currently being reviewed by various Government departments. New mining exploration projects are expected to be delayed until all issues are resolved by the current Administration. Projects with an approved MPSA or Foreign Technical Assistance Agreement (FTAA) can proceed with



approvals to develop mining and plant operations. A new laterite nickel project in the Province of Agusan del Norte was commissioned in 2014 and existing mining operations have been allowed to apply for expansions of their MPSA's and Environmental Compliance Certificates (ECC's).

The Company held discussions with several local companies currently involved in nickel laterite mining in an effort to identify a potential joint venture partner for the Romblon Project,. The Company believed that involvement of an active local mining company in the project could potentially assist in the permitting process and Local Government Unit (LGU) support for the project. An interested party which had previously conducted a site visit to the Romblon Project, submitted a revised draft joint venture term sheet during the quarter. Another party which had previously submitted a draft proposal for a 90-day due diligence period with exclusive rights to negotiate an agreement, also submitted a revised draft proposal during the quarter. These proposals were reviewed and compared to the Dynamo proposal to acquire SNPDC, and the directors concluded the Dynamo proposal was superior.

Interest in laterite nickel resources in the Philippines has increased since Indonesia banned the export of DSO on 12 January 2014. The FOB price of laterite nickel DSO rose to a 6 year high during the first half of 2014. Prices declined during the current quarter as demand for nickel products in China decreased and some DSO is being replaced by other nickel products such as FeNi, nickel concentrates and nickel metal. It is expected that DSO prices will decrease or be relatively flat in the next two quarters as exports from the Philippines will increase due to improved weather and sea conditions in the mining areas of Mindanao and Dinagat Islands.

An internal study into nickel laterite processing through the use of direct reduction technology is ongoing along with discussions with local companies with processing experience. A new bill has been submitted to the Senate that proposes a ban on DSO similar to the Indonesian legislation. It is expected that there will be an implementation period of about 5 years if the bill is approved.

During 2014, the MICC approved a Minahang Bayan Zone in Eastern Leyte and Samar for Black (Iron) Sand Mining but the product must be processed domestically. It is anticipated that all new Minahang Bayan Zones will be subject to the same regulations. The MGB and DENR are preparing implementation rules and regulations for Minahang Bayan. Currently on gold, silver and chromite are allowed to be mined in Minahang Bayan Zones but the Government intends to include iron sand in the revised regulations.

As previously reported all project development field work continued on hold to minimise expenses in the Philippines.

#### **MABUHAY PROJECT, SURIGAO DEL NORTE PROVINCE, MINDANAO ISLAND (MPSA APPLICATION No. 000029-X)**

Operator: Wallaby Corporation a subsidiary of Rugby Mining Limited

During the previous quarter Pelican reached agreement for the sale of it's residual interest in Mabuhay Project to Rugby Mining.

#### **WESTERN AUSTRALIA**

##### **KIMBERLEYS**

##### **COCKATOO ISLAND PROJECT, KIMBERLEYS (M04/235)**

Interest: 100%

Operator: Pluton Resources Limited (Receivers and Managers Appointed)(Subject to Deed of Company Arrangement)

On 5 October 2015 Sam Marsden and Derrick Vickers of PricewaterhouseCoopers ("PWC") were appointed as Voluntary Administrators of Pluton Resources Limited ("Pluton") following the resignation of Vincent Smith and Samuel Freeman of EY.



Bryan Hughes and Daniel Bredekamp of Pitcher Partners continued to act as Receivers and Managers of Pluton. Throughout the quarter the assets and undertakings of Pluton remained subject to the Receivers' appointment and all operations of Pluton were under the control of the Receivers.

A second meeting of creditors of Pluton was held on 9 December 2015 at which creditors voted in favour of the proposal for the Deed of Company Arrangement (DOCA) proposal from World System Capital Investment Limited (BVI) ("WSCCI"), a related entity of General Nice Recursos Comercial Offshore De Macau Limitada.

On 6 January 2016 PWC announced that Pluton and WSCCI executed the DOCA on 4 January 2016. On execution of the DOCA, Sam Marsden and Derrick Vickers retired as Joint and Several Voluntary Administrators of Pluton and were appointed Joint and Several Deed Administrators.

WSCCI notified the Deed Administrators that it was unable to comply with the terms of the DOCA by 31 March 2016 (the original end date specified in the DOCA) and requested a meeting of creditors be convened on 8 April 2016 to consider a variation to the terms of the DOCA. The meeting of creditors was further postponed to 9 May 2016 to allow WSCCI sufficient time to confirm funding arrangements to meet its obligations under the DOCA. At the meeting of creditors the Deed Administrators confirmed that \$3.5 million had been received from WSCCI which was subsequently applied to priority creditors and to the KordaMentha receivership creditors.

The Company received \$252,994 representing full settlement of outstanding royalty payments incurred during the period that KordaMentha was acting as Receiver and Manager of Pluton. On receipt of the payment from KordaMentha, Pelican withdrew the Writ of Summons with Endorsement of Claim that was lodged with the Supreme Court of Western Australia.

There were no shipments of ore completed during the quarter.

The total of all outstanding royalty payments is \$910,153.

## **USA**

### **SAN MARCOS GOLD PROJECT, ARIZONA**

Pelican has no further rights in connection with the Agreement or the San Marcos Gold Project.

The process to dissolve Dore 5 Resources was completed during the quarter.

## **RELINQUISHMENTS**

Nil.

## **NEW ACQUISITIONS**

Nil

## **CORPORATE**

### **BUSINESS DEVELOPMENT**

The Company continues to actively investigate new business development opportunities with a focus on low entry cost projects. As and when acquisitions are completed, the Company will make announcements to the market at appropriate times.



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#### Competent Person's Statement

*The information in this Report that relates to Mineral Resources is based on, and accurately reflects, the information compiled by Dr John Hills a consultant to Pelican Resources Limited. Dr Hills is a member of the Australasian Institute of Mining and Metallurgy, respectively. Dr Hills has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activities which they are undertaking to qualify as a Competent Person as defined in the 2004 edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Dr Hills consents to the inclusion in this report of the matters based on the information in the form and context in which it appears.*

