



**MIRABELA NICKEL**  
LTD

ABN 23 108 161 593

Level 21, Allendale Square  
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Perth WA 6000

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**26 May 2009**

Manager Announcements  
Company Announcements Office  
Australian Securities Exchange  
20 Bridge Street  
SYDNEY NSW 2000

*Via electronic lodgement*

## **NOTICE OF GENERAL MEETING**

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**PERTH, AUSTRALIA.**

Attached please find a Notice of Meeting seeking shareholder approval for the ratification of issue of shares and the approval of options, as required under ASX listing rules. The meeting is to be held on 25 June, 2009 at 11:00am (Perth time), and will be held at Level 31 Allendale Square, 77 St Georges Terrace, Perth WA 6000.

***For and on behalf of the Board***



# **MIRABELA NICKEL**

**LTD**

**ABN 23 108 161 593**

**NOTICE OF MEETING**

**AND**

**EXPLANATORY MEMORANDUM**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**

**in respect of a**

**GENERAL MEETING OF SHAREHOLDERS**

**to be held on 25 June 2009**

**As at and dated 21 May 2009**

## **IMPORTANT INFORMATION**

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

**MIRABELA NICKEL LIMITED**  
**ABN 23 108 161 593**

**NOTICE OF MEETING**

**NOTICE IS HEREBY GIVEN** that a general meeting (the "**Meeting**") of holders (the "**Shareholders**") of ordinary shares of Mirabela Nickel Limited ABN 23 108 161 593 (the "**Company**") will be held at Level 31, Allendale Square, 77 St Georges Terrace, Perth 6000, Western Australia on 25 June 2009 at 11:00am (**Perth time**), for the purpose of transacting the following business.

Certain abbreviations and other defined terms are used throughout this Notice of Meeting and accompanying documents. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary attached to the accompanying Explanatory Memorandum and Management Information Circular.

**Resolution 1 – Ratification of Issue of Shares**

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

*“That for the purposes of Listing Rule 7.4 and for all other purposes, the Company approves and ratifies the issue of a total of 32,445,275 ordinary shares on or about 17 April 2009 to the persons and on the terms set out in the Explanatory Memorandum accompanying this Notice.”*

**Voting Exclusion:** The Company will disregard any votes cast on this resolution by any person who participated in the issue and any of their associates. However, the Company will not disregard a vote if it is cast by a person as 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 a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**Resolution 2 – Approval of Issue of Options to WestLB AG**

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

*“That for the purposes of Listing Rule 7.1 and for all other purposes, the Company approves the issue of a total of 750,000 unquoted options to acquire ordinary shares to WestLB AG (or its nominee(s)) on the terms set out in the Explanatory Memorandum accompanying this Notice.”*

**Voting Exclusion:** The Company will disregard any votes cast on this resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares of the Company, if the resolution is passed, and any of their associates. However, the Company will not disregard a vote if it is cast by a person as 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 a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**Resolution 3 – Ratification of Issue of Shares**

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

*“That for the purposes of Listing Rule 7.4 and for all other purposes, the Company approves and ratifies the issue of a total of 5,000,000 ordinary shares on or about 18 May 2009 to the persons and on the terms set out in the Explanatory Memorandum accompanying this Notice.”*

**Voting Exclusion:** The Company will disregard any votes cast on this resolution by any person who participated in the issue and any of their associates. However, the Company will not disregard a vote if it is cast by a person as 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 a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Shareholders are referred to the Explanatory Memorandum and Management Information Circular for more information with respect to the matters to be considered at the Meeting.

If you are a registered Shareholder of the Company and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in accordance with its instructions in accordance with the following:

1. in respect of Shareholders registered on the Company's Australian share register, not later than 48 hours prior to the Meeting by mail to PO Z5184, Perth, 6831, Western Australia or by facsimile at (08) 9324 2171 or deliver to the registered office of the Company at Level 21, Allendale Square, 77 St Georges Terrace, Perth, Western Australia, 6000;
2. in respect of Shareholders registered on the Company's Canadian register, not later than 48 hours prior to the Meeting by mail to Equity Transfer & Trust Company, attention Proxy Department, at 200 University Avenue, Suite 400, Toronto, Ontario, M5H 4H1 or by facsimile at +416 361 0470.

If you are a beneficial Shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary.

The directors of the Company have fixed 26 May 2009 as the record date for Shareholders on the Canadian register that are entitled to receive notice of the Meeting, and 5.00pm (**Perth time**) on 23 June 2009 as the record date for Shareholders entitled to vote at the Meeting.

**By Order of the Board of Directors**



Mr Stephen Hills  
Company Secretary

Dated: 21 May 2009

**MIRABELA NICKEL LIMITED**  
**ABN 23 108 161 593**

**EXPLANATORY MEMORANDUM AND MANAGEMENT INFORMATION CIRCULAR**

This Explanatory Memorandum and Management Information Circular is furnished in connection with the solicitation of proxies by Mirabela Nickel Limited ("**Mirabela**" or the "**Company**") for use at the general meeting of the holders of the ordinary shares (the "**Shares**") of the Company (the "**Shareholders**") to be held on 25 June 2009 at 11:00 am Perth time, and any adjournment thereof (the "**Meeting**"), at the place and for the purposes set forth in the accompanying Notice of Meeting.

**EXPLANATORY MEMORANDUM**

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the matters set forth in the notice of meeting attached hereto (the "**Notice**") for approval at the Meeting. The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision regarding the matters set forth in the Notice.

**Resolution 1: Ratification of Issue of Shares**

***Background***

On 4 March 2009, the Company announced, among other things, that it was proposing to undertake a public offering in Canada of subscription receipts (each subscription receipt entitling the holder to receive one Share for no additional consideration) ("**Public Offer**") and a concurrent private placement of Shares outside of Canada (principally in Australia and Asia) ("**Private Placement**"). The Public Offer comprised an offer of 120,000,000 subscription receipts at an issue price of C\$1.00 each for gross proceeds of C\$120,000,000 while the Private Placement comprised an issue of 32,445,275 Shares at an issue price of A\$1.20 each for gross proceeds of A\$38,934,330.

There were a number of conditions that had to be satisfied in order for the completion of the Public Offer and Private Placement. The Company announced on 9 April 2009 that all these conditions (including the obtaining of shareholder approval on 19 March 2009 for the issue of the Shares underlying the subscription receipts the subject of the Public Offer) had been satisfied.

Accordingly, the Public Offer was completed and subscription receipts converted to Shares on or about 9 April 2009 and the Shares the subject of the Private Placement were issued on or about 17 April 2009. Unlike the issue of Shares underlying the subscription receipts, the issue of Shares the subject of the Private Placement were not subject to any prior shareholder approval. The Company is now seeking, pursuant to Resolution 1, shareholder approval for the ratification of the issue of the 32,445,275 Shares in order to preserve the Company's 15% placement capacity available under Listing Rule 7.1 (described in further detail below).

***The Resolution***

Resolution 1 seeks shareholder approval for the ratification of the issue of the 32,445,275 Shares referred to above, pursuant to Listing Rule 7.4.

Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period any equity securities if the number of those securities exceeds 15% of the total number of ordinary securities on issue at the commencement of that 12 month period. One such exception is an issue of securities which has been approved by shareholders in general meeting. Listing Rule 7.4 provides that an issue made within the 15% limit will be treated as having been made with prior shareholder approval for the purpose of Listing Rule 7.1 if it is subsequently approved by shareholders in general meeting.

Accordingly for the purposes of Listing Rule 7.4, the Company seeks shareholder approval for the ratification of the issue of the 32,445,275 Shares referred to above in order to renew (to the extent of such Shares) the Company's 15% placement capacity available under Listing Rule 7.1.

The following information is provided to Shareholders pursuant to, and in accordance with, Listing Rule 7.5:

- (a) The number of Shares allotted and issued was 32,445,275.
- (b) The Shares were issued at an issue price of AUD\$1.20 each.

- (c) The Shares issued are fully paid ordinary shares which rank pari passu with existing Shares.
- (d) The allottees of the Shares were institutional and high net worth clients of Macquarie Capital Advisers Limited and Argonaut Securities Pty Limited.

The allottees are not related parties of the Company.

- (e) The funds raised from the issue of the Shares will be used towards repayment of the Company's bridge loan, remedying the Company's working capital deficit, completion of the Company's Santa Rita project, payment of tax and other obligations and the provision of working capital generally.

## **Resolution 2: – Approval of Issue of Options to WestLB AG**

### ***Background***

On 9 April 2009, the Company announced that it had entered into a credit agreement ("**Amended Senior Loan Agreement**") with, among others, Barclays Bank plc, Credit Suisse International, WestLB AG ("**WestLB**"), Caterpillar Financial Services Corporation and Bayerische Hypo-und Vereinsbank AG as lenders, for a non-revolving term loan in the aggregate principal amount of US\$190,000,000 ("**Senior Loan**").

In connection with the execution of the Amended Senior Loan Agreement, the Company agreed to issue WestLB (or its nominee(s)) 750,000 options exercisable at AUD\$3.00 each. The options are subject to the first drawdown of funds under the Senior Loan and will expire on 7 July 2013.

The terms and conditions of the options are contained in Annexure A to this Explanatory Memorandum and Management Information Circular.

### ***The Resolution***

Resolution 2 seeks shareholder approval for the issue of the 750,000 options referred to above, pursuant to Listing Rule 7.1.

Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period any equity securities if the number of those securities exceeds 15% of the total number of ordinary securities on issue at the commencement of that 12 month period.

While the issue of the 750,000 options referred to above does not represent greater than 15% of the Company's issued capital, the Company seeks shareholder approval for the issue of the options in order to maintain the Company's 15% placement capacity available under Listing Rule 7.1.

The following information is provided to Shareholders pursuant to, and in accordance with, Listing Rule 7.3:

- (a) The maximum number of options to be issued is 750,000.
- (b) The options will be issued for nil cash consideration.
- (c) The options will be issued on one date no later than 3 months after the date of the meeting (or such later date to the extent permitted by an ASX waiver under the Listing Rules).
- (d) The options are exercisable at a price of AUD\$3.00 each and expire on 7 July 2013. The terms and conditions of the options are contained in Annexure A to this Explanatory Memorandum and Management Information Circular.
- (e) The allottee of the options will be WestLB AG, New York Branch (or its nominee(s)). The allottee is not a related party of the Company.
- (f) No funds will be raised from the issue of the options.

## **Resolution 3: Ratification of Issue of Shares**

### ***Background***

On 13 May 2009, the Company announced the placement of 5,000,000 Shares to a number of institutional investors at

an issue price of AUD\$2.15 each to raise AUD\$10,750,000. The Shares were issued on or about 18 May 2009.

The funds raised from this placement will be used as additional working and development capital for the Company's Santa Rita project.

### ***The Resolution***

Resolution 3 seeks shareholder approval for the ratification of the issue of the 5,000,000 Shares referred to above, pursuant to Listing Rule 7.4.

Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period any equity securities if the number of those securities exceeds 15% of the total number of ordinary securities on issue at the commencement of that 12 month period. One such exception is an issue of securities which has been approved by shareholders in general meeting. Listing Rule 7.4 provides that an issue made within the 15% limit will be treated as having been made with prior shareholder approval for the purpose of Listing Rule 7.1 if it is subsequently approved by shareholders in general meeting.

Accordingly for the purposes of Listing Rule 7.4, the Company seeks shareholder approval for the ratification of the issue of the 5,000,000 Shares referred to above in order to renew (to the extent of such Shares) the Company's 15% placement capacity available under Listing Rule 7.1.

The following information is provided to Shareholders pursuant to, and in accordance with, Listing Rule 7.5:

- (a) The number of Shares allotted and issued was 5,000,000.
- (b) The Shares were issued at an issue price of AUD\$2.15 each.
- (c) The Shares issued are fully paid ordinary shares which rank pari passu with existing Shares.
- (d) The allottees of the Shares were institutional and high net worth clients of Macquarie Capital Advisers Limited and Argonaut Securities Pty Limited.

The allottees are not related parties of the Company.

- (e) The funds raised from the issue of the Shares will be used as additional working and development capital for the Company's Santa Rita project.

### **Other Business**

Management is not aware of any other business to come before the Meeting other than as set forth in the accompanying Notice. If any other business properly comes before the Meeting, it is the intention of the persons named in the form of proxy to vote the Shares represented thereby in accordance with their best judgment on such matter.

## MANAGEMENT INFORMATION CIRCULAR

The Company is a reporting issuer in Canada. Accordingly, pursuant to the requirements of National Instrument 51-102 - *Continuous Disclosure Obligations* of the Canadian Securities Administrators, the following disclosure is required to be included with this Explanatory Memorandum.

### Purpose of Solicitation

This Information Circular is furnished in connection with the solicitation of proxies by the management of the Company for use at the Meeting. The Meeting will be held at Level 31, Allendale Square, 77 St Georges Terrace, Perth 6000, Western Australia, on Thursday, 25 June 2009 at 11:00 am Perth time, for the purposes set forth in the Notice accompanying this Explanatory Statement and Management Information Circular.

Solicitation of proxies will be primarily by mail but may also be by telephone, facsimile or in person by directors, officers and employees of the Company who will not be additionally compensated therefore. Brokers, nominees or other persons holding Shares in their names for others shall be reimbursed for their reasonable charges and expenses in forwarding proxies and proxy material to the beneficial owners of such shares. The costs of soliciting proxies will be borne by the Company.

### Appointment of Proxies by Registered Shareholders

Enclosed herewith is a form of proxy for use at the Meeting. **A Shareholder has the right to appoint up to two persons (who need not be Shareholders) to attend and act for the Shareholder and on the Shareholder's behalf at the Meeting other than the person designated in the form of proxy and may exercise such right by inserting the full name of the desired person(s) in the blank space provide in the form of proxy.**

A proxy will not be valid unless it is signed by the Shareholder or by the Shareholder's attorney duly authorized in writing. If the Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at the Meeting, the representative of the body corporate must produce the Certificate of Appointment of Representative prior to admission. A person executing a proxy, or acting, on behalf of a corporation or another individual must provide documentation evidencing his or her authority to sign the proxy or act on behalf of the Shareholder at the Meeting, as the case may be.

If the Shareholder is entitled to cast two or more votes at the Meeting the Shareholder may appoint not more than two proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes.

The proxy to be acted upon must be delivered: (a) in respect of Shareholders registered on the Company's Australian share register, prior to 11:00 am (Perth time) on 23 June 2009, by mail to PO Box Z5184, Perth, 6831, Western Australia or by facsimile at (08) 9324 2171 or by delivery to the registered office of the Company at Level 21, Allendale Square, 77 St Georges Terrace, Perth, Western Australia, 6000; and (b) for Shareholders registered on the Company's Canadian share register, not later than 48 hours prior to the Meeting or any adjournment thereof (excluding Saturday, Sunday and holidays) by mail to Equity Transfer & Trust Company, attention Proxy Department, at 200 University Avenue, Suite 400, Toronto, Ontario, M5H 4H1 or by facsimile at +416 361 0470.

### Revocation of Proxies

A Shareholder executing and delivering a proxy has the power to revoke it in accordance with the provisions of the Corporations Act, which provides that every proxy may be revoked by an instrument in writing executed by the Shareholder or by his or her attorney authorised in writing and delivered either to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is to be used, or to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner permitted by law.

### Voting of Proxies

The form of proxy accompanying this Explanatory Memorandum and Management Information Circular confers discretionary authority upon the proxy with respect to any amendments or variations to the matters identified in the Notice of Meeting and any other matters that may properly come before the Meeting. At the time of printing this Management Information Circular, management knows of no such amendment, variation or other matter.

If the Shareholder does not indicate how it wishes his or her proxy to vote, the Shareholder is conferring discretionary authority on the proxy to vote at his or her discretion. However, the Chairman intends to vote FOR each of the



resolutions. If the Shareholder marks the abstain box, it is directing its proxy not to vote on that item on a show of hands or on a poll and that its Shares are not to be counted in computing the required majority on a poll.

### Advice for Beneficial Holders

Shares may not be registered in the Shareholder's name but in the name of an intermediary (which is usually a bank, trust company, securities dealer or broker, or a clearing agency in which an intermediary participates). **A non-registered shareholder cannot be recognized at the Meeting for the purpose of voting his Shares unless such holder is appointed by the applicable intermediary as a proxyholder.**

In Canada, non-registered owners who have not objected to their intermediary disclosing certain ownership information about themselves to the Company are referred to as non-objecting beneficial owners ("**NOBOs**"). Those non-registered owners who have objected to their intermediary disclosing ownership information about themselves to the Company are referred to as objecting beneficial owners ("**OBOS**").

The Company has distributed copies of the Meeting materials to intermediaries for distribution to all OBOs who have not waived their rights to receive these materials. Often, intermediaries will use a service company (such as Broadridge Financial Solutions Inc.) to forward these meeting materials to non-registered Shareholders. With those meeting materials the intermediaries will provide OBOs with a form of VIF. When properly completed this VIF will constitute voting instructions which the intermediary must follow.

The mechanisms described above for registered Shareholders cannot be used by non-registered shareholders and the instructions on the VIF must be followed (which in some cases may allow completion of the VIF by telephone or the Internet). The VIF is provided instead of a proxy. By returning the VIF in accordance with its instructions, a nonregistered owner is able to direct how his or her Shares are to be voted at the Meeting

The purpose of these procedures is to allow non-registered Shareholders to direct the voting of the shares that they own but that are not registered in their name. Should a non-registered Shareholder wish to attend and vote at the Meeting in person (or have another person attend and vote on his behalf), the non-registered Shareholder should carefully follow the instructions provided on the VIF.

Proxies returned by intermediaries as "non-votes" because the intermediary has not received instructions from the non-registered Shareholder with respect to the voting of certain shares or, under applicable stock exchange or other rules, the intermediary does not have the discretion to vote those shares on one or more of the matters that come before the Meeting, will be treated as not entitled to vote on any such matter and will not be counted as having been voted in respect of any such matter. Shares represented by such broker "non-votes" will, however, be counted in determining whether there is a quorum.

### Voting Shares and Record Date

The authorized capital of the Company consists of an unlimited number of Shares of which as of 21 May 2009 287,336,375 Shares were issued and outstanding as fully paid. The Shares are the only shares of the Company entitled to be voted at the Meeting and subject to certain exclusions of votes described above, each Share is entitled to one vote at the Meeting.

Pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the directors of the Company have fixed 5.00pm (**Perth time**) on 23 June 2009 as the record date for determining the Shareholders of the Company entitled to vote at the Meeting.

A simple majority of votes cast are required to approve all matters to be submitted to a vote of Shareholders at the Meeting.

### Principal Holders of Shares

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, or exercises control or direction over directly or indirectly, Shares carrying 10% or more of the votes attached to all of the issued and outstanding Shares other than:

<u>Name</u>	<u>Total Number of Shares Owned, Controlled or Directed</u>	<u>Percentage of Voting Shares</u>
Dundee Corporation	50,954,208 <sup>(1)</sup>	17.7%

Note:

- (1) 48,754,208 of the Shares are held as of record by Goodman & Company, Investment Counsel Ltd. and 2,200,000 of the Shares are held as of record by Dundee Resources Limited.

### **Indebtedness of Directors and Executive Officers**

As at 21 May 2009, no executive officer, director, employee or former executive officer, director or employee of the Company or any subsidiary is indebted to the Company or any of its subsidiaries in connection with a purchase of securities or otherwise. In addition, as at 21 May 2009 no executive officer, director, employee or former executive officer, director or employee of the Company or any subsidiary is indebted to another entity where the indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or a subsidiary.

No person who is a director or executive officer of the Company, or who was a director or executive officer of the Company at any time during the most recently completed financial year, or any person who is an associate of any such director, executive officer, former director, former executive officer is, or at any time during the most recently completed financial year of the Company was, indebted to the Company or its subsidiary or to another entity if such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or a subsidiary.

### **Interest of Certain Persons or Companies in Matters to be Acted Upon**

No person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, nor any associate or affiliate of the foregoing persons, has a material interest, direct or indirect, in the matters to be acted upon at the Meeting.

### **Interest of Informed Persons in Material Transactions**

Since the commencement of the Company's most recently completed financial year there were no transactions and there are no proposed transactions that has materially affected or would materially affect the Company or any of its subsidiaries in which any informed person of the Company, or any associate or affiliate of any informed person, has any material interest (direct or indirect).

### **Auditors**

The auditor of the Company is KPMG. KPMG was first appointed as auditor of the Company on 23 February 2005.

### **Additional Information**

The Company will provide to any person, upon request to the Company Secretary, one copy of the Company's 2008 Annual Report which includes the financial statements of the Company for the most recently completed financial year and the audit opinion issued thereon and/or one copy of the Company's MD&A in respect of such financial year.

Copies of the above document will be provided free of charge to Shareholders. The Company may require the payment of a reasonable charge by any person or company who is not a Shareholder of the Company, and who requests a copy of such document. Additional information relating to the Company can be found at [www.asx.com.au](http://www.asx.com.au) or at [www.sedar.com](http://www.sedar.com).

### **ENQUIRIES**

Shareholders can contact Stephen Hills, Company Secretary, at +61 (08) 9324 1177 if they have any queries in respect of the matters set out in these documents.

### **APPROVAL OF THIS EXPLANATORY MEMORANDUM AND MANAGEMENT INFORMATION CIRCULAR**

The contents and the sending of this Explanatory Memorandum and Management Information Circular have been approved by the Directors of the Company.

By order of the Board of Directors



**Stephen Hills**  
**Company Secretary**

21 May 2009

## GLOSSARY

"**ASX**" means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

"**Board**" means the board of Directors;

"**Company**" means Mirabela Nickel Ltd ABN 23 108 161 593;

"**Corporations Act**" means the Corporations Act 2001 (Cth) as amended from time to time;

"**Directors**" means Directors of the Company;

"**Explanatory Memorandum**" means this explanatory memorandum attached to the Notice, which provides information to shareholders about the Resolutions contained in the Notice and includes the Management Information Circular;

"**Listing Rules**" means the Listing Rules of ASX;

"**Management Information Circular**" means the management information circular included in the Explanatory Memorandum;

"**Notice**" means the notice of meeting which accompanies this Explanatory Memorandum;

"**Resolution**" means a resolution contained in the Notice; and

"**Shares**" means fully paid ordinary shares issued in the capital of the Company.

## ANNEXURE A

### TERMS AND CONDITIONS OF OPTIONS

- 1 Each Option allows the Holder to subscribe for one fully paid ordinary share in the capital of the Company (**Share**) in accordance with these terms and conditions.
- 2 The exercise price of each Option is AUD\$3.00 (**Exercise Price**).
- 3 If the Holder exercises an Option then the Company must issue a Share to the Holder, free of any Lien, on the terms set out in these Terms and Conditions.
- 4 The Options are exercisable:
  - (a) either in total or in lesser amounts but if for less than the total amount the purchase consideration for the Options which are exercised at any one time must be not less than \$500,000;
  - (b) from time to time from the First Disbursement Date (as defined in the option agreement dated 8 March 2009 between the Company and WestLB AG, New York Branch) up to prior to 5pm (Perth time) on 7 July 2013 (**Expiry Date**); and
  - (c) by lodging at the registered office of the Company an exercise notice in the form attached to this certificate (**Exercise Notice**) accompanied by the payment of the purchase price for the Options (being the Exercise Price multiplied by the number of Options the subject of the Exercise Notice, the **Purchase Price**).
- 5 There are no participating rights or entitlements inherent in the Options until those Options are exercised and Shares are issued in accordance with these Terms and Conditions.
- 6 In the event of any reorganisation (including consolidation, subdivision, reduction, cancellation or return) of the issued capital of the Company, the Options are to be reorganised in a manner required by the listing rules or regulations of the Australian Securities Exchange (**ASX Listing Rules**) on a reorganisation of capital (irrespective of whether the Company is or is not listed).
- 7 Shares allotted and issued pursuant to the exercise of Options will be allotted and issued by the Company within 10 Business Days after receipt by the Company of both a properly executed Exercise Notice in accordance with paragraph 4 above and payment of the Purchase Price for those Shares. The Company will also issue within this period a replacement Option Certificate to the holder for the balance of any unexercised Options.
- 8 Application will not be made to the Australian Securities Exchange (**ASX**) for official quotation of the Options.
- 9 All Shares issued upon exercise of any Option will rank pari passu in all respects with the Company's then issued Shares and will be entitled to all dividends declared by the board of the Company in respect of shares of the same class as the Shares after the day the Company has received an Exercise Notice and has received all of the Purchase Price.
- 10 The Company will apply within 10 Business Days of the Holder having exercised any Options (or earlier if required by the ASX Listing Rules) for official quotation with the ASX for all Shares issued upon exercise of any such Options.
- 11 The Company will give the Holder at least 14 Trading Days (as that term is defined in the ASX Listing Rules) written notice for any new issues of Shares or other securities of the Company which is being extended to all shareholders of the Company before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules (**Record Date**).

- 12 The Holder will be entitled to participate in new securities offered to all shareholders in the Company to the extent that it has exercised its Options prior to the Record Date for the new issue.
- 13 If there is a bonus issue to holders of Shares prior to the Expiry Date, the number of Shares over which Options are exercisable will be increased in accordance with ASX Listing Rule 6.22.3.
- 14 In the event of a pro-rata issue of capital of the Company (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares over which the Options exist and the Exercise Price for each Option will be adjusted in accordance with the ASX Listing Rules.
- 15 To the extent that any provision of this Option certificate (or any replacement certificate) is inconsistent or different in any way from any provision of the ASX Listing Rules in respect of options to subscribe for ordinary shares in companies listed on the ASX, the ASX Listing Rules prevail.
- 16 The Options are not transferable (save to an Affiliate of the Holder).

**FORM OF PROXY**

This proxy is solicited on behalf of the management of Mirabela Nickel Limited ABN 23 108 161 593 (the "Company") for use at the meeting of the shareholders of the Company to be held at Level 31, Allendale Square, 77 St Georges Terrace, Perth WA 6000 on 25 June 2009 at 11.00 a.m. (local time) or any adjournment thereof (the "Meeting").

I/We  of  being a shareholder of the Company and entitled to attend, act and vote at the Meeting hereby appoints:

The Chairman of the Meeting (mark with an "X")  **OR**  If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate you are appointing as your first proxy.

AND

If you are not appointing the Chairman of the Meeting as your proxy and you are appointing two proxies, please write here the full name or body corporate you are appointing as your second proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions at the Meeting and at any adjournment of that meeting.

**If you leave the section above blank, the Chairman of the Meeting will be your proxy.**

If you have not appointed the Chairman of the Meeting as your proxy and you are appointing a second proxy please complete the following: Proxy 1 is appointed to represent \_\_\_\_\_% of my voting right and Proxy 2 is appointed to represent \_\_\_\_\_% of my total votes. My total voting right is \_\_\_\_\_ shares.

**Note:** If the appointment does not specify the proportion or number of votes that the proxy may exercise, each proxy may exercise half the votes.

With respect to any amendment or variations to the matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting, I/we confer discretionary authority on the person voting on behalf of me/us to vote as that person sees fit. At the time of printing this Form of Proxy, management knows of no such amendment, variation or other matter.



If you wish to indicate how your proxy is to vote, please tick the appropriate places below.

		<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Resolution 1	Ratification of Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Issue of Options to WestLB AG	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**If no choice is specified, the shareholder is conferring discretionary authority on the proxy to vote at his or her discretion. However, the Chairman intends to vote FOR each of the resolutions.**

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

**Shareholders registered in the Company's Australian share register must deliver their proxies prior to 11.00 a.m. Perth time on 23 June 2009 by mail to PO Box Z5184, Perth, 6831, Western Australia or by facsimile at (08) 9324 2171 or deliver to the registered office of the Company at Level 21, Allendale Square, 77 St. Georges Terrace, Perth, Western Australia, 6000.**

**Shareholders registered in the Company's Canadian share register must deliver their proxies not later than 48 hours prior to the Meeting by mail to Equity Transfer & Trust Company, attention Proxy Department, at 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1 or by facsimile at 416 361 0470.**

Signed this                      day of                      2009

**PLEASE SIGN HERE**

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Name: \_\_\_\_\_  
Title: \_\_\_\_\_ (if applicable)

Name: \_\_\_\_\_  
Title: \_\_\_\_\_ (if applicable)

If the date is not completed in the space provided above, this proxy shall be deemed to bear the date of mailing to shareholders of the accompanying Explanatory Statement and Management Information Circular.



ABN 23 108 161 593

#### INSTRUCTIONS

1. **Every shareholder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the Chairman, please insert the name of your proxyholder(s) the space provided (see reverse).**
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears on the proxy.
4. If a shareholder appoints two proxies, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
5. 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.
6. To be effective, proxies must be delivered by shareholders as follows:  
  
Shareholders registered in the Company's Australian register must deliver their proxies prior to 11.00 a.m Perth time on 23 June 2009 by mail to PO Box Z5184, Perth, 6831, Western Australia or by facsimile at +61 (08) 9324 2171 or deliver to the registered office of the Company at Level 21, Allendale Square, 77 St. Georges Terrace, Perth, Western Australia, 6000.  
  
Shareholders registered in the Company's Canadian register must deliver their proxies not later than 48 hours prior to the Meeting by mail to Equity Transfer & Trust Company, attention Proxy Department, at 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1 or by facsimile at +416 361 0470.
7. For the purposes of Regulation 7.11.37 of the Corporations Regulations the Company determines that shareholder holding shares at 5.00 p.m. Perth time on 23 June 2009 will be entitled to attend and vote at the Meeting.
8. The Chairman intends to vote in favour of all resolutions set out in the Notice of Meeting.
9. 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.
10. This proxy should be read in conjunction with the accompanying documentation provided by management of the Company.
11. The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any poll that may be called for, and if the shareholder has specified a choice in respect of any matter to be acted upon, the shares will be voted accordingly.