



ABN 23 108 161 593

Level 21, Allendale Square  
77 St Georges Terrace  
Perth WA 6000

Tel: +61 8 9324 1177

Fax: +61 8 9324 2171

info@mirabela.com.au

**16 February 2009**

Manager Announcements  
Company Announcements Office  
Australian Securities Exchange  
10th Floor, 20 Bond Street  
SYDNEY NSW 2000

*via electronic lodgement*

## **FINANCING UPDATE AND NOTICE OF GENERAL MEETING**

---

**PERTH, AUSTRALIA.** Mirabela Nickel Limited (TSX: MNB, ASX: MBN) is pleased to announce it is making excellent progress in completing its Santa Rita project financing arrangements. The Company is aiming within 7 days to finalise credit approved commitment letters from a syndicate of five financial institutions for a total of US\$190 million in senior debt.

The Company then intends to lodge a preliminary short form prospectus in Canada for an equity raising of at least US\$80 million. The final price and size of this raising will be determined after a 2 week marketing and book build period.

The Company has signed an engagement letter with a Toronto-based GMP Securities L.P. to lead the capital raising. A significant portion of the raising will be separately marketed by the Company in Australia and Asia.

Attached is a Notice of Meeting seeking shareholder approval for a new share issue as required under the ASX listing rules. The meeting date of 19 March 2009 will enable timely completion of the planned equity raising.

*For and on behalf of the Board*

## Background

Mirabela Nickel Ltd owns 100% of the world class Santa Rita nickel sulphide project and is listed on the Australian and Toronto stock exchanges. With a JORC Indicated open-cut resource of 130mt grading 0.60% Ni for 780,000t of contained Ni, Santa Rita is the largest nickel sulphide discovery world-wide in the last 12 years.

Construction of a 6.4mtpa nickel sulphide concentrator commenced in November 2007. Construction is now about 80% complete and the project remains on track to commence production mid 2009.

The plant will produce 18,500tpa of nickel in a sulphide concentrate from one open-cut mine starting from mid 2009 increasing to 27,000tpa by mid 2010. At this rate of production the project will have a mine life of at least 20 years.

Photos of the construction progress are available on the Company website at:

[http://www.mirabela.com.au/projects\\_galleries.asp](http://www.mirabela.com.au/projects_galleries.asp).

## Contact details

### Australia contact:

Nick Poll or Craig Burton  
Telephone: +61 8 9324 1177  
[nickp@mirabela.com.au](mailto:nickp@mirabela.com.au)  
[craigb@mirabela.com.au](mailto:craigb@mirabela.com.au)

### Toronto contact (media):

Eric Tang, Porter Novelli  
Telephone: +1 (416) 422-7200  
[eric.tang@porternovelli.com](mailto:eric.tang@porternovelli.com)

### Australia contact (media):

Warick Hazeldine, Purple Communications  
Telephone: +61 8 9485 1254  
[whazeldine@purplecom.com.au](mailto:whazeldine@purplecom.com.au)



# **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 19 March 2009**

**As at and dated 16 February 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 30, Allendale Square, 77 St Georges Terrace, Perth 6000, Western Australia on 19 March 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 – Approval for 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 7.1 and for all other purposes, the Directors be authorised to allot and issue up to 120,000,000 ordinary shares in the capital of the Company each at an issue price of not less than 80% of the average market price of the Company’s ordinary shares (calculated over the last five days on which sales of the Company’s ordinary shares were recorded before the date of execution of an underwriting agreement between the Company and underwriters engaged by the Company for the purposes of a public offering by way of prospectus of subscription receipts, each entitling the holder to receive one ordinary share), with such shares to be issued 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 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 2 – Ratification of Grant of Options to Barclays Bank PLC and Credit Suisse International**

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 grant of a total of 1,500,000 unquoted options to acquire ordinary shares on or about 8 July 2008 to Barclays Bank PLC and Credit Suisse International and otherwise 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 3 – Ratification of the Grant of an Option to Norilsk Nickel Harjavalta Oy**

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 grant to Norilsk Nickel Harjavalta Oy of an option to convert up to US\$40 million of the subordinated loan under the Offtake Loan Option Agreement to ordinary shares at a conversion price of US\$8.00 per share, for a maximum of 5,000,000 ordinary shares, and otherwise 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 4 – Ratification of Grant of Options to Barclays Bank PLC and Credit Suisse International**

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 grant of a total of 3,000,000 unquoted options to acquire ordinary shares on or about 24 November 2008 to Barclays Bank PLC and Credit Suisse International and otherwise 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 17 February 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 17 March 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: 16 February 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 19 March 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: Approval for Issue of Shares**

*Background*

The Company proposes to issue up to 120,000,000 subscription receipts (the "**Subscription Receipts**"). Each Subscription Receipt will entitle the holder thereof to receive, without the payment of additional consideration or further action, one ordinary share of the Company (for a total of up to 120,000,000 Shares), upon the satisfaction of one or more conditions (the "**Release Conditions**") by a prescribed date (the "**Deadline**"). The Release Conditions will, at a minimum, include approval of this Resolution 1 by the Company's shareholders.

The Subscription Receipts will be issued pursuant to a short form prospectus filed with Canadian securities regulatory authorities (the "**Offering**"). The proceeds of the Offering will be held in escrow, pending satisfaction of the Release Conditions. If the Release Conditions are not satisfied on or before the Deadline the proceeds of the Offering (and accrued interest) will be returned to the purchasers of the Subscription Receipts.

In connection with the Offering, the Company will engage, and enter into an underwriting agreement (the "**Underwriting Agreement**") with one or more underwriters to be selected by it (collectively, the "**Underwriters**").

The Company anticipates lodging a preliminary short form prospectus with the British Columbia Securities Commission by the end of February 2009 and lodging a final short form prospectus evidencing the final pricing and terms of the Offering as determined in the Underwriting Agreement in the weeks following the Meeting.

Pursuant to this Resolution 1, the Company seeks approval of the issuance of up to 120,000,000 Shares, as detailed below.

*The Resolution*

Pursuant to Listing Rule 7.1, Resolution 1 seeks shareholder approval for the allotment and issue of up to 120,000,000 Shares.

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 at a general meeting.

The Offering represents greater than 15% of the Company's issued capital. As a result, shareholder approval is being sought pursuant to Listing Rule 7.1.

The effect of Resolution 1 is to allow the Company to issue up to 120,000,000 Shares during the period of three months from the date of the Meeting (or such longer period as is permitted by the ASX), without using 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 Shares proposed to be issued is 120,000,000, representing approximately 92.46% of

the total number of issued Shares prior to the Offering (82.82% on a fully diluted basis) and 48.04% after giving effect to the Offering (and assuming 120,000,000 Shares are issued) (45.30% on a fully diluted basis). Further details with respect to the capital structure of the Company are set out below.

- (b) The Shares will be issued at a price that is not less than 80% of the average market value price of the Company's ordinary shares, calculated over the last 5 days on which sales of the Company's ordinary shares were recorded before the date of execution of the Underwriting Agreement.
- (c) The proposed allottees are unknown as at the date of the Notice however allottees will not be related parties of the Company.
- (d) The Shares will rank equally with the Company's currently issued ordinary shares.
- (e) The Shares will be issued 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 ASX listing rules).
- (f) At the date of the Notice, the Company has approximately A\$4.770 million cash on hand. Based on the Company's current operating plans and business objectives, it is intended that the net proceeds of the Offering will be directed toward the development of the Santa Rita Project.

### ***Capital Structure of the Company***

If the Company issues all of the 120,000,000 Shares the subject of Resolution 1, the Company will have the following capital structure:

	<b>Shares</b>	<b>Options*</b>
As at date of the Notice of Meeting	129,791,100	15,108,900
Shares issued pursuant to Resolution 1	120,000,000	N/A
<b>TOTAL</b>	<b>249,791,100</b>	<b>15,108,900</b>

\*These options are comprised of the following:

<b>Number of Options</b>	<b>Exercise Price</b>	<b>Expiry Date</b>
650,000	A\$0.60	30/06/2009
808,900	A\$0.95	30/04/2010
1,800,000	A\$5.60	23/02/2011
1,400,000	A\$6.20	30/06/2011
300,000	A\$6.20	7/09/2011
350,000	A\$6.20	31/12/2011
300,000	A\$6.20	11/09/2012
1,500,000	A\$7.22	7/07/2011
5,000,000	US\$8.00	31/12/2012
3,000,000	A\$3.00	7/07/2013

### **Resolution 2: – Ratification of Issue of Options to Barclays Bank PLC and Credit Suisse International**

#### ***Background***

On 9 July 2008, the Company announced, among other things, that it had entered into a US\$80,000,000 bridge financing facility with Barclays Bank PLC ("**Barclays**") and Credit Suisse International ("**Credit Suisse**"). As part of

the transaction, the Company agreed to issue a total of 1,500,000 options exercisable at AUD\$7.22 each and in three tranches with the following vesting conditions:

Tranche	Date of vesting of options	No. of options to be issued to Barclays (or nominee)	No. of options to be issued to Credit Suisse (or nominee)
1	The date of the financing agreement	200,000	200,000
2	The date of drawing of the first loan under the financing agreement	300,000	300,000
3	The date the amount of the outstanding loan exceeds US\$50,000,000	250,000	250,000

It should be noted that the first two tranches of options vested on 8 July 2008 and expire on 7 July 2011. The third tranche of options vested on 29 October 2008 and expire on 7 July 2011. The terms and conditions of all three tranches of options are contained in Annexure A to this Explanatory Memorandum and Management Information Circular.

### ***The Resolution***

Resolution 2 seeks shareholder approval for the ratification of the 1,500,000 options referred to above, pursuant to Listing Rule 7.4.

As noted above, 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 1,500,000 options referred to above in order to renew (to the extent of such options) 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 options allotted was 1,500,000.
- (b) The options were issued for nil cash consideration.
- (c) The options are exercisable at a price of AUD\$7.22 per Share and expire on 7 July 2011. The terms and conditions of the options are contained in Annexure A to this Explanatory Memorandum and Management Information Circular.
- (d) The allottees of the options were Barclays Capital (Barclays' nominee) and Credit Suisse. The allottees are not related parties of the Company.
- (e) No funds were raised from the issue of the options.

### **Resolution 3: – Ratification of the Grant of an Option to Norilsk Nickel Harjavalta Oy**

#### ***Background***

On 9 September 2008, the Company announced that it had entered into a 5 year offtake agreement ("**Offtake Loan Option Agreement**") with Norilsk Nickel Harjavalta Oy ("**Norilsk**") whereby Norilsk will purchase 50% of the nickel concentrate produced at the Company's Santa Rita project until the end of 2014.

As part of the offtake arrangement, Norilsk agreed to provide the Company's subsidiary, Mirabela Mineração do Brasil Ltda, with a subordinated loan facility of US\$50,000,000, with Norilsk being granted an option to convert up to US\$40 million of the subordinated loan into Shares at a conversion price of US\$8.00 per Share, for a maximum of 5,000,000 Shares.

Norilsk may exercise its option in whole or in part, but if in part, in minimum tranches of US\$10,000,000 each (or any multiple thereof).



### ***The Resolution***

Resolution 3 seeks shareholder approval for the ratification of the grant of the option by the Company to Norilsk referred to above, pursuant to Listing Rule 7.4.

As noted above, 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 the ratification of the grant of the option by the Company to Norilsk in order to renew (to the extent of that option) 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 security allotted was an option over unissued Shares.
- (b) The option was issued for nil cash consideration.
- (c) The option is an option to convert the above-mentioned subordinated loan into Shares at a conversion price of US\$8.00 per Share, for a maximum of 5,000,000 Shares.
- (d) The allottee of the option was Norilsk. Norilsk is not a related party of the Company.
- (e) No funds were raised from the grant of the option although it is noted that the option was granted as part of a transaction whereby the Company was provided with a subordinated loan facility of US\$50,000,000.

### **Resolution 4: – Ratification of Issue of Options to Barclays Bank PLC and Credit Suisse International**

#### ***Background***

On 24 November 2008, the Company announced that it had signed an extension of the abovementioned US\$80,000,000 bridge financing facility with Barclays and Credit Suisse to 30 June 2009 from the original date of 29 December 2008. As partial consideration for the extension, the Company issued a total of 3,000,000 options (1,500,000 options to each of Barclays and Credit Suisse) exercisable at a price of AUD\$3.00 per Share and expiring on 7 July 2013. The terms and conditions of the options are contained in Annexure B to this Explanatory Memorandum and Management Information Circular.

#### ***The Resolution***

Resolution 4 seeks shareholder approval for the ratification of the 3,000,000 options referred to above, pursuant to Listing Rule 7.4.

As noted above, 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 to the ratification of the 3,000,000 options referred to above in order to renew (to the extent of those options) 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 options allotted was 3,000,000.
- (b) The options were issued for nil cash consideration.

- (c) The options are exercisable at a price of AUD\$3.00 per Share and have an expiry date of 7 July 2013. The terms and conditions of the options are contained in Annexure B to this Explanatory Memorandum and Management Information Circular.
- (d) The allottees of the options were Barclays Capital (Barclays' nominee) and Credit Suisse. The allottees are not related parties of the Company.
- (e) No funds were raised from the issue of the options.

**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 30, Allendale Square, 77 St Georges Terrace, Perth 6000, Western Australia, on Thursday, 19 March 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 17 March 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 non-registered 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 16 February 2009 129,791,100 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 17 March 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</u>		<u>Percentage of Voting Shares</u>
	<u>Owned</u>	<u>Controlled or Directed</u>	
Dundee Corporation	25,954,008	<sup>(1)</sup>	19.84%

Note:

- (1) 23,754,008 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 16 February 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 16 February 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**

16 February 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;

"**Offtake Loan Option Agreement**" means the offtake loan option agreement between Mirabela Mineração do Brasil Ltda, the Company and Norilsk Nickel Harjavalta Oy;

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

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

## ANNEXURE A

### TRANCHE 1 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\$7.22 (**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 prior to 5pm (Perth time) on 7<sup>th</sup> July 2011 (**Expiry Date**);
  - (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 2 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).



## TRANCHE 2 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\$7.22 (**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 prior to 5pm (Perth time) on 7<sup>th</sup> July 2011 (**Expiry Date**);
  - (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 2 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).

### TRANCHE 3 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\$7.22 (**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 during the period from and including the date the principal amount drawn under the Facility (as that expression is defined in the Bridge Credit Agreement dated 8<sup>th</sup> July 2008 between, among others, Mirabela Mineração do Brasil Ltda, the Company, Barclays Capital and Credit Suisse) exceeds US\$50,000,000 and prior to 5pm (Perth time) on the date that occurs 3 years thereafter (**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 2 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).

## ANNEXURE B

- 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 A\$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 A\$500,000;
  - (b) from time to time and including the Effective Date (as defined below) up to 5pm (Perth time) on 7 July 2013 (**Expiry Date**);
  - (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 ASX Limited (**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 ASX Limited (**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.

For the purposes of paragraph 4(b) above, Effective Date means the date on which Deutsche Bank Trust Company Americas (Facility Agent) confirms to Mirabela Mineração Do Brasil Ltda. (Borrower) that it has received the documents and evidence specified in Schedule 1 to an Amendment and Restatement Agreement dated 21 November 2008 between, among others, the Borrower, the Company and the Facility Agent in form and substance satisfactory to the Lenders (as defined in that Amendment and Restatement Agreement).

**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 30, Allendale Square, 77 St Georges Terrace, Perth WA 6000 on 19 March 2009 at 11.00 a.m. (Perth 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.



**MIRABELA NICKEL**  
LTD

ABN 23 108 161 593

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	Approval for Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Grant of Options to Barclays Bank PLC and Credit Suisse International	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Grant of an Option to Norilsk Nickel Harjavalta Oy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Grant of Options to Barclays Bank PLC and Credit Suisse International	<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 17 March 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 Memorandum 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 must 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 17 March 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 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 17 March 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.