



Nickelore Limited

ABN 13 086 972 429

Notice of Annual General Meeting and Explanatory Statement

Annual General Meeting to be held at
The Vic Hotel, 226 Hay Street
Subiaco, Western Australia
on Monday 30 November 2009 commencing at 10.00am WST

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of Nickelore Limited ("Nickelore" or the "Company") will be held at The Vic Hotel, 226 Hay Street, Subiaco, Western Australia 6008 on Monday 30 November 2009 commencing at 10.00am WST. The Explanatory Statement and Proxy Form accompanying this Notice of Meeting are hereby incorporated in, and form part of this Notice of Meeting.

Agenda

All resolutions to be considered at the Meeting are ordinary resolutions. The resolutions are explained further in the attached Explanatory Statement.

Financial Statements and Reports

To receive the financial statements of the Company for the financial year ended 30 June 2009 and the independent audit report and director's report thereon.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following **non-binding resolution**:

"That, for all purposes, the members adopt the Remuneration Report of the Company for the financial year ended 30 June 2009."

(Please note that the vote on this item is advisory only and does not bind the Directors or the Company.)

Resolution 2 – Re-election of Mr Mark Bojanjac as a Director

"That for all purposes, Mr Mark Bojanjac, who retires and offers himself for re-election, is re-elected as a Director."

Resolution 3 – Re-election of Mr Ian Cunningham as a Director

"That for all purposes, Mr Ian Cunningham, who retires and offers himself for re-election, is re-elected as a Director."

Resolution 4 – Re-election of Mr Ron Heeks as a Director

"That for all purposes, Mr Ron Heeks, who retires and offers himself for re-election, is re-elected as a Director."

Resolution 5 – Issue of Shares to InterAsian Resources SA as part consideration for the acquisition of the Papua Gold & Copper Project

“That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 20 million Shares to InterAsian Resources SA as part consideration for the acquisition of the Papua Gold & Copper Project, as detailed in the Explanatory Statement.”

Resolution 6 – Facility for the Future Issue of Shares

“That for the purposes of Listing Rule 7.1 and for all other purposes, this meeting approves and authorise the Directors to issue and allot up to 30,000,000 Shares on the terms and conditions set out in the Explanatory Statement”

Voting Exclusion Statement

In accordance with the Listing Rules, the following persons must not cast any votes on the following resolutions, and the Company will disregard any votes cast on that resolution by:

Resolution	Excluded Voters
5	InterAsian Resources SA and any of its associates
6	A person who may participate in the proposed issue of such Shares, and a person who may obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed, and any associate of such a person.

However, the Company need not disregard a vote if it is cast by:

- a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

Explanatory Statement

The Explanatory Statement accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting. Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of terms used both in this Notice of Annual General Meeting and Explanatory Statement.

Proxies

Please note that:

- a member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company; and
- a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. Executed proxies must be received at the Company's Share Registry "Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001 Australia or by facsimile 1800 783 447 by no later than 10.00 am WST on 28 November 2009.

“Snap-shot” Time

The Company may specify a time, not more than 48 hours before the meeting, at which a “snap-shot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting.

The Company's Directors have determined that all Shares of the Company that are quoted on ASX at 9.00am WST on 29 November 2009 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that

Company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

By Order of the Board of Directors



Ian Cunningham
Company Secretary
26 October 2009

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting of Nickelore on 30 November 2009. The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting. This Explanatory Statement should be read in conjunction with the Notice of Meeting. Certain terms used in the Notice of Meeting and this Explanatory Statement are defined in the Glossary.

Financial Statements and Reports

The Annual Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2009 will be laid before the meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

Resolution 1 - Adoption of Remuneration Report

The Remuneration Report is included in the Director's Report within the Annual Financial Report which has been made available to all Shareholders on the Company's website www.nickelore.com.au. The Corporations Act requires that a resolution be put to Shareholders each year to adopt the Remuneration Report. The vote on the proposed resolution is advisory only and will not bind the Directors or the Company. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

Resolution 2 - Re-election of Mr Mark Bojanjac as Director

Resolution 2 seeks approval for the re-election of Mr Mark Bojanjac, who retires in accordance with clause 15.4 of the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director, with effect from the end of the Meeting.

Mr Bojanjac is a Chartered Accountant and holds a Bachelor of Commerce degree. Mr Bojanjac has over 20 years experience in developing public companies specialising in the gold resource sector. He was a founding Director of Gilt-Edged Mining Limited which discovered one of Australia's highest grade gold mines, was Managing Director of a public company which successfully developed and financed a 2.4m oz gold resource in Mongolia and co-founded a 3m oz gold project in China.

Details of Mr Bojanjac are set out in the 2009 Annual Report of the Company available at www.nickelore.com.au.

Resolution 3 – Re-election of Mr Ian Cunningham as a Director

Resolution 3 seeks approval for the re-election of Mr Ian Cunningham, who retires in accordance with clause 15.3 of the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director, with effect from the end of the Meeting.

Mr Cunningham who is the current Company Secretary of Nickelore, is a Chartered Accountant and holds a Bachelor of Commerce and Bachelor of Laws. Mr Cunningham has been involved in the mining industry in an executive capacity for over five years and prior to that he acted as a corporate advisor to a range of companies both in Australia and the UK. Mr Cunningham recently had a lead role in negotiating and securing both the Nickel Alliance and heads of agreement for the Papua Gold & Copper Project.

Details of Mr Cunningham are set out in the 2009 Annual Report of the Company available at www.nickelore.com.au.

Resolution 4 – Re-election of Mr Ron Heeks as a Director

Resolution 4 seeks approval for the re-election of Mr Ron Heeks, who retires in accordance with clause 15.3 of the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director, with effect from the end of the Meeting.

Mr Heeks is a geologist with more than 25 years experience in the Australian, Asian and African exploration and mining industry. Mr Heeks has worked for numerous companies including Western Mining, Newcrest, Newmont and Resource Service Group (now Coffey) and was a former co-director of Exploration and Mining Consultants that operated out of offices in Kalgoorlie, Perth and Jakarta. More recently Mr Heeks was General Manager Technical for Straits Asia Resources,

based in Indonesia, responsible for their gold and coal operations and later the Whim Creek copper mine. Mr Heeks is currently Chief Technical Officer for Adamus Resources.

Resolution 5 – Issue of Shares to InterAsian Resources SA as part consideration for the acquisition of the Papua Gold & Copper Project

Background

Under ASX Listing Rule 7.1, the Company may issue up to 15% of its ordinary share capital in any 12 month rolling period, without Shareholder approval.

As announced on 16 October 2009, the Company has entered into the Option Agreement to acquire an interest in the Papua Gold & Copper Project. The Papua Gold & Copper Project, which covers an area of approximately 91 km², is located in the Central Papua Province of Indonesia and comprises of two general survey mining licences.

The terms of the Agreement, which are detailed further below, include the progressive payment of share consideration ("Consideration Shares"). Whilst the Company may or may not have sufficient capacity under Listing Rule 7.1 to issue the Consideration Shares if they become payable under the Option Agreement, by obtaining the approval of Shareholders for the proposed issue of Consideration Shares, the Company will have the flexibility to issue the Consideration Shares without using the Company's annual 15% capacity.

The Deal

Under the Agreement, Nickelore has the right to acquire up to a 51% interest in the Papua Gold & Copper Project over a four year period ("the Option") from InterAsian Resources SA ("InterAsian"). The Option consideration payable to InterAsian will consist of a combination of cash payments, share consideration and exploration commitments, which are summarised as follows:

- Payment of US\$140,000 cash on execution of the agreement;
- The progressive issue of up to 80 million shares over a four year period ("Consideration Shares"), subject to receipt of any requisite shareholder or regulatory approvals; and
- Exploration expenditure of US\$5 million over a four year period.

Stage	Cash Payment (US\$)	Share Payment (# NIO Shares)	Exploration Work Program (US\$)	Project interest acquired by Nickelore (%)
Date of Agreement	140,000	10,000,000	-	-
Exercise Option	-	10,000,000	350,000	20
Year 1	-	20,000,000	500,000	25
Year 2	-	-	1,000,000	30
Year 3	-	-	1,000,000	40
Year 4	-	40,000,000	2,150,000	51
Total	140,000	80,000,000	5,000,000	51

InterAsian has elected to defer receipt of the 10,000,000 Consideration Shares payable to it on execution of the Option Agreement until after the AGM. The Option will be exercisable on or about 31 December 2009, subject to Nickelore's completion of the necessary legal and technical due diligence. It is important to note that Nickelore can terminate any further expenditure or share issues at any point after the exercise of the Option if the Company is not satisfied with the exploration performance.

Ron Heeks, a director of InterAsian, was appointed to the Board of Nickelore following execution of the formal Option Agreement, which was negotiated on an arm's length basis. Accordingly the Company does not require related party approval for the Option Agreement under the ASX Listing Rules or Corporations Law.

Information required under Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 5 to allow Shareholders to assess the proposed issue of up to 20,000,000 Consideration Shares:

- a) the maximum number of securities which may be allotted and issued pursuant to this authority is 20,000,000 Consideration Shares;
- b) the Consideration Shares the subject of Resolution 5, would be issued and allotted no later than three months after the date of this Meeting or such later date as approved by ASX;
- c) the Consideration Shares represent (i) the share component (10,000,000 Shares) of the Option Fee payable following execution of the Option Agreement; and (iii) the share component (10,000,000 Shares) of the Option Exercise Fee payable in the event that Nickelore elects to exercise the Option;
- d) the allottee in respect of Resolution 5 is InterAsian, which was not a related party of the Company at the time of entering into the Option Agreement;
- e) the Shares to be issued will rank pari-passu on allotment and issue with the existing Shares of the Company; and
- f) the Consideration Shares are being issued as part consideration under the terms of Option Agreement and therefore no funds will be raised from the issue.

Directors' Recommendation

Whilst the Company will be retaining its existing portfolio of mineral assets, the Directors believe that the Papua Gold & Copper Project offers an exciting exploration opportunity for Shareholders. Each of the Independent Directors recommends that Shareholders vote in favour of Resolution 5 because it will allow the Company to complete its acquisition of the Option and, subject to the outcome of its technical due diligence, provide the Company with the capacity to exercise the Option should the Board elect to exercise in the future.

Resolution 6 - Approval of a Facility for the Future Issue of Shares

Listing Rule 7.1, provides that (subject to certain exceptions, none of which is relevant here) prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of Shares on issue at the commencement of that 12 month period. Whilst no current proposal exists for such a placement, the Directors consider it prudent that the Company gives itself the ability to issue up to 30,000,000 Shares in the next 3 months ("Future Shares").

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 9 to allow Shareholders to assess the proposed facility for the future issue of up to 30,000,000 Future Shares:

- a) the maximum number of Future Shares which may be allotted and issued is 30,000,000;
- b) the Future Shares may be issued and allotted progressively but no later than three months after the date of this Meeting or such later date as approved by ASX;
- c) the Future Shares may be issued at an issue price of not less than 80% of the average market price of the Company's ordinary Shares on the ASX (as defined in the Listing Rules), calculated over: (i) the last 5 days preceding the issue of the Future Shares during which there was trading on the ASX; or (ii) if a placing agreement is signed or prospectus is issued in relation to the Future Shares, the last 5 days preceding the signing of the placing agreement or issue of the prospectus (whichever is applicable) during which there was trading on the ASX;
- d) the Directors may issue the Future Shares to subscribers of a possible future placement by the Company or prospect. None of the Future Shares will be issued to related parties of the Company or their associates;
- e) the Future Shares which may be issued will rank pari-passu on allotment and issue with the existing Shares on terms and conditions contained in the Constitution which are summarised in Annexure A. The Company will apply to ASX for official quotation of the Future Shares if and when they are issued;
- f) the Company intends to use the funds raised to provide funds for continued exploration and development activities at the Company's mineral properties, to fund future acquisitions and for general working capital purposes; and
- g) the Board believes that the proposed issue is beneficial for the Company and recommends that Shareholders vote in favour of the resolution. It will allow the Company to retain the flexibility to issue further securities representing up to 15% of the Company's issued Shares during the next 12 months.

Glossary

In this Explanatory Statement, the following terms have the following unless the context otherwise requires:
Definitions

“AGM”	Annual General Meeting
“Agreement” or “Option Agreement”	The formal option agreement dated 15 October 2009 entered into between InterAsian and the Company in relation to the Papua Gold & Copper Project
“Annual Financial Report”	The Company’s financial report for the 2009 Financial Year to be laid before the AGM.
“Auditors Report”	The report by the Auditors of the Company attached to the Annual Financial Report.
“ASX”	ASX Limited ACN 008 624 691.
“Board”	The current Directors of the Company.
“Company” or “Nickelore”	Nickelore Limited ABN 13 086 972 429.
“Consideration Shares”	Shares to be issued as part consideration under the Option Agreement, being the 10,000,000 shares payable on execution of the Option Agreement and a further 10,000,000 Shares payable in the event of exercise of the Option.
“Constitution”	The Constitution of the Company approved by Shareholders at the 2007 AGM held on 30 November 2007
“Corporations Act”	The Corporations Act 2001 (Cth).
“Director”	Each director of the Company.
“Directors Report”	The Directors Report included in the Annual Report to Shareholders
“Explanatory Statement”	This explanatory statement.
“Independent Directors”	Mr Bojanjac and Mr Cunningham
“InterAsian”	InterAsian Resources SA
“Listing Rules”	The official listing rules of ASX.
“Meeting” or “Shareholders’ Meeting”	The Annual General Meeting of Shareholders convened by the Notice.
“Notice” or “Notice of Meeting”	The notice of Annual General Meeting dated 26 October 2009 to which this Explanatory Statement is attached.
“Remuneration Report”	The remuneration report contained in the Company’s annual report for the year ending 30 June 2009
“Resolution”	Each of Resolutions 1 to 6 set out in this Notice of Meeting.
“SCH Business Rules”	Security Clearing House Business Rules as amended or replaced from time to time.
“Share”	A fully paid ordinary share in the capital of the Company.
“Shareholder”	A person entered in the Company’s register of members as the holder of a Share on the snapshot date of 9 am WDST on 29 November 2009.

Schedule 1 –Terms of Consideration Shares

The following is a broad summary (though not necessarily an exhaustive or definitive statement) of the rights attaching to the Consideration Shares. Full details are contained in the Constitution, available for inspection at the Company's registered office.

1. All Shares rank equally in all respects.
2. At a General Meeting of the Company, every holder of Shares present in person, by an attorney, representative or proxy has one vote on a show of hands and on a poll, one vote for every fully paid Share held, and for every contributing Share held, a fraction of a vote equal to the proportion which the amount paid up bears to the total issue price of the contributing Share.
3. Subject to the rights of holders of Shares issued with any special or preferential rights (at present there are none), the profits of the Company which the Directors may from time to time determine to distribute by way of dividend are divisible among the Shareholders in proportion to the Shares held by them respectively, according to the amount paid up or credited as paid up on the Shares.
4. Subject to the rights of holders with Shares with special rights in a winding-up (at present there are none), on a winding-up of the Company all assets which may be legally distributed amongst the members will be distributed in proportion to the Shares held by them respectively, according to the amount paid up or credited as paid up on the Share.
5. Shares in the Company may be transferred by instrument in any form which complies with the Constitution, the Corporations Act, Listing Rules and SCH Business Rules. Shares may be transferred by such means in accordance with Listing Rules and the SCH Business Rules. The Directors may refuse to register a transfer of Shares only in those circumstances permitted by Listing Rules and SCH Business Rules.
6. Shares issued as fully paid are not subject to any calls for payment by the Company and will not therefore become liable for forfeiture.
7. The allotment and issue of any new Shares is under the control of the Directors and, subject to any restrictions on the allotment of Shares imposed by the Constitution, Listing Rules or the Corporations Act, the Directors may allot, issue or grant Options over or otherwise dispose of those Shares to such persons, with such rights or restrictions as they may from time to time determine.
8. Where Shares of different classes are issued, the rights attaching to the Shares of a class can thereafter only be varied by a special resolution passed at a separate General Meeting of the holders of those Shares of that class, or with the written consent of the holders of at least three quarters of the issued Shares of that class.
9. Each Shareholder will be entitled to receive notice of, and to attend and vote at, General Meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Constitution, the Corporations Act and Listing Rules.

Nickelore Limited

ABN 13 086 972 429

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 368 418
(outside Australia) +6 3 9946 4426

Proxy Form

For your vote to be effective it must be received by 10:00am WST Saturday 28 November 2009

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View the Annual Report:

www.nickelore.com.au

Found under the *Investor* tab

Update your securityholding, 24 hours a day, 7 days a week:

www.investorcentre.com

Your secure access information is:

SRN/HIN:



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Nickelore Limited hereby appoint

the Chairman of the meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate 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 (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Nickelore Limited to be held at The Vic Hotel, 226 Hay Street, Subiaco WA 6008 on Monday, 30 November 2009 at 10:00am WST and at any adjournment of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Mark Bojanjac as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Ian Cunningham as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Mr Ron Heeks as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Shares to InterAsian Resources SA as part consideration for the acquisition of the Papua Gold & Copper Project	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Facility for the Future Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____