

# **White Cliff Nickel Limited**

**ABN 22 126 299 125**

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## **SHORT FORM PROSPECTUS**

For the non-renounceable rights issue of one (1) Option for every two (2) Shares held by Shareholders as at 5.00pm WST on 17 April 2008 at an issue price of \$0.005 per Option to raise a total of approximately \$129,375.

### **IMPORTANT NOTICE**

This Prospectus is a short form prospectus issued in accordance with section 712 of the Corporations Act. This Prospectus does not in itself contain all the information that is generally required to be set out in a document of this type but refers to another document, the information of which is deemed to be incorporated into this Prospectus.

# WHITE CLIFF NICKEL LIMITED

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# WHITE CLIFF NICKEL LIMITED

## IMPORTANT NOTICE

### IMPORTANT NOTICE

This Prospectus is dated 9 April 2008.

A copy of this Prospectus was lodged with ASIC on 9 April 2008. ASIC and ASX take no responsibility for the contents of this Prospectus.

No Options will be issued on the basis of this Prospectus later than thirteen (13) months after the date of this Prospectus. Application will be made to ASX within seven (7) days after the date of this Prospectus for admission of the Options offered by this Prospectus to official quotation.

Applicants should read this Prospectus in its entirety, and if in any doubt, consult with their professional advisers before deciding whether to apply for Options. There are risks associated with an investment in the Company and the Options offered under the Prospectus must be regarded as a speculative investment. The Options offered under this Prospectus carry no guarantee with respect to return on capital investment or the future value of the Options.

Certain abbreviations and other defined terms are used throughout this Prospectus. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations used are set out in Section 12 of this Prospectus.

### Short Form Prospectus

This Prospectus is a short form prospectus issued in accordance with section 712 of the Corporations Act. This means that this Prospectus does not of itself contain all the information that is generally required to be set out in a document of this type. Rather, the Prospectus incorporates by reference information contained in a document that has been lodged with the ASIC.

The Prospectus refers to the disclosure document lodged by the Company with the ASIC on 30 October 2007 for the offer of up to 24,000,000 Shares (including oversubscriptions) at an issue price of \$0.25 per Share (**October 2007 Prospectus**) and pursuant to which 24,000,000 Shares were issued.

In referring to the October 2007 Prospectus, the Company:

- a) identifies the October 2007 Prospectus as being relevant to the offer of Options under this Prospectus and containing information that will provide investors and their professional advisers information to assist them in making an informed assessment of:
  - i. the rights and liabilities attaching to:
    - A. the Options; and
    - B. the underlying securities;
  - ii. the capacity of the Company to issue the underlying securities; and
  - iii. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company;
- b) refers investors and their professional advisers or analysts to section 4 of this Prospectus which summarises the information in the October 2007 Prospectus deemed to be incorporated in this Prospectus;
- c) informs investors and their professional advisers or analysts that they are able to obtain, free of charge, a copy of the October 2007 Prospectus by contacting the Company at its Registered Office during normal business hours during the Offer Period; and
- d) advises that the information in the October 2007 Prospectus will be primarily of interest to investors and their professional advisers or analysts.

# WHITE CLIFF NICKEL LIMITED

## IMPORTANT NOTICE

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### **Electronic Prospectus**

A copy of this Prospectus can be downloaded from the Company's website at [www.wcnickel.com.au](http://www.wcnickel.com.au). Any person accessing the electronic version of the Prospectus within Australia or anywhere outside of Australia should note that this Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. It is the responsibility of any investor outside Australia to ensure compliance with all laws of any country relevant to their application, and any such applicant should consult their professional advisers as to whether any government or other consents are required or whether any formalities need to be observed to enable them to apply for and be allotted any securities.

# WHITE CLIFF NICKEL LIMITED

## SECTION 1: CORPORATE DIRECTORY

### DIRECTORS

Peter Hampshire	Chairman
Michael Langoulant	Managing Director
Brian Thomas	Non-Executive Director

### COMPANY SECRETARY

Michael Langoulant

### Registered & Principal Office

98 Colin Street  
West Perth WA 6005

Email [info@wcnickel.com.au](mailto:info@wcnickel.com.au)  
Ph (08) 9321 2233  
Fax (08) 9324 2977  
Web [www.wcnickel.com.au](http://www.wcnickel.com.au)

### LEGAL ADVISERS

McKenzie Moncrieff Lawyers  
Level 5, 37 St Georges Terrace  
Perth WA 6000

### INDEPENDENT GEOLOGIST

Malcolm Castle  
PO Box 473  
South Perth WA 6151

### INVESTIGATING ACCOUNTANT

Ord Group Pty Ltd  
Level 2, 47 Colin Street  
West Perth WA 6005

### AUDITORS

HLB Mann Judd  
Level 2, 15 Rheola Street  
West Perth WA 6005

### SHARE REGISTRY

Computershare Investor Services Pty Ltd\*  
Level 2, 45 St Georges Terrace  
Perth WA 6000

Ph: (08) 9323 2000

### ASX CODE: WCN

\*Computershare Investor Services Pty Ltd has not been involved in the preparation of this Prospectus and has not consented to being named in the Prospectus. Its name is included for information purposes only.

# WHITE CLIFF NICKEL LIMITED

## SECTION 2: TIMETABLE AND IMPORTANT DATES

<b>EVENT</b>	<b>DATE</b>
Prospectus lodged with ASIC and ASX	9 April 2008
Record Date	17 April 2008
Despatch of Prospectus and Opening Date	22 April 2008
Closing Date*	7 May 2008

\* The Directors reserve the right to extend the Closing Date by giving at least 6 business days notice to the ASX. As such, the date the Options are expected to commence trading on ASX may vary with any extension of the Closing Date.

# WHITE CLIFF NICKEL LIMITED

## SECTION 3: DETAILS OF THE OFFER

### 3.1 Purpose of the Offer

The funds raised by the Offer of up to approximately \$129,375 will be used as additional working capital for the Company and also to meet Offer expenses of approximately \$12,000.

### 3.2 The Offer

The Company is making a pro-rata non-renounceable rights issue to Shareholders who are registered as at 5.00pm WST on 17 April 2008 (**Record Date**) of up to approximately 25,875,002 Options at an issue price of \$0.005 each to raise up to approximately \$129,375 (before costs of the Offer).

The Options will be offered on the basis of one (1) Option for every two (2) Shares then held.

The maximum number of Options which could therefore be issued under this Prospectus is approximately 25,875,002.

In the calculation of any Entitlement, fractions will be rounded up to the nearest whole number.

This Offer is made on a non-renounceable basis such that Shareholders who are registered as at the Record Date may not sell or transfer all or part of their Entitlement.

The Entitlement of each Shareholder is shown on the Entitlement and Acceptance Form accompanying this Prospectus.

### 3.3 Minimum Subscription

There is no minimum subscription. The reason that no minimum subscription has been set is because the Company has sufficient working capital available to meet its objectives as set out in the October 2007 Prospectus. Any capital raised pursuant to this Offer will be applied as additional working capital and will have no effect on the existing budgets and work programmes of the Company.

### 3.4 Oversubscriptions

Oversubscriptions will not be accepted.

### 3.5 Action Required

If you wish to take up **all** of your Entitlement, complete the enclosed Entitlement and Acceptance Form in accordance with the instructions set out and lodge the form together with your cheque for the amount shown on the form so that it reaches the Company's share registry:

<p><b>Posted to:</b> White Cliff Nickel Limited PO Box 368 West Perth WA 6872 Or White Cliff Nickel Limited C/- Computershare Investor Services Pty Ltd GPO Box D182 Perth WA 8840</p>
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OR

<p><b>Delivered to:</b> White Cliff Nickel Limited 98 Colin Street West Perth WA 6005 Or White Cliff Nickel Limited C/- Computershare Investor Services Pty Ltd Level 2, 45 St Georges Terrace Perth WA 6000</p>
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by no later than 5.00pm WST on 7 May 2008.

# WHITE CLIFF NICKEL LIMITED

## SECTION 3: DETAILS OF THE OFFER

Cheques and drafts should be made payable to "White Cliff Nickel Limited – Application Account" and crossed "Not Negotiable".

If you wish to take up **part** of your Entitlement, complete the enclosed Entitlement and Acceptance Form in respect of the Options you wish to take up in accordance with the instructions set out in the form and lodge the form together with your cheque for the relevant amount (being the number of Options you wish to take up multiplied by \$0.005 per Option) so that it reaches the Company's share registry by no later than 5.00pm WST 7 May 2008.

If you do not wish to take up any of your Entitlement, you do not need to take any action and your entitlement to the Options will lapse.

### **3.6 Closing Date**

The Closing Date for the Offer is 5.00pm WST on 7 May 2008. The Directors reserve the right to extend the Closing Date by giving at least 6 business days notice to the ASX should it be considered by them necessary to do so. As such, the date the Options are expected to commence trading on ASX may vary with any change to the Closing Date.

### **3.7 Underwriting**

The Offer is not underwritten.

### **3.8 Shortfall**

Any Entitlement not accepted will form the Shortfall. The Company reserves the right, within 3 months of the Closing Date, to allot and issue the Shortfall at the discretion of the Directors on the same terms as are being offered to Shareholders pursuant to this Prospectus.

### **3.9 Allotment**

The Options will be allotted and issued as soon as practicable after the Closing Date.

Holding statements for the Options will be mailed to applicants as soon as practicable after the Closing Date.

Prior to allotment of the Options, all application moneys will be held on trust for applicants. The Company will retain any interest earned on the application moneys.

No Options will be allotted and issued on the basis of this Prospectus later than thirteen (13) months after the date of this Prospectus.

### **3.10 ASX Quotation**

Application to ASX for admission of the Options to Official Quotation will be made by the Company within seven (7) days of the date of this Prospectus.

If the Options are not admitted to Official Quotation on ASX within three (3) months after the date of this Prospectus, or such longer period as is permitted by the Corporations Act, none of the Options offered by this Prospectus will be granted. In that circumstance, all applications will be dealt with in accordance with section 724 of the Corporations Act.



# WHITE CLIFF NICKEL LIMITED

## SECTION 3: DETAILS OF THE OFFER

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### **3.11 Overseas Shareholders**

No action has been taken to register or qualify the Options or otherwise to permit a public offering of the Options in any jurisdiction outside Australia.

Shareholders resident outside Australia should consult their professional advisers as to whether any government or other consents are required, or other formalities need to be observed to enable them to accept or deal with their Entitlement. The return of a completed Entitlement and Acceptance Form from a non-resident applicant will be taken by the Company to constitute a representation and warranty by that applicant that all relevant approvals have been obtained and that the Company may legally issue the Options to the applicant.

### **3.12 Taxation Implications**

The Directors do not consider it appropriate to give potential applicants advice regarding the taxation consequences of applying for Options as it is not feasible to provide a comprehensive summary of the possible taxation positions of potential applicants. The Company, its advisers and officers do not accept any responsibility or liability for any taxation consequences to potential applicants as a result of subscriptions for Options under the Offer. Potential applicants should, therefore, consult their own professional advisers in connection with the taxation implications of applying for Options.

# WHITE CLIFF NICKEL LIMITED

## SECTION 4: INFORMATION DEEMED TO BE INCORPORATED IN THIS PROSPECTUS

### 4.1 Short Form Prospectus

This Prospectus is a short form prospectus in accordance with section 712 of the Corporations Act. This means that this Prospectus does not of itself contain all the information that is generally required to be set out in a document of this type, however it incorporates by reference information contained in a document that has been lodged with ASIC.

The information to be incorporated by reference into this Prospectus is summarised below in section 4.2 of this Prospectus and will primarily be of interest to investors and their professional advisers or analysts.

The Company informs investors and their professional advisers that they are able to obtain, free of charge, a copy of the October 2007 Prospectus by contacting the Company at its Registered Office during normal business hours during the Offer Period. The October 2007 Prospectus will also be available by searching ASIC's records in relation to the Company and at [www.wcnickel.com.au](http://www.wcnickel.com.au).

### 4.2 Summary of Information Deemed to be Incorporated

Set out below is a summary of the information contained in the October 2007 Prospectus that is deemed to be incorporated in this Prospectus to assist investors and their professional advisers to determine whether, for the purposes of making an informed decision in relation to the Options, they should obtain a copy of the October 2007 Prospectus.

The Sections referred to below are a reference to sections in the October 2007 Prospectus.

#### **Section 1 – Details of the October 2007 Prospectus Offer**

Section 1 provides the purpose of the offer and the use of proceeds and funds.

#### **Section 2 – Company Overview**

Section 2 provides an overview of the Company and its strategy and further sets out a summary of its operations.

#### **Section 3 – Directors and Corporate Governance**

Section 3 contains information relating to the Directors and a summary of the Company's approach to corporate governance.

#### **Section 4 – Risk Factors**

Section 4 notes an investment in Shares is highly speculative as the Company is an exploration company. The section lists a number of specific and general risks that may have a material effect on the financial position and performance of the Company and the value of its securities, as well as the Company's exploration, any development and mining activities and an ability to fund those activities.

#### **Section 5 – Independent Geologists Report**

Section 5 consists of the Independent Geologist's Report. The Independent Geologist's Report describes the geological setting and historical exploration carried out on the tenements in which the Company has an interest. The Independent Geologist's Report also sets out details of the prospectively and proposed exploration programmes on the tenements.

# WHITE CLIFF NICKEL LIMITED

## SECTION 4: INFORMATION DEEMED TO BE INCORPORATED IN THIS PROSPECTUS

### **Section 6 – Investigating Accountant’s Report**

Section 6 comprises the Investigating Accountant’s Report to assist investors and their financial advisers in making an assessment of the financial position of the Company.

### **Section 7 – Solicitor’s Report on Tenements**

Section 7 consists of a report prepared by McKenzie Moncrieff Lawyers on the tenements in which the Company has an interest. The Report details the titleholders of the mining tenements and any material conditions in respect of the tenements.

### **Section 8 – Additional Information**

Section 8 contains a summary of contracts material to investors and the additional information required to be disclosed in the October 2007 Prospectus including:

- a) Constitution and rights attaching to Shares;
- b) Interests of Directors;
- c) Interests of experts and advisers;
- d) Consents of parties named in the October 2007 Prospectus;
- e) Expenses of the offer;
- f) Company tax status; and
- g) Terms and Conditions of future entitlements Options.

# WHITE CLIFF NICKEL LIMITED

## SECTION 5 COMPANY OVERVIEW

### 5.1 Overview and Reference to October 2007 Prospectus

A comprehensive overview of the Company is set out in the October 2007 Prospectus that was lodged with ASIC on 30 October 2007 for the public offering of up to 24,000,000 Shares (including oversubscriptions). Persons considering subscribing for Options under this Prospectus should refer to section 4 of this Prospectus for a summary of the information contained in the October 2007 Prospectus deemed to be incorporated in this Prospectus.

In December 2007, 24,000,000 Shares were allotted and issued at an issue price of 25 cents each pursuant to applications received under the October 2007 Prospectus.

The Company now has 51,750,003 Shares on issue.

Of these, 26,150,000 Shares are subject to ASX escrow.

- 8,600,000 Shares are subject to escrow for 24 months from the date of initial quotation of the securities of the Company (being 14 December 2009).
- 250,000 Shares are subject to escrow until 7 December 2008.
- 12,400,000 Shares are subject to escrow until 14 September 2008.
- 2,400,000 Shares are subject to escrow until 31 August 2008.
- 2,500,000 Shares are subject to escrow until 17 August 2008.

### 5.2 Circumstances of Matters Subsequent to October 2007 Prospectus

The shares of the Company were initially quoted on the ASX on 14 December 2007.

Since listing upon ASX the Company has made the following announcements that can be viewed on either the Company's website at [www.wcnickel.com.au](http://www.wcnickel.com.au) or via the ASX website at [www.asx.com.au](http://www.asx.com.au) :

ASX Announcement Title	Date of Release
Drill Rig Contract Finalised	19/12/07
Quarterly Report for the Quarter Ended 31 December 2007	31/01/08
Appendix 3Y – Change in Directors Interests	8/02/08
Appointment of Exploration Manager	27/02/08
Exploration Update	5/3/08
Half Year Report for the period ended 31 December 2007	13/03/08

Other than as stated above or otherwise in this Prospectus, the Company is not aware of any other material matter or circumstance that would impact on the contents of the October 2007 Prospectus or the activities of their professional advisers making an informed assessment of relevant matters.

### 5.3 Review of operations

The Company was incorporated on 2 July 2007 to undertake exploration in a highly prospective area south-east of Laverton, Western Australia. This region hosts a number of nickel and gold mines and advanced exploration projects.

The Company acquired over 1,000 square kilometres in this region from a mixture of tenement applications in its own name and from acquisitions that were completed during 2007. A further project located within 2 kilometres of the Cawse nickel mine was also acquired.

# WHITE CLIFF NICKEL LIMITED

## SECTION 5 COMPANY OVERVIEW

Following the tenement applications the Company issued an IPO prospectus to raise a maximum of \$6 million and to have its shares listed on ASX. This IPO was closed early and the Company's shares were admitted to ASX and commenced trading on 14 December 2007.

The White Cliff project contains little outcrop, with the bedrock geology concealed by transported cover. The bulk of the previous work in the area was regional exploration for diamonds. In these programs some aeromagnetic anomalies were sampled and drilled for potential kimberlites. Although no kimberlites were identified, shallow drilling undertaken intersected ultramafic rock including 0.5%-0.9% nickel over a 12 metre intersection. Assay results indicated elevated values of nickel, copper, chrome, cobalt and platinum group metals. More recently the Company undertook a high resolution aeromagnetic survey with data suggesting the possibility of a concealed greenstone belt and the potential for nickel mineralised ultramafic units within the sequence.

The tenement package shows the potential for both sulphide-hosted and oxidised-hosted nickel zones.

In combination with an air core drilling programme, a mapping and surface sampling programme commenced in March on the previously identified White Cliff Gossan Zone, located within tenement E38/1841. Preliminary work by the Company defined a 600m x 150m zone of sub-cropping ultramafics, containing areas of weathered olivine adcumulate rocks and boxwork-textured gossans.

An air core drilling commenced during March at the White Cliff nickel project. To date this program has drilled approximately 2,500 metres. As at the date of this Prospectus the Company has received no assay results from material recovered from this program.

Primarily, this reconnaissance drill programme will test for the presence of ultramafics underlying the transported cover, as well as look at the potential for both sulphide-hosted and oxidised nickel zones. All heritage and environment clearances have been approved, access tracks to the proposed drill areas have been prepared. The Company has firstly targeted the prospective White Cliff Gossan Zone. In addition, the program will test up to twelve magnetic anomalies identified as potential ultramafic bodies. These anomalies were modelled from high resolution aeromagnetic data previously flown over tenement E38/1841 during August 2006.

The Company has almost completed its high resolution aeromagnetic and radiometric survey over the entire White Cliff project area. In December 2007, UTS Geophysics completed 2,217 line kilometres in the south of the project, from which the data is currently being processed. At present the northern portions of the project are being flown; a further 4,184 line kilometres has been planned. This will add to the previous dataset collected in 2006 and will provide coverage at 100m line-spacing over approximately 80% of the project area. This high resolution magnetic data will provide better resolution in mapping ultramafic bodies which potentially host nickel sulphides or oxidised nickel zones.

# WHITE CLIFF NICKEL LIMITED

## SECTION 6: EFFECTS OF THE OFFER ON THE COMPANY

### 6.1 Effect of the Issue on the Capital Structure of the Company

Under the Offer up to approximately 25,875,002 Options will be issued.

Upon completion of the Offer, the issued capital of the Company will comprise:

Shares	Number
Shares at the date of this Prospectus	51,750,003
Offered pursuant to this Prospectus	Nil
Post Completion of Offer	51,750,003

Options	Number
Options at the date of this Prospectus*	7,500,000
Options offered pursuant to this Prospectus	25,875,002
Post Completion of Offer	33,375,002

\* These options are exercisable at \$0.25 on or before 31 December 2010.

The gross proceeds from the issue of the Options if fully subscribed will be approximately \$129,375. The Company intends to apply the funds as additional working capital.

### 6.2 Pro-Forma Consolidated Statement of Financial Position

The unaudited pro-forma consolidated statement of financial position has been prepared by adjusting the audit reviewed statement of financial position as at 31 December 2007 to reflect the financial effect of the following transactions as if they had occurred at 31 December 2007:

- a) Issue of 25,875,002 Options at an issue price of \$0.005 each in accordance with this Prospectus raising \$129,375.
- b) Costs of \$12,000 associated with the Option issue by this Prospectus; and
- c) Net proceeds of the issue will therefore be approximately \$117,375.

# WHITE CLIFF NICKEL LIMITED

## SECTION 6: EFFECTS OF THE OFFER ON THE COMPANY

The unaudited pro-forma consolidated statement of financial position of the Company as at 31 December 2007 is as follows:

	<b>Audit Reviewed 31 December 2007</b>	<b>Unaudited Pro-forma 31 December 2007</b>
	\$	\$
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	5,248,852	5,366,227
Trade & other receivables	87,036	87,036
<b>Total Current Assets</b>	<b>5,335,888</b>	<b>5,453,263</b>
<b>Non Current Assets</b>		
Exploration and evaluation expenditure	4,351,026	4,351,026
<b>Total non Current Assets</b>	<b>4,351,026</b>	<b>4,351,026</b>
<b>TOTAL ASSETS</b>	<b>9,686,914</b>	<b>9,804,289</b>
<b>LIABILITIES</b>		
<b>Current Liabilities</b>		
Trade and other payables	47,159	47,159
<b>Total Current Liabilities</b>	<b>47,159</b>	<b>47,159</b>
<b>TOTAL LIABILITIES</b>	<b>47,159</b>	<b>47,159</b>
<b>NET ASSETS</b>	<b>9,639,755</b>	<b>9,757,130</b>
<b>EQUITY</b>		
Issued Capital	9,906,862	10,024,237
Reserves	70,000	70,000
Accumulated Losses	(337,107)	(337,107)
<b>TOTAL EQUITY</b>	<b>9,639,755</b>	<b>9,757,130</b>

# WHITE CLIFF NICKEL LIMITED

## SECTION 7: TERMS OF OPTIONS AND RIGHTS ATTACHING TO SHARES

### 7.1 Terms and Conditions of Options

The terms and conditions of the Options are as follows:

- a. Each Option entitles the holder to acquire one fully paid ordinary Share in the Company.
- b. The Options may be exercisable at any time prior to 5pm WST on 30 June 2011 (Expiry Date).
- c. The exercise price of the Options is 25 cents per Option.
- d. Each Option may be exercised by forwarding to the Company at its principal office the exercise notice, duly completed together with payment of the sum of \$0.25 cents per Option exercised.
- e. The Options may be transferred by an instrument (duly stamped where necessary) in the form commonly used for transfer of Options at any time until the Expiry Date. This right is subject to any restrictions on the transfer of an Option that may be imposed by ASX in circumstances where the Company is listed on ASX.
- f. Option holders shall be permitted to participate in new issues of securities on the prior exercise of Options in which case the Option holders shall be afforded the period of at least nine (9) Business Days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise the Option.
- g. Shares issued on the exercise of Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Option will rank equally with the then issued ordinary shares of the Company in all respects. If the Company is listed on ASX it will, pursuant to the exercise of an Option, apply to ASX for Quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act and the Listing Rules.
- h. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option holder will be changed to the extent necessary to comply with the relevant Listing Rules.
- i. If there is a bonus issue of shares to shareholders, the number of shares over which the Option is exercisable may be increased by the number of shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
- j. In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities of the Company, the exercise price of the Options may be reduced in accordance with Listing Rule 6.22.

### 7.2 Rights Attaching to Shares upon Conversion of Options

There is only one class of Share on issue in the Company being fully paid ordinary Shares.

Full details of the rights attaching to Shares are set out in White Cliff Nickel's Constitution, a copy of which can be inspected, free of charge, at White Cliff Nickel's registered office during normal business hours.



# WHITE CLIFF NICKEL LIMITED

## SECTION 7: TERMS OF OPTIONS AND RIGHTS ATTACHING TO SHARES

The following is a broad summary of certain provisions of the Constitution and the rights, privileges and restrictions attaching to all Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. Shareholders' rights and liabilities arise from an interaction of the Constitution with statutory and common law requirements.

### **7.2.1 Ranking of Shares**

All Shares issued pursuant to this Prospectus will from the time they are issued, rank *pari passu* with all the Company's existing Shares.

### **7.2.2 Voting Rights**

Subject to any rights or restrictions for the time being attached to any class or classes of Shares (at present there are none), at meetings of Shareholders of White Cliff Nickel):

a) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;

b) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and

c) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares, shall have such number of votes as bears the same proportion which the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited).

### **7.2.3 Rights on Winding Up**

Subject to the rights of holders of shares with special rights in a winding up (at present there are none), on a winding up of White Cliff Nickel all assets that may be legally distributed among members will be distributed in proportion to the number of fully paid Shares held by them (and a partly paid share is counted as a fraction of a fully paid share equal to the amount paid on it, divided by the total issue price of the share).

### **7.2.4 Transfer of Shares**

Subject to the Constitution of the Company, the Corporations Act, and any other laws and ASTC Settlement Rules and ASX Listing Rules, Shares are freely transferable.

### **7.2.5 Future Increases in Capital**

The allotment and issue of any Shares is under the control of the Directors. Subject to restrictions on the allotment of Shares to Directors or their associates, the Listing Rules, the Constitution and the Corporations Act and except when the Company in general meeting may direct when authorising any issue of Shares, the Directors may allot or otherwise dispose of Shares on such terms and conditions as they think fit.

### **7.2.6 Variation of Rights**

Under the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to shares. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of the issue of the shares of that class), whether or not the Company is being wound up may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

# WHITE CLIFF NICKEL LIMITED

## SECTION 7: TERMS OF OPTIONS AND RIGHTS ATTACHING TO SHARES

### **7.2.7 Dividend Rights**

Subject to the rights of holders of shares issued with special or preferential rights to a dividend (at present there are none). The Directors may declare a final or interim dividend out of the profits of the Company, such dividends to be paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid.

### **7.2.8 Dividend Policy**

The Company's capacity to pay dividends in the future will be dependent upon a number of factors including exploration success, future earnings and capital and exploration expenditure requirements. Once sustainable profitability has been established and subject to working capital and investment requirements, the Directors intend to distribute a proportion of future profits to Shareholders by way of dividends.

### **7.2.9 Alterations of Capital**

The Company's share capital may be reduced and Shares may be converted or cancelled with Shareholder approval in accordance with the requirements of the Corporations Act.

The Company may buy back shares in itself on terms and at such times determined by the Directors subject to the requirements of the Corporations Act.

### **7.2.10 Directors**

The business of the Company is to be managed by or under the direction of the Directors

Unless changed by the Company in general meeting, the minimum number of directors is 3 and the maximum is 10. The existing Directors and the Company in general meeting may appoint a new Director to fill a casual vacancy. Any such Director must retire at the next following annual general meeting of the Company (at which meeting he or she may be eligible for re-election as a Director).

For a person to be eligible for election as a Director, a nomination for the office of Director and the written consent of the proposed Director must be received by the Company in a stipulated period prior to the meeting. No Director other than the Managing Director may hold office for a period in excess of 3 years or after the third annual general meeting after his or her appointment or election, whichever is the longer, without submitting himself or herself for re-election.

# WHITE CLIFF NICKEL LIMITED

## SECTION 8: ADDITIONAL INFORMATION

### 8.1 Market Price of Ordinary Shares

The Shares of the Company were initially quoted on the ASX on 14 December 2007.

The highest and lowest recorded market sale prices of the Shares quoted on the ASX from 14 December 2007 to the date of this Prospectus were 29 cents on 14 December 2007 and 7.1 cents on 7 April 2008 respectively.

The last market sale price of the Shares on ASX on the last day that trading took place in these shares prior to the date of this Prospectus on 8 April 2007 was 8.3 cents.

### 8.2 Legal Proceedings

As at the date of this Prospectus the Company is not involved in any material legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against any of them.

### 8.3 Interests of Directors and Experts

A full disclosure of the interests of Directors, experts and promoters of and to the Company for the 2 year period prior to the date of issue of the October 2007 Prospectus are set out in section 8 of the October 2007 Prospectus and other than as set out below or elsewhere in this Prospectus, that information and disclosure remains current.

The relevant interest of the Directors in the securities of the Company at the date of this Prospectus are as follows.

Director	No of Shares	No of 31 December 2010 options
Peter Hampshire	3,400,001	2,000,000
Michael Langoulant	3,400,002	2,000,000
Brian Thomas	500,000	1,000,000

McKenzie Moncrieff Lawyers has acted as Solicitor to the Company in relation to the Offer. The Company estimates it will pay McKenzie Moncrieff Lawyers \$1,500 (exclusive of goods and services tax) for these services. Fees will be charged in accordance with normal charge out rates.

### 8.4 Expenses of the Offer

The total expenses of the Offer are estimated to be approximately \$12,000 including legal costs, accounting fees, ASX fees, printing and other administrative expenses.

# WHITE CLIFF NICKEL LIMITED

## SECTION 9: MATERIAL CONTRACTS

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Section 8 of the October 2007 Prospectus, which is summarised in section 4 of this Prospectus, sets out contracts to which the Company is a party and that were considered by the Directors as being material to enable investors to make an informed assessment of the Shares being offered under the October 2007 Prospectus. Investors and their professional advisers are referred to those sections of the October 2007 Prospectus in relation to material contracts.

No other material contracts have been entered into by the Company since the October 2007 Prospectus.

# WHITE CLIFF NICKEL LIMITED

## SECTION 10: CONSENTS

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The following persons have each consented to the inclusion of the following statements and statements identified in this Prospectus as being based on statements made by those persons, in the form and the context in which they are included or referred, and have not withdrawn that consent before lodgement of this Prospectus with the ASIC:

- a) Ord Group Pty Ltd has given its written consent in relation to the Investigating Accountant's Report in section 6 of the October 2007 Prospectus and the reference to that report in this Prospectus. Ord Group Pty Ltd has also consented to being named in this Prospectus as Investigating Accountant to the Company.
- b) Malcolm Castle has given his consent in relation to the Independent Geologist's Report in Section 5 of the October 2007 Prospectus and the reference to that report in this Prospectus. Malcolm Castle has also consented to being named in this Prospectus as Independent Geologist to the Company.
- c) McKenzie Moncrieff Lawyers have given their consent in relation to the Solicitors Report in section 7 of the October 2007 Prospectus and the reference to that report in this Prospectus. McKenzie Moncrieff Lawyers have also consented to being named in this Prospectus as Solicitors to the Company.
- d) HLB Mann Judd has given its written consent in relation to the audit financial information contained in section 6.2 of this Prospectus. HLB Mann Judd has also consented to being named in this Prospectus as Auditor to the Company.

To the maximum extent permitted by law, each of the parties referred to above have not authorized or caused the issue of this Prospectus and to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than the statements referred to above and the statements identified in this Prospectus as being based on statements made by those persons or the references to their name.

# WHITE CLIFF NICKEL LIMITED

## SECTION 11: CONSENT BY THE DIRECTORS

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Each of the Directors of White Cliff Nickel Limited has consented to the lodgement of this Prospectus in accordance with section 720 of the Corporations Act 2001 and has not withdrawn that consent.

Dated the 9<sup>th</sup> day of April 2008



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Signed for and on behalf of  
**WHITE CLIFF NICKEL LIMITED**  
by MICHAEL LANGOULANT (Managing Director)

# WHITE CLIFF NICKEL LIMITED

## SECTION 12: GLOSSARY OF NAMES AND TERMS

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**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited ACN 008 624 691 and where the context permits, the Australian Securities Exchange operated by ASX Limited.

**Board** means the board of Directors unless the context indicates otherwise.

**Closing Date** means the date on which the Offer closes.

**Company** or **WCN** means White Cliff Nickel Limited ABN 22 126 299 125.

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001 (Cth)*.

**Directors** means the directors of the Company from time to time.

**Dollars or \$** means Australian dollars unless otherwise stated.

**Entitlement** means the right of a Shareholder to subscribe for Options under the Offer.

**Entitlement and Acceptance Form** means the personalised entitlement and acceptance form attached to or accompanying this Prospectus.

**Glossary** means this glossary.

**Investigating Accountant** means Ord Group Pty Ltd.

**Independent Geologist** means Malcolm Castle.

**Listing Rules** means Listing Rules of the ASX.

**October 2007 Prospectus** means the prospectus lodged by the Company with the ASIC on 30 October 2007.

**Offer** means the offer of Options pursuant to this Prospectus.

**Offer Period** means the period commencing on the Opening Date and ending on the Closing Date.

**Official List** means the Official List of the ASX.

**Opening Date** means the date on which the Offer opens.

**Option** means an option to acquire 1 Share.

**Prospectus** means this prospectus dated 9 April 2008 for the issue of up to 25,875,002 Options.

**Record Date** means 17 April 2008 being the date for determining the Shareholder Entitlement to participate in this Offer.

**Quotation** means quotation of the Shares on ASX.

**Share** means 1 fully paid ordinary share in WCN.

**Shareholder** means a holder of Shares.

**Share Registrar** means Computershare Investor Services Pty Ltd ABN 48078 279 277

**Shortfall** means the Options forming Entitlements, or parts of Entitlements, not accepted by Shareholders.

**WST** means Western Standard Time, Perth, Western Australia.

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

WHITE CLIFF NICKEL LIMITED

ABN

22 126 299 125

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |  |
|---|--|--|
| 1 | +Class of +securities issued or to be issued   | 30 June 2011 options   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 25,875,002   |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Exercisable at \$0.005 on or before 30 June 2011. Full terms are set out in section 7 of a prospectus dated 9 April 2008 |

+ See chapter 19 for defined terms.



**Appendix 3B**  
**New issue announcement**

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4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Shares issued as a result of exercise of the options will rank equally in all respects with existing quoted shares.

5 Issue price or consideration

\$0.005 per option

6 Purpose of the issue  
 (If issued as consideration for the acquisition of assets, clearly identify those assets)

Working capital

7 Dates of entering +securities into uncertificated holdings or despatch of certificates

15 May 2008

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	25,600,000	Ordinary Shares
	28,875,002	30 June 2011 options

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	26,150,003	Ordinary shares
	7,500,000	31 December 2010 options

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+ See chapter 19 for defined terms.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	None at this point
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**Part 2 - Bonus issue or pro rata issue**

11	Is security holder approval required?	No
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12	Is the issue renounceable or non-renounceable?	Non-renounceable
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13	Ratio in which the +securities will be offered	1 for 2
----	--	---------

14	+Class of +securities to which the offer relates	Options
----	--	---------

15	+Record date to determine entitlements	17 April 2008
----	--	---------------

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Yes
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17	Policy for deciding entitlements in relation to fractions	Rounded up
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18	Names of countries in which the entity has +security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	The offer will be made to shareholders with registered addresses in Australia, New Zealand, Singapore Hong Kong and United Kingdom.
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19	Closing date for receipt of acceptances or renunciations	7 May 2008
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20	Names of any underwriters	Nil
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21	Amount of any underwriting fee or commission	N/a
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22	Names of any brokers to the issue	N/a
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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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23	Fee or commission payable to the broker to the issue	N/a
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Nil
25	If the issue is contingent on +security holders' approval, the date of the meeting	No
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	22 April 2008
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	9 April 2008
28	Date rights trading will begin (if applicable)	N/a
29	Date rights trading will end (if applicable)	N/a
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/a
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/a
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/a
33	+Despatch date	15 May 2008

**Part 3 - Quotation of securities -**

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

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+ See chapter 19 for defined terms.

- (a)  Securities described in Part 1
- (b)  All other securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

**Entities that have ticked box 34(a)**

**Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37  A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

- 38 Number of securities for which +quotation is sought
- 39 Class of +securities for which quotation is sought

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class

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+ See chapter 19 for defined terms.

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**Quotation agreement**

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Managing director

Date: 9 April 2008

Print name: Michael Langoulant

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+ See chapter 19 for defined terms.