

WHITE CLIFF NICKEL LIMITED

ACN 126 299 125

NOTICE OF ANNUAL GENERAL MEETING

and

EXPLANATORY MEMORANDUM

Date of Meeting: Monday 30 November 2009

Time of Meeting: 10.00am (WST)

Place of Meeting: Tuart Room, Holiday Inn City Centre
778-788 Hay Street
Perth WA

This Notice of Annual General Meeting and Explanatory Memorandum should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

WHITE CLIFF NICKEL LIMITED
ACN 126 299 125

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the second annual general meeting of shareholders of White Cliff Nickel Limited ACN 126 299 125 ("**Company**") will be held at Tuart Room, Holiday Inn City Centre, 778-788 Hay Street, Perth, Western Australia at 10.00 am (WST) on Monday 30 November 2009.

The Explanatory Memorandum which accompanies and forms part of this Notice of Meeting describes the various matters to be considered and contains a glossary of defined terms for terms that are not defined in full in this Notice of Meeting.

AGENDA

ANNUAL FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial report, the Directors' report and auditor's report for the Company and its controlled entities for the period ended 30 June 2009.

ORDINARY RESOLUTIONS

1. Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the remuneration report for the Company and its controlled entities for the period ended 30 June 2009 be adopted."

The vote on this resolution is advisory only and does not bind the directors or the Company.
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2. Re-election of Mr Todd Hibberd as a Director

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

"That Mr Todd Hibberd, who was appointed as a director of the Company to fill a casual vacancy on 2 December 2008, retires in accordance with the Company's constitution and being eligible, offers himself for re-election, be re-elected as a Director."

3. Re-election of Mr Brian Thomas as a Director

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

"That Mr Brian Thomas, who retires by rotation in accordance with the Company's constitution and being eligible, offers himself for re-election, be re-elected as a Director."

4. Grant of Options to Mr Todd Hibberd

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

"That, for the purposes of subsection 208(1) of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the grant by the Company of up to 2,000,000 Options (each to subscribe for one fully paid ordinary Share in the capital of the Company) at an exercise of \$0.25 exercisable on or before 30 June 2011 to Mr Todd Hibberd or his nominee in accordance with the terms and conditions set out in the Explanatory Memorandum."

<p>Voting exclusion: In accordance with Listing Rule 14.11, the Company will disregard any votes cast on this Resolution 4 by Mr Hibberd and his associates. However, the Company need not disregard a vote if it is cast by Mr Hibberd as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by Mr Hibberd as chair of the meeting as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.</p>

SPECIAL RESOLUTION

5. Change of Company Name

To consider and, if thought fit, to pass, the following resolution as a **special resolution**:

"That, pursuant to section 157 of the Corporations Act and for all other purposes, the name of the Company be changed to White Cliff Limited."

BY ORDER OF THE BOARD



Michael Langoulant
Company Secretary
Dated: 15 October 2009

PROXY AND VOTING ENTITLEMENT INSTRUCTIONS

PROXY INSTRUCTIONS

Shareholders are entitled to appoint up to two individuals or bodies corporate to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be deposited at or sent by facsimile transmission to the Company's office, **Suite 2, 5 Ord Street, West Perth WA 6005, +61 8 9324 2977**, not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual or body corporate named in the proxy form proposes to vote.

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the Corporations Act.

The proxy may, but need not, be a shareholder of the Company.

In the case of shares jointly held by two or more persons, all joint holders must sign the proxy form.

A proxy form is attached to this Notice.

VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 10.00 am WST on Saturday 28 November 2009. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

QUESTIONS FROM SHAREHOLDERS

At the Meeting the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

Mr Wayne Clark, as the auditor responsible for preparing the auditor's report for the year ended 30 June 2009 (or his representative) will attend the Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have by mail to **Suite 2, 5 Ord Street, West Perth WA 6005**, or by fax to **+61 8 9324 2977** so that it is received by no later than close of business Monday 23 November 2009.

As required under section 250PA of the Corporations Act, at the Meeting, the Company will distribute a list setting out the questions directed to the auditor received in writing by Monday 23 November 2009, being questions which the auditor considers relevant to the content of the auditor's report or the conduct of the audit of the financial report for the year ended 30 June 2009. The Chairman will allow reasonable opportunity to respond to the questions set out on this list.

WHITE CLIFF NICKEL LIMITED
ACN 126 299 125

PROXY FORM

White Cliff Nickel Limited, Suite 2, 5 Ord Street, West Perth WA 6005,
Facsimile +61 8 9324 2977

I/We _____

of _____

being a shareholder/(s) of White Cliff Nickel Limited ("**Company**") and entitled to

_____ shares in the Company

hereby appoint _____

of _____

or failing him/her/it _____

of _____

or failing him/her/it the Chairman as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at Tuart Room, Holiday Inn City Centre, 778-788 Hay Street, Perth, Western Australia at 10.00 am (WST) on Monday 30 November 2009 and at any adjournment thereof in respect of _____ of my/our shares or, failing any number being specified, **ALL** of my/our shares in the Company.

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is []%.
(An additional proxy form will be supplied by the Company on request.)

If you wish to indicate how your proxy is to vote, please tick the appropriate places below. If no indication is given on a resolution, the proxy may abstain or vote at his/her/its discretion.

In relation to undirected proxies, the Chairman intends to vote in favour of all of the Resolutions.

If you do not wish to direct your proxy how to vote, please place a mark in the box.

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of a resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

I/we direct my/our proxy to vote as indicated overleaf:

WHITE CLIFF NICKEL LIMITED
ACN 126 299 125

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be considered at the annual general meeting of Shareholders to be held at Tuart Room, Holiday Inn City Centre, 778-788 Hay Street, Perth, Western Australia at 10.00 am (WST) on Monday 30 November 2009.

The Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

Full details of the business to be considered at this Annual General Meeting are set out below.

Annual financial statements and reports

The Corporations Act requires that the annual report (which includes the financial report, directors' report and auditors' report) be laid before the Annual General Meeting.

Shareholders will be given an opportunity to ask questions and make comments about the Annual Report or the Company generally but there will be no formal resolution submitted to the Meeting in respect of it.

1. Resolution 1 - Adoption of Remuneration Report

The remuneration report of the Company for the financial period ended 30 June 2009 is set out on pages 24 to 26 of the Company's 2009 annual report.

Pursuant to section 250R(2) of the Corporations Act, a resolution that the remuneration report be adopted must be put to vote at the Company's annual general meeting. The vote on this resolution is advisory only and does not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

A reasonable opportunity will be provided for discussion of the remuneration report at the Meeting.

The Board unanimously recommends that Shareholders vote in favour of adopting the remuneration report.

2. Resolutions 2 and 3 - Re-election of Directors

It is a requirement under the Company's constitution that Mr Todd Hibberd, who was appointed to fill a casual vacancy on 2 December 2008, retires at the Annual General Meeting. Mr Hibberd, being eligible for re-election pursuant to the Company's constitution, offers himself for re-election.

Apart from Mr Hibberd (who abstains from voting given his interest in the Resolution), the remaining Directors recommend to shareholders that Mr Hibberd be re-elected.

It is a requirement under the Company's constitution that Mr Brian Thomas retires by rotation at the Annual General Meeting. Mr Thomas, being eligible for re-election pursuant to the Company's constitution, offers himself for re-election.

Apart from Mr Thomas (who abstains from voting given his interest in the Resolution), the remaining Directors recommend to shareholders that Mr Thomas be re-elected.

3. Resolution 4 - Issue of Options to Mr Todd Hibberd

3.1 Details of the proposed issue

The Company proposes to issue Options to a director, Mr Todd Hibberd, in accordance with the terms and conditions of the Options as set out in Appendix A to this Explanatory Memorandum.

The Directors believe proposed issue of Options to Mr Hibberd is an appropriate means of providing Mr Hibberd with appropriate incentives with the aim of ensuring creation of shareholder wealth as well as ensuring that the Company retains the services of Mr Hibberd.

Resolution 4 seeks Shareholder approval for the issue of Options to Mr Hibberd as follows:

Name of Director	Number of Options to be granted
Mr Todd Hibberd	2,000,000

The Options are to be granted for no consideration. Consequently no funds will be raised as a result of the grant of Options. A total of \$500,000 in additional share capital would be raised if the Options were exercised in full.

3.2 Listing Rule 10.11

Listing Rule 10.11 generally provides that Directors may not be issued any securities in the Company without the approval of Shareholders.

If approval for Resolution 4 is given for the purposes of Listing Rule 10.11 then approval is not required under Listing Rule 7.1.

3.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions of the provisions; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

As a Director, the proposed grant of Options to Mr Hibberd constitutes the provision of a financial benefit to a related party of the Company and, accordingly, Shareholder approval is required.

In accordance with the requirements of Listing Rule 10.13 and Chapter 2E of the Corporations Act, and in particular with section 219, the following information is provided to Shareholders to allow them to assess the proposed grant of Options:

- (a) Mr Hibberd is a related party of the Company to whom proposed Resolution 4 would permit the financial benefit to be given;
- (b) the nature of the financial benefit to be given to Mr Hibberd is the grant of 2,000,000 Options;
- (c) the Options will be granted for no cash consideration and therefore no funds will be raised by their issue. Any funds raised from the exercise of the Options will be used for the Company's general working capital requirements;
- (d) the Options will be issued within 3 days of Shareholder approval being received;
- (e) the exercise price of each Option is 25 cents and may be exercised at any time during the period from their issue date until their expiry on 30 June 2011;
- (f) the Options will be the same class as the existing Company options that are traded on ASX under the code WCNO. An application will be made o ASX for these Options to be traded upon ASX;
- (g) if Shareholders approve the grant of 2,000,000 Options to Mr Hibberd and all of those options are exercised, the effect will be to dilute the shareholding of existing members by approximately 2.26%, based on the number of shares in the Company as at the date of this Notice and assuming all existing Options are exercised.
- (h) as at the date of this Notice, Mr Hibberd had the following direct and indirect beneficial holdings in securities of the Company:

Director	Number of Shares	Number of Options
Mr Todd Hibberd	2,692,088	-

This excludes the Options proposed to be granted pursuant to Resolution 4.

- (i) details of the Mr Hibberd current annual remuneration are as follows:

Director	Base director fees (\$)	Salary (\$)	Superannuation (\$)	Total (\$)
Mr Todd Hibberd	30,000	179,520	20,480	230,000

- (j) during the last 12 months before the date of lodgement of this Notice with ASIC, the highest trading price of the Shares was \$0.093 on 14 August 2009 and the lowest trading price of the Shares was \$0.029 on 27 October 2008. On 14 October 2009, the last trading day before this Notice of Meeting was lodged with the ASIC, the Shares closed at a price of \$0.077 per Share;
- (k) during the last 12 months before the date of lodgement of this Notice with ASIC, the highest trading price of the Options was \$0.02 on 1 September 2009 and the lowest trading price of the Options was \$0.002 on 24 April 2009. On 14 October 2009, the last trading day before this Notice of Meeting was lodged with the ASIC, the Options closed at a price of \$0.019 per Option;
- (l) based on the closing price for the Options on 14 October 2009 of \$0.019 then the value of the financial benefit to Mr Hibberd by the issue of the Options is \$38,000;

- (m) the grant of Options to Mr Hibberd is a more cost effective incentive for the Company as opposed to the payment of a cash bonus;
- (n) Messrs Michael Langoulant and Brian Thomas have no personal interest in the outcome of Resolution 4 and recommend that Shareholders vote in favour of Resolution 4 as it is an appropriate means of providing Mr Hibberd with incentives to continue to create value for Shareholders;
- (o) Mr Hibberd has a material personal interest in the outcome of Resolution 4 as the recipient of the Options proposed to be granted and therefore Mr Hibberd declines to make a recommendation to Shareholders about Resolution 4;
- (p) neither the Board nor the Company is aware of any other information that would be reasonably be required by Shareholders in order to decide whether it is in the best interests of the Company to pass Resolution 4, other than as stated in this Explanatory Memorandum.

4. Resolution 5 – Change of Company Name

It is proposed that the Company change its name from White Cliff Nickel Limited to White Cliff Limited. The reason for the name change is to better reflect the fact that the Company is no longer solely focussed on nickel exploration. Since the Company has listed on ASX it has diversified its exploration portfolio to include projects that are prospective for nickel, gold, iron, manganese and potash.

Under section 157(1) of the Corporations Act 2001, a Company must obtain member approval by a special resolution to adopt a new name. The name change is subject to, and will take effect when, the Australian Securities and Investments Commission effects the change and alters the Company's registration details.

GLOSSARY OF TERMS

In this Explanatory Memorandum the following expressions have the following meanings:

"**Company**" or "**White Cliff**" means White Cliff Nickel Limited ACN 126 299 125.

"**Constitution**" means the Company's constitution from time to time.

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

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

"**Explanatory Memorandum**" means the explanatory memorandum that accompanies and forms part of this Notice.

"**Listing Rule**" means a Listing Rule of ASX Limited.

"**Meeting**" or "**Annual General Meeting**" means the annual general meeting of Shareholders of the Company convened by this Notice.

"**Notice**" or "**Notice of Annual General Meeting**" means the notice of annual general meeting which accompanies this Explanatory Memorandum.

"**Options**" means options to acquire a Share in the Company at an exercise price of \$0.25 on or before 30 June 2011 and traded on ASX under the code WCNO.

"**Resolution**" means a resolution referred to in the Notice.

"**Share**" means an ordinary share in the Company.

"**Shareholder**" means a shareholder of the Company.

"**WST**" means western standard time in Western Australia.

Appendix A - 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.