

White Cliff Nickel Limited  
ABN 22 126 299 125

Terms and Conditions of Director/Key Personnel options

The terms and conditions of options issued to directors and key personnel are as follows:

- a. Each Option entitles the holder to acquire one fully paid ordinary share in the company.
- b. No application will be made for ASX quotation of the Options.
- c. The Options expire at 5.30pm on 31 December 2010 (Expiry Date)
- d. The Options may be exercised at any time until the Expiry Date. 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 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 Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
- 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 with 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.