

WHITE CLIFF NICKEL LIMITED

ACN 126 299 125

NOTICE OF ANNUAL GENERAL MEETING

and

EXPLANATORY MEMORANDUM

Date of Meeting: Friday 28 November 2008

Time of Meeting: 3.00 pm (DST)

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

This Notice of Annual General Meeting 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 first annual general meeting of shareholders of White Cliff Nickel Limited ACN 126 299 125 ("**Company**") will be held at Banksia Room, Holiday Inn City Centre, 778-788 Hay Street, Perth, Western Australia at 3.00 pm (DST) on Friday 28 November 2008.

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

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial statements, the Directors' report and auditor's report for the Company and its controlled entities for the period ended 30 June 2008.

ORDINARY RESOLUTIONS

1. Adoption of Remuneration Report

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

"That the remuneration report for the Company and its controlled entities for the period ended 30 June 2008 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 Brian Thomas as a Director

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

"That Mr Brian Thomas, who was appointed as a director of the Company to fill a casual vacancy on 14 August 2007, 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 Peter Hampshire as a Director

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

"That Mr Peter Hampshire, 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."

BY ORDER OF THE BOARD



Michael Langoulant
Company Secretary
Dated: 15 October 2008

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 5.00 pm DST on Wednesday 26 November 2008. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

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 Banksia Room, Holiday Inn City Centre, 778-788 Hay Street, Perth, Western Australia at 3.00 pm (DST) on Friday 28 November 2008 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 Banksia Room, Holiday Inn City Centre, 778-788 Hay Street, Perth, Western Australia at 3.00 pm (DST) on Friday 28 November 2008.

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.

1. Resolution 1 - Adoption of Remuneration Report

The remuneration report of the Company for the financial period ended 30 June 2008 is set out on pages 17 to 19 of the Company's 2008 annual report.

Pursuant to 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.

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

It is a requirement under the Company's constitution that Mr Brian Thomas, who was appointed to fill a casual vacancy on 14 August 2008, retires at the Annual General Meeting. Mr Thomas, being eligible for re-election pursuant to the Company's constitution, offers himself for re-election.

The remaining Directors recommend to shareholders that Mr Thomas be re-elected.

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

The remaining Directors recommend to shareholders that Mr Hampshire be re-elected.

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 (Cwth).

"**Directors**" means the directors of White Cliff from time to time.

"**DST**" means daylight saving time in Western Australia.

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

"**Meeting**" or "**Annual General Meeting**" means the annual general meeting of shareholders of White Cliff convened by this Notice.

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

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

"**Share**" means an ordinary share in White Cliff Nickel Limited.

"**Shareholder**" means a White Cliff shareholder.