



Nordic Nickel Limited (ABN 13 647 455 105)

Annual General Meeting – Notice and Proxy Form

Dear Shareholder

The 2024 Annual General Meeting (**Meeting**) of shareholders of Nordic Nickel Limited (ABN 13 647 455 105) (**Company**) will be held at Level 12, 197 St Georges Terrace, Perth WA 6000 on Friday, 29 November 2024 at 9:00am (WST).

As permitted by the Corporations Act, the Company will not be sending hard copies of the Notice of Meeting (**Notice**) to shareholders unless a shareholder has previously requested a hard copy.

A copy of the Meeting documents can be viewed and downloaded online as follows:

- (a) On the Company's website at www.nordicnickel.com; or
- (b) On the Company's ASX market announcements page (ASX:NNL).

You may vote by attending the Meeting in person, by proxy or by appointing an authorised representative. The **Company strongly encourages shareholders to lodge a directed proxy form prior to the meeting** in person, by post or by facsimile. Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the Meeting, for example by preparing answers in advance to Shareholders questions. However, questions may also be raised during the Meeting.

Your proxy form must be received by 9:00am (WST) on Wednesday, 27 November 2024, being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting. Instructions for how to lodge the proxy form are set out in the Notice. To lodge your vote electronically please visit www.investorvote.com.au (Control Number: 134265)

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice. In order to receive electronic communications from the Company in the future, please update your Shareholder details online at www.investorcentre.com/au.

The Company will notify Shareholders via the Company's website at www.nordicnickel.com and the Company's ASX Announcement Platform at www2.asx.com.au (ASX:NNL) if changing circumstances impact the planning or arrangement of the Meeting.

If you have any difficulties obtaining a copy of the Notice, please contact the Company Secretary by telephone at +61 8 6141 3191.

This announcement is authorised for market release by the Company Secretary of Nordic Nickel Limited.

Yours sincerely,

Aaron Bertolatti
Company Secretary
Nordic Nickel Limited

NORDIC NICKEL LIMITED
ACN 647 455 105
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9:00am (WST)
DATE: 29 November 2024
PLACE: Level 12, 197 St Georges Terrace
Perth WA 6000

The business of the Meeting affects your shareholding and your vote is important.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (WST) on 27 November 2024.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2024."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

3. RESOLUTION 2 – RE-ELECTION OF JUHO HAVERINEN

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

"That, for the purpose of clause 15.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Juho Haverinen, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 4 – CONFIRMATION OF APPOINTMENT OF AUDITOR

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 327B(1)(b) of the Corporations Act and for all other purposes, BDO Audit Pty Ltd having been nominated by a Shareholder and given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Meeting until it resigns or is removed from the office of auditor of the Company."

6. RESOLUTION 5 – CHANGE OF COMPANY NAME

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

*"That, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to **Nordic Resources Limited**."*

7. RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS TO ROBERT WRIXON

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,000,000 Options to Mr Robert Wrixon (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 7 – APPROVAL TO ISSUE OPTIONS TO TODD ROSS

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,000,000 Options to Mr Todd Ross (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 8 – APPROVAL TO ISSUE OPTIONS TO MARCELLO CARDACI

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 500,000 Options to Mr Marcello Cardaci (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 9 – APPROVAL TO ISSUE OPTIONS TO JUHO HAVERINEN

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 500,000 Options to Mr Juho Haverinen (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

11. RESOLUTION 10 – RATIFICATION OF PLACEMENT SHARES – LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 16,071,666 Shares to the Placement Participants on the terms and conditions set out in the Explanatory Statement."

12. RESOLUTION 11 – APPROVAL TO ISSUE PLACEMENT SHARES TO ROBERT WRIXON

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,261,667 Shares to Robert Wrixon (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

13. RESOLUTION 12 – APPROVAL TO ISSUE PLACEMENT SHARES TO MARCELLO CARDACI

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 166,667 Shares to Marcello Cardaci (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolutions 6 to 9 – Approval to Issue Options to Related Parties	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of an Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not an Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolutions 6 to 9 – Approval to Issue Options to Related Parties	The Related Parties (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 10 – Ratification of prior issue of Placement Shares – Listing Rule 7.1	The Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 11 – Approval to issue Placement Shares to Robert Wrixon	Robert Wrixon (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 12 – Approval to issue Placement Shares to Marcello Cardaci	Marcello Cardaci (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is 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. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6141 3191.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://nordicnickel.com/>.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – RE-ELECTION OF JUNO HAVERINEN

3.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Juno Haverinen, who has held office without re-election since 28 October 2022 and being eligible retires by rotation and seeks re-election.

Further information in relation to Mr Haverinen is set out below.

Qualifications, experience and other material directorships	Mr Haverinen has over ten years' experience in planning and overseeing mineral exploration in Finland. He is the Head of Exploration for Magnus Minerals Oy, a private Finnish geological consultancy and prospect generator. Mr Haverinen has significant managerial experience in Finland, in particular number exploration joint ventures with major multinational mining companies. His research into base metal deposition in deeper stratigraphies within the Central Lapland Greenstone Belt has been widely accepted and integrated into the geological models of a number of major exploration companies located in Finland. Mr Haverinen also has over a decade of experience operating successfully under Finnish mining and environmental law and maintaining key stakeholder relationships. He was a member of the Board of the Finnish Mining Association (FinnMin) from 2016 to 2021 and is a current Board member of Magnus Minerals Oy. Mr Haverinen has both BSc and MSc degrees in Geology from the University of Helsinki.
Term of office	Mr Haverinen has served as a Director since 25 March 2022 and was last re-elected on 28 October 2022.
Independence	If re-elected, the Board does not consider that Mr Haverinen will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr Haverinen that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Mr Haverinen since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Haverinen) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Haverinen will be re-elected to the Board as a Non-Executive Director.

If this Resolution is not passed, Mr Haverinen will not continue in their role as Non-Executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

4.1 General

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). The Company is an Eligible Entity.

4.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

4.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following: (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before: (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current projects, the development of the Company's current business and general working capital.
Risk of economic and voting dilution	Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue. If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under

REQUIRED INFORMATION	DETAILS																																											
	the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.																																											
	The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 11 October 2024.																																											
	The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.																																											
	<table><tr><th colspan="2"></th><th colspan="4">Dilution</th></tr><tr><th colspan="2" rowspan="4">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th><th rowspan="4">Shares issued – 10% voting dilution</th><th colspan="3">Issue Price</th></tr><tr><th>\$0.039</th><th>\$0.077</th><th>\$0.12</th></tr><tr><th>50% decrease</th><th>Issue Price</th><th>50% increase</th></tr><tr><th colspan="3">Funds Raised</th></tr><tr><td>Current</td><td>148,812,180 Shares</td><td>14,881,218 Shares</td><td>\$580,367</td><td>\$1,145,854</td><td>\$1,741,102</td></tr><tr><td>50% increase</td><td>223,218,270 Shares</td><td>22,321,827 Shares</td><td>\$870,551</td><td>\$1,718,781</td><td>\$2,611,653</td></tr><tr><td>100% increase</td><td>297,624,360 Shares</td><td>29,762,436 Shares</td><td>\$1,160,735</td><td>\$2,291,708</td><td>\$3,482,205</td></tr></table>							Dilution				Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price			\$0.039	\$0.077	\$0.12	50% decrease	Issue Price	50% increase	Funds Raised			Current	148,812,180 Shares	14,881,218 Shares	\$580,367	\$1,145,854	\$1,741,102	50% increase	223,218,270 Shares	22,321,827 Shares	\$870,551	\$1,718,781	\$2,611,653	100% increase	297,624,360 Shares	29,762,436 Shares	\$1,160,735	\$2,291,708	\$3,482,205
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*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.																																												
The table above uses the following assumptions:																																												
1. There are currently 147,383,846 Shares on issue, comprising: (a) 145,955,512 existing Shares on issue as at the date of this Notice; and (b) 1,428,334 Shares which will be issued should Resolutions 11 and 12 be passed.																																												
2. The issue price set out above is the closing market price of the Shares on the ASX on 11 October 2024 (being \$0.077).																																												
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.																																												
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.																																												
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.																																												
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.																																												
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.																																												
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.																																												

REQUIRED INFORMATION	DETAILS				
	9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting. Shareholders should note that there is a risk that: (a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and (b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.				
Allocation policy under 7.1A Mandate	The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company. The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors: (a) the purpose of the issue; (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).				
Previous approval under Listing Rule 7.1A.2	The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 15 November 2023 (Previous Approval). During the 12-month period preceding the date of the Meeting, being on and from 29 November 2023, the Company issued 3,472,364 Shares pursuant to the Previous Approval (Previous Issue), which represent approximately 2.67% of the total diluted number of Equity Securities on issue in the Company on 29 November 2023, which was 130,125,006. Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below. The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue: <table border="1" data-bbox="579 1823 1385 2047"> <tr> <td data-bbox="579 1823 820 1935">Date of Issue and Appendix 2A</td><td data-bbox="820 1823 1385 1935"> Date of Issue: 27 December 2023 Date of Appendix 2A: 27 December 2023 </td></tr> <tr> <td data-bbox="579 1935 820 2047">Number and Class of Equity Securities Issued</td><td data-bbox="820 1935 1385 2047">3,472,364 Shares²</td></tr> </table>	Date of Issue and Appendix 2A	Date of Issue: 27 December 2023 Date of Appendix 2A: 27 December 2023	Number and Class of Equity Securities Issued	3,472,364 Shares ²
Date of Issue and Appendix 2A	Date of Issue: 27 December 2023 Date of Appendix 2A: 27 December 2023				
Number and Class of Equity Securities Issued	3,472,364 Shares ²				

REQUIRED INFORMATION	DETAILS	
	Issue Price and discount to Market Price¹ (if any)	\$0.14 per Share (at a discount 3.45% to Market Price).
	Recipients	Professional and sophisticated investors as part of a placement announced on 11 December 2023. The placement participants were identified through a bookbuild process, which involved the Company seeking expressions of interest to participate in the placement from non-related parties of the Company. None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.
	Total Cash Consideration and Use of Funds	Amount raised: \$486,131 Amount spent: \$486,131 Use of funds: The majority of the funds raised through the placement were allocated to exploration activity and diamond drilling at the Hotinvaara prospect at the Company's Pulju Project in Finland, targeting both high-grade massive sulphide zones and expanding the existing Mineral Resource Estimate (MRE). In addition to the exploration activity, the Company used the funds to complete the metallurgical test-work studies for the Hotinvaara prospect. Amount remaining: Nil.
	Notes: 1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities. 2. Fully paid ordinary shares in the capital of the Company, ASX Code: NNL (terms are set out in the Constitution). 3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.	
Voting exclusion statement	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.	

5. RESOLUTION 4 – CONFIRMATION OF APPOINTMENT OF AUDITOR AT AGM

5.1 Background

BDO Audit (WA) Pty Ltd is the current auditor of the Company. As part of becoming a national entity, BDO Audit (WA) Pty Ltd is being replaced by BDO Audit Pty Ltd for the

provision of BDO's audit services in Western Australia. In effect, there will be no change to the auditor of the Company.

On 23 April 2024, in accordance with section 327C of the Corporations Act 2001, the Company appointed BDO Audit Pty Ltd (**BDO Audit**) as auditor of the Company following ASIC's consent to the resignation of the previous auditor of the Company, BDO Audit (WA) Pty Ltd, in accordance with section 329(5) of the Corporations Act.

Following the above appointment, and in accordance with section 327C(2) of the Corporations Act, BDO Audit holds office as auditor of the Company until the Company's next annual general meeting, being the meeting the subject of this Notice.

In accordance with section 327B(1)(b), the Company now seeks Shareholder approval for the ongoing appointment of BDO Audit as the auditor of the Company and its controlled entities.

In accordance with section 328B of the Corporations Act 2001, notice in writing nominating BDO Audit as auditor has been given to the Company by a Shareholder. A copy of this notice is attached to this Notice as Annexure A.

BDO Audit has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

If this Resolution is passed, the appointment of BDO Audit as the Company's auditor will take effect at the close of this Meeting.

BDO Audit, the Company's current auditor, has given notice of its intention to resign as auditor of the Company to ASIC in accordance with section 329(5) of the Corporations Act.

5.2 Board Recommendation

The Board recommends that Shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

6. RESOLUTION 5 – CHANGE OF COMPANY NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

This Resolution seeks the approval of Shareholders for the Company to change its name to "Nordic Resources Limited".

The Board proposes this change of name on the basis that it believes the proposed name more accurately reflects the Company's broader focus on exploration for critical minerals and metals in Finland, rather than solely nickel. The Company's Pulju and MJ3 Projects are prospective for copper, cobalt and PGMs alongside nickel, while the Tepasto Project area was acquired for its copper and molybdenum exploration potential.

The proposed name has been reserved by the Company with ASIC and if this Resolution is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change. If this Resolution is passed the change of name will take effect when ASIC alters the details of the Company's registration.

7. RESOLUTIONS 6 TO 9 – APPROVAL TO ISSUE SECURITIES TO RELATED PARTIES

7.1 General

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of an aggregate of 5,000,000 Options to Rob Wrixon, Todd Ross, Marcello Cardaci and Juho Haverinen (or their nominee(s)) (together, the **Related Parties**) on the terms and conditions set out below.

Further details in respect of the Securities proposed to be issued are set out in the table below.

Quantum	Recipient	Resolution	Vesting Condition	Exercise Price	Expiry Date
2,000,000	Rob Wrixon	6	50% vest on the date that is 12 months from issue	\$0.10	5 years from the date of issue
			50% vest on the date that is 24 months from issue		
2,000,000	Todd Ross	7	50% vest on the date that is 12 months from issue	\$0.10	5 years from the date of issue
			50% vest on the date that is 24 months from issue		
500,000	Marcello Cardaci	8	50% vest on the date that is 12 months from issue	\$0.10	5 years from the date of issue
			50% vest on the date that is 24 months from issue		
500,000	Juho Haverinen	9	50% vest on the date that is 12 months from issue	\$0.10	5 years from the date of issue
			50% vest on the date that is 24 months from issue		

7.2 Director Recommendation

Each Director has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominee(s)) are to be issued Securities should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

7.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

As Securities are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

7.4 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has

nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

7.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue. If the Company is unable to proceed with the issue, it will consider alternative forms of incentive remuneration for each of the Related Parties.

7.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Securities are set out in Section 7.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of Options to be issued (being the nature of the financial benefit proposed to be given) is 5,000,000 which will be allocated are set out in the table included at Section 7.1 above.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the proposed recipients to align the interests of the proposed recipients with those of Shareholders, to motivate and reward the performance of the proposed recipients in their roles as Directors and

REQUIRED INFORMATION	DETAILS
	to provide a cost effective way from the Company to remunerate the proposed recipients, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the proposed recipients.
Consideration of type of Security to be issued	The Company has agreed to issue the Options for the following reasons: (a) the issue of the Options has no immediate dilutionary impact on Shareholders; (b) the deferred taxation benefit which is available to the proposed recipients in respect of an issue of Options is also beneficial to the Company as it means the proposed recipients are not required to immediately sell the Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; (c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and (d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options on the terms proposed.
Consideration of quantum of Securities to be issued	The number of Securities to be issued has been determined based upon a consideration of: (a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company; (b) the remuneration of the proposed recipients; and (c) incentives to attract and ensure continuity of service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Securities upon the terms proposed.

REQUIRED INFORMATION	DETAILS																															
Remuneration	The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below: <table><tr><th>Related Party</th><th>Current Financial Year ending 30 June 2025</th><th>Previous Financial Year ended 30 June 2024</th></tr><tr><td>Rob Wrixon</td><td>221,825¹</td><td>140,597⁵</td></tr><tr><td>Todd Ross</td><td>221,825²</td><td>416,802⁶</td></tr><tr><td>Marcello Cardaci</td><td>67,456³</td><td>90,896⁷</td></tr><tr><td>Juho Haverinen</td><td>47,956⁴</td><td>56,597⁸</td></tr></table> Notes: 1. Comprising consulting fees of \$120,000 and share-based payments of \$101,825 (being the value of the Securities). 2. Comprising Directors' fees of \$45,000, salaries of \$75,000 and share-based payments of \$101,825 (being the value of the Securities). 3. Comprising Directors' fees of \$42,000 and share-based payments of \$25,456 (being the value of the Securities). 4. Comprising Directors' fees of \$22,500 and share-based payments of \$25,456 (being the value of the Securities). 5. Comprising consulting fees of \$120,000 and share-based payments of \$20,597. 6. Comprising base salary of \$272,727, share-based payments of \$114,075 and superannuation of \$30,000. 7. Comprising Directors' fees of \$60,000 and share-based payments of \$30,896. 8. Comprising Directors' fees of \$36,000 and share-based payments of \$20,597.	Related Party	Current Financial Year ending 30 June 2025	Previous Financial Year ended 30 June 2024	Rob Wrixon	221,825 ¹	140,597 ⁵	Todd Ross	221,825 ²	416,802 ⁶	Marcello Cardaci	67,456 ³	90,896 ⁷	Juho Haverinen	47,956 ⁴	56,597 ⁸																
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Marcello Cardaci	67,456 ³	90,896 ⁷																														
Juho Haverinen	47,956 ⁴	56,597 ⁸																														
Valuation	The value of the Securities and the pricing methodology is set out in Schedule 2.																															
Summary of material terms of agreement to issue	The Securities are not being issued under an agreement.																															
Interest in Securities	The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below: As at the date of this Notice <table><tr><th>Related Party</th><th>Shares¹</th><th>Options</th><th>Undiluted</th><th>Fully Diluted</th></tr><tr><td>Robert Wrixon</td><td>12,784,882</td><td>1,767,857²</td><td>9.84%</td><td>19.99%</td></tr><tr><td>Todd Ross</td><td>2,607,144</td><td>3,553,572³</td><td>2.01%</td><td>25.03%</td></tr><tr><td>Marcello Cardaci</td><td>178,572</td><td>839,286⁴</td><td>0.14%</td><td>5.63%</td></tr><tr><td>Juho Haverinen</td><td>675,000</td><td>500,000⁵</td><td>0.52%</td><td>3.72%</td></tr></table> Post issue <table><tr><th>Related Party</th><th>Shares¹</th><th>Options</th></tr><tr><td>Robert Wrixon</td><td>12,784,882</td><td>3,767,857</td></tr></table>	Related Party	Shares ¹	Options	Undiluted	Fully Diluted	Robert Wrixon	12,784,882	1,767,857 ²	9.84%	19.99%	Todd Ross	2,607,144	3,553,572 ³	2.01%	25.03%	Marcello Cardaci	178,572	839,286 ⁴	0.14%	5.63%	Juho Haverinen	675,000	500,000 ⁵	0.52%	3.72%	Related Party	Shares ¹	Options	Robert Wrixon	12,784,882	3,767,857
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REQUIRED INFORMATION	DETAILS														
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	Todd Ross	2,607,144	5,553,572												
	Marcello Cardaci	178,572	1,339,286												
	Juho Haverinen	675,000	1,000,000												
	Notes:														
	1 Fully paid ordinary shares in the capital of the Company (ASX:NNL).														
2 Comprising 1,000,000 unquoted Options ex \$0.20 on or before 31 May 2026; 250,000 unquoted Options ex \$0.30 on or before 23 May 2027; 250,000 unquoted Options ex \$0.35 on or before 23 May 2027; and 267,857 unquoted Options ex \$0.25 on or before 27 December 2025.															
3 Comprising 1,000,000 unquoted Options ex \$0.25 on or before 23 May 2026; 1,000,000 unquoted Options ex \$0.375 on or before 23 May 2027; 1,500,000 unquoted Options ex \$0.50 on or before 23 May 2027; and 53,572 unquoted Options ex \$0.25 on or before 27 December 2025.															
4 Comprising 375,000 unquoted Options ex \$0.30 on or before 23 May 2027; 375,000 unquoted Options ex \$0.35 on or before 23 May 2027; and 89,286 unquoted Options ex \$0.25 on or before 27 December 2025.															
5 Comprising 250,000 unquoted Options ex \$0.30 on or before 23 May 2027; and 250,000 unquoted Options ex \$0.35 on or before 23 May 2027.															
Dilution	If the Securities issued under these Resolutions are exercised, a total of 5,000,000 Shares would be issued. This will increase the number of Shares on issue from 147,383,846 (being the total number of Shares on issue as at the date of this Notice) to 152,383,846 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 3.28%, comprising 1.31% by Mr Wrixon and Mr Ross and 0.33% by Mr Cardaci and Mr Haverinen.														
Market price	The market price for Shares during the term of the Options would normally determine whether or not the Options are exercised. If, at any time any of the Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Options, there may be a perceived cost to the Company. As at the date of this Notice the Shares are trading on ASX at a price greater than the exercise price of the Options. The Board resolved to issue the Options, subject to Shareholder approval, on the terms and conditions set out in this Notice at a time when the Shares were trading on ASX at a \$0.078, being a price lower than the exercise price of the Options, but Shareholder approval has not been able to be obtained until this Meeting.														
Trading history	The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below: <table><tr><th></th><th>Closing Price</th><th>Date</th></tr><tr><td>Highest</td><td>\$0.20</td><td>24 October 2023</td></tr><tr><td>Lowest</td><td>\$0.048</td><td>28 June 2024</td></tr><tr><td>Last</td><td>\$0.078</td><td>2 October 2024</td></tr></table>				Closing Price	Date	Highest	\$0.20	24 October 2023	Lowest	\$0.048	28 June 2024	Last	\$0.078	2 October 2024
	Closing Price	Date													
Highest	\$0.20	24 October 2023													
Lowest	\$0.048	28 June 2024													
Last	\$0.078	2 October 2024													

REQUIRED INFORMATION	DETAILS
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.

8. BACKGROUND TO RESOLUTIONS 10 TO 12

8.1 General

On 25 September 2024, the Company announced that it had received firm commitments from professional and sophisticated investors to raise over \$1.05 million through a placement of 17,500,000 Shares at an issue price of \$0.06 per Share, which represented a nil discount to the 15-day volume weighted average price and the last traded Share price on 20 September 2024 (the **Placement**).

The Shares under the Placement will be issued in two tranches, comprising:

- (a) Tranche 1 - the issue of 16,071,666 to unrelated parties pursuant to the Company's Listing Rule 7.1 capacity, the ratification of which is the subject of Resolution 10; and
- (b) Tranche 2 - the issue of 1,428,334 Shares to Directors of the Company (or their nominees) who wish to partake in the Placement, however their participation is subject to Shareholder approval pursuant to Resolutions 11 and 12.

The Placement was arranged by the Company, with referral and brokerage fees paid of between 4% and 6% on certain tranches as appropriate.

9. RESOLUTION 10 – RATIFICATION OF PLACEMENT SHARES – LISTING RULE 7.1

9.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 16,071,666 Shares to professional and sophisticated investors (**Placement Participants**) at an issue price of \$0.06 per Share, pursuant to the Placement.

9.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

9.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

9.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

9.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Professional and sophisticated investors who were identified by the Directors, through a bookbuild process, which involved brokers and corporate advisors seeking expressions of interest to participate in the Placement from non-related parties of the Company. The Company confirms that no Material Persons, other than Bring On Retirement Ltd, were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	16,071,666 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	2 October 2024.
Price or other consideration the Company received for the Securities	\$0.06 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The funds raised through the Placement will allow the Company to advance towards its goal of becoming a major long-term European supplier of sustainably sourced, traceable, class-1 nickel sulphides, and other critical metals, from its flagship Pulju Project in northern Finland.
Summary of material terms of agreement to issue	The Shares were not issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

10. RESOLUTIONS 11 AND 12 – APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTORS

10.1 General

Resolutions 11 and 12 seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of:

- (a) 1,261,667 Shares to Mr Robert Wrixon (or his nominee/s); and
- (b) 166,667 Shares to Mr Marcello Cardaci (or his nominee/s),

on the terms and conditions set out below to enable their participation in the Placement on the same terms as unrelated participants.

10.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 7.3 above.

The issue constitutes giving a financial benefit and Mr Wrixon and Mr Cardaci are related parties of the Company by virtue of being a Director.

The Directors (other than Mr Wrixon and Mr Cardaci who have a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Shares will be issued to Mr Wrixon and Mr Cardaci (or their nominee(s)) on the same terms as Shares issued to unrelated participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

10.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 7.4 above. The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

10.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 9.5. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue and the Company will not raise a further \$85,700 under the Placement.

10.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Shares will be issued	The proposed recipients of the Shares are set out in Section 10.1 above.
Categorisation under Listing Rule 10.11	Mr Wrixon and Mr Cardaci both fall within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of Mr Wrixon and Mr Cardaci who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Shares and class to be issued	1,428,334 Shares will be issued.
Terms of Shares	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Shares will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Shares	\$0.06 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to use to advance towards its goal of becoming a major long-term European supplier of sustainably sourced, traceable, class-1 nickel sulphides, and other critical metals, from its flagship Pulju Project in northern Finland.

REQUIRED INFORMATION	DETAILS
Summary of material terms of agreement to issue	The Shares are not being issued under an agreement.
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 4.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Nordic Nickel Limited (ACN 647 455 105).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2024.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Security means a Share or Option (as applicable).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Variable A means “A” as set out in the formula in Listing Rule 7.1A.2.

WST means Western Standard Time as observed in Perth, Western Australia

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

1. Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

2. Exercise Price

Subject to paragraph 11, the amount payable upon exercise of each Option will be \$0.10 (**Exercise Price**).

3. Vesting Condition

The Options will expire subject to the following vesting conditions:

- (a) 50% of the Options will vest after 12 months of continuous service with the Company from the date of issue of the Options; and
- (b) 50% of the Options will vest after 24 months of continuous service with the Company from the date of issue of the Options,

(each, the **Vesting Conditions**).

4. Expiry Date

Each Option will expire at 5:00 pm (WST) on the date that is five (5) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

5. Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

6. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

7. Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

8. Timing of issue of Shares on exercise

Within five Business Days after the Exercise Date, the Company will:

- (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (c) if on the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under 8(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

9. Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

10. Quotation of Shares issued on exercise

Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

11. Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

12. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

13. Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

14. Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – VALUATION OF OPTIONS

The Options to be issued pursuant to Resolutions 6 to 9 have been valued by internal management using the Black & Scholes option model. The assumptions and value ascribed are set out below:

ASSUMPTIONS:	
Valuation date	26 September 2024
Market price of Shares	\$0.07
Exercise price	\$0.10
Expiry date (length of time from issue)	5 years from the date of issue
Risk free interest rate	4.25%
Volatility (discount)	100%
Indicative value per Option	\$0.051
Total Value of Options	\$254,562
- Robert Wrixon (Resolution 6)	\$101,825
- Todd Ross (Resolution 7)	\$101,825
- Marcello Cardaci (Resolution 8)	\$25,456
- Juho Haverinen (Resolution 9)	\$25,456

Note: The valuation noted above is not necessarily the market price that the Options could be traded at and is not automatically the market price for taxation purposes.

ANNEXURE A – NOMINATION OF AUDITOR LETTER

1 September 2024

PRIVATE & CONFIDENTIAL

Nordic Nickel Limited
Level 12, 197 St. Georges Terrace.
PERTH WA 6000

NOMINATION OF AUDITOR

I, Aaron Bertolatti, being a member of Nordic Nickel Limited (ACN 647 455 105) (**Company**), nominate BDO Audit Pty Ltd in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Corporations Act.

Signed:



Aaron Bertolatti

Need assistance?**Phone:**

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

**Online:**

www.investorcentre.com/contact

**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **9:00am (AWST) on Wednesday, 27 November 2024.**

Proxy Form

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 or abstain as they choose (to the extent permitted by law). 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 FOR POSTAL FORMS

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. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

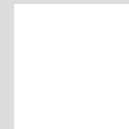
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 184265

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **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 Nordic Nickel 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Nordic Nickel Limited to be held at Level 12, 197 St Georges Terrace, Perth, WA 6000 on Friday, 29 November 2024 at 9:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 6, 7, 8 and 9 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 6, 7, 8 and 9 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 6, 7, 8 and 9 by marking the appropriate box in step 2.

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			For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐	Resolution 8	Approval to issue Options to Marcello Cardaci	☐	☐	☐
Resolution 2	Re-election of Juho Haverinen	☐	☐	☐	Resolution 9	Approval to issue Options to Juho Haverinen	☐	☐	☐
Resolution 3	Approval of 7.1A Mandate	☐	☐	☐	Resolution 10	Ratification of Placement Shares - Listing Rule 7.1	☐	☐	☐
Resolution 4	Confirmation of Appointment of Auditor	☐	☐	☐	Resolution 11	Approval to issue Placement Shares to Robert Wrixon	☐	☐	☐
Resolution 5	Change of Company Name	☐	☐	☐	Resolution 12	Approval to issue Placement Shares to Marcello Cardaci	☐	☐	☐
Resolution 6	Approval to issue Options to Robert Wrixon	☐	☐	☐					
Resolution 7	Approval to issue Options to Todd Ross	☐	☐	☐					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically