



A B N 15 117 330 757

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at Suite 4, Level 9, 341 George Street, Sydney, New South Wales on 29 November 2011 at 11:30 AM (AEDT).

This Notice of Annual General Meeting should be read in its 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.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (02) 9299 9690.

KIBARAN NICKEL LIMITED

A B N 15 117 330 757

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Kibaran Nickel Limited ("**Kibaran**" or "**Company**") will be held at Suite 4, Level 9, 341 George Street, Sydney, New South Wales on 29 November 2011 at 11:30 am (AEDT) ("**Meeting**").

The Company has also made arrangements for auditor of the Company to attend the meeting by telephone from the offices of the Company's auditor, PKF, at Level 2, 139 Frome Street, Adelaide, South Australia.

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 as Shareholders on 27 November 2011 at 7:00 pm (AEDT).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Section 8 of the Explanatory Memorandum.

AGENDA

1. **Annual Report**

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2011, which includes the financial report, directors' report in relation to that year and the auditor's report in the financial 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 ordinary resolution**:

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given to the adoption of the Remuneration Report as contained in the Company's financial report for the year ended 30 June 2011."

Short Explanation: The vote on this resolution is advisory only and does not bind the Directors or the Company.

3. Resolution 2 – Re-election of Robert Greenslade

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

"That Robert Greenslade, being a director of the Company who retires in accordance with Article 6.1 of the Constitution, and being eligible, be re-elected as a Director of the Company."

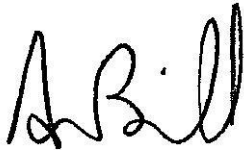
4. Resolution 3 – Approval of raising of up to \$4,000,000 by issuing of shares within three months from the date of this meeting

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

"That, for the purposes of Listing Rule 7.1 and Listing Rule 7.3.3 and for all other purposes, approval is given for the Company to raise up to \$4,000,000 by the issuing of Shares, at a price not lower than eighty per cent (80%) of the average market price of the Shares over the last five (5) days on which sales were recorded before the issue is made, for the purposes and on the terms and conditions set out in the Explanatory Memorandum."

Dated 28 October 2011

BY ORDER OF THE BOARD



ANDREW BURSILL
Company Secretary

Voting Exclusion Statement:

The Company will disregard any vote cast on resolutions by excluded shareholders detailed in the table below. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution	Shareholders excluded from voting
<i>Resolution 1 – Adoption of Remuneration Report</i>	Key Management Personnel (including Directors) details of whose remuneration are included in the remuneration report and any of their closely related parties.
<i>Resolution 3 – Approval of raising of up to \$4,000,000 by issuing of shares within three months from the date of this meeting</i>	<p>The Company will disregard any votes cast on this Resolution 3 by:</p> <ul style="list-style-type: none">• a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 3 is passed; and• any Associate of that person (or those persons). <p>However, the Company need not disregard a vote if:</p> <ul style="list-style-type: none">• it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or• it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides

KIBARAN NICKEL LIMITED

A B N 15 117 330 757

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at Suite 4, Level 9, 341 George Street, Sydney, New South Wales on 29 November 2011 at 11:30am (AEDT) and by telephone conference from the offices of the Company's auditor PKF, at Level 2, 139 Frome Street, Adelaide, South Australia.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2:	Action to be taken by Shareholders
Section 3:	Corporations Act Provisions
Section 4:	Consideration of Accounts and Reports
Section 5:	Resolution 1 – Adoption of Remuneration Report
Section 6:	Resolution 2 – Re-election of Robert Greenslade
Section 7:	Resolution 3 – Approval of raising of up to \$4,000,000 by issuing of shares within three months from the date of this meeting
Section 8:	Definitions

2. Action to be taken by Shareholders

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions provided. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

The Company must receive your duly completed Proxy Form by no later than 11:30am (AEDT) on 27 November 2011.

3. Corporations Act Provisions

ASX Listing Rule 7.1

ASX Listing Rule 7.1 requires that a listed company must obtain shareholder approval prior to the issue of equity securities (including Shares, Options or securities convertible into Shares), representing more than 15% of the issued capital of the Company in any twelve (12) month period.

s250R (4) of the Corporations Act

There are new rules on the voting by Chairpersons of undirected proxies in relation to resolutions on the remuneration report of listed companies. These new rules are in s250R of the *Corporations Act 2001* (Corporations Act), and were introduced with the enactment of the *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011*.

The Australian Government proposes to change the law during 2011 to clarify that Chairpersons are permitted to vote undirected proxies in relation to remuneration reports, if shareholders provide express authorisation for the chairperson to vote such undirected proxies.

In the interim, unless the shareholder indicates otherwise by ticking either the 'for' or 'against' box on the proxy form, the shareholder will be directing the Chairman of the meeting to vote in accordance the Chairman's voting intentions if the shareholder has also ticked the 'Box' in Step 1 on the Proxy Form under the heading "Important for Resolution 1".

It is the intention of the Chairman of the meeting to vote in favour of all the Resolutions contained in this Notice of Meeting and particular emphasis is given to *Resolution 1 - Adoption of Remuneration Report*, which contains the remuneration details of the Chairman.

Shareholders also have the ability to:

- **Appoint the chairman as proxy with a direction to cast the votes contrary to the Chairman's stated voting intention; or**
- **To abstain from voting on that resolution.**

The 'two strikes' rule

The Corporations Act currently requires listed companies to put their remuneration reports to a non-binding shareholder vote at the company's annual general meeting. The Bill proposes to introduce a 'two strikes' rule to strengthen the non-binding vote without introducing a binding vote on the remuneration report. The intention of the rule is to encourage listed companies to be responsive to a high proportion (25 percent) of negative non-binding votes on the remuneration report.

4. Consideration of Accounts and Reports

The Company's Financial Report for the year ended 30 June 2011 is set out in the Company's 2011 Annual Report. In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Financial Report and on the business and management of the Company.

During the discussion of this item, the Company's auditor will be present and will answer qualifying questions.

A copy of the Annual Report for the year ended 30 June 2011 may be downloaded from the below link:

<http://www.kibarannickel.com.au/component/doclib?catid=14&Itemid=45>

5. Resolution 1 – Adoption of Remuneration Report

The Remuneration Report is set out in the Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

The Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company. However, Shareholders should note that the vote on Resolution 1 is advisory only and not binding on the Company or its Directors.

It is the intention of the Chairman to vote in favour of Resolution 1, unless the shareholder indicates otherwise by ticking either the 'for' or 'against' box on the proxy form, the shareholder will be directing the Chairman of the meeting to vote in favour of Resolution 1 if the shareholder has also ticked the 'Box' in Step 1 on the Proxy Form under the heading "Important for Resolution 1".

Shareholders also have the ability to:

- **Appoint the chairman as proxy with a direction to cast the votes contrary to the chairman's stated voting intention; or**
- **To abstain from voting on that resolution.**

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by Key Management Personnel (including Directors) details of whose remuneration are included in the remuneration report and any of their closely related parties.

However, the Company will not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- It is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. Resolution 2 – Re-election of Robert Greenslade

Article 6.1 of the Constitution requires that one third of the Directors must retire at each annual general meeting (rounded down to the nearest whole number).

Article 6.4 provides that a Director who retires under Article 6.1 is eligible for re-election. Pursuant to these Articles of the Constitution, Robert Greenslade will retire by rotation and seek re-election.

Brief Curriculum Vitae of Director Robert Greenslade

Non-executive Director

Robert Greenslade is Managing Director of Mining & Metals, Corporate Advisory, Standard Chartered Bank following the acquisition of Gryphon Partners Pty Ltd by Standard Chartered in September 2011. In 2003, Robert was a founding shareholder and director of Gryphon Partners, a boutique corporate advisor specialising in resource and energy transactions. Prior to 2002 Robert was Group Executive Corporate for Normandy Mining Limited heading up the company's corporate division. Following the takeover of Normandy by Newmont Mining Corporation Inc, he was appointed Vice President of Newmont Capital Limited responsible for the Group's Australian and Asian Pacific corporate and business development activities.

Directors' Recommendation and Reasons for Recommendation in relation to Resolution 2

The Directors (other than Robert Greenslade) recommend that you vote in favour of Resolution 2.

7. Resolution 3 – Approval of raising of up to \$4,000,000 by issuing of shares within three months from the date of this meeting

Under the Resolution 3, the Company is seeking approval to raise \$4,000,000 by the issuing of new Shares within three months of the date of this Meeting. The new capital will primarily be utilised to fund existing projects and to find new potential projects.

The Company intends to issue Shares at a discount not greater than twenty per cent. (20%) to the volume weighted average price (VWAP) of the Shares as determined immediately before the day on which the Shares are to be issued in accordance with the proposed capital raising.

The maximum amount of funds that will be raised from the Share Placement is \$4 million.

Listing Rule 7.3 requires the following information be provided to Shareholders when seeking approval for the purposes of Listing Rule 7.1:

- (a) The new capital will primarily be utilised to fund existing projects and to find new potential projects.
- (b) The maximum number of Shares that will be issued under the Resolution 3 is not known. However, the maximum number of those Shares will not be more than the number of Shares that if issued and allotted at the proposed VWAP price level, would not require more than \$4,000,000 to be subscribed by investors;
- (c) the Shares will be issued no later than three (3) months after the date of the Meeting (or a longer period if approved by ASX) and it is intended that allotment will occur on the same date;
- (d) The Company intends to issue the new Shares that are the subject of Resolution 3 at a discount not greater than twenty per cent. (20%) of the VWAP of the Shares as determined immediately before the day on which the Shares are to be issued in accordance with the proposed capital raising.
- (e) The Shares will be issued and allotted to investors who are not related parties of the Company. The identity of allottee/s has not yet been determined but all are expected to be professional and/or sophisticated investors. The identity of the allottee/s will be at the discretion of the Company or in consultation with any broker the Company may engage to assist in the placing of the Shares or both and who are not related parties;
- (f) The Shares will rank equally with, and on the same terms as, the Company's then issued Shares; and
- (g) Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution 3 by:

- a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 3 is passed; and
- any Associate of that person (or those persons).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Directors' Recommendation and Reasons for Recommendation in relation to Resolution 3

The Board recommends Shareholders vote in favour of Resolution 3. If passed in accordance with its terms, proceeds received by the Company under the capital raising that is the subject of Resolution 3 will provide additional working capital to the Company.

8. Definitions

In this Explanatory Memorandum and Notice:

Kibaran and **Company** means Kibaran Nickel Limited ACN 117 330 757.

Annual Report means the directors' report, the Company's financial report, and auditor's report thereon, in respect to the financial year ended 30 June 2011.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited ACN 009 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors.

Constitution means the Constitution of the Company.

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

Director means a director of the Company.

AEDT means Australian Eastern Daylight Time, being the time in Sydney, New South Wales.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the directors' report.

Resolution means a resolution contained in this Notice.

Schedule means a schedule to this Notice.

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

Shareholder means a shareholder of the Company.

In this Notice, words importing the singular include the plural and vice versa.

Kibaran Nickel Limited

ABN 15 117 330 757



000001 000 KNL
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

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

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 658 562
(outside Australia) +61 3 9415 4232

Proxy Form

For your vote to be effective it must be received by 11:30am (AEDT) Sunday 27 November 2011

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 as they choose. 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

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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



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

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Kibaran 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, as the proxy sees fit) at the Annual General Meeting of Kibaran Nickel Limited to be held at Suite 4, Level 9, 341 George Street, Sydney, NSW on Tuesday, 29 November 2011 at 11:30am (AEDT) and at any adjournment of that meeting.

Important for Item 1 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 1 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Item 1, the Chairman of the Meeting will not cast your votes on Item 1 and your votes will not be counted in computing the required majority if a poll is called on this item. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Item 1).

The Chairman of the Meeting intends to vote all available proxies in favour of Item 1 of business.

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 1 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel.

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.

ORDINARY BUSINESS

	For	Against	Abstain
Item 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Re-election of Robert Greenslade	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Approval of raising of up to \$4,000,000 by issuing of shares within three months from the date of this meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____