



Announcement Summary

Entity name

NICKEL MINES LIMITED

Announcement Type

New announcement

Date of this announcement

Wednesday December 2, 2020

The Proposed issue is:

An accelerated offer

Total number of +securities proposed to be issued for an accelerated offer

ASX +security code	+Security description	Maximum Number of +securities to be issued
NIC	ORDINARY FULLY PAID	386,927,208

Trading resumes on an ex-entitlement basis (ex date)

Friday December 4, 2020

+Record date

Friday December 4, 2020

Offer closing date for retail +security holders

Friday December 18, 2020

Issue date for retail +security holders

Tuesday December 29, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

NICKEL MINES LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ACN

Registration Number

127510589

1.3 ASX issuer code

NIC

1.4 The announcement is

New announcement

1.5 Date of this announcement

Wednesday December 2, 2020

1.6 The Proposed issue is:

An accelerated offer

1.6b The proposed accelerated offer is

Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO)



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 - Are any of the following approvals required for the entitlement offer to be unconditional?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

 Yes

3A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	Wednesday December 9, 2020	<input checked="" type="checkbox"/> Estimated	

Comments

Offer is conditional on the Company receiving confirmation from the ASX prior to the Institutional Settlement Date that it:

- does not consider the Transaction to be an acquisition of a classified asset for the purposes of the ASX Listing Rules;
- and
- does not require the Company to re-comply with Chapters 1 and 2 of the ASX Listing Rules.

Part 3B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued**ASX +security code and description**

NIC : ORDINARY FULLY PAID

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

 Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

 No

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

 No

Details of +securities proposed to be issued

ASX +security code and description

NIC : ORDINARY FULLY PAID



ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

ISIN Code for the entitlement or right to participate in the offer (if Issuer is foreign company and +securities are non CDIs)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

Has the offer ratio been determined?

Yes

The quantity of additional +securities to be issued	For a given quantity of +securities held
2	11

What will be done with fractional entitlements?

Fractions rounded up to the next whole number

Maximum number of +securities proposed to be issued (subject to rounding)

386,927,208

Offer price details for retail security holders

Has the offer price for the retail offer been determined?

Yes

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.94000

Offer price details for institutional security holders

Has the offer price for the institutional offer been determined?

Yes

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security for the institutional offer?

AUD 0.94000

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?

Yes

Describe the limits on over-subscription

Yes, Eligible Retail Shareholders may apply for new Nickel Mines Shares in excess of their entitlement, up to a maximum of 50% of their entitlement. Up to 50% of the shortfall shares under the Retail Entitlement Offer will be allocated to oversubscribers.



Will a scale back be applied if the offer is over-subscribed?

Yes

Describe the scale back arrangements

Any Additional New Shares will be limited to the extent that there are sufficient New Shares from eligible retail shareholders who do not take up their full entitlements.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Part 3D - Timetable

3D.1a First day of trading halt

Wednesday December 2, 2020

3D.1b Announcement date of accelerated offer

Wednesday December 2, 2020

3D.2 Trading resumes on an ex-entitlement basis (ex date)

Friday December 4, 2020

3D.5 Date offer will be made to eligible institutional +security holders

Wednesday December 2, 2020

3D.6 Application closing date for institutional +security holders

Thursday December 3, 2020

3D.8 Announcement of results of institutional offer

(The announcement should be made before the resumption of trading following the trading halt)

Friday December 4, 2020

3D.9 +Record date

Friday December 4, 2020

3D.10a Settlement date of new +securities issued under institutional entitlement offer

Monday December 14, 2020

3D.10b +Issue date for institutional +security holders

Tuesday December 15, 2020

3D.10c Normal trading of new +securities issued under institutional entitlement offer

Tuesday December 15, 2020



3D.11 Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue

Wednesday December 9, 2020

3D.12 Offer closing date for retail +security holders

Friday December 18, 2020

3D.13 Last day to extend retail offer close date

Tuesday December 15, 2020

3D.16 Entity announces results of retail offer, including the number and percentage of +securities taken up by existing retail +security holders.

Tuesday December 22, 2020

3D.19 +Issue date for retail +security holders

Tuesday December 29, 2020

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

Yes

3E.1a Who is the lead manager/broker?

Bell Potter Securities Limited and Credit Suisse (Australia) Limited (each an "Underwriter" and together the "Underwriters")

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

Each Underwriter will receive its respective proportion of the following:

- 1) under the institutional component of the entitlement offer (Institutional Entitlement Offer) a management and arranging fee of 0.4% of the Institutional Entitlement Offer proceeds; and
- 2) under the retail component of the entitlement offer (Retail Entitlement Offer) a management and arranging fee of 0.4% of the Retail Entitlement Offer proceeds.

3E.2 Is the proposed offer to be underwritten?

Yes

3E.2a Who are the underwriter(s)?

Bell Potter Securities Limited and Credit Suisse (Australia) Limited

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

Fully underwritten.



3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

Each Underwriter will receive its respective proportion of the following:

- 1) under the institutional component of the entitlement offer (Institutional Entitlement Offer) an underwriting fee of 1.6% of the Institutional Entitlement Offer proceeds; and
- 2) under the retail component of the entitlement offer (Retail Entitlement Offer) an underwriting fee of 1.6% of the Retail Entitlement Offer proceeds.

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

The events are set out in the Appendix in the Investor Presentation announced on ASX on 2 December 2020.

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

Yes

3E.2e (i) What is the name of that party?

Shanghai Decent Investment (Group) Co Ltd.

3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?

Nickel Mines understands that Shanghai Decent Investment (Group) Co Ltd, may be invited to sub-underwrite the retail component of the Entitlement Offer up to a maximum of the shortfall shares as would result in its voting power reaching no more than 19.9% at completion of the retail tranche of the Entitlement Offer.

3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?

Nil

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Standard share registry, external advisers and ASX administrative fees.

Part 3F - Further Information

3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

Funds raised will enable Nickel Mines to acquire an initial 30% interest in the Angel Nickel Project and working capital. The Company is in discussions with Shanghai Decent about early repayment of the balance of the Ranger Debt facility.

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

No



3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

Institutional - all jurisdictions other than Bermuda, Cayman Is, Canada (British Columbia, Ontario and Quebec provinces), China, EU Indonesia, NZ, Norway, Singapore, Switzerland, UK, US and Aust. Retail - all jurisdictions other than Aust. and NZ.

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

Yes

3F.5a Please provide further details of the offer to eligible beneficiaries

The Retail Entitlement Offer will be made available to nominees with a registered address in Australia or NZ who were registered as a holder of Nickel Mines Share at 7.00pm (Sydney time) on 4 December 2020 and who held those Shares on behalf of the underlying beneficial holders, except to the extent that those underlying beneficial holders are not an eligible retail shareholder. The Retail Entitlement Offer is not available to shareholders that are in the US or who are acting for the account or benefit of persons in the US.

3F.6 URL on the entity's website where investors can download information about the proposed issue

www.nickelmines.com.au/asx-announcements

3F.7 Any other information the entity wishes to provide about the proposed issue

No.

3F.8 Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

No