

ON APPEAL FROM THE SUPREME COURT
OF NEW SOUTH WALES EQUITY DIVISION
IN PROCEEDINGS 1691 OF 1979

NEWMONT PROPRIETARY LIMITED

I.C.I. AUSTRALIA LTD.

H.C. SLEIGH RESOURCES LTD.

(Appellants) (Plaintiffs)

LAVERTON NICKEL N.L.

NICKEL MINES LIMITED

LEONORA NICKEL N.L.

ESSO EXPLORATION & PRODUCTION AUSTRALIA INC.

(Respondents) (Defendants)

TRANSCRIPT RECORD OF PROCEEDINGS

VOLUME III
PART II

SOLICITORS FOR THE APPELLANTS

Colin Biggers & Paisley,
33 Bligh Street,
SYDNEY.

By their Agents:

Freshfields,
Grindall House,
25 Newgate Street,
LONDON, EC1A 7LH U.K.

SOLICITORS FOR THE RESPONDENTS

(1ST, 2ND & 3RD DEFENDANTS)

Colin W. Love & Co.,
135 Macquarie Street,
SYDNEY.

By their Agents:

Reynolds Porter Chamberlain,
Chichester House,
279 High Holborn,
LONDON, WC1 7HA U.K.

SOLICITORS FOR THE RESPONDENT

(FOURTH-NAMED) DEFENDANT

Cutler Hughes & Harris,
53 Martin Place,
SYDNEY.

By their Agents:

Bircham & Co.,
1 Dean Farrar Street,
WESTMINSTER, SW10DY U.K.

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MINUTES OF FIRST MEETING OF DIRECTORS OF LEONORA
NICKEL NO LIABILITY HELD AT 2 RAILWAY PARADE, BURWOOD
ON FRIDAY 2ND JANUARY, 1970 AT 10.00 A. M.

2

PRESENT:

Mr. L. T. Fogarty
Mr. J. V. Robinson
Mr. A. J. Smith

CHAIRMAN:

Mr. L. T. Fogarty was elected
Chairman.

CERTIFICATE OF
INCORPORATION:

The Certificate of Incorporation of
the Company No. 115986 dated 3rd
December, 1969 was tabled.

10

ELECTION OF
DIRECTORS:

It was resolved to appoint the
following Directors:
Mr. L. T. Fogarty, Mr. J. V. Robinson
and Mr. A. J. Smith.

It was noted that all the above
gentlemen had indicated their consent
to act. These consents were tabled
at the meeting.

APPOINTMENT OF
SECRETARY:

Mr. L. T. Fogarty was appointed
Secretary of the Company.

20

REGISTERED OFFICE:

It was resolved that the registered
office of the Company be situate at
2 Railway Parade, Burwood, New South
Wales.

ALLOTMENT OF
SUBSCRIBERS' SHARES:

It was resolved that the subscribers to
the Memorandum of the Company be
allotted the shares applied for in that
document.

COMMON SEAL:

It was resolved that the Common Seal
an impression of which appears in the
margin hereof be adopted as the
Common Seal of the Company.

30



LODGMET OF
STATUTORY RETURNS
WITH REGISTRAR OF
COMPANIES:

The Secretary was instructed to lodge the necessary documents with the Registrar of Companies.

APPOINTMENT OF
AUDITORS:

A letter dated 12th December, 1969 from Messrs. Lean, Cameron & Co. Chartered Accountants, having been received by the Company indicating their willingness to act as Auditors of the Company was tabled.

10

It was resolved that Messrs. Lean, Cameron & Co. be appointed Auditors of the Company.

There being no further business the meeting terminated.

Signed as a true record.

DATED this

30th day of April 1970

.....
Chairman.

MINUTES OF MEETING OF DIRECTORS OF LEONORA
NICKEL NO LIABILITY HELD AT 2 RAILWAY PARADE,
BURWOOD ON THURSDAY, 30TH APRIL, 1970 AT 10.00 A. M.

4

PRESENT: Mr. L. T. Fogarty (in the Chair)
Messrs. J. V. Robinson and
A. J. Smith - Directors.

CHAIRMAN: Mt. L. T. Fogarty took the Chair,

MINUTES: The minutes of the previous
meeting were read and confirmed.

APPOINTMENT OF DIRECTORS: Letters of consent to act as Directors 10
from Dr. George Palmer and Mr.
Alfred Thomas Bird having been
received by the Company were tabled

It was resolved that Dr. George
Palmer and Mr. Alfred Thomas Bird
be appointed Directors of the
Company.

RESIGNATION OF MANAGER: Mr. J. V. Robinson tendered his
resignation as the Manager of the
Company. 20

It was resolved to accept the
resignation of Mr. Robinson.

CLOSE: There being no further business the
Meeting then terminated.

Signed as a true record.

DATED this 30th day of April 1970.

.....
Chairman.

5 MINUTES OF MEETING OF DIRECTORS OF LEONORA NICKEL
NO LIABILITY HELD AT 2 RAILWAY PARADE, BURWOOD ON
FRIDAY, 1ST MAY, 1970 AT 11.00 A.M.

PRESENT: Mr. L. T. Fogarty (in the Chair)
Messrs. A. J. Smith and Mr.
A. T. Bird

MINUTES: The minutes of the previous
meeting were read and confirmed.

APPOINTMENT OF
MANAGER: Mr. A. T. Bird having indicated
his willingness to accept the
appointment as manager of the
Company it was resolved that
Mr. Alfred Thomas Bird be and
he is hereby appointed Manager of
the Company.

10

CLOSE: There being no further business the
Meeting then terminated.

Signed as a true record.

DATED this 4th day of May 1970

.....
Chairman.

20

MINUTES OF MEETING OF DIRECTORS OF LEONORA
NICKEL NO LIABILITY HELD AT 2 RAILWAY PARADE,
BURWOOD ON MONDAY, 4TH MAY, 1970 AT 10.00 A.M.

PRESENT: Dr. George Palmer,
Messrs. L.T. Fogarty,
A.J. Smith and A.T. Bird.

CHAIRMAN: Dr. George Palmer was
elected Chairman.

MINUTES: The minutes of the previous
meeting were read and
confirmed. 10

BANKERS: It was resolved that the
Bank of New South Wales, 229
Macquarie Street, Sydney be
appointed Bankers to the
Company. Cheques were to be
signed by any two of the
following authorised to sign
on behalf of the Company :-
L.T. Fogarty 20
A.J. Bird
A.J. Smith
G. Palmer
The Secretary was directed
to open the Bank Account.

CLOSE: There being no further
business the Meeting then
terminated.

Signed as a true record.

DATED this 24th day of June 1970. 30

R. Fogarty
.....
Chairman.

MINUTES OF MEETING OF DIRECTORS OF
LEONORA NICKEL NO LIABILITY HELD
AT 2 RAILWAY PARADE, BURWOOD ON
TUESDAY 24TH JUNE, 1970.

PRESENT: Messrs. L.T. Fogarty, A.J. Smith, and A.T. Bird.

CHAIRMAN: Mr. L.T. Fogarty was elected chairman.

MINUTES: The minutes of the previous meeting were read and confirmed.

RESIGNATION OF SECRETARY: Mr. L.T. Fogarty tendered his resignation as Secretary of the Company. 10

Resolved that Mr. L.T. Fogarty's resignation be accepted.

APPOINTMENT OF SECRETARY: Mr. P.G. Lynch having indicated his willingness to accept the appointment as Secretary of the Company it was resolved that Mr. Patrick Geoffrey Lynch be and is hereby appointed Secretary of the Company.

CLOSE: There being no further business the meeting then terminated.

Signed as a true record. 20

DATED: this 24th day of June 1970.

L. Fogarty

Chairman.

MINUTES OF MEETING OF DIRECTORS OF
LEONORA NICKEL NO LIABILITY HELD
AT 2 RAILWAY PARADE, BURWOOD ON
MONDAY 10TH AUGUST, 1970.

8

PRESENT: Messrs. L.T. Fogarty, A.J. Smith, and A.T. Bird.

CHAIRMAN: Mr. L.T. Fogarty was elected chairman.

MINUTES: The Minutes of the previous meeting were read and confirmed.

RESIGNATION OF DIRECTOR: Mr. A.T. Bird tendered his resignation as a Director of the Company.

10

It was resolved to accept the resignation of Mr. A.T. Bird.

APPOINTMENT OF DIRECTOR: A letter of consent to act as Director from Mr. Patrick Geoffrey Lynch having been received by the Company was tabled.

It was resolved that Mr. Patrick Geoffrey Lynch be appointed a Director of the Company.

CLOSE: There being no further business the meeting then terminated.

Signed as a true record.

20

DATED: this 10th day of August 1970.

L. Fogarty

Chairman.

MINUTES OF MEETING OF DIRECTORS OF
LEONORA NICKEL N.L. HELD AT 2 RAILWAY
PARADE, BURWOOD, ON 17th NOVEMBER, 1970.

PRESENT: Dr. G. Palmer (in the Chair), Messrs. A.J. Smith,
L.T. Fogarty and P.G. Lynch.

MINUTES: The Minutes of the previous meeting of Directors
were read and confirmed.

ACQUISITION OF MINERAL LEASES The Secretary tabled a proposed Agreement between
the Company and Nickel Mines Limited whereby the
Company would acquire a seventy-five percentum
interest in certain Mineral Claims from Nickel
Mines Limited. The details of these Claims are
set out in the attached copy of the Agreement. In
part performance of the said acquisition the Com-
pany was to grant to Nickel Mines Limited an
Option to take up five million fifty cent shares
in the Capital of the Company; such Option to be
exercised within five years from the date of the
Agreement. 10

The following Directors advised the Meeting that
they were Shareholders in Nickel Mines Limited:- 20

Dr. G. Palmer	147,000 shares.
Mr. L.T. Fogarty	30,012 "
Mr. A.J. Smith	12 "
Mr. J.V. Robinson	9,900 "

The following Directors advised the Meeting that
they were also Directors of Nickel Mines Limited:-

Dr. G. Palmer and Messrs. L.T. Fogarty and
A.J. Smith.

It was RESOLVED to affix the Company's Common
Seal to the above Agreement. 30

CLOSE: There being no further business the Meeting closed.

DATED: this 18th... day of November... 1970.

G. Palmer

Chairman

THE SECOND SCHEDULE HEREINBEFORE REFERRED TO:

<u>Identification No's of Applications for Mineral Claims</u>	<u>No. of Claims</u>	<u>Location</u>	
253K-256K	4	North East Coolgardie Goldfield	
433X-435X	3	North East Coolgardie Goldfield	
TOTAL	<u>7</u>		10

IN WITNESS whereof the parties hereto have hereunto set their hands and seals the day and year first hereinbefore written

The COMMON SEAL of NICKEL MINES)
LIMITED was hereunto affixed by)
and with the authority of the) J. Lynch (L.S.)
Board of Directors in the) Director
presence of:)

J. Ritchie
Assistant Secretary

The COMMON SEAL of LEONORA)
NICKEL NO LIABILITY was hereunto) R.G. Lynch (L.S.) 20
affixed by authority of the) Director
Directors in the presence of:)

J. Ritchie
Assistant Secretary

MINUTES OF MEETING OF DIRECTORS OF
LECNORA NICKEL N.L. HELD AT 2 RAILWAY
PARADE, BURWOOD, ON WEDNESDAY, 18TH
NOVEMBER, 1970.

10

PRESENT:

Dr. G. Palmer (in the Chair)
Messrs. A.J. Smith, L.T. Fogarty
and P.G. Lynch.

MINUTES:

The Minutes of the previous meeting of
Directors were read and confirmed.

BUSINESS:

It was RESOLVED that the shareholders
and option holders of Laverton Nickel
No Liability registered in that Company's
books as at 5.00 p.m. on the 4th day of
December, 1970, shall be offered the
opportunity of subscribing for one (1)
Ordinary Share in the capital of the
Company payable as to one cent (1¢) on
application together with a prepayment
of the first call of nine cents (9¢) per
share to be made on or shortly after
allotment and one (1) Ordinary Share in
the Capital of the Company payable as to
one cent (1¢) on application for every
ten (10) shares and/or options to subscribe
for shares held in Laverton Nickel No
Liability as at that date. These
entitlements are not transferable.

10

20

The Secretary was directed to write to
the Directors of Laverton Nickel N.L.
informing them of this resolution.

30

CLOSE:

There being no further business the
meeting then terminated.

SIGNED as a true record.

DATED:

this 25th day of November

1970.

.....
Chairman

MINUTES OF MEETING OF DIRECTORS OF
LEONORA NICKEL N.L. HELD AT 2 RAILWAY
PARADE, BURWOOD, CN 18TH NOVEMBER, 1970.

PRESENT:

Dr. G. Palmer (in the Chair),
Messrs. L.T. Fogarty, A.J. Smith
and F.G. Lynch.

MINUTES:

The Minutes of the previous meeting
of Directors were read and
confirmed.

ISSUE OF SHARES
TO THE PUBLIC:

It was RESOLVED that the Company make
an issue of shares to the Public on
the following terms:-

10

Six million Ordinary shares of fifty
cents each payable to one cent per
share on application together with a
prepayment of a first call of nine
cents per share to be made immediately
following allotment and six million
Ordinary Shares of fifty cents each
payable to one cent per share on
application.

20

ISSUE OF
PROSPECTUS:

The Secretary tabled a Prospectus for
the above issue to the Public. It
was noted that the Prospectus was to
be dated 27th November, 1970, and
was to be registered in all States,
the Australian Capital Territory and the
Territory of Papua and New Guinea.

It was RESOLVED to issue the
Prospectus to the Public for
subscription and to arrange for its
registration in the States as listed
above.

30

APPLICATION FOR
STOCK EXCHANGE
LISTING:

It was RESOLVED to affix the Common
Seal of the Company to applications
to the Sydney and Melbourne Stock
Exchanges for the listing of six
million Ordinary Shares of fifty
cents each paid to ten cents and
six million Ordinary Shares of fifty
cents each paid to one cent.

40

CLOSE:

There being no further business the
Meeting closed.

DATED:

this day of
1970.

[Signature]
.....
Chairman

MINUTES OF MEETING OF DIRECTORS
OF LEONORA NICKEL N.L. HELD AT
2 RAILWAY PARADE, BURWOOD, ON
WEDNESDAY, 25TH NOVEMBER, 1970,
AT 4.30 P.M.

12

PRESENT:

Dr. G. Palmer (in the Chair),
Messrs. A.J. Smith, L.T. Fogarty
and P.G. Lynch.

MINUTES:

The Minutes of the previous meeting
of Directors were read and confirmed.

10

BANK ACCOUNT:

It was RESOLVED to open an Account
to be called "Leonora Nickel N.L.
Share Application Account" with the
Bank of New South Wales, 229 Macquarie
Street, Sydney, and to pay to the
credit of that Account all money
received with Applications for Shares
in the Company. Signatories to the
Account are to be Dr. G. Palmer,
Messrs. A.T. Bird (Manager), L.T.
Fogarty and A.J. Smith, any two to
sign.

20

CLOSE:

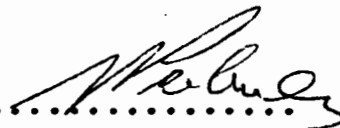

There being no further business the
meeting then closed.

SIGNED as a true record.

DATED:

this.....^{12th}.....day of.....^{Feb}.....

~~1970.~~ 1971 ²⁰

.....
Chairman 


MINUTES OF MEETING OF DIRECTORS
OF LEONORA NICKEL N.L. HELD AT
THE REGISTERED OFFICE OF THE
COMPANY, 2 RAILWAY PARADE, BURWOOD,
ON 3RD FEBRUARY, 1971, AT 3.30 P.M.

PRESENT:

Dr. Palmer (in the Chair), and
Messrs. L.T. Fogarty, A.J. Smith
and P.G. Lynch.

MINUTES:

The Minutes of the previous Meeting
of Directors were read and confirmed.

10

LISTING IN LONDON:

It was RESOLVED that the Secretary
take the necessary action for the
listing of securities of the Company
in the Financial Times in London.

CLOSE:

There being no further business the
Meeting terminated.

DATED:

this ... *3rd*day of *February*

1971.

[Signature]
.....
Chairman

MINUTES OF MEETING OF DIRECTORS OF
LEONORA NICKEL N.L. HELD AT 2 RAILWAY
PARADE, BURWOOD, ON 17th FEBRUARY, 1971
AT 2 p.m.

PRESENT:

Dr. G. Palmer (in the Chair)

Messrs. L.T.Fogarty, A.J.Smith
and F.G.Lynch.

MINUTES:

The Minutes of the previous Meeting
of Directors were read and confirmed.

ALLOTMENT OF
SHARES:

The Secretary tabled share applications
for 6,012,828 Ordinary Shares of
50 cents each payable to 1 cent.
It was RESOLVED to allot 6,012,828
Ordinary Shares of 50 cents each
payable to 1 cent to the applicants
as detailed above.

10

CALL ON SHARES:

It was RESOLVED to make a call of
9 cents per share on each of the
3,006,414 Ordinary Shares issued
at this meeting. These shares
would now be paid to 10 cents.
The Board authorised the dispatch
of Share Certificates to the
respective shareholders.


20

CLOSE:

There being no further business the
Meeting terminated.

DATED:

this 7th day of April
1971.


.....
Chairman.

9

MINUTES OF MEETING OF DIRECTORS OF
LEONORA NICKEL N.L. HELD AT 2 RAILWAY
PARADE, BURWOOD, ON 7TH APRIL, 1971
AT 3.45 P.M.

14

PRESENT: Dr. G. Palmer (in the Chair),
Messrs. L.T. Fogarty, A.J. Smith
and P.G. Lynch.

MINUTES: The Minutes of the previous Meeting of Directors
were read and confirmed.

GENERAL The Secretary tabled a letter from Mr. J.V. 10
BUSINESS: Robinson resigning as a Director of the Company.
It was RESOLVED to accept the resignation of
Mr. J.V. Robinson and the Secretary was instruct-
ed to notify the Stock Exchange accordingly.

The Secretary produced the Underwriting Agreement
between the Company and Messrs. Hobbs Rivkin and
Partners under which an underwriting commission
of \$41,250 was now due and payable.

It was RESOLVED to pay this amount to the
Underwriters. 20

CLOSE: There being no further business the Meeting termi-
nated.

DATED this 5th day of May
1971.

G. Palmer
.....
Chairman

MINUTES OF MEETING OF DIRECTORS OF LEONORA NICKEL N.L., HELD AT 2 Railway Parade, BURWOOD, N.S.W., ON THE 14TH DAY OF APRIL, 1971, AT 3 P.M.

PRESENT: Dr. G. Palmer (Chairman) and Messrs. L.T. Fogarty, P.G. Lynch and A.J. Smith.

MINUTES: The Minutes of the previous meeting of Directors were read and confirmed.

REGISTER OF MEMBERS: A letter from the Manager, Premier Share Registries, setting out a proposed scale of charges for the Company's Register of Members was considered. It was noted that the rates will be reviewed twice yearly on the 30th June and 31st December. 10

It was RESOLVED to accept the scale of charges and to inform the Manager accordingly.

SERVICE AGREEMENT: It was noted that Premier Share Registries did not propose to enter into a formal Agreement at the present time, but to review this matter in conjunction with the service charges. 20

DECLARATION OF INTERESTS: Dr. G. Palmer and Messrs. L.T. Fogarty and A.J. Smith indicated to the meeting that they were Directors and Shareholders of Nickel Mines Limited.

CLOSURE: There being no further business the Meeting closed. 30

CONFIRMED.

.....
Chairman

DATED: ...15th April 1971.

MINUTES OF MEETING OF DIRECTORS
OF LEONORA NICKEL N.L. HELD AT
THE REGISTERED OFFICE OF THE COMPANY
2 RAILWAY PARADE, BURWOOD, ON THURSDAY,
15th APRIL, 1971.

PRESENT:

Dr. G. Palmer (in the Chair)
Messrs. A.J. Smith, L.T. Fogarty and
P.G. Lynch.

MINUTES:

The minutes of the previous meeting
of Directors were read and confirmed.

10

APPLICATION FOR
STOCK EXCHANGE
LISTING:

The Secretary was instructed to make
an application for the listing of
6,000,000 of the Company's shares
paid to 10 cents each and 6,000,000
of the Company's shares paid to 1 cent
on the Stock Exchanges of Sydney and
Melbourne.

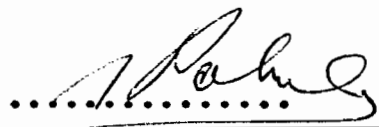
CLOSE:

There being no further general business
the meeting closed.

DATED:

This.....^{16th}.....day of.....^{April}.....1971.

20



.....
Chairman.



MINUTES OF MEETING OF DIRECTORS OF
LEONORA NICKEL N.L. HELD AT
2 RAILWAY PARADE, BURWOOD, ON 16th
APRIL, 1971 AT 2 p.m.

PRESENT:

Dr. G. Palmer (in the Chair),
Messrs. L.T.Fogarty, A.J.Smith
and P.G.Lynch.

MINUTES:

The Minutes of the previous Meeting
of Directors were read and confirmed.

ALLOTMENT OF
SHARES:

The Secretary tabled applications for
5,987,172 Ordinary Shares of 50 cents
each payable to 1 cent.

10

It was RESOLVED to allot 5,987,172
Ordinary Shares of 50 cents each
payable to 1 cent to the applicants
detailed above.

CALL ON SHARES

IT WAS RESOLVED to make a call of 9
cents per share on 2,993,586 Ordinary
Shares allotted at the meeting -
such shares now being paid to 10 cents.

20

ISSUE OF
CERTIFICATES:

The Board authorised the despatch of
Share Certificates to the respective
holders.

BANK ACCOUNT:

IT WAS RESOLVED to transfer all moneys
in credit in the "Leonora Nickel N.L.
Share Application Account" with the
Bank of New South Wales, 229 Macquarie
Street, Sydney, to the General Account
of the Company with that Bank.

CLOSE:


There being no further business the
meeting terminated.

30

SIGNED as a true record.

DATED:

this 29th day of April 1971.


Chairman.

MINUTES OF MEETING OF DIRECTORS
OF LEONORA NICKEL N.L. HELD AT
THE REGISTERED OFFICE OF THE
COMPANY, 2 RAILWAY PARADE, BURWOOD,
N.S.W. ON 28TH APRIL, 1971, AT 4 P.M.

18

PRESENT:

Dr. G. Palmer (in the Chair),
Messrs. L.T. Fogarty, A.J. Smith
and P.G. Lynch.

MINUTES:

The Minutes of the previous Meeting of
Directors were read and confirmed.

10

BUSINESS:

The Secretary tabled a letter from
Nickel Mines Limited in which the
following items were offered for sale:-

- (1) 1 Nissan 4 wheel drive vehicle
Registered No. BD 5440 for \$2,800.
- (2) 1 Toyota Station Sedan Registered
No. BD 5512 for \$3,800.
- (3) 1 Ford F100 Utility, Registered No.
BD 1787 for \$3,000.
- (4) 1 Drott International Loader for
\$4,000
- (5) 1 Drill complete F30 No. 7 for
\$15,000
- (6) 1 F30 Drill complete for \$15,000

20

Dr. G. Palmer and Messrs. L.T. Fogarty
and A.J. Smith indicated to the Meeting
that they were Directors and Shareholders
of Nickel Mines Limited.

It was RESOLVED to purchase the above
items at the prices mentioned.

30

CLOSE:

There being no further business the
Meeting terminated.

DATED:

this^{3rd}.....day of.....^{may}.....
1971.

.....
Chairman

MINUTES OF MEETING OF DIRECTORS OF
LEONORA NICKEL N.L., HELD AT THE
REGISTERED OFFICE OF THE COMPANY,
2 RAILWAY PARADE, BURWOOD, N.S.W., ON
THE 3rd DAY OF MAY, 1971, AT 4 p.m.

PRESENT:

Dr. G. Palmer (in the Chair),
Messrs. L.T. Fogarty, A.J. Smith and
P.G. Lynch.

MINUTES:

The Minutes of the previous meeting of
Directors were read and confirmed.

10

GENERAL
BUSINESS

The Secretary tabled a letter from
Nickel Mines Limited seeking a Loan
from Leonora Nickel N.L., of \$100,000
on the following terms -

The Loan to be repayable at call and
to carry interest at the rate of 7%
per annum and to be secured over
500,000 shares in Laverton Nickel N.L.,
held by Nickel Mines Limited.

Dr. G. Palmer and Messrs. L.T. Fogarty
and A.J. Smith indicated to the Meeting
that they were Directors and Shareholders
of Nickel Mines Limited.

20

It was RESOLVED to make the Loan of
\$100,000 on the above terms, and the
Secretary was instructed to arrange
for the Solicitors to prepare the
necessary document securing the Loan
and to have it lodged with the Registrar
of Companies.

30

CLOSE:

There being no further business the
Meeting terminated.

DATED:

this.....5th.....day of.....May.....
1971.


Chairman.

MINUTES OF MEETING OF DIRECTORS OF
LEONORA NICKEL N.L. HELD AT 2 RAILWAY
PARADE, BURWOOD, ON 5th MAY, 1971
AT 4 p.m.

20

PRESENT:

Dr. G. Palmer (in the Chair)
Messrs. L.T.Fogarty,
A.J.Smith and
P.G.Lynch.

MINUTES:

The Minutes of the previous Meeting of
Directors were read and confirmed.

10

GENERAL
BUSINESS:

The Secretary tabled a letter from the
Auditors, Messrs. Lean, Cameron & Co.
dated 28th April, 1971, querying the
authority for the following payments
made by the Company:

<u>Date</u>	<u>Payee</u>	<u>Amount</u>
19.4.71	Premier Share Registries	\$9,330
21.4.71	Nickel Mines Limited	10,168.79
22.4.71	Nickel Mines Limited	9,000

The Secretary was directed to reply to the
Auditors.

20

CLOSE:

There being no further business the
Meeting then terminated.

DATED:

This.....10th.....day of.....May.....1971

.....

Chairman.
H

MINUTES OF MEETING OF DIRECTORS OF
LEONORA NICKEL N.L., HELD AT THE
REGISTERED OFFICE OF THE COMPANY,
2 RAILWAY PARADE, BURWOOD, N.S.W.
ON THE 10th DAY OF MAY, 1971, AT
4 p.m.

PRESENT:

Dr. G.Palmer (in the Chair),
Messrs. L.T.Fogarty, A.J.Smith and
P.G.Lynch.

10

MINUTES:

The Minutes of the previous meeting of
Directors were read and confirmed.

GENERAL
BUSINESS:

The Secretary tabled a letter from
Nickel Mines Limited seeking a Loan
from Leonora Nickel N.L., of \$50,000
on the following terms -

The Loan to be repayable at call and
to carry interest at the rate of 7%
per annum and to be secured over 250,000
shares in Laverton Nickel N.L., held by
Nickel Mines Limited. 20

Dr.G.Palmer and Messrs. L.T.Fogarty
and A.J.Smith indicated to the
Meeting that they were Directors and
Shareholders of Nickel Mines Limited.


It was RESOLVED to make the Loan of
\$50,000 on the above terms, and the
Secretary was instructed to arrange
for the Solicitors to prepare the
necessary document securing the Loan
and to have it lodged with the Registrar
of Companies. 30

CLOSE:

There being no further business the
Meeting terminated.

DATED:

this.....11th.....day of.....May.....
1971.


.....
Chairman.

R

MINUTES OF MEETING OF DIRECTORS OF LEONORA NICKEL N.L., HELD AT THE REGISTERED OFFICE OF THE COMPANY, 2 RAILWAY PARADE, BURWOOD, N.S.W., ON THE 11th DAY OF MAY, 1971, AT 4 p.m.

22

PRESENT:

Dr. G.Palmer (in the Chair),
Messrs. L.T.Fogarty, A.J.Smith and
P.G.Lynch.

MINUTES:

The Minutes of the previous meeting
of Directors were read and confirmed.

10

GENERAL BUSINESS:

The Secretary tabled a letter from
Nickel Mines Limited seeking a Loan
from Leonora Nickel N.L., of \$50,000
on the following terms -

The Loan to be repayable at call and
to carry interest at the rate of 7%
per annum and to be secured over 250,000
shares in Laverton Nickel N.L., held by
Nickel Mines Limited.

Dr. G.Palmer and Messrs. L.T.Fogarty
and A.J.Smith indicated to the meeting
that they were Directors and Shareholders
of Nickel Mines Limited.

20

It was RESOLVED to make the Loan of
\$50,000 on the above terms, and the
Secretary was instructed to arrange
for the Solicitors to prepare the
necessary document securing the Loan
and to have it lodged with the Registrar
of Companies.

30

CLOSE:

There being no further business the
meeting terminated.

DATED:

this.....17th.....day of.....May 1971..

.....
Chairman.

MINUTES OF MEETING OF DIRECTORS OF LEONORA NICKEL N.L., HELD AT THE REGISTERED OFFICE OF THE COMPANY, 2 RAILWAY PARADE, BURWOOD, N.S.W., ON THE 17th DAY OF MAY, 1971, AT 4 p.m.

PRESENT:

Dr.G.Palmer (in the Chair), Messrs. L.T.Fogarty, A.J.Smith and P.G.Lynch.

MINUTES:

The Minutes of the previous meeting of Directors were read and confirmed. 10

GENERAL BUSINESS:

The Secretary tabled a letter from Nickel Mines Limited seeking a Loan from Leonora Nickel N.L., of \$50,000 on the following terms -

The Loan to be repayable at call and to carry interest at the rate of 7% per annum and to be secured over 250,000 shares in Laverton Nickel N.L., held by Nickel Mines Limited. 20

Dr.G.Palmer and Messrs. L.T.Fogarty and A.J.Smith indicated to the meeting that they were Directors and Shareholders of Nickel Mines Limited.

It was RESOLVED to make the Loan of \$50,000 on the above terms, and the Secretary was instructed to arrange for the Solicitors to prepare the necessary document securing the Loan and to have it lodged with the Registrar of Companies. 30

CLOSE:

There being no further business the Meeting terminated.

DATED:

this.....25th.....day of.....may..... 1971.

..........
Chairman.

MINUTES OF MEETING OF DIRECTORS
OF LEONORA NICKEL N.L., HELD AT
THE REGISTERED OFFICE OF THE
COMPANY, 2 RAILWAY PARADE, BURWOOD,
N.S.W., ON THE 25th DAY OF MAY, 1971,
AT 4 p.m.

24

PRESENT:

Dr. G. Palmer (in the Chair),
Messrs. L.T.Fogarty, A.J.Smith and
P.G.Lynch.

MINUTES:

The Minutes of the previous Meeting of Directors were read and confirmed. 10

GENERAL
BUSINESS:

The Secretary tabled a letter from Nickel Mines Limited seeking a Loan from Leonora Nickel N.L., of \$50,000 on the following terms -

The Loan to be repayable at call and to carry interest at the rate of 7% per annum and to be secured over 250,000 shares in Laverton Nickel N.L., held by Nickel Mines Limited. 20

Dr. G.Palmer and Messrs. L.T.Fogarty and A.J.Smith indicated to the Meeting that they were Directors and Shareholders of Nickel Mines Limited.

It was RESOLVED to make the Loan of \$50,000 on the above terms, and the Secretary was instructed to arrange for the Solicitors to prepare the necessary document securing the Loan and to have it lodged with the Registrar of Companies. 30

CLOSE:

There being no further business the Meeting terminated.

DATED:

this.....*31st*.....day of.....*may*.....
1971.

.....*Palmer*.....
Chairman.

MINUTES OF MEETING OF DIRECTORS OF LEONORA NICKEL N.L., HELD AT THE REGISTERED OFFICE OF THE COMPANY, 2 RAILWAY PARADE, BURWOOD, N.S.W., ON THE 31st MAY, 1971, AT 10 A.M.

PRESENT:

Dr. G. Palmer (in the Chair), Messrs. L.T. Fogarty, A.J. Smith and P.G. Lynch.

MINUTES:

The Minutes of the previous meeting of Directors were read and confirmed. 10

GENERAL BUSINESS:

The Secretary tabled a letter from Nickel Mines Limited seeking a Loan from Leonora Nickel N.L., of \$25,000 on the following terms -

The Loan to be repayable at call and to carry interest at the rate of 7% per annum and to be secured over 125,000 shares in Laverton Nickel N.L., held by Nickel Mines Limited 20

Dr. G. Palmer and Messrs. L.T. Fogarty and A.J. Smith indicated to the meeting that they were Directors and Shareholders of Nickel Mines Limited.

It was RESOLVED to make the Loan of \$25,000 on the above terms, and the Secretary was instructed to arrange for the Solicitors to prepare the necessary document securing the Loan and to have it lodged with the Registrar of Companies. 30

CLOSE:

There being no further business the meeting terminated.

DATED:

this.....1st.....day of ..June.....

1971.

.....
Chairman

MINUTES OF MEETING OF DIRECTORS OF
LEONORA NICKEL N.L., HELD AT THE
REGISTERED OFFICE OF THE COMPANY,
2 RAILWAY PARADE, BURWOOD, N.S.W.
ON THE 1ST JUNE, 1971, AT 11 A.M.

26

PRESENT:

Dr. G. Palmer (in the Chair),
Messrs. A.J. Smith, L.T. Fogarty and
P.G. Lynch.

MINUTES:

The Minutes of the previous meeting of
Directors were read and confirmed.

10

GENERAL BUSINESS:

The Secretary tabled an Agreement
between the Company and Nickel Mines
Limited whereby the Company acquired
a 50% interest in nine (9) Mineral
Claim Applications, Numbers 1377WP/A to
1383WP/A inclusive, 1384WP and 1385WP
in the West Pilbara Goldfield of the
Roebourne area, Western Australia, the
consideration being the allotment to
Nickel Mines Limited of 1,000,000 fifty
cent shares in the Capital of the Company
credited as paid up to ten cents each.

20

Dr. Palmer and Messrs. Smith and Fogarty
indicated to the meeting they were
Directors of and Shareholders in
Nickel Mines Limited.

It was RESOLVED to execute the Agreement
under the Common Seal of the Company.

CLOSE:

There being no further business the
meeting terminated.

30

DATED:

this.....3rd.....day of ...June.....
1971.

.....
Chairman

27

MINUTES OF MEETING OF DIRECTORS
OF LEONORA NICKEL N.L. HELD AT
THE REGISTERED OFFICE OF THE
COMPANY, 2 RAILWAY PARADE, BURWOOD,
N.S.W., ON THE 3RD JUNE, 1971, AT
2 P.M.

PRESENT:

Dr. G. Palmer (in the Chair),
Messrs. L.T. Fogarty, A.J. Smith
and P.G. Lynch.

MINUTES:

The Minutes of the previous Meeting of Directors were read and confirmed. 10

GENERAL BUSINESS:

The Secretary reported that verbal advice had been received from The Sydney Stock Exchange that the Company's listing had been suspended. The Chairman indicated that he would communicate further with the Exchange.

The Secretary tabled a letter from Nickel Mines Limited seeking a Loan from Leonora Nickel N.L., of \$25,000 on the following terms - 20
The Loan to be repayable at call and to carry interest at the rate of 7% per annum and to be secured over 125,000 shares in Laverton Nickel N.L., held by Nickel Mines Limited.

Dr. G. Palmer and Messrs. L.T. Fogarty and A.J. Smith indicated to the meeting that they were Directors and Shareholders of Nickel Mines Limited. 30

It was RESOLVED to make the Loan of \$25,000 on the above terms, and the Secretary was instructed to arrange for the Solicitors to prepare the necessary document securing the Loan and to have it lodged with the Registrar of Companies.

CLOSE:

There being no further business the Meeting terminated.

DATED:

this^{8th}.....day of ...*June*.....

1971.

.....*G. Palmer*.....
Chairman

40

MINUTES OF MEETING OF DIRECTORS
OF LEONORA NICKEL N.L., HELD AT
THE REGISTERED OFFICE OF THE
COMPANY, 2 RAILWAY PARADE, BURWOOD,
N.S.W., ON THE 8TH JUNE, 1971, AT
10 A.M.

28

PRESENT:

Dr. G. Palmer (in the Chair),
Messrs. L.T. Fogarty, A.J. Smith
and P.G. Lynch.

MINUTES:

The Minutes of the previous meeting of
Directors were read and confirmed.

10

GENERAL BUSINESS:

The Secretary tabled a letter from
Nickel Mines Limited seeking a Loan
from Leonora Nickel N.L., of \$25,000
on the following terms -

The Loan to be repayable at call and
to carry interest at the rate of 7%
per annum and to be secured over
125,000 shares in Laverton Nickel N.L.,
held by Nickel Mines Limited

20

Messrs. L.T. Fogarty and A.J. Smith
indicated to the meeting that they
were Directors of and Shareholders in
Nickel Mines Limited.

Dr. G. Palmer indicated that he was a
Shareholder in Nickel Mines Limited

It was RESOLVED to make the Loan of
\$25,000 on the above terms, and the
Secretary was instructed to arrange
for the Solicitors to prepare the
necessary document securing the Loan
and to have it lodged with the
Registrar of Companies.

30

CLOSE:

There being no further business the
meeting terminated.

DATED:

this....8th.....day of June.....

1971.

.....
Chairman

MINUTES OF MEETING OF DIRECTORS
OF LEONORA NICKEL N.L., HELD AT
THE REGISTERED OFFICE OF THE
COMPANY, 2 RAILWAY PARADE, BURWOOD,
ON THE 8TH JUNE, 1971, AT 3 P.M.

PRESENT: Dr. G. Palmer (in the Chair),
Messrs. A.J. Smith and L.T. Fogarty.

MINUTES: The minutes of the previous meeting of
Directors were read and confirmed.

GENERAL BUSINESS: It was RESOLVED that Mr. A.K. Ritchie 10
of 2 Rothwell Street, Eastwood, be
appointed a Director of the Company.

The Secretary tabled letters of
resignation from Mr. A.J. Smith and
Mr. L.T. Fogarty.

It was RESOLVED that the resignations
of Messrs. Smith and Fogarty be accepted.

CLOSE: There being no further business the
meeting terminated.

DATED: this^{22nd}.....day of ...^{June}..... 20
1971.

.....
Chairman

MINUTES OF MEETING OF DIRECTORS OF LEONORA NICKAL N.L., HELD AT THE REGISTERED OFFICE OF THE COMPANY, 2 RAILWAY PARADE, BURWOOD, N.S.W., ON 22ND JUNE, 1971, AT 4 P.M. 30

- PRESENT: Dr. G. Palmer (in the Chair),
and Messrs. P.G. Lynch and A.K. Ritchie.
- MINUTES: The Minutes of the previous meeting of Directors were read and confirmed.
- CHANGE OF DIRECTORS: The Secretary was instructed to lodge with the Registrars of Companies, Sydney and Perth, notifications of Changes of Directors which took place on 8th June, 1971. 10
- BANK SIGNATORIES: It was RESOLVED that cheques drawn on the Company's Bank Accounts at the Bank of New South Wales, 60 Martin Place, Sydney, be signed on behalf of the Company by any two of the following -
- Dr. G. Palmer 20
Mr. P.G. Lynch and
Mr. A.K. Ritchie.
- The Secretary was instructed to arrange for the necessary alterations to be made.
- SALARY OF A DIRECTOR: *Malcolm* *authorise*
It was RESOLVED to ~~accept~~ *authorise* from 7th June, 1971, payment of the salary and allowances of Mr. A.K. Ritchie, now a Director, formerly paid by Nickel Mines Limited. 30
- ACCOUNTS: The following Accounts were passed for payment -
\$3.00, Registrar of Companies, Sydney, and
\$3.00, Registrar of Companies, Perth, for filing Changes of Directors.
\$1,865.66 for May Account of Premier Share Registries.
- It was RESOLVED that no future Accounts other than Salaries and Wages, be paid without the prior approval of the Board of Directors. 40
- It was RESOLVED to confirm payment of the following Accounts, subject to complete details being furnished by Nickel Mines Limited of the basis of its claims -

(Continued)

<u>Date</u>	<u>Payee</u>	<u>Amount</u>
19.4.71	Premier Share Registries	\$9,330.00
21.4.71	Nickel Mines Ltd.	10,168.79
22.4.71	Nickel Mines Ltd.	9,000.00

CLOSURE:

There being no further business the Meeting terminated.

.....
Chairman

(Date)..... 28th June 1971

10

MINUTES OF MEETING OF DIRECTORS
OF LEONORA NICKEL N.L.
HELD AT 2 RAILWAY PARADE, BURWOOD
ON MONDAY, 28TH JUNE, 1971 AT 4.30 P.M.

- PRESENT: Dr. G. Palmer (Chairman) and Messrs. P.G. Lynch and A.K. Ritchie.
- MINUTES: The Minutes of the previous Meeting of Directors were read and confirmed.
- LOAN TO NICKEL MINES LIMITED: The Secretary tabled a Deed of Charge dated 28th June, 1971, between Nickel Mines Ltd. (the Borrower) and Leonora Nickel N.L. (the Lender) whereby the Borrower charged as part consideration for loans totalling \$375,000 made to the Borrower from the Lender, 2,000,000 shares of 50 cents each paid to 10 cents per share in the capital of Laverton Nickel N.L. 10
- The Secretary also tabled share certificate No. 23945N in the name of Nickel Mines Ltd. for 2,000,000 shares of 50 cents each paid to 10 cents per share in the capital of Laverton Nickel N.L., together with a transfer dated 22nd June, 1971 executed under the Common Seal of the Borrower, to be used by the Lender in the event of default by the Borrower. 20
- The Secretary also tabled two mortgages under the Real Property Act, 1900, in respect of the land comprised in Certificates of Title Vol.8414 Fol. 187 and Vol. 11493 Fol. 190, being a first mortgage on the property known as No. 42 Bay Street, Beauty Point and a third mortgage on the property known as No. 2 Railway Parade, Burwood, respectively, as additional security for the above loan. It was noted that there existed on the latter property a first mortgage of \$40,000 and a second mortgage not exceeding \$35,000. 30
- It was Resolved to execute the Deed of Charge and mortgages and to affix the Common Seal of the Company thereto.
- G. Palmer The Secretary was instructed to place the Share Certificate, Transfer of Shares and Certificate of Title Vol. 8414 Fol. 187 in safe custody against any default by the Borrower in repayment of principal and interest. 40
- PAYMENT OF INTEREST: It was Noted that the first interest payment was due on the 3rd August, 1971 and quarterly thereafter on the third days of the months of November, February and May.

REGISTRATION OF CHARGE AND MORTGAGES: It was Resolved that the Secretary arrange for the Deed of Charge to be lodged with the Corporate Affairs Commission for registration and for the registration of the Mortgages with the Registrar General.

CLOSURE: There being no further business the meeting closed.

DATED: This 28th day of June, 1971.

G. Palmer
.....
CHAIRMAN.

MINUTES OF MEETING OF DIRECTORS
OF LEONORA NICKEL N.L. HELD AT
THE REGISTERED OFFICE OF THE
COMPANY, 2 RAILWAY PARADE, BURWOOD,
N.S.W. ON 5TH JULY, 1971, AT
11.30 A.M.

32

PRESENT:

Dr. G. Palmer (in the Chair),
Messrs. A.K. Ritchie and P.G. Lynch.

MINUTES:

The Minutes of the previous Meeting of
Directors were read and confirmed.

10

GENERAL BUSINESS:

The Chairman reported that at a Meeting
of Directors of Nickel Mines Limited
held earlier this day, it had been
resolved because it appeared from a
report by Byrne and Associates, Surveyors
of Perth, W.A. that extensive over-
pegging had occurred in respect of nine
(9) Mineral Claims Nos. 1377WP/A to
1383WP/A, 1384WP and 1385WP in the West
Pilbara Goldfield, W.A., the subject of an
Agreement dated 1st June, 1971, between
the Company and Nickel Mines Limited
to cancel the said Agreement and that
an Agreement along similar lines may
be re-executed when the final position
regarding the claims is determined,
subject to the concurrence of Leonora
Nickel N.L.,

20

It was RESOLVED in the light of the
Chairman's Report to concur in the
cancelling of the Agreement dated 1st
June, 1971, between the Company and
Nickel Mines Limited whereby a 50%
interest in the above nine (9) Mineral
Claims was to be transferred to the
Company and that an Agreement along
similar lines may be re-executed when
the final position regarding the
claims is determined.

30

The Secretary was directed to write to
the Secretary of Nickel Mines Limited
informing that Company of the above
decision and to notify the Stock
Exchanges of Sydney and Melbourne.

40



(2)

CLOSE: There being no further business the Meeting
 terminated.

DATED: This 14th day of July 1971.

G. Palmer
.....
CHAIRMAN

MINUTES OF MEETING OF DIRECTORS
OF LEONORA NICKEL N.L. HELD AT
THE REGISTERED OFFICE OF THE
COMPANY, 2 RAILWAY PARADE, BURWOOD,
N.S.W., ON WEDNESDAY, 14TH JULY, 1971,
AT 3 P.M.

- PRESENT: Dr. G. Palmer (in the Chair), and
Messrs. P.G. Lynch and A.K. Ritchie.
- MINUTES: The Minutes of the previous Meeting of
Directors were read and confirmed. 10
- STOCK EXCHANGE
REPORT: The Secretary tabled a draft of a Report
(No. 1) to The Sydney Stock Exchange Ltd.,
and The Stock Exchange of Melbourne Ltd.,
upon exploration activities during the
6 months period ended 30th June, 1971.
It was RESOLVED that the draft Report
be approved, signed by the Secretary
and forwarded to the above Stock Exchanges.
- RUTH WELL LEASES: The Secretary reported that Nickel Mines
Limited had received from The Mines 20
Department of Western Australia a plan of
survey by Mr. M.J. Byrne of Mineral
Claims 1377A and 1378A, Ruth Well,
West Pilbarra Goldfield. He tabled the
plan of survey which disclosed that the
above Mineral Claims now comprised only
207 and 141 acres respectively.
- The Secretary also tabled a Report to
Nickel Mines Limited by Dr. E. Dechow,
Consulting Geologist, concerning his 30
inspection of the above Mineral Claims.
- SUSPENSION OF
LISTING BY THE
SYDNEY STOCK
EXCHANGE LIMITED The Secretary tabled a letter dated 8th
July, 1971, from the Manager (Companies),
The Sydney Stock Exchange Limited asking
for certain information for the files of
the Exchange.
It was RESOLVED that the Secretary draft
a letter to the Exchange, detailing the
information sought and that the letter be 40
considered at a further meeting of
Directors to be held on Thursday, 15th
July, 1971.

1340-56

ACCOUNTS:

An Account of \$~~1,445.56~~ from Premier Share Registries Pty. Ltd., for the month of June, 1971, was passed for payment.

CLOSURE:

There being no further business the Meeting terminated.

DATED:

this*15th*.....day of *July*.....

1971.

[Handwritten Signature]

CHAIRMAN

Phone: 747 2833
Telegraphic Address:
NickelminesAust.

Leonora Nickel N.L.
2 Railway Parade
Burwood. N.S.W. 2134
P.O. Box 137, Burwood, 2134
N.S.W. Australia

14th July, 1971

Report No. 1

1st January - 30th June, 1971

The Manager (Companies),
The Sydney Stock Exchange Limited,
Box 1360, G.P.O.,
SYDNEY, 2001.

10

and

The Manager (Companies),
The Stock Exchange of Melbourne Limited,
Box 1784Q, G.P.O.,
MELBOURNE, 3001.

Dear Sir,

MOUNT JUMBO

Two diamond drill holes have been put down on these claims.
D.D.H No. 1 attained a depth of 130 feet and D.D.H No. 2 a
depth of 64 feet.

20

Geological investigation over these claims has been undertaken
and fifty-four (54) soil samples have been taken.

No significant mineralisation has been revealed from the above.

KEORA WELL

Geological investigations over these claims have been undertaken
and seven (7) soil samples have been taken.

Investigation of the ultrabasic banded-iron-formation contact
zone on the eastern section of this group of claims has given
encouraging results. Several gossans found contain sulphides
which appear to have come from ultrabasic mineralisation. The
gossans were pyrite-pyrohotite with some chalcopyrite and
perhaps small quantities of pentlandite.

30

(2)

EURO

Geological investigation over these claims has been undertaken and sixty-two (62) soil samples taken. No significant mineralisation has been found.

CARMELIA

Geological investigations over these claims have been undertaken.

No work has yet been carried out on the remaining claims held by the Company.

10

Expenditure to 30th June, 1971 amounted to \$82,409.

The Company proposes to delineate the areas of interest on the Keora Well claims as a future activity target. Depending upon the results of geological appraisal, it will be determined whether drilling operations will commence.

Yours faithfully,

P.G. Lynch

.....
P.G. LYNCH,

Secretary

MINUTES OF MEETING OF DIRECTORS 34
OF LEONORA NICKEL N.L. HELD AT
THE REGISTERED OFFICE OF THE
COMPANY, 2 RAILWAY PARADE, BURWOOD,
N.S.W. ON THURSDAY, 15TH JULY, 1971,
AT 2.15 P.M.

PRESENT: Dr. G. Palmer (in the Chair), and
Messrs. A.K. Ritchie and P.G. Lynch.

MINUTES: The Minutes of the previous Meeting
of Directors were read and confirmed. 10

GENERAL BUSINESS:

1. The Secretary tabled a draft
reply to The Sydney Stock Exchange in
regard to recent queries surrounding
the suspension of the Company's shares.
It was RESOLVED that the reply be sent
to The Sydney Stock Exchange.

2. Mr. A.K. Ritchie was to make
enquiries as to the most suitable form
of Authorised Securities in which the
Company could invest \$100,000. 20

3. Mr. B. O'Leary was to prepare a
feasibility study on the Company's areas
examined so far to enable a programme of
exploration activities to be drawn up.

4. The Secretary was directed to write
a letter to Mr. T. Gleeson of Kalgoorlie
and the Mines Department of Perth, to
ascertain if any financial assistance
was available to the Company as
reimbursement for its exploration activities 30
in Western Australia.

5. The Secretary tabled a proposed
retainer Agreement between the Company and
E. Dechow & Co. Pty. Ltd., Geological
Consultants of Kalgoorlie, W.A.
It was RESOLVED not to enter into the
proposed Agreement with E. Dechow & Co.
Pty. Ltd.

CLOSE: There being no further business the
Meeting terminated. 40

DATED: this.....19th.....day of ...July.....
1971.

.....
Chairman

MINUTES OF MEETING OF DIRECTORS
OF LEONORA NICKEL N.L. HELD AT THE
REGISTERED OFFICE OF THE COMPANY,
2 RAILWAY PARADE, BURWOOD, N.S.W.,
ON MONDAY, 19th JULY, 1971, AT 3.10 P.M.

<u>PRESENT:</u>	Dr. G. Palmer (in the Chair), and Messrs. A.K. Ritchie and P.G. Lynch.	
<u>MINUTES:</u>	The Minutes of the previous Meeting of Directors were read and confirmed.	10
<u>RESIGNATION OF MANAGER:</u>	The Secretary tabled a letter of resignation as Manager from Mr. A.T. Bird. It was RESOLVED to accept the resignation of Mr. Bird as Manager.	
<u>APPOINTMENT OF GENERAL MANAGER:</u>	It was RESOLVED that Mr. A.K. Ritchie be appointed General Manager of the Company.	
<u>APPOINTMENT OF DIRECTOR:</u>	It was RESOLVED that Mr. T. Watson be appointed a Director of the Company. The Secretary was instructed to notify the Stock Exchange of Mr. Watson's appointment forthwith.	20
<u>APPOINTMENT OF ADDITIONAL BANK SIGNATORY:</u>	It was RESOLVED that Mr. T. Watson be appointed an additional authorised signatory with the Bank of New South Wales to sign jointly with any of - Dr. G. Palmer, Messrs A.K. Ritchie and P.G. Lynch.	
<u>APPLICATION FOR A POST OFFICE BOX:</u>	The Secretary was instructed to write to the Postmaster at Burwood for the rental of a Post Office Box to the Company.	30
<u>AUTHORISATION OF FILING RETURNS:</u>	It was RESOLVED that the necessary Returns be lodged in New South Wales and Western Australia concerning the Changes in Directors and Managers, and the Secretary was instructed to lodge the Returns forthwith.	
<u>LODGING OF SURPLUS FUNDS ON FIXED DEPOSIT:</u>	It was RESOLVED that the Company place on Fixed Deposit for a period of one month with the Bank of New South Wales	40

all surplus funds. Avenues were to be investigated for a more attractive form of deposit for the Company's surplus funds in the future.

CLOSE: There being no further business the Meeting terminated.

DATED: this 29th day of July 1971.

 G. Palmer

 Chairman

MINUTES OF MEETING OF DIRECTORS
OF LECNORA NICKEL N.L. HELD AT
THE REGISTERED OFFICE OF THE
COMPANY, 2 RAILWAY PARADE, BURWOOD,
ON THURSDAY, 29TH JULY, 1971, AT
1 P.M.

PRESENT:

Dr. G. Palmer (in the Chair), and
Messrs. A.K. Ritchie, T. Watson and
P.G. Lynch.

10

MINUTES:

The Minutes of the previous Meeting of
Directors were read and confirmed.

GENERAL BUSINESS:

The Secretary tabled a draft Agreement
between the Company and Nickel Mines
Limited whereby the Company obtained an
80% interest in Mineral Claims 1377A and
1378A of 207 acres and 141 acres
respectively, at Ruth Well, West Pilbara
Goldfield, W.A. in consideration of the
Company carrying out at its own expense
all exploration, prospecting, drilling
and mining over the said two Mineral
Claims.

20

It was RESOLVED that further consideration
of the draft Agreement be postponed until
the transfers of the two Mineral Claims
in question are registered and the
results of the soil samples taken from
the area are known.

It was RESOLVED that a letter be sent to
the Managing Director of Nickel Mines
Limited for permission to send Mr. Barrie
O'Leary to investigate the Company's
holdings together with that of Laverton
Nickel N.L., and where appropriate any
of Nickel Mines Limited's claims in
Western Australia.

30

The Secretary tabled the following accounts
for payment:-

- (1) Petty cash - \$24.04;
- (2) Pinnacle Press Pty. Ltd., - \$481.27
for printing Laverton Entitlement
forms for share issue;
- (3) Gaden Bowen & Stewart - \$10.00 for
registration of Prospectus in
New Guinea;
- (4) Lean, Cameron & Co. - \$600.00,
Audit fees.

40

It was decided that the Chairman was to see the Managing Director of Nickel Mines Limited concerning the sale to the Company of Nickel Mines Limited's 50% interest in the 27 Mineral Lease Applications at Liantown, Queensland.

CLOSE:

There being no further business the Meeting terminated.

10

DATED:

this^{12TH}.....day of.....^{AUGUST}.....*P*

1971.

.....*[Signature]*.....
Chairman

MINUTES OF MEETING OF DIRECTORS
OF LEONORA NICKEL N.L. HELD AT
THE REGISTERED OFFICE OF THE
COMPANY, 2 RAILWAY PARADE, BURWOOD,
ON THURSDAY, 12TH AUGUST, 1971, AT
12.15 P.M.

PRESENT: Dr. G. Palmer (in the Chair),
and Mr. P.G. Lynch.

MINUTES: The Minutes of the previous Meeting of Directors
were read and confirmed. 10

GENERAL BUSINESS: The Secretary reported that the Stock Exchange
had queried the rise in price of the Company's
10 cent paid shares from 11 cents to 17 cents
this morning.

The Secretary was directed to write to the Sydney
Stock Exchange informing them that the Board of
Directors knew of no reason for the increase in
the price of the Company's shares and as any
information concerning the Company's exploration
activities which would be likely to affect the
price of its shares comes to hand, it will be
immediately made available to the Exchanges. 20

CLOSE: There being no further business the Meeting
terminated.

DATED: this 23rd ... day of August 1971.

G. Palmer
.....
Chairman

MINUTES OF MEETING OF DIRECTORS OF
LEONORA NICKEL N.L. HELD AT 2
RAILWAY PARADE, BURWOOD, ON MONDAY,
23RD AUGUST, 1971, AT 4.45 P.M.

- PRESENT: Dr. G. Palmer (in the Chair), and Messrs. T. Watson and A.K. Ritchie.
- APOLOGY: An Apology for non-attendance was received from Mr. P.G. Lynch.
- MINUTES: The Minutes of the previous Meeting of Directors were read and confirmed. 10
- FIXED DEPOSITS: Mr. Ritchie reported that amounts of \$50,000 and \$70,000 on Fixed Deposit for one month with the Bank of New South Wales, 60 Martin Place, Sydney, became repayable this day.
- It was RESOLVED that the amount of \$50,000 and the interest thereon, be placed on Fixed Deposit at 5½% per annum for a further period of one month.
- DEPOSIT WITH DELFIN INDUSTRIAL FINANCE LTD.: It was RESOLVED that the amount of \$70,000 be placed with Delfin Industrial Finance Limited for a period of three (3) months, at 7½% per annum interest, secured on Commercial Bills. 20
- INTEREST ON LOAN: Mr. Ritchie reported that payment of \$5,681.50 had been received from Nickel Mines Limited as interest to 3rd August, 1971, on Loan to that Company.
- ACCOUNTS: Payment was approved of an account for \$3,294.13 for Share Registry expenses for July, 1971.
- SHARE TRANSFERS: It was RESOLVED to register share transfers as set out in letters from Messrs. Lean, Cameron & Co., of 26th July and 23rd August, 1971, and from the Share Auditor of 17th August, 1971. 30
- CLOSURE: There being no further business the Meeting closed.
- DATED: this 27th day of ... August.... 1971

G. Palmer
.....
Chairman

MINUTES OF MEETING OF DIRECTORS
OF LEONORA NICKEL N.L. HELD AT
THE REGISTERED OFFICE OF THE
COMPANY, 2 RAILWAY PARADE, BURWOOD,
ON FRIDAY, 27TH AUGUST, 1971, AT
9.30 A.M.

PRESENT:

Dr. G. Palmer (Chairman), and Messrs.
T. Watson, P.G. Lynch and A.K. Ritchie.

MINUTES:

The Minutes of the previous Meeting
of Directors were read and confirmed.

10

GENERAL BUSINESS:

It was RESOLVED that Mr. Ritchie proceed
to Charters Towers, Queensland, to
attend the Mining Warden's Court on
Tuesday, 31st August, 1971, as an observer
in the Application by Nickel Mines
Limited for suspension of labour conditions
on 27 Mineral Leases at Liontown.

It was RESOLVED that the Company bear
Mr. Ritchie's expenses.

20


CLOSURE:

There being no further business the
Meeting terminated.

DATED:

this^{6th}.....day of September.....

1971.

.....

.....
Chairman

MINUTES OF MEETING OF DIRECTORS
OF LEONORA NICKEL N.L. HELD AT
THE REGISTERED OFFICE OF THE
COMPANY, 2 RAILWAY PARADE, BURWOOD,
ON MONDAY, 6TH SEPTEMBER, 1971, AT
6 P.M.

40

PRESENT:

Dr. G. Palmer (in the Chair),
Messrs. T. Watson, A.K. Ritchie and
P.G. Lynch.

MINUTES:

The Minutes of the previous Meeting of
Directors were read and confirmed.

10

SHARE TRANSFERS:

It was RESOLVED to register Share
Transfers as set out in the letter from
Messrs. Lean, Cameron & Co., dated
20th July, 1971, and from the Share
Auditor dated 2nd September, 1971

ACCOUNTS:

It was RESOLVED that the following
Accounts be passed for payment:-

- (1) Premier Share Registries Pty. Limited
\$1,784.68;
- (2) Messrs. Matthew McFadden, Somerfield
& Co.,
\$2,025.70;
- (3) The Sydney Stock Exchange,
\$50.00.

20


GENERAL BUSINESS:

The Secretary advised that the services of
Nickel Mines Limited's Geologist,
Mr. B. O'Leary, were available to the
Company at a cost of \$60 per day, plus
accommodation and travelling expenses.

30

The Secretary tabled a letter from the
Postmaster at Burwood advising that
there were no boxes available for use
by the Company and that he had placed
our application on the waiting list.
Further discussion was held concerning
the entering into an Agreement between
the Company and Nickel Mines Limited
covering the Mineral Claims numbered
1377A and 1378A at Ruth Well, West
Pilbara, Western Australia as minuted on
the 29th July, 1971.

40

 It was RESOLVED, Dr. Palmer dissenting,

that the Company not proceed further with negotiations until the Assay results of soil samples taken from this area were made available to the Company.

It was RESOLVED to include in the alternatives submitted by Laverton Nickel N.L., to Nickel Mines Limited for the operation of the Liontown mining project, that Leonora Nickel N.L. acquire Nickel Mine Limited's interest in the Liontown leases on the basis that Leonora Nickel will carry out all expenditure with Nickel Mines Limited to receive a 20% interest in the net profits of any viable mine eventuating.

10

CLOSE:

There being no further business the Meeting terminated.

DATED:

this6th.....day of September,

1971.

20

.....
Chairman

2

MINUTES OF MEETING OF DIRECTORS OF
LEONORA NICKEL N.L. HELD AT 193
MACQUARIE STREET, SYDNEY, ON THURSDAY,
9TH SEPTEMBER, 1971, AT 9.50 A.M.

PRESENT: Dr. G. Palmer (in the Chair), and
Messrs. T. Watson, A.K. Ritchie and
P.G. Lynch.

MINUTES: The Minutes of the previous Meeting
of Directors were read and confirmed. 10

ACCOUNTS FOR
PAYMENT: An Account for \$537.90 from the
Financial Times of London was passed
for payment.

GENERAL BUSINESS: The Secretary tabled an Agreement between
the Company and Nickel Mines Limited
whereby the Company obtained an 80%
interest in Mineral Claims 1377A and
1378A at Ruth Well, West Pilbara
Goldfield, Western Australia, in
consideration of the Company carrying out 20
at its own expense all prospecting,
drilling and mining over the said two (2)
Mineral Claims.

Dr. Palmer and Messrs. Watson and Ritchie
indicated to the meeting that they were
shareholders in Nickel Mines Limited.

It was RESOLVED that the Agreement be
executed under the Common Seal of the
Company.

CLOSE: There being no further business the 30
Meeting terminated.

DATED: this^{9th}.....day of September.....

1971. 88

.....*Palmer*.....
Chairman.

MINUTES OF MEETING OF DIRECTORS
OF LEONORA NICKEL N.L., HELD AT
THE REGISTERED OFFICE OF THE
COMPANY, 2 RAILWAY PARADE, BURWOOD,
ON FRIDAY, 24th SEPTEMBER, 1971,
AT 3.45 P.M.

42

PRESENT:

Dr. G. Palmer (in the Chair), and
Messrs. A.K. Ritchie, T. Watson and
P.G. Lynch.

MINUTES:

The Minutes of the previous Meeting of
Directors were read and confirmed.

10

GENERAL BUSINESS:

The Secretary reported that Messrs.
Watson, Ritchie and P. Lynch interviewed
Dr. Dechow on Tuesday, 21st September, 1971,
and preliminary discussions ensued in
respect of the Company's claims at
Roebourne, W.A., Nos. 1377A and 1378A.

The Secretary was directed to write to the
Managing Director of Nickel Mines Limited
requesting that information received from
Dr. Dechow in respect of the Company's
Mineral Claims 1377A and 1378A, at
Roebourne, W.A., be made available to the
Company.

20

It was RESOLVED (Mr. T. Watson dissenting),
that Mr. B. O'Leary be appointed a Director
of the Company. The Secretary was advised
to notify the Stock Exchange of Mr. O'Leary's
appointment.

Mr. Ritchie was requested to write a
letter to the Managing Director of Nickel
Mines Limited outlining a proposal for the
progressive liquidation of the Loan monies
made by the Company to Nickel Mines Limited.

30

ACCOUNTS FOR

PAYMENT:

The following accounts were submitted to
and passed for payment by the Board:-

- (1) \$95.00 to Messrs. Parker & Parker,
Solicitors of Perth, for costs in
connection with the lodging of Caveats
against 136 Mineral Claims transferred
to the Company from Nickel Mines Limited;
- (2) \$6.00 being fee for filing Change of
Directors;
- (3) \$3.35 Stamp Duty on an Agreement between
Nickel Mines Limited and the Company.
- (4) \$755.10 to Messrs. Lean, Cameron &
Company, being progressive audit fees.

40

Interest of \$100.68 had been received from Delfin Industrial Finance Limited to 31st August, 1971, on the interest bearing fixed deposit of \$70,000 to that Company.

SHARE TRANSFERS:

It was RESOLVED to register share transfers as set out in the letter from the Share Auditor, dated 13th September, 1971, being Audit No. 4.

10

ANNUAL GENERAL MEETING:

It was RESOLVED that the date of the Company's Annual General Meeting be set provisionally for the 10th December, 1971, at 4 p.m.

CLOSE:

There being no further business the Meeting terminated.

DATED:

this^{24th} day of September.....

1971.

Q

.....M. A. Mahil.....
Chairman

27th September, 1971.

The Managing Director,
Nickel Mines Limited,
2 Railway Parade,
BURWOOD, N.S.W. 2134

Dear Sir,

You will recall that Leonora Nickel N.L. made a loan to Nickel Mines Limited of \$375,000 secured by several mortgages over certain assets of your Company. The mortgages provide that the loan is repayable upon the giving of seven days notice. 10

My Board of Directors proposes to commence forthwith a programme of exploration and drilling over a number of its mineral leases in Western Australia. You will appreciate that to qualify for deductions under Section 77 of the Income Tax Assessment Act a figure in the order of at least \$200,000 must be expended before 30th June, 1972, and a similar amount in each succeeding financial year.

Therefore, the Board has directed me to inform you that it requires the reduction of the loan of \$375,000 by a first payment of \$50,000 on 1st December, 1971. Unless you are notified to the contrary, further amounts of \$50,000 will be payable quarterly by Nickel Mines Limited, commencing from 1st March, 1972 in further reduction of the loan. Final payment of \$25,000 to finalise the loan will be payable on 1st September, 1973. 20

The Board feels that this letter will afford you more than adequate notice of the terms of repayment of the loan and will enable you to organise the finances of your Company accordingly. Kindly acknowledge receipt of this letter.

Yours faithfully,

30

P.G. Lynch, SECRETARY.

MINUTES OF MEETING OF DIRECTORS OF
LEONORA NICKEL N.L. HELD AT THE
REGISTERED OFFICE OF THE COMPANY,
2 RAILWAY PARADE, BURWOOD, ON THE
19TH OCTOBER, 1971, AT 3.30 P.M.

- PRESENT: Dr. G. Palmer (in the Chair),
and Messrs. B. O'Leary, T. Watson, A.K. Ritchie
and P.G. Lynch.
- MINUTES: The Minutes of the previous Meeting of Directors
were read and confirmed. 10
- GENERAL
BUSINESS: Mr. Ritchie reported that the Interest Bearing
Deposit of \$50,000 with the Bank of New South Wales
would terminate on the 21st October, 1971.
- It was RESOLVED that \$48,000 of this amount be
invested with Delfin Finance Limited for a period
of 1 month at an interest rate of 6.75% per annum.
- The question of re-investment of this amount
would be considered upon the expiry of the current
investment.
- SHARE
TRANSFERS: It was RESOLVED to register share transfers as set 20
out in the letters from the Share Auditor dated
28th September, 1971 and 15th October, 1971, being
Share Audit Numbers 5 and 6.
- ACCOUNTS FOR
PAYMENT: It was RESOLVED to pass the following accounts for
payment -
- (1) \$1103.60 to Premier Share Registries Pty.
Limited, being for share processing costs,
September, 1971;
 - (2) \$4.00 to the Commissioner for Corporate
Affairs for fees. 30
 - (3) \$3.00 to the Registrar of Companies, Perth,
for fees.
- CLOSE: There being no further business the Meeting
terminated.
- DATED: this 19th ... day of October 1971.
- G. Palmer
.....
Chairman

MINUTES OF MEETING OF DIRECTORS OF
LEONORA NICKEL N.L. HELD AT THE
REGISTERED OFFICE OF THE COMPANY,
2 RAILWAY PARADE, BURWOOD, ON THE
26TH OCTOBER, 1971, AT 3.45 P.M.

44

PRESENT:

Dr. G. Palmer (in the Chair),
Messrs. T. Watson, A. Ritchie,
B. O'Leary, P. Lynch.

MINUTES:

The Minutes of the previous Meeting of
Directors were read and confirmed.

10

MATTERS ARISING FROM
THE MINUTES:

Mr. Ritchie reported that the sum of
\$48,000 had been placed on deposit
with DELFIN INDUSTRIAL FINANCE LIMITED
maturing on 25th November, 1971 with
interest at 6.75% per annum.

A Bill of Exchange drawn by Delfin
Industrial Finance Limited and executed
by Warburton O'Donnell Limited due on
4th February, 1972 for \$50,000 as
security for the deposit had been placed
in the safe.

20

The draft quarterly report ended 30th
September, 1971 to the Stock Exchange
was tabled and it was decided after
some amendments had been made that it
be lodged with the Stock Exchange.

A draft form of Annual Report was tabled
but discussion of it was deferred until
the next meeting.

It was decided that the proposed date
for the Company's Annual General Meeting
be altered to the 17th December, 1971.

30

The Secretary reported that a dissection
of the Account from Nickel Mines Limited
was in course of preparation and would
be forwarded to the Company in the
near future.

Mr. McFadden's account for the preparation
of the Company's Prospectus would also
be obtained.

40

No reply had been received from Nickel
Mines Limited concerning the repayment
of the Loan made to that Company by
Leonora Nickel N.L., nor to the supply
of information in regard to the Ruth
Well areas.

The Secretary was directed to write to the
Managing Director of Nickel Mines Limited
for the necessary information.

G. Palmer

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CORRESPONDENCE:

The Secretary tabled a letter from the Company's Auditors, Messrs. Lean, Cameron & Co., dated 1st July, 1971, concerning the advance to Nickel Mines Limited by the Company of \$375,000. The Secretary was directed to write a suitable reply to the Auditors' letter.

The Secretary also tabled a letter from Messrs. Lean, Cameron & Co., dated 26th October, 1971, in which they required payment of their account of \$1,784, representing fees for the audit of the Company's share issue and fees for share transfers, up to the date of the appointment of an Internal Auditor. 10

It was RESOLVED that the account of Messrs. Lean, Cameron & Co., for \$1,784 be passed for payment. 20

ANNUAL GENERAL MEETING:


The Secretary tabled a letter from Messrs. Lean, Cameron & Co., dated 19th October, 1971, in which they advised that they were prepared to accept nomination as Auditors for the Company, for the year ending 30th June, 1972, but that they wished that their fee be fixed between themselves and the Directors. This was agreed to by the Board. 30

The matter of retirement of Directors by rotation under Article 73 was deferred.

It was RESOLVED that the Directors not be paid a fee for attendance at Board meetings.

EXPLORATION:

Mr. O'Leary was requested to ring Mr. T. Gleeson for the purpose of engaging Dr. Dechow to investigate the Company's Mineral Claims at Roebourne, W.A. 40


A handwritten signature in cursive script, appearing to read 'T. Gleeson', is written in dark ink. Below the signature is a small, stylized mark that looks like a cross or a star.

GENERAL BUSINESS:

Mr. Ritchie enquired whether the Company was holding Insurance Policies on the Mortgages taken over ~~on~~ Nickel Mines Limited's properties at 42 Bay Street, Beauty Point and 2 Railway Parade, Burwood. He said that in regard to the Bay Street property the Company should hold the Insurance Policy.

10

The Secretary was directed to attend to this matter.

CLOSE:

There being no further business the Meeting terminated.

DATED:

this ...^{26th}.....day of *October*.....

1971.

.....*M. Palmer*.....
Chairman

B

MINUTES OF MEETING OF DIRECTORS OF
LEONORA NICKEL N.L. HELD AT THE
REGISTERED OFFICE OF THE COMPANY,
2 RAILWAY PARADE, BURWOOD, ON THE
5TH NOVEMBER, 1971, AT 3.50 P.M.

- PRESENT: Dr. G. Palmer (in the Chair), and Mr. A.K. Ritchie,
T. Watson, B. O'Leary, P.G. Lynch, and A. Christie
by invitation.
- MINUTES: The Minutes of the previous Meeting of Directors 10
were read and confirmed.
- MATTERS Mr. Ritchie tabled details of Messrs. Matthew
ARISING FROM McFadden, Somerfield & Company's Account for legal
MINUTES: costs involved in the preparation of the Company's
Prospectus. The Secretary advised that the de-
tails of the charges made by Nickel Mines Limited
on the Company would be tabled at the next meeting.
It was RESOLVED that Mr. P. Lynch would retire in
accordance with Article 73 at the Annual General
Meeting. 20
- The Company's draft Annual Report was tabled and
considered by the meeting. Mr. Ritchie reported
that 2 quotes had been received for the printing
and despatch of the Annual Report but that he was
awaiting 3 more quotes to come.
- Mr. Ritchie reported that no reply had been re-
ceived to date from Nickel Mines Limited concern-
ing the Loan repayment to the Company.
- EXPLORATION: It was RESOLVED that Dr. Dechow be asked to assess
the potential of the Company's Mineral Claims in 30
Western Australia, and to give a detailed report
thereon to the Board.
A memo from Mr. J. Giles re reports to be submit-
ted to the Western Australian Mines Department was
tabled but discussion was deferred until the next
meeting.
- ACCOUNTS It was RESOLVED that the following Accounts be
PASSED FOR passed for payment:-
PAYMENT:
- G. Palmer Parker & Parker \$14.00;
Sydney Stock Exchange, \$50.00; 40
Sydney Stock Exchange Telex charge, \$17.00;
Baker McEwan & Co., \$10.00
Western Mapping Pty. Ltd. \$101.36;
Assay Laboratories Pty. Ltd. \$370.80;
Share Registry Insurance, \$85.02

INVESTMENT
OF FUNDS:

Mr. Ritchie reported that interest of \$681.00 had been received on the Interest Bearing Deposit from the Bank of New South Wales and had been placed in the Company's current account with that Bank.

GENERAL
BUSINESS:

It was RESOLVED that Mr. A. Christie be appointed Secretary and Public Officer in place of Mr. P. Lynch, as from the 12th November, 1971, the date of Mr. Lynch's resignation. 10

It was RESOLVED that the Company authorise Premier Share Registries Pty. Limited to arrange and pay for a Policy for Insurance cover in the form of an Indemnity covering fraud, embezzlement, forgery etc., in the Share Registry. It was noted that the premium for such a Policy was \$85.02 per annum.

The Secretary reported that in view of the overdraft amount of \$7,000 of Laverton Nickel N.L.'s current bank account, plus the fact that an amount of approximately \$800 would be needed by that Company for postage on its call notices, that the Company might consider a temporary Loan to Laverton Nickel N.L. until sufficient call moneys had been received to repay the Loan. 20

G. Palmer

~~The Chairman proposed that a Mr. Cuttance, a retired State Treasury employee be offered employment with the Company early in the new year, at a salary to be arranged.~~
Carried. (a) 30

Mr. Ritchie tabled a proposal that/the Company propose to Premier Share Registry that the Company pays all outstanding I.B.M. accounts and any others which may fall due as a result of the current Contract;

(b) Any amounts paid by the Company be set off as credits against future charges by the Share Registry;

(c) The Share Registry cancel the I.B.M. Contract and enter into one with Professional Computer Services - this will result in a substantial saving to the Share Registry; 40

G. Palmer

- (d) In reciprocation, Share Registry reduce the charge to Leonora from \$1.00 to 90 cents per transfer.

It was RESOLVED that Mr. Ritchie's proposal be submitted to the Board of Premier Share Registries Pty. Limited.

CLOSE: There being no further business the Meeting terminated.

DATED: this5th.... day of Nov 1971.

10

G. Palmer

.....

Chairman.

LEONORA NICKEL N.L.

HELD AT 2 RAILWAY PARADE, BURWOOD

ON THURSDAY, 18TH NOVEMBER, 1971

AT 5.10 P.M.

PRESENT: Dr. G. Palmer (Chairman) and Messrs. B.C. O'Leary,
A.K. Ritchie and T. Watson.

An apology was received from Mr. P.G. Lynch for non attendance.

MINUTES: The Minutes of the previous Meeting of Directors 10
were read and confirmed.

MATTERS (a) No reply had yet been received from Nickel
ARISING: Mines Limited regarding the repayment of part of
the principal sum lent to that Company.

(b) No information was yet available regarding a dissection of an account of \$10,000 paid to Nickel Mines Limited for administrative expenses, etc.

G. Palmer

Minutes - Leonora Nickel N.L.
18th November, 1971

2. 20

(c) Mr. Ritchie reported that he had been informed that Dr. Dechow had recommended that 40 percussion drill holes be sunk at the Ruth Well area and that he understood a drill was to be sent from Kalgoorlie.

It was resolved that Dr. Dechow be asked to forward in writing a report to Leonora Nickel N.L. as to his findings on the claims at the Ruth Well Area.

Mr. O'Leary stated that in his opinion 40 drill holes were not too much and that Dr. Dechow should be able to follow up the results of the drilling. 30

(d) Consideration was again given to the memorandum from Mr. J. Giles regarding the report required by the Western Australian Mines Department, for statistical purposes, concerning work done on claims.

It was resolved that Mr. O'Leary collaborate with Mr. P. Kelvin in preparing a suitable report.

(e) Mr. Ritchie reported that the proposals submitted to Premier Share Registries Pty. Limited concerning the payment of IBM accounts have been accepted. A letter of confirmation was awaited.

(f) Mr. Ritchie reported that he had had discussions with a representative of IBM concerning the processing of Leonora Nickel N.L. transfers. He had arranged with the share registry to issue certificates manually for the time being pending legal advice as to the position regarding cancellation of the agreement with IBM. 10

(g) Mr. Ritchie reported that Mr. P. Lynch had had discussions with Mr. Rod Blair concerning insurance on the property at No. 2 Railway Parade, Burwood and the house at Bay Street, Mosman. Arrangements had been made for Leonora Nickel N.L. to be shown as mortgagee in the insurance policy for the latter property. 20

G. Palmer

Minutes - Leonora Nickel N.L.
18th November, 1971

3.

FUTURE MEETINGS: It was agreed that future meetings of the Company be held each Tuesday afternoon at the rooms of Dr. G. Palmer at 193 Macquarie Street, Sydney at 4.15 p.m.

MR. B.O'LEARY: It was resolved that as from Monday, 22nd November, 1971 Mr. B. O'Leary be employed by Leonora Nickel N.L. instead of Nickel Mines Limited. 30

It was resolved also that Messrs. O'Leary and Ritchie should maintain records of time spent on work for other companies.

ACCOUNTS: An account of \$55 for Westgate Stationers was passed for payment.

It was resolved that all accounts above \$100 be passed for payment by the Board.

It was resolved that all cheques drawn by the Company except those for salaries and petty cash recoups be drawn "to order". 40

RUTH WELL AREA:

The Board authorised the execution of transfers from Nickel Mines Limited of 2 mineral claims at

Exhibit "AJ" - Minutes of
Meeting of Third Defendant

Ruth Well to Leonora Nickel N.L.

BANK
SIGNATORY:

It was resolved that Mr. B.C. O'Leary be appointed
as a bank signatory.

CLOSURE:

There being no further business the Meeting
closed.

G. Palmer
.....
CHAIRMAN

Date

18th November, 1971

10

MINUTES OF MEETING OF DIRECTORS OF LEONORA NICKEL N.L.HELD AT 193 MACQUARIE STREET, SYDNEY AT 7.00 p.m.TUESDAY, 23rd NOVEMBER, 1971.PRESENT: Dr. G. Palmer (Chairman)

Mr. T. Watson

Mr. P. Lynch

Mr. A. Ritchie

Mr. B. O'Leary

MINUTES: The minutes of the previous Meetings were read 10
and confirmed as correct.

GENERAL

The comments received from Lean, Cameron & Company regarding payment of the sub-underwriting commission to Underwriting & Mining Limited were noted. Mr. P. Lynch pointed out that this was done because of the pending dissolution of Hobbs, Revken & Partners and the precarious state prevailing with Brokers generally.

Exhibit "AJ" - Minutes of
Meeting of Third Defendant

2.

Mr. O'Leary informed the Directors that Dr. Dechow was in the field in Western Australia and consequently it was not possible to contact him per telephone.

Mr. Watson informed the Meeting that he himself had been informed from reliable sources that Dr. Dechow was an exceptionally competent and able geologist.

10

The Meeting was informed that a letter from Nickel Mines Limited, dated 18 November, 1971, had been received, regarding the repayment of loan principal, which requested that the loan repayment would commence from 31st December, 1971, and quarterly thereafter up until 30th September, 1973.

It was RESOLVED that these arrangements were acceptable.

CORRESPONDENCE

20

A letter was read from Lean, Cameron & Company, Auditors. It was RESOLVED that the accounts listed in the letter be submitted to the relevant Companies, and that confirmation be sought from Mr. T.Gleeson, Kalgoorlie, re existence and condition of motor vehicles and drills purchased from Nickel Mines Limited.

Dr. Palmer advised that he had asked Mr.A. Ritchie to tender his resignation from staff and he had agreed to do so as a financial measure, to become effective on Friday, 26th November, 1971.

30

CLOSURE:

There being no further business for discussion, the Meeting closed at 8 p.m.

G. Palmer

CHAIRMAN

Date 23rd November, 1971

MINUTES OF MEETING OF DIRECTORS OF LEONORA NICKEL N.L. 48
HELD AT 193 MACQUARIE STREET, SYDNEY AT 6.30 p.m. on TUESDAY,
30th NOVEMBER, 1971.

PRESENT: Dr. G. Palmer (in the chair) and Messrs. B. O'Leary,
T. Watson, A. Ritchie, P. Lynch.

MINUTES: The minutes of the previous meeting of Directors
were read and confirmed.

MATTERS
ARISING: Mr. A. Ritchie reported that he had seen Mr.
O'Leary with a view to sending letters to the 10
appropriate Companies concerning amounts due to
Leonora Nickel in accordance with the matters
raised by the Auditors, Messrs. Lean, Cameron & Co.
Mr. O'Leary reported that he had been in touch
with Dr. Dechow.

Dr. Dechow has an account outstanding amounting to
\$1,735.95.

Apart from that, he has not been to the Ruth Wells
site. He was in the field, but on another project.
The reason was that Occidental Oil for whom he was 20
also going to the Roebourne area, have postponed
their work until January.

He considers that Bob Crombie would be quite cap-
able of laying out the hole sites, then he would
personally visit the site and be there while the
first few holes are being put down to 100 feet.
The drill is still at Wiluna, and he could go up
as soon as it arrives at Dampier.

He has selected 37 drill sites, of which 3 may not
be necessary. However, Dr. Dechow points out, 30
these holes may change position as a result of what
is found.

It was RESOLVED that Dr. Dechow's account of
\$1,735.95 be paid and the amounts attributable to
Nickel Mines Limited be recovered from that Company.

GENERAL
BUSINESS: Draft Annual Report was duly considered.

Mr. Ritchie was to contact the Company's bankers,
the Bank of New South Wales, with a view to plac-
ing surplus moneys of the Company on interest 40
bearing deposit.

Annual General Meeting: To be held on 31st
December, 1971.

CLOSURE: There being no further business the meeting
terminated at 7.30 p.m.

G. Palmer

CHAIRMAN Date: 30th Nov 1971
Exhibit "AJ" - Minutes of
Meeting of Third Defendant

49 MINUTES OF MEETING OF DIRECTORS OF LEONORA NICKEL NO
LIABILITY HELD AT 193 MACQUARIE STREET, SYDNEY AT 11.35 a.m.
FRIDAY, 9th December, 1971.

PRESENT: Dr. G. Palmer (in the Chair),
Mr. B. O'Leary

BUSINESS: It was RESOLVED to pay Automail Pty. Ltd. the
amount of \$1,391.40 being postage expenses for
the Annual Report, 1971. The amounts are:

Local postage (18 cents ea.)	\$1,262.88	
Overseas " (42 " ")	128.52	10
	<u>\$1,391.40</u>	

CLOSURE: The meeting closed at 11.40 a.m.

G. Palmer
G. Palmer,
Chairman.

MINUTES OF MEETING OF DIRECTORS OF LEONORA NICKEL N.L.HELD AT 193 MACQUARIE STREET, SYDNEY AT 5 p.m. 14th DECEMBER, 1971.

PRESENT: Dr. G. Palmer, Chairman
Messrs. T. Watson, A. Ritchie, B. O'Leary.

MINUTES: The Minutes of the previous meeting of Directors were read and confirmed.

BUSINESS: Mr. O'Leary tabled a letter from the Stock Exchange Ltd. pointing out that our audited accounts and reports in future were required to be submitted to the Stock Exchange by the end of September. 10

It was RESOLVED to pay \$1,570 to Barkell & Peacock (Mr. J. Aston's account).


Dr. Palmer informed the meeting that the Commissioner for Corporate Affairs had approved the postponement of the General Annual Meeting until 3 p.m. on 11th January, 1972.

It was RESOLVED that Mr. F. Kelvin, nominated as Director, have his nomination inserted in the Annual Report. 20

Mr. Ritchie suggested a Directors' meeting be held at Burwood at 2 p.m. on the 11th January, 1972, prior to the Annual General Meeting.

ACCOUNTS: It was RESOLVED to pay Parker & Parker (Perth) \$100.00 for stamping and registration of mineral claims.

CLOSURE: The meeting closed at 6.30 p.m.


CHAIRMAN

30

Date 14th December, 1971

LEONORA NICKEL N.L.

MINUTES OF MEETING OF DIRECTORS OF LEONORA NICKEL N.L.

HELD AT 4.00 p.m. 19th JANUARY, 1972, AT 2 RAILWAY PARADE,
BURWOOD.

PRESENT: Dr. G. Palmer (Chairman)
Mr. B. O'Leary

CORRESPONDENCE:

Interest accrued from Delfin Industrial Finance Ltd. to 31.12.71 on the \$70,000 investment was received per Commerical Banking Co. cheque No. 001103

10

ACCOUNTS:

It was RESOLVED to approve for payment the following account:

Lean, Cameron & Co.

CLOSURE: The Meeting closed at 4.15 p.m.

G. Palmer
CHAIRMAN

Date: 19.1.72

20

LEONORA NICKEL N.L.

Minutes of Meeting of Directors, held on Sunday the 30th
January, 1972 at 12 a.m. at 33 Bellevue Road, Bellevue Hill.

Present: Dr. G. Palmer, Chairman
Mr. P. Kelvin.

- DISCUSSION:
- 1) The Quarterly Report be issued to the Sydney Stock Exchange by tomorrow and be prepared and submitted by Mr. B. O'Leary.
 - 2) To assay the soil samples of the Ruth Well area by an outside Assaying Laboratory should the Assay Laboratory Pty. Ltd. be unable to assay the samples within 10 days. 10
- It was noted that the extreme heat at present in the Ruth Well area prevents diamond drilling at present.
- 3) To authorise Mr. J. J. Lynch to sign cheques on the Companies bank account together with one Director.
 - 4) To investigate the area at Keora Well by percussion drilling. 20
 - 5) To pay the annual fee of \$1,000 to the Sydney Stock Exchange.

RESOLUTION: Mr. Kelvin to discuss all above matters noted with Mr. B. O'Leary at the next opportunity, and pass the necessary resolutions.

Date 30-1-72


CHAIRMAN

LEONORA NICKEL N.L.

MINUTES OF MEETING OF DIRECTORS OF LEONORA NICKEL NO LIABILITY
HELD AT NO. 2 RAILWAY PARADE, BURWOOD, ON TUESDAY, FEBRUARY 1,
1972, AT 11-30 A.M.

Present: Mr. P. Kelvin,
Mr. B. O'Leary.

Discussion: It was resolved that the annual fee of \$1,000-00
of be paid direct to the Sydney Stock Exchange.

Business

Mr. O'Leary was informed that Dr. Palmer and Mr. Kelvin had considered having the Ruth Well soil samples assayed by Laboratories other than Assay Laboratories Pty. Ltd.

Mr. O'Leary concurred in that the extreme heat at this time in the Ruth WELL AREA would make diamond drilling difficult, and also in that as the wet season was now due, if not present in the same area, it would not be sound business sense to commence something when we were faced with the extra difficulties of trying to have it completed. On this account, it was RESOLVED that assaying of the samples collected from Ruth Well would be satisfactorily delayed until Assay Laboratories would be able to handle the work.

Mr. O'Leary reported to Mr. Kelvin that Mr. J. Lynch, Managing Director of Nickel Mines Ltd, had shown him samples of surface material from the Keora Well claim block. These samples had been gathered by Mr. Ian Molloy, Geologist for Nickel Mines Ltd., from the area of the claim block he considered had had potential. The samples were weathered metamorphics with secondary specks and flakes of a green mineral, which Mr. O'Leary considers to be gaspeite, (nickel carbonate). It was RESOLVED to authorise Nickel Mines Ltd as servicing company, to investigate these claims more fully, and to gather fresh rock samples for assay with the assistance of percussion drilling where necessary

Closure: There being no further business, the meeting closed at 12-30 p.m.

G. Palmer
.....

MINUTES OF MEETING OF DIRECTORS OF LEONORA NICKEL N.L.

HELD AT 193 MACQUARIE STREET, SYDNEY, at 5 p.m. 21st March, 1972.

Present: Dr. G. Palmer, Chairman
Mr. P. Kelvin
Mr. B. O'Leary

MINUTES: The Minutes of the previous meeting were read and confirmed as correct.

Business: It was resolved to appoint mr. O'Leary to prepare a recommendation for the Board to consider as regards those Western Australian Leases which the Company should consider retaining.

10

Closure: The meeting closed at 5;25 p.m.

ChairmanG. Palmer

MINUTES OF THE MEETING OF DIRECTORS
OF LEONORA NICKEL N. L.
HELD AT 193 MACQUARIE STREET, SYDNEY
ON TUESDAY, 21ST MARCH, 1972 AT 6.00 P. M.

PRESENT: Dr. G. Palmer, Chairman
 Messrs. B. O'Leary and P. Kelvin

BUSINESS: Administration Costs
 It was RESOLVED to demand a detailed explanation of all administrative costs. 10

Mineral Claims
 It was RESOLVED that Mr. B. O'Leary compile and submit a list of mineral claims which he considered best for the Company to maintain and to recommend those which the company ought to surrender.

Accounts
 It was RESOLVED that the following accounts were approved for payment -

		\$	
PMG Department	Tax Stamps	165.20	
PMG Department	Tax Stamps	330.00	
do.	do.	165.00	
Lean Cameron & Co.	Audit Fee	500.00	
Premier Share Regis.	Maintenance	1726.04	
Assay Labs.	Assaying	1330.05	
Nickel Mines Ltd.	Contract Work	6484.16	
do.	do.	882.00	
do.	do.	1131.00	
do.	Administration costs	4000.00	30
do.		4000.00	
do.		3000.00	
do.		5000.00	
do.		5000.00	
Blows Bros. Pty. Ltd.	Vehicle repair	192.13	
Byrnes Publishing Co.	Annual Report	602.60	



Exhibit "AJ" - Minutes of
Meeting of Third Defendant

Minutes - 21.3.1972
Leonora Nickel N. L.

2.

The Sydney Stock Exchange	Annual Listing Fee	1000.00
E. Dechow	Consultant Fee	702.50
Samuels Service Centre	Fuel & Service	107.91
Regis Securities	Registration	110.23
Premier Share Registries	Charges, Feb. 72	897.04

The total expenditure from 1.1.72 to 21.3.72 was \$37,776.51

CLOSURE: The Meeting closed at 6.25 p.m.

10


.....
CHAIRMAN

Date 21-3-72

f

Minutes of Directors' Meeting of Leonora Nickel held at 193 Macquarie Street, Sydney, at 3:30 p.m. on Friday, 25th March, 1972.

Present: Dr. G. Palmer, Chairman,
Mr. B. O'Leary.

Business: Mr. O'Leary informed the meeting that a request was received from Nickel Mines Limited that Leonora Nickel N.L. considered favourably advancing \$1,131.27 from the March account to Premier Share Registries. It was pointed out that it was expected that the March account would be in the vicinity of this sum, and that the discrepancy would be immediately rectified. 10

The application was discussed and considered, and it was RESOLVED that \$1,131.27 be paid to Nickel Mines Limited, it being known that this was agreed to by Premier Share Registries.

Closure: The Meeting closed at xxxx 4:05 P.M.

Chairman G. Palmer 20

Date... 25.3.72

MINUTES OF MEETING OF DIRECTORS OF LEONORA NICKEL N.L. HELD AT
2 Railway Parade, Burwood, N.S.W. at 12.00 NOON ON TUESDAY,
28TH MAY, MARCH xxxx 1972.

Present: Dr. G. Palmer, Chairman.

Mr. J J. Lynch.

Business: Mr. Lynch tabled an account from Nickel Mines ltd
for Drilling at Keora Well, for \$2,310. It was
RESOLVED to approve payment for the account.

Closure: The meeting coosed at 12:10 p.m.

10

Chairman G. Palmer

Date 28th March 1972

Minutes of Directors' Meeting of Leonora Nickel held at 193 Macquarie Street, Sydney, at 3:30 p.m. on Tuesday, 28th March, 1972.

- Present: Dr. G. Palmer, Chairman,
Messrs. B. O'Leary & P. Kelvin.
Mr. J. Aston by invitation.
 - Minutes: The Minutes of the previous meetings were read and confirmed.
 - Business: Dr. Palmer informed the meeting that he considered 10
that the company would benefit to have Mr. J.J.
Lynch Managing Director of Nickel Mines Limited, as
a Director on the Board.
Mr. Kelvin tabled a letter from Mr, J. Lynch which
stated that he was agreeable to become a director. GP.
Dr. Palmer then informed the meeting ~~that Mr. Lynch~~
that Mr. Lynch was willing to become Executive
Director. This was agreed upon, but Mr. J. Aston
pointed out that it would be far better for Mr. 20
Lynch to become chairman of the Board rather than
to have the title of Executive Director, as it
would give him increased power and status in negotia-
tions.
- It was resolved to appoint Mr. J. Lynch to the
Board of Directors of Leonora Nickel.
- Mr. Kelvin asked the meeting to accept his resig-
nation. This was considered and received.
- Closure: The Meeting closed at 5:30 p.m.

Chairman G. Palmer

Date 28.3.72

LEONORA NICKEL N.L.

Meeting of the Board with Mr. J. Aston at 193 Macquarie Street, Sydney on Tuesday, 28th March, 1972.

The meeting was arranged in order that the Board may be informed by Mr. Aston on certain affairs of the Company which may result as being questionable if not resolved.

- Q. Can Laverton be regarded as actually having assets in that it still has 39 cents uncalled capital and that it has a 50% share of Liontown? 10
- A. Yes to both points, but they are contingent assets. By this it is meant that whilst they are assets, they are not assets on which a loan could be made for they could not be regarded as security.
- Q. Would lending money to Laverton be contrary to law in that the directors would be guilty in a criminal aspect?
- A. As Laverton's assets are as noted above, the Court would consider that the directors were reckless ~~in~~ to lend public money without security, and as you are fully aware of the financial state of Laverton you could be guilty of mismanaging public monies if such a loan was made. 20
- Q. It is proposed to nominate Mr. J. Lynch, Managing Director of Nickel Mines Limited to the Board of Leonora. Are there any possible objections?
- A. No, it is advisable. In fact, it would be advisable for Mr. Lynch to be made Chairman of the Board as he does assume a great deal of responsibility for the Company and it would give him increased strength and status in negotiations. 30

Q. As Laverton is fast running out of funds, do you think another call could be made.

A. It could, but it would not be advisable at the present time. The best thing for Laverton to do is to place itself under a care and maintenance basis, stop all outgoing expenditure except the absolute necessities, i.e. share register. Or in lieu of current negotiations place itself on a minimum expenditure basis for the next fortnight and then place itself under care and maintenance.

10

As Laverton was a high flyer at one stage reaching \$8.00 a public outcry could occur if it should collapse. This could be averted provided that the Company keeps itself alive. Even if the price is a minimum, even ½ cent. shareholders can see that the Company could come good but if they were to realise that everything was irrevocably lost then there would be an outcry and public enquiry.

20

Q. Are the directors guilty in the criminal sense if monies raised in a call for a stipulated purpose, are not all spent for that purpose.

A. No. So long as the directors authorise expenditure for the purpose for which the company exists, and do it with due caution, they are acting within their legal rights.

~~xxxxxxx~~

Q. The auditors have stressed that we must insist on a monthly detailed accounting being presented to the Board. This has not been done. Are the directors responsible?

30

A. It is a matter for the Board. It is highly preferable that it be done, but it is not absolutely necessary in law. That it is not done could reflect incompetence and mismanagement of the Board.

Q. The Company has not conducted any significant work over the last quarter, except some percussion drilling. How should we properly word our quarterly report?

3.

A. Many companies now have reached the stage where exploration has stopped so you will not be the first. They word their reports as:-

"During the quarter under review, the company has not conducted any exploration on any of its exploration areas."

MINUTES OF MEETING OF DIRECTORS OF LEONORA NICKEL N.L.
 HELD AT 193 MACQUARIE ST., SYDNEY, N.S.W. AT 4.30 P.M.
 ON MONDAY, APRIL 3, 1972.

PRESENT: Dr. G. Palmer (Chairman)

Mr. J. Lynch.

BUSINESS: Mr. Lynch informed the meeting that he believed that Leonora Nickel N.L. should involve itself in the Liontown area 28 miles south west from Charters Towers, Northern Queensland. In this locality, Laverton Nickel N.L. and Nickel Mines Limited were proving up what could be a substantial deposit of copper, lead and zinc with gold and silver values. Mr. Lynch further explained that Leonora could take up areas for itself. 10

It was RESOLVED that Leonora Nickel N.L. would acquire exploration areas in the Liontown area and allocate approximately \$9,000 to the purpose.

CLOSURE: The Meeting closed at 5.45 p.m.

CHAIRMAN G. Palmer 20

Date 3rd April, 1972

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L.
HELD AT 2 RAILWAY PARADE, BURWOOD, N.S.W. ON THURSDAY,
13TH APRIL, 1972 AT 6 P.M.

PRESENT: Dr. G. Palmer (Chairman)
Mr. J. J. Lynch

MINUTES: The Minutes of the previous Meeting of Directors
were read and confirmed.

BUSINESS

Accounts

IT WAS RESOLVED that the following accounts were approved for payment: 10

Nalty & Co.	Valuation on Mortgage	\$	500.00	
Barkell & Peacock	Legal Fees		500.00	
Nickel Mines Ltd.	Contract Work		2687.90	
Premier Share Registries P/L	Maintenance		926.04	
PMG Dept.	Tax stamps		206.50	
Mining Registrar	Annual rentals West Pilbara		174.00	
Nickel Mines Ltd.	Hire of vehicle		344.40	
E. Gleeson	Lease payments - Charters		6411.34	20
	Towers			
B. O'Leary	Payment in lieu of holidays		613.35	
E. Gleeson	Lease payment- Charters Towers		1234.36	

CLOSE: There being no further business the meeting terminated.

DATED: This 13th day of April 1972.

.....
CHAIRMAN

MINUTES OF THE MEETING OF DIRECTORS
OF LEONORA NICKEL N. L.
HELD AT SYDNEY, NSW
ON THURSDAY, 20TH APRIL, 1972 AT 11 A.M.

PRESENT: Dr. C. Palmer, Chairman
Mr. J.J. Lynch

BUSINESS: Administration Costs
It was RESOLVED that \$5,000 be
paid to Nickel Mines Limited on
account of Administration Costs.

10

CLOSURE: The Meeting closed

..... 
CHAIRMAN

Date 20-4-72

MINUTES OF MEETING OF DIRECTORS OF LEONORA
NICKEL NO LIABILITY HELD AT 193 MACQUARIE STREET
SYDNEY ON MONDAY, MAY 1, 1972 AT 2 P.M.

PRESENT: Dr George PALMER (in the Chair)
Messrs J.J. Lynch and B. O'Leary,
Directors, and Miss L.K. Carroll by invitation.

BUSINESS: Mr O'Leary tendered his resignation from the
board and asked that it be accepted.
Dr Palmer nominated Miss Carroll to fill the
vacancy caused by Mr O'Leary's resignation. 10
He tabled a letter from Miss Carroll which
stated her willingness to join the board if
elected. It was resolved to appoint Miss
Lynette Kay Carroll to the board of Directors
of Leonora Nickel N.L.

CLOSURE: The Meeting was closed at 3 p.m.

Chairman G. Palmer

Date May 1, 1972

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L.
HELD AT 2 RAILWAY PARADE, BURWOOD, N.S.W. ON TUESDAY,
30th MAY, 1972 AT 6 P.M.

PRESENT: Dr. G. Palmer (Chairman)
 Mr. J.J. Lynch

MINUTES: The Minutes of the previous Meeting of
 Directors were read and confirmed.

BUSINESS: Accounts

IT WAS RESOLVED that the following accounts
 were approved for payment:

10

Nickel Mines Ltd.	Contract work	\$	583.60
Taxation	Group Tax		338.20
Premier Share	Maintenance - April		932.04
Registries P/L			
Parker & Parker	Legal expenses		100.70
Assay Laboratories	Assay charges - April		554.39
Burwood Auto Repairs	Repairs to vehicle		230.82
Nickel Mines Ltd.	Contract work		1400.00
Premier Share			
Registries	Maintenance - May		1100.00
Assay Laboratories	Assay charges - May		132.86
The Financial Times	Share information service		606.00

20

CLOSE: There being no further business the Meeting
 terminated.

DATED: This 30th day of May, 1972.

.....
 CHAIRMAN

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L.HELD AT 2 RAILWAY PARADE, BURWOOD, N.S.W. ON THURSDAY,1ST JUNE, 1972 AT 5.30 PM

- PRESENT: Dr. G. Palmer (Chairman)
Mr. J.J. Lynch
Miss L.K. Carroll
- MINUTES: The Minutes of the previous Meeting of Directors were read and confirmed.
- BUSINESS: The Chairman read a letter received from Nickel Mines Limited informing the Board of its decision to charge Leonora Nickel N.L. one third (1/3) of all expenditure incurred in the State of Western Australia. The Board considered the Companies involvement in the said State and decided to approve of Nickel Mines Limited's decision. 10
- RESOLUTION: IT WAS RESOLVED that an appropriate letter be sent to Nickel Mines Limited indicating the Board's acceptance.
- CLOSE: There being no further business the Meeting terminated. 20
- DATED: This first day of June 1972.

G. Palmer

CHAIRMAN

Phone: 747 2833
Telegraphic Address
NickelminesAust.

Leonora Nickel N.L.
2 Railway Parade
Burwood, N.S.W. 2134
P.O. Box 137, Burwood, 2134
N.S.W. Australia

1st June, 1972.

The Secretary,
Nickel Mines Limited,
2 Railway Parade,
BURWOOD, N.S.W. 2134

10

Dear Sir,

With regard to your decision referred to in your letter of 29th May, 1972, I am pleased to advise as follows:-

The subject matter was considered at the Board's meeting held this date. It was resolved that the proposed method of apportioning expenditure in the State of Western Australia be accepted.

Yours faithfully,
LEONORA NICKEL N.L.

G. Palmer

20

G. Palmer,
CHAIRMAN OF DIRECTORS.

Phone: 747 2833
Telegraphic Address
NickelminesAust.

Leonora Nickel N.L.
2 Railway Parade
Burwood, N.S.W. 2134
P.O. Box 137, Burwood, 2134
N.S.W. Australia

June 5, 1972

Mr J.J. Lynch,
Managing Director,
Nickel Mines Ltd,
2 Railway Parade,
BURWOOD. N.S.W. 2034.

10

Dear Sir,

Directors of this company met on June 1, 1972, to consider your letter of May 29, 1972, in which you stated that Leonora Nickel N.L. should share equally with Nickel Mines Ltd and Laverton Nickel N.L. all direct expenses incurred by Nickel Mines Ltd in Western Australia.

It was resolved at this board meeting to accept these charges.

Yours faithfully,

G. Palmer
George Palmer,
CHAIRMAN.

20

29th May, 1972.

The Secretary,
Leonora Nickel N.L.,
2 Railway Parade,
BURWOOD, N.S.W. 2134

Dear Sir,

Would you kindly inform your Board of Directors of the following matter:-

The Board of Directors of Nickel Mines Limited at the Meeting of 26th May, 1972, considered a report submitted by the Accounts Section, regarding expenditure in the State of Western Australia. Emphasis was given to the activity in the said State during the last twelve months, particularly since the beginning of the financial year. 10

Owing to the problems that the Mining Industry has experienced in the last two years and the Company's decision to curtail expenditure to the minimum, a skeleton staff was retained on a caretaking basis.

Supervision and care of all Mining Leases held by your Company as well as Nickel Mines Ltd. and Laverton Nickel N.L. was necessary. Queries from the Stock Exchange and Statutory requirements often necessitated urgent personal attention, involving senior employees. 20

Having regard to the above, the Directors decided that all direct expenses incurred in the Western Australia area, be equally shared by the three Companies involved.

The confirmation of the subject decision by your Board of Directors will be greatly appreciated.

Yours faithfully,
NICKEL MINES LIMITED

30

J.J. Lynch,
MANAGING DIRECTOR.

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N. L.
HELD AT 2 RAILWAY PARADE, BURWOOD, N. S. W. ON TUESDAY,
13TH JUNE, 1972 AT 4.30 PM

PRESENT: Dr. G. Palmer (Chairman)
 Mr. J. J. Lynch

MINUTES: The Minutes of the previous Meeting of Directors were read and confirmed.

BUSINESS: The Chairman read a letter received from Nickel Mines Limited dealing with the question of Administrative costs. 10

The Board considered the matter and decided to approve of Nickel Mines Limited's decision, whereby Administrative costs, consisting of Wages, Salaries, Allowances, Telephone and Electricity charges and Rates and Taxes be shared in accordance with percentage based on expenditure.

RESOLUTION: IT WAS RESOLVED that an appropriate letter be sent to Nickel Mines Limited indicating the Board's acceptance. 20

CLOSE: There being no further business the meeting terminated.

DATED: This 13th day of June, 1972.

.....
 CHAIRMAN



NICKEL MINES LIMITED

2 RAILWAY PARADE, BURWOOD 2134
NEW SOUTH WALES, AUSTRALIA
TELEGRAPHIC ADDRESS: NICKELMINESAUST
PHONE: 747 2833

8th June, 1972.

The Chairman,
Leonora Nickel N.L.,
2 Railway Parade,
BURWOOD, N.S.W. 2134

Dear Sir,

Would you kindly inform your Board of Directors of the following matter:-

The Board of Directors of Nickel Mines Limited at a Meeting of 7th June, 1972 considered the matter of assessing Administrative costs. This item has always been difficult to assess and has raised comment from both Directors and Auditors in the past.

10

Laverton Nickel N.L. and Leonora Nickel N.L. are accommodated by Nickel Mines Limited at its Burwood offices and served by its employees.

The method of charging an annual rental to each Company plus a fixed sum for services may be unfair, as it will place a high commitment on the subject Companies at times of inactivity.

Having regard to the above, the Directors decided that the administrative costs, consisting of Wages, Salaries, Allowances, Telephone and Electricity charges and Rates and Taxes be shared in accordance with percentage based on expenditure.

20

The confirmation of the subject decision by your Board of Directors will be greatly appreciated.

Yours faithfully,
NICKEL MINES LIMITED

A handwritten signature in cursive script, appearing to read "J. J. Lynch", is written over the typed name.

J. J. Lynch,
MANAGING DIRECTOR.

Exhibit "AJ" - Minutes of
559. Meeting of Third Defendant

13th June, 1972.

The Secretary,
Nickel Mines Limited,
2 Railway Parade,
BURWOOD, N.S.W. 2134

Dear Sir,

With regard to the matter raised in your letter of 8th June,
1972 I am pleased to advise as follows:-

The matter was considered at the Board's meeting held this date.
It was resolved that the proposed method of apportioning
administrative costs be accepted. 10

Yours faithfully,
LEONORA NICKEL N.L.

G. Palmer,
CHAIRMAN OF DIRECTORS.

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N. L.
HELD AT 2 RAILWAY PARADE, BURWOOD, N. S. W. ON SATURDAY, 68
1ST JULY, 1972 AT 2.30 P. M.

PRESENT: Dr. G. Palmer (Chairman)
Mr. J. J. Lynch

MINUTES: The Minutes of the previous Meeting
of Directors were read and confirmed.

BUSINESS: Mr. Lynch reported to the Meeting that
he had discussions with Mr. L. F. Fisher
concerning the Fisher Syndicate's interest in 10
an agreement with Newmex Exploration N. L.
covering 27 Mineral Claims in the Gifford Creek
area of Western Australia, whereby the Fisher
Syndicate offered Leonora Nickel N. L. a 50 per
cent share of their interest in the agreement with
Newmex Exploration N. L., the consideration being:-
(a) Payment of \$5,000 cash on signing of a
letter of intent.
(b) Payment of \$5,000 cash and \$5000.00 in 20
Leonora Nickel N. L. vendor shares paid to
10 cents, within seven days of Warden's recommen-
dation of the claims.
(c) That Leonora Nickel N. L. have the right to
withdraw from the agreement at any time.

RESOLUTION: IT WAS RESOLVED that Leonora Nickel N. L.
would acquire a 50 per cent share of the Fisher
Syndicate's interest in their agreement with
Newmex Exploration N. L. covering 27 mineral 30
leases in the Gifford Creek area of Western
Australia. Mr. T. Gleeson was authorised to
sign a letter of intent on behalf of Leonora Nickel
N. L. Payment of \$5,000.00 to the Fisher
Syndicate was approved.

CLOSE: There being no further business the Meeting
terminated.

DATED: This 1st day of July, 1972.

.....
CHAIRMAN

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N. L.
HELD AT 2 RAILWAY PARADE, BURWOOD N.S.W. ON SATURDAY,
1ST JULY, 1972 AT 3.30 P.M.

PRESENT:

Dr. G. Palmer (Chairman)
Mr. J.J. Lynch

MINUTES:

The Minutes of the previous Meeting of Directors were read and confirmed.

BUSINESS:

Mr. Lynch reported to the Meeting that he had discussions with Mr. L.F. Fisher concerning Fisher's interest in an agreement with Newmex Exploration N.L. covering mineral leases in the Mundong Well area of Western Australia, whereby Fisher offered Leonora Nickel N.L. a half share of his interest in his agreement with Newmex Exploration N.L. for the sum of \$125,000.00 in cash and 250,000 negotiable shares in Leonora Nickel N.L. paid to 10 cents, Leonora Nickel N.L. to pay Fisher \$5,000.00 cash on the signing of a letter of intent.

The Meeting was informed that Nickel Mines Limited would make 250,000 negotiable shares in Leonora Nickel N.L. paid to 10 cents having a value of \$25,000.00 available on condition that Leonora Nickel N.L. credit the sum of \$25,000.00 against Nickel Mines Limited account.

RESOLUTION:

IT WAS RESOLVED that Leonora Nickel N.L. would accept the offer by Nickel Mines Limited to provide 250,000 negotiable Leonora Nickel N.L. 50 cent shares paid to 10 cents having a value of \$25,000.00 and Leonora Nickel N.L. will credit the sum of \$25,000.00 against the outstanding Nickel Mines Ltd. loan account; and that Leonora Nickel N.L. would acquire a half share of Mr. L.F. Fisher's interest in his agreement with Newmex Minerals N.L. covering mineral leases in the Mundong Well area of Western Australia and Mr. T. Gleeson was authorised to sign a letter of intent on behalf of Leonora Nickel N.L. and to refer the matter to the Companies Legal Advisers in Western Australia for completion. The payment of \$5,000.00 was approved.

CLOSE:

There being no further business the Meeting terminated.

DATED:

This 1st day of July, 1972.

.....*Palmer*.....

CHAIRMAN

Exhibit "AJ" - Minutes of
562. Meeting of Third Defendant

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L.
HELD AT 2 RAILWAY PARADE, BURWOOD, N.S.W. ON TUESDAY,
25TH JULY, 1972 AT 6 P.M.

PRESENT: Dr. G. Palmer (Chairman)
 Mr. J.J. Lynch

MINUTES: The Minutes of the previous Meeting of
 Directors were read and confirmed.

BUSINESS: Accounts

IT WAS RESOLVED that the following accounts
 were approved for payment:

10

Turner & Jones	Costs re Students, W.A.	\$	1538.67	
P.G. Lynch	Secretarial fees		333.33	
Nickel Mines Ltd.	Reimbursement re stamp duty paid re Fisher Agt.		1000.00	
Premier Share Registry.	Maintenance - June		1081.04	
Barkell & Peacock	Legal fees		1000.00	
Booths	Air fares		259.60	
J.J. Lynch	Travelling expenses		200.00	
Mines Dept.	Rental renewals W.A.		1950.00	20
L.F. Fisher	Payment re Agreement		20,000.00	

CLOSE: There being no further business the Meeting
 terminated.

DATED: This 25th day of July, 1972.

.....
 CHAIRMAN

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L.
AT 2 RAILWAY PARADE, BURWOOD, N.S.W. ON TUESDAY, 12TH
SEPTEMBER, 1972 AT 10.30 A.M.

PRESENT: Dr. G. Palmer (Chairman)
Mr. J.J. Lynch

MINUTES: The Minutes of the previous Meeting of Directors
were read and confirmed.

RESOLUTION: The offer made by the Company to Nickel Mines Ltd.
to acquire property 42 Bay Street, Mosman for 10
\$150,000 cash was accepted by Nickel Mines Ltd.
and the contract before the meeting for purchase
of the property being in order RESOLVED that the
Company seal be affixed thereto to acquire same
for cash.

The Company received a proposal from Nickel Mines
Ltd. requesting a discharge of existing mortgage
M.397055. This the Company agreed to do upon
receipt of \$150,000.

CLOSE: There being no further business the Meeting 20
terminated.

DATED: This 12th day of September, 1972.

G. Palmer
.....
CHAIRMAN



NICKEL MINES LIMITED

2 RAILWAY PARADE, BURWOOD 2134
NEW SOUTH WALES, AUSTRALIA
TELEGRAPHIC ADDRESS: NICKELMINESAUST
PHONE: 747 2833

11th September, 1972.

The Chairman,
Leonora Nickel N.L.,
2 Railway Parade,
BURWOOD, N.S.W. 2134

Dear Sir,

The Board of Nickel Mines Limited has agreed to accept your offer of \$150,000 cash for the property 42 Bay Street, Mosman.

Further, would you arrange to have the existing mortgage M.397055 discharged.

The matter has been referred to the Company's Solicitors, Messrs. Matthew McFadden Somerfield and Company, for the necessary attention.

Yours faithfully,
NICKEL MINES LIMITED

J.J. Lynch

J.J. Lynch,
CHAIRMAN.

10

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L.
HELD AT 2 RAILWAY PARADE, BURWOOD, N.S.W. ON WEDNESDAY,
27TH SEPTEMBER, 1972 AT 6 P.M.

PRESENT: Dr. G. Palmer (Chairman)
Mr. J.J. Lynch

MINUTES: The Minutes of the previous Meeting of Directors
were read and confirmed.

BUSINESS: A letter dated 25th September, 1972 from Dr. G. 10
Palmer advising of his purchase on 22/9/72 of
7,000 Leonora Nickel N.L. shares at 14 cents each,
was tabled.

RESOLUTION: IT WAS RESOLVED to note the purchase and approve
the entry in the Register of Directors'
Shareholdings.

CLOSE: There being no further business the Meeting
terminated.

DATED: This day of 1972.

G. Palmer
.....
CHAIRMAN

20

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N. L.
HELD AT 2 RAILWAY PARADE, BURWOOD, N.S.W. ON THURSDAY,
28TH SEPTEMBER, 1972

PRESENT: Dr. G. Palmer (Chairman)
 Mr. J.J. Lynch

MINUTES: The Minutes of the previous Meeting of
 Directors were read and confirmed.

BUSINESS: Accounts

IT WAS RESOLVED that the following accounts were approved for payment: 10

Premier Share Regtry.	Maintenance - July	\$	920.04	
Premier Share Regtry.	Postage & Circulars		530.86	
Byrnes Printing	Printing charges		602.60	
Premier Share Regtry.	Maintenance August		1154.04	
Nickel Mines Ltd.	Reimbursement lease payment W. A.		3750.00	
Hammond & Partners	Legal expenses		421.43	
Hammond & Partners	Legal expenses		352.20	
McFadden Somerfield	Stamp Duty		3375.35	20
Hammond & Partners	Legal expenses		348.56	
Nickel Mines Limited	Balance Administration expenses for 30/6/72		9930.00	

CLOSE: There being no further business the Meeting
 terminated.

DATED: This 28th day of September, 1972.

.....
 CHAIRMAN

MINUTES OF MEETING OF DIRECTORS OF LEONORA NICKEL

N. L. HELD AT 2 RAILWAY PARADE, BURWOOD, N.S.W.

ON FRIDAY, 29TH SEPTEMBER, 1972 AT 4 P.M.

PRESENT: Dr. G. Palmer (Chairman)
Mr. J. J. Lynch
Miss L. K. Carroll


MINUTES: The Minutes of the previous meeting
were read and confirmed.

RESOLUTION: On reconsideration by both Boards 10
it was decided to reverse the sale
of the property, 42 Bay Street,
Mosman from Nickel Mines Limited to
Leonora Nickel N. L. with no loss
to Leonora Nickel N. L.

Mr. J. J. Lynch abstained from voting.

CLOSE: There being no further business the
Meeting terminated.

DATED: This Twenty ninth day of September, 1972.


.....
Chairman

20



MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L. HELD AT THE REGISTERED OFFICE OF THE COMPANY, 2 RAILWAY PARADE, BURWOOD ON TUESDAY 3rd OCTOBER, 1972 AT 11AM.

PRESENT: Dr. G. Palmer (Chairman)
Mr. J.J. Lynch
Miss L.K. Carroll

MINUTES: The Minutes of the previous Meeting were read and confirmed.

BUSINESS: The Chairman tabled a letter together with a copy of a Geologist report received from Nickel Mines Limited offering to Leonora Nickel N.L. a 100% interest in fifteen Mineral Claims numbered 09/1291, 09,1292, 09/1293, 09/1294, 09/1295, 09,1296, 09/1297, 09/1298, 09/1347, 09/1348, 09/1349, 09/1350, 09/1351, 09/1352 and 09/790 all situated at Ted Well within the Gascoyne Gold and Mineral Field of Western Australia, the consideration to be that Leonora Nickel N.L. pay to Nickel Mines Limited an amount equal to 10% of the gross proceeds received from the sale of ore concentrate or minerals. 10 20

RESOLUTION: It was Resolved that Leonora Nickel N.L. would accept the offer of Nickel Mines Limited and acquire a 100% interest in the abovementioned fifteen Mineral Claims the consideration to be that Leonora Nickel N.L. pay to Nickel Mines Limited an amount equal to 10% of the gross proceeds received from the sale of ore concentrate or minerals.

It was noted that Mr. J.J. Lynch abstained from voting. 30

CLOSE: There being no further business the Meeting terminated.

DATED: This third day of October, 1972.

G. Palmer
.....
Chairman

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L. HELD AT THE REGISTERED OFFICE OF THE COMPANY, 2 RAILWAY PARADE, BURWOOD ON TUESDAY 3rd OCTOBER, 1972 AT 11AM.

PRESENT: Dr. G. Palmer (Chairman)
Mr. J.J. Lynch
Miss L.K. Carroll

MINUTES: The Minutes of the previous Meeting were read and confirmed.

BUSINESS: The Chairman tabled a letter together with a copy of a Geologist report received from Nickel Mines Limited offering to Leonora Nickel N.L. a 100% interest in fifteen Mineral Claims numbered 09/1291, 09,1292, 09/1293, 09/1294, 09/1295, 09,1296, 09/1297, 09/1298, 09/1347, 09/1348, 09/1349, 09/1350, 09/1351, 09/1352 and 09/790 all situated at Ted Well within the Gascoyne Gold and Mineral Field of Western Australia, the consideration to be that Leonora Nickel N.L. pay to Nickel Mines Limited an amount equal to 10% of the gross proceeds received from the sale of ore concentrate or minerals. 10 20

RESOLUTION: It was Resolved that Leonora Nickel N.L. would accept the offer of Nickel Mines Limited and acquire a 100% interest in the abovementioned fifteen Mineral Claims the consideration to be that Leonora Nickel N.L. pay to Nickel Mines Limited an amount equal to 10% of the gross proceeds received from the sale of ore concentrate or minerals.

It was noted that Mr. J.J. Lynch abstained from voting. 30

CLOSE: There being no further business the Meeting terminated.

DATED: This third day of October, 1972.

G. Palmer
.....
Chairman

Phone: 747 2833
Telegraphic Address
Nickelminesaust.

Leonora Nickel N.L.
2 Railway Parade
Burwood, N.S.W. 2134
P.O. Box 137, Burwood, 2134
N.S.W. Australia

3rd October, 1972.

The Managing Director,
Nickel Mines Limited,
2 Railway Parade,
Burwood. N.S.W. 2134.

10

Dear Sir,

The Board of Directors has decided to accept your offer relating to fifteen Mineral Claims as detailed in your letter of the 29th ultimo for the consideration set out therein.

Would you please arrange for an agreement to be prepared and forwarded to us as early as possible for execution.

Yours faithfully,

G. Palmer

G. Palmer,
Chairman.

20

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N. L.
HELD AT 2 RAILWAY PARADE, BURWOOD, N.S.W. ON TUESDAY,
10TH OCTOBER, 1972 AT 2 P.M.

PRESENT: Dr. G. Palmer (Chairman)
Mr. J.J. Lynch

MINUTES: The Minutes of the previous Meeting of
Directors were read and confirmed.

BUSINESS: The question of providing adequate
protection of the Company's interests in 10
its agreement with L.F. Fisher was raised.

RESOLUTION: IT WAS RESOLVED that Caveats be lodged
against Mineral Claims numbered 08/1500,
08/1501, 08/1502, 08/1503, 08/1518, 08/1519,
08/1520, 08/1521, 08/1522, 08/1523, 08/1524,
08/1525, 08/1526, 08/1527, 08/1528, 08/1529,
08/1530, 08/1531, 08/1532, 08/1533, 08/1534,
08/1535, 08/1536, 08/1537, 08/1538, 08/1539,
08/1540, 08/1541, 08/1542, 08/1555, 08/1556,
08/1557, 08/1558, 08/1559, 08/1710, 08/1711, 20
08/1712. It was also resolved to execute the
caveat forms under the Common Seal of the company.
The necessary forms to be completed and
forwarded to Hammond and Partners,
Barristers and Solicitors of Perth for lodgement
with the Warden Or Mining Registrar at Carnarvon.

CLOSE: There being no further business the meeting
terminated.

DATED: This tenth day of October, 1972.

.....
CHAIRMAN

30

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L. HELD
AT THE REGISTERED OFFICE OF THE COMPANY, 2 RAILWAY PARADE,
BURWOOD ON TUESDAY 10th OCTOBER, 1972 AT 4PM.

PRESENT: Dr G. Palmer (Chairman)
Mr. J.J. Lynch
Miss L.K. Carroll

MINUTES: The Minutes of the previous Meeting were read and confirmed.

BUSINESS: The Chairman tabled an Agreement received from Nickel Mines Limited relating to the fifteen Mineral Claims at Ted Well in Western Australia.

10

RESOLUTION: It was Resolved that the Agreement be executed under the Common Seal of the Company.

CLOSE: There being no further business the Meeting terminated.

DATED: This tenth day of October, 1972.

G. Palmer
.....
Chairman

MINUTES OF MEETING OF DIRECTORS OF LEONORA NICKEL NO LIABILITY
HELD AT THE REGISTERED OFFICE OF THE COMPANY, 2 RAILWAY PARADE,
BURWOOD ON WEDNESDAY 18th OCTOBER, 1972 AT 4.20 PM

- PRESENT: Dr. G. Palmer (Chairman)
Mr. J.J. Lynch
Miss L.K. Carroll
- MINUTES: The Minutes of the previous Meeting of Directors
were read and confirmed.
- BUSINESS: The Matter of Leonora Nickel No. Liability being charged 1/3 of all expenditure incurred in Western Australia as approved by the Board at a Meeting on the 1.6.72 and also of Administrative costs being calculated on a percentage based on expenditure as approved by the Board at a Meeting on the 13th June, 1972 was raised as a result of comment by the Auditor. 10
- RESOLUTION: It was Resolved that the following Amendment be applied to the above mentioned Minutes of the 1.6.72 and 13.6.72, That any costs incurred which are directly attributable to an individual Company or to an area owned by individual Company, must not be included in this allocation and any overhead charges billed to another Company for direct services rendered etc. must be deducted from total overhead costs before allocation. 20
- CLOSE: There being no further business the Meeting terminated.
- DATED: This eighteenth day of October, 1972.
- G. Palmer 30
.....
Chairman

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N. L.
HELD AT 2 RAILWAY PARADE, BURWOOD, N.S.W. ON WEDNESDAY,
25TH OCTOBER, 1972 AT 5 P.M.

PRESENT: Dr. G. Palmer (Chairman)
Mr. J.J. Lynch

MINUTES: The Minutes of the previous Meeting of
Directors were read and confirmed.

BUSINESS: A letter dated 20th October, 1972 from
Miss L.K. Carroll advising the Company
of the purchase by Lynsway (Trading) Pty.
Limited of 20,000 Leonora Nickel N.L.
shares paid to one cent at 14.5 cents each,
was tabled. 10

RESOLUTION: IT WAS RESOLVED to note the purchase and
approve the entry in the Register of Directors
Shareholdings.

CLOSE: There being no further business the meeting
terminated.

DATED: This 25th day of October, 1972. 20

.....
CHAIRMAN

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L.
HELD AT 2 RAILWAY PARADE, BURWOOD, N.S.W. AT 5.30PM ON
MONDAY 6TH NOVEMBER, 1972.

PRESENT : Dr. G. Palmer (Chairman)
 Mr, J.J. Lynch
 Miss L. Carroll

MINUTES : The Minutes of the previous Meeting of Directors were read and confirmed.

BUSINESS : The Chairman tabled a letter received from Kingfisher Uranium Syndicate advising that a 30% equity held by Fisher in the additional undermentioned Mineral Claims will form part of the Kingfisher Uranium Syndicate - Leonora Nickel N.L. Agreement at Mundong Well 10

<u>Mineral Claim Nos.</u>	<u>Location</u>	
08/1710 - 08/1712	Mundong West	
08/1775 - 08/1776	Mundong West	
08/1779 - 08/1780	Mundong West	
08/1815 - 08/1816	Mundong West	20
08/1796	Mundong South	

Also a letter from Hammond & Partners Barristers & Solicitors was also tabled which confirmed payment of \$18,750.00 under the Fisher Agreement on behalf of Leonora Nickel N.L.

RESOLUTION : IT WAS RESOLVED that the abovementioned matters be noted and that the following accounts were approved for payment :-

Premier Share Reg.	Charges for September	\$ 1,063.18	30
Hammond & Partners	Stamp Duty re Fisher Agreement	2,230.63	
L.F. Fisher	Re Agreement	18,750.00	
Nickel Mines Ltd.	Part Administration charges July, 72	2,800.00	

CLOSE : There being no further business the Meeting terminated.

DATED : This sixth day of November, 1972.

.....
 Chairman  40

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N. L.
HELD AT 2 RAILWAY PARADE, BURWOOD N.S.W. ON WEDNESDAY
8TH NOVEMBER, 1972 AT 5 P.M.

PRESENT: Dr. G. Palmer (Chairman)
Mr. J. J. Lynch

MINUTES: The Minutes of the previous Meeting of
Directors were read and confirmed.

BUSINESS: Letters dated 3/10/72, 17/10/72,
3/11/72 regarding Share Audits Nos. 10
1 - 3 inclusive from the Internal
Share Auditor, were tabled.

RESOLUTION: IT WAS RESOLVED to pass the share
transfers contained in the above,
together with the cancelled 10 cent
contributing and 1 cent contributing
certificates.

CLOSE: There being no further business the
Meeting terminated.

DATED: This eighth day of November, 1972. 20

.....

.....
CHAIRMAN

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L.
HELD AT 2 RAILWAY PARADE, BURWOOD, N.S.W. ON WEDNESDAY,
6TH DECEMBER, 1972 AT 5 P.M.

PRESENT: Dr. G. Palmer (Chairman)
Mr. J.J. Lynch

MINUTES: The Minutes of the previous Meeting of
Directors were read and confirmed.

BUSINESS: Letters dated 21st November, 24th November
and 4th December, 1972 from Dr. G. Palmer
advising the Company of the purchase of
Leonora Nickel N.L. 10 cent and 1 cent shares
as per details set out therein, were tabled.

10

RESOLUTION: IT WAS RESOLVED to note the purchases and
approve the entry in the Register of Directors
Shareholdings.

CLOSE: There being no further business the Meeting
terminated.

DATED: This 6th Day of December, 1972.

..... 
CHAIRMAN

20



MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L.
HELD AT 2 RAILWAY PARADE, BURWOOD, N.S.W. ON THURSDAY, 4th
JANUARY, 1973 AT 6PM.

PRESENT : Dr. G. Palmer
 Mr. J.J. Lynch

MINUTES : The Minutes of the previous Meeting of Directors
 were read and confirmed.

BUSINESS : Letters dated 24/11/72. 8/12/72 and 27/12/72
 regarding share audit numbers 4 6 6 inclusive 10
 from the Internal Share Auditor, were tabled.

RESOLUTION : IT WAS RESOLVED to pass the share transfers
 contained in the above, together with the can-
 celled 10 cent contributing and one cent con-
 tributing certificates and that the following
 accounts were approved for payment:-

Premier Share Registries	Charges- October	\$ 896.60	
Professional Computing	Charges re conversion		
Services	of Shareholders		
	Master file	1,450.00	20
Lean-Cameron	Pt. Audit fees	1,000.00	
Premier Share Registries	Charges-November	1,360.64	
Lean - Cameron	Balance Audit Fees	443.80	
P.M.G. Dept.	Postage	364.62	
Nickel Mines Ltd.	Pt. July Admin.		
	Charges	1,000.00	
Nickel Mines Ltd.	Pt. July Admin.		
	Charges	1,000.00	
Chris. Le Gras	Advertising	133.75	
Sydney Stock Exchange	Listing Fees	1,000.00	30
Premier Share Registries	Charges-December	955.76	

CLOSE: : There being no further business the Meeting
 terminated.

DATED : This fourth day of January, 1973.

G. Palmer

 CHAIRMAN

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L. HELD
AT 2 RAILWAY PARADE, BURWOOD, N.S.W. ON THURSDAY, 15th
FEBRUARY, 1973 AT 5PM.

- PRESENT : DR. G. PALMER (Chairman)
Mr. J.J. Lynch
Miss L. Carroll
- MINUTES : The Minutes of the previous Meeting of Directors
were read and confirmed.
- BUSINESS : Letters dated 12/1/73, 26/1/73 and 13/2/73 10
regarding Share Audit Nos. 7 - 9 inclusive from
the Internal Share Auditor, were tabled.
- RESOLUTION : IT WAS RESOLVED to pass the share transfers con-
tained in the above, together with the cancelled
10 cent contributing and 1 cent contributing
certificates and that the following cheques were
approved for payment :-
- | | | | |
|--------------------------|--|-------------|----|
| Assay Laboratories | Assay Charges-November | \$ 3,279.53 | |
| Nickel Mines Ltd. | Loan | 50,000.00 | |
| Supervise Laboratories | Assay Charges | 149.45 | 20 |
| Rbe. E. Russell | Geological fees | 350.00 | |
| Nickel Mines Ltd. | Pt. Payment of W.A.
expenditure July - Jan. | 7,000.00 | |
| I.B.M. | Computer charges | 1,927.00 | |
| Premier Share Registries | Charges January | 956.53 | |
| Nickel Mines Ltd. | Balance of expenditure
charges July - January | 21,027.47 | |
| Nickel Mines Ltd. | Loan | 12,000.00 | |
- CLOSE : There being no further business the Meeting 30
terminated.
- DATED : This fifteenth day of February, 1973.

G. Palmer
.....
Chairman

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N. L.
HELD AT 2 RAILWAY PARADE, BURWOOD, N.S.W. ON MONDAY,
12TH MARCH, 1973 AT 5 P.M.

PRESENT: Dr. G. Palmer (Chairman)
Mr. J. J. Lynch

MINUTES: The Minutes of the previous Meeting of
Directors were read and confirmed.

BUSINESS: A letter dated 2nd March, 1973 regarding
Share Audit No. 10 from the Internal
Share Auditor, was tabled.

10

RESOLUTION: IT WAS RESOLVED to pass the share
transfers contained in the above,
together with the cancelled 10 cent
contributing and 1 cent contributing
certificates.

CLOSE: There being no further business the
Meeting terminated.

DATED: This 12th day of March, 1973.

..... 
CHAIRMAN

20

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L.
HELD AT THE REGISTERED OFFICE OF THE COMPANY, 2 RAILWAY
PARADE, BURWOOD, N.S.W. AT 6PM TUESDAY, 27TH, MARCH, 1973.

- PRESENT : Dr. G. Palmer (Chairman)
Mr. J.J. Lynch
- MINUTES : The Minutes of the previous Meeting of Directors
were read and confirmed.
- BUSINESS : A letter dated the 23RD March, 1973 regarding
share audit No. 11 from the Internal Share Auditor, was tabled. 10
- RESOLUTION : IT WAS RESOLVED to pass the share transfers con-
tained in the above, together with the cancelled
10 cent contributing and one cent contributing
certificates.
- IT WAS ALSO RESOLVED to approve payment of the
undermentioned accounts :-
- | | | | |
|------------------|--|-------------|----|
| H.R. Young | Transport charges & hire
of bulldozer | \$ 1,852.00 | |
| B.P. Aust. | Fuel | 229.10 | 20 |
| Hammond & Part. | Legal fees | 1,872.87 | |
| Premier Share | Charges Feb. 73 | 1,006.48 | |
| Racordah Print. | Printing & Stationary | 191.47 | |
| Mines Dept. W.A. | Lease payments | 230,00 | |
| Regis Securities | London Registrar | 351.04 | |
- CLOSE : There being no further business the Meeting
terminated.
- DATED : This twenty seventh day of March, 1973.

G. Palmer
.....
CHAIRMAN

30

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L. HELD
AT THE REGISTERED OFFICE OF THE COMPANY, 2 RAILWAY PARADE,
BURWOOD, N.S.W. AT 5PM TUESDAY, 17TH APRIL, 1973.

- PRESENT : Dr. G. Palmer (Chairman)
Mr. J.J. Lynch
- MINUTES : The Minutes of the previous Meeting were read
and confirmed.
- BUSINESS : A letter dated the 13th April, 1973 regarding
Share Audit No. 12 from the Internal Share Auditor, was tabled. 10
- RESOLUTION : IT WAS RESOLVED to pass the share transfers
contained in the above, together with the can-
celled 10 cent contributing and one cent
contributing certificates.

IT WAS ALSO RESOLVED to approve payment of the
undermentioned accounts :-

McPhar Geo.	Hire of equipment	\$	515.70	
Supervise Lab.	Assaying W.A.		245.81	
Premier Share	Charges Mar 73		837.51	
Nickel Mines Ltd.	Charges Mar 73		2,713.10	20
Robert Russell	Geo. Consulting fees		300.00	
Mining Warden	Liontown leases		8,736.00	
Assay Lab.	Charges July, Nov. 72		805.75	

CLOSE : There being no further business the Meeting
terminated.

DATED : This 17th day of April, 1973.

G. Palmer
.....
CHAIRMAN

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L. HELD AT THE REGISTERED OFFICE OF THE COMPANY, 2 RAILWAY PARADE, BURWOOD, N.S.W. AT 5PM TUESDAY, 15TH MAY, 1973.

- PRESENT : Dr. G. Palmer (Chairman)
Mr. J.J. Lynch
- MINUTES : The Minutes of the previous Meeting were read and confirmed.
- BUSINESS : A letter dated the 4th May, 1973 regarding Share Audit No. 13 from the Internal Share Auditor, was tabled. 10
- RESOLUTION : IT WAS RESOLVED to pass the share transfers contained in the above, together with the cancelled 10 cent contributing and one cent contributing certificates.
- CLOSE : There being no further business the Meeting terminated.
- DATED : This 15th day of May, 1973.

G. Palmer

 CHAIRMAN 20

MINUTES OF MEETING OF DIRECTORS OF LEONORA NICKEL N.L. HELD AT
42 BAY STREET, MOSMAN AT 3.30PM ON SATURDAY, 26TH MAY, 1973.

PRESENT : Dr. G. Palmer (Chairman)
Mr. J.J. Lynch
Miss L.K. Carroll
Dr. B. Russell (By invitation)

BUSINESS : Mr. J.J. Lynch reported on the Ted Wells W.A. uranium prospect. He produced maps drawn up by the Company's W.A. staff and indicated areas where work was proceeding. 10

He reported that :

Grids (400 ft. x 100 ft.) were completed, but that sampling was still proceeding. Approximately 2,000 samples have been taken to date, but that another 1,000 were to be done.

Work with scintillometers had indicated that calcrete seems to extend over an area 4 miles x $1\frac{3}{4}$ miles.

Dr. Russell pointed out that the time to market uranium was between 1985 and 2000 as these would be the years when peak demand would be reached. Before that time, the market would not be great, but after that time, the breeder-reactors currently being developed would decimate the market. 20

ESTIMATE OF COST FOR DEVELOPMENT-TED WELLS

On invitation, Dr. Russell calculated (very roughly) that it could cost between \$1.5 million and \$2 million to test the Ted Wells area. Dr. Russell suggested that the A.I.D.C. should be approached with the results of work done with the object of obtaining finance for this if the Company's own financial ability proves insufficient. 30

CLOSURE : There being no further business the Meeting closed.

DATE Dated this 26th day of May, 1973.

G. Palmer
.....
Chairman

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L. HELD AT THE REGISTERED OFFICE OF THE COMPANY, 2 RAILWAY PARADE, BURWOOD, N.S.W. AT 5PM TUESDAY 5TH JUNE 1973.

- PRESENT : Dr. G. Palmer (Chairman)
Mr. J.J. Lynch
- MINUTES : The Minutes of the previous Meeting were read and confirmed.
- BUSINESS : A letter dated the 17th May, 1973 regarding Share Audit No. 14 from the Internal Share Auditor, 10
was tabled.
- RESOLUTION : IT WAS RESOLVED to pass the share transfers contained in the above, together with the cancelled 10 cent contributing and one cent contributing certificates.

IT WAS ALSO RESOLVED to approve payment of the undermentioned accounts:-

Premier Share Reg.	Charges April 73	\$	787.33	
Nickel Mines Ltd.	Charges April 73		858.86	
Barkell & Peacock	Legal Fees		1000.00	20
Parker & Parker	Legal Fees		116.16	
Hammond & Partners	Legal Fees		650.09	
Premier Share Reg.	Charges May 73 (Pt)		782.92	

CLOSE : There being no further business the Meeting terminated.

DATED : This 5th day of June, 1973.

G. Palmer
.....
CHAIRMAN

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L. HELD AT THE REGISTERED OFFICE OF THE COMPANY, 2 RAILWAY PARADE, BURWOOD, N.S.W. AT 3.30PM ON WEDNESDAY 4TH JULY, 1973.

- PRESENT : Dr. G. Palmer (Chairman)
Mr. J.J. Lynch
- MINUTES : The Minutes of the previous Meeting were read and confirmed.
- BUSINESS : The question of a further payment due under the Fisher Agreement was discussed. 10
- RESOLUTION : IT WAS RESOLVED that Laverton Nickel N.L. be approached for an advance of \$25,000.00 immediately and a further \$3,500.00 within twenty eight days at an interest rate of 8% per annum.
- CLOSE : There being no further business the Meeting terminated.
- DATED : This fourth day of July, 1973.

G. Palmer
.....
CHAIRMAN

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L. HELD AT THE REGISTERED OFFICE OF THE COMPANY, 2 RAILWAY PARADE, BURWOOD, N.S.W. AT 5PM TUESDAY 3RD JULY, 1973.

PRESENT : DR. G. PALMER (CHAIRMAN)
MR. J.J. LYNCH

MINUTES : The Minutes of the previous Meeting were read and confirmed.

BUSINESS : Letters dated the 12th and 28th June, 1973 regarding Share Audits NOS. 15 & 16 from the Internal Share Audit, were tabled. 10

RESOLUTION : IT WAS RESOLVED to pass the share transfers contained in the above, together with the cancelled 10 cent contributing and one cent contributing certificates.

IT WAS ALSO RESOLVED to approve payment of the undermentioned accounts :-

Nickel Mines Ltd.	Repayment for M/Cs paid by Nickel Mines Ltd.	\$ 765.00	
Premier Share Reg.	Charges June, 73	939.15	
L.F. Fisher	Payment under clause 4 of Agreement	25,000.00	20

CLOSE : There being no further business the Meeting terminated,

DATED : This 3rd day of July, 1973.

G. Palmer
.....
CHAIRMAN

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L.
HELD AT THE REGISTERED OFFICE OF THE COMPANY, 2 RAILWAY PARADE
BURWOOD ON

Present : Dr. G. Palmer (Chairman)
Mr J.J. Lynch
Miss L. Carroll

MINUTES : The MINUTES of the previous Meeting were read and confirmed.

BUSINESS : Mr Lynch informed the meeting of a discussion he had had with Mr. L.F. Fisher whereby Fisher offered to the Company three Mineral Claims numbers 08/1749, 08/1750 & 08/1751 at Boundary Well in the Gascoyne Goldfield of Western Australia, the consideration to be 100,000 negotiable fifty cent shares in Leonora Nickel N.L. paid to ten cents, provided the said Mineral Claims were recommended for Approval by the Warden. 10

On the 25th September, 1972 Mineral Claims numbers 08/1749 and 08/1751 were recommended by the Warden for Approval but Mineral Claim Number 08/1750 was recommended for Refusal by the Warden. 20

A form of Agreement was produced which provided for Leonora Nickel N.L. to issue to Fisher as Finders Reward and consideration sixty six thousand six hundred and sixty seven negotiable fifty cent shares in Leonora Nickel N.L. paid to ten cents for Mineral Claims numbers 08/1749 and 08/1751. It also provides that in the event of the Minister notifying the Company of his decision to grant registration of the Company's Mineral Claim number 08/1750 a further thirty three thousand three hundred and thirty three (33,333) negotiable shares will be issued to Fisher. 30

The Meeting was informed that Nickel Mines Limited would make 100,000 negotiable shares in Leonora Nickel N.L. paid to ten cents available having a value of \$10,000.00 on condition that Leonora Nickel N.L. credit this amount against Nickel Mines Limited's account.

RESOLUTION : IT WAS RESOLVED that Leonora Nickel N.L. would accept the offer of Nickel Mines Limited to provide (100,000) one hundred thousand negotiable shares in Leonora Nickel N.L. paid to ten cents having a value of \$10,000.00 and that Leonora Nickel N.L. would credit the amount of \$10,000.00 against the outstanding Nickel Mines Limited loan account. 40

Exhibit "AJ" - Minutes of
Meeting of Third Defendant

That Leonora Nickel N.L. would execute the Agree-
ment in respect of Mineral Claims 08/1749 and
08/1751 with Mr. L.F. Fisher under the

2

Common Seal of the Company.

CLOSE : There being no further business the Meeting
Terminated.

DATED : This

10

G. Palmer

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L.
HELD AT THE REGISTERED OFFICE OF THE COMPANY, 2 RAILWAY PARADE,
BURWOOD, N.S.W. AT 5PM TUESDAY 24TH JULY, 1973.

PRESENT : DR. G. Palmer (Chairman)
Mr. J.J. Lynch

MINUTES : The Minutes of the previous Meeting were read and confirmed.

BUSINESS : A letter dated the 19th July, 1973 regarding Share Audit No. 17 from the Internal Share Auditor, was tabled.

10

RESOLUTION : IT WAS RESOLVED to pass the share transfers contained in the above, together with the cancelled ten cent contributing and one cent contributing certificates.

CLOSE : There being no further business the Meeting terminated.

DATED : This 24th day of July, 1973.

G. Palmer
.....
CHAIRMAN

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MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L. HELD AT THE REGISTERED OFFICE OF THE COMPANY, 2 RAILWAY PARADE, BURWOOD, N.S.W. AT 5PM WEDNESDAY 1ST AUGUST, 1973.

PRESENT : Dr. G. Palmer (Chairman)
Mr. J.J. Lynch

MINUTES : The Minutes of the previous Meeting were read and confirmed.

RESOLUTION : IT WAS RESOLVED that in consequence of the increase in general of interest charges the rate of the secured loan made to Nickel Mines Limited is to be raised from 7% to 8% per annum from the 1st July, 1973. 10

As the unsecured loan to Nickel Mines Limited has risen to approximately \$118,000.00 at the 30th June, 1973, the Directors feel that interest at the rate of 8% per annum should be paid by Nickel Mines Limited from the 1st July, 1973.

CLOSE : As there was no further business the Meeting terminated.

DATED : This first day of August, 1973. 20

G. Palmer
.....
Chairman

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L. HELD AT THE REGISTERED OFFICE OF THE COMPANY, 2 RAILWAY PARADE, BURWOOD, N.S.W. AT 5PM FRIDAY, 31ST AUGUST, 1973.

- PRESENT : Dr. G. Palmer (Chairman)
Mr. J.J. Lynch
- MINUTES : The Minutes of the previous Meeting were read and confirmed.
- Business : Letters dated the 9th and 29th August, 1973 regarding Share Audits Nos. 18 & 19 from the Internal Share Audit, were tabled. 10
- RESOLUTION : IT WAS RESOLVED to pass the share transfers contained in the above, together with the cancelled ten cent contributing and one cent contributing certificates.
- CLOSE : There being no further business the Meeting terminated.
- DATED : This 31st day of August, 1973.

G. Palmer
.....
CHAIRMAN

MINUTES OF A MEETING OF DIRECTORS OF LEONORA
NICKEL N. L. HELD AT THE REGISTERED OFFICE OF
THE COMPANY, 2 RAILWAY PARADE, BURWOOD, N.S.W.
AT 5 P.M. MONDAY 29TH OCTOBER, 1973.


PRESENT: Dr. G. Palmer (Chairman)
Mr. J. J. Lynch

BUSINESS: The report of the Directors of the
Company in respect of the year
ended 30th June, 1973, was tabled. 10

RESOLUTION: It was RESOLVED
(1) That the Reports of the Directors
and Auditor, so tabled, be accepted.
(2) That the Annual General Meeting
of the Company be held on 21st
December, 1973.
(3) That the draft Annual Report for
1973, be accepted.

CLOSE: There being no further business the
meeting terminated. 20

DATED: This 29th day of October, 1973.

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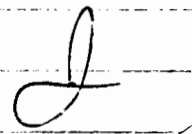
Chairman

101A Copeland Road
Beecroft. 2119
17th October 1973

Dear Doctor,
Owing to pressure of work I
wish to tender my resignation as
Secretary of Leonora Nickel N.L. forthwith.
Yours sincerely,
Pat Lynch

To
Mr Lynch

10



101A Copeland Road
Beecroft. 2119
17th October, 1973

Dear Doctor,

Owing to pressure of work I wish to tender my resignation
as Secretary of Leonora Nickel N.L. forthwith.

Yours sincerely,
Pat Lynch

Phone 74 2785

2 Railway Parade
Burwood, 2134

29th October, 1973.

The Directors,
Leonora Nickel N.L.,
2 Railway Parade,
BURWOOD. N.S.W. 2134.

Dear Sirs,

This is to advise that I consent to act as Secretary of
Leonora Nickel N.L.

10

Yours faithfully,

J.J. Lynch

.....
J.J. Lynch



MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L.
HELD AT THE REGISTERED OFFICE OF THE COMPANY, 2 RAILWAY PARADE,
BURWOOD N.S.W. at 5.30 P.M. MONDAY 29TH OCTOBER, 1973.

PRESENT: Dr. G. Palmer
 Mr. J.J. Lynch

BUSINESS: The meeting was advised that Mr. P. Lynch has written to the Company on 17th October, 1973 resigning as Secretary of the Company.

RESOLUTION: It was RESOLVED that Mr. P. Lynch's resignation be accepted. 10

APPOINTMENT

OF SECRETARY: It was RESOLVED that Mr. J.J. Lynch be appointed Secretary pending receipt of his consent to act and that the Corporate Affairs Commission and the Sydney Stock Exchange be notified of the change of the Company Secretary.

CLOSE: There being no further business the Meeting terminated.

DATED: This 29th day of October, 1973. 20

G. Palmer

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L. HELD AT THE REGISTERED OFFICE OF THE COMPANY, 2 RAILWAY PARADE, BURWOOD N.S.W. AT 6.00 P.N. ON 11TH DECEMBER, 1973.

PRESENT: Dr. G. Palmer (Chairman)
Mr. J.J. Lynch

MINUTES: The Minutes of the previous Meeting were read and confirmed.

BUSINESS: Purchase of Air Track Drill and 1 x 600 CFM Compressor from Nickel Mines Limited. 10

RESOLUTION: It was RESOLVED to purchase from Nickel Mines Limited one Air Track Drill at present in Western Australia for the sum of \$11,000.00 of which \$4,800.00 is to be paid as deposit and the balance of \$6,200.00 to be adjusted through the loan accounts of the Companies.

It was further RESOLVED to purchase from Nickel Mines Limited 1 x 600 CFM Compressor at present in Western Australia for the sum of \$12,000.00 of which \$4,500.00 is to be paid as deposit and the balance of \$7,500.00 to be adjusted through the loan account of the Companies. 20

CLOSE: There being no further business the Meeting terminated.

DATED: This Eleventh day of December, 1973.

G. Palmer
.....
Chairman

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L. HELD
AT 2 RAILWAY PARADE, BURWOOD, N.S.W. ON FRIDAY, 15TH MARCH,
1974 AT 6.00 P.M.

PRESENT: Dr. G. Palmer (Chairman)
Mr. J.J. Lynch

MINUTES: The Minutes of the previous Meeting of Directors
were read and confirmed.

BUSINESS: It was RESOLVED that Leonora Nickel N.L. accept a
Second Mortgage of \$375,000.00 from Nickel Mines
Limited on the property situate 2 Railway Parade,
Burwood to cover monies advanced to Nickel Mines
Limited. Interest to be as at present, 8% per
annum.

10

It was noted that First Mortgage on the building
was to be \$150,000.00 to Progressive Finance Co.
Pty. Limited.

CLOSE: There being no further business the Meeting
terminated.

DATED: This Fifteenth day of March, 1974.

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G. Palmer
.....
Chairman.

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L. HELD
AT THE REGISTERED OFFICE OF THE COMPANY, 2 RAILWAY PARADE,
BURWOOD. N.S.W. AT 6 p.m. ON FRIDAY, 5TH JULY, 1974.

PRESENT: Dr. G. Palmer (Chairman)
Mr. J.J. Lynch

MINUTES: The Minutes of the previous Meeting of Directors
were read and confirmed.

RESOLUTION: Discussions had been had with the Directors of
Nickel Mines Limited and it was RESOLVED that the 10
interest on the loan to Nickel Mines Limited was
to be 10% per annum as from 1st July, 1974.

Discussions had also been had with the Directors
of Laverton Nickel N.L. and it was RESOLVED that
interest on any loan accounts between this Company
and Laverton Nickel N.L. be at the rate of 10%
per annum as from 1st. July, 1974.

CLOSE: There being no further business the Meeting
terminated.

DATED: This fifth day of July, 1974. 20

G. Palmer
.....
Chairman.

MINUTES OF MEETING OF DIRECTORS OF LEONORA NICKEL N.L. HELD AT THE REGISTERED OFFICE OF THE COMPANY, 2 RAILWAY PARADE, BURWOOD, N.S.W. AT 5.30 P.M. FRIDAY, 16TH OCTOBER, 1974.

PRESENT: Dr. G. Palmer (Chairman)
Mr. J.J. Lynch

FINANCIAL STATEMENTS:

Financial statements for the year ended 30th June, 1974 were tabled. Following discussion on the accounts it was resolved:

10

- a) That in the opinion of the Directors the profit and loss account is drawn up so as to give a true and fair view of the results of the Company for the financial year ended 30th June, 1974.
- b) The Balance sheet is drawn up so as to give a true and fair view of the state of affairs of the Company as at 30th June, 1974.

It was further RESOLVED that a statement made in accordance with the above resolution and signed by two Directors be attached to the accounts.

20

DIRECTORS REPORT:

A Directors report compiled in accordance with Section 162A of the Companies Act 1961 and in respect of the financial statements for the year ended 30th June, 1974 was tabled.

It was RESOLVED that the said report be adopted, signed by two Directors and then attached to the financial statements.

CLOSE: There being no further business the Meeting terminated.

30

DATED: This 18th day of October, 1974.

G. Palmer
.....
Chairman

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L. HELD AT THE REGISTERED OFFICE OF THE COMPANY, 2 RAILWAY PARADE, BURWOOD, N.S.W. AT 6.00 P.M. ON MONDAY, 2ND DECEMBER, 1974.

PRESENT: Dr. G. Palmer (Chairman)
Mr. J.J. Lynch

MINUTES: The Minutes of the previous Meeting of Directors were read and confirmed.

BUSINESS: It was RESOLVED that Nickel Mines Limited be allowed to increase its first Mortgage to \$200,000 on the property, 2 Railway Parade, Burwood, over which this Company has a second Mortgage for \$375,000. The valuation of the property is \$900,000 and it was further RESOLVED to affix the Company Seal to the Mortgage Postponement Document to allow Progressive Finance Co. Pty. Ltd. to register the increase of \$50,000 in their mortgage. 10

CLOSE: There being no further business the Meeting terminated.

DATED This second day of December, 1974. 20

G. Palmer
.....
Chairman.

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L.
HELD AT THE REGISTERED OFFICE OF THE COMPANY, 2 RAILWAY PARADE,
BURWOOD, N.S.W. AT 6.00 P.M. ON MONDAY, 17TH FEBRUARY, 1975.

PRESENT: Dr. G. Palmer (Chairman)
Mr. J.J. Lynch

MINUTES: The Minutes of the previous Meeting of Directors
were read and confirmed.

BUSINESS: It was agreed to affix the seal of the Company to
a discharge of the mortgage of \$375,000 held over 10
the property at 2 Railway Parade, Burwood. This
discharge has been effected to enable Nickel
Mines Limited to secure a first mortgage of
\$300,000 at a more favourable rate of interest
than the existing first mortgage.

CLOSE: There being no further business the Meeting
terminated.

DATED: This seventeenth day of February, 1975.

G. Palmer
.....
Chairman 20

MINUTES OF SECOND ANNUAL GENERAL MEETING, HELD AT 2 RAILWAY PARADE, BURWOOD, AT 3.30 p.m. ON TUESDAY, 11th JANUARY, 1972.

PRESIDING Dr. G. Palmer, Chairman
 Mr. P.G. Lynch, Secretary
 Mr. B. O'Leary, Director
 Mr. T. Watson, Director
 Mr. A. Ritchie, Director
 Mr. J. Aston, Solicitor (By invitation)

The Chairman opened the Meeting and moved that the Notice of Meeting be taken as read. This motion was seconded and carried. 10

The Chairman moved that the Directors' Report be taken as read. The motion was seconded and adopted.

The Chairman then moved that the Profit and Loss Account, the Balance Sheet and the report of the Auditors be received. This motion was seconded and carried.

The Chairman declared that the meeting was now open for discussion. No questions were asked and no discussion ensued.

ELECTION OF DIRECTORS:

1. The Chairman announced that Mr. A. Ritchie retired in accordance with the Articles of Association and, being eligible, offered himself for re-election. It was moved by Mr. Watson that Mr. Ritchie be re-elected. The motion was not seconded. Nevertheless, it was put to the vote. It was not supported and was declared lost. 20
2. The Chairman announced that Mr. T. Watson retired in accordance with the Articles of Association, and being eligible, offered himself for re-election. It was moved by Mr. Ritchie that Mr. Watson be re-elected. The motion was not seconded. Nevertheless, it was put to the vote. It was not supported and was declared lost. 30
3. The Chairman announced that Mr. B. O'Leary retired in accordance with the Articles of Association and being eligible, offered himself for re-election. It was moved by the Chairman that Mr. O'Leary be re-elected. The motion was seconded by Mr. R. Stubbs and carried by voice.
4. Mr. P.G. Lynch retired by rotation and did not seek re-election.
5. The nomination of Mr. P. Kelvin as Director was moved by Mr. S. Veltman and seconded. The motion was carried by voice. 40

APPOINTMENT OF AUDITORS:

Lean, Cameron & Company retired as Auditors and offered themselves for re-appointment. It was moved that they be re-appointed and that the Directors be authorised to fix the fee for the Auditors. The motion was seconded and carried.

There being no further business the Chairman declared the Meeting closed at 3.40 p.m.

Signed and confirmed as a true
and correct record.

10

G. Palmer
CHAIRMAN

DATE _____

THIS AGREEMENT made the 17th day of November One thousand nine hundred and seventy BETWEEN NICKEL MINES LIMITED a Company duly incorporated in the State of New South Wales and having its registered office at 2 Railway Parade Burwood in the said State (hereinafter called "Nickel Mines" which expression whenever hereinafter used unless contrary to the sense or context shall mean and include the said Nickel Mines Limited its successors and assigns) of the one part AND LEONORA NICKEL NO LIABILITY a Company duly incorporated in the said State and having its registered office at 2 Railway Parade Burwood aforesaid (herein- 10 after called "Leonora Nickel" which expression whenever hereinafter used unless contrary to the sense or context shall mean and include the said Leonora Nickel No Liability its successors and assigns) of the other part WHEREAS -

- A. (i) Nickel Mines has made application for One hundred and twenty-nine (129) Mineral Claims (more particularly described in the First Schedule hereto and hereinafter referred to as and included in the expression "the Mining Property") over lands situate in the State of Western Australia. 20
- (ii) Nickel Mines has acquired by purchase all beneficial rights titles and interests in and to the applications for seven (7) Mineral Claims (more particularly described in the Second Schedule hereto and hereinafter referred to as and included in the expression "the Mining Property") over lands situate in the State of Western Australia.
- B. The respective Mining Wardens for the respective Mining Districts of Coolgardie Kalgoorlie and Leonora have respectively consented to and recommended for the approval 30 of and grant by the Minister for Mines in and for the State of Western Australia the said respective applications for the Mineral Claims described in the First and Second Schedules hereto.
- C. Nickel Mines for the consideration hereinafter expressed has agreed to grant and assign unto Leonora Nickel a

2.

seventy-five percentum (75%) beneficial interest in and to all those rights titles and interests both legal and equitable of Nickel Mines in and to the said Mining Property.

NOW THIS AGREEMENT WITNESSETH AS FOLLOWS:

1. Nickel Mines doth hereby grant and assign unto Leonora Nickel and Leonora Nickel doth hereby accept a seventy-five percentum (75%) beneficial interest in and to all those rights titles and interests both legal and equitable of Nickel Mines in and to the said Mining Property. 10
2. As and in part consideration of the said grant and assignment hereinbefore made in paragraph 1 hereof Leonora Nickel doth hereby covenant and agree with Nickel Mines that it will at its own expense carry out all exploration prospecting drilling and mining over those lands to which the respective applications for the Mineral Claims described in the First and Second Schedules relate as may to Leonora Nickel seem fit as to both time and location. 20
3. As to the balance consideration Leonora Nickel doth hereby grant to Nickel Mines an option to take up Five million (5,000,000) fifty cent (50¢) shares in the capital of Leonora Nickel upon the terms and subject to the conditions hereinafter appearing in paragraph 6.
4. Nickel Mines doth hereby warrant to and covenant and agree with Leonora Nickel that -
 - (a) Nickel Mines is not in liquidation and no Petition for its liquidation has been issued and no resolution passed or meeting called for the purpose of winding it up and no Receiver has been appointed or application made to appoint a Receiver in respect of it; 30
 - (b) There are no proceedings of any nature whatsoever pending or issued in any Court against Nickel Mines and there are no unsatisfied judgments entered against it in any court;

- (c) Nickel Mines is the beneficial owner of that part of the Mining Property described in the First Schedule

3.

hereto and that subject to the Mining Act 1904 as amended of the State of Western Australia and the Regulations made thereunder it has a prior unencumbered title and full right thereto;

- (d) Nickel Mines is the beneficial owner of that part of the Mining Property described in the Second Schedule hereto and that subject to the Mining Act 1904 as amended of the State of Western Australia and the Regulations made thereunder it has a good and enforceable title and full right thereto; 10
- (e) Subject to the grant and assignment by this Agreement made the Mining Property is presently and shall remain during the period of this Agreement free of any mortgage charge encumbrance or lien;
- (f) The Mining Property is valid and subsisting and there are no defects or circumstances within the knowledge of the said Nickel Mines which would render it not so; 20
- (g) All rents fees and other moneys due and payable to the Crown in respect of the Mining Property have been paid and that all rents fees and other moneys which may become due and payable to the Crown in respect of the Mining Property will be paid within the times limited for such payments except those rents fees and other moneys which Leonora Nickel herein- after covenants to pay; 30
- (h) The Mining Property is properly pegged in accordance with the provisions of the Mining Act 1904 as amended of the State of Western Australia and the Regulations made thereunder;
- (i) Nickel Mines has not entered into any contract

arrangement or understanding with any person persons or other corporation to sell or otherwise dispose of the whole or any part of its rights titles or interests in and to the Mining Property by this Agreement granted and assigned unto Leonora Nickel.

4.

(j) Nickel Mines will not do anything which may render the said Mining Property liable to forfeiture and shall with all due haste give notice to Leonora Nickel at such times during the period for which this Agreement is hereinafter expressed to subsist as it may become aware of such things which if at such times left undone would render the Mining Property liable to forfeiture. 10

5. Leonora Nickel doth hereby covenant and agree with Nickel Mines that:-

(a) Whilst engaged in the exploration prospecting drilling and mining operations referred to Leonora Nickel will indemnify and save harmless Nickel Mines from and against all claims, demands and actions which are or may hereinafter be brought against Nickel Mines in respect of any matter or thing occurring in and about the said areas whether directly or indirectly related to the exploration and mining work hereinbefore set out; 20

(b) Leonora Nickel will comply with all Acts, Regulations and requirements of the State of Western Australia and of any governmental or semi-governmental Authority local or State pertaining to the exploration of Mineral Claims and shall pay all rents fees and other moneys in respect thereof; 30

(c) Leonora Nickel shall at regular intervals of not more than one calendar month supply unto Nickel Mines full and complete particulars of all expenditure incurred by it in respect of the exploration hereinbefore referred to and

will at the same intervals deliver unto Nickel Mines full and complete particulars of all geological mapping surveying drilling mining or other work carried out by it pursuant to these presents;

- (d) Should the exploration prospecting drilling and mining hereinbefore referred to prove or indicate the existence of a viable mining operation or operations on or within the areas comprised in the Claims set out in the First and 10

5.

and Second Schedules hereto or any of them then Leonora Nickel agrees that it will at its own expense undertake the conduct of such mining operations and any net profits derived from such mining operations shall be divided in proportions of seventy-five per centum (75%) to Leonora Nickel and twenty-five per centum (25%) to Nickel Mines and for the purposes of ascertaining the amount of such net profits there shall be taken into account all losses expenses and outgoings paid or suffered by Leonora Nickel 20 in respect of such mining operations. In the event of Leonora Nickel at any time coming to the conclusion that it would be wise to determine exploration prospecting drilling or mining then it shall advise Nickel Mines accordingly and shall be at liberty to determine this Agreement but shall not be entitled to any recoupment for such operations.

6. (a) Pursuant to the option hereinbefore granted in paragraph 3 hereof Leonora Nickel shall within fourteen (14) days from the date hereof issue in the name of 30 Nickel Mines Limited an option Certificate for the said option and shall deliver such Certificate to the Bank of New South Wales, 229 Macquarie Street, Sydney in the State of New South Wales and shall ensure that such Certificate is held by such Bank until either:-

- (i) the expiration of the period of twelve (12) months commencing on the date upon which shares offered for subscription by a Prospectus to be issued by Leonora Nickel in December 1970 have been granted listing by the Sydney Stock Exchange Limited (hereinafter called the "listing period"); or
 - (ii) the Sydney Stock Exchange Limited gives its consent to the release of such Certificate; or
 - (iii) the exercise of such option as hereinafter provided for,
- whichever is the earlier.

6.

- (b) The said option may be exercised in part at any time from time to time or in whole at any time during the period of five (5) years commencing on the date of this Agreement (hereinafter called "the option period") but shall not be exercisable after the expiration of that period.
- (c) If at any time during the listing period Nickel Mines wishes to exercise the said option in part or in whole it shall in writing request Leonora Nickel to cancel the said Option Certificate to the extent of such exercise, to issue a fresh Option Certificate for the balance (if any) and to issue a Share Certificate or Share Certificates for the number of shares issued by Leonora Nickel to Nickel Mines pursuant to such exercise. Upon issue of such fresh Option Certificate (if any) and Share Certificate or Share Certificates Leonora Nickel shall deliver same to the said Bank and shall ensure that such fresh Option Certificate shall be held by the said Bank until whichever is the earlier of the times

referred to in sub-paragraphs (a) (i), (a) (ii) and (a) (iii) of this paragraph and shall ensure that such Share Certificate or Share Certificates shall be held by the said Bank until whichever is the earlier of the times referred to in sub-paragraphs (a) (i) and (a) (ii) of this paragraph.

- (d) All Certificates whether for Options or Shares issued by Leonora Nickel to Nickel Mines Limited during or before the listing period shall clearly show thereon the words "Vendor Options" or "Option Shares" as the case may be. 10
- (e) Upon expiration of the listing period Leonora Nickel shall deliver up to Nickel Mines all Certificates whether for Options or Shares issued pursuant to this Agreement.

7.

- (f) Until the expiration of the listing period Nickel Mines shall not sell assign or transfer all or any of the options by this Agreement granted or all or any of the shares issued pursuant to an exercise of such options or any interest or right in respect of such options or shares (except to secure a loan from a bank or similar institution) and in this regard Nickel Mines hereby agrees to treat any breach of this requirement as a breach of this Agreement sufficient to enable Leonora Nickel to recover liquidated damages as hereinafter provided for in paragraph 7 hereof. 20 30
- (g) The said option shall not be exercised other than in multiples of two (2) shares in the capital of Leonora Nickel and in the following proportions:-
 - (i) One-half of the shares the subject of such exercise shall be shares paid up to such amount as to which the shares payable to

ten cents (10¢) each offered by the said Prospectus shall be paid up at the date of such exercise; and

- (ii) The other half of the shares the subject of such exercise shall be shares paid up to such amount as to which the shares payable to one cent (1¢) each offered by the said Prospectus shall be paid up at the date of such exercise.

10

- (h) Upon exercise of the said option in whole or in part Nickel Mines shall pay to Leonora Nickel such sum as is equivalent to the paid up value at the date of such exercise of the shares in respect of which the option is exercised and such shares shall (subject to sub-paragraph (f) of this paragraph) rank pari passu with the other shares in the capital of Leonora Nickel paid up to the same amounts.

- 7. It is hereby mutually agreed between the parties hereto that in the event of Nickel Mines breaching the requirements of sub-paragraph (f) of paragraph 6 hereof then:-

20

8.

- (a) Leonora Nickel shall be entitled to institute proceedings in the Supreme Court of the State of New South Wales for the recovery by it of liquidated damages in respect of such breach

- (b) The amount of liquidated damages recoverable by Leonora Nickel in respect of any such breach shall be determined by reference to whichever is the higher of either

30

- (i) the price at which Nickel Mines sells transfers or assigns in breach of sub-paragraph (f) of paragraph 6 hereof; or

- (ii) the market price at the date of such sale transfer and assignment of the shares

and/or options so sold transferred or
 assigned.

THE FIRST SCHEDULE HEREINBEFORE REFERRED TO:

<u>Identification No's of Applications for Mineral Claims</u>	<u>No. of Claims</u>	<u>Location</u>	
1908-1915	8	Mt. Robinson Coolgardie Goldfields	10
2674-2677	4	Caenyie Rocks Coolgardie Goldfields	
108C-112C	5	Mt. George Mt. Margaret Goldfield	
337C-342C	6	Mt. George Mt. Margaret Goldfield	
1229C-1231C	3	Mt. George Mt. Margaret Goldfield	
1293C-1304C	12	Mt. George Mt. Margaret Goldfield	20
1085C-1087C	3	Mt. George Mt. Margaret Goldfield	
1090C-1103C	14	Peppertree Well Mt. Margaret Goldfield	
632C-635C	4	Tarmoola Mt. Margaret Goldfield	
1485T-1493T	9	Mt. Jumbo Mt. Margaret Goldfield	
	9.		
First Schedule Continued:-			30
2017T-2024T	8	Mt. Jumbo Mt. Margaret Goldfield	
852Z-855Z	4	North Coolgardie Goldfield	
735T-738T	4	Mt. Margaret Goldfield	
774T-779T	6	Mt. Margaret Goldfield	
986T-991T	6	Mt. Margaret Goldfield	
994T-997T	4	Mt. Margaret Goldfield	
1001T-1002T	2	Mt. Margaret Goldfield	

Exhibit "AK" - Copy
Agreement, 17 November, 1970

1006T-1008T	3	Mt. Margaret Goldfield
1012T-1014T	3	Mt. Margaret Goldfield
1047T-1049T	3	Mt. Margaret Goldfield
1053T-1055T	3	Mt. Margaret Goldfield
711X-725X	15	North East Coolgardie Goldfield
	<hr/>	
TOTAL	129	
	===	

NEW SOUTH WALES
\$=0035
STAMP DUTY

THIS AGREEMENT made the tenth day of March One thousand nine hundred and seventy-one BETWEEN NICKEL MINES LIMITED a Company duly incorporated in the State of New South Wales and having its registered office at 2 Railway Parade Burwood in the said State (hereinafter called "Nickel Mines" which expression whenever hereinafter used unless contrary to the sense or context shall mean and include the said Nickel Mines Limited its successors and assigns) of the one part AND LAVERTON NICKEL NO LIABILITY a Company duly incorporated in the said State and having its registered office at 2 Railway Parade Burwood aforesaid (hereinafter called "Laverton Nickel") which expression whenever hereinafter used unless contrary to the sense or context shall mean and include the said Laverton Nickel No Liability its successors and assigns of the other part WHEREAS 10

A. Nickel Mines has made application for twenty-seven (27) Mineral Leases (more particularly described in the Schedule hereto and hereinafter referred to as and included in the expression "the Mining Property" which expression shall also wherever hereinafter used mean and include all and any Mineral Leases granted pursuant to the said twenty-seven (27) Mineral Lease applications) over lands situate within the Charters Towers Gold and Mineral Field in the State of Queensland. 20

STAMP DUTIES OFFICE
7081 * 22 MAR 1972

STAMP DUTIES OFFICE
159 * 16 AUG.1971

B. Each of the said twenty-seven (27) Mineral Lease Applications have been recommended by the Mining Warden of the said Gold and Mineral Field for the approval of the Minister for Mines of the State of Queensland subject to survey. 30

C. Nickel Mines for the consideration hereinafter expressed has agreed to grant and assign unto Laverton Nickel a fifty per centum (50%) beneficial interest in and to all those rights titles and interests both legal and equitable of Nickel Mines in and to the said Mining Property. 25854D

-2-

D. Laverton Nickel has agreed to accept from Nickel Mines a grant and assignment of a fifty per centum (50%) beneficial interest in and to all those rights titles and interests both legal and equitable of Nickel Mines in and to the said Mining Property.

NOW THIS AGREEMENT WITNESSETH AS FOLLOWS:-

1. Nickel Mines doth hereby grant and assign unto Laverton Nickel and Laverton Nickel doth hereby accept a fifty per centum (50%) beneficial interest in and to all those rights titles and interests both legal and equitable of Nickel Mines in and to the said Mining Property. 10
2. As and in consideration of the said grant and assignment hereinbefore made in paragraph 1 Laverton Nickel doth hereby grant and allot to Nickel Mines Four million (4,000,000) fifty cent (50¢) shares in the capital of Laverton Nickel upon the terms and subject to the conditions hereinafter contained in paragraph 6. 20
3. Nickel Mines doth hereby warrant to Laverton Nickel that:-
 - (a) Nickel Mines is the beneficial owner of the Mining Property and that subject to the laws of the State of Queensland it has a prior unencumbered title and full right thereto;
 - (b) The Mining Property is valid and subsisting and there are no defects or circumstances within the knowledge of Nickel Mines which would render it not so; 30
 - (c) All rents fees and other moneys due and payable to the Crown or any Governmental or local or other authority or any person persons company or companies in respect of the Mining Property have been

-3-

paid in full within the times limited for such payments;

- (d) The Mining Property is free of any mortgages charges encumbrances or liens;
 - (e) Nickel Mines has not entered into any contact arrangement or understanding with any person persons company or companies to sell or otherwise dispose of the whole or any part of its legal or equitable rights titles or interests in and to the Mining Property. 10
4. Each of the parties hereto doth hereby warrant to the other that it is not in liquidation and that no Petition for its winding up has to its knowledge been issued and that no Resolution has been passed or meeting called for the purpose of winding it up and that no Receiver or Official Manager has been Appointed or application made to appoint a Receiver or Official Manager in respect of it. 20
5. As from the date of this Agreement Nickel Mines and Laverton Nickel shall jointly engage in the exploration prospecting drilling and mining of the Mining Property and with regard to such joint-venture-each doth hereby covenant and agree with-the-other as follows:-
- (a) All expenses which shall be incurred as from the date of this Agreement shall be borne by each party-hereto-in-equal-shares-and-the-party-paying-the-same-shall-be-entitled-to-obtain-from-the other-party-a-re-imbusement-of-that-other-party's share-thereof. 30
 - (b) All expenses which have been incurred prior to the date of this Agreement shall be borne and paid by the party which has incurred the same and that party shall have no claim against the other party in respect thereof;

-4-

- (c) Each party hereto shall be entitled to one-half of the net profits or as the case may be shall be liable for and shall bear one-half of the net losses of the joint venture as certified by the Auditor nominated pursuant to sub-paragraph (d) of this paragraph;
- (d) Balance sheets and Accounts shall be prepared as at the thirtieth day of June in each and every year of the joint venture and shall be audited by an Auditor for this purpose nominated by the parties hereto. The said Auditor shall upon completion of the said audit:- 10
- (i) certify to each of the parties hereto the net profit or the net loss as the case may be of the joint venture for the year or part thereof covered by the said audit; and
- (ii) certify to each of the parties hereto the adjustments to be made as between the parties hereto pursuant to each party's obligations liabilities and entitlements under sub-paragraphs (a) and (c) of this paragraph for the year or part thereof covered by the said audit. 20
- (e) Each party hereto shall upon request make available to the other party all information which it may have relating to the said Mining Property or to any and all aspects of the joint venture. 30
- (f) Neither of the parties hereto shall do anything without the consent in writing of the other party which may render the said Mining Property liable to forfeiture.
- (g) Each party hereto shall comply with all Acts Regulations and requirements of the State of Queensland and of any governmental or semi-

-5-

governmental Authority local or otherwise relating to the said Mining Property and to the said joint venture.

- (h) The said joint venture may be determined by either party hereto giving to the other party three (3) month's prior notice thereof in writing.

6. The shares referred to in paragraph 2 hereof shall be allotted to Nickel Mines forthwith and shall be allotted credited as paid up to ten cents (10¢) each. 10

- (a) Laverton Nickel shall within fourteen (14) days from the date hereof issue in the name of Nickel Mines Limited a Share Certificate for the said shares and shall deliver such Certificate to the Bank of New South Wales, 60 Martin Place, Sydney in the State of New South Wales and shall ensure that such Certificate is held by the said Bank until the expiration of a period of not less than twelve (12) months from the date of this Agreement; 20

- (b) The said Share Certificate shall clearly have endorsed thereon the words "Vendor Shares";

- (c) Upon the expiration of the said period of twelve (12) months Laverton Nickel shall deliver up to Nickel Mines the said Share Certificate;

- (d) Until the expiration of the said period of twelve (12) months Nickel Mines shall not sell assign or transfer all or any of the said shares or any interest or right in respect of such shares (except to secure a loan from a bank or similar institution) and in this regard Nickel Mines hereby agrees to treat any breach of this requirement as a breach of this Agreement sufficient to enable Laverton Nickel to recover liquidated damages as hereinafter provided for in paragraph 7. 30

-6-

7. It is hereby mutually agreed between the parties hereto that in the event of Nickel Mines breaching the requirements of sub-paragraph (d) of paragraph 6 hereof then:-

(a) Laverton Nickel shall be entitled to institute proceedings in the Supreme Court of the State of New South Wales for the recovery by it of liquidated damages in respect of such breach. 10

(b) The amount of liquidated damages recoverable by Laverton Nickel in respect of any such breach shall be determined by reference to whichever is the higher of either:-

(i) the price at which Nickel Mines sells transfers or assigns in breach of sub-paragraph (d) of paragraph 6 hereof; or

(ii) the market price at the date of such sale transfer and assignment of the shares so sold transferred or assigned. 20

8. Each party hereto shall do all things and shall execute all documents necessary for the fulfillment of this Agreement.

THE SCHEDULE HEREINBEFORE REFERRED TO:

Mineral
Lease
Application

<u>No.</u>	<u>Description</u>	<u>Area in Acres</u>	<u>Date of Application</u>	<u>Date of Recommendation</u>
317	"Liontown" No. 1		19-1-1971	
320	"Liontown" No. 2	180	24.12.70	30
321	"Liontown" No. 3	180	4-1-1971	
322	"Liontown" No. 4	320	4-1-1971	
323	"Liontown" No. 5	180	7-1-1971	
324	"Liontown" No. 6	180	7-1-1971	
325	"Liontown" No. 7	180	11-1-1971	
326	"Liontown" No. 8	189	11-1-1971	

Schedule continued:-

<u>Mineral Lease Application No.</u>	<u>Description</u>	<u>Area in Acres</u>	<u>Date of Application</u>	<u>Date of Recommendation</u>
327	"Liontown" No. 9	260	11-1-1971	
328	"Liontown" No. 10	180	11-1-1971	
329	"Liontown" No. 11	180	11-1-1971	10
330	"Liontown" No. 12	180	11-1-1971	
331	"Liontown" No. 13	180	11-1-1971	
332	"Liontown" No. 14	180	11-1-1971	
333	"Liontown" No. 15	180	11-1-1971	
334	"Liontown" No. 16	320	11-1-1971	
335	"Liontown" No. 17	320	11-1-1971	
336	"Liontown" No. 18	320	11-1-1971	
337	"Liontown" No. 19	320	11-1-1971	
338	"Liontown" No. 20	320	13-1-1971	
339	"Liontown" No. 21	320	13-1-1971	20
340	"Liontown" No. 22	320	13-1-1971	
341	"Liontown" No. 23	320	13-1-1971	
342	"Liontown" No. 24	320	13-1-1971	
343	"Liontown" No. 25	320	13-1-1971	
344	"Liontown" No. 26	320	13-1-1971	
345	"Liontown" No. 27	320	13-1-1971	

IN WITNESS whereof the parties have hereunto set their hands

and seals the day and year first hereinbefore written

THE COMMON SEAL of NICKEL MINES
LIMITED was hereunto affixed by
and with the authority of the
Board of Directors in the presence
of:

)
)
)
)
)
)
)
)
)
)
)
)



P.G. Lynch

Secretary.

10

THE COMMON SEAL of LAVERTON
NICKEL NO LIABILITY was hereunto
affixed by authority of the
Directors in the presence of:

)
)
)
)
)
)
)
)
)
)
)
)



P.G. Lynch

Secretary.

M-L23

RECEIVED
31 OCT 1978

Leonora Nickel No Liability

Registered Office:
534 Princes Highway,
ROCKDALE. 2216.

31st October, 1978.

The Secretary,
Australian Stock Exchange Ltd.,
SYDNEY.

10

Quarterly Report for period ending
30th September, 1978.

Dear Sir,

The Company now holds only one (1) Mining Lease at Liantown, 26 miles south of Charters Towers being M.L. 602. The Company still holds 25 mineral claims at Wobbli Creek and 4 at Mundong Well.

No exploration work or expenditure has been incurred during the said quarter.

Yours faithfully,

20


DIRECTOR.

Exhibit "AM" - Copy Letter
to Australian Stock Exchange,
623. 31 October, 1978

A F F I D A V I T

I, ADRIAN LEONARD BELLEMORE of 33 Bligh Street, Sydney in the State of New South Wales, Solicitor make oath and say as follows:

1. That the paperwriting contained on this and the preceding forty four pages hereof is and contains a true and correct copy of the original Joint Venture Agreement dated the third day of November, 1978 and of every Schedule or Inventory thereto annexed or therein referred to and of every attestation of the execution thereof as executed by Laverton Nickel N.L, Nickel Mines Limited, Newmont Proprietary Limited, I.C.I. Australia Limited and H.C. Sleight Resources Limited of which it purports to be a copy, the same having been carefully examined and compared by me with the said original, and that the name or signatures at the foot of the first sheet thereof are in the proper handwriting of Newmont Proprietary Limited one of the parties to the said dealing. 10

SIGNED and SWORN by the said Deponent))
at Sydney in the said State this) A.L. Bellemore 20
twenty first day of April, 1980)
Before me:-)
)
K.J. Marland JP)
A Justice of the Peace)

Received in the Office of the Registration of Deeds at Brisbane this 22 day of April, 1980 at 2.25 o'clock in the afternoon from Morris Fletcher & Cross of Queen & Albert Streets, Brisbane and numbered 248 Book 84

G.B. Weldon (L.S.)
Deputy Registrar of Titles 30

\$14.00
G80333
14
G51878

RECEIVED
REGR OF TITLES
APR 22 230 PM'80

January 24, 1979.

Mr. W.J. Hamilton,
William J. Hamilton,
Chartered Accountants,
1 York Street,
SYDNEY. N.S.W. 2000.

Dear Mr. Hamilton,

Re: Liantown Joint Venture

I am enclosing herewith a copy of a letter dated 19th January, 1979, from the Hon. R.E. Camm, Minister of Mines, Energy and Police, in Queensland, indicating his intention to approve the transfer of interests in the various titles subject of the captioned Joint Venture upon the completion of the various matters numbered 1 through 5 in his letter. Would you kindly arrange with the Provisional Liquidator of Nickel Mines Limited to provide me with executed transfer documents with respect to each of the subject Mining Leases and Miners Homestead Perpetual Lease in the form required to transfer to Laverton, Newmont, ICI and Sleigh interests in each of the titles in the percentages specified in clauses 3.3.1 of the Agreement dated 3rd November, 1978. 10 20

We will be grateful if you can attend to this request at your earliest convenience and in this regard draw your attention to the first paragraph of the Hon. Minister's letter which requires that all the matters to which he refers should be attended to no later than the 11th day of April, 1979. I look forward to your early advice.

Sincerely,

JQ
J.C. Quinn.

JCQ:MD
encl.

c.c. Messrs G.H. Reaney - H.C. Sleigh Resources Ltd.
R.L. Abbott - ICI Australia Ltd.
A.L. Bellemore - Colin Biggers & Paisley

THIS IS THE ANNEXURE MARKED "C" REFERRED TO IN THE AFFIDAVIT OF JOHN QUINN SWORN BEFORE ME AT SYDNEY THIS 20 JUN 1979

Helen Read
A Solicitor of the Supreme Court
of New South Wales

Exhibit "AP" - Letter to
W.J. Hamilton,
625. 24 January, 1979

30

40



MINISTER FOR MINES, ENERGY AND POLICE.
18TH FLOOR.
WATKINS PLACE.
288 EDWARD STREET.
BRISBANE 4000.

Telex No. 43040

19th January, 1979

Dear Mr. Quinn,

With reference to your letter of 22nd December, 1978 regarding the Liontown Joint Venture Agreement, I desire to advise that on 11th January, 1979 pursuant to Section 37 (2) of the Mining Act, 1968-1976 I indicated that I will approve the transfers of Mining Leases Nos. 233, 317 320 to 345, 402 and 602 to 607, Charters Towers, subject to the following requirements being attended to within a period of not more than three months of such date:-

1. The lodgment of duly executed and stamped transfer documents with the Warden, and if issued the Instruments of Lease;
2. the written consent of any person having a beneficial interest in the leases;
3. the payment of any monies outstanding to the Department;
4. the availability of the areas;
5. the fulfilment of all other statutory requirements.

10

If considered necessary any additional information regarding such proposed transfers may be requested before final approval is given.

20

As regards the transfer of Miner's Homestead Perpetual Lease No. 11436, Charters Towers, I would advise that provided the proposed transferees are qualified persons under the provisions of the Miners' Homestead Leases Act 1913-1978, there would be no objection to the transfer when reported by the Warden, Charters Towers, with whom the relevant documents should be lodged.

Yours sincerely,

(R.E. Camm)
Minister for Mines, Energy
and Police

30

J.C. Quinn, Esq.,
Newmont Proprietary Limited,
A.M.P. Tower,
535 Bourke Street,
MELBOURNE VIC. 3000

Exhibit "AP" - Enclosure to
Letter to W.J. Hamilton,
626. 24 January, 1979

Hamiltons
Chartered Accountants

NSW 1 York Street Sydney • (02) 241 3831 • Box 1724 GPO Sydney 2001 NSW • DX675
ACT National Mutual Building Darwin Place • (062) 47 0972 • Box 1129 Canberra City 2601 • DX5607

Handwritten notes:
JH/CTH
P. Mansfield (HCS)
R. L. Abbott (HCS)

Our Ref WJH:KL
Your Ref JCQ:MD

Handwritten notes:
A. Bellemore
Colin Buzzards +
Marilyn
2.6.1
The House

31 January 1979

Newmont Pty. Limited,
A.M.P. Tower,
535 Bourke Street,
Melbourne,
VICTORIA. 3000.

Attention: Mr John Quinn.

Dear Mr Quinn,

10

RE: LAVERTON NICKEL N.L. LIONTOWN JOINT VENTURE

Thank you for your letter of 24th January, 1979 wherein you mentioned that the procedures should be carried out by 11th April, 1979, set out in the letter of 18th January, 1979 from the Minister for Mines, Energy and Police in the State of Queensland.

You will appreciate that it would be premature to provide you with the executed transfer documents in respect of each of the mining leases and Miners Homestead Perpetual Lease until such time as the agreement has been approved by the Supreme Court.

I have forwarded however, a copy of your letter and its attachment abovementioned to the Provisional Liquidator of Nickel Mines Limited, Mr Hunter together with a copy of this letter and I feel that he will on legal advice, form the same view. In fact the view has been expressed to me by Peter Somerset who is also advising Mr Hunter in this matter.

20

Yours faithfully,
LAVERTON NICKEL N.L.

Handwritten signature: WJH

W.J. Hamilton
PROVISIONAL LIQUIDATOR

Exhibit "AP" - Letter to
First Plaintiff,
31 January, 1979

IN THE SUPREME COURT OF NEW SOUTH WALES

EQUITY DIVISION
NO. 2112 of 1978.

IN THE MATTER OF
LAVERTON NICKEL
N.L.

AND IN THE MATTER
of the Companies
Act, 1961

A F F I D A V I T

Deponent:

John Quinn

Sworn:

2nd February

COLIN BIGGERS &

PAISLEY,

Solicitors,

33 Bligh Street,

SYDNEY. N.S.W. 2000.

Phone: 221-2022

DX 280 SYDNEY.

ON the 2nd day of February One thousand
nine hundred and seventy-nine I, JOHN
QUINN of 535 Bourke Street, Melbourne in
the State of Victoria, Business Manager
being duly sworn make oath and say as
follows:-

10

-9-

40. On the 29th September, 1978 following
the meeting of Mr. Hamilton with the
shareholders of Laverton Nickel N.L.
at which a committee of shareholders
was appointed Mr. Hamilton wrote to
Newmont a letter and a true copy of
that letter is hereunto annexed and
marked with the letter "K". Annexed
hereto and marked with the letter
"K2" is a copy of a following letter
of the 9th October, 1978.

20

41. Following further discussions with
Mr. Hamilton I arranged to meet with
him and members of his Committee on
the 12th October, 1978 which was
attended by Mr. Hamilton, Mr. John
Dent, Mr. David Sault and Mr. Spring.
This meeting continued to the 13th

30

October, 1978 on which day the terms of a joint venture were agreed to and a letter of intent was drawn up and signed by myself on behalf of the Newmont headed consortium and by Mr. Hamilton on behalf of Laverton Nickel N.L. Annexed hereto and marked with the letter "L" is a true copy of that document.

42. Annexed hereto and marked with the letter "M" is a true copy of a letter of the 17th October, 1978 forwarded to Newmont by Mr. Hamilton and enclosing a copy of a letter from Mr. Hunter the Provisional Liquidator for Nickel Mines Limited. 10

43. On the basis of this correspondence I proceeded to draw up a Joint Venture Agreement and the first draft thereof was forwarded to Mr. Hamilton by Air Express on the 20th October, 1978. Subsequent copies were forwarded to him on the 23rd October, 1978 as I was told that the earlier set of documents had been mislaid.

John Quinn

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Commissioner

-10-

44. I had indicated to Mr. Hamilton previously that I was desirous of having the matter finalised before my departure for the United States of America on the 6th November, 1978. I thereafter attended meetings at the Office of Mr. Hamilton on the 25th October, 1978 to review the draft and to ascertain any comments on or objections

thereto from him or from Mr. Sault or from Mr. Peter Somerset the Solicitor for the Provisional Liquidators.

45. Further discussions were held on the document with Mr. Somerset and Mr. Sault and Mr. MacPherson representing Mr. Hunter on the afternoon of the 26th October, 1978. After a conversation that Mr. Hamilton had with Mr. Somerset by telephone I was advised that subsequent to the signing of the document on the 13th October, 1978 and unknown to me Mr. Hamilton had received at the instigation of Mr. Lynch approaches from the Shell Company of Australia Limited and Esso Australia Ltd. indicating the interest of each of them in bidding on the Liantown Prospect. I was told (I believe by Mr. Somerset) that Shell had advised Mr. Hamilton verbally that it proposed submitting an offer which on face value appeared to be better than the terms contained in the document of the 13th October, 1978. 10

46. I said to Mr. Hamilton on that day:- "I believe that Shell and possibly Esso are in possession of a copy of the document that we signed on the 13th October or at least they are privy to the contents of that document in some detail and under the circumstances I believe the position of Newmont and its partners to be untenable. I will have to consider whether I should suspend further discussions until you are in a position to negotiate with one or more of the interested parties". John Quinn 20

Commissioner

-11-

47. Mr. Hamilton said "I want to proceed with the finalisation of the document with Newmont and its partners on the understanding that I would require Shell and Esso to submit offers to me no later than mid-day on the 2nd November, 1978 and if any such offer is better than the one made by Newmont then Newmont will be given a right to match it". Annexed hereto and marked with the letter "M2" is a copy of a letter forwarded to me by Mr. Hamilton confirming our discussions. 10
48. On the 27th October, 1978 and as a result of the discussion previously referred to I proceeded with further discussions with Mr. Somerset and Mr. Sault and Mr. MacPherson with a view to finalising an acceptable Joint Venture Document.
49. Subsequently either on Friday the 27th October, 1978 or earlier in the following week Mr. Hamilton rang me and said "I have forwarded a letter to Esso and to Shell in substantially the same terms as the one that I forwarded to you on the 27th October and which details the procedures for the finalisation of bidding on the Liontown Prospect". 20
50. Mr. Hamilton further said in that conversation: "Shell are unwilling to tender a bid for the Liontown Prospect unless I undertake to accept and retain that bid in absolute confidence. In re-considering my position I

will have to rescind the undertakings that I gave to you in my letter of the 27th October to the extent that Newmont and its partners will have an opportunity to review in detail the terms and conditions of any competing offer with a view to matching them if they were better than the terms of the document that we signed on the 13th October".

John Quinn

Commissioner

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-12-

51. Annexed hereto and marked with the letters "N" and "O" are copies of two letters of Mr. P.A. Somerset enclosing copies of the second draft of the Agreement as well as copies of the final draft of the proposed Joint Venture Agreement.
52. On the afternoon of Thursday the 2nd November, 1978 Mr. Hamilton telephoned me and said "An offer has been received from Shell and I have received an indication that an offer will be coming from Esso and the likely nature of the substantive terms of Esso's offer. Having regard to the terms of the Shell offer I am able to complete a Joint Venture Agreement with Newmont and its partners".
53. On the afternoon of Thursday the 2nd November, 1978 I telephoned Mr. Hamilton and said: "Newmont and its partners might be willing to make further modifications to the proposal but only if we are treated equitably with Shell that is that the terms of our transation would not be

released to other parties and further that if such amended terms from Newmont are acceptable to you you will agree to sign a document incorporating those terms but substantially in the same form as the document that we have finalised with Mr. Somerset".

54. I indicated to Mr. Hamilton the general nature of the amended terms and said "you might be good enough to consider them and I will telephone you tomorrow to confirm that 10 that was a firm offer conditional upon the execution of Contracts tomorrow afternoon".

55. At 9.a.m. on the 3rd November, 1978 I telephoned Mr. Hamilton and confirmed the terms that I had discussed with him on the preceding afternoon. He told me that those terms were acceptable to him and I then had the Contract documents amended accordingly and arranged to meet Mr. Hamilton Mr. Hunter and Mr. Somerset in the Office of Mr. Hamilton that afternoon for the purposes of signing the Joint Venture Agreement. John Quinn 20

Commissioner

-13-

56. Approximately 30 minutes later Mr. Hamilton telephoned to say that Mr. Lynch was taking injunction proceedings to prevent his signing any Agreement with Newmont and others on that day. I told Mr. Hamilton that in light of his rescission of the 13th October letter of intent and the undertakings made in his October 27th letter and in

light of his apparent inability to retain the details of Newmont's offer in confidence and further as a result of the considerable expense and effort already made in good faith by Newmont in finalising the joint venture documentation we were not willing to hold our amended terms over nor did I feel that any such suggestion was reasonable as Shell had in fact submitted a tender and Esso had already intimated the nature of its tender to Mr. Hamilton 10 verbally earlier in the week.

57. Esso holds various mining titles surrounding the Liontown Prospect and has done so for some period of time and in my opinion would have a good understanding of the regional geology. I was further aware from observation of documents in the Office of Mr. Lynch of the activities and interest of Esso in the area and that these were known to Mr. Lynch.
58. Notwithstanding the proposed proceedings for injunction I travelled to Sydney on the afternoon of the 3rd November 20 1978 with the completed documents and upon the return of Mr. Hamilton from Court he advised me of the Orders made. He thereupon telephoned Mr. Peter J. Verwoerd Exploration Manager for Shell to advise him that as a result of the unwillingness of Shell to change any terms of its offer which Mr. Hamilton had previously indicated to Shell were unacceptable and he had decided to sign with Newmont and its partners.

John Quinn

Commissioner

The committee and myself are however desirous of concluding a joint venture agreement and we do not wish to become involved in a dutch auction in respect of the matter because as you know there are several other major mining houses other than your consortium interested in the prospect and who have made firm proposals. To this end the committee and myself have decided that we will negotiate with your Company exclusively for the next 30 days in the hope that agreement can be reached in respect of all details of the joint venture and committments entered into.

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The committee generally thought that the terms of your latest offer did not take into account in full measure the large amount of high risk grass root exploration expenditure which has been incurred on the prospect by the Company particularly in regard to the percentage

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-2-

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to be retained by the Company and the expenditure to be incurred by your consortium before a contingent contribution became the liability of the Company. The committee and myself would be agreeable to a joint venture agreement incorporating the following basic terms.

1. Newmont and others to earn a maximum 65% interest.
2. It is noted that your offer provides for the interest to be earned by your Company and others to occur immediately on the signing of the documents. This is not in accordance with the normal practice in the industry whereby the farm in partner earns an interest subject to him fulfilling certain obligations and it is preferred that the normal practice be adhered to in this case.
3. Because of the large expenditure of high risk capital previously referred to and paid for by this Company it is considered unfair this Company should incur any liability for contributions to exploration expenditure until \$3 million has been expended by Newmont and others thereafter Laverton Nickel/Nickel Mines would be liable for 35% of all expenses incurred provided that in the event of your consortium not proceeding to mine all liability would be waived and your interest in the leases would revert entirely to Laverton and Nickel Mines.
4. Subject to the above we are agreeable to the exploration programme set out in paragraph (b) of the first page of your letter of the 8th August last with the addition that

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once Newmont and others commit themselves to each stage they carry out the expenditure referred to in that stage or if they withdraw prior to the full expenditure they pay the balance of the amount of such expenditure to Nickel Mines and Laverton.

5. The annual cash payments referred to in paragraph 7 on page 4 of your letter of the 26th July last are agreed to. It is of course assumed that it will be the responsibility and at the cost of Newmont and others to preserve all mining titles. 10
6. Your suggestion of the designated area contained in paragraph (a) of your letter of the 8th August is agreed to with the proviso that on the joint venture agreement being signed that Newmont and others immediately apply for authority to prospect or other appropriate mining titles in respect of the surrounding area proportionately for the benefit of the joint venture partners. 20
7. We would like a clause in the agreement making it obligatory on Newmont and others to decide within five years from the date of the agreement to implement plans to mine the area and in the event that no such mining commences that the interest of Newmont and others revert in its entirety to Laverton and Nickel Mines without any obligation on those two companies to Newmont or others.
8. Subject to 10 below Newmont and others would contribute all funds required for exploration, revaluation and development of the Liontown area. Laverton and Nickle Mines committment for its percentage after the expenditure by Newmont and others of \$3 million would be carried by Newmont and others and Newmont and others would look for reimbursement from Laverton and Nickle Mines by deducting 80% of the net cash flow from the sale of their share of the minerals from the mining operation until equalisation as referred to in your letter of the 26th July last. 30
9. We would require the right to elect in respect of the sale of our share of the mineral products and decide on a contract by contract basis as and when each contract is being negotiated. 40

.../3

10. We to have the right to elect at the time when the decision is taken to develop and exploit any mineralisation at Liantown i.e. upon completion of feasibility studies to convert to an active participating interest in the joint venture by paying to Newmont and others an amount equal to 35% incurred to the date of making a decision to mine which exceeds the sum of \$3 million of expenditure to the date of that election compounded quarterly at the rate of 3.75%. We undertake to contribute thereafter to 35% of all ongoing joint venture expenditures. We would have the right to make the election within 180 days after the date on which the decision is taken by the parties to develop the mine and provided documentary evidence of our ability to meet the commitments is submitted there should be no requirement for the funds to be held in a suitable Trust Account. 10
11. The right to sell as per paragraph six of your letter of the 26th July is agreed to. 20
12. The definition of expenditure as spelt out in any final agreement will of course have to be approved by us and the agreement will no doubt contain the other usual machinery clauses together with the usual arbitration clause.

Yours faithfully,
Laverton Nickel N.L.

W.J. Hamilton

W.J. Hamilton,

Provisional Liquidator

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William J. Hamilton

HAMILTONS

chartered accountant
nsw 1 york street sydney . telephone 241 3831 . postal address box 1724 gpo sydney 2001 nsw . cde box 675
act 134 bunda street canberra . telephone 47 0972 . postal address box 1129 canberra city 2601 . cde box 7

October 9, 1978.

when replying please quote

our ref WJH:JN

your ref _____

Newmont Pty. Limited,
535 Bourke Street,
MELBOURNE VIC 3000

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Attention: Mr. J.C. Quinn

Dear Sir,

RE: LAVERTON NICKEL N.L. (Provisional Liquidator appointed)

Herewith, please find enclosed one copy of the Corporate Affairs Commission letter dated September 21, 1978, together with attachments omitted from our recent letter to you.

Yours faithfully,
LAVERTON NICKEL N.L.

W.J. Hamilton
W.J. HAMILTON
PROVISIONAL LIQUIDATOR

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(Encs)

THIS IS THE ANNEXURE MARKED K2 REFERRED TO IN THE Affidavit OF John Quinn Sworn BEFORE ME AT Melbourne THIS 2nd DAY OF ~~January~~ February 1979:

Commissioner



Corporate Affairs Commission



Mr W J Hamilton
1 York Street
SYDNEY N S W 2000

175 Castlereagh Street,
Sydney
Address all mail to:
The Commissioner, G.P.O. Box 7018
Sydney 2001
Telex: CASYD 26504

Our reference: GN ar
Your reference:

21st September 1978

618621
Telephone: ~~2-6695~~
Extension 212

Dear Mr Hamilton

I have been directed by the Attorney General to write to you and comment on four draft deeds submitted by you in support of your request that subject to the execution of the deeds the petition by the Attorney General to wind up Laverton Nickel No Liability (Laverton) be withdrawn. Copies of the draft deeds are attached as Annexures One to Four respectively.

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Inherent in the deeds, which I have been informed by Mr. P.A. Somerset have been executed by all parties, are the following propositions -

(1) Control of Nickel Mines Limited (Nickel Mines) to be vested in William James Hamilton until such time as Nickel Mines repays Laverton the sum of \$190,647 and also repays Leonora Nickel No Liability (Leonora) the sum of \$514,866.

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(2) Independent of proposition (1), Nickel Mines to give W.J. Hamilton complete and irrevocable control of the Liontown Prospect (Mineral Leases 317 and 320 to 345 (inclusive)) during a period of four years, which Prospect is undertaken in equal partnership between Nickel Mines and Laverton.

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(3) Mr. James Joseph Lynch to execute in blank and deposit with Mr. Hamilton a share transfer in respect of the total shareholding of Mr. Lynch in Nickel Mines which transfer Mr. Hamilton will be entitled to complete and register

/2...

Exhibit 1A - Annexure "K2"
to the Affidavit of John

640. Quinn, 2 February 1979

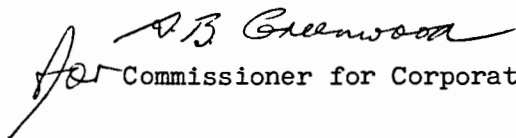
- if either the constitution of the board of Nickel Mines is altered without the approval of Mr. Hamilton, or any attempt is made to sell, transfer, charge or dispose of any of the assets of Nickel Mines without the consent of Mr. Hamilton, in each case during the period between the execution of the deeds and the repayment by Nickel Mines of \$190,647 to Laverton and \$514,866 to Leonora. 10
- (4) Mr. Hamilton to be appointed director of Laverton during the period referred to in proposition (3) above, and to have the right to replace such directors of Laverton as may have held office at the execution of the deeds. 20
- (5) The consent of Mr. Hamilton to be obtained prior to the appointment of any director to the board of Laverton during the period in which he is a director of Laverton.
- (6) Mr. Hamilton to have absolute and unfettered control and power to dispose of all shares held by Nickel Mines Underwriting and Mining Investments Limited, and Mineral Nominees Pty. Limited in Laverton during a period of four years from the execution of the deeds referred to herein with each of Nickel Mines, Underwriting and Mining Investments Limited, and Mineral Nominees Pty. Limited to execute in blank share transfers in relation to all shares held by them in Laverton at the date of the deeds referred to herein being signed and each of those companies to give those signed transfers to Mr. Hamilton. 30
40
- (7) Leonora directs Nickel Mines to pay \$218,427 direct to Laverton in part reduction of the Nickel Mines debt to Leonora of \$518,866, such payment to be treated as reduction of the Leonora debt due to Laverton, and in support of this direction Leonora charges in favour of Laverton its debt of \$514,866 due from Nickel Mines with the said payment of \$218,427. 50

/3...

- (8) Each of Nickel Mines, Laverton, Leonora, Underwriting and Mining Investments Limited and Expo Investment Corporation Limited to be restored to their respective financial positions as if certain transactions that took place on the 17th May 1978 had not taken place and the assets and liabilities of each of the said companies as between themselves will be restored to the position they were in prior to the said transactions of the 17th May 1978, which transactions were detailed at pages 9 and 10 of the judgement of His Honour Mr. Justice Needham given in matter 2371 of 1978 on 4th September 1978. 10 20

On the written assurance of each of the persons and companies referred to herein that it is their intention by the execution of the four deeds, copies of which are annexed hereto, to give effect to the propositions set out herein, and on those persons and companies proving to the satisfaction of the Attorney General that the four deeds have been duly executed and further that all parties to the deeds have in fact done all that they undertake to do in the text of the deeds, I am directed to advise you that the Attorney General consents in principle to withdrawal of his petition to wind up Laverton and pending that withdrawal to the continuation of the provisional liquidation. 30

Yours faithfully


Commissioner for Corporate Affairs

Application for a Mining Lease

PURSUANT to the provisions of the Mining Act 1968-1971 and the Regulations made thereunder

I/We Nickel Mines Limited

2 Railway Parade Burwood N.S.W. and Qld Reg. Co. 57 Plant St.
of Charters Towers.

being not less than eighteen (18) years of age, do hereby apply for a Mining Lease of
320 acres of land situated Dione holding (and more

10

particularly described in the annexed Schedule and the Plan and description herewith), which land
was marked out on the Thirtieth day of March, 1972, at the hour
of 10 a. m. for the purpose of the winning of Silver, lead copper
zinc and gold.

and I/We hereby Tender the sum of \$571-18 being rent \$ 426-68 and survey
fee \$ 144-50 as deposit in accordance with the existing Regulations.

GIVEN under my/our hand(s) this 7 APR 1972 day of , 19

[Signature]
‡Signature (s)

Reg. Agent Nickel Mines Limited.

To the Warden for the Mining District of Charters Towers

20

at Charters Towers.

RECEIVED at the Wardens Office CHARTERS TOWERS on the 7 APR 1972 day of

 , 19 , at 2 p. m.

[Signature]
Warden

* Names and addresses of applicants to be given in full.
† Here set out the purpose for which the lease is required, i.e., the winning of mineral or minerals (name or names to be stated) or such other purpose connected with the carrying on of mining operations.
‡ Here follows signature(s) of applicant(s). Application should always be signed by the applicant(s) or by his or their Solicitor or Agent, together with full postal addresses.

Exhibit 1B - Mining Lease
602

Schedule to accompany Application for Mining Lease

Name of lease and situation and description of the land applied for	Area	The term for which the Mining Lease is required
<p>"Liontown extension"1</p> <p>The Datum Peg marked with the initials N.M.L. is situated 10ft and on a bearing of 130 degrees from the North Western corner peg and within the boundaries of the land applied for.</p> <p>The North Western corner is situated 80 chain from a datum peg marked N.M.L. No. 402 in an easterly direction.</p> <p>Commencing at a post in the North Western corner thence by a line bearing 85 degrees for 80 chain thence by a line bearing 185 degrees for 40 chain thence by a line bearing 265 degrees for 80 chain, thence by a line bearing 355 degrees for 40 chain back to the point of commencement to be known as Liontown extension No.1.</p> <p>Bearings are magnetic and measurements are approximate.</p>	<p>320 acres</p>	<p>21 years</p>

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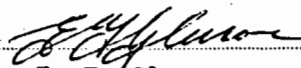
Regulation 34 states: Each application shall—

- (a) Specify the name of the lease; and
- (b) Contain a full and accurate description of the land applied for and be accompanied by a sketch plan taken from or being part of a published map or other map prepared by the Surveyor-General of Queensland or other map approved for use in a Mining District by the Warden. The location of the datum post shall be accurately related to a survey corner, a well-marked tree or other fixed and well defined object by accurately measured distances and compass bearings. The portion number of such land together with the names of the parish and county wherein it is situated shall be given when they are available.

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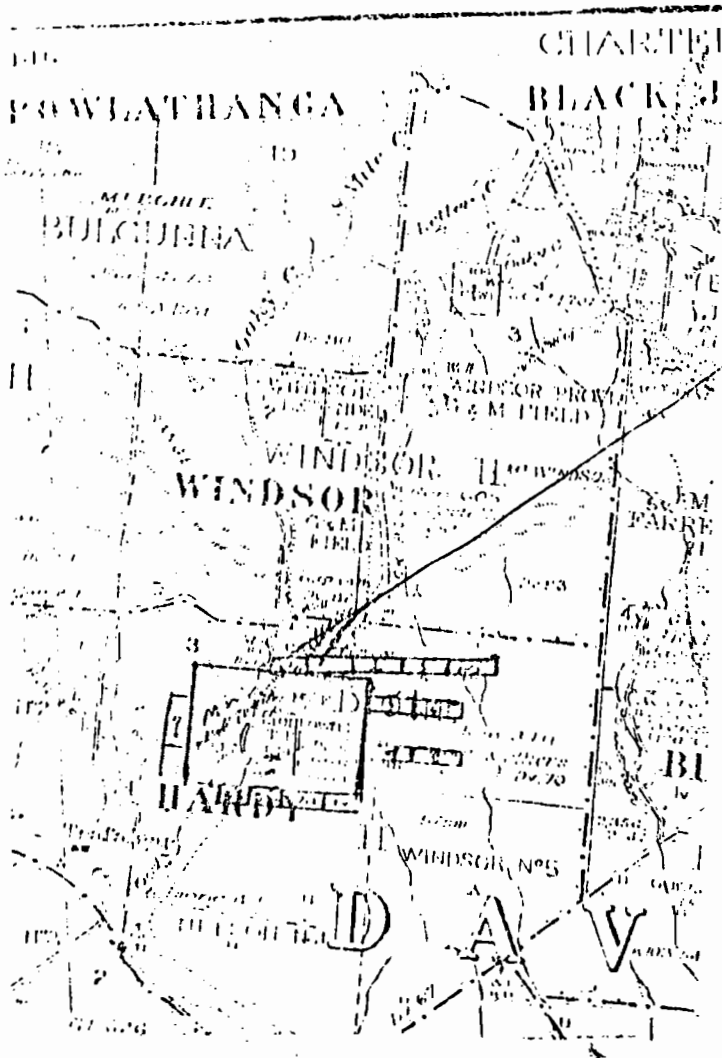
Signature (s) of Applicants:

Share or Interest:



WITDNE

E. T. Gleeson
Reg. Agent Nickel Mines Limited.



MONTOWN ST. No. 1
3500
4000 ft. 95° 30' 00" 175° 40' 00"
265° 30' 00"

Application for a Mining Lease

PURSUANT to the provisions of the Mining Act 1968-1971 and the Regulations made thereunder
I/We Nickel Mines Limited

2 Railway Parade Burwood N.S.W. and Qld Reg. Co. 57 Plant St.
of Charters Towers.

being not less than eighteen (18) years of age, do hereby apply for a Mining Lease of
320 acres of land situated Dione holding (and more

10

particularly described in the annexed Schedule and the Plan and description herewith), which land
Thirtieth
was marked out on the ~~Thirtieth~~ day of March, 1972, at the hour
of 1 p.m. for the purpose of The winning of Silver, lead copper
zinc and gold.

and I/We hereby Tender the sum of \$571-18 being rent \$ 426-68 and survey
fee \$ 144-50 as deposit in accordance with the existing Regulations.

GIVEN under my/our hand(s) this 7 APR 1972 day of 19

Signature(s)

Reg. Agent Nickel Mines Limited.

20

To the Warden for the Mining District of Charters Towers
at Charters Towers.

RECEIVED at the Wardens Office CHARTERS TOWERS on the 7 APR 1972 day of
19, at 2 p. m.

* Names and addresses of applicants to be given in full.

† Here set out the purpose for which the lease is required, i.e., the winning of mineral or minerals (name or names to be stated) or such other purpose connected with the carrying on of mining operations.

‡ Here follows signature(s) of applicant(s). Application should always be signed by the applicant(s) or by his or their Solicitor or Agent, together with full postal addresses.

Schedule to accompany Application for Mining Lease

Name of lease and situation and description of the land applied for	Area	The term for which the Mining Lease is required
<p>Liontown extension No. 2</p> <p>The datam peg marked with the initials N.M.L. is situated 10 feet and on a bearing of 130 degrees from the North Western corner peg and within the boundaries of the land applied for.</p> <p>The North Western corner is situated 80 chain from a datam peg marked N.M.L. at 85 degrees.</p> <p>Commencing at a post in the North Western corner thence by a line bearing 85 degrees for 80 chain thence by a line bearing 180 degrees for 40 chain thence by a line bearing 265 degrees for 80 chain, thence by a line bearing 355 degrees for 40 chain back to the point of commencement.</p> <p>Bearings are magnetic and distances are approximate.</p>	<p>320 acres</p>	<p>21 years</p>

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Regulation 34 states: Each application shall—

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- (a) Specify the name of the lease; and
- (b) Contain a full and accurate description of the land applied for and be accompanied by a sketch plan taken from or being part of a published map or other map prepared by the Surveyor-General of Queensland or other map approved for use in a Mining District by the Warden. The location of the datum post shall be accurately related to a survey corner, a well-marked tree or other fixed and well defined object by accurately measured distances and compass bearings. The portion number of such land together with the names of the parish and county wherein it is situated shall be given when they are available.

Signature (s) of Applicants:

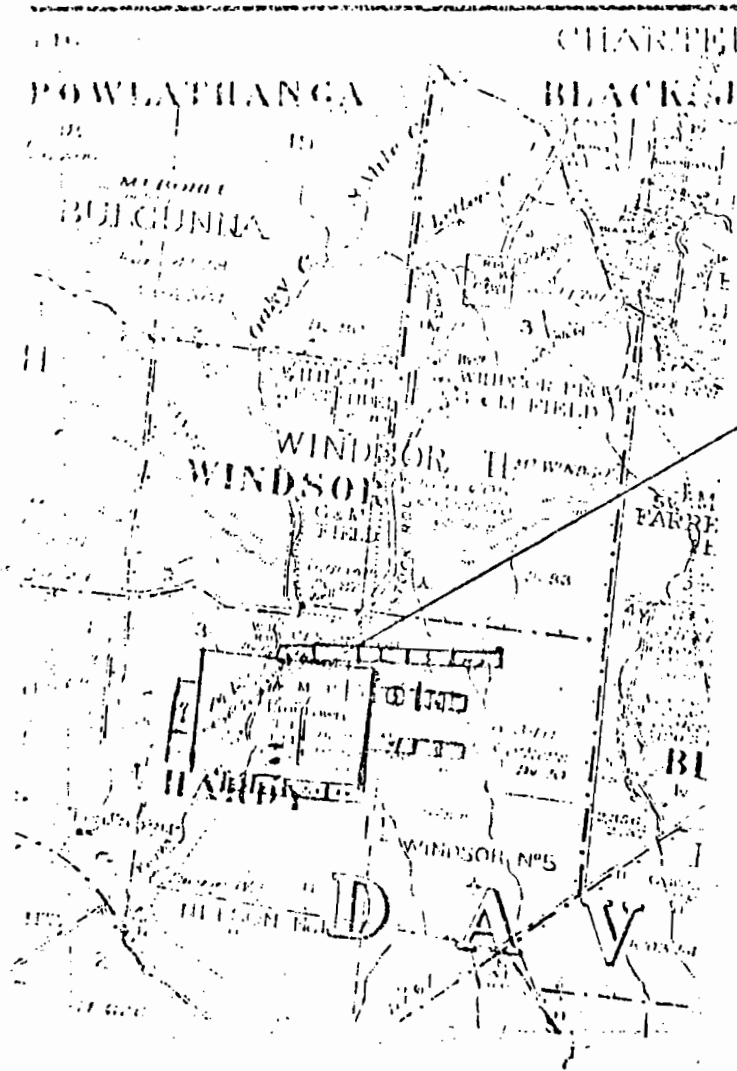
Share or Interest:



WITDALE

E. T. Gleeson
Reg. Agent Nickel Mines Limited.

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KIONTOWN EYT. No. 2
85° 80ch.
355° 40ch.
265° 80ch.
175° 40ch.

Application for a Mining Lease

PURSUANT to the provisions of the Mining Act 1968-1971 and the Regulations made thereunder
I/We Nickel Mines Limited

2 Railway Parade Burwood and Qld. Reg. Co. 57 Plant St.
of Charters Towers.


being not less than eighteen (18) years of age, do hereby apply for a Mining Lease of
320 acres of land situated Dione Holding (and more

10

particularly described in the annexed Schedule and the Plan and description herewith), which land
was marked out on the Thirtieth day of March, 1972, at the hour
of 4 p. m. for the purpose of The winning of Silver, lead copper
zinc and gold.

and I/We hereby Tender the sum of \$571-18 being rent \$ 426-68 and survey
fee \$ 144-50 as deposit in accordance with the existing Regulations.

GIVEN under my/our hand(s) this 7 APR 1972 day of , 19


E. T. Gleeson †Signature (s)
Reg. Agent Nickel Mines Limited.

20

To the Warden for the Mining District of Charters Towers
at Charters Towers.

RECEIVED at the Wardens Office CHARTERS TOWERS on the 7 APR 1972 day of
 , 19 , at 2 p. m.


Warden

* Names and addresses of applicants to be given in full.

† Here set out the purpose for which the lease is required, i.e., the winning of mineral ~~or~~ minerals (name or names to be stated) or such other purpose connected with the carrying on of mining operations.

‡ Here follows signature(s) of applicant(s). Application should always be signed by the applicant(s) or by his or their Solicitor or Agent, together with full postal addresses.

Exhibit 1B - Mining Lease
No. 604

Schedule to accompany Application for Mining Lease

Name of lease and situation and description of the land applied for	Area	The term for which the Mining Lease is required
<p>Liontown extension No.3</p> <p>The Datam Peg marked with the initials N.M.L. is situated 10 ft and on a bearing of 130 degrees from the North Western corner peg and within the boundaries of the land applied for.</p> <p>The North Western corner is situated 80 chain from a datam peg marked N.M.L. at 85 degrees.</p> <p>Commencing at a post in the North Western corner thence by a line bearing 85 degrees for 80 chain, thence by a line bearing 175 degrees for 40 chain, thence by a line bearing 265 degrees for 80 chain, thence by a line bearing 355 degrees for 40 chain back to the point of commencement.</p> <p>Bearings are magnetic and distances are approximate.</p>	<p>320 acres</p>	<p>21 years</p>

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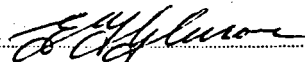
Regulation 34 states: Each application shall—

- (a) Specify the name of the lease; and
- (b) Contain a full and accurate description of the land applied for and be accompanied by a sketch plan taken from or being part of a published map or other map prepared by the Surveyor-General of Queensland or other map approved for use in a Mining District by the Warden. The location of the datum post shall be accurately related to a survey corner, a well-marked tree or other fixed and well defined object by accurately measured distances and compass bearings. The portion number of such land together with the names of the parish and county wherein it is situated shall be given when they are available.

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Signature (s) of Applicants:

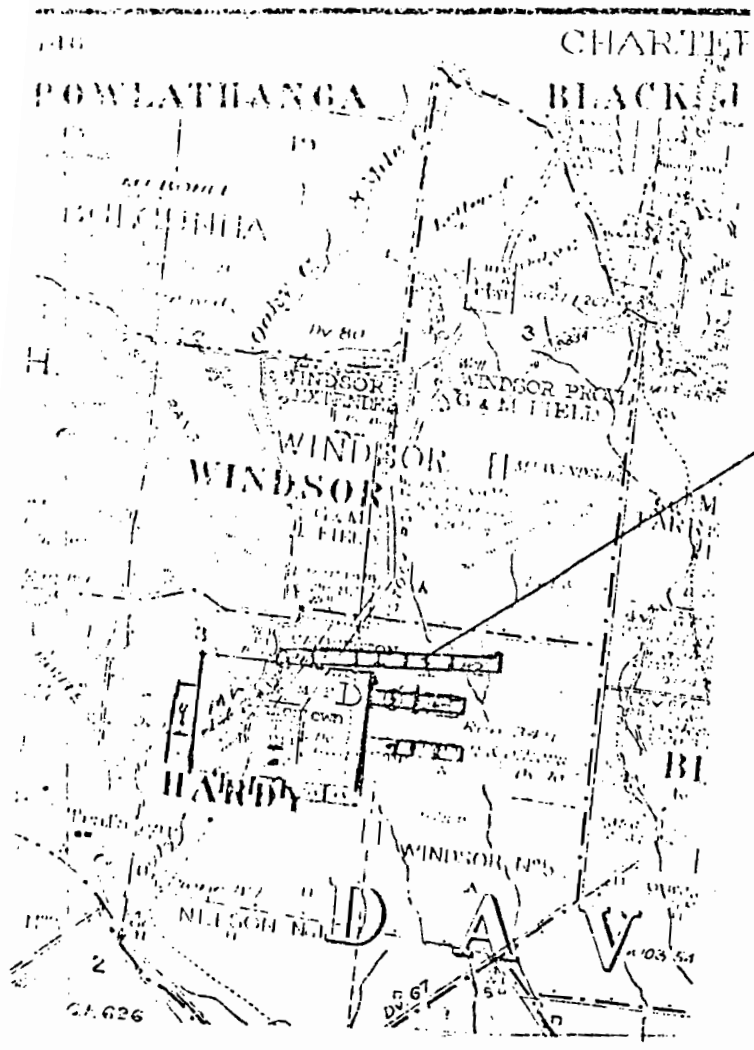
Share or Interest:



WITDOL

E. T. Gleeson
Reg. Agent Nickel Mines Limited.

40



LIONTOWN EXT. 3

85° 80' 00" W
3550
400m
175°
2650
800m
400m

Application for a Mining Lease

PURSUANT to the provisions of the Mining Act 1968-1971 and the Regulations made thereunder
I/We Nickel Mines Limited

2 Railway Parade Burwood and a Qld. Reg. Co. of 57 Plant
of Street Charters Towers.

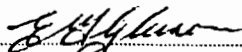
being not less than eighteen (18) years of age, do hereby apply for a Mining Lease of
320 acres of land situated Dione Holding (and more

10

particularly described in the annexed Schedule and the Plan and description herewith), which land
was marked out on the Fourth day of April, 1972, at the hour
of 9 a. m. for the purpose of The winning of Silver, lead copper
zinc and gold.

and I/We hereby Tender the sum of \$571-18 being rent \$ 426-68 and survey
fee \$ 144-50 as deposit in accordance with the existing Regulations.

GIVEN under my/our hand(s) this 7 APR 1972 day of , 19


E. T. Gleeson ^{Signature(s)}
Reg. Agent Nickel Mines Limited.

20

To the Warden for the Mining District of Charters Towers
at Charters Towers.

RECEIVED at the Wardens Office CHARTERS TOWERS on the 7 APR 1972 day of
 , 19 , at 2 p. m.



* Names and addresses of applicants to be given in full.

† Here set out the purpose for which the lease is required, i.e., the winning of mineral or minerals (name or names to be stated) or such other purpose connected with the carrying on of mining operations.

‡ Here follows signature(s) of applicant(s). Application should always be signed by the applicant(s) or by his or their Solicitor or Agent, together with full postal addresses.

Exhibit 1B - Mining Lease
No. 605

Schedule to accompany Application for Mining Lease

Name of lease and situation and description of the land applied for	Area	The term for which the Mining Lease is required
<p>Liontown extension No.4.</p> <p>The datam peg marked with the initials N.M.L. is situated 10 ft and on a bearing of 130 degrees from the North Western corner peg and within the boundaries of the land applied for.</p> <p>The North Western Corner is situated 80 chain from a datum peg marked N.M.L. at 85 degrees.</p> <p>Commencing at a post in the North Western corner thence by a line bearing 85 degrees for 80 chain thence by a line bearing 175 degrees for 40 chain, thence by a line bearing 265 degrees for 80 chain thence by a line bearing 355 degrees for 40 chain back to the point of commencement.</p> <p>Bearings are magnetic and distances are approximate.</p>	<p>320 acres</p>	<p>21 years.</p>

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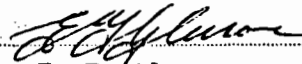
Regulation 34 states: Each application shall—

- (a) Specify the name of the lease; and
- (b) Contain a full and accurate description of the land applied for and be accompanied by a sketch plan taken from or being part of a published map or other map prepared by the Surveyor-General of Queensland or other map approved for use in a Mining District by the Warden. The location of the datum post shall be accurately related to a survey corner, a well-marked tree or other fixed and well defined object by accurately measured distances and compass bearings. The portion number of such land together with the names of the parish and county wherein it is situated shall be given when they are available.

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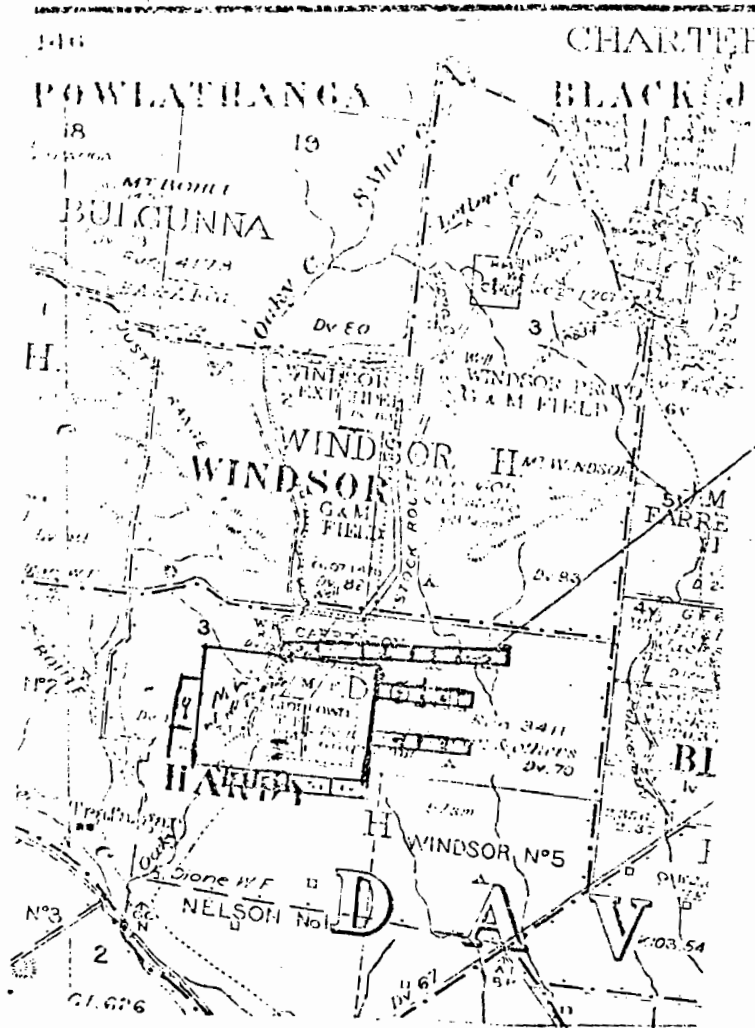
Signature (s) of Applicants:

Share or Interest:



W. F. O. L. P.

E. T. Gleeson
Reg. Agent Nickel Mines Limited.



WINDTOWN 1574

85° 30' 00" W
 3550
 4000
 2650
 800m.



M. L. 606
CHARTERS TOWERS

Application for a Mining Lease

PURSUANT to the provisions of the Mining Act 1968-1971 and the Regulations made thereunder
I/We Nickel Mines Limited

2 Railway Parade Burwood N.S.W. and Qld. Reg. Co. 57 Plant St.
of Charters Towers.


being not less than eighteen (18) years of age, do hereby apply for a Mining Lease of
320 acres of land situated Dione holding (and more

10

particularly described in the annexed Schedule and the Plan and description herewith), which land
was marked out on the Fourth day of April, 19 72, at the hour
of 11 a. m. for the purpose of The winning of Silver, lead copper
zinc and gold.

and I/We hereby Tender the sum of \$571-18 being rent \$ 426-68 and survey
fee \$ 144-50 as deposit in accordance with the existing Regulations.

GIVEN under my/our hand (s) this 7 APR 1972 day of _____, 19 _____


E. T. Gleeson
Reg. Agent Nickel Mines Limited.

20

To the Warden for the Mining District of Charters Towers
at Charters Towers.

RECEIVED at the Wardens Office CHARTERS TOWERS on the 7 APR 1972 day of _____
_____, 19 _____, at 2 p. m.


Warden

* Names and addresses of applicants to be given in full.

† Here set out the purpose for which the lease is required, i.e., the winning of mineral or minerals (name or names to be stated) or such other purpose connected with the carrying on of mining operations.

‡ Here follows signature(s) of applicant(s). Application should always be signed by the applicant(s) or by his or their Solicitor or Agent together with full postal addresses.

Exhibit 1B - Mining Lease
No. 606

Schedule to accompany Application for Mining Lease

Name of lease and situation and description of the land applied for	Area	The term for which the Mining Lease is required
<p>Liontown extension No.5</p> <p>The datum peg marked with the initials N.M.L. is situated 10 ft and on a bearing of 130 degrees from the North Western corner peg and within the boundaries of the land applied for.</p> <p>The North Western corner is situated 40 chain from a datum peg marked N.M.L. 337 at 90 degrees.</p> <p>Commencing at the post in the North west corner thence 90 degrees for 80 chain thence by a line bearing 180 degrees the for 40 chain thence by a line bearing 270 degrees for 80 chain thence by a line bearing 360 degrees for 40 chain to the point of commencement.</p> <p>All bearings are magnetic and distances are approximate.</p>	<p>320 acres</p>	<p>21 years</p>

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Regulation 34 states: Each application shall—

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- (a) Specify the name of the lease; and
- (b) Contain a full and accurate description of the land applied for and be accompanied by a sketch plan taken from or being part of a published map or other map prepared by the Surveyor-General of Queensland or other map approved for use in a Mining District by the Warden. The location of the datum post shall be accurately related to a survey corner, a well-marked tree or other fixed and well defined object by accurately measured distances and compass bearings. The portion number of such land together with the names of the parish and county wherein it is situated shall be given when they are available.

Signature (s) of Applicants:

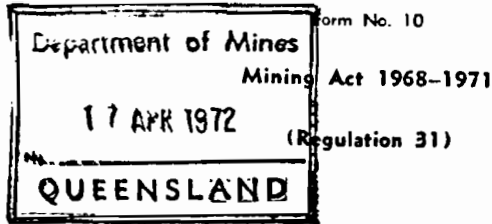
Share or Interest:

E. T. Gleeson
E. T. Gleeson
Reg. Agent Nickel Mines Limited.

W. J. O'Leary

40





M.L. 607

CHARTERS TOWERS

Application for a Mining Lease

PURSUANT to the provisions of the Mining Act 1968-1971 and the Regulations made thereunder
*We Nickel Mines Limited.

2 Railway Parade Burwood. N.S.W. and Qld Reg. Co. 57 Plant St.
of Charters Towers.

being not less than eighteen (18) years of age, do hereby apply for a Mining Lease of
320 acres of land situated Dione Holding (and more particularly described in the annexed Schedule and the Plan and description herewith), which land was marked out on the Fourth day of April, 1972, at the hour of 2 p.m. for the purpose of The winning of Silver, Lead, Copper Zinc and Gold.
and I/We hereby Tender the sum of \$571-18 being rent \$ 426-68 and survey fee \$ 144-50 as deposit in accordance with the existing Regulations.

7 APR 1972

GIVEN under my/our hand (s) this..... day of....., 19.....

Signature (s)

E. T. Gleeson

Reg. Agent Nickel Mines Limited.

Charters Towers

To the Warden for the Mining District of.....

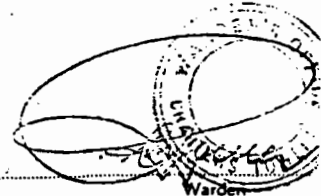
at X Charters Towers.

CHARTERS TOWERS

7 APR 1972

RECEIVED at the Wardens Office..... on the..... day of

....., 19....., at 2 p.m.



* Names and addresses of applicants to be given in full.

† Here set out the purpose for which the lease is required, i.e., the winning of mineral or minerals (name or names to be stated) or such other purpose connected with the carrying on of mining operations.

‡ Here follows signature(s) of applicant(s). Application should always be signed by the applicant(s) or by his or their Solicitor or Agent, together with full postal addresses.

Exhibit 1B - Mining Lease
No. 607

Schedule to accompany Application for Mining Lease

Name of lease and situation and description of the land applied for	Area	The term for which the Mining Lease is required
<p>Liontown extension No.6</p> <p>The datam peg marked with the initials N.M.L. is situated 10 feet and on a bearing of 130 degrees from the North Western corner peg and within the boundary of the land applied for.</p> <p>The North Western corner is situated 80 chain from a datam peg marked N.M.L. at 90 degrees.</p> <p>Commencing at the post in the North West Corner thence 90 degrees for 80 chain thence by a line for 180 degrees for 40 chain thence by a line bearing 270 degrees for 80 chain thence by a line bearing 360 degrees for 40 chain to the point of commencement.</p> <p>Bearings are magnetic and distances are approximate.</p>	<p>320 acres</p>	<p>21 years</p>

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46° for 340 chains from Calwall Homestead see plan (6)

Regulation 34 states: Each application shall—

- (a) Specify the name of the lease; and
- (b) Contain a full and accurate description of the land applied for and be accompanied by a sketch plan taken from or being part of a published map or other map prepared by the Surveyor-General of Queensland or other map approved for use in a Mining District by the Warden. The location of the datum post shall be accurately related to a survey corner, a well-marked tree or other fixed and well defined object by accurately measured distances and compass bearings. The portion number of such land together with the names of the parish and county wherein it is situated shall be given when they are available.

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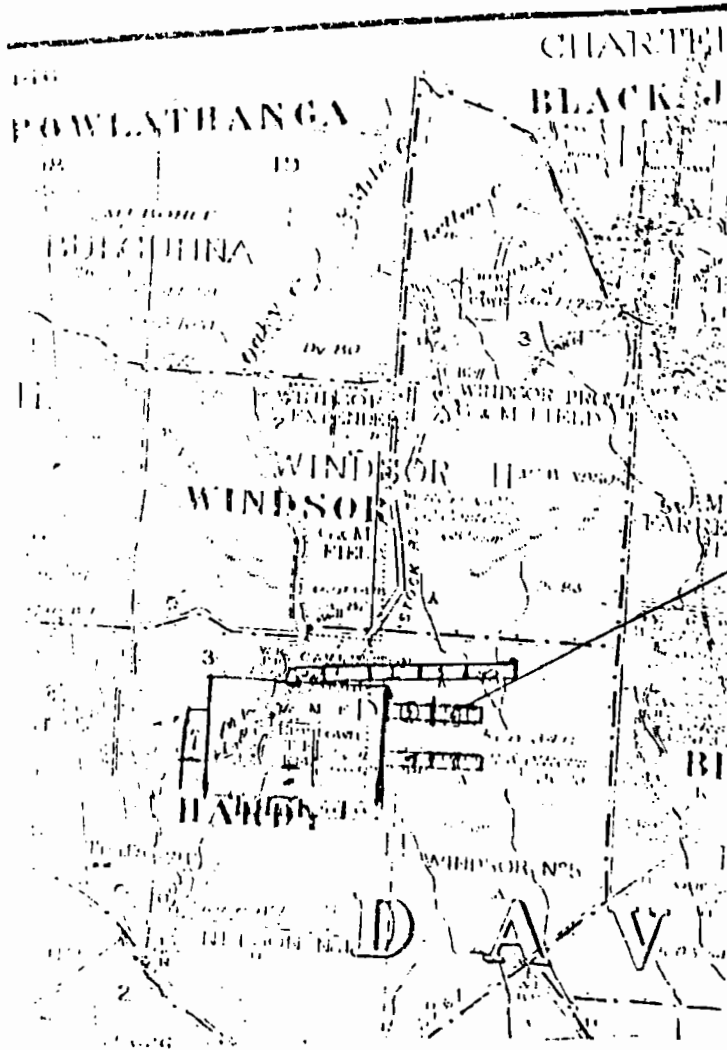
Signature (s) of Applicants:

Share or Interest:

E. T. Gleeson
E. T. Gleeson.

N.M.L.

Reg. Agent for Nickel Mines Limited.



LIBERTOWN EXT. 6
90° 80chn.
360° 40chn.
180° 40chn.
270° 80chn.

MINUTES OF MEETING OF DIRECTORS OF LEONORA NICKEL N.L.
HELD AT 193 MACQUARIE ST., SYDNEY, N.S.W. AT 4.30 P.M.
ON MONDAY, APRIL 3, 1972.

PRESENT: Dr. G. Palmer (Chairman)

Mr. J. Lynch.

BUSINESS: Mr. Lynch informed the meeting that he believed that Leonora Nickel N.L. should involve itself in the Liontown area 28 miles south west from Charters Towers, Northern Queensland. In this locality, Laverton Nickel N.L. and Nickel Mines Limited were proving up what could be a substantial deposit of copper, lead and zinc with gold and silver values. Mr. Lynch further explained that Leonora could take up areas for itself. 10

It was RESOLVED that Leonora Nickel N.L. would acquire exploration areas in the Liontown area and allocate approximately \$9,000 to the purpose.

CLOSURE: The Meeting closed at 5.45 p.m.

CHAIRMAN G. Palmer 20

Date 3rd April, 1972



NICKEL MINES LIMITED

2 RAILWAY PARADE, BURWOOD 2134
NEW SOUTH WALES, AUSTRALIA

TELEGRAPHIC ADDRESS: NICKELMINESAUST
PHONE: 747 2833

25th May, 1972.

Leonora Nickel N.L.,
2 Railway Parade,
Burwood, NSW 2134

INVOICE

RE: PEGGING OF LEASES AT LIONTOWN, CHARTERS TOWERS, QLD.

Charges re clearing lines and pegging of
Leases Nos. 602, 603, 604, 605, 606,
607, 608, 609, 610, 611, 612, 613 & 614
at Liontown via Charters Towers, Qld. on
A/C Leonora Nickel N.L.

\$ 1400.00

10

MINUTES OF A MEETING OF DIRECTORS OF LEONORA NICKEL N.L.
HELD AT 2 RAILWAY PARADE, BURWOOD, N.S.W. ON TUESDAY,
30th MAY, 1972 AT 6 P.M.

PRESENT: Dr. G. Palmer (Chairman)
Mr. J.J. Lynch

MINUTES: The Minutes of the previous Meeting of
Directors were read and confirmed.

BUSINESS: Accounts

IT WAS RESOLVED that the following accounts
were approved for payment:

10

Nickel Mines Ltd.	Contract work	\$	583.60
Taxation	Group Tax		338.20
Premier Share	Maintenance - April		932.04
Registries P/L			
Parker & Parker	Legal expenses		100.70
Assay Laboratories	Assay charges - April		554.39
Burwood Auto Repairs	Repairs to vehicle		230.82
Nickel Mines Ltd.	Contract work		1400.00
Premier Share			
Registries	Maintenance - May		1100.00
Assay Laboratories	Assay charges - May		132.86
The Financial Times	Share information service		606.00

20

CLOSE: There being no further business the Meeting
terminated.

DATED: This 30th day of May, 1972

.....
CHAIRMAN

1972	1972		Chq.		
			<u>439</u>		
May	1	Nickel Mines Ltd.	773	583.60	
	1	Nickel Mines Ltd.	774	78.27	
	2	Samuels Service Station	775	46.98	
	5	B. O'Leary Salaries	776	150.22	
	5	Deputy Commissioner of Taxation	777	338.20	
	12	Yilgumba Nominees P/L	778	8.00	
	12	Commissioner of Corp Affairs	779	8.00	10
	17	Premier Share Reg.	780	932.04	
	22	Parker & Parker	781	100.70	
	25	Assay Laboratories	782	554.39	
	25	Burwood Auto Repairs (Cash)	783	230.82	
	25	Nickel Mines Ltd.	784	1400.00	
	26	Premier Share Registries	785	1100.00	
	26	Nickel Mines Ltd.	786	78.27	
	26	Assay Laboratories	787	132.86	
	30	Financial Times	788	606.00	
	31	Premier Share Registries	789	18.04	20
				<u>6,366.39</u>	

1972	1972		Chq.		
			439		
May	1	Nickel Mines Ltd.	<u>773</u>	583.60	
	1	Nickel Mines Ltd.	774	78.27	
	2	Samuels Service Station	775	46.98	
	5	B. O'Leary Salaries	776	150.22	
	5	Deputy Commissioner of Taxation	777	338.20	
	12	Yilgumba Nominees P/L	778	8.00	
	12	Commissioner of Corp Affairs	779	8.00	10
	17	Premier Share Reg.	780	932.04	
	22	Parker & Parker	781	100.70	
	25	Assay Laboratories	782	554.39	
	25	Burwood Auto Repairs (Cash)	783	230.82	
	25	Nickel Mines Ltd.	784	1400.00	
	26	Premier Share Registries	785	1100.00	
	26	Nickel Mines Ltd.	786	78.27	
	26	Assay Laboratories	787	132.86	
	30	Financial Times	788	606.00	
	31	Premier Share Registries	789	<u>18.04</u>	20
				<u>6,366.39</u>	

BANK OF NEW SOUTH WALES

AUSTRALIA'S FIRST BANK

The Liability of the Members is Limited

60 MARTIN PLACE SYDNEY

PAGE

1

THE SECRETARY
LEONORA NICKEL N L
2 RAILWAY PARADE
BURWOOD NSW 2134

NAME OF ACCOUNT

LEONORA NICKEL N L

ACCOUNT No.

57-0469

DATE	CHEQUES AND OTHER DEBITS		CREDITS AND OTHER DEPOSITS	BALANCE
1972. BROUGHT FORWARD				53121.91 CR
1MAY 772 ✓	112.55 ✓			53009.36 CR
2MAY 773 ✓	583.60 ✓	774 ✓ 78.27 ✓		52347.49 CR
5MAY 776 ✓	150.22 ✓			52197.27 CR
1MAY 775 ✓	46.98 ✓			52150.29 CR
9MAY 780 ✓	932.04 ✓			51218.25 CR
22MAY 777 ✓	338.20 ✓			50880.05 CR
23MAY 778 ✓	8.00 ✓			50872.05 CR
25MAY 779 ✓	8.00 ✓	782 ✓ 554.39 ✓	783 ✓ 230.82 ✓	
	784 ✓ 1400.00 ✓			48678.84 CR
26MAY 785 ✓	1100.00 ✓	786 ✓ 78.27 ✓	787 ✓ 132.86 ✓	47367.71 CR
31MAY 781 ✓	100.70 ✓			47267.01 CR

LAST STATEMENT TO
28 APR 72

THIS STATEMENT TO
31 MAY 72

TOTAL DEBITS
5854.90

TOTAL CREDITS
.00

31 MAY 72



- DEBITS APPEARING IN THIS STATEMENT UNDER DATE SHOWN IN THE ADJACENT PANEL ARE SUBJECT TO VERIFICATION AND AUTHORISATION. ANY NECESSARY REVERSAL ENTRIES WILL APPEAR AS CREDITS IN YOUR NEXT STATEMENT OF ACCOUNT.
 - CHEQUES, ETC., ALTHOUGH PASSED TO CREDIT ARE ACCEPTED FOR COLLECTION ONLY AND WILL NOT BE AVAILABLE TILL CLEARED.
 - TO GUARD AGAINST THE POSSIBILITY OF FORGERY, FALSIFICATION OR OTHER FORM OF FRAUD, CUSTOMERS ARE REQUESTED TO VERIFY THE ENTRIES AND PROMPTLY REPORT ANY OMISSION OR ERROR.
- TO RECONCILE YOUR BALANCE PLEASE ALLOW FOR ANY OUTSTANDING CHEQUES.
- KEY TO SYMBOLS FEE • BANK CHARGE R-E • REVERSAL ENTRY

CR. • CREDIT
DR. • OVERDRAWN

MELBOURNE OFFICE
RECEIVED
12 JUL 1979
ANSWERED

NEWMONT PROPRIETARY LIMITED

MONTHLY REPORT

JUNE 1979

NORTH QUEENSLAND TIN SURVEY

Refer Fig.1

40% ICI, 20% H.C. Sleigh,
40% Newmont (Manager).

10

A number of prospect offerings were examined and reported on by geologists Jerry Teluk and Jim Stewart. None of these offerings has much promise for further work.

Further reconnaissance by Jim Stewart completed the regional prospecting in the Valley area. The new greisen area, John Bull, is of modest interest and leasing action will be considered for this area after the rock-chip sampling assays have been fully evaluated.

Detailed geological mapping has now commenced on the Valley greisen prospects.

20

LIONTOWN PROJECT

Refer Fig.1

20% Laverton Nickel, 20% Nickel Mines Ltd.,
18% ICI, 6% H.C. Sleigh,
36% Newmont (Manager).

The Hearing of the Newmont consortium's appeal against Justice Needham's December 6 ruling commenced on June 14. The Hearing has been adjourned four times since, and has taken a series of rather unusual turns.

Esso has been joined as a party to the proceedings but it is not generally known if they intend to make any submissions.

30

Leonora Nickel N.L., a company associated with Laverton and Nickel Mines, claims to have an interest in some of the

Liontown leases. It too has been joined at the instigation of the Bench. It is now unlikely that any conclusion will be reached to the appeal before the end of August.

The Newmont consortium has been able to obtain a copy of the additional Joint Venture Agreement entered into by Laverton and Nickel Mines on the one hand, and Esso on the other. This arrangement is so significantly better than the Newmont consortium's Agreement, it is likely that Laverton and Nickel Mines will defend the appeal with all resources available to them and, if they lose, will be bitter and difficult joint venture participants. 10

ELURA SOUTH PROJECT

Refer Fig.1

40% H.C. Sleigh, 20% ICI,
40% Newmont (Manager).

The start of the bedrock percussion drilling programme at Elura South, 20 km north of Cobar, was delayed by wet weather. An auger rig and a rotary air blast rig will start drilling early in July. Geologist Dennis Hackett of ICI Australia will assist with geological logging and supervision. 20

SAILOR TIN PROJECT

Refer Fig.1

40% ICI, 20% H.C. Sleigh,
40% Newmont (Manager).

Geologist Dick Keevers visited the ancient tin fields of the Erzgebirge Mountains in East Germany and Czechoslovakia during June to examine a number of the greisen tin and tin-tungsten deposits of that area. It is clear that there are strong similarities between those deposits and the prospects which the Sailor Joint Venture has been exploring in the Mount Garnet area of northern Queensland. The general importance of exploring small granite cusps and their contact zones was apparent. Apart from the well-layered type of greisen deposit, some of the Erzgebirge deposits are massive and stockwork greisens with a multitude of quartz-cassiterite-wolframite veins cross-cutting the more massive greisen. All of the deposits are associated with lithium (zinnwaldite mica)-albite granite, more strongly albitised than the granite in the Sailor Valley area. Albitisation observed at Sailor is more subtle, but this difference may be a function of a peculiarity of the particular mineralizing granite and may not be an important difference. Most of the Erzgebirge deposits are sulphide-poor and, of the sulphides present, arsenopyrite is most common. 30 40

Only some of the Erzgebirge tin-tungsten deposits would be of commercial interest in Australian economic conditions. The Hub deposit is clearly economic, where grades of approximately 0.3% Sn and 0.3% WO₃ in the upper parts of the deposit pass at

depth to 0.3% Sn without tungsten credit. The reserves were difficult to establish because of confidentiality, but are in the order of 15,000 to 20,000 tonnes of tin metal and possibly 10,000 tonnes of tungsten metal. Reserves at the stockwork greisen Altenberg are much larger (approx. 100,000 tonnes of tin metal) but the grade is apparently fairly evenly distributed at 0.3% Sn or lower. The visits to these deposits provide additional confidence for the exploration for similar deposits in northern Queensland.

10

KIMBERLEY BASE METAL PROJECT

Refer Fig. 1

40% H.C. Sleigh, 20% ICI,
40% Newmont (Manager)

Percussion drill testing of the Grants Patch gossans, 60 km NNE of Hall's Creek, was completed during June with negative results. High surface lead-zinc values at the Target gossan were found to be due to strong secondary enrichment in a near-surface position. A 60-m angled percussion hole returned maximum values of 320 ppm Pb and 1950 ppm Zn over a 2-m mineralized width.

20

At the Biscay gossan, a 96-m percussion hole intersected a pyritic carbonaceous shale down-dip from the gossan and revealed no significant increase in base metal values at depth.

The aeromagnetic survey showed no anomalies at all and has supported the decision to cease further work at Grants Patch and relinquish the mineral claims.

At a Joint Venture Meeting held during the month, it was decided to redirect the efforts of the Kimberley Base Metal Project to regional reconnaissance exploration within the Kimberley Mobile Zones in the second half of 1979. The principal objective of this reconnaissance will be to explore the strike extensions of the Ilmars-Little Mount Isa mineralized exhalite in the area north of Hall's Creek. Possible equivalents of this exhalite, and the Koongie Park position at higher metamorphic grades within the Tickalara Metamorphics, will also be explored. A full-year budget to December 31 1979 of \$159,000 was approved by the Joint Venture.

30

July 27, 1979

MEMORANDUM TO: Dr. M.H. Searby - H.C. Sleigh GJR Min file JQ
Mr. R.L. Abbott - ICI

FROM: J.C. Quinn

SUBJECT: LIONTOWN PROSPECT

Litigation

The hearing of the Newmont led consortium's Appeal of Justice Needham's ruling on the Liontown Joint Venture Agreement commenced as scheduled on June 14, 1979, and has now involved five appearances. 10

The major submissions to the Bench were made on June 14 and 15, 1979, but the Appeal has been extended at the instigation of the Bench which expressed the view that facts relating to the actions of the respondent companies in seeking (or failing to seek) approval to the Newmont Agreement were material and should be introduced, and that consequential amendments would be required to our Appeal notices. The adjournments to the hearing of the Appeal on June 22 and July 6 were to facilitate the parties reaching agreement on the relevant facts for submission to the Bench. On July 6, barristers for both parties advised the Bench that they felt agreement on the facts was close, and could be achieved by July 20. 20

Between July 6 and 20, Laverton et al sought an opinion from a Q.C. on their position, and were advised that if they agreed a statement of facts, their position would be prejudiced. Hence, on July 20, McHugh Q.C. acting for Laverton advised the Bench that no agreement could be reached between the parties.

As a result, the Appeal has been adjourned indefinitely and the question of a determination as to the relevant facts has been referred back to the court of first instance, i.e. to a single judge. 30

The Bench has also instructed that Esso and Leonora Nickel N.L. be joined as parties to the Appeal and related actions on the basis that both have or claim to have an interest in the outcome.

No date has been set for the continuation of the litigation, but a conference with our counsel is tentatively scheduled for Monday, August 6 in Sydney.

Costs of the Appeal to date are estimated at \$17,000, with a further \$3,000 being estimated as the Laverton group costs should an order as to costs eventually be made against us. This total of \$20,000 equals our earlier estimate of the costs of the Appeal, notwithstanding the unexpected delays. 40

Exhibit 1J - Memorandum from
669. J. Quinn, 27 July, 1979

-2-

In addition, approximately \$11,000 has been incurred YTD July 31, 1979 on this property, with a credit of approximately \$2,000 being outstanding for the recovery of earlier costs for which an order was made by Needham, J. in our favour.

In summary, we estimate the total YTD July 31, 1979 expense to be \$29,000. Forward costs are very difficult to estimate. At this stage, an allowance for a further \$10,000 of legal and associated costs would seem appropriate.

10

Esso Contract

The contract entered into between Esso and the Laverton group is materially better for Laverton et al than the Newmont contract.

In addition to a larger first payment of \$200,000 under the Esso deal (compared with \$75,000 in the Newmont contract), the Laverton group retain a 49% interest (compared with 40%) and Esso are required to spend \$3 million in equalisation (compared with \$2.8 million).

20

The Esso deal is conditional upon F.I.R.B., Reserve Bank and Mines Department approvals, and on the outcome of the Appeal. Esso have no way out of the deal, even if the Appeal is protracted.

JCQ:JP

J.C.Quinn
J.C. Quinn.

1972

May 1	Loan \$2,000. Sale of Shares \$825-10 (Transfer Exp'd from old A/C)	89	✓	2,825-10	✓
1	Loan from Underwriting & Mining Investment	90	✓	1,000-00	✓
2	Payment for Shares. Expenditure Sale of Shares	91	✓	2,294-17	✓
3	Sale of Shares	92	✓	1,074-70	✓
4	Loan	93	✓	1,000-00	✓
5	Loan	94	✓	3,600-00	✓
8	Loan \$1,000 Refund on M.C. \$91-50 Assaying \$5,654-54	95	✓	6,746-04	✓
9	Loan \$3,000. Payment for skating equip \$212-50 Refund \$61-00	96	✓	3,273-50	✓
11	Loan	97	✓	1,000-00	✓
12	Sale of Shares.	98	✓	4,816-40	✓
16	Loan \$3,252 Sale of Shares \$1,348-20	99	✓	4,600-20	✓
17	Refund coal mining leases \$2,230 Returned goods \$121-10 Sale of Shares \$585-90 Loan from Underwriting & Mining \$2,500 Refund 0-800	100	✓	5,437-80	✓
18	Loan from Rivchi \$1,400. Loan from Underwriting & Mining \$3,000 Sale of alternator \$500.	101	✓	4,900-00	✓
19	Sale of Shares \$175-59, Loan from Premier Share Ry \$1,000 Loan from Underwriting & Mining \$3,000	102	✓	3,175-59	✓
22	Refund GML \$46-00. Refund maps 0-264 exchate \$28 Refund HC 1906 \$46 HC 1617 \$78-37	103	✓	199-33	✓
23	Refund on Maps \$40-00. Refund Mine Dept \$1-85 Loan \$500	104	✓	541-85	✓
25	Refund from Underwriting \$1,090 Deonora Nickel \$1,400 from Assay \$500 from Rivchi \$200 \$500 Mine of vehicle?	105	✓	3,690-00	✓
26	Loan from Premier Share Ry \$1,100, Rivchi \$275 Deonora Nickel \$78-27	106	✓	1,453-27	✓
29	Sale of Shares	108	✓	537-20	✓
30	Sale of Shares \$488-50 Underwriting & Mining Loan \$800	109	✓	1,288-50	✓
24	Refund on H.C.'s. #1904 Sale of Machine \$150-00	105	✓	2,054-00	✓
2	Loan from Nickel Mines old Working A/C to old A/C	97	✓	1,000-00	✓
11	" " " " " " old A/C	98	✓	1,000-00	✓
27	Error Deposit in Nickel Mines old A/C (recap'd).	96		2,325-10	✓
				\$ 54,682-55	✓

1973		1	2	3	4	5	6	7
					922		925	
					LEGAL		Print	Stationery
APRIL 2	Corporate Affairs Commission	868	31 00					
4	Nickel Mines Expense	869	2713 10					
11	Robert E Russell Fed Fees	870	300 00					
11	Bedrock Holdings ^{Drafting} _{extracosts}	871	30 00					
12	Mining Warden CTax	872	8736 00	Lionsford				
12	Assay Laboratories P/L	873	805 75					
X	Bank fees	115	13 75					
			<u>12,629 60</u>					
1973		839						
MAY 1	Premier Share Reg. charges	874	787 33					
	Cancelled	875	- 0					
3	Nickel Mines ^{reimb of} _{freight}	876	77 92					
7	Nickel Mines charges	877	858 86					
16	Cash - Dept of Railways	878	34 51					
18	Barkell & Pearce Scholator fees	879	1,000 00		1,000 00			
30	Parker & Parker legal fees	880	116 16		116 16			
X	30 Hammond & Partners legal fees	881	650 09		650 09			
			<u>13,524 87</u>		<u>1766 25</u>			
1973		839						
JUNE 5	Premier Share Reg P/L charges	882	782 99					
X	12 Parker & Parker - Annual Report	883	5 00					
X	13 Hammond & Partners - legal fees	884	18 52		18 52			
13	Nickel Mines ^{reimb of} _{freight}	885	765 00					
X	25 Cash Petty Cash	886	27 92					
X	27 HF fishes re: agreement	887	2500 00					
X	28 Premier Share Reg P/L charges	888	939 15					
			<u>127,538 50</u>		<u>18 52</u>			

BANK OF NEW SOUTH WALES

AUSTRALIA'S FIRST BANK

The Liability of the Members is Limited

60 MARTIN PLACE SYDNEY

THE SECRETARY
LEONORA NICKEL N L
2 RAILWAY PARADE
BURWOOD NSW 2134

PAGE
1

NAME OF ACCOUNT
LEONORA NICKEL N L

ACCOUNT No.
57-0469

DATE	CHEQUES AND OTHER DEBITS	CREDITS AND OTHER DEPOSITS	BALANCE
1973	BROUGHT FORWARD		11184.56 CR
1MAY	871 ✓ 30.00 / 872 ✓ 8736.00		2418.56 CR
2MAY	874 ✓ 787.33		1631.23 CR
3MAY	876 ✓ 77.92		1553.31 CR
8	877 ✓ 858.86		694.45 CR
24MAY	878 ✓ 34.51		659.94 CR
25MAY		✓ 1000.00 ✓	1659.94 CR

STATEMENT TO APR 73 THIS STATEMENT TO 31 MAY 73 TOTAL DEBITS 10524.62 TOTAL CREDITS 1000.00

DEBITS APPEARING IN THIS STATEMENT UNDER DATE SHOWN IN THE ADJACENT PANEL ARE SUBJECT TO VERIFICATION AND AUTHORISATION. ANY NECESSARY REVERSAL ENTRIES WILL APPEAR AS CREDITS IN YOUR NEXT STATEMENT OF ACCOUNT.

CHEQUES, ETC. ALTHOUGH PASSED TO CREDIT ARE ACCEPTED FOR COLLECTION ONLY AND WILL NOT BE AVAILABLE TILL CLEARED.

TO GUARD AGAINST THE POSSIBILITY OF FORGERY FALSIFICATION OR OTHER FORM OF FRAUD. CUSTOMERS ARE REQUESTED TO VERIFY THE ENTRIES AND PROMPTLY REPORT ANY OMISSION OR ERROR.

TO RECONCILE YOUR BALANCE PLEASE ALLOW FOR ANY OUTSTANDING CHEQUES.

KEY TO SYMBOLS FEE BANK CHARGE R-E REVERSAL ENTRY

CR • CREDIT
DR • OVERDRAWN

YOUR BALANCE 31 MAY 73

20.3. 1979
 Mining Warden (Charters)
 Rents - Mining Leases

602	672
603	672
604	672
605	672
606	672
607	672

 \$ 4032.00
 439675

STATEMENT OF YOUR ACCOUNT WITH THE

BANK OF NEW SOUTH WALES

AUSTRALIA'S FIRST BANK

The Liability of the Members is Limited

60 MARTIN PLACE SYDNEY

THE SECRETARY
 LEONORA NICKEL N L
 2 RAILWAY PARADE
 BLRWOOD NSW 2134

PAGE

1

ACCOUNT No.

57-0469

NAME OF ACCOUNT

LEONORA NICKEL N L

DATE	CHEQUES AND OTHER DEBITS	CREDITS AND OTHER DEPOSITS	BALANCE
1975. BHLGHT FORWARD			4206.32 CR
1 APR FEE	1 (1.50)		4204.82 CR
2 APR		1 50.00	4254.82 CR
4 APR	653 1 100.00 672 1 26.40	667 1 181.55 675 1 4032.00	669 1 163.55 676 1 450.00
9 APR	677 1 327.10 679 1 1870.50	680 1 2880.25	1 5000.00
10 APR	673 1 64.20		474.22 CR
11 APR	66E 1 2.00		723.47 CR
15 APR	681 1 276.93		659.27 CR
16 APR	67E 1 75.20		657.27 CR
18 APR COM	(2.00)		380.34 CR
			305.14 CR
			303.14 CR

LAST STATEMENT TO

MAR 75

THIS STATEMENT TO

30 APR 75

TOTAL DEBITS

10453.18

TOTAL CREDITS

6550.00

30 APR 75



YOUR BALANCE

DEBITS APPEARING IN THIS STATEMENT UNDER DATE SHOWN IN THE ADJACENT PANEL ARE SUBJECT TO VERIFICATION AND AUTHORISATION. ANY NECESSARY REVERSAL ENTRIES WILL APPEAR AS CREDITS IN YOUR NEXT STATEMENT OF ACCOUNT.

CHEQUES, ETC., ALTHOUGH PASSED TO CREDIT ARE ACCEPTED FOR COLLECTION ONLY AND WILL NOT BE AVAILABLE TILL CLEARED. BEWARE AGAINST THE POSSIBILITY OF FORGERY FALSIFICATION OR OTHER FORM OF FRAUD. CUSTOMERS ARE REQUESTED TO VERIFY THE ENTRIES AND PROMPTLY REPORT ANY OMISSION OR ERROR.

CONCILE YOUR BALANCE PLEASE ALLOW FOR ANY OUTSTANDING CHEQUES.

7 SYMBOLS

FEE

BANK CHARGE

R.E

REVERSAL ENTRY

CR CREDIT
DR OVERDRAWN

1973		Cheque No	Bank	DEBIT CASH	SHARE REG CHARGE	LEGAL	STAT/POSTAGES	SALARIES	GROUP TAX
1975 (8)									
Jan 23	Share of Carnarvon Regn F100	663	J 116 95 ✓						
30	Corporate Affairs - Annl Retn	4	X 1 31 00 ✓						
	✓ ✓ Jpt. Retn	5	X 1 23 00 ✓						
Feb 12	Group Tax January	6	1 108 60 ✓						108 60
	R Jamieson	7	R 181 55						
	Corporate Affairs Jpt Retn	8	1 2 00						
Mar 7	R Jamieson	9	1 163 55						
	J Mathews (2)	670	1 180 00					180 00	
	✓ (2)	1	1 180 00					180 00	
	✓ re Tax	2	1 26 40 ?					26 40	
	Group Tax - Feb	3	1 64 20						64 20
13	Corporate Affairs - Annl Retn	4	X 1 9 00						
20	moving lease rentals - G. Towers	5	M 4032 00						
21	J Mathews (5)	6	1 450 00					450 00	
	R Jamieson	7	1 327 10						
Apr 4	Group Tax - March	8	1 75 20						75 20
	Promiss & Regist. - Nov & Dec	9	8 1870 50		1870 50				
	✓ - Jan - Feb - March	680	8 2880 25		2880 25				
	P.M.G. - Phone - Carnarvon	1	1 276 93						
30	J Mathews (4)	2	1 367 80 ✓					367 80	
	R Jamieson (4)	3	1 327 10 ✓						
	P Rubnet	4	1 614 00 ✓						
May 2	Group Tax - April	5	1 68 80 ✓						68 80
12	Promiss & Regist. - April	6	8 935 20 ✓		935 20				
	Regis Securities - London Share Reg	7	8 372 48 ✓		372 48 (to 31/12/74)				
28	J Mathews (5)	8	1 457 75 ✓					457 75	
	R Jamieson (3) To 31/5/75	9	1 490 65 ✓						
	Group Tax - May	690	1 93 05 ✓						93 05
June 4	Promiss Share Reg - May	1	8 1000 10 ✓		1000 10				
11	Share of Gascoyne 1971/2 - 1972/3 - 1974/5	2	8 2554 16						
13	P Rubnet	3	180 00						
25	J Mathews (4)	4	1 393 60 ✓					393 60	

ADMIN SUNDRIES		ELEC	FREIGHT	HIRE EQUIP	RATES	REPAIRS	MV EXES	MC RENTS		WAGES	TRAVEL EXES	PHONE		MINING SUNDRIES
	31						116 95							
FEES	23 00													
✓	2 00									181 55				
										163 55				
✓	9 00													
							11032.00			(claims Nos. 602-607)				
										137 10				
												276 93		
ADBIT	614 00									137 10				
										1490 65				
Agency	180 00						2554 16			(MC 385/396)				CHECK DETAILS (LIST.)

4th July, 1978

when replying please quote
 our ref **WJH:KMH**.....
 your ref

LAVERTON NICKEL N.L. and
NICKEL MINES LIMITED -
(PROVISIONAL LIQUIDATOR APPOINTED)

I was appointed Provisional Liquidator of both Laverton Nickel N.L. and Nickel Mines Limited on the 22nd May, 1978 and 29th June, 1978 respectively, by Orders made in the Supreme Court of New South Wales, Equity Division.

The Companies have an interest in certain mining claims and leases, brief particulars of which are summarised hereunder:-

10

	<u>Description</u>	<u>Interest</u>	<u>Mining Claims & Lease Numbers</u>	
1.	Certain gold tailings dumps at Charters Towers, Queensland and BlackJackGold Mine near Charters Towers	Laverton Nickel N.L. - 50% Nickel Mines Limited - 50%	496/7; 499; 501/3; 486/8; Mining Lease Application 209.	20
2.	Liontown, approximately 30 miles from Charters Towers, Queensland	Laverton Nickel N.L. - 50% Nickel Mines Limited - 50%	317, 320 - 345	
3.	Cobar, New South Wales	Laverton Nickel N.L. - 25% Nickel Mines Limited - 75%	6341	
4.	Mundong Well in the Ashburton Gold-field, Western Australia	Wholly owned by Laverton Nickel N.L.	08/2421 - 08/2427	30
5.	Mt. Stewart near Mt. Margaret Gold-field, Western Australia	Wholly owned by Laverton Nickel N.L.	M.L 113C.	

2../

-2-

Subject to the necessary approvals it is desired to either sell the above leases/claims, or conduct further testing on them to prove up a viable operation. For this purpose, I request that you consider the various interests with a view to entering into agreement (s) with the Company on a joint venture or other suitable basis.

The information which is presently available from past exploration in respect of each of the mining claims or leases is detailed in the attached schedule. This information may assist in your evaluation of the leases. 10

In the event that you wish to consider the matter further, would you please advise in writing particulars relating to the following items, as well as any further details you may consider pertinent to subsequent negotiations or agreements:-

- (i) Leases or claims in which you may be interested.
- (ii) Whether you are interested in immediate purchase or in further testing. 20
- (iii) In the case of purchase, the price offered.
- (iv) In the case of further testing, your plan for such testing. Such a plan to contain broad details of the nature and period of the testing programme; the minimum amount of money that would be spent at each stage of the programme; and your proposed arrangement, with the Companies in the event of such a programme being successful. It is appreciated that the details of such a programme will of necessity, be subject to negotiation, but your outlining of your method of approach is desired. For example, joint venture or other forms of agreements; options sought; timing of same; likely consideration payable from time to time and so on. 30

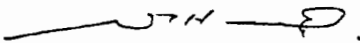
It is desired that you share the right of access to the claims/leases with others in the initial survey and that you furnish

Exhibit 3F - Copy Circular
of W.J. Hamilton, 4/7/1978

this Company at no cost, the technical results of such a survey.
Your acceptance or otherwise of this condition is requested.

If interested your reply should be forwarded to me in writing
within the next 21 days.

Yours faithfully,
LAVERTON NICKEL N.L.
AND NICKEL MINES LIMITED



W.J. HAMILTON
Provisional Liquidator

10

LAVERTON NICKEL N.L.

DATA FROM PAST EXPLORATION IN RESPECT OF
MINING CLAIMS OR LEASES IN WHICH LAVERTON NICKEL N.L.
HAS AN INTEREST.

1. Gold Tailings Dumps at Charters Towers, Queensland and BlackJackGold Mine.

Certain maps detailing drilling already completed on the said leases. Results of assay tests completed by Assay Laboratories Pty. Limited.

10

2. Liantown, Queensland.

Appraisal of the Liantown area by Dr. F.W. Whitehouse (Consulting Geologist).

3. Cobar, New South Wales.

Geological survey completed by Department of Mines.

There is no data in my possession relating to both the mining claims at Mundong Well in the Ashbueton Goldfields, Western Australia and Mount Stewart, Western Australia.

Box 1724, G.P.O., Sydney, 2001

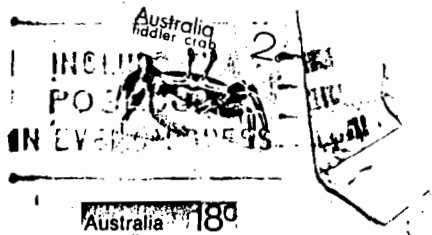
RETURN TO
SENDER

RETURN TO
SENDER

Esso Mineral Enterprises Aust Ltd
19 Capper Street
GAYNDAH 4625

Prof F. ...
1/10/78

SYDNEY
10 PM
7 JUL
1978
N.S.W. 2000



682. Exhibit 3F - Copy Circular
of W.J. Hamilton, 4/7/1978

9228 for Hamilton
35 for Hamilton
9
2

William J. Hamilton
chartered accountant

Hamiltons

nsw 1 york street sydney · telephone 2413831 · postal address box 1724 gpo sydney 2001 nsw · cde box 675
act 134 bunda street canberra · telephone 470972 · postal address box 1129 canberra city 2601 · cde box 7

Mr W. Hamilton

when replying please quote
our ref WJH:KL.....
your ref

TO SHAREHOLDERS

IN THE MATTER of LAVERTON NICKEL N.L.

AND IN THE MATTER of THE COMPANIES ACT, 1961.

TAKE NOTICE that a Meeting of Shareholders in the above matter will be held at Anzac House Auditorium, 26 College Street, Sydney, at 10.30 o'clock in the forenoon on Thursday the 21st day of September, 1978.

AGENDA

1. To consider the report of the Provisional Liquidator accompanying this Notice, together with the Statement of Affairs of Assets and Liabilities of the Company. 10
2. To consider the recommendations of the Provisional Liquidator contained in the report concerning the possible reconstruction of the Company (Laverton Nickel N.L.) and associated companies, Leonora Nickel N.L. and Nickel Mines Limited as an alternative to the winding up of this Company, and present proceedings to wind up Nickel Mines Limited.
3. To consider and give leave to the Provisional Liquidator entering into a Joint Venture Agreement with a "Major Mining House" in respect of the Liantown Leases Charters Towers, in accordance with the minimum conditions set out on The Annexure "A" hereto. (In this respect a report made by my Mining Engineer's as to the terms and conditions is available on request.) These minimum terms and conditions may be modified at the meeting.
4. To appoint a Committee of Shareholders (Committee of Inspection, S.241 of the Companies Act) to act with the Provisional Liquidator in the winding up, being five major shareholders or their representatives.

Schedules are attached to the report, namely:-

Exhibit 3G - Notice of
Shareholders Meeting

	<u>Schedule</u>	
(i) Statement concerning inter-company transactions, 17th May 1978.	"A"	
(ii) Statement of Affairs of Laverton Nickel N.L. dated 22nd May 1978.	"B"	
(iii) Statement of Affairs of Leonora Nickel N.L. dated 29th June 1978.	"C"	
(iv) Statement of Affairs of Nickel Mines Limited dated 29th June 1978.	"D"2	10
-2-		
(v) Grouping of External Assets, Liabilities and Share Capital relating to Laverton Nickel N.L., Leonora Nickel N.L. and Nickel Mines Limited	"E"	
(vi) Summary of Position re: Laverton Nickel N.L. Leonora Nickel N.L. and Nickel Mines Limited.	"F"	20

Form of Proxy is enclosed. Proxies to be used at the meeting must be lodged with the undersigned at the offices of Hamiltons, Chartered Accountants, 18th Floor, 1 York Street, Sydney in the State of New South Wales, not later than 4.00 o'clock in the afternoon on Wednesday, the 20th day of September 1978.

DATED this 11th day of September 1978.

W.J. Hamilton
W.J. Hamilton
Provisional Liquidator

Note:

30

It should be noted:

- (1) That Laverton Nickel N.L. has only a 50% Interest in Liantown Leases, 50% being held by Nickel Mines Limited.
- (2) That the agreement of the Provisional Liquidator of Nickel Mines Limited is necessary before any Joint Venture is possible.
- (3) That Approval of the Court is necessary to any agreement proposed.

Exhibit 3G - Notice of
Shareholders Meeting

- (4) That there is no Liquidator or Provisional Liquidator in Leonora Nickel N.L. and the Provisional Liquidator of Nickel Mines Limited is Mr. Hunter of Wallace McMullin & Smail, Chartered Accountants.

Exhibit 3G - Notice of
Shareholders Meeting

IN THE MATTER of LAVERTON NICKEL N.L.

AND IN THE MATTER of THE COMPANIES ACT, 1961

P R O X Y

I/We _____

of _____

a Shareholder in the abovenamed Company, hereby appoint (i) _____, or
failing him, _____

10

to be my/our Proxy to vote at the Meeting of Shareholders to be held in the above matter on Thursday, the 21st day of September 1978 at 10.30 o'clock in the forenoon or at any adjournment thereof.

DATED this _____ day of _____ 1978

SIGNED (ii) _____

NOTES

(i) The persons appointed proxy may by the Liquidator or such other person as the Shareholder may approve, and the proxy form, when signed, must be lodged by the time and at the address named for that purpose in the Notice convening the Meeting at which it is to be used.

20

(ii) If a firm, sign the firm's trading title and add, "By A.B. a Partner in the said firm,". If the appointer is a corporation, then the form of proxy must be under the Common Seal, or under the hand of some officer duly authorised in that behalf, and the fact that the officer is so authorised must be stated thus:

For the _____ Company

J.S. (Duly authorised under the Seal
of the Company)

30

"A"

R E S U M E

LIONTOWN PROSPECT - CHARTERS TOWERS

Minimum terms required for the further exploration,
evaluation and exploitation of the Liontown Prospect,
(relating to The Whole of The equity in the leases).

1. The incoming party or parties must be suitably qualified both financially and technically to assess and exploit the mineralisation contained within the twenty-six mining leases comprising the Liontown Prospect. Laverton Nickel N.L. and Nickel Mines Limited, are the present proprietors of the leases, having each a 50% Interest therein, (hereafter described as the "Minority Parties".) 10
2. The incoming party or parties would be entitled to earn a maximum 80% interest in the Liontown Property, providing that expenditure of \$200,000 in the first 18 months is committed and carried out and the initial option fee of not less than \$30,000 is paid. 20
3. The incoming party or parties would be required to spend in excess of \$200,000 in the first stage of exploration in a maximum period of 18 months with exploration in the two subsequent years thereafter being at a minimum rate of $\frac{1}{4}$ million per annum, if options are taken up successively each year.
4. After expenditure of the first \$750,000, which would be financed solely by the incoming party or parties, those parties would be required to finance The Minority Parties participation in the continuing evaluation and possible development of the Liontown area, with a proviso that The Minority Parties would be required to allocate 80% of their share of the cash flow from any mining operations (viz 20% share) compounded quarterly at 3.75% until that share equals 20% of contributions to mine development similarly compounded; interest not to be charged in respect of the 20% contribution repayment of the Minority Parties applicable to the expenditure of \$750,000 abovementioned on exploration. 30
5. The incoming party or parties would be required to make the following payments in cash to Minority Parties in addition to the expenditures referred to above:- 40
 - (a) Within a reasonable period of execution of a formal Agreement, ratified by the Equity Court - \$30,000.
 - (b) On the first anniversary date of the first payment

Exhibit 3G - Notice of
Shareholders Meeting

- \$40,000, if the election to take up the option is exercised.

- (c) On each subsequent anniversary date of the first payment until the date of commencement of commercial mining operations in the designated area - \$50,000. Once more, this depends upon the successive Annual elections to take up options. This period may be as long as 5½ years, (Viz. 42 months on exploration and 24 months in construction of Plant). 10

...2

-2-

6. In the event that the incoming party or parties fail to complete the first stage of exploration, they would pay the difference between the amount spent in exploration and the amount specified in the first stage in cash to The Minority Parties. That is the First Stage (18 months) \$200,000 Commitment questioned in 2 above. 20
7. The Minority Parties would have the option at any stage to sell their interest to third parties for cash, subject to normal protective covenants in favour of the incoming party or parties.
8. The Minority Parties would also have an election upon completion of a feasibility study to finance their own 20% pro rata share of mine developments, rather than resort to the financing provisions to be required of the incoming party or parties, and if so the right to sell their own share of the product would follow. This is a one time election to be made within a specified period after completion of feasibility studies. (Viz 42 months). 30
9. The incoming party or parties would be required to bring into the Joint Venture any mining titles or interests in mining titles they hold in a designated area centered on the centre of the Liontown lease block, and covering a minimum area of 100 square kilometres.
10. The incoming party or parties would be responsible for the maintenance of all Mines Department requirements relating to the Liontown Prospect mining leases whilst in the Venture. 40
11. Start up losses is The first 6 months to be financed by The incoming parties as to the Share (Viz 20%) of the Minority Parties, on the same terms and conditions as to payment as in number 4 above.

William J. Hamilton
chartered accountant

Hamiltons

nsw 1 york street sydney · telephone 241 3831 · postal address box 1724 gpo sydney 2001 nsw · cde box 675
act 134 bunda street canberra · telephone 47 0972 · postal address box 1129 canberra city 2601 · cde box 7

TO SHAREHOLDERS

when replying please quote
our refWJH:JN.....
your ref

IN THE MATTER of LAVERTON NICKEL N.L.

AND IN THE MATTER of THE COMPANIES ACT, 1961

1. As you are aware, I was appointed Provisional Liquidator of the abovenamed Company on the Petition of the Attorney General of New South Wales. Based on a recommendation of Inspectors appointed to the Company the Commissioner of Corporate Affairs recommended on 19th May 1978 that the Company should be wound up and secondly, that the Court be approached urgently for the appointment of a Provisional Liquidator. The Petition was presented on 22nd May 1978 and on the same day I was appointed Provisional Liquidator.

10

The Petition is presently stood over by consent until 19th October 1978, on which date that Petition and Petitions caused to be presented to the Court by me in associated companies, Leonora Nickel N.L. a debtor, and Nickel Mines Limited, a debtor, the Holding Company, will also be heard. Initially, I was appointed Provisional Liquidator in Leonora Nickel N.L. and Nickel Mines Limited, 29th June 1978. The appointment in the first mentioned company was terminated on the application of the company for various reasons on 7th July 1978; the appointment in the second company is presently contested and is subject to a reserve judgement of Needham J. The position insofar as the Petitions which I have brought aforementioned is complicated by a series of cheques being paid on an exchange basis between companies, simultaneously with sales made by Nickel Mines Limited of Leases at Black Jack Charters Towers Queensland and in a Gold Dump at Charters Towers, for the consideration of \$500,000 to the Company and a lease at Mount James Western Australia for \$200,000 to an associated company, Leonora Nickel N.L. The validity of these transactions will be the subject of a hearing on the dates of the Petitions, if not determined as to their validity in the proceedings wherein judgement is reserved.

20

30

40

Exhibit 3G - Notice of
Shareholders Meeting

In effect, Nickel Mines Limited has, for the consideration of \$700,000 disposed of interests in leases and a gold dump to its subsidiary, Laverton, and to an associated company in the Group, Leonora Nickel N.L. The consideration was purportedly paid by a series of cheques which, if valid, have the effect of eliminating inter-company indebtedness of a similar amount owed by Nickel Mines Limited to Laverton Nickel N.L. and Leonora Nickel N.L. The transactions and their effect are set out with a brief commentary thereon in Schedule "A" hereto. 10

As far as Laverton Nickel N.L. is concerned, in place of the debts due by Nickel Mines Limited of \$176,016 and Leonora Nickel N.L. of \$211,625, it now has, at a cost of \$500,000, a 50% interest in gold dumps at Charters Towers and Black Jack Leases at Charters Towers. Insofar as Leonora Nickel N.L. is concerned, it has been paid by the means of the exchange of cheques of 17th May 1978 by Nickel Mines Limited, a debt due in the sum of \$475,260.59 and has in substitution thereof, an interest being a 50% interest in a lease or leases at Mount James, Western Australia, for a consideration of \$200,000 sold to it by Nickel Mines Limited. 20

...2

-2-

2. The series of transactions of 17th May 1978 is very material, as the major assets of Laverton and Leonora, apart from the worth of any leases, consists of the debts due by Nickel Mines Limited. The effect therefore is that of altering the nature and value of assets and liabilities of the three companies in the group, being the major companies, Leonora Nickel N.L., Laverton Nickel N.L. and Nickel Mines Limited and bringing to account, leases at a value which has never been disclosed in Directors' published accounts. 30

Therefore, in order to understand the value of assets, nature thereof and relationship to external liabilities and the interests of the public generally in the companies, it is necessary to prepare Statements of Affairs of Assets and Liabilities of the group upon two alternative bases, firstly excluding, and secondly including, the transaction. That is to say, on the exclusive basis, the debts are reinstated as owing prior to 17th May 1978 and the acquisition or sale of the leases by Nickel Mines Limited treated as void. On the second basis, the debts are extinguished and the companies have in place thereof interests in mining tenements at a cost purchased from Nickel Mines Limited, for \$700,000. 40

Exhibit 3G - Notice of
Shareholders Meeting

3. Accordingly, attached hereto are the Statements of Affairs of Laverton Nickel N.L., Leonora Nickel N.L. and Nickel Mines Limited, being the Schedules "B", "C" and "D" respectively, prepared on the two bases.
4. From the point of view of the public obtaining an understanding of what assets are administered or could be subject to administration of the three companies in the group, the attached schedule "E" hereto, groups external assets, external liabilities and shows the issued capital in the three companies in the hands of the public. That is to say, internal indebtedness between companies and the values of shares held between companies eliminated, leaving only external assets and liabilities. 10

For the sake of ease or reporting, I will deal with this schedule firstly, with a view to illustrating the shape of the external assets of the group and the magnitude of the public investment in the group.

5. It can be seen from Schedule "E" that the estimated total realisable value of the total assets of the group, leaving aside the value of leases other than that which is certain, namely that of Liantown Lease at Charters Towers, is \$294,526. 20

Included in that figure, is the sum of \$100,000 appropriated to Liantown Leases, Charters Towers, being the only leases known to be readily saleable without further expenditure to prove reserves. Also included is the equity in the real estate, Burwood, being an office building the property of Nickel Mines Limited, valued at \$550,000 by L.J. Hooker Limited under my instructions, and which is subject to mortgages being first and second Real Property Mortgages in the sum of \$400,000. 30

In the proceedings before Needham, J. the directors called evidence for a valuer who had valued this property at \$1,060,000 so there is a conflict between valuers as to its real market worth.

Also included, is the value of a house at Charters Towers, valued at \$23,000 which is subject to mortgage of \$5,000. Total priority debts, being the Deputy Commissioner of Taxation, are shown to be \$2,094, and external creditors are estimated at \$78,918. This latter figure is not presently ascertained, but merely relies upon the debts outstanding at 30th June 1977. 40

...3

-3-

The issued capital in the hands of the public, consists of \$1,775,025 in the three companies (that is capital not controlled by Directors), with the qualification that there may be 120 minority shareholders in Nickel Mines Limited, being a company, for all intents and purposes, owned and controlled by Mr J.J. Lynch. As abovementioned, in my opinion, for all practical purposes, the other leases held by the group in mining tenements can be considered to be of little or no value, including the gold dumps, unless proved otherwise. However, in the proceedings before Needham J., the directors called evidence directed towards proving that they were of substantial value and the issue may be determined by Needham, J. in his judgement, although this is not necessarily so. 10

To prove their value conclusively, would require a partner for a farm-in arrangement, whereby some hundreds of thousands of dollars would be spent in testing and proving known reserves over a period which may range up to 3 or 4 years. For the sake of prudent, it is my view that until the values are known, it is desirable to consider the leases presently of little or no value, apart from Liontown. 20

My comments on Liontown are as follows:-

- (i) At this stage, from enquiries received and testing completed, it is apparent that the Liontown leases may be of significant value, subject to further drilling tests to establish economically recoverable reserves. 30
- (ii) It is estimated that on a forced realisation basis, 100% interest in the Liontown Leases held 50% Nickel Mines Limited and 50% by Laverton Nickel N.L., could be sold immediately for at least a minimum of \$100,000. The sum of \$50,000 (50% interest) has been included in the Statement of Affairs of each company.
- (iii) Based on negotiations with major mining groups, it is evident that a Joint Venture or Farm-in arrangement can be entered into showing the following benefits:- 40
 - (a) a minimum expenditure by the partner of \$600,000 over 3 years with \$250,000 in the first 18 months fully committed. Periods after 18 months are subject to the exercise of option rights, which may or may not be exercised at the end of first 18 months and each period thereafter.

Exhibit 3G - Notice of
Shareholders Meeting

- (b) in respect of each period, an option fee in the vicinity of \$50,000 if exercised (i.e. \$25,000 for each company);
- (c) an outright purchase option after 3 years for a consideration of \$500,000 for 100% interest or, alternatively,
- (d) a joint venture option for the purpose of mining over a further period of 5 years after the construction of capital plant, wherein the partner is entitled to between 60% and 80% interest and the company 40% to 20% interest. The latter may cause a cash flow in the life of the mine in excess of \$1,000,000 a year in respect of a 20% interest. Proven reserves would be a prerequisite to the option being exercised at the end of 3 years and a further 2 years in construction of plant would be incurred before a cash flow would eventuate. 10
...4 20

-4-

6. Accepting my views as expressed above, and ignoring the body of evidence called by the Directors as to the value of the assets, it can be seen that major assets consist of a small interest in plant and machinery, the Liantown Lease and the building at Burwood, which is presently mainly under rental to the Education Department - gross rent \$86,400 per annum, and other tenants, say \$106,000, in all, is subject to mortgages in the sum of \$400,000 requiring an annual interest payment of about \$60,000 and outgoings of about \$24,000, leaving a cash flow of \$22,000 per annum. 30

There are, in my opinion, no other proven substantial assets readily realisable, nor the likelihood of the generation of a cash flow through the group except from these sources. However, a cash flow could be generated from Liantown by entering into a farm-in or joint venture agreement, such that an option fee of \$50,000 p.a. could be received, as mentioned above, and if the reserves are proven after 3 years, by an agreement joint venture or farm-in, after a period of say five or six years, a cash flow may eventuate of \$1,000,000 per annum from mining. This would depend upon the percentage interest negotiated and retained in a joint venture arrangement and heavily depend upon a series of options being taken up, over 3 to 4 years and expenditure made by an outside mining house of at least \$600,000 on proving reserves and some millions in capital plant construction thereafter. A 40

Exhibit 3G - Notice of
Shareholders Meeting

partner with a minority interest would be called upon to contribute a share of development costs from any ultimate cash flow from the leases.

It seems certain that negotiations could be completed immediately in this respect with a joint venture partner.

It should be emphasised that in the initial stages, the only commitment of a partner would be the payment of the first 1½ years option fee, say \$50,000 (in respect of 100% interest) and expenditure over the same period committed to \$250,000 towards proving the leases to enable a feasibility study. The party may decide to proceed at the end of each option period thereafter (year by year), or abandon the lease. 10

It is therefore only after three years that the worth of Liontown can be established and even then, only after three years commitment by an outside party proves sufficiently rewarding to warrant a further option to be exercised for another year and so on. Meanwhile Laverton & Nickel Mines would receive annually say \$50,000 between them as an option fee, and gain by the benefit of expenditure on their leases, the testing results of which are available at any time. 20

7. Financially, the public external shareholding, representing \$1,775,025, which is held by about 4,000 persons in Laverton and a similarly large number in Leonora, are better off to have an administrator appointed in the three companies of the group, such as a Provisional Liquidator, or under a court approved Scheme of Arrangement, whereby the group for all practical purposes, over the next three years, simply relies upon the net income from the Burwood property, and proving up of Liontown Leases, and thereafter, (should Liontown prove to be a viable mine) a reconstruction arrangement. This could well be the appropriate method of enabling shareholders to realise the best possible value on their shares by obtaining listing on an Exchange and raising the share of capital required for capital construction of plant over the next 2 years as a minority partner in a joint venture. 30 40

However, in the medium term, a holding operation only is warranted and no great expectations are forecast. The alternative would be to sell Liontown for say \$100,000 which

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Exhibit 3G - Notice of
Shareholders Meeting

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May well happen, in a winding-up situation, with a view to making a return of capital to shareholders.

8. If the companies were wound up, the attached Schedule "F" sets out the funds I estimate to be available in the various circumstances, either excluding or including the transactions of 17th May 1978, and the likely return of capital to shareholders. It can be seen that if the 17th May 1978 transactions are excluded, then shareholders would receive - after the costs of the administration are allowed for - .003 cents per share. Alternatively, if the 17th May 1978 transactions stand, then there will be no return of capital whatsoever in Laverton Nickel N.L. Therefore, the public has everything to gain by enabling the position as far as the Liontown Leases, to be proved over the next three years, with a view to reconstruction, allowing an administrator to caretaker the three companies during this period, and if proved, to implement a reconstruction scheme to enable the Stock Exchange listing in Laverton Nickel N.L. and Leonora Nickel N.L. to be once more made, or failing a listing in those companies, for a holding company to be formed, to gain listing, wherein the holding company by a share exchange or swap, acquires all the shares in three subsidiaries, Laverton, Leonora and Nickel Mines. I have not taken into account the effect of the Inspector's report, or anything which may emanate therefrom should there be legal causes of action maintainable against officers of the company, nor have I considered the aspect of whether or not the control of the group should remain in the hands of Mr J.J. Lynch and the companies controlled by him.

In the median term, or caretaker period, these matters if evident, would no doubt be resolved.

The interests of Mr J.J. Lynch and companies associated or controlled by him, may be demonstrated thus:-

LAVERTON NICKEL N.L.

No. of Shares 50¢ paid to 17¢ Issued	<u>Shares</u>	Held by Public External Paid-up		Held by companies controlled by J.J. Lynch or associated with him	40
		<u>Capital</u>	<u>Shares</u>	<u>associated with him</u>	
18,563,428	7,292,069	\$1,239,651	11,271,359	\$1,916,131	
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	

LEONORA NICKEL N.L.

6,000,000 shares paid to 10¢	4,940,200		1,059,701	
		<u>\$535,374</u>		<u>\$124,626</u>
6,000,000 shares paid to 1¢	4,134,399		1,865,601	

For all practical purposes, Mr Lynch controls Nickel Mines Limited, which it can be seen, is the holding company of Laverton Nickel N.L. and Leonora Nickel N.L. Therefore, Mr Lynch is in a position to exercise control of the Board of those two companies and their day to day affairs. 10

9. More specifically, the assets of the three companies can be considered individually, thus:-

...6

Nickel Mines Limited

Apart from the small items of plant and equipment, the 50% interest in Liantown leases and the real property at Burwood, there are other leases which are set out in detail in the Statement of Affairs, Schedule "D" thereto. This includes a 50% interest in the gold tailings and dumps in Charters Towers. The foot of the Statement of Affairs shows the estimated dividend (cents in the \$1.00) to unsecured creditors which includes associated companies and in no instance is there a return of capital to shareholders after allowing for the costs of winding up, which are set out in Schedule "G" thereto. 20

Laverton Nickel N.L.

30

The Statement of Affairs of Laverton Nickel N.L. shows the dividends to unsecured creditors in the varying circumstances and only in the one instance, that is on the going-concern values, excluding the 17th May 1978 acquisition of leases and leaving in tact the debt owing by Nickel Mines Limited (\$190,684) is there a return of capital to shareholders likely in a winding up situation. The return of capital is shown as .003 cents for each share. As can be seen from the above, the company is for all practical purposes a subsidiary of Nickel Mines Limited, and is owned as to 50% by companies in which Mr Lynch, through his control over other companies, has an interest. 40

The leases are once more set out in the Statement of Affairs in Schedule "C" and the costs of the administration of Schedule "E" accompanying the Statement of Affairs.

Exhibit 3G - Notice of
Shareholders Meeting

Leonora Nickel N.L.

The Statement of Affairs of Leonora Nickel N.L. shows that for all practical purposes it has no external assets other than interest in leases which are set out in a schedule attached to the Statement of Affairs. As to the total issued capital of \$660,003, the public is substantially interested to the extent of \$535,374. The varying rates of distribution to Unsecured Creditors is shown at the foot of the Statement of Affairs, summary page.

10

I would recommend that a meeting of shareholders should be convened in each company for the purpose of discussing the Statement of Affairs, the schedules attached thereto, the future of the group as a whole, and my recommendation that an administrator should be appointed for three to five years, either Provisional Liquidator or Scheme Manager under a court approved scheme, during which period it should become known whether or not a reconstruction is possible, involving reinstatement of Stock Exchange listing and centering around the value of Liontown leases.

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DATED this 1st day of September 1978.

W.J. Hamilton

W.J. Hamilton
Provisional Liquidator

SCHEDULE "A"

LAVERTON NICKEL N.L.

Statement of Facts concerning Sales of Leases by Nickel Mines Limited to Laverton Nickel N.L. and Leonora Nickel N.L. 17th May 1978, and payments incidental thereto.

The Petition was presented 22nd May 1978, and on the same day I was appointed Provisional Liquidator by an Order made by the Supreme Court of New South Wales, Equity Division. The Petition has been stood over by consent until 19th October 1978, on which date this and other Petitions to wind up Associated Companies, Leonora Nickel N.L. and Nickel Mines Limited will be heard. These Petitions were made after seeking advice from Senior Counsel as to the validity of a series of transactions which took place on or about 17th May 1978, which had the effect of eliminating debts due at that date and substituting in place thereof a 50% interest in Gold Dumps at Charters Towers and Black Jack leases, Charters Towers. In effect a sale of a 50% interest in the Mining leases and Gold Dumps at Charters Towers for the sum of \$500,000 was made by Nickel Mines Limited to the Company on or about 17th May 1978, and a series of cheques were paid on an exchange basis. Thereby, certain outstanding debts owing, namely \$176,016 owing by Nickel Mines Limited and \$201,625 owing by Leonora Nickel N.L. to the Company were satisfied. This can be demonstrated thus:-

	Before 17th May 1978) As at 30th June 1977 as per Published Accounts	(After Acquisition 17th May, 1978	
	\$	\$	
(i) <u>Assets</u>			
Nickel Mines Limited	176,016		
Assay Laboratories Pty Limited	9,154		
Dyeford Investments Pty Limited	60,767		
Leonora Nickel N.L.	201,625		
(ii) <u>Assets</u>			
(a) 50% interest in Gold Dumps Charters Towers & Black Jack Leases at Charters Towers		500,000	40
(b) Debt due by Assay Laboratories Pty Limited		9,154	
(iii) <u>Liability</u>			
Amount owing to Associated Companies		(61,592)	
	<u>\$447,562</u>	<u>\$447,562</u>	

Exhibit 3G - Notice of
Shareholders Meeting

In excess of eight (8) sitting days or part thereof have been incurred in arguing the situation as to the right of my appointment as Provisional Liquidator in Leonora Nickel N.L. and Nickel Mines Limited. In the first mentioned Company my appointment was terminated by the Court on 7th July 1978, and in the second, His Honour Mr Justice Needham has reserved Judgement on Wednesday 16th August 1978. His Honour may or may not deal with the validity of the transactions in the Judgment. The validity of the transactions may be treated as a matter to be determined on the hearing of the Petitions to wind up, 19th October 1978. 10

The position as far as Leonora Nickel N.L. and Nickel Mines Limited, is further complicated by a sale that simultaneously took place on or about 17th May 1978 which supported the exchange of cheques between all the companies. This transaction consisted of a sale of a 50% interest in leases in Western Australia known as Mt. James for the sum of \$200,000 by Nickel Mines Limited to Leonora Nickel N.L. If valid, Leonora Nickel N.L. now has an Asset, a 50% Interest in Mt James substituted for a debt owing by Nickel Mines Limited in the sum of \$475,260 (Nickel Mines books). 20

-2-

Effectively, Nickel Mines Limited had by this and the abovementioned transactions in the sum of \$500,000 with this company, purportedly satisfied debts shown as owing as at 30th June 1977, and at the date thereof as follows, and has divested itself of Interests in Leases and a Gold Dump not previously disclosed as of any material value in Accounts presented to Shareholders, for the sum of \$700,000. 30

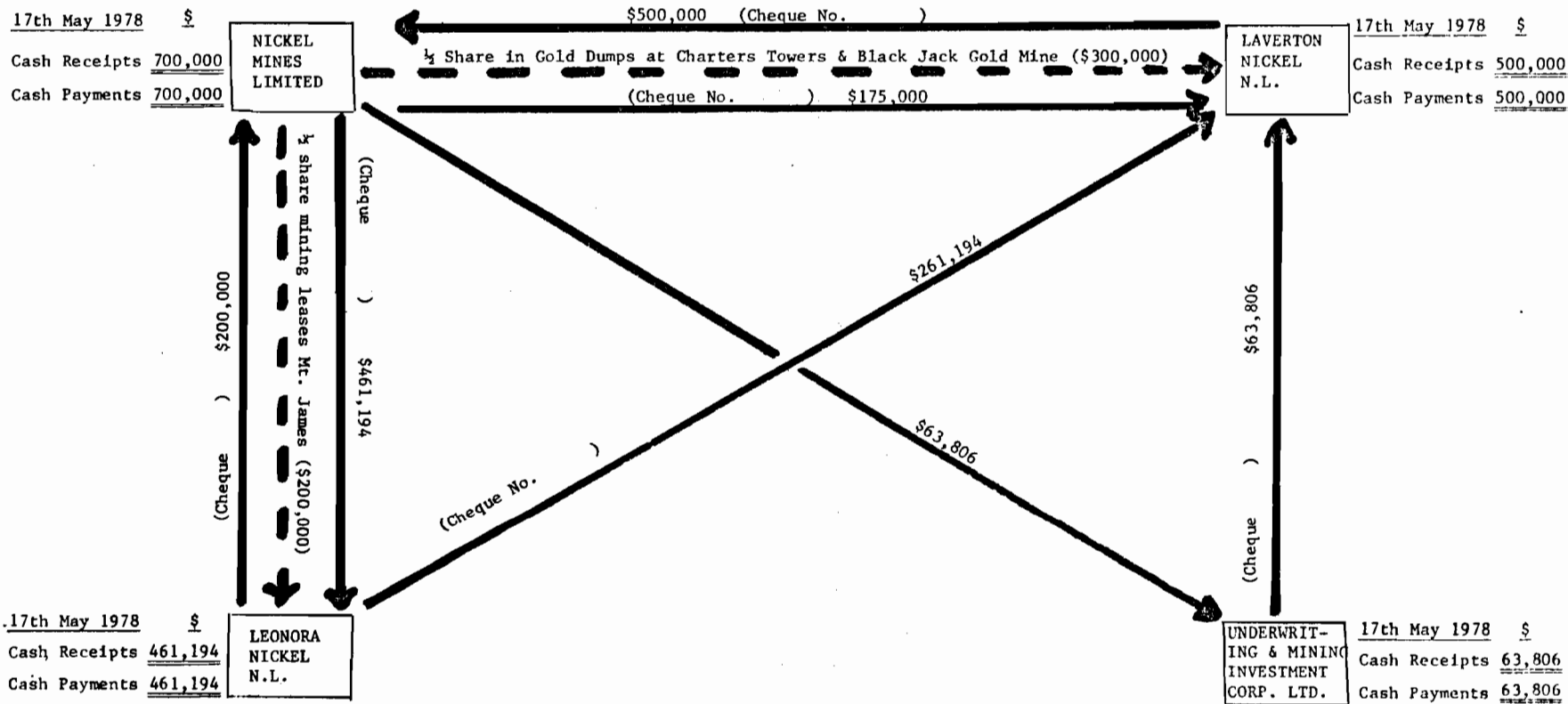
Leonora Nickel N.L.	Debt due	\$ 475,260.59
Laverton Nickel N.L.		<u>175,981.72</u>
		<u>\$651,242.31</u>

Therefore the worth of Assets of Nickel Mines Limited, Laverton Nickel N.L. and Leonora Nickel N.L. needs to be considered in light of the validity or otherwise of the transactions in the sum of \$700,000 of 17th May 1978. Attached hereto is a schedule demonstrating the 17th May 1978 transactions. 40

No independent valuations were made at the time of the purported sale (17th May 1978) nor am I able to confirm a likely value of \$700,000, the consideration purportedly paid. However, at this stage no further comments can be made as to the validity, as the matter is Sub Judice.

NICKEL MINES LIMITED/LAVERTON NICKEL N.L.
MATERIAL INTER COMPANY TRANSACTIONS OCCURRING ON 17TH MAY, 1978

Key	Cash
(Unbroken line)	Interest
-----	in Mining
Broken Line	Lease



700. Exhibit 3G - Notice of Shareholders Meeting

SCHEDULE "A"

SCHEDULE B

NEW SOUTH WALES
COMPANIES ACT, 1961

STATEMENT OF AFFAIRS

LAVERTON NICKEL N.L.

Statement of Assets and Liabilities as at the 22nd day of May 1978

Sale of Leases by Nickel Mines Limited to Subsidiary Companies \$700,000 on
17th May 1978 and payments incidental thereto.

	<u>Excluded</u>		<u>Included</u>	
	<u>Going Concern Value</u>	<u>Estimated Realisable Value</u>	<u>Going Concern Value</u>	<u>Estimated Realisable Value</u>
	<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>
1. ASSETS NOT SPECIFICALLY CHARGED:				
(a) Loans to Holding Company, as per Schedule "A" : Nickel Mines Limited (Book Value \$190,684 and \$15,684)	34,416	22,882	10,483	7,667
(b) Loans to Associated Companies, as per Schedule "A":				
(i) Leonora Nickel N.L. (Book Value \$218,427 and \$Nil)	48,053	26,211	-	-
(ii) Dyeford Investments Pty Limited (Book Value \$60,767 and \$Nil)	Unascertained	Unascertained	Unascertained	Unascertained
(iii) Assay Laboratories Pty Limited (Book Value \$9,154 and \$Nil)	Unascertained	Unascertained	Unascertained	Unascertained
(c) Cash at Bank	319	319	319	319
(d) Plant & Equipment (includes plant ownership to be determined with Nickel Mines Limited (Book Value \$92,820) as per Schedule "B".	75,404	27,265	75,404	27,265
(e) Investments, Shares listed Public Companies (as at 30th June 1970 \$170)	Nil	Nil	Nil	Nil
(f) Interest in Mining Tenements - as per Schedule "C"	50,000	50,000	50,000	50,000
2. REAL ESTATE SUBJECT TO MORTGAGE: - as detailed in Schedule "D"	11,500	11,500	11,500	11,500
Less: Amounts owing, as detailed in Schedule "D"	<u>(2,500)</u>	<u>(2,500)</u>	<u>(2,500)</u>	<u>(2,500)</u>
	9,000	9,000	9,000	9,000
TOTAL ASSETS:	<u>\$217,192</u>	<u>\$135,358</u>	<u>\$145,206</u>	<u>\$94,251</u>
3. LESS: PREFERENTIAL CREDITORS - Income Tax as provided for 30th June 1977)	<u>(2,094)</u>	<u>(2,094)</u>	<u>(2,094)</u>	<u>(2,094)</u>
SURPLUS AVAILABLE FOR UNSECURED CREDITORS	<u>\$215,098</u>	<u>\$133,264</u>	<u>\$143,112</u>	<u>\$92,157</u>
4. CREDITORS (UNSECURED)				
(a) <u>External Creditors</u> (assumed unaltered from 30th June 1977)				
Unsecured Loan	1,379			
Call Refunds Payable	13,749			
Accruals & Other	<u>27,235</u>	<u>(42,363)</u>	<u>(42,363)</u>	<u>(42,363)</u>
(b) <u>Associated Companies</u> , as per Schedule "A"				
Leonora Nickel N.L.	-	-	(42,767)	(42,767)
Dyeford Investments Pty Limited	-	-	<u>(3,039)</u>	<u>(3,039)</u>
SURPLUS SUBJECT TO COSTS OF ADMINISTRATION	<u>\$172,735</u>	<u>\$ 90,901</u>	<u>\$54,943</u>	<u>\$3,988</u>
(1) <u>Estimated Distribution after costs \$100,000</u> Cents in \$1.00 to Creditors	100 cents	78 cents	48 cents	Nil
(2) <u>Estimated value of Shares after allowing for Costs of Administration \$100,000 as per Schedule E</u>	.003 cents each	Nil	Nil	Nil
SHARE CAPITAL				
Shares Issued 18,563,428 of 50c paid to 17 cents 3 of 50c fully paid				
<u>Issued</u>	(\$3,155,785)			
<u>Paid Up</u>	(\$3,155,785)			

SCHEDULE "A"

LAVERTON NICKEL N.L.

Name and Address of Debtor	Balance due as at 30th June 1977	Estimated Interest thereon to 16th May 1978 (approx.)	Estimated balance due as at 16th May 1978. Excluding all other movements in the loan account for 1978 except interest	Payment Received Associated Companies 17th May 1978	Transactions 17th May 1978 Excluded		Transactions 17th May 1978 Included		Balance (Creditors)
					Going Concern Value	Estimated Realisable Value	Going Concern Value	Estimated Realisable Value	
Nickel Mines Limited 2 Railway Parade, Burwood	176,016	14,668	190,684	175,000	34,416 (17c in the \$1.00 on claim \$190,684)	22,882 (12c in the \$1.00 on claim \$190,684)	10,483 (67c in the \$15,684)	7,667 (49c in the claim \$15,684)	
Assay Laboratories Pty Limited 2 Railway Parade, Burwood	9,154	-	9,154	-	(Unascertained)	(Unascertained)	(Unascertained)	(Unascertained)	
Dyeford Investments Pty Limited 2 Railway Parade, Burwood	60,767	-	60,767	63,806	(Unascertained)	(Unascertained)	N11 (No amount due)	N11 (No amount due)	(3,030)
Leonora Nickel No Liability 2 Railway Parade, Burwood	201,625	16,802	218,427	261,194	48,053 (22c in the \$1.00 on claim \$218,427)	26,211 (12c in the \$1.00 on claim \$218,427)	N11 (No amount due)	N11 (No amount due)	(42,767)
	<u>\$447,562</u>	<u>\$31,470</u>	<u>\$479,032</u>	<u>\$500,000</u>	<u>\$82,469</u>	<u>\$49,093</u>	<u>\$10,483</u>	<u>\$7,667</u>	<u>\$(45,806)</u>

NOTES:

- Sundry debtors (\$7,000) Deposits (\$363) and Prepayments (\$7,800) outstanding as at 30th June 1977 have not been included in the above calculations.
- The dividends due from Nickel Mines Limited and Leonora Nickel N.L. may be subject to variation due to, inter alia, the factors noted in that company's Statement of Affairs attached, and costs of administration to be paid out of that company's assets prior to receiving a distribution. An estimate has been made of the latter item and this has been deducted from the anticipated funds available for distribution.

SCHEDULE "B"

LAVERTON NICKEL N.L.

PLANT, EQUIPMENT AND OFFICE FURNITURE

<u>Category of Items</u>	<u>Cost or Book Value as at 30th June 1977</u>		<u>Estimated Realisable Value</u>		<u>COMMENTS</u>
	<u>\$</u>	<u>\$</u>	<u>(Going Concern)</u>	<u>(Auction)</u>	
(1) Laboratory Equipment at 2 Railway Parade, Burwood)))		37,088		7,265	According to the records of Laverton Nickel NL it owns certain plant and equipment and office furniture. I have not been able to establish whether:- 1. all of the equipment sighted and located at the various Mining Tenements throughout Australia belongs to Laverton Nickel N.L. or alternatively in part or wholly to other companies in the Group. 2. all the equipment of the Company has in fact been located and sighted.
(2) Other known Group assets located in Queensland and New South Wales)))	92,820	26,366 (6,800) <u>19,566</u>	lien	26,366 (6,800) <u>19,566</u>	
(3) Known Group assets located in Western Australia)))		18,750		12,400 <u>31,966</u>	
	<u>\$92,820</u>	<u>\$75,404</u>	<u>Estimated Nickel Mines Limited</u>	<u>11,966</u> <u>\$20,000</u> <u>\$27,265</u>	Geoff K. Gray Pty Limited have valued all of the known plant and equipment in Queensland which may belong to the Group, including Laverton Nickel N.L. and same has an auction value of \$26,336. Certain items of the above plant and equipment may be subject to lien resulting from work undertaken for repairs to same, the unpaid invoice value of which is \$6,800.

In regard to the plant and equipment located in Western Australia, Geoff K. Gray Pty Ltd have not sighted the said assets, but rather they have been verbally advised the description of same, in order to attempt to obtain a value. Accordingly the valuation stated in regard to the Western Australia assets may not be entirely accurate, but rather represent a guide.

Finally, items of furniture, plant and equipment located at 2 Railway Parade, Burwood, have been valued by Geoff K. Gray Pty Limited, Independent Valuers.

Possible Over-Statement

Items included in categories 2 and 3 above have been included in the Statement of Affairs of Laverton Nickel N.L. for the same amounts abovementioned. Accordingly there may be an over-statement in the value of such items either to this Company or both of the said companies.

LAVERTON NICKEL N.L.

INTEREST IN MINING TENEMENTS

Location	Lease or Claim Number	Extent of Interest	Cost or Book Value
(a) Queensland			
1. Certain gold tailing dumps at Charters Towers, Queensland and Black Jack Gold Mine near Charters Towers	496/7; 499, 501/3; 486/8; Mining Lease Application 209	Purportedly as follows:- Laverton Nickel N.L. - 50% Nickel Mines Limited - 50%	The book value of interest in Mining Tenements as at the 30th June 1977 was Nil.
		This interest was purportedly acquired in May 1978	
2. Liantown, approximately 30 miles from Charters Towers	317, 320-345	Nickel Mines Limited - 50% Laverton Nickel N.L. - 50%	In this regard it was the company's policy to write off prospecting and exploration expenditure as and when it was incurred.
(b) Western Australia			
1. Mundong Well in the Ashburton Goldfield	08/2421, 08/2427	Wholly owned by Laverton Nickel N.L.	
2. Mt. Stewart near Mt. Margaret Goldfield	M.L. 113C	Wholly owned by Laverton Nickel N.L.	
(c) New South Wales			
Cobar	6341	25 % interest with Nickel Mines Limited	

COMMENTS

(A) Generally Leases

Estimated Realisable Value unknown. In this regard considerable exploration and evaluation costs may have to be expended in order to prove economically recoverable reserves of each of the Leases. The beforementioned costs vary for each lease, depending upon, inter alia, the required drilling, assay tests, geological mapping, survey and bench scale testwork. However, same may be as high as several hundred thousand dollars in respect of each area of interest.

(B) Charters Towers Gold Dumps

In regard to the 50% interest in the Gold Tailings Dumps at Charters Towers and the Black Jack Gold Mine, same was purportedly acquired by the company for \$500,000 on or about 17th May 1978. At the time of acquisition no independent valuation was obtained. The value of the 50% interest in the said Tailing Dumps is not known.

(C) Liantown Leases - Charters Towers

(i) At this stage from enquiries received and testing completed, it is apparent that the Liantown Leases may be of significant value subject to further drilling tests to establish economically recoverable reserves.

(ii) It is estimated that on a forced realisation basis, the 50 per cent interest in the Liantown Leases held by Nickel Mines Limited, could be sold immediately for at least a minimum of \$50,000. The sum of \$50,000 has been included in the Statement of Affairs.

(iii) Based on negotiations with major mining groups, it is evident that a Joint Venture or Farm-In arrangement can be entered into showing the following benefits:-

(a) a minimum expenditure by the partner of \$600,000 over 3 years with \$250,000 in the first 18 months fully committed. Periods after 18 months are subject to the exercise of option rights, which may or may not be exercised at the end of first 18 months and each period thereafter.

(b) In respect of each period, an option fee in the vicinity of \$50,000 if exercised.

(c) An outright purchase option after 3 years for a consideration of \$500,000 or alternatively,

(d) A Joint Venture option for the purpose of mining over a further period of 5 years after the construction of capital plant wherein the partner is entitled to between 60% and 80% interest and the company 40% to 20% interest. The latter may cause a cash flow in the life of the mine in excess of \$1,000,000 a year in respect of a 20% interest. Proven Reserves would be a pre-requisite to the option being exercised at the end of 3 years and a further 2 years in construction of plant would be incurred before a cash flow would eventuate.

(e) The abovementioned facts in (a) to (d) relate to 100% interest in the leases whereas the company shares the benefit of the leases presently as to 50% with Nickel Mines Limited.

LAVERTON NICKEL N.L.

ASSETS SUBJECT TO SPECIFIC CHARGES

<u>Description of Asset</u>	<u>Date Charge Given</u>	<u>Description of Charge</u>	<u>Holder of Charge</u>	<u>Terms of Repayment</u>	<u>Gross Value</u>	<u>Estimated Realisable Value</u>	<u>Amount owing under Charge</u>	<u>Estimated Equity</u>	<u>Cost or Book Value 30th June 1977</u>
					\$	\$	\$	\$	\$
Half (1/2) interest in leasehold property at 57 Plant Street, Charters Towers	20th September 1976	Real Property Mortgage	Australia & New Zealand Banking Group Limited	Overdraft security, as determined when Bank calls for repayment of the overdraft. Interest Rate 10.5%	27,000	27,000 less outstanding rates for Geoff K. Gray Pty Limited 50% thereof	<u>5,000</u> 50% thereof	9,000	1,570
					<u>27,000</u>	<u>11,500</u>	<u>2,500</u>	<u>9,000</u>	<u>1,570</u>

705. Exhibit 3G - Notice of Shareholders Meeting

SCHEDULE "E"

LAVERTON NICKEL N.L.

Dividend Calculations, Value of Shares and Schedule of Estimated Costs of Administration

	Transactions 17th May 1978 excluded		Transactions 17th May 1978 included	
	Going Concern Values	Estimated Realisable Values	Going Concern Values	Estimated Realisable Values
	<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>
Estimated Funds available for distribution to unsecured creditors before costs of administration - refer the Statement of Affairs	215,098	133,264	143,112	92,157
<u>Less: Estimated costs of Administration</u>				
(i) Administrator	(32,000)	(32,000)	(32,000)	(32,000)
(ii) Out of pocket expenses	(8,000)	(8,000)	(8,000)	(8,000)
(iii) Sale expenses on plant and equipment, leasehold property	(10,000)	(10,000)	(10,000)	(10,000)
(iv) Lease rentals, mining leases	(10,000)	(10,000)	(10,000)	(10,000)
(v) Legal	(20,000)	(20,000)	(20,000)	(20,000)
(vi) Other, provision (including Corporate Affairs Commission Inspector's cost estimated at approximately \$10,000)	(20,000)	(20,000)	(20,000)	(20,000)
	<u>\$(100,000)</u>	<u>\$(100,000)</u>	<u>\$(100,000)</u>	<u>\$(100,000)</u>
<u>Estimated funds available for distribution to Unsecured Creditors</u>	<u>\$115,098</u>	<u>\$33,264</u>	<u>\$43,112</u>	<u>\$(7,843)</u>
<u>Estimated total Unsecured Creditors claims as per Statement of Affairs</u>	<u>\$42,363</u>	<u>\$42,363</u>	<u>\$88,169</u>	<u>\$88,169</u>
<u>Estimated Dividend to Unsecured Creditors - cents in \$1.00</u>	<u>100 cents</u>	<u>78 cents</u>	<u>48 cents</u>	<u>Nil</u>
<u>Distribution to Shareholders:</u>	<u>.003 cents per share</u>	<u>Nil</u>		

SCHEDULE C

NEW SOUTH WALES
COMPANIES ACT, 1961

STATEMENT OF AFFAIRS

LEONORA NICKEL N.L.

Statement of Assets and Liabilities as at the 29th day of June 1978

	Sale of Leases by Nickel Mines Limited to Subsidiary Companies for \$700,000 on 17th May 1978 and payments incidental thereto			
	Going Concern Values	Excluded Estimated Realisable Values	Included Going Concern Values	Estimated Realisable Values
	\$	\$	\$	\$
1. ASSETS NOT SPECIFICALLY CHARGED:				
(a) Amounts owing by holding company, as per Schedule "A"				
Nickel Mines Limited				
Book Values (excluding) \$514,860	87,526	61,783	56,484	26,296
Book Values (including) <u>\$53,666</u>				
(b) Amounts owing by associated companies, as per Schedule "A"				
Book Values (excluding) \$8,113	Unascertained	Unascertained	Unascertained	Unascertained
Book Values (including) <u>\$8,113</u>				
(c) Amounts owing by Laverton Nickel N.L. as per Schedules "A" and "B"				
Book Values (excluding) \$Nil	NIL	NIL	20,528	Nil
Book Values (including) <u>\$42,767</u>				
2. Plant and Equipment, Written down Book Value as at 30th June 1977 - \$4,671.	Unascertained	Unascertained	Unascertained	Unascertained
TOTAL ASSETS	<u>\$87,526</u>	<u>\$61,783</u>	<u>77,012</u>	<u>\$26,266</u>
Less:				
3. UNSECURED CREDITORS, as per Schedule "B"				
(a) Associated Company, Laverton Nickel N.L.	(218,427)	(218,427)	Nil	Nil
(b) Other, Unsecured Loan (details not known - may be related company)	(58,862)	(58,862)	(58,862)	(58,862)
	<u>\$(277,289)</u>	<u>\$(277,289)</u>	<u>\$(58,862)</u>	<u>\$(58,862)</u>
4. CONTINGENT ASSETS in Mining Tenements as detailed in Schedule "C"	Unascertained	Unascertained	Unascertained	Unascertained
ESTIMATED DEFICIENCY (SUBJECT TO COSTS OF ADMINISTRATION)	<u>\$(189,773)</u>	<u>\$(215,506)</u>	<u>\$(18,150)</u>	<u>\$(32,596)</u>
Estimated Dividend cents in \$1.00 after costs, refer Schedule "D"	<u>22 cents</u>	<u>12 cents</u>	<u>86 cents</u>	<u>Nil</u>

ISSUED CAPITAL

5 Ordinary 50c shares fully paid	3
6,000,000 Ordinary Shares of 50c each paid to 10 cents	600,000
6,000,000 Ordinary Shares of 50c each paid to 1 cent	60,000
	<u>\$660,003</u>
Paid Up	<u>\$660,003</u>

SCHEDULE "A"

LEONORA NICKEL N.L.

Unsecured Loans due from Associated Companies

Name and Address of Associated Company	Amount due 30th June 1977	Estimated Interest on the debt to 16th May 1978	Estimated balance due as at 16th May 1978 Excluding all other movements in the loan account for 1978 year except for interest	Payments Received Associated Companies 17th May 1978	Balance <u>excluding</u> 17th May 1978 transactions and further interest entitlements calculated after that date, together with other movements in the loan account.		Balance <u>including</u> 17th May 1978 transactions but <u>excluding</u> further interest entitlements calculated after that date, together with other movements in the loan account	
					(i) Going Concern Value	(ii) Forced Realisa-tion	(i) Going Concern Value	(ii) Forced Realisa-tion
	\$	\$	\$	\$	\$	\$	\$	\$
Nickel Mines Limited 2 Railway Parade, Burwood	475,260	39,600	514,860	461,194	87,526 (17c in \$ on claim of \$514,860)	61,783 (12c in \$ on claim of \$514,860)	35,956 (67c in \$ on claim of \$53,666)	26,296 (49c in \$ on claim of \$53,666)
Premier Share Registries Pty Ltd 2 Railway Parade, Burwood	7,374	614	7,988	-	Unascertained	Unascertained	Unascertained	Unascertained
Assay Laborstories Pty Limited 2 Railway Parade, Burwood	117	8	125	-	Unascertained	Unascertained	Unascertained	Unascertained
Laverton Nickel N.L. 2 Railway Parade, Burwood	N11	N11	N11	N11	N11	N11	20,528 (48c in \$ on claim of \$42,767, see Schedule "B")	N11 (Nil c in \$ on claim of \$42,767, see Schedule "B")
	<u>\$482,751</u>	<u>\$40,222</u>	<u>\$522,973</u>	<u>\$461,194</u>	<u>\$87,526</u>	<u>\$61,783</u>	<u>\$56,484</u>	<u>\$26,296</u>

SCHEDULE "B"

LEONORA NICKEL N.L.

UNSECURED CREDITORS

Name and Address of Creditor	Balance Owing as at 30th June 1977	Add Interest on Balance to 16th May 1978 (approx.)	Estimated Balance due as at 16th May 1978, Exclud- ing all other movements in the loan account for 1978 year except for interest	Payments made to Associated Companies 17th May 1978	Balance <u>Excluding</u> 17th May 1978 transactions and further interest entitle- ment calculated after that date, together with other movements in the loan accounts.	Balance <u>Including</u> 17th May 1978 transactions, but excluding other movements in the loan accounts effected during 1978
	\$	\$	\$	\$	\$	\$
A. Associated Company						
Laverton Nickel N.L. 2 Railway Parade, Burwood	201,625	16,802	218,427	261,194	218,427	Nil (Debtor per Schedule "A" \$42,767)
B. Other						
Balance, assumed to be the same as per the company's Balance Sheet as at 30th June 1977.	58,862	-	58,862	-	58,862	58,862
	<u>\$260,487</u>	<u>\$16,802</u>	<u>\$277,289</u>	<u>\$261,194</u>	<u>\$277,289</u>	<u>\$58,862</u>

SCHEDULE C

LEONORA NICKEL N.L.
INTEREST IN MINING TENEMENTS

<u>Location</u>	<u>Lease or Claim Numbers</u>	<u>Extent of Interest</u>	<u>Cost or Book Value</u>
A. <u>Western Australia</u>			
(i) Wabblī Creek	25	Unknown, presumably wholly owned) The Book Value of interest in Mining Tenements as at the 30th June, 1977, was Nil.
(ii) Mundong Well	4	") In this regard it was the Company's policy to write off prospecting and exploration expenditure as and when incurred.
(iii) Mt. James	4	50% Leonora Nickel N.L. 50% Nickel Mines N.L.)
B. <u>Queensland</u>			
(i) Charters Towers	6	Unknown) <u>Leases Generally:</u> Estimated Realisable Value unknown. In this regard considerable exploration and evaluation costs may have to be expended in order to prove economically recoverable reserves of each of the Leases. The beforementioned costs vary for each lease, depending upon, inter alia, the required drilling, assay tests, geological mapping, survey and bench scale testwork. However, same may be as high as several hundred thousand dollars in respect of each area of interest.
) <u>Mt. James</u> The 50% interest in these leases was acquired from Nickel Mines Limited, the holding Company, on or about 17th May, 1978 for \$200,000. No independent valuation was obtained on the acquisition - the value of the area depends upon the establishment of inter alia economically recoverable reserves.

Schedule "D"

LEONORA NICKEL N.L.

Dividend Calculations, Value of Shares and Schedule of Estimated Costs of Administration

	Transactions 17th May 1978 excluded		Transactions 17th May 1978 included	
	Going Concern Values	Estimated Realisable Values	Going Concern Values	Estimated Realisable Values
	<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>
Estimated Funds available for distribution to unsecured creditors before costs of administration, as per the Statement of Affairs	87,516	61,783	77,012	26,266
<u>Less: Estimated Costs of Administration</u>				
(i) Administrator	(15,000)	(15,000)	(15,000)	(15,000)
(ii) Out of pocket expenses	(5,000)	(5,000)	(5,000)	(5,000)
(iii) Lease rentals, sale of assets, Inspector's costs	(6,000)	(6,000)	(6,000)	(6,000)
	<u>\$(26,000)</u>	<u>\$(26,000)</u>	<u>\$(26,000)</u>	<u>\$(26,000)</u>
<u>Estimated funds available for distribution to unsecured creditors after costs</u>	<u>\$61,516</u>	<u>\$ 35,783</u>	<u>\$51,012</u>	<u>\$266</u>
<u>Total Creditors claims as per Statement of Affairs</u>	<u>\$277,289</u>	<u>\$277,289</u>	<u>\$58,862</u>	<u>\$58,862</u>
<u>Estimated Dividend to Unsecured Creditors - cents in the \$1.00</u>	<u>22 cents</u>	<u>12 cents</u>	<u>86 cents</u>	<u>Nil</u>

NEW SOUTH WALES
COMPANIES ACT, 1961

STATEMENT OF AFFAIRS

NICKEL MINES LIMITED

Statement of Assets and Liabilities as at the 29th day of June 1978

Sale of Leases to Subsidiary Companies for \$700,000 on 17th May 1978 and payments
incidental thereto

	Excluded		Included	
	Book or Going Concern Values	Estimated Realisable Values	Book or Going Concern Values	Estimated Realisable Values
	\$	\$	\$	\$
1. ASSETS NOT SPECIFICALLY CHARGED:				
(a) Amounts owing by Subsidiary Companies, as per Schedule "A" (Book Values) (Excluding) \$24,384 (Including) \$24,384	Not Ascertained	Not Ascertained	Not Ascertained	Not Ascertained
(b) Loans to Associated Companies, as per Schedule "A" (Book Values) (Excluding) \$125,539 (Including) \$189,345	Not Ascertained	Not Ascertained	Not Ascertained	Not Ascertained
(c) Cash at Bank	498	498	498	498
(d) Plant & Equipment (Going Concern value includes \$38,316 which is duplicated in Statement of Affairs of Laverton Nickel N.L. until ownership is determined) (Going concern & Auction values)	45,656	15,630	45,656	15,630
(e) Shares in Subsidiary Companies				
(i) Laverton Nickel N.L. (Stock exchange listing suspended) 7,355,199 Shares of 50 cents each paid to 17 cents	N11	N11	N11	N11
(ii) Leonora Nickel N.L. (Stock exchange listing suspended) 717,000 Shares of 50 cents each paid to 10 cents 1,200,000 Shares of 50 cents each paid to 1 cent.	N11	N11	N11	N11
(iii) Other Subsidiary Companies, as per Schedule "C".	N11	N11	N11	N11
(f) Interest in Mining Tenements, as per Schedule "D" (Minimum Lintown Immediately Realisable Value)	50,000	50,000	50,000	50,000
(g) Joint Venture Deposit - Star Valley Tin	10,000	-	10,000	-
2. Real Estate Subject to Real Property Mortgages (Directors Valuation \$978,924) as per Schedule "E"				
(i) As per Valuation L.J. Hooker Limited - 13th July 1978 (less arrears of Rates and Taxes), Burwood property.		532,814		
(ii) At Valuation, Geoff K. Gray Pty Limited (arrears of Rates & Taxes) ½ share house at Charters Towers.		11,500		
		544,314		
Less: Mortgagee Debts		402,500		
	141,814	141,814	141,814	141,814
TOTAL ASSETS carried forward:	\$247,968	\$207,942	\$247,968	\$207,942

Sale of Leases to Subsidiary Companies for \$700,000 on 17th May 1978 and payments incidental thereto

	Excluded		Included	
	Book or Going Concern Value	Estimated Realisable Value	Book or Going Concern Value	Estimated Realisable Value
	\$	\$	\$	\$
<u>TOTAL ASSETS</u> brought forward:	247,968	207,942	247,968	207,942
3. CREDITORS (UNSECURED) as per Schedule "F"				
(a) Subsidiary Companies:-	\$	\$		
Leonora Nickel N.L.	514,866	53,672		
Laverton Nickel N.L.	190,647	15,647		
Assay Laboratories Pty Limited	69,112	69,112		
Premier Share Registries Pty Limited	41,939	41,939		
(b) Associated Company:				
Dyeford Investments Pty Limited	5,404	5,404		
(c) Directors Loan	9,100	9,100		
(d) Other (as at 30th June 1977 - presently not determined)	27,455	(858,523)	(222,329)	(222,329)
		(858,523)		
4. CONTINGENT ASSETS: Interest in Mining Tenements as detailed in Schedule "D".	Unknown	Unknown	Unknown	Unknown
<u>(DEFICIENCY)/SURPLUS</u> (subject to costs of administration)	\$(610,555)	\$(650,581)	\$25,639	\$(14,387)
<u>Estimated Dividend cents in \$1.00 after costs</u> (See Schedule G)	17 cents	12 cents	67 cents	49 cents

ISSUED CAPITAL

Shares	(4,880,000	Ordinary Shares of 50 cents each paid to 40 cents
	(32,046,932	Ordinary Shares of 50 cents each fully paid
	Issued	(\$18,463,468)
	Paid Up	(\$17,975,468)
	Unpaid	\$488,000

NOTES:

- Mr Lynch, Director, has advised that a total unpaid capital of the company of \$488,000 is due from himself. This information has not yet been checked with the Company's records to establish whether it is correct.

On a forced realisation basis it is doubtful whether any significant portion of the unpaid capital if called would be received.

- The attached report explains the inter-group transactions effected on or about 17th May 1978 together with the implications thereof.

NICKEL MINES LIMITED

SUNDRY DEBTORS

<u>Name and Address of Debtor</u>	<u>Book Value</u> <u>30 June 1977</u>	<u>17th May 1978</u> <u>Transactions</u>	<u>Book Value</u>	<u>Estimated Realisable Values</u>
	\$	\$	\$	\$
<u>Subsidiary Companies</u>				
(i) Pierce Holdings Pty Limited 2 Railway Parade, Burwood	2,163	-	2,163	Unascertained
(11) Glen Ayr Mining Co. Pty Limited 2 Railway Parade, Burwood	58,735	-	22,221	"
<u>Less</u> Provided for as Doubtful	(36,514)	-	-	"
	<u>\$24,384</u>	<u>NIL</u>	<u>\$24,384</u>	<u>Unascertained</u>
<u>Associated Companies</u>				
(i) Mineral Nominees Pty Limited 2 Railway Parade, Burwood	41,377	-	41,377	Unascertained
(11) Ultra Basic Nickel Pty Limited 2 Railway Parade, Burwood 125352 Less Provision for Doubtful 125222 Debt	130	-	130	"
(111) Underwriting & Mining Investment Corporation Limited 2 Railway Parade, Burwood	61,832	63,806	125,638	"
(iv) Rivoli Burwood Pty Limited 2 Railway Parade, Burwood	3,820	-	3,820	"
(v) Canadian Tin Recoveries Pty Limited 2 Railway Parade, Burwood	18,380	-	18,380	"
	<u>\$125,539</u>	<u>\$63,806</u>	<u>\$189,345</u>	<u>Unascertained</u>

Sundry Debtors of \$5,276 as at 30th June, 1977 have been excluded from this schedule.

COMMENTS

The accounts of Nickel Mines Limited have not been written up for the year ended 30th June, 1978 and accordingly no movement in each of the said debtors loan accounts during this period has been taken into account, excluding the advance of \$63,806 to Underwriting and Mining Investment Corporation Limited made on 17th May, 1978.

No assessment has been made as to the estimated amount recoverable from each of the said debtor. However, as at 30th June, 1977 the Directors have provided \$143,602 for non-recovery of the said debts. This provision relates to the debts due from Ultra Basic Nickel Pty Limited and Canadian Tin Recoveries Pty Limited.

Both Pierce Holdings Pty Limited and Glen Ayr Mining Co. Pty Limited are subsidiary companies of Nickel Mines Limited.

NICKEL MINES LIMITED
PLANT, EQUIPMENT AND OFFICE FURNITURE

<u>Category of Items</u>	<u>Cost or Book Value as at 30 June 1977</u>	<u>Estimated Realisable Value</u>		<u>COMMENTS</u>
	<u>\$</u>	<u>Optimistic (Going Concern)</u>	<u>Pessimistic (Auction)</u>	
		<u>\$</u>	<u>\$</u>	
(1) Office Furniture, Plant and Equipment at 2 Railway Parade, Burwood)))))		7,340	3,664	According to the records of Nickel Mines Limited, it owns certain plant and equipment and office furniture. I have not been able to establish whether:- 1. all of the equipment sighted and located at the various Mining Tenements throughout Australia belongs to Nickel Mines Limited or alternatively in part or wholly to other companies in the Group. 2. all the equipment of the Company has in fact been located and sighted.
(2) Other known Group assets located in Queensland and New South Wales)))))	40,330	lien 26,366 (6,800) <u>19,566</u>	lien 26,366 (6,800) <u>19,566</u>	
(3) Known Group assets located in Western Australia)))))		18,750	<u>12,400</u> \$31,966	Geoff K. Gray Pty Limited have valued all of the known plant and equipment in Queensland which may belong to the Group, including Nickel Mines Limited and same has an auction value of \$26,336. Certain items of the above plant and equipment may be subject to lien resulting from work undertaken for repairs to same, the unpaid invoice value of which is \$6,800.
	<u>\$40,330</u>	<u>\$45,656</u> Estimate Laverton Nickel NL	<u>(20,000)</u> \$11,966 <u>\$15,630</u>	

In regard to the plant and equipment located in Western Australia, Geoff K. Gray Pty Ltd have not sighted the said assets, but rather they have been verbally advised the description of same, in order to attempt to obtain a value. Accordingly, the valuation stated in regard to the Western Australia assets may not be entirely accurate, but rather represent a guide.

Finally, items of furniture, plant and equipment located at 2 Railway Parade, Burwood, have been valued by Geoff K. Gray Pty Limited, Independent Valuers.

Possible Over-Statement

Items included in categories 2 and 3 above have been included in the Statement of Affairs of Laverton Nickel N.L for the same amounts abovementioned. Accordingly there may be an over-statement in the value of such items either to this Company or both of the said companies.

NICKEL MINES LIMITED

Shares in Other Subsidiary Companies

<u>Name of Subsidiary Company</u>	<u>Cost or Book Value - 30th June 1977</u>	<u>Estimated Realisable Value</u>
	<u>\$</u>	<u>\$</u>
(i) Assay Laboratories Pty Limited	404	Nil
(ii) Premier Share Registries Pty Limited	2	Nil
(iii) Glen Ayr Mining Co Pty Ltd	13,460	Nil
(iv) Pierce Holdings Pty Ltd.	94,800	Nil
	<u>\$108,666</u>	<u>\$Nil</u>
<u>Less: Writedown</u>	<u>108,260</u>	<u>Nil</u>
At Directors Valuation	<u>\$406</u>	<u>\$Nil</u>

NICKEL MINES LIMITED

REAL ESTATE SUBJECT TO REAL PROPERTY MORTGAGES

Description of Asset	Date Charge Given	Description of Charge	Holder of Charge	Terms of Repayment	Gross Value	Estimated Realisable Value	Amount owing under Charge	Estimated Equity
					\$	\$	\$	\$
1. Office Building at 2 Railway Parade, Burwood	1. 27th March 1975	Real Property Mortgage	Public Trustee 19 O'Connell St. Sydney	Principal sum repayable in full by 27th March 1980. Interest Rate 13.5% or in the event of default, 14.5%	550,000	550,000 less Estimated Outstanding Land Tax, Council & Water Rates (17,186)	300,000)
)
	2. 17th May 1976	Real Property Mortgage	2. F.I.A. Insurances Limited	Principal sum repayable in full 17th May 1979. Interest rate 18% or in the event of default, 22%			100,000)
)
					\$550,000	\$532,814	\$400,000	\$132,814
2. Half (½) interest in leasehold property at 57 Plant Street, Charters Towers	20th September 1976	Real Property Mortgage	1. Australia & New Zealand Banking Group Limited	Overdraft security, due when Bank calls for repayment of the overdraft. Interest Rate 10.5%	27,000	27,000 less outstanding rates of (4,000) 23,000	5,000)
							50% thereof)
							50% thereof)
						11,500	2,500	9,000
					\$577,000	\$544,314	\$402,500	\$141,814

SCHEDULE "F"

NICKEL MINES LIMITED

UNSECURED CREDITORS

Unsecured Creditors Name and Address	Balance Owing as at 30th June 1977	Add Interest on balance to 16th May 1978 (approx.)	Balance at 16th May 1978 excluding movements in loan accounts to 16th May 1978 but including interest	Excluding 17th May 1978 transactions and further interest entitlement calculated after that date, together with other movements in the loan account	Including 17th May 1978 transactions, but excluding other movements in the loan accounts effected during 1978
	\$	\$	\$	\$	\$
(A) Subsidiary Companies:-					
(i) Assay Laboratories Pty Limited, 2 Railway Parade, Burwood	69,112	-	69,112	69,112	69,112
(ii) Premier Share Registries Pty Limited, 2 Railway Parade, Burwood	41,939	-	41,939	41,939	41,939
(iii) Leonora Nickel N.L. 2 Railway Parade, Burwood	475,261	39,605	514,866	514,866	53,672
(iv) Laverton Nickel N.L. 2 Railway Parade, Burwood	175,982	14,665	190,647	190,647	15,647
	\$762,294	\$54,270	\$816,564	\$816,564	\$180,370
(B) Associated Company					
Dyeford Investments Pty Ltd	5,404	-	5,404	5,404	5,404
(C) Other Creditors					
J. Lynch & Foggarty	9,100	-	9,100	9,100	9,100
Sundry Creditors assumed to be the same value as at 30th June 1977	27,455	-	27,455	27,455	27,455
	\$804,253	\$54,270	\$858,523	\$858,523	\$222,329

NOTE

There is a discrepancy of \$34.00 between Nickel Mines Limited's records and Laverton Nickel N.L.'s records in the amount due to the latter company as at 30th June 1977.

NICKEL MINES LIMITED

Dividend Calculations and Schedule of Estimated
Costs of Administration

	Transactions 17th May 1978, Excluded		Transactions 17th May 1978, Included	
	Book or Going Concern Value	Estimated Realisable Value	Book or Going Concern Value	Estimated Realisable Value
	\$	\$	\$	\$
Estimated Funds Available for distribution before costs of administration, as per Statement of Affairs	247,968	207,942	247,968	207,942
<u>Less Estimated Costs of Administration</u>				
(i) Administrator	(30,000)	(30,000)	(30,000)	(30,000)
(ii) Out of pocket expenses	(5,000)	(5,000)	(5,000)	(5,000)
(iii) Sale expenses building, plant & equipment	(20,000)	(20,000)	(20,000)	(20,000)
(iv) Lease Rentals Mining Leases	(10,000)	(10,000)	(10,000)	(10,000)
(v) Legal	(20,000)	(20,000)	(20,000)	(20,000)
(vi) Other provision (including Corporate Affairs Commission Inspector costs estimated at approximately \$10,000).	(12,312)	(12,312)	(12,312)	(12,312)
	<u>\$97,312</u>	<u>\$97,312</u>	<u>\$97,312</u>	<u>\$97,312</u>
<u>Estimated funds available for distribution after costs</u>	<u>\$150,656</u>	<u>\$110,630</u>	<u>\$150,656</u>	<u>\$110,630</u>
Total Cr�ditors claims as per Statement of Affairs	<u>\$858,523</u>	<u>\$858,523</u>	<u>\$222,329</u>	<u>\$222,329</u>
Estimated Dividend cents in dollars	17 cents	12 cents	67 cents	49 cents

LAVERTON NICKEL N.L. LEONORA NICKEL N.L. NICKEL MINES LIMITED

Grouping of External Assets, Liabilities and Share Capital extracted from Statement of Affairs - May, June, 1978.

DESCRIPTION OF EXTERNAL ASSET	Nickel Mines Limited		Leonora Nickel N.L.		Laverton Nickel N.L.		Total	
	Going Concern Values	Estimated Realisable Values	Going Concern Values	Estimated Realisable Values	Going Concern Values	Estimated Realisable Values	Going Concern Values	Estimated Realisable Values
	\$	\$	\$	\$	\$	\$	\$	\$
Assets not subject to Specific Charges:								
(a) Cash at Bank	498	498	-	-	319	319	817	817
(b) Plant and Equipment	45,656	15,630	-	-	75,404	27,265	121,060	42,895
(c) Interest in Mining Tenements (Minimum value of Lioytown Leases, Charters Towers)	50,000	50,000	-	-	50,000	50,000	100,000	100,000
(d) Joint Venture Deposit - Star Valley Tin	10,000	Nil	-	-	-	-	10,000	-
Assets Subject to Specific Charges:								
(a) Equity in Real Estate, after allowance, Rates & Taxes.	\$							
Gross Value, Burwood Property	532,814							
Gross Value, 1/2 interest House, Charters Towers	23,000							
	555,812							
Less: Mortgagee debts	405,000							
	<u>\$150,814</u>	141,814	-	-	9,000	9,000	150,814	150,814
		<u>\$247,968</u>	<u>\$207,942</u>	<u>-</u>	<u>\$134,723</u>	<u>\$86,584</u>	<u>\$382,691</u>	<u>\$294,526</u>
Description of External Liabilities								
(a) Priority Debts	-	-	-	-	\$2,094	\$2,094	\$2,094	\$2,094
(b) Unsecured Creditors:-								
Directors Loan	9,100	9,100	-	-	-	-	9,100	9,100
Other	27,455	27,455	-	-	42,363	42,363	69,818	69,818
	<u>\$36,555</u>	<u>\$36,555</u>	<u>-</u>	<u>-</u>	<u>\$42,363</u>	<u>\$42,363</u>	<u>\$78,918</u>	<u>\$78,918</u>
Issued Capital in Hands of Public (Associated Companies and Companies controlled by J.J. Lynch excluded)								
	Nil	Nil	\$535,374	\$535,374	\$1,239,651	\$1,239,651	\$1,775,025	\$1,775,025

Note:

(i) Not verified by reference to Share Register

(ii) Totally owned by J.J. Lynch or Associated Companies under his control it is believed for all practical purposes; may be 120 other shareholders in minority.

Note:

4,940,299 Shares paid to 10c and 4,134,399 paid to 1c

Note:

(7,292,069 shares paid 17c)

SUMMARY OF POSITION RE: (i) NICKEL MINES LIMITED (Provisional Liquidator Appointed)
(ii) LAVERTON NICKEL N.L. (Provisional Liquidator Appointed)
(iii) LEONORA NICKEL N.L.

Sale of Leases by Nickel Mines Limited, inter-company and 17th May 1978 transactions

	Excluded						Included					
	Book or Going Concern Values			Estimated Realisable Values			Book or Going Concern Values			Estimated Realisable Values		
	Nickel Mines Limited	Laverton Nickel N.L.	Leonora Nickel N.L.	Nickel Mines Limited	Laverton Nickel N.L.	Leonora Nickel N.L.	Nickel Mines Limited	Laverton Nickel N.L.	Leonora Nickel N.L.	Nickel Mines Limited	Laverton Nickel N.L.	Leonora Nickel N.L.
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
1. Estimated funds available for distribution prior to costs of administration, as per Statement of Affairs	247,968	217,192	87,526	207,942	135,358	61,783	247,968	145,206	77,012	207,942	94,251	26,266
2. Estimated costs of administration	97,312	100,000	26,000	97,312	100,000	26,000	97,312	100,000	26,000	97,312	100,000	26,000
3. Estimated funds available for distribution after costs of administration	150,656	117,192	61,526	110,630	35,358	35,783	150,656	45,206	51,012	110,630	(5,749)	266
4. Total Priority Creditors claims	N11	2,094	N11	N11	2,094	N11	N11	2,094	N11	N11	2,094	N11
5. Total Unsecured Creditors claims as per Statement of Affairs	858,523	42,363	277,289	858,523	42,363	277,289	222,329	88,169	58,862	222,329	88,169	58,862
6. Estimated Dividend to Unsecured Creditors - cents in \$1.00	17 cents	100 cents	22 cents	12 cents	78 cents	12 cents	67 cents	48 cents	86 cents	49 cents	N11	N11
7. Estimated Distribution to Shareholders	N11	.003 cents per share	N11	N11	N11	N11	N11	N11	N11	N11	N11	N11

ENHANCEMENT OF ESTIMATED DIVIDEND

The above estimated distribution entitlements may be improved by , inter alia, the following factors:-

- (i) any realisation derived from subsidiary and associated companies (other than the abovementioned 3 companies) in collection of unsecured loans due by them to each of the said companies.
- (ii) sale of interests in mining tenements or establishment of economically recoverable reserves and the exploitation of same by way of farm-in or joint venture proposal. In this respect no value, except for the Liontown leases, has been assigned to each of the various mining lease areas.
- (iii) payment of the \$488,000 uncalled capital in Nickel Mines Limited.

JACKET #

NEW SOUTH WALES

Companies Act, 1961 Sections 134 (6) and (7)

LODGED in the Office of the
Corporate Affairs Commission
on
25 JAN 1978
F.J.O. Ryan
COMMISSIONER

Form 43

RETURN GIVING PARTICULARS IN REGISTER OF DIRECTORS, MANAGERS AND SECRETARIES, AND CHANGES OF PARTICULARS

Complete in BLOCK LETTERS and return to Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000

LEONORA NICKEL NO LIABILITY.

REMOVED

OFFICE USE ONLY
Reg. No. 115 786-37
Location No.
Date and Batch No.
Film W. Sheet No.
Document No. 75-1-78 C-1

DIRECTORS*

Present Names†	Former Names†	Address‡	Business Occupation (if any)	Particulars of other Directorships‡	Nature of Appointment or Change‡	Date of Appointment or Change‡
PALMER, George.		193 Macquarie Street, Sydney.	Medical Pract.	Laverton Nickel N.L.	Resigned	23.12.77
LYNCH, James Joseph.		XXXXXXXXXXXXXXXXXXXX Black Jack, Clermont Road, Charters Towers, Qld.	Company Director.	Laverton Nickel N.L. Nickel Mines Limited (Group) Epoch Minerals Exp. N.L.	No Change.	
MEDCALF, Walter Francis		Calala Farm, Calala, Tamworth.	Prospector.	Laverton Nickel N.L.	No Change.	
FOGARTY, Leo Thomas		6/110 Beach Street, Coogee.	Company Director.	Nickel Mines Ltd. (Group)	Appointed	23.12.77

N.B. If there is insufficient space in this return, please use an annexure sheet, which should also be signed by the Director or the Secretary

MANAGERS AND SECRETARIES*

Full Name and Office in Company	Address‡	Other Occupation (if any)	Nature of Appointment or Change‡	Date of Appointment or Change‡	Lodged by
Managers					Leonora Nickel N. 2 Railway Pde., Burwood, 2134.
Secretaries	As Above.	As Above.	No Change.		Phone No. 24-2785.
LYNCH, James Joseph	XXXXXXXXXXXXXXXXXXXX	As Above.	No Change.		

Dated this Twentieth day of JANUARY, 1978.

FOR INSTRUCTIONS PLEASE SEE REVERSE SIDE

L. Fogarty
Director/Secretary

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this 3rd day of February 1978.

5414

F.J.O. Ryan
COMMISSIONER

723.
Exhibit 3H - Photostat copies
Returns of Directors of
Third Defendant

30 JUN 1978
F.J.O. Ryan

NEW SOUTH WALES
 Companies Act, 1967 Section 154 (6) and (7)

115986-37
 1978

RETURN GIVING PARTICULARS IN REGISTER OF DIRECTORS, MANAGERS AND SECRETARIES, AND CHANGES OF PARTICULARS

LEONORA NICKEL NO LIABILITY LIMITED

DIRECTORS

NO FEE

LIMITED

30.6.78

1978

Director's Name	Address	Business Occupation (if any)	Particulars of other business interests	Date of Appointment	Term of Appointment
FOGARTY, Leo Thomas	6/110 Beach Street, Coogee.	Company Director.		No Change.	
MEDCALF, Walter Francis	2/6 William Street, Randwick.	Prospector.	Laverton Nickel N.L.	No Change.	
DOOLAN, Marcel Kingsley	19 Charles Street, Five Dock.	Solicitor.		No Change.	
LEE, William Jangsing	43 Wakeford Road, Strathfield.	Barrister.		No Change.	

MANAGERS AND SECRETARIES

Full Name and Office in the Company	Address	Business Occupation (if any)	Nature of Appointment	Date of Appointment
FINCH, James Joseph	Black Jack, Clermont Road Charters Towers.	Company Director.	Resigned	27.6.78
ATHENS, Judith Dawn	18 Clayton Street, RYDE.	Secretary.	Appointed.	27.6.78

Leonora Nickel N.L.
 2 Railway Parade,
 Burwood. N.S.W. 2134.

Date this return made: 27th June 1978

FOR INSTRUCTIONS PLEASE SEE REVERSE SIDE

R. Longley

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this 11th day of July 1978.

5827

F.J.O. Ryan

COMMISSIONER

M 10730 D. West, Government Printer

867

724.
 Exhibit 3H - Photostat copies
 Returns of Directors of
 Third Defendant

RETURN OF THE PARTIES INTERESTED IN THE SHARES AND SECURITIES AND DEBENTURES OF THE COMPANY

LEONORA NICKEL NO LIABILITY.

DIRECTORS

Name	Address	Office	Company	Date of Appointment
FOGARTY, Leo Thomas	6/110 Beach Street, Coogee.	Company Director.		No Change.
LYNCH, James Joseph	Elack Jack, Clermont Road, Charters Towers.	Company Director.	Laverton Nickel N.L. Nickel Mines Limited. Epoch Minerals Exp. N.L. Nickel Mines (Group) Laverton Nickel N.L.	Resigned 20/6/78
MEDCALF, Walter Francis	2/6 William Street, Randwick.	Prospector		No Change.
DOOLAN, Marcel Kingsley	19 Charles Street, Five Dock.	Solicitor.		Appointed 20/6/78
LEE, William Jansing	43 Wakeford Road, Strathfield.	Barrister.		Appointed 20/6/78

MANAGERS AND SECRETARIES

Name	Address	Office	Company	Date of Appointment
LYNCH, James Joseph	As Above	As Above		No Change 74 2785.

Leonora Nickel
2 Railway Parade,
Burwood, N.S.W. 2134

26th JUNE, 1978.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this 11th day of July 1978.

F. J. O. Ryan
COMMISSIONER

5827

725.
Exhibit 3H - Photostat copies
Returns of Directors of
Third Defendant

JACKET B

FORWARDED with the
Corporate Affairs Commission on
16 OCT 1978
F.J.O. Ryan
COMMISSIONER

Form 43

NEW SOUTH WALES
Companies Act, 1961, section 134 (6)

Doc. No. 1072

PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF
DIRECTORS, MANAGERS AND SECRETARIES OF

LEONORA NICKEL NO LIABILITY LIMITED

This is the first Return lodged following incorporation.
is not

Reg. No. 115986-37

Complete in BLOCK LETTERS and return to Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2008
(G.P.O. box No. 7018 N.S.W. 2001)

5/10/78

DIRECTORS*

Present Names*	Former Names*	Address†	Other business occupation (if any)	Particulars of other Directorships (if none, state so)	Nature of Appointment or Change	Date of Appointment or Change
DOOLAN, Marcel Kingsley		19 Charles Street, FIVE DOCK.	Solicitor	----	No Change.	
LEE, William Jangsing		43 Wakeford Road, STRATHFIELD.	Barrister	----	No Change.	
SALWAY, John Allen		46 The Grand Parade, BRIGHTON-LE-SANDS.	Businessman		Appointed	6/10/78

N.B. If there is insufficient space in this return, please use an annexure sheet, which should also be signed by the Director or the Secretary

Full Name and Office in Company	Address†	Other Business Occupation (if any)	Nature of Appointment or Change	Date of Appointment or Change	
Managers*					Lodged by LEONORA Nickel N.L. 534 Princes Highway, ROCKDALE.
Secretaries*	MATHEWS, Judith Dawn 18 Clayton Street, RYDE.	Secretary.	No Change.		Phone No. 995355.

Dated this 9th day of October, 1978

SEE INSTRUCTIONS FOR COMPLETION, LODGMENT AND FEES PAYABLE ON REVERSE SIDE

* Strike out whichever is inapplicable. This form must be signed by a continuing or newly-appointed officer.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1973, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this tw.nty-third day of Oct. 19 78

6029

F.J.O. Ryan
COMMISSIONER

M 10730 D. West, Government Printer

R67

Exhibit 3H - Photostat copies
Of Returns of Directors of
Third Defendant
726.

JAN 1978

NEW SOUTH WALES
Companies Act, 1961, section 134 (6)

Doc. No. 115986-37



Form 43

PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF
DIRECTORS, MANAGERS AND SECRETARIES OF

LEONORA NICKEL NO LIABILITY LIMITED

This is the first Return lodged following incorporation

File No. 115986-37

Complete in BLOCK LETTERS and return to Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
(G.P.O. Box No. 7018 N.S.W. 2001)

DIRECTORS*

Present Names*	Former Names*	Address*	Other business occupation (if any)	Particulars of other Directorships (if none, state so)	Nature of Appointment or Change	Date of Appointment or Change
FOGARTY, Leo Thomas		6/110 Beach Street, COOGEE.		Nil.	Resigned	26/9/78.
DOOLAN, Marcel Kingsley,		19 Charles Street, FIVE ROCK.	Solicitor	Nil.	No Change.	
LEE, William Jangsing		43 Wakeford Road, STRATHFIELD.	Barrister.	Nil.	No Change.	

N.B. If there is insufficient space in this return, please use an annexure sheet, which should also be signed by the Director or the Secretary.

Full Name and Office in Company	Address*	Other Business Occupation (if any)	Nature of Appointment or Change	Date of Appointment or Change	
Managers*					Lodged by Leonora Nickel 34 Princes Highway Rockdale.
Secretaries*					Phone No 595355
MATHEWS, Judith Dawn	18 Clayton Street, RYDE.		No Change.		

Dated this 9th day of October, 1978

SEE INSTRUCTIONS FOR COMPLETION, LODGMENT AND FEES PAYABLE ON REVERSE SIDE

Judith Mathews
Secretary*
* Strike out whichever is inapplicable. This form must be signed by a continuing or newly-appointed officer.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this twenty-third day of Oct., 1978

6029

F.J.O. Ryan
COMMISSIONER

M 18730 D. West, Government Printer

R67

727.
Exhibit 3H - Photostat copies
Returns of Directors of
Third Defendant

PIN SUPPORTING DOCUMENTS HERE

PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Dates of the Annual Return

The present Christian or other name or names or surname ¹	Any former Christian or other name or names or surname	Usual address ²	Other business occupations in the case of directors, managers or other directors as required by section 134 (1) (b) and (c) of the Companies Act, 1961
Director DOOLAN, Marcel Kingsley		534 Prince's Highway ROCKDALE.	Laverton Nickel N.L.
LEC, William Jangsing		43 Wakeford Road, STRATHFIELD.	Laverton Nickel N.L.
SALWAY, John Allen		46 The Grand Parade, BRIGHTON LE SANDS.	Laverton Nickel N.L.
Manager (if any)			
Secretary			
MATHEWS, Judith Dawn		18 Clayton Street, REVED.	
Auditors for current financial year and address: BROWN, Eric F.		100a Northcote Road, Canterbury.	

* Director includes any person who exercises the functions of a director by whatever name called and any person in accordance with whose directions or instructions the directors of a company are accustomed to act.
¹ In the case of a directorate in corporate form and registered in principal office should be shown.
² In the case of directors the address, will mean the usual residential address. See section 134 (2) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of—

- (a) a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company;
- (b) a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961.

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to:

- that: _____ Limited
- (a) the company *has/had not in my opinion kept proper accounting records and other books during the period covered by those accounts;
 - (b) the accounts *have/have not been duly audited in accordance with this Act;
 - (c) I *have/have not referred in my report to any defect or irregularity in the accounts.

Signature: _____ Auditor

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) of section 165A of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 165A of the Companies Act, 1961, we hereby certify, in respect of the financial year to which the accounts or group accounts relate, that:

- (i) the company *has/had not kept such accounting records as correctly record and explain the transactions and financial position of the company;
- (ii) the company *has/had not kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- (iii) the company *has/had not kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- (iv) the accounts and group accounts (if any) *have/have not been properly prepared by a competent person.

Director

Director

* State not whether is negligent.
¹ Particulars of any defect or irregularity referred to in the report should be stated.
² In the case of this certificate being certified in any way, particulars should be stated.

CP 1014-68

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this _____ day of March 19 79.

twenty-eight
6556

J. J. O. Ryan
COMMISSIONER

M 10730 P. West, Government Printer

B67

Exhibit 3H - Photostat copies
Returns of Directors of
Third Defendant

PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Date of the Annual Return

The present Christian or other name or names or surname?	Any former Christian or other name or names or surname	Usual address?	Other business occupation and in the case of directors particulars of other directorships required to be shown by section 134 (2) (c) and (3). (If none, state so)
Director DOOLAN, Marcel Kingsley		534 Princes Highway, ROCKDALE.	Laverton Nickel N.L.
LEE, William Jangsing		83 Wakeford Road, STRATHFIELD.	Laverton Nickel N.L.
SALWAY, John Allen		86 The Grand Parade, BRIGHTON-LE-SANDS.	Laverton Nickel N.L.
Manager (if any)			
Secretary MATHEWS, Judith Dawn		18 Clayton Street, Ryde.	

Auditors for current financial year and address: ERIC F. BROWN. 100a Northcote Street, CANTERBURY.

* Directors' includes any person who occupies the position of a director by whatever name called and any person in accordance with these directions or instructions the directors of a company and mentioned in art. 1. In the case of a corporation its corporate name and registered or principal office should be shown. In the case of directors the address given must be the usual residential address. See section 134 (2) (d).

PART E

Copy of Last Accounts of the Company

Except in the case of—
 (a) a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company; or
 (b) a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961;
 the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company
 For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to the accounts of _____ Limited for the year ended _____ that:
 (a) the company *has/has not in my opinion kept proper accounting records and other books during the period covered by those accounts;
 (b) the accounts *have/have not been duly audited in accordance with this Act;
 (c) I *have/have not referred in my report to any defect or irregularity in the accounts.
 *Particulars of any defect or irregularity referred to in the report should be attached.
 Signature: _____ Auditor

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) of section 165a of the Companies Act, 1961, are not audited.
 For the purposes of subsection (5) of section 165a of the Companies Act, 1961, we hereby certify, in respect of the financial year to which the accounts or group accounts relate, that:
 (i) the company *has/has not kept such accounting records as correctly record and explain the transactions and financial position of the company;
 (ii) the company *has/has not kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
 (iii) the company *has/has not kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
 (iv) the accounts and group accounts (if any) *have/have not been properly prepared by a competent person.
 _____ Director
 _____ Director

* Particulars not applicable in the case of the circumstances being certified in any way, particulars should be attached.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HENRY CERTIFIED pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DAVID this twelfth day of December 1979.
 J. J. P. Glyn
 Chairman
 under delegation from the Commission

7196

Meeting of Directors of Nickel Mines Limited
held at 110 Beach Street, Coogee at 8 p.m. on
Wednesday the 16th April, 1980.

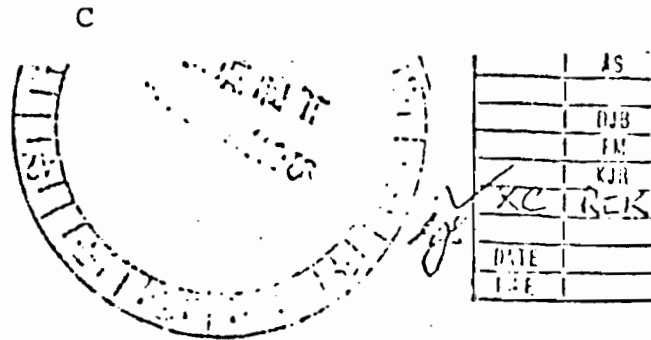
Present: J.J. Lynch, Chairman
L. Fogarty
S. McDonagh

Resolved to execute declaration of trust in favour of Leonora
Nickel N.L. in respect of mining leases numbered 602 to 607
at Liontown in the Charters Towers, Mining Warden District.

*J. J. Lynch
Chairman.*

GA
015
PGM Y MLB 015
AUSMONT AA32026

URGENT....W J HAMILTON,
HAMILTONS,
1 YORK STREET,
SYDNEY NSW



RE LAVERTON NICKEL NL/NICKEL MINES LIMITED STOP 10

THIS CABLE WILL RECORD NEWMONT'S INTEREST IN SUBMITTING A PRO-
POSAL TO YOU TO ACQUIRE OR ALTERNATIVELY TO EARN AN INTEREST
IN THE TWENTY-SIX MINERAL LEASES CONSTITUTING THE LIONTOWN BASE
METAL PROSPECTS SOUTH OF CHARTERS TOWERS IN QUEENSLAND STOP
NEWMONT REQUESTS YOUR PERMISSION TO REVIEW THE DRILL CORES
OBTAINED FROM THE LIONTOWN PROSPECTS WHICH WE UNDERSTAND ARE
STORED AT 57 PLANT STREET, CHARTERS TOWERS, AND WHERE APPROPRIATE,
TO SPLIT THOSE CORES FOR THE PURPOSES OF OBTAINING A SECONDARY
CONFIRMATION ANALYSIS THEREFROM STOP SUBJECT TO YOUR CONSENT, IT
IS PROPOSED THAT NEWMONT GEOLOGISTS VISIT THE CORE STORAGE AREA 20
AT CHARTERS TOWERS COMMENCING MONDAY NEXT FOR THE PURPOSE OF
REASSESSING AND SAMPLING THE AFORESAID CORES STOP WE CONFIRM
THAT A SUFFICIENT CORE WILL BE LEFT AFTER NEWMONT SAMPLING FOR
OTHER INTERESTED PARTIES TO REVIEW AND A COPY OF THE ANALYTICAL
RESULTS WILL BE MADE AVAILABLE TO YOU AT NO COST FOLLOWING THIS
REVIEW STOP WE WOULD TRUST THAT YOU WOULD HOLD THESE RESULTS IN
CONFIDENCE WHILE YOU ARE DETERMINING THE ULTIMATE DISPOSITION
OF THE LIONTOWN LEASES STOP

WE WOULD APPRECIATE YOUR CABLED CONCURRENCE WITH THIS PROPOSAL
TOGETHER WITH YOUR CONFIRMATION THAT A KEY TO THE CORE STORAGE 30
AREA WOULD BE AVAILABLE AT PLANT STREET, CHARTERS TOWERS ON
MONDAY NEXT STOP

REGARDS,
QUINN, NEWMONTAUST
(HAMILTON 1 LAVERTON NICKEL MINES LIONTOWN 57 NEWMONTAUST)
THIS IS THE ANNEXURE MARKED "C" REFERRED TO IN THE Affidavit of
John Quinn BEFORE ME AT Melbourne THIS 2nd DAY OF January
February 1979.:

Commissioner -----

GA
20197
DERBYCO AA20197
AUSMONT AA32026

REF 280 JULY 20, 1978

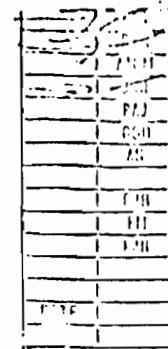
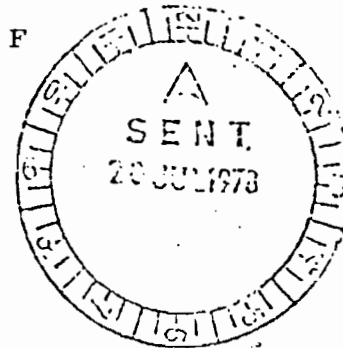
ATTENTION: MR STRANGE,
ENGELHARD, SYDNEY

FOR DELIVERY TO: MR W HAMILTON,
PROVISIONAL LIQUIDATOR,
LAVERTON NICKEL N.L./NICKEL MINES LIMITED,
1 YORK STREET,
SYDNEY.

NEWMONT PROPRIETARY LIMITED (NPL) OF WHICH THE UNDERSIGNED IS
BUSINESS MANAGER, IS A WHOLLY OWNED SUBSIDIARY OF NEWMONT MIN-
ING CORPORATION (NMC) OF THE USA. THE NMC GROUP IS A MAJOR
DIVERSIFIED RESOURCE DEVELOPMENT COMPANY WITH ASSETS EXCEEDING
U.S. DOLLARS 1.1 BILLION AND INTERESTS IN USA, CANADA, SOUTHERN
AFRICA AND AUSTRALIA. IT IS THIRD LARGEST COPPER PRODUCER IN
NORTH AMERICA WITH SUBSTANTIAL PRODUCTION OF LEAD, ZINC, GOLD,
COAL, NICKEL, URANIUM, OIL AND GAS.

IN AUSTRALIA, THE GROUP'S MAJOR INTEREST IS 70 PER CENT OWNER-
SHIP AND MANAGEMENT OF THE TELFER PROJECT, AN AUST. DOLLARS 27
MILLION OPEN PIT GOLD MINE IN WESTERN AUSTRALIA.

NPL HAS EXPRESSED INTEREST IN NEGOTIATING WITH YOU FOR EITHER
THE PURCHASE OR ALTERNATELY ESTABLISHING A JOINT VENTURE FOR
THE FURTHER ASSESSMENT OF CERTAIN MINING TITLES REGISTERED IN
THE NAME OF NICKEL MINES LIMITED BUT BENEFICIALLY OWNED AS TO
50 PER CENT BY LAVERTON NICKEL N.L. AND 50 PER CENT BY NICKEL
MINES LIMITED, COMPANIES OF WHICH YOU ARE APPOINTED PROVISIONAL
LIQUIDATOR.



1.95.3

Agreement

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AS YOU ARE AWARE, THE BENEFICIAL OWNERSHIP OF THE MINING TITLES INVOLVED IS BY VIRTUE OF A JOINT VENTURE AGREEMENT BETWEEN LAVERTON NICKEL N.L. AND NICKEL MINES LIMITED. I HAVE SIGHTED THIS AGREEMENT AND CONSIDER THAT IT LEAVES A GREAT DEAL TO BE DESIRED WITH REGARD TO THE RESPECTIVE RIGHTS, TITLES, INTERESTS AND OBLIGATIONS IN RELATION TO THE ONGOING ASSESSMENT AND POSSIBLE SUBSEQUENT DEVELOPMENT OF THE MINING TITLES.

I AM ADVISED THAT AN ACTION HAS BEEN COMMENCED WHICH, IF SUCCESSFUL, COULD HAVE THE RESULT OF REMOVING YOU FROM YOUR POSITION AS PROVISIONAL LIQUIDATOR OF NICKEL MINES AND THE APPOINTMENT OF ANOTHER PERSON TO ACT IN THAT CAPACITY. I HAVE EXPRESSED CONCERN TO YOU WHICH I REITERATE HEREIN THAT SUCH AN ACTION WOULD SEVERELY COMPLICATE AND MAY ULTIMATELY JEOPARDISE NEWMONT'S INTEREST IN THE MINING TITLES. THIS SITUATION RESULTS FROM THE FACT THAT NEWMONT WOULD BE REQUIRED TO SPEND CONSIDERABLE SUMS OF MONEY IN EXPLORATION OF THE MINING TITLES IF IT WAS TO FULLY ASSESS THEIR MINERAL POTENTIAL. IT IS CLEAR THAT SUCH EXPENDITURE COULD ONLY BE CONTEMPLATED IF NEWMONT WERE ABLE TO MAKE CLEAR AND BINDING CONTRACTUAL ARRANGEMENTS RELATING TO THE OWNERSHIP OF 100 PER CENT OF THE TITLES INVOLVED. 10 20

DUE TO THE SOMEWHAT OBSCURE NATURE OF CURRENT ARRANGEMENTS BETWEEN LAVERTON NICKEL AND NICKEL MINES, IT DOES NOT APPEAR FEASIBLE FOR NEWMONT TO NEGOTIATE INDEPENDENTLY WITH THE PROVISIONAL LIQUIDATOR OF LAVERTON NICKEL WITH RESPECT TO 50 PER CENT OWNERSHIP OF THE TITLES AND INDEPENDENTLY WITH ANOTHER PROVISIONAL LIQUIDATOR OF NICKEL MINES LIMITED FOR THE OTHER 50 PER CENT.

IT FOLLOWS THEREFORE, THAT NEWMONT IS STRONGLY OF THE OPINION THAT IN ITS INTERESTS AS A POTENTIAL PURCHASER OF THE MINING TITLES, AS WELL AS IN THE INTERESTS OF REACHING EARLY FINALITY OF AN ARRANGEMENT, THAT ONE PERSON BE APPOINTED WITH AUTHORITY TO ACT FOR AND BIND BOTH LAVERTON NICKEL AND NICKEL MINES WITH RESPECT TO THESE MINING TITLES. 30

Exhibit 3K - Telex to W.J.
Hamilton, 20 July 1978

WOULD YOU PLEASE KEEP US ADVISED OF THE OUTCOME OF THE CURRENT
COURT ACTION IN ORDER THAT WE CAN EITHER RE-AFFIRM THE OFFERS
MADE TO YOU AS PROVISIONAL LIQUIDATOR OF LAVERTON NICKEL AND
NICKEL MINES LIMITED OR RECONSIDER THE SAME IF YOUR APPOINTMENT
TO NICKEL MINES LIMITED IS REVOKED.

....JOHN C. QUINN,
BUSINESS MANAGER,
NEWMONT PROPRIETARY LIMITED,
MELBOURNE.

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734. Exhibit 3K - Telex to W.J.
Hamilton, 20 July 1978

NEWMONT PROPRIETARY LIMITED
(INCORPORATED IN DELAWARE)
A.M.P. TOWER, 535 BOURKE STREET
MELBOURNE, VICTORIA, 3000

July 26, 1978

Mr. W. Hamilton,
Provisional Liquidator,
Laverton Nickel N.L./Nickel Mines Limited,
C/- Hamiltons,
1 York Street,
SYDNEY, N.S.W. 2000.

Dear Mr. Hamilton,

Re: Liantown Prospect, Charters Towers

In accordance with my undertaking to you I am providing herein terms by which Newmont (on behalf of H.C. Sleigh Resources, ICI Australia and itself) would be willing to proceed with an evaluation and possible development and exploitation of the captioned prospect in joint venture with Laverton Nickel N.L. and Nickel Mines Limited.

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I should explain that I have delayed the preparation of this offer to enable the preliminary consideration of the results of the re-sampling work on the Charters Towers cores and to discuss the various aspects of this proposal with this company's Directors and our associates.

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The preliminary assay results from the re-sampling of drill cores are now to hand. These results are generally lower than assays reported by Laverton/Nickel Mines and in particular have significantly downgraded the potential for important gold and tin credits which we hoped may have improved the economic potential shown by the earlier drilling.

In the Eastern Lode previous assaying showed an average grade of 0.13 oz Au/tonne compared with our re-assaying of 0.067 oz Au/tonne. Tin was not assayed in the past and is reported at an insignificant grade of 0.0004% in our re-assaying. In the Western Lode, previous gold analyses averaged 0.17 oz Au/tonne compared with the re-assaying average grade of 0.068 oz Au/tonne. Tin was reported again in trace amounts only at a grade of 0.0007%. Further assaying using another analytical technique is now in train to provide accurate analysis for the other metals. On receipt of these results we will recompute the "reserve" estimates but do not expect any upgrading of overall metal content.

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-2-

In the light of these results, which confirm our earlier cautious perspective of this prospect, we would now be prepared to proceed with the exploration of the Liontown area on the following terms:

1. The Joint Venture would comprise a Designated Area incorporating all of Laverton/Nickel Mines mining titles in the Liontown area which we understand to total 26 mining leases. (Nos. 317, 320-345 inc.) 10
2. The interests of the parties in the Joint Venture would be:-

Nickel Mines Ltd.	10%
Laverton Nickel N.L.	10%
Newmont Pty. Ltd.	40%
ICI Australia Ltd.	24%
H.C. Sleigh	16%
3. Newmont, ICI and H.C. Sleigh would, subject to paragraphs 4 and 5 hereof, contribute all funds required for exploration, evaluation and development of the Liontown area until the commencement of commercial scale mining operations within the Designated Area. Thereafter each party would be required to contribute (in proportion to its percentage interest in the Joint Venture) to mine operating and continuing exploration expenses, capital replacement and if warranted reinvestment. 20
4. Newmont, ICI and Sleigh would not be entitled to withdraw from the Joint Venture until a first stage of exploration estimated to cost \$111,500 had been completed in a maximum period of 1 year. Details of the proposed programme and budget are annexed hereto. 30

Thereafter any party would be entitled to withdraw from the Joint Venture before the commencement of any budget period. A withdrawing party would forfeit all rights under and interests in the Joint Venture and would take steps to transfer any interests it then had in the mining leases to the continuing parties provided that:

- (a) in the event that any of Newmont, ICI or H.C. Sleigh withdraw from the Joint Venture prior to the equalization date as hereinafter defined, the remaining party or parties of the aforesaid three would be successor to the rights and obligations thus vacated, 40

...3/

-3-

- (b) in the event that any party withdraws from the Joint Venture after the equalization date, each of the continuing parties will be entitled to a share of the rights and obligations thus vacated, and
 - (c) rights and obligations vacated by a withdrawing party will be shared between the continuing parties entitled thereto in the proportions that their respective interests at the date of withdrawal bear to one another. 10
5. After the commencement of commercial mining operations in the Designated Area Laverton Nickel and Nickel Mines would be required to pay 80% of the net cash flow from the sale of their share of output from such mining operations to Newmont, ICI and H.C. Sleigh until the equalization date. The equalization date is defined as the date on which 20% of contributions to the Joint Venture in the period between the date of commencement of the Joint Venture and the date of commencement of commercial scale mining operations in the Designated Area compounded quarterly at the rate of 3.75% (=15% annual rate) equals 80% of Laverton/Nickel Mines net cash flow from commercial mining operations in the Designated Area compounded quarterly at 3.75%. Net cash flow is Laverton/Nickel Mines' share of revenue from the sale of mine output less all contributions to the Joint Venture, reasonable smelting, refining, freight and selling expenses and taxation paid in each relevant period. 20 30
6. Any party would be entitled to sell their interests in the Joint Venture on the following basis:
- (a) any such sale or transfer to a third party must be for cash consideration only,
 - (b) the existing parties to the Joint Venture would have the pre-emptive right to acquire any interest being sold by matching the best bid a selling party could obtain from a third party. In the event that more than one existing party wished to match the best bid, their entitlement to the interest being sold would be in the proportions that their respective interests at the time bear to each other, 40
 - (c) the third party purchaser would covenant with the continuing parties to be bound by the terms of the Joint Venture agreement and would abide by such other conditions as may be reasonably required by the continuing parties as a condition of their consent to the transfer, and 50

...4/ 50

- (d) Newmont, ICI and H.C. Sleigh would be entitled to transfer their interests to related companies without the limitations imposed by (a), (b) or (c) hereof.
7. In addition to meeting all expenditures required to explore, evaluate and possibly develop the Liontown area, Newmont, ICI and H.C. Sleigh would make the following payments to Laverton Nickel/Nickel Mines Limited for so long as they retained an interest in the Joint Venture: 10
- (a) no later than 14 days from the execution of a formal Joint Venture Agreement (subject to the need for Court ratification of any such Agreement) \$30,000,
 - (b) on or before the first anniversary date of the first payment \$40,000,
 - (c) on or before each subsequent anniversary date of the first payment until the date of commencement of commercial mining in the Designated Area \$50,000. 20
8. Newmont would be manager of the Joint Venture until:
- (a) it resigned as manager, or
 - (b) withdrew from or otherwise ceased to retain an interest in the Joint Venture.
9. Budgets and work programmes which the Manager would implement would be determined by a Committee of Management involving representatives of each of the five companies. Decisions taken by that Management Committee would be by majority vote with each party entitled to a number of votes equal to its percentage contribution to the programme and budget under review. 30
10. The Manager would report, technically and financially, to each of the parties on a monthly basis. This information would be provided in confidence and be subject to the provisions of a confidentiality clause.
11. The Manager of the Joint Venture would be responsible for the maintenance of all mining titles including but not limited to rental and rate payments, applicable for labour exemptions and title alterations. 40
12. This offer is subject to confirmation of:
- (a) your appointment as provisional liquidator of both Laverton Nickel N.L. and Nickel Mines Limited, and
 - (b) the legal status of the companies, their rights to the leases in question and your capacity to deliver good title to the mining leases to Newmont, ICI and H.C. Sleigh.

Exhibit 3K - Copy letter
to W.J. Hamilton,
26 July, 1978

-5-

The above offer is an alternative to the conditional option proposal contained in my July 11 letter. Following receipt of the disappointing assay results for gold and tin we now consider that it is appropriate that the terms of that option offer be modified and accordingly hereby withdraw the July 11 offer and submit the following option terms for your consideration:

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(a) Option Payments:

- (i) Initial Payment - 12 months - \$30,000
- (ii) 1st Extension - 12 months - \$40,000
- (iii) 2nd Extension - 12 months - \$50,000
- (iv) 3rd Extension - 12 months - \$60,000
- (v) 4th Extension - 12 months - \$100,000

- (b) Exercise Price - \$500,000 payable no later than 14 days from the end of the 4th Extension.

We look forward to your consideration of these two alternative proposals and would be happy to discuss them with you in detail at your convenience.

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Sincerely,

John C. Quinn
J.C. QUINN.

JCQ:bj
Encl: Liantown Prospect,
Programme & Budget.

739. Exhibit 3K - Copy letter
to W.J. Hamilton,
26 July, 1978

LIONTOWN PROSPECT

STAGE 1 PROGRAMME & BUDGET

The programme will consist of two EMP loops, oriented over the mineralisation and extended to explore 500 m along strike from both the eastern and western lodes, together with four diamond drill holes to test for vertical extension of the Main and Western Lodes to approximately 200 m below surface.

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Expenditure Estimates, Stage 1

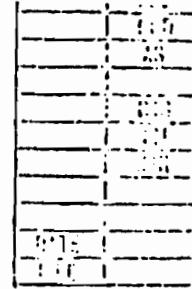
Labour and Overhead		\$22,000	
Assays		2,500	
Drilling - 4 x 80 m precollar			
@ \$18/m	5,760		
4 x 220 m DDH			
@ \$50/m	44,000		
Mobilisation, etc.	<u>1,240</u>	51,000	
Earth Moving - site preparation		1,000	
Geophysics - 2 EMP loops		8,000	20
Surveying - EMP grid		3,000	
Rentals - office & equipment		1,500	
Consultants - A.W.G. Whittle, petrology		1,000	
Supplies		3,000	
Field Living		3,000	
Vehicle Operating		1,500	
Travel & Accommodation		1,000	
Property Payments - exemption			
applications	1,000		
lease rentals	<u>12,000</u>	13,000	30
		<u>\$111,500</u>	

This stage could be completed in a maximum twelve month period.

Subsequent programmes and expenditures to be determined by the Committee of Management based upon results of Stage 1.

September 6, 1978

Mr. W.J. Hamilton,
Provisional Liquidator,
Laverton Nickel N.L.,
C/- Hamiltons,
1 York Street,
SYDNEY. N.S.W. 2000.



Dear Bill,

I am annexing hereto a resume of the Newmont/ICI/H.C. Sleigh proposal to farm-in on the Liantown Prospect contained in the letters dated August 8 and July 26 for use by you at the proposed shareholders meeting later this month.

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In supplying this resume to you, we would like to make the following points:-

- 1. While we can see no way of achieving your objective of having the stockholders ratify the proposed transaction other than to expose in considerable detail the terms of the transaction, Newmont, ICI and H.C. Sleigh do not wish to be nominated in any written submission or in any statement at the proposed meeting.

20

We feel that the stockholders may wish to know who has submitted the attached proposal. Therefore, I suggest that you could make a comment along the following lines that the proposal has been submitted by a consortium of major Australian and Foreign Companies whose expertise in exploration for and development and mining of mineral deposits is unquestioned, and whose financial resources are more than adequate to meet the payments entailed in the offer.

- 2. In publishing the attached resume, we feel that it is possible for competing parties to second guess the proposal we have made to our consortium's considerable disadvantage. We would therefore hope that in authorising you to release what would normally be confidential commercial information, that in the event that competing parties choose to either amend previous offers to you or you receive new offers which might appear in whole or in part to compete with or exceed the terms offered by Newmont, that you will give us similar details of the proposal and the substance of

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THIS IS THE ANNEXURE MARKED "J" REFERRED TO IN THE Affidavit OF John Quinn Sworn BEFORE ME AT Melbourne THIS 2nd DAY OF January February 1979:

Commissioner

Exhibit 3K - Copy letter
to W.J. Hamilton,
6 September, 1978

Exhibit 3K - Copy letter
to W.J. Hamilton,
6 September, 1978

-2-

of the organisation or organisations making the proposal in order that we can have an equal opportunity to review such a proposal.

3. In the event that the proposed stockholders meeting ratifies the Newmont group proposal, we would hope that you and the Provisional Liquidator of Nickel Mines would be in a position at that date to accept the Newmont group proposal in writing, subject to the drawing up of a formal document and the ratification of the arrangement by the Equity Court. 10

I have not addressed myself to the possibility that the stockholders may choose not to ratify the attached resume. Frankly, the thought is too painful to contemplate until that situation arises.

Sincerely,

J.C. Quinn.

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JCQ:JP
Enc.

742. Exhibit 3K - Copy letter
to W.J. Hamilton,
6 September, 1978

R E S U M E

LIONTOWN PROSPECT - CHARTERS TOWERS

Minimum terms required for the further exploration,
evaluation and exploitation of the Liontown Prospect.

1. The incoming party or parties must be suitably qualified both financially and technically to assess and exploit any mineralisation contained within the twenty-six mining leases comprising the Liontown Prospect. 10
2. The incoming party or parties would be entitled to earn a maximum 80% interest in the Liontown Property.
3. The incoming party or parties would be required to spend in excess of \$200,000 in the first stage of exploration in a maximum period of 18 months with exploration in the two subsequent years thereafter being at a minimum rate of \$¼ million per annum.
4. After expenditure of the first \$750,000, which would be financed solely by the incoming party or parties, that party or parties would be required to finance Laverton Nickel and Nickel Mines participation in the continuing evaluation and possible development of the Liontown area, with a proviso that Laverton Nickel and Nickel Mines would be required to dedicate 80% of their share of the cash flow from any mining operations compounded quarterly at 3.75% equals 20% of contributions to mine development similarly compounded. 20
5. The incoming party or parties would be required to make the following payments in cash to Laverton Nickel and Nickel Mines in addition to the expenditures referred to above:- 30
 - (a) Within a reasonable period of execution of a formal Agreement, ratified by the Equity Court - \$30,000.
 - (b) On the first anniversary date of the first payment - \$40,000.
 - (c) On each subsequent anniversary date of the first payment until the date of commencement of commercial mining operations in the designated area - \$50,000.
6. In the event that the incoming party or parties fail to complete the first stage of exploration, they would pay the difference between the amount spent in exploration and the amount specified in the first stage in cash to Laverton Nickel/Nickel Mines. 40
7. Laverton Nickel/Nickel Mines would have the option at any stage to sell their interest to third parties for cash,

subject to normal protective covenants in favour of the
incoming party or parties.

-2-

8. Laverton Nickel/Nickel Mines would also have an election upon completion of a feasibility study to finance their own 20% pro rata share of mine developments, rather than resort to the financing provisions to be required of the incoming party or parties. 10
9. The incoming party or parties would be required to bring into the Joint Venture any mining titles or interests in mining titles they hold in a designated area centred on the centre of the Liantown lease block, and covering a minimum area of 100 square kilometres.
10. The incoming party or parties would be responsible for the maintenance of all Mines Department requirements relating to the Liantown Prospect mining leases.

* * * * *

NEWMONT PROPRIETARY LIMITED

Mr. W.J. Hamilton,
Provisional Liquidator,
Laverton Nickel NL,
1 York Street,
SYDNEY, N.S.W. 2000.

Dear Mr. Hamilton,

re: Liontown Leases

This letter will confirm the proposal discussed in company of Messrs. David Sault, John Dent, Ian Spring and yourself on Thursday, October 12th, 1978 and confirmed on Friday, October 13th, 1978 on the terms for a joint venture to further explore, evaluate and, if warranted, exploit the captioned prospect. The terms were as follows:-

10

1. The Joint Venture would comprise a designated area of 100 square kilometres centred on the centre point of Laverton/Nichel Mines block of 27 mining leases (Nos. 233, 317, 320 to 345 inclusive). All mining titles or interests in mining titles held or under application by any party/or their related companies to the proposed Joint Venture or acquired or applied for during the currency of the joint venture, would be deemed to be acquired by the relevant party on behalf of the Joint Venture. Mining lease Nos. 233, 317 and 320 and 345 inclusive would become Joint Venture assets on the date of commencement of the Joint Venture.

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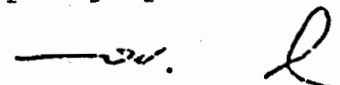
2. The interests of the parties in the Joint Venture until varied up hereinafter provided would be:-

Nickel Mines	15%
Laverton Nickel	15%
Newmont	40%
ICI	20%
Sleigh	10%

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The interest of each party would be an undivided interest as tenant in common with the others in the Joint Venture.

The interests of Newmont, ICI and Sleigh will be subject to forfeiture in the event that they do not comply with the expenditure requirements specified in paragraph 3 and 7 hereof.



-2-

3. Newmont, ICI and Sleigh would be required to contribute the initial \$1.75 million in funds for exploration and evaluation of the designated area before Laverton and Nickel Mines will be liable for their pro-rata contributions to Joint Venture programmes and budgets. The contributions would be phased as follows:- 10

Stage 1 - \$ 230,000 in 18 months from date of commencement
Stage 2 - \$ 250,000 in 12 months from the termination of Stage 1
Stage 3 - \$ 270,000 in 12 months from the termination of Stage 2
Stage 4 - \$1,000,000 in 18 months from the termination of Stage 3.

In the event that Newmont, ICI and Sleigh do not spend \$230,000 on Exploration of the Designated area in the first eighteen months, half of the difference between the amount expended and \$230,000 would be paid in cash to each of Laverton and Nickel Mines and the interest of Newmont, ICI and Sleigh would be forfeited. 20

It is understood that the above are minimum expenditures in the specified periods. The rate of expenditure in excess of the minimum in each period will be at the discretion of Newmont, ICI and Sleigh. Expenditures in excess of the minimum in any stage will be credited against the expenditure commitment in ensuing stages. 30

In the event that Newmont, ICI and Sleigh have not expended the required aggregate amount at the end of each stage, their interest in the Joint Venture would be forfeited.

4. After expenditure of \$1.75 million as aforesaid, Newmont will advise Laverton and Nickel Mines in writing of that fact and will provide an estimate of expenditure required to complete the balance of the then current approved programme. Laverton and Nickel Mines will each be required to contribute their pro-rata share of ongoing programmes as participating parties unless one or both advise Newmont in writing no later than 30 days from the date of the Newmont notice of expenditure of \$1.75 M that they elect to revert to funded 15% interest in the Joint Venture. 40

Upon an election to revert to a funded interest by one or both of Laverton and Nickel Mines hereunder:

- (a) Newmont, ICI and Sleigh shall be required to provide all funds required for the electing party or parties pro-rata share of Joint Venture contributions until the commencement of commercial scale mining operation in the Designated Area,
- (b) Laverton and/or Nickel Mines will be required to pay 80% of the net cash flow from the sale of their share of output from mining operation in the Designated Area to Newmont, ICI and Sleigh until the equalization date. The equalization date is defined as the date on which 15% of contributions to the Joint Venture in the period between the date of an election by either Laverton or Nickel Mines not to contribute to on-going programmes and to revert to a 15% funded interest

-3-

and the date of commencement of commercial scale mining operations in the Designated Area less \$262,500 compounded quarterly at the rate of 4.5% equals 80% of Laverton/Nickel Mines net cash flow from commercial mining operations in the Designated Area compounded quarterly at 4.5%. Net cash flow is Laverton/Nickel Mines' share of revenue from the sale of mine output less all contributions to the Joint Venture, reasonable smelting, refining, freight and selling expenses and taxation paid in each relevant period.

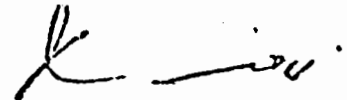
5. Newmont, ICI and Sleigh would not be entitled to withdraw from the Joint Venture until a first stage of exploration estimated to cost \$230,000 had been completed in a maximum period of 18 months.

Thereafter any party would be entitled to withdraw from the Joint Venture before the commencement of any budget period. A withdrawing party would forfeit all rights under and interests in the Joint Venture and would take steps to transfer any interests it then had in the mining leases to the continuing parties provided that:

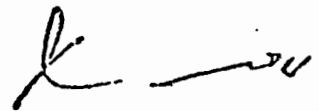
- (a) in the event that any of Newmont, ICI or H.C. Sleigh withdraw from the Joint Venture prior to the equalization date as hereinbefore defined the remaining party or parties of the aforesaid three would be successor to the rights and obligations thus vacated,

Exhibit 3K - Copy letter
First Plaintiff to

- (b) in the event that any party withdraws from the Joint Venture after the equalization date, each of the continuing parties will be entitled to a share of the rights and obligations thus vacated, and
- (c) rights and obligations vacated by a withdrawing party will be shared between the continuing parties entitled thereto to the proportions that their respective interests at the date of withdrawal bear to one another. 10
6. Any party would be entitled to sell their interests in the Joint Venture on the following basis:
- (a) any such sale or transfer to a third party must be for cash consideration only,
- (b) the existing parties to the Joint Venture would have the pre-emptive right to acquire any interest being sold by matching the best bid a selling party could obtain from a third party. In the event that more than one existing party wished to match the best bid, their entitlement to the interest being sold would be in the proportions that their respective interests at the time bear to each other, 20
- (c) the third party purchaser would covenant with the continuing parties to be bound by the terms of the Joint Venture agreement and would abide by such other conditions as may be reasonably required by the continuing parties as a condition of their consent to the transfer, and 30
- (d) Newmont, ICI and H.C. Sleigh would be entitled to transfer their interests to related companies without the limitations imposed by (a), (b) or (c) thereof.
7. In addition to meeting all expenditures required to explore, evaluate and possibly develop the Liontown area, Newmont, ICI and H.C. Sleigh would make the following payments to Laverton/Nickel Mines Limited for so long as they retained an interest in the Joint Venture: 40
- (a) no later than 14 days from the execution of a formal Joint Venture Agreement (subject to the need for Court ratification of any such Agreement) \$30,000.



- (b) on or before the first anniversary date of the first payment \$40,000,
 - (c) on or before each subsequent anniversary date of the first payment until the date of commencement of commercial mining in the Designated Area \$50,000.
8. Newmont would be manager of the Joint Venture until:
- (a) it resigned as manager, or 10
 - (b) withdrew from or otherwise ceased to retain an interest in the Joint Venture.
9. Budgets and work programmes which the Manager would implement would be determined by a Committee of Management involving representatives of each of the five companies. Decisions taken by that Management Committee would be by majority vote with each party entitled to a number of votes equal to its percentage contribution to the programme and budget under review.
10. The Manager of the Joint Venture would be responsible for the maintenance of all mining titles including but not limited to rental and rate payments, application for labour exemptions and title alterations. Costs associated with such activities will be Joint Venture expense. 20
12. Any one of the contributing parties may elect after feasibility to develop and exploit an ore body. If an election is so made by one or more of the parties, Laverton and Nickel Mines will be entitled to an election under one of the following paragraphs:
- (a) in the event Laverton and/or Nickel Mines did not make an election under paragraph 4 to revert to a 15% funded interest, they each shall be entitled, for a period of 90 days after the decision to develop and exploit, provided that they were not the sole party or parties to such a decision, to revert to a 15% funded interest. Provisions made to paragraphs 4 (a) and 4 (b) would apply to such an election, excepting that the payouts under the 4(b) formula would be based on 15% of contributions to the Joint Venture subsequent to the decision to mine only. 30 40



- (b) In the event that Laverton and/or Nickel Mines had made an election under paragraph 4 to revert to a 15% funded interest each of Laverton Nickel and/or Nickel Mines would be entitled to a one time election at the date on which a decision was taken to develop and exploit any mineralisation found at Lioatown (i.e. upon completion of feasibility studies) to convert to an active participating interest in the Joint Venture by paying to Newmont, ICI and H.C. Sleight an amount equal to 15% of contributions to the Joint Venture to the date of this election, less \$262,500, compounded quarterly at the rate of 4.5% as appropriate, and undertaking to contribute its 15% share to all ongoing Joint Venture expenditures including both mine construction and development and mine operating expenses.

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It is understood that this election would have to be exercised no later than 90 days after the date on which a decision is taken by the parties to develop a mine and the notice of such election would be accompanied by documentary evidence, satisfactory to Newmont, ICI and H.C. Sleight, that Laverton Nickel/Nickel Mines have * to meet its pro rata share of the estimated mine construction and development expenses.

*arranged
finance in a
form satis-
factory to
the Manager

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13. In the event that Laverton Nickel and/or Nickel Mines have not contributed to mine construction and development expenditures, Newmont, ICI and H.C. Sleight would agree to provide at the end of the first six months production, the amount of any deficiency in net cash flow (as defined herein) which amount would be capitalised for the purposes of the definition of equalisation date in paragraph 4.

It is understood however, that this proposal relates to the possibility of start-up losses in the first 6 months of production only, thereafter, the commercial risks of participating in a mining venture must be accepted proportionately by each of the participants.

40

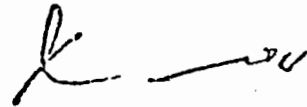
14. Each party would have the right to take and independently dispose of its pro-rata share of mine output.
15. Newmont, ICI and H.C. Sleight shall be entitled to a right of refusal to purchase (on terms no worse than

Exhibit 3K - Copy letter
First Plaintiff to

Exhibit 3K - Copy letter
First Plaintiff to
W.J. Hamilton

those obtainable from third parties save and except Laverton) any or all shares in Nickel Mines Ltd. which you may intend to sell pursuant to the powers granted you in a deed dated the 20th day of September, 1978 between Mr. J.J. Lynch, Nickel Mines Ltd. and yourself.

16. This letter supersedes and replaces all previous offers to Laverton, Nickel Mines and yourself with respect to the Liontown area. 10



-6-

17. You have indicated that you have agreement in principle from the provisional liquidator of Nickel Mines to negotiate an agreement on that company's share of the Liontown area but subject to his approval of the agreement herein which shall be obtained.

18. These terms are subject to
- (a) the execution of a formal Joint Venture Agreement document; 20
 - (b) ratification by the New South Wales Supreme Court Equity Division.

Kindly signify your agreement to these terms on behalf of Laverton Nickel and confirm the agreement of the provisional liquidator of Nickel Mines Ltd. as soon as practicable.

For and on behalf of
NEWMONT PROPRIETARY LIMITED
as Manager of the Newmont/
Sleigh/ICI consortium

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John C. Quinn

J.C. Quinn

AGREED for and on behalf of
LAVERTON NICKEL N.L
(Provisional Liquidator
appointed)
W.J. Hamilton

W.J. Hamilton

751. Exhibit 3K - Copy letter
First Plaintiff to
W.J. Hamilton

Leonora Nickel N.L.
Suite 2.534 Princes Hwy,
ROCKDALE, N.S.W. 2216

Mr Laurence Brian Hunter,
Provisional Liquidator,
Nickel Mines Limited,
52 Phillip Street,
SYDNEY, N.S.W. 2000

Dear Sir,

As it has come to my attention that certain Mineral claims, Mineral Leases Nos 602,603,604,605,606, and 607 in the Liantown area the property of my company may have been included in a Joint Venture agreement between Laverton Nickel N.L., Nickel Mines Limited, Newmont Proprietary Limited and ors. I am writing to warn you that you have no authority to include these leases.

10

If necessary, would you kindly have the said leases excised from any agreement entered into between the said parties.

Yours faithfully,

M Doolan 29/11/78

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MARCEL K. DOOLAN
Chairman of Directors.

RECEIVED	
30 NOV 1978	
MASTER	BALANCE SHEET
CORRESPONDENCE	DOCUMENTS
BANK	TAX
DEBITORS	S/CRS.
CREDITORS	DEBTORS
MEMBERS	
SHARES	

752. Exhibit 3L - Letter to
L.B. Hunter,
29 November, 1978

Leonora Nickel N.L.
Suite 2 534 Princes Hwy,
ROCKDALE, N.S.W. 2216

Mr William James Hamilton,
Provisional Liquidator,
Laverton Nickel N.L.
1 York Street,
SYDNEY, N.S.W. 2000

Dear Sir,

10

As it has come to my attention that certain Mineral claims, Mineral Leases Nos 602,603,604,605,606 and 607 in the Liantown area the property of my company may have been included in a Joint Venture Agreement between Laverton Nickel N.L., Nickel Mines Limited, Newmont Proprietary Limited and ors. I am writing to warn you that you have no authority to include these leases.

If necessary, would you kindly have the said leases excised from any agreement entered into between the said parties.

Yours faithfully,

20

M Doolan 29/11/78

MARCEL K. DOOLAN
Chairman of Directors.

*Similar letter to Hunter
Marked L in green file of
Hunter marked CORRO File No. II*

wallace
mcmullin
& smail

CHARTERED ACCOUNTANTS

52 Phillip Street, Sydney 2000 Telephone 27 9631 Telex AA23037
C.D.E. 445 Cables "Walmin" Address correspondence to: Box 3369
G.P.O. Sydney, 2001.

Ref: Mr. Macpherson.

8th December, 1978.

10

The Chairman,
Leonora Nickel N.L.,
Suite 2,
534, Princes Highway,
ROCKDALE. N.S.W. 2216.

Dear Sir,

Re: Nickel Mines Limited
(Provisional Liquidator Appointed)

I acknowledge receipt of your letter of 29th November last.

I arranged for searches to be carried out at the Department of
Mines in Brisbane, the results of which showed that lease 602
is presently held by Nickel Mines Limited and that leases 603
to 607 inclusive were held by Nickel Mines Limited, but that
these leases had lapsed in April of this year.

20

I have made representations to the Department of Mines in
Brisbane with the result that, after payment of outstanding
fees, I have been informed that leases 603 to 607 inclusive
are now registered in the name of Nickel Mines Limited.

Yours faithfully,

L.B. Hunter

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L.B. Hunter,
Provisional Liquidator.

JWM:am.

Leonora Nickel N.L.
Suite 2,
534 Princes Highway,
ROCKDALE N.S.W. 2216

Mr L.B. Hunter,
Provisional Liquidator,
Nickel Mines Limited,
Box 3369 G.P.O.,
SYDNEY, N.S.W. 2001

Dear Sir,

10

re: Leonora Nickel N.L. and
Nickel Mines Limited
(Provisional liquidator appointed

Thank you for your letter dated 8th December, 1978.

I confirm that whilst the subject leases 602 to 607 inclusive are in the name of Nickel Mines Limited they were acquired by that company as trustee for Leonora Nickel N.L. which company provided the money. Any fees paid by Nickel Mines can be adjusted between the parties.

As I understand that it will be necessary for you to re-
new labour exemption conditions in respect of all leases at
Liontown on 3rd January, 1979, would you kindly include the
above leases and send me the account therefor.

20

Yours faithfully,

M Doolan
MARCEL K. DOOLAN

(Chairman of Directors
Leonora Nickel N.L.)

MKD.SN

RECEIVED	
MASTER	BALANCE SHEET
CORRESPONDENCE	DOCUMENTS
BANK	TAX
PROOF/DEBTS	S/CRS.
W/PAPERS	DEBTORS
ADMIN. LIABILITIES	

02 JAN

JACKET B

NEW SOUTH WALES
Companies Act, 1961, section 134 (6)

Doc. No. _____

LODGED with the
Corporate Affairs Commission on
19 MAR 1979
F. J. O. Ryan
COMMISSIONER

Form 43

PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF
DIRECTORS, MANAGERS AND SECRETARIES OF

NICKEL MINES LIMITED

057657

\$20 19/3/79 *JK*

This ^{is} _{is not} the first Return lodged following incorporation.

Reg. No. 97274-21

Complete in BLOCK LETTERS and return to Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
(G.P.O. Box No. 7018 N.S.W. 2001)

DIRECTORS*

Present Names*	Former Names*	Address	Other business occupation (if any)	Particulars of other Directorships (if none, state so)	Nature of Appointment or Change	Date of Appointment or Change
LYNCH, James Joseph		2 Railway Parade, Burwood.	Company Director	Nickel Mines Group.	No Change.	
MCDONAGH, Sydney Joseph		29 George Street, Eastlakes.	Businessman.		No Change.	
FOGARTY, Leo Thomas		6/110 Beach Street, Coogee.			Appointed	23/11/78.
DENT, John Terance		3/9 Baden Street, Coogee.			Appointed	23/11/78.

N.B. If there is insufficient space in this return, please use an annex sheet, which should also be signed by the Director or the Secretary

Full Name and Office in Company	Address	Other Business Occupation (if any)	Nature of Appointment or Change	Date of Appointment or Change
SECRETARIES*				
MATHEWS, Judith Dawn	18 Clayton Street, Ryde.	Secretary.	No Change	

Lodged by
Nickel Mines Ltd.
2 Railway Parade,
BURWOOD, 2134.
Phone No. 74 8865

Dated this 12th day of March, 1979.

SEE INSTRUCTIONS FOR COMPLETION, LODGMENT AND FEES PAYABLE ON REVERSE SIDE

Judith Mathews
Director/Secretary
* Strike out whichever is inapplicable. This form must be signed by a continuing or newly-appointed officer.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967. DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this twenty-seventh day of March 1979.

6550

F. J. O. Ryan
COMMISSIONER

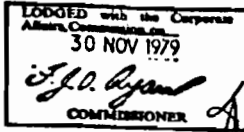
M 10730 D. Wood, Government Printer

R57

756.
Exhibit 3M - Return of
Directors of Nickel Mines
Limited, 12 March, 1979

JACKET C

NEW SOUTH WALES
Companies Act, 1961
Sections 158 and 160



Form A

15466

CODE: A B C G

Coded H \$ 350

30/11/79

Annual Return of a Company having a Share Capital

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000 (G.P.O. Box 701R, N.S.W. 2001)

PART A

Reg. No. 97274-21

Annual Return of NICKEL MINES Limited
made up to the 28th day of NOVEMBER, 1979
bring the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 1979.

1. The accounts of the company ^{were} laid before the Annual General Meeting of the company held on ~~XXXXXX~~ 28th November, 19 79.
being—
* the date of this return.
~~Details of the accounts of the company laid before the Annual General Meeting are to be found in the accounts of the company.~~

2. The address of the registered office of the company is:
2 Railway Parade, BURWOOD. N.S.W. 2134.

3. The name of the company is reserved in the participating States of:
Queensland and Western Australia.

4. The address of the principal office of the company (if any) in each participating State is:
C/- Spry Walker & Co., 27 Turbot Street, BRISBANE. 4000.
C/- Parker & Parker, 140 St. George's Terrace, PERTH. 6000.

5. The address of the place at which the register of members is kept if other than the registered office is:

6. The business names under which the company carries on business are:

Prescribed Fee \$	260
I.C.A.C. FEES	
N.S.W. \$	200
TOTAL N.S.W. FEES \$	200
VIC.	
QLD.	75
W.A.	75
TOTAL I.C.A.C. FEES \$	150

Please complete:

Lodged by: Nickel Mines Limited,
2 Railway Parade, BURWOOD, N.S.W. 2134

Phone: 7A 8865

Date forwarded: 29.11.79

Fee paid: \$150.00
(For assessment see section 70 fee.)

Time for filing:
This document is required to be lodged within one month, or, where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

Fee:

If lodged within the prescribed period—
Exempt Proprietary Company \$ 50
Non-exempt Proprietary Company \$ 75
Public Company \$ 200

With additional fee of \$25 for an Exempt Proprietary or \$75 for Non-Exempt Proprietary or Public Company, as the case may be, for EACH participating STATE in which the name of the company is reserved.

N.B. Penalty Fee:
If lodged within one month after the prescribed period an additional \$5 is payable.
If lodged more than one month after the prescribed period an additional \$15 is payable, making a total of \$20.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control

MADE this ninth day of January 19 80.
J.P.O. Ryan
Chairman

under delegation from the Commission

PART B
Summary of Share Capital and Shares

7. NOMINAL SHARE CAPITAL		\$23,000,000	divided into ¹	46,000,000 shares of	\$ 0.50¢ each
8. Total number of shares taken up to the 28 day of Nov. 19 79		(being the date of the return or other authorized date)		36,926,936 shares of	\$ 0.50¢ each
TOTAL ISSUED CAPITAL (Nominal Value)				\$ 18,463,468	
9. Number of shares issued:					
(a) Subject to payment wholly in cash				36,926,936	
(b) As fully paid up otherwise than in cash					
(c) As partly paid up to the extent of _____ per share otherwise than in cash					
TOTAL of items 9 (a), (b) and (c)—(this should agree with total in item 8)				36,926,936	
10. *Number of shares (if any) of each class issued at a discount					
11. Total amount of discount on the issue of shares which has not been written off at the date of this return					
12. (a) *There has been called up on each of		32,046,936	shares	\$ 0.50¢	
(b) *There has been called up on each of		4,880,000	shares	\$ 0.40¢	
(c) *There has been called up on each of			shares	\$ -	
13. *Total amount:					
(a) Of calls received including payments on application and allotment				\$ 17,975,468	
(b) (If any) agreed to be considered as paid on which have been issued as fully paid up otherwise than in cash				\$ -	
(c) (If any) agreed to be considered as paid on which have been issued as partly paid up to the extent of per share otherwise than in cash				\$ -	
TOTAL of items 13 (a), (b) and (c)				\$17,975,468	
14. Total amount of calls unpaid					
15. Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return					
16. Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return					
17. Total number of shares forfeited					
18. Total amount paid (if any) on shares forfeited					
19. *Total amount of the indebtedness of the company secured on the property (whether real or personal) or undertaking of the company					
\$ 400,000					
Particulars of each charge REGISTERED WITH THE COMMISSION are as follows:					
Registered number	Date of registration	Amount of indebtedness at the date of this return			
		\$ 300,000			
		\$ 100,000			
<small>(1) Where there are shares of different kinds or amounts (e.g., Preference and Ordinary or £20 and \$10) state the numbers and nominal values separately. USE ANNEXURE SHEETS IF NECESSARY and initial. (2) If the shares are of different kinds, state them separately. (3) Where various amounts have been called on there are shares of different kinds, state them separately. (4) Include what has been reserved on forward as well as on existing shares. (5) State the total amount of indebtedness and show in respect of any charge registered with the Commission, the registered number thereof, the date of registration and the amount of indebtedness at the date of the return.</small>					

PART C

LIST OF PERSONS holding shares in NICKEL MINES LIMITED on the 28th day of November, 1979 (being the date of the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this List are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be appended to this List.
NOTE: In the case of a no-liability company or a company organized under the provisions of section 188 of the Companies Act, 1961, this list is not required to be supplied. A Company organized under subsection (1) of section 188 should transmit the certificate by the secretary immediately before Part F on page 4.

Folio in Register Ledger containing particulars	Names		Addresses	* Number of shares held by existing members †
	Surname	At least one Christian name and other initials		
AS PER ATTACHED PAGES.				

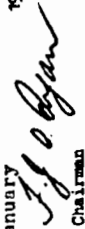
(If space insufficient, use Continuation Sheets and Initial)

* The aggregate number of shares held, and not the distinctive numbers, must be stated, and the balance must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.
† Where the shares are of different classes these entries may be subdivided so that the number of each class held may be shown separately. Where any shares have been converted into stock, particulars of the amount of stock must be shown.

07 00004

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control

DATED this 7259 ninth day of January 19 80.


 Chairman

under delegation from the Commission

LIST OF SHAREHOLDERS IN NICKEL MINES LIMITED AS AT 16th November 1979.

<u>NAME:</u>	<u>ADDRESS:</u>	<u>NO. OF SHARES:</u>
G.M. Adams.	10 Bastille Close, Padstow Heights.	1,000
Adelaide Nominees Limited.	267 Collins Street, Melbourne.	2,600
Adessa Pty. Limited.	P.O. Box 156, Blacktown.	750
J. Agoston,	32 Beresford Road, Rose Bay.	2,000
G.J. Aiken	2 Queen Street, Croydon.	1,200
A.K. & B.N. Payne P.L.	P.O. Box 24, Blacktown.	250
G. Albani,	17 Calga Ave., Normanhurst.	200
G. Allan,	67 Elphin Road, Launceston.	100
E.B. Allen,	18 Myalong St., Burwood.	2,400
M. Allison,	Box 109, P.O. Esperance.	600
C.C. Alma,	5/85c Ocean St., Woollahra.	400
A. Amos,	204 Bunneron Rd., Hillside.	150
A.C. Annetts,	75 Patterson St., Concord.	500
M. Anthony,	18 Fowler Cres., South Coogee.	150
S. Anthony,	56 Livingston Rd., Petersham.	1,000
A.N.Z. Nominees Limited,	G.P.O. Box 4099, Sydney.	6,900
A.N.Z. Nominees Ltd.(Melb)	G.P.O. Box 2842AA, Melbourne.	5,000
A.O.M. Securities P.L.	P.O. Box 6049, Hay St., East Perth.	2,000
M.H. & J.B. Armstrong	8 Elizabeth St., Gilgandra.	2,000
J.C. Arnold	203A Whitehorse Rd., Balwyn.	200
J.M. Ashe	90 Birdwood Ave., Springwood.	600
N.A.W. Ashton	221 Greenwich Rd., Greenwich.	600
J.V. Atkinson	Barrambie Station, Sandstone.	200
L.J. Aubin	3 Wallace St., Greenwich.	200
P. Austin,	46 Hannan St., Maroubra.	350
S. Austin,	10 Trafalgar St., Glenfield	100
Aust. Invest. Coun. P.L.	6th Fl. 464 St. Kilda Rd., Melbourne.	500
J.M. Axtens	Post Office, E. tham.	1,000
H. Bacalu	4/10 Clifton St., Clovelly.	4,500
H. Back,	23 Forest Glen Cres. Belrose.	1,000
M.H. Bailey & K.L. McDonald	28 Barry Ave., Mortdale.	250
C.G. Baker,	500 Bunnerong Road. Matraville.	500
D.C. Baker,	348 Blaxcell St. South Granville.	10,000
F.J. Baker,	6 Bailey Ave., Lane Cove.	1,000
I.M.J. Baker,	348 Blaxcell Street, South Granville.	1,000
K.A. Baker,	C/- P.O. Box 48, Wellington. 2820.	600
K.R. Baker,	348 Blaxcell Street, South Granville.	1,000
C.F. Baker,	137 Robey Street, Maroubra.	1,000
M. Baker,	348 Blaxcell Street, South Granville.	33,700
M.A. Baker,	348 Blaxcell Street, South Granville.	1,000
P.W. Baker,	348 Blaxcell Street, South Granville.	1,000
R.O. Baker,	104 Piccadilly St., Kalgoorlie.	500
S.E. Baker,	3 Moonona Ave. Wahroonga.	800
S.E. Baker & P.J. Enright	45 Cowper St. Randwick.	200
V.A. Baker,	C/- P.O. Box 48 Wellington. 2820.	600
W.A. Ball	22 Coreen Ave., Peakhurst.	2,000
Bank N.S.W. Nominees P.L.	Wales House 66 Pitt St. Sydney.	nil
J. Barakat	P.O. Box 319, Marrickville.	800
Barden Investments P.L.	C/- L.J. Noone, 19 Ralston St., Lane Cove.	500
D.L. Barlow	Cheshire Creek, Bathurst.	500
L.G. Barlow	Box 41, P.O. Narramine.	500
W. Barnes	C/- Mr. J. Barnes 31 Worcester Rd. Sutton.Surrey.	14,300
J.H. Barrett	96 Addis Street, Kalgoorlie.	2,000
R.M. Barron	25/100 Ben Boyd Rd., Neutral Bay.	1,000
G. Bassil	163 Eastern Ave., Kingsford.	400
E.M. Baxter,	12 Linden Ave., Punchbowl.	100
K. Baxter	12 Linden St., Punchbowl.	100
C.F.W. Baylis,	41/22 Peel St., Kiriiribilli.	2,000
Beacon Investments P.L.	3 Palling Pl. Narraween.	500
D.I. Beasley	103 Main Street, Lithgow.	1,000
J.P. Behan	11 Alice Street, Dundas.	10,000
Bell & Moir Car Sales P.L.	P.O. Box 108, Mount Isa.	20,000
Bell & Moir P.L.	P.O. Box 108, Mount Isa.	80,000
Benco P.L.	275 George Street, Sydney.	5,000
J.F. Bennett	58 Johnson St., Harbord.	100
Ben Mevis Estate P.L.	C/- M.H. Tweddell, 7 Stourbridge St. MtGravatt.	nil
A.L. Bentley,	24 Johnston Street, Boulder.	200
Beran Holdings P.L.	C/- 61 Griffith Ave., East Roseville.	2,000
K.J. Bergin,	41 Floss St., Hurlstone Park.	150

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control

DATED this 7259th day of January 19 80.

J. J. O'Byrne
Chairman
under delegation from the Commission

NICKEL MINES LIMITED.

T. & B. Berich,	13 Lewis St. Kalgoorlie.	1,300
B. Berkon	44 Moverly Rd. Kingsford	1,500
Bernley Motors (Arncliffe)	Church Street, Parramatta.	1,000
P.M. Berry	16 Owen Street, Lindfield	1,200
G.N. Bianchi	238 Simpson's Rd., Bardon.	2,400
Bird Bros. Pty. Ltd.	69-73 Oriordan Street, Alexandria.	40,000
D.J. Bird	7 Wonga Rd. Seven Hills	400
E.G. Bird	7 Wonga Rd. Seven Hills	1,500
Bishopgate Invest. P.L.	26 Edwards Bay Rd. Mosman.	11,000
D.M. Black	137 Croydon Road Hurstville.	100
G. Black	69 Kallaroo Road, Lane Cove	800
W.J. Black & C.M. Martin	5 Torver Place Wheeler Heights	800
W.S. Black	69 Kallaroo Road, Lane Cove	4,200
W.J. Black & J.L. Martin	5 Torver Place, Wheeler Heights.	4,800
Blackbutt Estate Pty.Ltd.	Kings Cross. 2011.	500
J.F. Blanchfield	32 Matthews Ave., Lane Cove.	100
L.S. & E.M. Baines	15/77 Ramsgate Ave, North Bondi	150
L. Blok	13 Dawson St., Croydon	150
V. Blok	13 Dawson Street, Croydon.	200
L.M. Boland	29 Ludgate Street, Lakemba. 2195.	6,300
J.M. Bolton.	14 Wirrilda Way, Forestville.	2,000
K.W. & J.M. Bolton	14 Wirrilda Way, Forestville	4,000
M.H. Bond	11 Byrne Parade, Blacktown	300
J.E. & A. Bonomini	C/- 81 Rochester Circle, Balga.	300
E.P. Bowell	5/1 Cambridge Street, Cammeray	300
L.M. Bousfield	581 Bourke Street, Surrey Hills	1,500
S. Bowles	6 Taro Street, Blakehurst	100
Boxleigh Park Pty. Ltd.	Boxleigh, Walmer.	1,000
W.J. Boylan	26 Hinderwell St., Scarborough	1,000
Bradshaw Insurances Pty. Ltd.	12 Bunya Parade, South Coogee.	500
N. Bragg	178 Monaco St., Surfers Paradise.	500
W.B. Bragg	178 Monaco St., Surfers Paradise.	500
R.L. & A.E. Brand	258 South Creek Road, Wheeler Heights	5,000
J. Braysich	204 Kooyong Road, Rivervale.	700
J.J.P. Brennan	34 Hermitage Road West Ryde.	100
H.Y.S. Bridgeman	C/- Post Office Laverton	500
T. Bridgeman	3 Queens Ave, Yaucluse	300
L.A. Bright	37 Warragal Road, Turrumurra	500
P.B. Bright	1 Warilla Place, Lane Cove	6,000
D.V.E. Brouckxou	2/47 Milson Road, Cremorne	700
L. Brouckxou	2/47 Milson Road, Cremorne.	1,200
D.V.E. Brouckxou	2/47 Milson Road, Cremorne	400
E.H. Brown	42/66 Darling Point Road, Darling Point.	100
D. Brown	54 Helen Street, Lane Cove.	1,200
E.R. Brown	9 Arterial Road Killara.	1,200
G.E.J. Brown	26 Thorney Road, Fairfield West.	1,000
I.A. Brown	9 Arterial Road, Killara	200
L.T. Brown	320 Dugan Street, Kalgoorlie.	200
R. Brown	P.O. Box 31, Queen Victoria Building, Sydney	2,600
J.R.E. Brown	9 Arterial Road, Killara	3,400
R.J.McK. Brown	79 Hopkins Street, Boulder.	500
D.R. & O.M. Bruderlin	266 Fitzroy Street, Dubbo.	500
A. Bull	21 Links Road, Bowral	15,000
J.L. Buggy	1 Faulds Road, Guildford.	14,000
Bundarra Tin Pty. Ltd.	P.O. Box 252, Potts Point.	2,500
R.A. Burley	5 Bowen Avenue, South Turrumurra	100
J.T. Burnham	A.M.P. Centre, 5th Fl. 50 Bridge St., Sydney.	500
G. Burns	27 Hillcrest Street, Tempe.	1,000
C.B. Burton	9 Dan Curtin Crescent Marouara Beach.	1,000
Business Nominees P.L.	C/- Cameron, Sloan & McDowall 11th Fl.	
	189 Kent Street, Sydney.	2,050
J.A. Byers	11 Merauke Street, Soldiers Hill Mt. Isa.	100
K.C. Byers	16 Rebecca Street, Mt. Isa.	200
W.A. Byrne	1 Doncaster Ave. Novar Gardens.	300
K.M. Cable	30 Lincoln Towers Cir. Lincoln & Borfort St. Highgate.	210
C.A.G. Gaskin Invest. P.L.	27 Dale Street, Brookvale.	4,000
K.J. Cain	39 Fitzgerald Street, Bahym.	200
L. Calopedos	13 Goodrich Ave., Kingsford.	500
L. McL. Cameron	C/- Lean Cameron, 82 Elizabeth St. Sydney.	12,000
W.J. Cameron	108 Broadarrow Road, Narwee.	3,500

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control

DATED this ninth day of January 19 80.

J. J. O'Brien
Chairman
under delegation from the Commission

NICKEL MINES LIMITED.

B. Caman	1 Sandy Wha Road, Warri Beach.	1,200
R.S. Campbell	14 Junia Ave., Toongabbie.	200
R.M. Campbell	C/- A.G.C. Tamworth.	3,000
T. Campbell	14 Junia Ave. Toongabbie.	100
W.R. Campbell	14 Junia Ave, Toongabbie.	100
W.A. Campbell	14 Angus Ave., Epping.	200
P.R. Caporn	Hopetoun.	12,000
R.C. Carnell	68 Woodville Street, North Balwyn	200
R.F. Carr	66 Young Street, Grenfell	100
C.I. Carrie	Box 488 P.O., Esperance.	500
I.J. Carter	71 Sydney Street, Willoughby	2,800
E.M. Carterson	43 Peronne Ave., Clontarf.	100
R.J. Caruna	2A Fredrica Place, Carlingford.	200
J.P. Casey	42 Ewart St., Marrickville.	200
A.J. Cassidy	12/29A Penkwill St., Bondi.	200
R.T. Cassidy	C/- E.Steel & Co. P.O. Box 71, Cowra.	500
L.D. Chalker	54 Moffitt Drive Lalor Park.	200
B.F. Challen	C7 N.B.A. P.O. Box 150, Kalgoorlie.	1,250
Chamonix Pty. Ltd.	Greenwood Challoner & Co. 109 Pitt St. Sydney.	3,000
B.G. Chapman	C/- Waman Equip. 77 Fisher St. Belmont. W.A.	200
H.G. Chapman.	26 Miller Ave., Bexley North.	400
L.J. Chapman	31 Perry Street, Dundas.	1,200
L.G. Chapman	12/77 Alfred Street, Ramsgate.	400
R.L. Chapman	52 Anderson Street, Chatswood.	1,500
R.A. Cheetham	4/29 Carter Street, Cammeray.	600
H.C. Chippindall	4 Heath Street, Mona Vale.	250
C. Ch'ng	20 Violet Street, Chatswood.	1,000
C.M. Christie	41 Clive St., Wellington.	3,333
D.C. Christie	41 Clive Street, Wellington	2,000
D.L. & V.J. Christie	46 Hovell St., Coozemundra	200
H.R. Christie	35 Lee Street, Wellington	3,334
H.B. Christie	Carrington Park, Shonters Hill Road, Oberon.	200
K. Christie	3 Percy Street, Wellington	500
M.L. Christie	8 Jean Street, Wellington	500
M.L. Christie	3 Percy Street, Wellington	2,000
N.L. Christie	3 Percy Street, Wellington	3,333
R.A. Christie	25 William St. East Roseville.	1,500
F.M. Clark	State School, Laverton.	100
J.B. Clark	C/- N.B.A. Ltd., Dural.	500
V.F. Clark	1 Cleveland Street, Wahroonga.	500
J. Clifford	C/- 57 Plant Street, Charters Towers.	200
M. Clifford	182 McKillop St., Geelong. 3220	400
S.M. Clifton	27 Highclere Ave., Brighton-Le-Sands	1,300
W.A. Clifton	417 Mann Street, Gosford.	100
J.M. Cloak	15 Faye Ave., Blakehurst.	1,000
R.J. Clough	Post Office, Belmore.	50
S. Cole	21 Belmore Street, Burwood.	100
B.L.L. Collier,	2A Strode Avenue, Hamilton Hill	500
K. Collins	65 Varden Street, Kalgoorlie	200
M.J. Collins	Box 30 Woomelang	1,000
A.J. Collopy	C/- Laverton Trading Co., Laverton	500
L. Collopy & G.M. Douglas	Laverton District Hospital	100
J.E. Collyer	32 Washington Street, Bexley	1,000
Colouhoum & Nicholls P.L.	56 Hunter Street, Sydney.	1,500
J.E.G. Colyer,	48 Stuart Street, Longueville.	2,900
Commercial Nominees P.L.	343 George Street, Sydney.	54,850
J.G. Conder	34 Restwell Street, Bankstown.	3,000
L.F. Conder	49 Strata Avenue, Barrick Heights.	3,500
L.F. & N.W. Conder	49 Strata Avenue, Barrick Heights.	1,000
A.R. Convery,	21 Caledonea Crescent, Peakhurst. 2010.	200
Coonong Developments(Aust)	Box 32 P.O. Campsie.	1,000
W.H. Corless	33 Dugan Street. Kalgoorlie.	500
N. Cornelius	43 Blackdown Way, Karrynyup.	13,333
R.F. Cornelius	86 Richardson Street, Boulder	66,668
T.L. Cosgrove	Flat 1, Blocka Bay Street, Glebe.	150
C.C. Cos'ello	Windsor, Charters Towers.	1,800
Q.J. Co'ello	Windsor, Charters Towers.	1,800
R.G. Costin,	9 Milray Avenue, Mollstonecraft.	1,000
J.T. Coulthard	3D/26 Belmore Street, Burwood.	1,200
H.C. Cox	"Glenseski" R.M.B. 527, Wellington	1,500

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Finance (Reproductive) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control

DATED this ninth day of January 19 80.

A. J. O'Byrne
Chairman

under delegation from the Commission

NICKEL MINES LIMITED.

R.C. Cox, M. & P.R. McKay,	Glen'ski, R.M.B. 527, Wellington.	500
R.K. Craig	65 Norman Street, Innaloo.	200
A.J. Crick	"Mayfair" Gollan via Wellington.	400
T.J. Croese	40 Macrossan St., Childers	275
R.B. Croker	Star Service Station, Victoria St. Taree	200
S.R. Croll	Box 2182, G.P.O., Sydney.	1,200
J.M. Crombie,	27 Second Ave. Eastwood.	500
R.J. Crombie	"Camelia Station" Kalgoorlie.	10,000
J.F. Crosby	Windsor Charters Towers.	200
R. & Y.P. Cross	Box 109, P.O. Esperance.	200
M.D. Crossing.	4 Hospital Road, Concord West.	1,200
N. Crossing	83 Grosvenor Road, Lindfield.	1,200
W. Crossley	29 Charlotte St., Kalgoorlie.	1,400
E.E. Cruickshanks	C/- Williams & Co. 146 North Terrace Bankstown.	500
R.A. Cruickshanks	66 Wattleburry Rd., Lower Mitcham.	300
C.T.B. Nominees Ltd.	C/- Registrar, C.T.B. of Aust., G.P.O. Box 4122, Sydney.	5,000
I. Cumiskey	St. John of God Hospital, Dugan St, Kalgoorlie.	400
R.F. & M.B. Curry,	9 Lismore St., Girraween.	500
Cyprus Grove P.L.	8 Lagoon St., Narrabeen.	500
N.C. Dance,	1 Ward St. Pymble.	500
D.R. Daniels	9 Hinemoa St., Kalgoorlie.	400
I. Davidson,	8 Dan Curtin Cres., South Maroubra.	1,000
L.M. Davies	8 Coral Street, Gosnells.	1,000
T. Davies	C/- Parker & Parker, Solicitors, Perth.	3,000
A.I. Davis,	! Holly Street, Castle Cove.	2,500
G.L.R. Davis,	27 Challis Ave., Potts Point.	2,000
K.R. Davis,	739 Mt. Alexander Road, Moonee Ponds.	600
R.B. Day,	12 Mickson St., Surry Hills.	100
H.G. Deasy	5 Hugh Place Wentworthville.	1,300
D.J. Delbridge.	27 Huntingdale Ave, Miranda.	2,000
A. Denning (Decd)	C/- Mrs. M. Denning, Box R198 Royal Exchange.	400
J. Dennison	42B Forth Avenue, Berala.	200
L.M. Dennison	42B Fourth Ave., Berala.	2,000
K.F. Denson	129 Powderworks Road, Elanora.	500
A. Denyer-Simmons	21 Richardson St., Lane Cove.	1,600
A.R. Dexter,	5 Marie Dodd Cres. Blakehurst.	500
M.M. Dexter	4 Marie Dodd Cres. Blakehurst.	500
P.M. Dexter	4 Marie Dodd Cres. Blakehurst.	500
P.E. Dexter	4 Marie Dodd Cres. Blakehurst.	500
B.J. Dick,	67 Riaweena St., The Gap.	100
D. Dimitropoulos	60 Carlton Cres. Kogarah Bay.	2,000
E.M. Dixon,	19 Birdwood Ave. Pagewood.	500
A.F. Dods,	76 Cleveland St., Dianella.	200
S.K. Dolahenty,	24 Madeline St. Hunters Hill.	500
R. Donaldson	C/- Bell & Moir, Mt. Isa.	6,000
R.C. Donaldson	P.O. Box 108, Mt. Isa.	1,000
J.G. Donnellan	8 Blaxland St., Frenchs Forest.	400
M. Doolan	19 Charles St., Five Dock.	2,000
M.K. Doolan	19 Charles St. Five Dock.	200
H.L. Dougherty.	10 Squire Court, Glen Waverley.	800
M. Douglas & P.W. Mawson,	29 Chamberlain Ave. Rose Bay.	400
B. Douglass	C.B.C. Bank, Box 234, Burwood.	1,000
P.J. Douglass	3/32 Arcadia St., Coogee.	600
A.S. Down	2/12 Forest Grove, Epping	1,600
H.W. Downey	38 Eastern St., Kingsford.	100
P.A. Downey	38 Eastern Avenue, Kingsford.	100
R.E. Downsborough	38 Boundary St., Kalgoorlie.	800
K.R. Doyle	C/- Parliament House, Sydney.	400
W.M. Dorobik	14 Bowden Boulevard, Yagoona.	200
Dulrut Investments Pty. Ltd.	175 Gannons Road, Carlingbah.	1,000
J.B. Dunn,	30 Marine Parade, Maroubra.	1,000
E.R. Dunshea	57 Albert Rd., Beecroft.	100
Dwyer Estates Pty. Ltd.	76/8 Fullerton St., Edgecliff.	5,000
Dyford Investments P.L.	2 Railway Parade, Burwood.	140,456
J. Edgar	46 Yowie Ave., Carlingbah.	1,200
I. East,	Warrandyte Road, Warrandyte.	200
B.A. Eddington	30 Goodacre Ave., Winston Hills.	400
B.J. Edmonds	46 Wittenoom St., Kalgoorlie.	200
R.S. Edwards	19 Macquarie St. Cowra.	200
L.G. Eeles	47 Lyall St. Kaloorlie.	200
R.M. Egan	549 Chapel Rd., Bankstown	400

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J. J. O'Byrne
Chairman

under delegation from the Commission

NICKEL MINES LIMITED.

E.J. Minty Pty. Ltd.	56 Castle Hill, Castle Hill	1,000
Elder's Trustee & Ex.Co. L.	27-39 Currie Street, Adelaide.	400
A. Eljovic	65A Pine Street, Cammeray.	3,000
H. Eljovic	65A Pine Street, Cammeray.	5,000
G.L. Elleway	Todd Avenue, Yeppoon	600
M.J. Ellicott	17 Young St. East Maitland.	500
K.G. Evans	10 Lebanon St., Strathmore.	1,600
Fairview Investments P.L.	9th Fl. 62 Margaret Street, Sydney	10,000
V.H. Farr	4 Bobbin Head Road, Pymble.	500
G.A. Faux	5 Jesmond Cres. Beecroft.	nil
E.B. Fawcett	33 Panaview Cres. North Rocks.	200
P.J. Fegan	C/- J. Moore & Co. 380 Queen St, Brisbane.	2,500
D.C. Feltham	30 Washington St., Bexley.	500
G.F.L. Feltham	30 Washington St., Bexley.	1,000
M. Fely	101 Hall Street, Bondi.	1,000
Fenchurch Pty. Ltd.	26 Edwards Bay Road, Mosman.	2,000
F.A. & A.O. Ferguson	27 Yarrabin St. Belrose	100
A.O. Field	10 Captain Pipers Road, Vaucluse.	500
D. Field	10 Captain Pipers Road, Vaucluse	500
N.D.A. Field	4 Frederick St. Perth.	100
P.A. Fless	59 Morts Road, Mortdale.	100
B.G. Findlay	506 Mowbray Road, Lane Cove.	200
P.J. Fischl	53 Latimer Road, Bellevue Hill.	750
E.J. Fitzgerald	"Neening Park" Nukarni.	12,000
P.M. Fitzpatrick	8 Forrest Street, Boulder.	39,999
E.A.F. Fogarty	1/110 Beach St. Coogee.	100
J. Fogarty (Decd)	C/- 534-536 Princes H'way, Rockdale.	1,200
K.A. Fogarty,	1/110 Beach Street, Coogee.	3,000
L.T. Fogarty,	C/- 2 Railway Parade, Burwood.	15,000
L.T. Fogarty,	6/110 Beach Street, Coogee.	12,012
V.D. Fogarty	130 Bruce Street, Brighton-Le-Sands	100
W.J. Fogarty (Decd)	C/- 534-536 Princes H'way, Rockdale.	1,400
F.M. Foley	64 Ward St., Kalgoorlie.	200
E. Forrest	374 Egan St., Kalgoorlie.	150
T.A. Forrest	Mount Magnet.	6,660
C.A. Forrester	40 Kallaroo Road, Lane Cove.	1,000
G.N. Fowler	45 Fullers Road, Chatswood.	400
E. Francis	10 Apple Street, Toongabbie.	200
Frednet Pty. Ltd.	C/- N.B. Bersten, 72 Pitt St., Sydney.	5,000
Frejon Pty. Ltd.	C/- 185 Elizabeth St., Sydney.	100
C.R. Fuller	Railway Hotel, Menzies.	500
T.W. Fury	130 Bridgewater Drive Kallaroo.	200
F.W.T. Investments Pty. Ltd.	1st Fl., 123 York St., Sydney.	7,000
L.O. Gallagher,	7A Norton St., Leichhardt.	200
P. Galligan,	60 Kingsland Road, Berala.	200
D.J. & E.M. Galvin	9 Weyland St., Punchbowl.	4,000
G.J. Galvin	25 Cross St., Concord.	150
M.W. Gambrell.	64 Waldron Road, Chester Hill.	2,800
B.A. Gander,	71 Hume Highway, Camden South.	2,000
H.J. Gardner & B.M. McKinnon	P.O. Box 122, Tamworth.	600
D.M. Garvan	89 Ocean Ave., Double Bay.	10,000
J.V. Gaskin	44 Weeroona Ave., Elanora Heights.	2,000
Cedclin P.L.	G.P.O. Box 233, Sydney.	6,000
A.B. Genge,	276 Hannan St., Kalgoorlie.	400
G. Gero,	27 Village High Road, Vaucluse.	2,000
George Faux Holdings Ltd.	5 Jesmond Cres. Beecroft.	2,000
D. Gersbach,	Box 22, Wellington	1,100
D. Gersbach	78 Warne St. Wellington	6,000
E.D.C. Gersbach	Box 22, P.O. Wellington	5,000
B.J. Ghantous	182 Macquarie St. Windsor.	1,000
J.C. Gibb	2nd Fl., 32 York St., Sydney.	550
H.O. Gibson	27/229 Miller St., North Sydney.	500
D.H. Glessmann	20 Gannons Ave. Sans Souci.	500
E.M. Giffin	7 Beta Rd., Lane Cove.	500
r.A. Gilbertson	21 Camelot Court, Carlingford	300
E.M. Gill	22/669 Military Road, Mosman.	500
L.G. & B.D. Gillam	49 Cotswold Road, Strathfield	2,000
B.D. Gillies	10 Scott St. Toongabbie.	100
B.J. Giorgio	108 Penfold Road, Wattle Park.	300
T.M. Glanfield	30 Romani Ave. Hurstville.	4,000
C.M. Glanfield	30 Romani Ave., Hurstville.	3,200
O.C. Glanfield	30 Romani Ave., Hurstville.	5,000

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J. J. O'Byrne
Chairman

under delegation from the Commission

NICKEL MINES LIMITED.

E.D. Glaser	16 Jeanette St., North Ryde.	100
E.T. Gleeson	P.O. Box 316, Charters Towers.	10,000
G.A. Gleeson	P.O. Box 316, Charters Towers	5,000
T. Gleeson	P.O. Box 316, Charters Towers.	6,000
T.C. & M.A. Gleeson	326 Rochedale Road, Rochedale.	3,000
Glenam Pty. Ltd.	C/- Newton Cochrane & Co. 160 Clarence St. Sydney.	1,400
Glyburn Holdings Pty. Ltd.	68 The Esplanade, Cronulla.	1,000
G.N. Pappas Holdings P.L.	118 Marie Pde. Maroubra Bay.	1,000
B. Godkin	27 Solway Street, Ashburton	8,000
D. Goldberg	11 Portland St. Dover Heights	1,000
L.P. Golsby	"Burley" Woodstock.	1,750
W.F. Golsby	"Burley" Woodstock.	1,750
J.C. Goncalves	C/- P.O., Goldsworthy.	10,000
N. Goninan (decd)	P.O. Box 22, Wellington	1,100
N.J. Goninan (decd)	P.O. Box 22 Wellington	5,800
A.T. Gooden	18 Stanton Road, Haberfield.	5,000
H.M. Gooden (decd)	C/- 171A Pennant Hills Road, Carlingford.	2,000
H.M. (Decd) & G.I. Gooden	C/- 171A Pennant Hills Road, Carlingford.	10,000
G.I. Gooden	C/- 171A Pennant Hills Road, Carlingford.	5,000
K.F. Goodwin	2 Greendale Cres. Chester Hill.	600
K.F. Gordon	3 Poole St. Kingsgrove.	2,000
R. Gordon	3 Poole Street, Kingsgrove.	44,200
R. W. Gorrell	18 Lloyd Ave. Cressome.	500
R.A. Grace & E. Veletta	4 O'Berthur St., Kalgoorlie.	500
Grandview Investments P.L.	21 Links Road, Bowral	NIL
J.S.A. Grant	115 Seaforth Cres. Seaforth	350
T.P. & E.M. Grant.	"Sleivenamon" Grenfel Road, Cowra.	8,000
A.M. Gray	1 Evan St., Boulder.	200
A.W. Gray	1 Evan St., Boulder.	500
F.G. Gray	1 Evan St., Boulder.	500
E. Graybill	69 Bower St., Manly	1,000
B.M. Griffin	5 Crimson St. Ashfield.	500
T.E. Griffiths	137 Toorak Road, Rivervale	300
T.H. Griffiths	Police Station, Kulin.	500
J. Grimes	21 Cobden Ave., Lane Cove.	600
J.K. Crimson	108 Elizabeth St. East Carrington	1,200
A.F. & H.M. Grooteman	Lot 246 Weeroona Road, Edensor Park.	400
J.R. Guenther	P.O. Box 437, Crows Nest.	600
D.W. Haberecht,	3 Lobb Crescent, Beverley Park. 2217	700
J.A. Haberecht	3 Lobb Crescent, Beverley Park.	600
D.J. Haberman	21 Breffna St., Preston	200
F.P. Haberman	21 Breffna St., Preston.	500
J.F. Haberman	21 Breffna St., Preston/	1,200
K.B. Haberman	21 Breffna Street, Preston	1,200
L.J. Haberman	21 Breffna St., Preston	1,000
A.E. Hagen	315 Mona Vale Road, Terray Hills.	200
G.M. Hall	172 Cheetham Street, Kalgoorlie	400
G.M. Hall	172 Cheetham St., Kalgoorlie.	200
H.J. Hall	172 Cheetham St. Kalgoorlie.	1,500
I.T. Hall	21 Creagholm St., Sylvania	2,000
J.D. Hall	6 Bowen Ave., Turramurra.	400
C.G. Halliday	78 Kedumba Cres. Nth. Turramurra.	100
M. Halmos	92 Old South Head Road, Bondi Junction	500
D.J. Hann	153 Ryedale Rd. West Ryde.	100
H.A. Hannaford	69 Lachlan St. Cowra.	300
G.W. Hardwick.	13 Livingstone St., Burnwood.	1,200
M.M. Harper	76 Aulares St., Southern Cross.	100
R.G.C. Harper,	2 Waterview Street, Ryde.	1,500
J.C. Harris	18 Shaw Ave. Kingsford	200
K. Harris	58 Cottenham Ave., Kensington	500
H.C. Harrison	3 Thelma Street, Eastwood.	100
J.E. Harrison	12 Henrietta Street, Double Bay.	200
J.L. Harvey	C/- Mrs. E. Fowles, 195 Waterloo St. Tuart Hill	300
I.M. Hassell	1 Pickhaver St. Whyalla-Stuart.	250
P.L. Hayward	9 Kywong Rd., Elanora	2,500
A.J. Heathcote	12/163 Murrumbena Rd. Murrumbena.	1,200
M.J. Hedrick	Macquariedale Road, Appin	100
R.K. Hedrick	Macquariedale Road, Appin	200
R.M. & P.A. Hend	16 Boronia Pde., Lugarno.	2,000
A.G. Henderson	49 French Street, Joondana	500
R. Henny & E.M. Croker	C/- Rural Bank, West Tamworth.	6,000

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DATED this ninth day of January 19 80.

J. J. O'Byrne
Chairman

under delegation from the Commission

NICKEL MINES LIMITED.

K.R. Heuir,	"Rivermead" Ayr.	3,000
P.G. Heuir	32 Melbourne Street, Ayr.	3,000
W.R. Heuir (decd)	"Rivermead" Ayr.	nil
H.E. Hewitt	51 Macdonald St. Kalgoorlie.	200
K.S. Hewitt	6E Addis Road, Kalgoorlie	1,700
P.M. Hewitt	6E Addis Road, Kalgoorlie	400
J. Hickey	189 Belmore Road, North Balwyn	500
R.D. Hicks	28 Bailey St., Westmead.	600
B.F. Higgins.	15/57 Prince Albert St., Mosman.	200
Hill Minerals N.L.	6th Fl. 58 Margaret St, Sydney	2,000
S.G. Hill	9 Walter St., Claremont	3,000
D.G. Hillson	381A North Rocks Rd. Carlingford.	2,000
F.A. Hilton	39A Manning Rd. Double Bay.	500
M. Hilton	39A Manning Rd. Double Bay.	500
R.A. Hindmarsh	15 Sandon Road, Thornlie.	2,600
D.A. Hing	T&G Bld. 5th Fl. Park Street, Sydney.	600
J. H. Hirst.	51 High Street, Launceston.	200
D.E. & A.A. Hoare	13 Waratah St., Leichhardt.	500
J.M. & J.C. Hodder,	7 Edward St., Concord.	500
M. Hoddle	1 Moore St. Watsons Bay.	1,000
B.F. Hodgins	81 Rochester Circle, Balga	300
F.M. Hodgins	6 Wareana St., Coolbinia.	100
K.M. Hogan	34 Park View Road, Fairlight.	500
M.M. Hogan	34 Park View Road, Fairlight	300
J.L. Holland	1/9 Hampton St., Croydon Park.	2,400
M.C. Holland	117 Haldon St. Lakemba.	400
H.J. Holley	4 Lambert St., Cremorne	800
A.D. Holloway	75 Derwent Street, Glebe.	1,200
J.J. Holloway	75 Derwent Street, Glebe.	1,200
K.G. Holman	108 Lyall Street, Kalgoorlie	500
J. Hopkins	22 Taywood Ave, Winston Hills	1,200
K.W. Howard	P.O. Box 437, Crows Nest.	500
A.J. Howarth	35 Belmore St. East, Dundas.	100
E. Howarth	35 Belmore St. East, Dundas.	200
K. Howarth	35 Belmore Street, East, Dundas.	1,600
R.S. Howarth	35 Belmore St. East, Dundas.	100
R.C. Howarth	35 Belmore St. East Dundas.	100
A.A. Howie	12 Wilona Ave. North Sydney	300
A.M. Hughes	3/40a Musgrove St. Mosman	1,000
K.T. Hughes	26 Merrivale Rd. Pymble	200
F. Hulme	76 Cheetham St. Kalgoorlie	500
J. Hulme (decd)	Gala Hotel, Kalgoorlie	400
L.G. Humphries	280 Pitt Street, Sydney.	3,000
C.W. Hunt & W. Wolfrum	26 Albert Rd. Essex England.	400
B.I. Hunter	10 Sunset Ave, Cronulla	200
J.J. Hussin	8 Greengate Road, Killara	3,750
J.C. Hutchings	56 Raglan St., Mosman.	1,000
J.R. Hutton	C/- 1274 Malvern Road, Malvern	100
N.A. Huxtable	29 Helston St., North Balwyn.	100
Illawarra Markets (H'v) PL.	2 Railway Parade, Burwood.	440,000
J. Demetre & Co. P.L.	47A Chalder St. Merrickville	1,000
G.L. Jackson	Leonora Post Office, Leonora.	Nil
L.N. Jackson	7 Shellshaw Street, Melville	1,200
Jagolmbe Securities P.L.	7 Passy Ave. Hunters Hill.	500
J. & L. Payne Invest. P.L.	Box 8, P.O., Belmont	1,500
B. James	C/- Hotel Spencer, 475 Spencer St, Melbourne	4,800
N. James	22 Parer Ave. Condell Park.	4,000
N. James	19 Omega Place, Greenacre.	100
T.R. James	61 Nandi Ave., Frenchs Forest.	1,450
J. Jannese	25 Ludgate St., Lakemba	100
A.J. Jennings	G.P.O. Box 653, Sydney	5,000
J. McGlone P.L.	102 Cooraban Rd. Milperra	3,000
J. McClure & Son P.L.	Cnr. Denham Rd. & Fitzroy St. Marrickville.	100
M. Johnson	50 Lewis St. Kalgoorlie.	200
N.R. Johnson	92 The Boulevard Strathfield.	11,500
Jomp Invest. P.L.	Box 32, P.O. Campsie	1,500
A.B. Jones	20/5 Peel Street, Kirribilli	1,000
C. Jones	5/83-85 Alfred St. Ransgate.	400
R.E. & H.R. Jones	Govt. School, Laverton	300
R.A.C. Jones	60 Addis Street, Kalgoorlie	250
J. Josa.	69 Abingdon Road, Roseville.	1,000
Julmar Pty. Ltd.	4 The Grove Roseville.	200

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control

DATED this ninth day of January 19 80.

J. J. O'Byrne
Chairman

under delegation from the Commission

NICKEL MINES LIMITED.

P.M. Jupe	C/- 143 Evans Road, Dundas.	2,400
N. Kafcaloudes	22 Rosedale St., Dulwich Hill	100
A.E. Kahl	132 Railway Cres. Queens Park.	200
G.L. Kahl	15 Maidos St., Ashfield.	2,000
Kagan Pty. Ltd.	C/- E. Steel & Co., Kendal St. Cowra.	7,300
E. Karazeris	16 Shaw Ave., Kingsford.	500
S.C. Kavanagh	52 Rosedale Road, Gordon.	200
M. Kaye	11/68 Old South Head Road, Rose Bay.	500
M.J. Kean	54 Kooloona Crescent, West Pymble.	300
K.G. Keen	29 Moorarra Ave, North Narrabeen.	2,830
E.J. Keenan	31 Pomeroy Street, Homebush.	200
R.A. Keirle	31 Nanima Cres. Wellington.	500
F.A. Kelly	39 Spur Crescent, Loftus	1,000
F.A. Kelly	16 Allen Street, East Roseville	500
J.P. Kelman	167 Riverview St., Lane Cove.	500
H. Kelvin	26/315 Bondi Road, Bondi. 2026	25,000
Ken Holman Pty. Ltd.	282-286 Hannan Street, Kalgoorlie.	3,000
J.W. Kenny	21 Minimbah Road, Northbridge.	19,000
Kensol Investments P.L.	C/- R.L. Solomon & Co. 17th Fl. 56 Pitt St. Sydney .	1,000
O. Kent	26 Moree St. Gordon	100
T.J. Keogh	12 Macdonald Street, Kalgoorlie	1,000
M.F. Kersting	36 Zenobia Street, Palmyra	1,700
J.W. Ketter	Box 102 P.O., Potts Point	100
K.G. Holman P.L.	P.O. Box 289, Kalgoorlie.	2,000
K.J. Kirby	37 Bangalla Road, Warrabee.	1,000
J.F. Knight	160 Epping Road, North Ryde.	1,000
M. Kobielski	5/71 The Boulevard, Dulwich Hill.	1,400
J.R. Krick	71 Kallaroo Road, Lane Cove.	1,200
Krosmark Invest. P.L.	C/- M&H Levy (Furs) P.L. 209a Castlereagh St. Sydney	nil
E. Kuchar	108 Birriga Rd. Bellvue Hill	500
J.K. Kyriacos	70 Houston Road, Kinrossford	100
J.P.F. Kacirek	16 Cooper St. Double Bay.	2,600
L.W. Lambert	35 Mons Ave. Maroubra	800
W. Lambert	65 Old Pitwater Road, Brookvale	1,000
B.F. Lamotte	75 Campbell Street, Kalgoorlie	200
J.A. Lamotte	75 Campbell Street Kalgoorlie	300
C.W. Lamph	"Mulwara" Warren.	200
H.M.D. Lamph	Longstowe, Warren	400
B.J. Lance	4 Gilba Rd. Girraween	200
V.N. Landekil	54 Collins Street, Kalgoorlie.	400
T.D. Lang	48 Burns Crescent, Chiswick	1,200
B.A. & L.E. Lang	118 Whiteley St., Wellington	200
H.B. Langford	85 Stanhope Road, Killara	100
Larool Pty. Ltd.	Box 5320, G.P.O. Sydney.	5,000
G. Lankford	327 Merrylands Road, Merrylands	200
K.L. Lauater	2 Weaponess Rd. Scarborough	600
D.H. Lavern	67 East Killeaton St., St. Ives	1,000
N. Lawrence	9 Bristol Road, Hurstville.	200
D. & I. Lawson	26 Hensworth Ave., Northmead	10,000
J.B. Lawson	2/6 Malvern Ave., Chatswood.	600
M.J. Layson	P.O. Box 437, Crows Nest	1,000
S.J. Leahy	P.O. Laverton	350
K.F. Leary	40 Campbell Street, Kalgoorlie.	400
M.E. Leary	Box 160 Esperance.	100
T.A.H. Leck	C/- A.N.Z. Bank, Box 168, Bankstown.	1,000
B.L. Lee	39 Johnson Street Mascot.	1,000
H.E. Lees	145 Chapel Road, Chapel Hill.	1,500
W.E. Levett	17 Fitzsimmons Ave., Lane Cove.	1,200
G.E. Levy	10 Mlowera Road, Northbridge.	600
C.R. Lewis	17 Prowse Street, Beaconsfield	600
E.M. Lewis	6/94 O'Connell Street, Parramatta.	4,000
C.R. Lewis	17 Prowse Street, Hilton Park.	100
A.M.S. Liddle.	21 Darook Park Road, Cronulla.	100
Life Guard Insurances P.L.	91A Seaforth Crescent, Seaforth	1,000
M. Lillian	8 Latimer Road, Bellevue Hill	1,000
T. Lindsay.	Westonia.	100
E.I. Litton	63 Cheetham Street, Kalgoorlie.	200
A.S. Long	53 Ardagh Ave, Kalgoorlie	2,000
D.N. Long	6 Beith St., Casino.	1,000
C.T. Lonsdale	C/- Kyle Motors P.L. 19 Cassidy St. Kalgoorlie	1,000
J.F. & F.C. Love,	69 Argyle Street, Camden.	400

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control

DATED this ninth day of January 19 80.

J. J. O'Byrne
Chairman
under delegation from the Commission

NICKEL MINES LIMITED.

B. Loxton	C/- 224 McDonald Street, Kalgoorlie.	500
J.J. Lucas	113 Highfield Road, Lindfield	1,000
J.T. Lucas	58 Margaret St., Sydney	100
K.L. Lyall	20 George Street, Tighes Hill	200
K.T. Lynch	52 Phillip Street, Balmain	600
RF, J.A, M, R.J. Lynch	"Glenhollow" Comabella, via Wellington	400
W.L. Lynch	317 Quary Road, Dural.	500
J.J. Lynch,	2 Railway Parade, Burwood.	24,944,386
P.D. Maher,	13 Oxford Road, Strathfield.	500
P.M. Maher	13 Oxford Road, Strathfield.	1,100
F.G. Major,	36 Boundary Street, Kalgoorlie.	4,000
C. Malanos	20 Mooramie Ave., Kensington.	500
K.C. & J.C. Male	393 Hannan Street, Kalgoorlie.	500
J.P. Malone	7 Lillala Ave., Killarney Heights.	500
K.M. Malone,	33 Wynstay Ave., Enfield.	200
T. Malone,	33 Wynstay Ave., Enfield.	200
F.W. Mann,	101 Clancy Street, Boulder.	600
Manning Industries P.L.	C/- 146 North Terrace, Bankstown.	3,000
N.C. Manning	132 Bellevue Road, Bellevue Hill.	3,100
B.E. Mansfield	44 Belmore Street East, Dundas.	6,000
P.F. Mannfield	44 Belmore Street East, Dundas.	8,000
E. Mantheim	34 Carlotta Road, Double Bay.	1,000
J. Mantheim	34 Carlotta Road, Double Bay.	1,000
March Holdings Pty. Ltd.	41 Epacris Ave., Caringbah.	500
E.L. Mark	National Fitness Centre Box 57 P.O. Narraoeen	600
J.C. Marks	16 Rosamond Street, Hornsby.	800
W.L. Marks	9 Moola Parade, Chatswood.	200
Marlborough Estates P.L.	2nd Fl. 203 Castlereagh St. Sydney.	28,850
S. Marrolio	C/- G.P.O. Box 395, Kalgoorlie.	300
M. Marshall	R.M.B. Warral Rd., Tamworth.	100
J.L. Martin	5 Torver Place, Wheeler Heights.	3,900
R.K. Martin,	11 Waldo Cres., Peakhurst.	1,000
C.E. Matthews	C/- A.N.Z. Bank, Darlinghurst Rd. Kings Cross.	250
J. Mathew	9 Addis St., Kalgoorlie.	100
J.D. Mathews	18 Clayton Street, Ryde.	450
N. Mathews,	28 Lyle Street, Girraween.	2,400
N.M. Mathews	320 Dugan Street, Kalgoorlie.	100
C.E. Mawbey,	6 Annabelle Place, Pymble.	3,300
D. Mawson	29 Chamberlain Ave., Rose Bay	150
G.E. Mawson	29 Chamberlain Ave., Rose Bay.	100
M.D. Mawson	29 Chamberlain Ave., Rose Bay.	150
A.L. May	41 Taylor Street, Condell Park.	400
R.M. May	3 Robert St., Dundas.	100
M.V. Hazza	24 Melba Street, Kalgoorlie.	5,000
R. Mazzucco	C/- Parklane Jewellers, 15 Park St., Sydney.	200
D.C. Meadows	C/- Hospital, Laverton.	100
R. Medcalf	91 Verona Ave., Gordon.	15,300
W. Medcalf (Decd)	3 Chelmsf St. Croydon.	2,800
B.R. Meekings	18 Coolangatta Ave., Cronulla.	500
M. Meillon	24 River Road, West Lane Cove.	200
E.G. & G.E. Mellick,	150 Percy Street, Wellington.	200
P. Merory,	14 Bulkara Road, Bellevue Hill.	Nil
P. Merrington	37 Eastgate Ave. Killara.	300
G. Mesturini	Vineys Lane, Dural.	200
C. Miller,	410 Princes Highway, Blakehurst.	3,000
D.J. Miller,	Cattai Ridge Road, Glenorie.	3,000
I.C. Miller,	7 Conon Road, Applecross.	500
K.W. Miller,	18 Mitcham Road, Bankstown.	2,400
M.V. Miller,	53 Platts Ave., Belmore	400
G. & J.E. Millers	5 Beauport St., Northmead.	200
R.I. & B.J. Millers	220 Pennant Hills Road, Ccrlingford.	6,000
Millers Confectionary	11 Seville St., North Parramatta.	200
C.A. Mills	1 Cahill St. Kalgoorlie.	900
S.M. Milton	26 Fourth Ave. Lane Cove.	500
Mineral Nominees Pty. Ltd.	2 Railway Parade, Burwood.	3,000
Mineral investors Est.	C/- Dr.H. Batliner, Rechtsanwalt Fl-9490 Vaduz Fürstentum Liechtenstein	3,000,000
C. Mitchell	20 Lakeview Pde., Warriewood.	400
G.C. Mitchel	72 Whiteley St., Wellington.	500

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 22nd day of September 1974 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control

DATED this 7th day of January 19 80.

J. O. Ryan
Chairman
under delegation from the Commission

NICKEL MINES LIMITED.

M.A. Mitchell	72 Whiteley St., Wellington	20
R.A. Mitchell	19 Cassell St., South Yarra	100
R.C. Mitchell	72 Whiteley St., Wellington.	1,000
Monk Holdings P.L.	16 Coolangatta Ave., Cronulla.	500
Montreal Investments P.L.	9th Fl. 77 King St., Sydney.	10,000
Montreal Investments P.L.	Suite 1201, 12th Fl. 66 King St. Sydney.	2,000
M.J. Moore	27 Hall Ave., Colaroy Plateau.	900
R.D. Moore.	1/31 Railway Pde. Fairfield.	200
R.E. Moppett	125 Prince Edward Ave., Earlwood.	400
M. Morris.	15/29 William Street, Parramatta North. 2151	200
K.D. Morrison	44 Drury St., Hill End.	1,500
W. Moser	159 Fitzgerald Ave., Maroubra.	200
F.E.M. Mott	25 Lyedale St. New Lambton	2,000
K.E. Muirhead	40 Carrington At., Kalgoorlie.	200
D.W. Mulholland	48 Johnson Ave., Seven Hills.	50
G.R. Munro.	12 Stewart St. Albany..	500
A.J. Murphy	18 Cherrybrook Rd., West Pennant Hills	300
G.F. Murphy,	38 Binyah St., Griffith.	1,200
J.J. Murphy,	7 Excelsior Ave., Castle Hill	6,000
M.A. Murphy	3 Therry St. South Strathfield.	200
M.C. Murphy	42 Nirranda St. Concord West.	200
N.G. & A.J. Murphy	18 Cherrybrook Road, West Pennant Hills.	400
M.K.M. Murphy,	6 Croydon St. Cronulla.	1,100
P.J. Murphy	7 Excelsior Ave. Castle Hill	6,000
D.E. Mulder	143 Gildercliffe St. Scarborough	1,000
E.H. Mugeridge.	41 Como Road, Oyster Bay	1,200
K.J. Mutton	5 Richard Road, St. Ives.	100
F.A. Mutton	Brassey House, Macquarie St., Barton	200
K.R. & F.A. Mutton	Brassey House, Macquarie St., Barton.	500
I.Lang,W.White&F.Thomas	34 Charles St. Liverpool	2,000
L.E. Macey	16 The Avenue, North Sydney	500
G.D. Maher,	13 Oxford Road, Strathfield.	1,000
M.D. Macarthur	210A Connells Point Road, Connells Point.	200
F.G. Macdougall	"Avoneil" Werris Creek.	1,000
P.E. McCamley	P.O. Box 57 Hermit Park.	2,300
J.B. McCardell	"Ellervale" Gundagai.	10,000
McCardell & Vartha P.L.	C/- "Ellervale" Gundagai.	7,000
E.J. McCarthy	235 Bonds Road, Riverwood.	100
J.A. McCaull	8 Richmond St., Croydon	1,200
McCracken	36 Carters Road, Dural.	100
K.J. McCracken	8 Wilga Street, Blacktown	900
S.J. McDonagh	29 George Street, Eastlakes.	1,400
G.R. McDougall	7 Myuna Pl. Harbord.	100
H.M. McElhone	10 Greenoaks Ave., Darling Point	100
C.G. McEnnally	11 Shannon Ave., Killarney Heights.	6,000
M.M. McFadden	229-231 Macquarie Street, Sydney.	2,500
F. McGlone	146 North Terrace, Bankstown	400
F.J. McGlone	146 North Terrace, Bankstown	400
J. McGlone	16 Bastille Close Padstow Heights.	4,000
I.J. McGregor	523 Homer St., Earlwood.	200
J.M. McHugh	24 Roseview Ave. Punchbowl.	1,000
R. McIlwaine & L. Lalich	C/- P.O. Box 179, Kalgoorlie.	1,000
D.T. B. McInnes.	P.O. Box 5, Aitkenvale.	1,500
F.J. McKenzie.	158 Bettington Road, Carlingford	600
F. McKenzie, O. Roberts & S. Gregory	158 Bettington Road, Carlingford	100
I.M. McKenzie,	158 Bettington Road, Carlingford.	600
J.F. McKenzie	1 Evans St., Boulder.	500
R.R. McKenzie.	158 Bettington Road, Carlingford.	200
T. McKeon	10 Glenbervie Rd., Strathmore.	4,600
J.H. McLachlan	181 Paull St., Charters Towers.	2,000
A. McLaren,	21 Payne St., Gladstone Park.	100
J.W. & A.J. McLean	13/9 Ellalong Road, Cremorne.	2,000
K.D. Maclean	C/- P.O. Box 38, Quairading.	450
P.D. McLean	C/- P.O. Box 38, Quairading.	800
E.M. McLeish & Burne Philp Trustee Company Limited.	Box R321, Royal Exchange.	800
I.S. Macnee	19 Norfolk Rd., Longueville.	2,000
J.M. McNee	19 Norfolk Rd., Longueville.	200
M.V. McLeod	Box 141, P.O., Rockdale.	17,000

The CO-OPERATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Re-productions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control

DATED this ninth day of January 19 80.

J. J. O'Byrne
Chairman

under delegation from the Commission

NICKEL MINES LIMITED.

R.O. McMeekin	"Kiloran" Tumaruba Rd. Wagga.	500
R.A. McWilliam	20 McDonald St. Kalgoorlie	200
R. McWilliam	25 Arthur St., Toowoomba.	100
S. Maidel, R. Lepata	3 Crystal St., Petersham	10,000
L.G. Nangle	11 Hinemoa Street, Kalgoorlie.	1,000
National Nominees Limited.	P.O. Box 84A, Melbourne.	nil
J. Naylor	32 Woodlands St., Balgowlah Heights.	6,000
A.M. Neate	2 Queanbeyan Ave., Miranda.	2,000
P. Neate	7 Wilga St., Concord West.	200
H. Neate.	5 Bridgeview Ave., Beverly Hills.	100
A. Neilson	549 Chapel Road, Bankstown	100
F. Nemeth	2 Railway Parade, Burwood.	30,000
H. Nerichow.	P.O. Box 565 Potts Point.	1,000
J.T. Nettle	31 Malcolm St., Perth.	4,000
I.N. Newton.	17 Garland Road, Naremburn.	250
F.B. Nicholls	13 Eighth Ave., Seven Hills	500
K. Nicholson	C/- J.A. Ormsley, 105 Pitt St. Sydney.	1,000
T.C. Noel	9/119 Northumberland Rd. Pascoe Vale.	800
J.B. & P.J. Noone.	100 Penrose St, Lane Cove.	1,000
L.J. Noone	19 Ralston St., Lane Cove.	500
M.E. Noone	39 Hamilton St., Lane Cove.	400
Notreval P.L.	C/- G.W. Tyson, A.M.P. Building, Twynam St., Narrandera.	1,000
J. Nowosad	50 Rosford St., Smithfield.	100
J.D. Nowosad	50 Rosford Street, Smithfield.	100
H.V. D'Brien	C/- H. Lockyer, 25 Taleebam Rd. Lane Cove.	200
N.H. O'Brien	214 Campbell Street, Kalgoorlie.	600
C. O'Connell	89 Middle Head Road, Mosman.	500
W.G. O'Connor	10 Olive Street, Seven Hills.	200
J. O'Gara	206 Stanley Terrace, Taranga.	500
B.C. O'Leary	395 Wentworth Avenue, Toongabbie.	300
K.G. Oliver	8 Jenkins St., Chatswood.	200
P.J. Oliver	3/4 Ethel Street, Randwick.	1,200
J.P. O'Neill	84 Mona Vale Road, Pymble.	400
R.K. Orchard.	1 Lynbrar Ave., Beecroft.	1,000
M.D. Orton	9 Spencer St., Rooty Hill.	6,200
H. Osborne.	6/336 Military Rd. Vaucluse.	1,000
M.E. & I.A. O'Shea.	86 Bannockburn Road, Pymble.	200
K.E. O'Shea	86 Bannockburn Road, Pymble.	200
R.H. & I.B. O'Shea	86 Bannockburn Road, Pymble.	200
L.M. Owens	P.O. Esperance.	200
G.C. Owens	196 Waterview St., Scarborough.	240
G. Palmer	193 Macquarie St., Sydney.	165,000
M. Palmer	C/- 193 Macquarie St., Sydney	6,000
Pan Australian Nominees P.L.	GPO Box 5320, Sydney.	5,000
P. Pandelis	121 Cottenham Ave., Kingsford.	400
A. Paolicchi	12 Yule St., City Beach.	1,000
A.C. Papallo	65 Amherst Street, Cammeray.	600
A.F. Papallo	1 Nelson Road, Lindfield.	200
G.R.B. Papallo	1 Nelson Road, Lindfield.	1,000
R. Papallo	1 Nelson Road, Lindfield.	1,000
N.N. Parker	72 Roberts At., Essendon	12,000
A. Parkinson.	537 Kent Street, Sydney.	1,000
G.P. Parsons	58 Deane Street, Charters Towers.	3,000
K. Patmore	91 Vimiera Rd., Eastwood.	2,500
O.B. Patterson	P.O. Box 32, Campsie.	500
O.B. Patterson	32 Albert St., Bexley.	800
L.K. & J.E. Payne	38A Excelsior Ave., Castle Hill.	4,000
S.W. Payne	14 Avery Ave., Dianella.	1,000
A.E. Pearce,	"Gorston" Jilliby Road, Wyong.	1,000
G.F. Pearce	"Gorston" Jilliby Road, Wyong.	2,000
P.H. Pearce	43 Arthur St., Homebush	100
A.C. Pearson	42 Ewart St., Marrickville.	700
P.K. Peatman	8 Richards Ave., Eastwood.	1,000
D.J. Peet,	26 Austral St. St. Lucia.	500
F. Penglis	10 Stanley St., Randwick.	200
T.S. Penglis	10 Stanley St., Randwick.	200
W.R. Percy	18 Webbs Ave., Ashfield.	200
K. Perrie	378 The Strand, Dianella	250
E.Perry, J.Ledwell & E.Smith	1 Wentworth Street, Arncliffe	500

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control

DATED this ninth day of January 19 80.

7 2 5 9

J. J. O'Byrne
Chairman

under delegation from the Commission

NICKEL MINES LIMITED.

S.J. Peterson	Post Office, Menzies.	1,000
R. Pethely	P.O. Box 162, Esperance.	500
C.J. Petley	Gisborne St., Wellington.	500
L. Petri	C/- P. Petri, 405/10 Wylde St., Potts Point.	5,000
P.P. Petri	405/10 Wylde St., Potts Point.	nil
N.A. Pett	P.O. Box 335, Kalgoorlie.	1,500
C.T. Phillips	Windsor, Charters Towers.	200
R.M. Phillips	54 Waters Road, Cremorne.	200
S.B. Philp.	18/199 Walker St., North Sydney.	500
Pibelee P.L.	187 Parramatta Road, Camperdown.	1,000
C.A. Pike	133 Forrest St., Boulder.	1,000
V.R. Pike	29 David Ave., North Ryde.	1,200
E. Pirie & J. Fowler,	G.P.O. Box 803, Sydney. 2001.	200
P.K.C. Investments P.L.	3 Alpha Road, Lane Cove.	600
L. Placanica	P.O. Box 2, Broome.	1,000
D. Plastiras	84 Bunnerong Road, Pagewood.	220
R.M. Platt	P.O. Box 37, St. Pauls.	500
P. Platton	7 Yeramba Place, Dundas.	1,200
N.C. Plummer.	187 Burraneer Bay Road, Caringbah.	500
C.R. Pocklington	9 Vineyard St., Mona Vale.	200
F.W. Pomroy	82 Carrington Pde. South Curl Curl.	2,400
D.C. Pontin	145 Pentecost Avenue, Turramurra.	50
R.W. Pontin	7 Wambool St. Turramurra.	600
A. Porsek.	403 Guildford Road, Guildford.	1,000
Porterstan Noms. P.L.	C/- F.W. Porter & Co. 35 Grenfell St. Adelaide.	2,500
A.K. Powles	26 William St Fairlight.	400
P.C. Powles	13 Laura St. Gladsville.	200
L.D. Price,	22 Carisbrooke Ave., Kotara.	500
E. Prince	46 Rosenthal St., Campbell	2,100
D.P. Purcill	60 Mallawa Drive, Palm Beach.	20,500
E.C. Purcill	60 Mallawa Drive, Palm Beach.	17,000
E.G. Purdy	78 Kedumba Cres. North Turramurra	100
D.C. Pye,	4 Ramsey Ave., West Pymble.	200
R. Quinlon	8/5 Stanly Street, Randwick.	100
R.C. Ralph	Richmond Pharmacy, Richmond.	500
J. Randall	136A Johnston St., Annandale.	200
E. Rasmussen	6/4 Streatfield Road, Bellevue Hill.	700
J.H. Ratten	P.O. Box 261, Esperance.	100
K.T. Ravel!	C/- Box 30, P.O. Belmore.	500
G. Rayner,	33 Chine Walk, West Pasley, Wimborne, Dorset. U.K.	500
K.A. Read,	12 Goldsmith Ave., Killarney Heights.	1,000
D.J. Reed	Box 66, P.O. Kalgoorlie.	500
G.S. Reeve.	19 Woodlawn Avenue, Earlwood.	200
A.J. Reynolds	12 Dorgan Street, Mount Waverley.	2,700
J. Reynolds	719 Mt. Alexander Rd., Moonee Ponds.	6,400
W.W. Reynolds.	719 Mt. Alexander Rd., Moonee Ponds.	2,000
R.G. & L.P. Pinner P.L.	106 Ward Street, Kalgoorlie.	2,400
D.P. Rich	24 Homebush Road, Homebush.	1,200
A.J. Richards	20 Ashmore Ave. Pymble	200
A.J. Ridley	13 Fremont St., Concord West.	1,200
C.F. Riggs	94 Sutherland St. Paddington	500
K. Ringswandl	106 Agnes Street, Georgetown	400
A.K. Ritchie,	2 Rothwell St., Eastwood.	1,000
Rivoli (Burwood) Pty. Ltd.	2 Railway Parade, Burwood.	423,000
L.R. Roads,	6 Halcyon Ave, Wahroonga.	1,500
D. Roberts	21 Eames Ave, Baulkham Hills.	3,500
D. Robertson & D. Molesworth	P.O. Box 447, Milsons Point.	2,800
J.Y. Robertson	37 Carinya Road, Picnic Point.	100
J.V. Robinson	8 Ayr Street, Ashbury.	9,900
M.A. Robinson	C/- 1/110 Beach St. Coogee.	100
M.F. Robinson	32 Newborn St., Karringup.	500
P. Robinson	8 Ayr St., Ashbury.	1,100
W.T. & R.M. Robinson	17 Nautilus Cres., Scarborough.	250
T. Roden	295 Old Northern Road, Castle Hill	400
P.S. Roe	16 Rebecca St. Mt. Isa.	200
G.H. Roll	61 Dickens St., Elwood.	1,000
R.S. Rolt	P.O. Box 68, Caringbah	800
F.N. Investment CO.P.L.	67 Henley Marine Drive, Fivedock.	600
J.N. Russ,	7/173 Bridge Rd. Glebe.	nil

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control

DATED this ninth day of January 19 80.

J. J. O'Byrne

Chairman
under delegation from the Commission

NICKEL MINES LIMITED.

J.D. Ross	23 Wallangra Road, Dover Heights.	1,200
S.F. Rubinstein (Decd)	C/-Gaden Bowen & Stewart, P.O. Box 63, Double Bay	1,000
A.L. Ruby	34 Tango Ave, Dee Why.	600
W.N. Russ	4/35 Shirley Rd., Crows Nest.	6,000
D. Russell	34 Broad St., Croydon Park.	800
N. Ryan	11 Torrington Rd. Maroubra	1,500
P. Ryan	C/-E.Rasmussen 6/4 Streatfield Rd. Bellevue Hill	25,000
K.W. Ryder	4 French Street, Maroubra.	1,000
K.H. Ryder	4 French Street, Maroubra.	2,000
V.P. Rynne	47 Wheeler Street, Lalor Park.	1,600
J. Sailsbury	27 Palmerston Ave., Waverley.	500
J. Sallur	30 Roberts Street, Kalgoorlie.	200
P.G. Saunders	67 Hannan Street, Kalgoorlie.	900
W.F. & H.M.A. Saur,	38 Wyralla Ave., Epping.	400
M. Say	106 Agnes Street, Georgetown	100
S.R. Say,	1274 Malvern Road, Malvern	100
D.J. Sayer	7 Stainsby Close, Turramurra.	200
G.E. & C.M. Scarf.		800
J.A. Schmitzer	7 Gilbert St. Sylvania	250
H.F. Scholes	13 Eagle St., Alderley.	1,000
R.F. Scholes	15 Douglas St., Enoggera.	2,000
S. Schwebel	2 Freeman St., Lalor Park.	200
S.M. Schwebel	12 Reid Avenue, Casle Hill	200
I.V. & V.L. Sciacca	11 Smith St., Taree.	400
B.H. Scott	7/5 Parriwi Rd., Mosman.	1,000
G. Scott	27 Darvall Road, Eastwood.	400
G.S. & P.C. Scott	27 Darvall Road Eastwood.	1,600
P.G. Scott	27 Darvall Road, Eastwood.	200
L.A. Scott	27 Darvall Road, Eastwood.	200
D. Scott-Young	4 Barina Road, Glen Iris.	500
P.H. Scott-Young	9 Carisbrook Court, East Doncaster.	700
K.D. Secker,	Brook Street, Meadows	500
R.T. Setter,	17 Parkes St. Wellington.	3,200
M.P.B. Shearman.	74 Gordon St., Paddington.	1,000
J.G. Shepherd	211 Argyle St., Moss Vale.	1,000
J.W. Shepherd	21 Bernalong Street, Granville.	2,000
P.A. Shepherd	157 Young Street, Cremorne.	500
I.J. Shipp	822 George St. Sydney.	3,000
A.H. Shores	29 Langley Way, Innaloo	400
D.I.B. Siepen	134 Victoria Rd., Drummoyne.	1,500
M.T. Simmons	24 Glengraiff Ave., Killarney Heights.	500
H.A. Simpson	283 Botany St., Kingsford.	100
M.J. Sinclair,	2/47 Milson Road, Cremorne.	nil
J. & E. Sing	National Hotel, Sandstone.	500
I. & S. Singer,	11/22 New Beach Road, Darling Point.	500
66 Nominees Pty.Ltd.	P.O. Box 66, Kalgoorlie.	500
J.W. Sleeman	28 Romford Road, Frenchs Forest.	2,500
C.M. Smith	177 Macsonald Street, Kalgoorlie.	500
C. Smith	68 Gallipoli St., Lidcombe.	1,300
E. Smith	111 Lockyer Ave., Albany	1,100
E. Smith	111 Lockyer Ave., Albany.	800
J.G. Smith	Lot 1386, Casilda St., Falcon.	5,000
J.E. Smith	77 Cliff Road, Epping.	100
L.M. Smith	319 Box Road, Sylvania Heights.	300
M. Smith	192 Manningham Road, Buleen	200
R.J. SMITH	77 Cliff Road, Epping.	200
R.K. Smith	1/4 Isabel Street, Ryde.	200
R. Smith	92 Kameruka Road, Northbridge.	1,000
T.W. Smith	15 Lockwood Street, Merrylands.	2,012
Y.M. & H.H.B. Smith	141 Arthur Street, Wellington	200
J.D. Solomon	193 Elizabeth St., Croydon.	1,200
P.A. Southam	12/34 First Ave., Mt. Lawley.	500
Southern Nominees P.L.	Box 4080 G.P.O., Sydney.	5,000
R.W. Southon	32 Dean Street, West Pennant Hills.	1,000
A.M. Spencer,	27 Alan Road, Berowra Heights.	100
J. Spencer,	2 Railway Parade, Burwood.	25
R.B. Stack	8 Sepha Road, Lane Cove.	500
M.S. Standish	5/37 Stanton Road, Mosman.	500
W.G. Stanley,	7 Mangana Road, Bayview.	550

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control

DATED this ninth day of January 19 80.

J. J. O'Brien
Chairman
under delegation from the Commission

NICKEL MINES LIMITED.

E. Steel	C/- E. Steel & Co.P.O. Box 71, Cowra.	500
G.N.E. Steel	C/- E. Steel & Co.P.O. Box 71, Cowra.	200
J.M. Steel	C/- E. Steel & Co.P.O. Box 71, Cowra.	200
R.K. Steel	C/- E. Steel & Co.P.O. Box 71, Cowra.	
W.J. Steel	C/- E. Steel & Co. P.O. Box 71, Cowra.	400
C.A. Steer	145 Chandos Street, Crows Nest.	1,600
E.I. Steer.	145 Chandos St., Crown Nest.	260
L.S. Steer	145 Chandos Street, Crows Nest.	3,000
H. Stepnik	C/- P.O. Nulunbuy.	150
E. Sternberg	65 Victoria Road, Bellevue Hill	1,000
Stewards Enterprises P.L.	C/-1.C.Walton,G.P.O. Box 3610,Sydney.	5,000
J. Stewart & R.A.E. Gray	376 Blaxland Road, Ryde.	100
L.J. Stewart.	4/2 Macdonald Street, Cronulla.	500
G.J. Stokes	C/- 38 Lyall St., Kalgoorlie.	2,000
E.C. Strandland	479 President Avenue, Kirrawee.	42,000
R.G. Stutchbury	19 Hogan St., Balgowlah.	1,000
J. Sullivan	11 Broad Arrow Road, Kalgoorlie.	1,000
R.A. Sunley	22 Burke Street, Concord.	100
J. Surgeon	Mile End Road, Rouse Hill.	1,000
Suspence Account.	2 Railway Parade, Burwood.	41,000
A.W. Sutton	37 Patten Ave., Merrylands.	200
W.W. Sweeny	15th Avenue, Swtelli/	500
C.D. Symes	13 Kintail Road, Applecross	200
F.J. Szloczky	145 Pentecost Ave., Turramurra.	400
H.J. Szloczky	145 Pentecost Ave., Turramurra.	1,000
S.P. Szloczky.	Killogue, Snowy Mountain Highway, Cooma West.	1,100
T.A. Nestel Holdings P.L.	18 Thomas Ave., Roseville.	400
C.S. Taifalos	946 Botany Road, Mascot.	200
Taiparrie P.L.	G.P.O. Box 1288, Sydney.	150
L.L. Taylor	111 Arthur Street, Wellington.	4,000
L.M. Taylor	Gilgai, Geurie.	1,000
H.S. Taylor	111 Arthur Street, Wellington	6,300
J.A. Taylor	1/59 Liverpool Street, Dover Heights.	2,000
K.G. Taylor	8 Villa Dell Rio, Hamilton Hill	200
R.L. Taylor	Gilgai, Geurie.	1,000
Teladon Pty. Ltd.	293 Victoria Road, Marrickville.	8,800
R.M. Terri	19 Sunnybar Parade, Queanbeyan	2,500
A. Tessier	71a King Street, Newtown.	1,000
A. Theodoridis	83 Thompson St., Drumoyne.	400
R.J. Thomas	12 Memorial Ave., Penrith.	500
E.C. Thompson	50 Manning Street, Tuncurry.	500
J.P. Thompson	106 Morrison Road, Gladesville.	100
B.H.P. Thorne	74 Beresford Road, Rose Bay.	1,000
C.J.Thoroughgood	Box 34, P.O. Wentworthville.	6,000
Tigris Pty. Ltd.	60 Carlton Crescent, Kogarah Bay.	4,000
E.J.N. Tomkins	27 Mitchell St., Enfield.	500
A.C. Tomlinson,	9 White St., Moss Vale.	200
M.B. Tomkins	37 Burnell St., Five Dock.	1,200
Trad Pty. Ltd.	Box 141, P.O. Rockdale.	8,000
S. Trahanas	52 McNamara Ave., Concord.	900
A.T. Trautman	126 Brisbane Ave., Umina Beach.	500
Triumph Finance Co. P.L.	113-115 Oxford St., Darlinghurst.	5,000
S.T. Try	P.O. Box 100 Merrylands.	1,000
S.T. Try	5 Addlestone Road, Merrylands.	800
W.R. Try,	261 Merrylands Road, Merrylands.	200
E.H. Tulip,	27 Bray St., Mosman.	1,400
M. Turich.	213A Hay Street, Kalgoorlie.	100
M. Turich	213A Hoy Street, Kalgoorlie.	250
N. Turich	56 Collins Street, Kalgoorlie.	250
B.N. Turner	50 Shirley Ave., Punchbowl.	1,500
F.C. Turner,	State Battery, Leonora.	400
E.R. Turrell	34 Freeman St., Lalor Park.	200
R.T. Turrell	34 Freeman St., Lalor Park.	200
E.D. Tweddell	15 Errard Street South, Ballarat.	4,000
J. Ulemen	C/- Canterbury Ice Skating Rink, Canterbury.	200
Underwriting & Mining Investment Corp. Ltd.	2 Railway, Parade, Burwood.	800,000
J. Upston,	C/- 2 Railway Parade, Burwood.	5,000
P.J. Varley,	26 Davidson St., Kalgoorlie.	1,400
F.J. Vaughan	3 Bailey Ave., Lane Cove.	1,000

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DATED this ninth day of January 1980.

J. O. O'Byrne
Chairman
under delegation from the Commission

NICKEL MINES LIMITED.

F.J. Vaughan	3 Bailley Ave., Lane Cove.	1,000
S. Veltman,	196B Maoubra Road, Maroubra.	5,000
J.W. Venn	10 Dobbie Place, Watson.	300
V. Veronese	33/35 George Street, Sydney.	200
K. Vincent	8 Alexandra Ave., Claremont.	500
K.E. Virgo	127A Boulder Road, Kalgoorlie.	200
C. Vlahos	301 Hannan Street, Kalgoorlie.	500
P. Vlahos	4/323 Maroubra Road, Maroubra.	1,000
M.J. & J.M. Vockins,	117 Arthur Street, Wellington.	200
L.M. Wake	2/4 Passy Ave., Hunters Hill.	200
B. Walder,	16 Gullfoyle Ave., Double Bay.	9,000
D.A. Walker,	2 Laurel Road, Woodlands	1,500
J. Wall	C.- P.O., Belmore.	50
R.L. Wallace,	Bank N.S.W., Campbelltown.	50
E.S. Walsh	P.O. Box 30, Narrabeen.	1,000
C.J. Ward,	C/- 203 Attinga Road, Yowie Bay.	250
J.L. Ward	173 Ryedale Road, Eastwood.	2,000
J.L. Ward	173 Ryedale Road, Eastwood.	1,000
S. Ward	105 Warne St., Wellington.	250
A.M. Wareham	27a Carson Street, Dundas.	500
F.B. Wareham	27A Carson Street, Dundas.	1,150
C. St.M. Watson	18 Hensman Street, South Perth.	750
K. Watson	1 Rowley Street, Pendle Hill	200
K.G. Watson	1 Rowley Street, Wentworthville.	500
R. Watson	31 Kurraba Road, North Sydney.	150
T.T. & B.E.A. Watson	53 Kadina Road, Gooseberry Hill.	n11
T. Watson	P.O. Box 4, Mt. Victoria.	200
W.M. Watt	187 Portrush Road, Maylands.	500
E.C. Weale	St. Johns & Reedy Roads, Mareyla.	1,200
M.J. Webber,	508 Canterbury Road, Campsie.	2,500
P. Webeck	Picton Plaza, Picton.	250
R. Weiss	59 Hardy St. Dover Heights.	2,000
B.L. West	404 Princes Highway, Sylvania.	1,000
W.H. Wheatley	27 Millchester Road, Charters Towers.	2,000
Whitporie Halfway House P.L.	64 Woodlark Street, Lismore.	200
M.R. White	9/40 The Crescent, Homebush.	1,700
W.K. White	Bastille Close, Padstow Heights.	4,000
R.R. White	P.O. Box 246, Launceston	400
W.K. White,	158 Bona Vista Avenue, Maroubra.	4,000
W.K. White,	15b Bona Vista Avenue, Maroubra.	3,000
E.B. Whitehouse,	21/7 Prospect Terrace, Red Hill.	1,000
J.L. Whiteley	45 Hewitt Ave., Wahroonga.	8,000
J.J. Wickham	30 Tryon Road, Lindfield.	4,500
L.E. Wickham	30 Tryon Road, Lindfield.	500
W.E. Wickham	9 Easton Ave., Sylvania.	1,200
E.E. Wickham	9 Easton Ave., Sylvania.	1,000
R.G. Wicks	171a Pennant Hills Road, Carlingford.	1,000
E.M. Wiggin	24 Ware Street, Boulder.	200
E.R. Wilby,	12 Frederick Street, Randwick.	200
D.S. Wiley	25 Grand Avenue, Westmead.	3,400
William White(Vent) P.L.	44-46 Rosedale Avenue, Greenacre.	4,000
A.M. Williams	49 John Street, Lidcombe.	1,200
B.W. Williams	138 Queenscliffe Road, Hardbord.	1,000
C.J. Williams	8 Gowan Brea Ave., North Parramatta.	2,000
W.C. Williams	146 North Terrace, Bankstown.	1,000
W.C. Williams	52 Shadforth Street, Punchbowl.	1,200
M.P.C. Williams	200 Edinburgh Road, Castlecrag.	500
C. Willis	Cundeelee Miss'on, I.A.	2,000
A.S. Wilson	61 Wild Street, Maroubra.	7,000
A.S. Wilson	61 Wild Street, Maroubra.	4,000
A.J. Wilson,	5/460 Pacific Highway, Lindfield.	3,000
C.L. Wilson	5 Lillian Court, Beaumaris.	400
G.K. Wilson	3/65 Illawarra Street, Allawah.	100
J.H. Wilson	157 Somerville Road, Hornsby Heights.	1,200
J.C. Wilson	17 Curtis Road, Balmain.	200
M.E. Wilson	61 Wild Street, Maroubra.	2,000
N.E. Wilson,	12 John Street, Hurstville.	1,200
P. Wilson	3 First Ave., Strathfield.	2,000
P.A. Wilson	5 Lillian Court, Beaumaris.	200
R.E. Wilson	230 Kissingpoint Road, Turramurra.	500
S.S. Wilson	238 Moore Park Road, Paddington.	2,000
S.B. Wilson	83 Tryon Road, Lindfield.	500

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Admissibility) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control

DATED this ninth day of January 19 80.

J. J. O'Brien
Chairman

under delegation from the Commission

NICKEL MINES LIMITED.

S.A. Winter,	P.O. Box 95, Broadway.	3,000
J.A. Winterbotham	3 Bonney Close, St. Ives.	1,000
O. Wishaw,	5 Chorley Avenue, Cheltenham.	400
R.M. Woodhouse,	39 Federal Road, Kalgoorlie.	200
D.B. Woods	31 Willis Street, North Balwyn	500
J.M. Woods,	10 The Outlook, Bilgola.	200
M.M. Woods,	31 Willis Street, North Balwyn.	900
P.W. Woods,	30 Kulgoa Road, Bellevue Hill.	500
V.M. Woods,	30 Kulgoa Road, Bellevue Hill.	500
C.W. Wright,	10 Marlow Street, Wembley.	2,000
K. Mykes,	7 Cobar Street, Dulwich Hill.	400
K.J. Hykes,	39 Cobar Street, Dulwich Hill.	600
J. Yarsley,	755 Pacific Highway, Belmont.	500
J.R.C. Yeates,	"Valleyview" Oxley Drive, Mittagong.	25,000
E.P. Young	2/66 Rubin Street, Neutral Bay.	1,000
F.E. Young.	55 Ninth Avenue, Campsie.	200
M.C. Young,	9 Edgar Street, Kalgoorlie.	600
V.R. Zarubin	13 Ada Street, Oatley.	100
C. Zorbas,	7 Hannan Street, Maroubra.	500
J. Zorbas,	7 Hannan Street, Maroubra.	2,050
L. Zorbas,	7 Hannan Street, Maroubra.	500

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DATED this ninth day of January 19 80.

J. J. O'Byrne
Chairman

under delegation from the Commission

PIN SUPPORTING DOCUMENTS HERE

PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Dates of the Annual Return

The present Christian or other name or names or surnames†	Any former Christian or other name or names or surnames	Usual address‡	Other business occupation and in the case of directors particulars of other directorships required to be shown by section 134 (7) (c) and (j). (If none, state so)
LYNCH, James Joseph Directors		2 Railway Parade, BURWOOD.	Nickel Mines (Group) Underwriting & Mining Rivoli (B'wood) P.L. Illawarra Mkts. (H'v) P.L. Expo Invest. Corp. L. Mineral Noms. P.L.
MCDONAGH, Sydney Joseph		29 George St., Eastlakes.	
FOGARTY, Leo Thomas		6/110 Beach Street, COOGEE.	
DENT, (John) Terance Manager (if any)		3/9 Baden Street, COOGEE.	
Secretaries			
MATHEWS, Judith Dawn		18 Clayton St., RYDE.	

Auditors for current financial year and address: BROWN, Eric Francis. 100a Northcote Street, Canterbury.

* "Director" includes any person who occupies the position of a director by whatever name called and any person in accordance with these directions or instructions the directors of a company are accustomed to act.
 † In the case of a corporation its corporate name and registered or principal office should be shown.
 ‡ In the case of directors the address given must be the most recent address. See section 134 (2) (k).

PART E

Copy of Last Accounts of the Company

Except in the case of—

- (a) a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company; or
- (b) a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961;

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to the accounts of _____ Limited for the year ended _____ that:

- (a) the company *has/has not in my opinion kept proper accounting records and other books during the period covered by those accounts;
- (b) the accounts *have/have not been duly audited in accordance with this Act;
- (c) I *have/have not referred in my report to any defect or irregularity in the accounts.

† Particulars of any defect or irregularity referred to in the report should be attached.

Signature: _____ Auditor

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) of section 165a of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 165a of the Companies Act, 1961, we hereby certify,† in respect of the financial year to which the accounts or group accounts relate, that:

- (i) the company *has/has not kept such accounting records as correctly record and explain the transactions and financial position of the company;
- (ii) the company *has/has not kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- (iii) the company *has/has not kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- (iv) the accounts and group accounts (if any) *have/have not been properly prepared by a competent person.

Director

Director

* Further and otherwise to be specified.
 † In the event of this certificate being qualified in any way, particulars should be attached.

CP 210-0

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 26th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control

DATED this _____ day of January 19 80.

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J. J. O'Byrne
Chairman
under delegation from the Commission

PART F (where it not applicable)

Certificate to be Completed by No-Liability Companies

Providing as to calls and sales of forfeited shares (to be given only in the case of a no-liability company)—

- (a) the date they were called to pay or the date of the last return, or in the case of a first return since incorporation, the period of
(b) the date they were called to pay or the date of the last return, or in the case of a first return since incorporation, the period of
(c) the number of shares called to pay or the date of the last return, or in the case of a first return since incorporation, the period of
(d) the number of shares called to pay or the date of the last return, or in the case of a first return since incorporation, the period of
(e) the number of shares called to pay or the date of the last return, or in the case of a first return since incorporation, the period of

Signature: _____

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to Limited, that—

- (a) the company has more than five hundred members;
(b) the company keeps its principal share register at a place within five kilometres of the office of the Corporate Affairs Commission; and
(c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;

and that accordingly the company is of a kind to which that subsection applies.

Signature: _____ Secretary

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

I/We after having made due enquiries certify—

- (a) that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with; and
(b) having made an inspection of the share register that transfers have¹ been registered since the date of the last annual return¹
(c) that the company has not since the date of the last annual return issued² any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
(d) that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company.
(e) that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.
(f) that at the Annual General Meeting held on _____ 19____ the company pursuant to section 165A of the Companies Act, 1961, did not appoint an auditor.
(g) that at the Annual General Meeting held on _____ 19____ the company pursuant to section 165B of the Companies Act, 1961, did not appoint an auditor.

Signature: _____ Director

Signature: _____ Secretary

- (1) Strike out whichever is inapplicable.
(2) Strike out this paragraph if the company is not a proprietary company.
(3) In the case of the first annual return of a proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".
(4) Strike out this paragraph except in the case of a proprietary company whose members exceed fifty.
(5) Strike out except in the case of an exempt proprietary company.
(6) Strike out this paragraph if inapplicable. Note, this paragraph is only applicable to an exempt proprietary company that is an unlimited company or a member of which was at the date of the Annual General Meeting a person other than a natural person or an exempt proprietary company that is an unlimited company or a corporation that was at the date of the Annual General Meeting a person other than a natural person or an exempt proprietary company that is an unlimited company whose all the members agreed not to have their names entered in the register of members.
(7) Strike out this paragraph if inapplicable. Note, this paragraph is only applicable to an exempt proprietary company that is not an unlimited company all the members of which agreed not to have their names entered in the register of members before the Annual General Meeting and to appoint an auditor.
(8) NOTE: A certificate signed by the same person in the capacity of both director and secretary will not be accepted. See section 132 (2) of the Companies Act, 1961.

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY. THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Signature: _____ (Strike either Director, Manager or Secretary.)

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The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control. DATED this 7259 day of January 19 80. J. J. O'Brien Chairman under delegation from the Commission