Nickelore Limited

ABN 13 086 972 429

Annual Report
For the Year Ended 30 June 2009

CONTENTS

CORPORATE DIRECTORY

NON-EXECUTIVE CHAIRMAN
Martin Pyle

EXECUTIVE DIRECTOR
Iggy Tan

NON-EXECUTIVE DIRECTORS
Mark Bojanjac
Andrew Radonjic

COMPANY SECRETARY
Ian Cunningham

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National Australia Bank,
Level 1, 50 St Georges Terrace
PERTH WA 6000

REVIEW OF ACTIVITIES

Like many other companies, the 2009 Financial Year was a difficult period for Nickelore Limited. The effects of the global economic downturn caused the Board to reassess the short term goals of the Company. The Board decided that it was in the Company's best interests to scale back its operations, realise non-core assets and reduce costs in order for the Company to conserve cash whilst continuing to evaluate opportunities for the advancement of the Company.

CORPORATE

In late 2008 the Board decided that as a result of the effects the global economic conditions were having on the Company it was necessary to dramatically reduce costs and commitments in order for the Company to conserve cash. As a result the Board instituted the following measures:

- Executive Director, Mr Iggy Tan, substantially reduced his time commitment to the Company;
- Outsourcing employees;
- 50% voluntary reduction in Non-Executive director fees;
- Cessation of all non essential project expenditure; and
- Sale of non-core assets including the Bardoc Gold Project and the Bardoc South ore stockpiles.

In August 2009, the Board appointed Mr Martin Pyle as Non Executive Chairman. Mr Pyle a mining industry consultant, holds a Bachelor of Science (First Class Honours – Geology) and MBA. Mr Pyle was previously a Corporate Finance Director with Hartleys Limited, where he was involved in the generation and execution of substantial resources related equity raisings, mergers and acquisitions, corporate advice and research.

Mr Pyle replaced Mr David Martin as Chairman of Nickelore. The Company extends its sincere gratitude to Mr Martin for his valuable professional contribution to the Company since his appointment in 2007. Mr Martin was instrumental in guiding the Company through the recent financial downturn. This has positioned the Company where it is now able to move forward with its new simplified Nickel Alliance and with sufficient capacity to pursue other project opportunities, such as the recently announced Papua Gold & Copper Project.

CANEGRASS NICKEL COBALT PROJECT (CNCP)

The CNCP has been the Company's main focus of activity over recent years. The CNCP comprises the Company's right to mine and extract a total of 140,000 tonnes of nickel metal on the CNCP tenements, M24/290 and M24/39, which are held by Wingstar Investments Pty Ltd ("Wingstar"). The Company also holds (i) the nickel rights for 13 square kilometres of ground, held by Monarch Gold; and (ii) tenements covering 14 square kilometres, acquired from Kalgoorlie-Boulder Resources; both of which are adjacent to the CNCP tenements.

After the completion of the CNCP Scoping Study in 2008 and the plans for the demonstration plant, the Board decided that it was necessary to have funding in place to finance the next stages of the project before the CNCP could move forward. However due to the economic conditions and the collapse of the nickel price, in the second half of 2008 the Board made the decision not to continue with pre-feasibility and feasibility studies into the development of the CNCP.

In August 2009 Wingstar terminated the mineral rights agreement ("MRA") between Wingstar and Nickelore, pursuant to which Nickelore acquired its interest in the CNCP. This followed Nickelore's decision not to continue with pre-feasibility and feasibility studies into the development of the CNCP for the reasons outlined above. Under the terms of the MRA Nickelore was required to complete a pre-feasibility study and have commenced a feasibility study by 28 November 2009.

In August 2009 Nickelore formed the Nickel Alliance with Wingstar. Under this alliance both parties will aim to maximise the potential of their respective nickel assets by presenting them together for possible sale or joint venture as the Canegrass Project. The Canegrass Project comprises mining leases; exploration licences; prospecting licences; rights to explore for, mine and treat non-sulphide, lateritic nickel and cobalt; and technical information held by Nickelore and Wingstar. The parties to the Nickel Alliance have agreed to apportion any benefits accruing to the parties upon completion of a sale, joint venture or other commercial arrangements in relation to the Canegrass Project, 10% to Nickelore and 90% to Wingstar. This reflects the proportionate value of the assets comprising the Canegrass Project as contributed by Nickelore and Wingstar. The Nickel Alliance will terminate on 1 July 2014 or such other date as is agreed between the parties.

BARDOC GOLD PROJECT

In April 2009 Nickelore accepted a sale offer for the Bardoc Gold Project for $1.5 million cash. The Bardoc Gold Project comprises all non-nickel rights to the extensive Bardoc tenements located near Kalgoorlie, Western Australia. The Board deemed that the project was a non core asset of the Company and that it was in its best interests to accept the offer. This transaction was finalised on 7 August 2009 when Nickelore received the final tranche of the $1.5 million payment and the replacement of existing DMP performance bonds amounting to $157,000.

Nickelore had previously sold the Nickel Rights to the Bardoc Project to Minara Resources Limited and the sale of the Gold Project finalised the Companies association with the Bardoc area.

LAKE MARMION URANIUM PROJECT

The 100% owned Lake Marmion Uranium Project is located approximately 130km north of Kalgoorlie in Western Australia. The project consists of six (three granted and three under application) exploration licenses and two (not granted) prospecting licences (total area of 342km^2) covering the Lake Marmion tertiary drainage channel. The tenure contains drill holes from the 1980s with heavy mineral concentrates (HMC's) assaying up to 4,856ppm U_3O_8 within tertiary channel material. The tenure is also adjacent to trenches in lake sediments sampled in the 1970s which assayed up to 5,430ppm U_3O_8, supported by auger drill results of up to 800ppm U_3O_8. The project area is highly prospective for both uranium in near surface deposits such as lake sediments and for the deeper palaeochannel/sediment-hosted type mineralisation.

During the year Nickelore performed analysis that suggested that the certain areas within E29/634 did not hold any prospectivity and as such these areas were relinquished.

The Company believes that the Lake Marmion Uranium Project area remains largely untested for uranium deposits and will continue to maintain the tenure on this project.

GOONGARRIE EAST

The Company owns five exploration licences totalling 318 km^2 in the Goongarrie East locality situated about 75km north of Kalgoorlie which are prospective for both uranium and nickel.

The area is prospective for palaeochannel/sedimentary type uranium mineralisation and contains an interpreted extension of the ultramafic belt that hosts the Black Swan/Silver Swan Nickel Sulphide Deposits.

The northern half of the Goongarrie East Project abuts the Company's Lake Marmion Uranium Project. This area contains radiometric uranium anomalies and interpreted palaeochannels sourced from the uranium bearing Lake Marmion area.

The southern half of the Goongarrie East Project contains the interpreted northern extension of the same ultramafic belt that hosts the Black Swan/Silver Swan Nickel Sulphide Deposits. The tenure is only 40kms northwest and along strike from the Black Swan Deposits (170,000 tonnes of Nickel Metal) and only 11kms along strike of the Scotia East (GSP) Nickel Sulphide Deposit (86,000t @ 2% Nickel).

PAPUA GOLD & COPPER PROJECT

In August 2009 Nickelore entered into a heads of agreement to acquire up to a 51% interest in the Papua Gold & Copper Project. The Papua Gold & Copper Project, which covers an area of approximately 91 km^2 is located in the Central Papua Province of Indonesia and comprises of two general survey mining licences. The Papua Gold & Copper Project area is approximately 45 km along strike from the Freeport Grasberg operations and the world class Wabu deposit.

Under the heads of agreement, Nickelore will negotiate a formal option agreement to acquire up to a 51% interest in the Papua Gold & Copper Project over a four year period ("the Option"). The Option consideration will consist of a combination of cash payments, share consideration and exploration commitments, which are summarised as follows:

- Payment of US$140,000 cash;
- The progressive issue of up to 80 million shares over a four year period; and
- Exploration expenditure of US$5 million over a four year period.

It is important to note that Nickelore can terminate any further cash payments or share issues at any point after the exercise of the Option if the Company is not satisfied with the exploration performance. The Option will be exercisable on or about 31 December 2009, subject to Nickelore's completion of the necessary legal and technical due diligence.

FUTURE DEVELOPMENTS

As a result of the hard work and the difficult decisions made by the Board in the 2009 Financial Year the Company is now well placed to take advantage of any future improvement in resource markets.

The Board will look to maximise the potential of the Nickel Alliance while also seeking new project opportunities such as the recently announced Papua Gold & Copper Project.

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Iggy KS Tan
Executive Director
Perth, Western Australia
25 September 2009

Directors' Report

Your directors present their report on Nickelore Limited ("Company", "Nickelore" or "Parent Entity") and its controlled entities ("Group" or "Consolidated Entity") for the financial year ended 30 June 2009.

1. DIRECTORS

The names and details of the directors in office at any time during or since the end of financial year are:

- David Martin (Resigned 21 August 2009)
- Iggy Tan
- Mark Bojanjac
- Andrew Radonjic
- Martin Pyle (Appointed 21 August 2009)

2. PRINCIPAL ACTIVITY

The principal activity of the Consolidated Entity during the financial year was the exploration for nickel, gold, copper, uranium, and other base metals, and investment in the minerals exploration and development sector. The current activity is in Western Australia.

There were no significant changes in the nature of the economic entity's principal activities during the financial year.

3. OPERATING RESULTS

The Consolidated Entity reported a net loss of $405,270 for the financial year (2008: $22,775,111 loss). The 2008 net loss includes a write down of $20 million in the carrying value of the Canegrass Project (refer to Note 12).

4. DIVIDENDS PAID OR RECOMMENDED

The directors do not recommend the payment of a dividend and no amount has been paid or declared by way of a dividend to the date of this report.

5. REVIEW OF OPERATIONS

The full details of operations and current activities for the Company are detailed in the Annual Report Review of Activities.

6. SIGNIFICANT CHANGES IN STATE OF AFFAIRS

During the year there were no significant changes in the state of affairs of the Consolidated Entity.

7. AFTER BALANCE DATE EVENTS

Subsequent to the end of the financial year, the following has occurred:

- On 7 August 2009 the sale of the Company's wholly owned subsidiary Bardoc Tectonic Zone Pty Ltd ("BTZ") was completed and the remaining cash consideration payable to the Company was received. BTZ owns the Bardoc Gold Project.
- On 7 August 2009 Wingstar Investments Pty Ltd ("Wingstar") terminated the mineral rights agreement ("MRA") signed in October 2007 between Wingstar and Nickelore in relation to the Canegrass nickel cobalt project ("CNCP" or "Mineral Rights").
- On 7 August 2009 Nickelore formed an alliance with Wingstar. ("Nickel Alliance"). Under this alliance both parties will aim to maximise the potential of their respective nickel assets by presenting them together for possible sale or joint venture as the Canegrass Project.
- On 11 August 2009 Nickelore entered into a heads of agreement to acquire up to a 51% interest in a gold and copper project in Papua Province, Indonesia ("Papua Gold & Copper Project").
- On 21 August 2009 Mr Martin Pyle was appointed as Chairman of Nickelore. Mr David Martin the previous Chairman resigned as a director at the same time.

No other matters or circumstances have arisen since the end of the financial year which significantly altered or may significantly alter the operations of the Consolidated Entity, the results of those operations or the state of affairs of the Consolidated Entity in financial years subsequent to 30 June 2009.

8. FUTURE DEVELOPMENTS

Please refer to the Annual Report Review of Activities.

9. ENVIRONMENTAL ISSUES

The Company's environmental obligations are regulated under both State and Federal Law. The Company has a policy of complying with its environmental performance obligations. No environmental breaches have been notified to the Company to the date of this report.

Directors' Report (Continued)

10. INFORMATION ON DIRECTORS AND COMPANY SECRETARY

David Martin *	Independent Non-Executive Chairman * Resigned 21 August 2009
Qualifications	B. Juris, LLB, GAICD
Experience	Mr Martin has extensive experience in the areas of corporate and finance law in Asia and Australia. He has previously been General Counsel of Woodside Petroleum Limited and a partner with Baker & McKenzie in Hong Kong.
Interests in Shares and Options	1,000,000 fully paid ordinary shares
Other Directorships	During the last three years Mr Martin has also served as a director of the following other Australian listed companies: Little World Beverages Limited + + denotes current directorship

Martin Pyle *	Independent Non-Executive Chairman * Appointed 21 August 2009
Qualifications	BSc (1st Class Hon). MBA
Experience	Mr Pyle has over 20 years of mineral industry experience as a mining industry consultant, holds a Bachelor of Science (First Class Honours – Geology) and MBA. Mr Pyle was previously a Corporate Finance Director with Hartleys Limited, where he was involved in the generation and execution of substantial resources related equity raisings, mergers and acquisitions, corporate advice and research.
Interests in Shares and Options	Nil
Other Directorships	Nil

Iggy Tan	Executive Director
Qualifications	BSc, MBA, MAICD
Experience	Mr Tan is an experienced operations manager with over 22 years of experience in the mining and chemical industry. He has also a proven background in both marketing and business development. Mr Tan has been in managerial roles with SCM Chemicals & Sons of Gwalia; and General Manager roles at Westlime, Iluka Resources (MW) and Imdex Minerals. His previous role was Executive General Manger with Tin and Nickel company Metals X Limited. His responsibilities have included the commissioning and operations management of several significant mining and processing projects in Western Australia. Mr Tan is a former Chairman of the Western Australian Chamber of Minerals and Energy's Murchison Regional Council.
Interests in Shares and Options	1,249,440 fully paid ordinary shares
Other Directorships	Galaxy Resources Limited + + denotes current directorship

Directors' Report (Continued)

10. INFORMATION ON DIRECTORS AND COMPANY SECRETARY (continued)

Mark Bojanjac	Non-Executive Director
Qualifications	B Comm, CA
Experience	Mr Bojanjac is a Chartered Accountant and holds a Bachelor of Commerce degree. Mr Bojanjac has over 16 years experience in developing public companies specialising in the gold resource sector. He was a founding director of Gilt-Edged Mining Limited which discovered one of Australia's highest grade gold mines and was Managing Director of a public company which developed and financed a 2.4Moz gold resource in Mongolia and co-founded a 3Moz gold project in Ghana.
Interests in Shares and Options	300,000 options at $0.20, expiring 30 April 2011
Other Directorships	During the last three years Mr Bojanjac has also served as a director of the following other Australian listed companies: Adamus Resources Limited + Gryphon Minerals Limited + denotes current directorship

Andrew Radonjic *^	Non-Executive Director *^ Retired as Managing Director and appointed as Non-Executive Director 12 July 2007
Qualifications	BAppSc, Mining Geology, MSc (Mineral Economics), MAusIMM
Experience	Mr Radonjic is a geologist with over 22 years of experience in mining and exploration, with a specific focus on gold and nickel in the Eastern Goldfields of Western Australia. Mr Radonjic began his career at the Agnew Nickel Mine before spending 15 years in the Paddington, Mount Pleasant and Lady Bountiful Extended operations north of Kalgoorlie. He fulfilled a variety of senior roles which gave rise to three gold discoveries, totalling in excess of three million ounces in resources and in the development of over one million ounces.
Interests in Shares and Options	60,070 fully paid ordinary shares 600,000 options at $0.20, expiring 30 April 2011
Other Directorships	During the last three years Mr Radonjic has also served as a director of the following other Australian listed companies: Venture Minerals Limited + + denotes current directorship

Ian Cunningham	Company Secretary
Qualifications	B Comm, LLB, CA
Experience	Mr Cunningham is a Chartered Accountant and holds a Bachelor of Commerce degree and Bachelor of Laws degree. Mr Cunningham has a corporate advisory background with Deloitte in Australia and the United Kingdom, during which time he provided general corporate, capital raising, valuation, transaction and strategic advice to a range of listed and unlisted clients.
Interests in Shares and Options	30,000 fully paid ordinary shares 100,000 options at $0.14, expiring 30 August 2011 100,000 options at $0.30, expiring 30 June 2012

11. OPERATING AND FINANCIAL REVIEW

The full details of operations and current activities for the Company are detailed in the Annual Report Review of Activities.

Directors' Report (Continued)

12. REMUNERATION REPORT (Audited)

This report outlines the remuneration arrangements in place for directors and executives being:

Directors

Mr David R Martin	Independent Non-Executive Chairman
Mr Iggy Tan	Executive Director
Mr Mark Bojanjac	Non-Executive Director
Mr Andrew Radonjic	Non-Executive Director
Mr Craig Readhead	Independent Non-Executive Chairman (Retired as Director and Chairman 11 October 2007)

Named Executives

Mr Ian Cunningham	Company Secretary
Mr John Lewis	Chief Financial Officer

Remuneration Philosophy

The performance of the Company depends upon the quality of its directors and executives. To prosper, the Company must attract, motivate and retain highly skilled directors and executives.

To this end, the Company embodies the following principles in its remuneration framework:

- Provide competitive rewards to attract qualified and experienced executives;
- Link executive rewards to length of service, experience and overall performance of the Company; and
- Equity participation is a cost effective and efficient incentive given the Company's pre-production status.

Remuneration Structure

In accordance with best practice corporate governance, the structure of non-executive director and senior management remuneration is separate and distinct.

Non-Executive Director Remuneration

<u>Objective</u>
The Board seeks to set aggregate remuneration at a level which provides the Company with the ability to attract and retain directors of the highest calibre, whilst incurring a cost which is acceptable to shareholders.

<u>Structure</u>
The Constitution and the ASX Listing Rules specify that the aggregate remuneration of non-executive directors shall be determined from time to time by a general meeting. An amount not exceeding the amount determined is then divided between the directors as agreed.

The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst directors is reviewed annually. The Board considers advice from external consultants as well as the fees paid to non-executive directors of comparable companies when undertaking the annual review process.

Each director receives a fee for being a director of the Company. No additional fees are paid for participation on sub-committees, such as the Audit Committee. Non-executive directors are encouraged by the Board to hold shares in the Company. Accordingly, they are entitled to participate in equity incentive schemes offered by the Company. The current director's fees payable to non-executive directors are as follows:

- Mr Martin's annual director's fees are $65,000 plus statutory superannuation;
- Mr Bojanjac's annual director's fees are $50,400; and
- Mr Radonjic's annual director's fees are $40,000 plus statutory superannuation.

Director's fees are reviewed annually by the Board. No termination payments are payable to non-executive directors. From 1 January 2009 the non-executive directors of the Company volunteered to accept a reduction of their annual fees by 50%, as a result of the effect the global economic conditions were having on the Company. The remuneration received by non-executive directors for the year ended 30 June 2009 is detailed in the proceeding tables.

Senior Manager and Executive Director Remuneration

<u>Objective</u>
Generally, compensation is provided by the Company to its executive officers by way of salary and share option grants. The objective is to ensure that executive compensation is fair and reasonable in order to attract and retain qualified and experienced executives.

12. REMUNERATION REPORT (Audited) (continued)

Structure

Fixed remuneration consists of base cash remuneration and statutory superannuation entitlements. Longer term discretionary remuneration consists of share option grants. Remuneration levels are based on an overall assessment of both individual and Company performance.

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interest to those of its shareholders. In addition, equity participation is a cost effective and efficient incentive as compared to cash bonuses or increased remuneration, particularly given the Company's pre-production status. Accordingly, all executives and employees are entitled to participate in the Company's equity incentive scheme. Generally, the ability to exercise an option is conditional upon the holder remaining in the Company's employment. There are presently no other non-cash benefits available to directors or employees. There is no separate profit-sharing or bonus plan.

The contracts for service between the Company and directors and executives are on a continuing basis, the terms of which are not expected to change in the immediate future. Upon retirement, directors and executives are paid employee benefit entitlements accrued to date of retirement. The Company may terminate the contracts without cause by providing one month's written notice. Termination payments (if applicable) are generally not payable on resignation or dismissal for serious misconduct. In the instance of serious misconduct the Company can terminate employment at any time.

Employment Contracts

Directors

Mark Bojanjac

Terms of Executive Director Agreement – commencing on 30 June 2003 for no fixed term. Ceased to be an executive director on 1 January 2008. Base remuneration is $50,400 per annum. No termination payments applied.

Andrew Radonjic

Terms of Executive Director Agreement – commencing on 11 August 2004 for no fixed term. Ceased to be an executive director on 12 July 2007. Base remuneration up to 12 July 2007 was $130,000 per annum plus statutory superannuation. No termination payments applied. Since 12 July 2007 base remuneration has been $40,000 per annum plus statutory superannuation. No termination payments applied

Iggy Tan

- Terms of Agreement – commencing on 12 July 2007 for no fixed term.
- Base remuneration is $250,000 per annum plus statutory superannuation and unrestricted use of a company vehicle.
- One month notice period for termination.
- Termination benefits payable on termination of the contract amount to one months' salary.
- On 1 November 2008 the Terms of Agreement were altered as follows:
  - Base remuneration $65,000 per annum plus statutory superannuation;
  - No termination benefits on termination of the contract
- Remuneration reviewed annually by the Board.

Other Named Executives

Ian Cunningham

- Terms of Agreement – commencing on 28 June 2007 for no fixed term.
- Base remuneration is $30,000 per annum plus statutory superannuation.
- One month notice period for termination.
- Remuneration reviewed annually by the Board.
- Termination benefits payable on termination of the contract amount to one months' salary.

John Lewis

- Terms of Agreement – commencing on 26 November 2007 for no fixed term.
- Base remuneration is $170,000 per annum plus statutory superannuation.
- One month notice period for termination.
- Remuneration reviewed annually by the Board.
- Termination benefits payable on termination of the contract amount to one months' salary.

12. REMUNERATION REPORT (Audited) (continued)

Remuneration of Directors and Named Executives

Remuneration policies and packages applicable to the directors and senior executives are reviewed annually by the Board, having regard to performance against goals set at the start of the year, relative comparative information and independent expert advice.

Details of the nature and amount of emoluments of each director and executive officer during the financial year are:

		Short-Term			Post-Employment		Long Term Benefits	Equity	Total	
Directors		Salary & Fees $	Bonus $	Non-Monetary $	Super-annuation $	Prescribed Benefits $	Long Service leave $	Options* $	$	% Remuner-ation Consisting of Options
D R Martin	2009	49,792	-	2,087	4,481	-	-	79,592	135,952	59%
Chairman	2008	46,500	-	1,532	4,185	-	-	61,905	114,122	54%
I Tan	2009	146,622	-	10,758	13,196	-	-	397,744	568,320	70%
Executive Director	2008	267,766	-	21,643	23,064	-	-	380,246	692,719	55%
M T Bojanjac	2009	39,964	-	2,087	-	-	-	52,900	94,951	56%
Director	2008	50,400	-	2,133	-	-	-	41,812	94,345	44%
A Radonjic	2009	30,641	-	2,087	2,758	-	-	-	35,486	-
Director	2008	52,568	-	2,133	4,731	-	-	-	59,432	-
C L Readhead	2009	-	-	-	-	-	-	-	-	-
Chairman	2008	7,500	-	602	-	-	-	-	8,102	-
Named Executive										
I Cunningham	2009	33,019	-	2,087	2,787	-	-	23,775	61,668	38%
Company Secretary	2008	27,035	-	2,133	2,395	-	-	22,559	54,122	42%
J Lewis	2009	185,224	-	2,087	15,790	-	-	33,868	236,969	14%
Chief Financial Officer	2008	110,941	-	2,133	9,180	-	-	15,395	137,649	11%
Total	2009	485,262	-	21,193	39,012	-	-	587,879	1,131,346	
	2008	562,710	-	32,309	43,555	-	-	521,917	1,160,491	

* Options were granted in the 2008 financial year, a portion of which vested in the 2009 financial year. For details on the valuation of the options, including models and assumptions used, please refer to Note 25.

There are no executive officers that are not also directors of the parent entity that are not disclosed in the above table.

Options Granted as Part of Remuneration for Year Ended 30 June 2009

There were no options granted to the Directors or Officers of the Company during the Year Ended 30 June 2009.

	Value of options granted during the year $	Value of options exercised during the year $	Value of options lapsed during the year $	Value of options cancelled during the year^ $
Directors				
D Martin	-	-	-	869
I Tan	-	-	-	5,425
M T Bojanjac	-	-	-	660
A Radonjic	-	-	-	-
Named Executives				
I Cunningham	-	-	-	439
J Lewis	-	-	-	575
Total	-	-	-	7,968

^ Represents the estimated fair value of the options on the date of cancellation. For details on the valuation of the options, including models and assumptions used, please refer to Note 25.

12. REMUNERATION REPORT (continued)

Options Granted as Part of Remuneration for Year Ended 30 June 2008

	Vested Number	Granted Number	Grant Date	Terms & Conditions for Each Grant: Value per Option at Grant Date	Exercise Price $	First Exercise Date	Last Exercise Date
Directors							
C L Readhead	-	-	-	-	-	-	-
D Martin	-	860,000	30 Jan 2008	$0.16	$0.30	30 Jan 2009	29 Jan 2013
I Tan	-	2,300,000	30 Jan 2008	$0.17	$0.20	30 Jan 2009	29 Jan 2013
I Tan	-	2,300,000	30 Jan 2008	$0.16	$0.30	30 Jan 2009	29 Jan 2013
M T Bojanjac	-	280,000	30 Jan 2008	$0.17	$0.20	30 Jan 2009	29 Jan 2013
M T Bojanjac	-	280,000	30 Jan 2008	$0.16	$0.30	30 Jan 2009	29 Jan 2013
A Radonjic	-	-	-	-	-	-	-
Named Executive							
I Cunningham	100,000	100,000	20 July 2007	$0.13	$0.30	31 Jul 2008	30 Jun 2012
I Cunningham	-	185,000	30 Jan 2008	$0.09	$0.20	30 Jan 2009	29 Jan 2013
I Cunningham	-	185,000	30 Jan 2008	$0.09	$0.30	30 Jan 2009	29 Jan 2013
J Lewis	-	570,000	30 Jan 2008	$0.09	$0.30	30 Jan 2009	29 Jan 2013
Total	100,000	7,060,000	-	-	-	-	-

Options Granted as Part of Remuneration for Year Ended 30 June 2008 (continued)

	Value of options granted during the year ^ $	Value of options exercised during the year $	Value of options lapsed during the year $
Directors			
D Martin	141,496	-	-
I Tan	777,989	-	-
M T Bojanjac	94,711	-	-
A Radonjic	-	15,000	-
Named Executives			
I Cunningham	33,194	-	-
J Lewis	49,262	-	-
Total	1,096,652	15,000	-

^ For details on the valuation of the options, including models and assumptions used, please refer to Note 25.

There were no alterations to the terms and conditions of options granted as remuneration since their grant date.

Shares issued on exercise of options

During and since the end of the financial year, no shares were issued on the exercise of remuneration options.

Option holdings of key management personnel (consolidated)

30 June 2009	Balance 1 July 08	Granted as remuneration	Options exercised	Options Expired	Options Cancelled	Balance 30 June 09	Vested at 30 June 09	Vested and exercisable
Directors								
D Martin	860,000	-	-		(860,000)	-	-	-
M Bojanjac	860,000	-	-		(560,000)	300,000	300,000	300,000
A Radonjic	900,000	-	-	(300,000)	-	600,000	600,000	600,000
I Tan	4,600,000	-	-		(4,600,000)	-	-	-
Named Executive								
I. Cunningham	570,000	-	-		(370,000)	200,000	200,000	200,000
J Lewis	570,000	-	-		(570,000)	-	-	-
Total	8,360,000	-	-	(300,000)	(7,060,000)	1,100,000	1,100,000	1,100,000

Directors' Report (continued)

12. REMUNERATION REPORT (Audited) (continued)

30 June 2008	Balance 1 July 07	Granted as remuneration	Options exercised	Options Lapsed	Balance 30 June 08	Vested at 30 June 08	Vested and exercisable
Directors							
C Readhead	300,000	-	-	-	300,000	300,000	300,000
D Martin	-	860,000	-	-	860,000	-	-
M Bojanjac	300,000	560,000	-	-	860,000	300,000	300,000
A Radonjic	1,400,000	-	(500,000)	-	900,000	900,000	900,000
I Tan	-	4,600,000	-	-	4,600,000	-	-
Named Executive							
I Cunningham	100,000	470,000	-	-	570,000	100,000	100,000
S Caruso	175,000	-	-	(175,000)	-	-	-
J Lewis	-	570,000	-	-	570,000	-	-
Total	2,275,000	7,060,000	(500,000)	(175,000)	8,660,000	1,600,000	1,600,000

13. OPTIONS

As at the date of this report the unissued ordinary shares of Nickelore Limited under option are as follows:

Grant Date	Date of Expiry	Exercise Price	Number Under Option
12 July 2006	30 April 2011	$0.20	1,350,000
30 August 2006	30 August 2011	$0.19	100,000
27 October 2006	30 August 2011	$0.14	100,000
20 July 2007	30 June 2012	$0.30	300,000
29 February 2008	28 February 2010	$0.01	68,500,000
30 January 2008	29 January 2013	$0.30	1,500,000
11 December 2008	28 February 2010	$0.01	2,500,000
11 December 2008	31 December 2012	$0.12	3,500,000
			77,850,000

No person entitled to exercise these options had or has any right by virtue of the option to participate in any share issue of any other body corporate.

Shares issued on exercise of options

During the financial year, no shares were issued as a result of the exercise of options.

Since the end of the financial year, no ordinary shares have been issued as a result of the exercise of options.

During the financial year, the following options lapsed or were cancelled:

Date Lapsed / Cancelled	Grant Date	Date of Expiry	Exercise Price	Number
4 September 2008	4 September 2003	4 September 2008	$0.25	325,000
18 December 2008	18 December 2007	18 December 2008	$0.34	2,000,000
25 February 2009	30 January 2008	20 January 2013	$0.20	3,185,000
25 February 2009	30 January 2008	20 January 2013	$0.30	4,815,000
				10,325,000

14. MEETINGS OF DIRECTORS

The number of directors' meetings (including Audit Committee meetings) held during the financial year and the numbers of meetings attended by each director were:

Director	Directors' Meetings		Audit Committee Meetings	
	Number eligible to attend	Number attended	Number eligible to attend	Number attended
D Martin	8	8	2	2
I Tan	8	8	-	-
M Bojanjac	8	8	2	1
A Radonjic	8	8	2	1

15. INDEMNIFICATION OF AUDITORS AND OFFICERS

During or since the end of the financial year the Company has either given an indemnity or entered into an agreement to indemnify, or paid or agreed to pay insurance premiums as follows:

- Except as may be prohibited by the Corporations Act 2001, every Officer of the Company shall be indemnified out of the property of the Company against any liability incurred by him in his capacity as Officer of the Company or any related corporation in respect of any act or omission whatsoever and howsoever occurring or in defending any proceedings, whether civil or criminal;
- Since the beginning of the financial year the Company has paid insurance premiums of $12,521 in respect of directors and officers liability and corporate reimbursement, for directors and officers in the Company. The insurance premiums relate to:
  - Indemnifying the Company against any payment which it has made and was legally permitted to make arising out of any claim, by reason of any wrongful act, committed by any director or officer in their capacity as a director or officer of the Company or any related corporation, first made against the director or officer during the period of insurance; and
  - Any loss for which the directors and officers may not be legally indemnified by the Company arising out of any claim, by reason of any wrongful act committed by them in their capacity as a director or officer of the Company or any related corporation, first made against them jointly or severally during the period of insurance.

The insurance policy outlined above does not allocate the premium paid to each individual officer of the Company.

16. AUDITOR INDEPENDENCE AND NON-AUDIT SERVICES

Auditor Independence

The auditor's independence declaration for the year ended 30 June 2009 has been received and can be found on page 41.

Non-Audit Services

The following non-audit services were provided by the entity's auditors, Stantons International. The directors are satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act. The nature and scope of each type of non-audit service provided means that auditor independence was not compromised.

	2009 $	2008 $
A company associated with Stantons International received or are due to receive the following amounts for the provision of non-audit services:		
Tax Compliance Services	3,750	2,421

17. PROCEEDINGS ON BEHALF OF COMPANY

No person has applied for leave of court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a part for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

The Company was not a party to any such proceedings during the year.

Signed in accordance with a resolution of the directors:

Iggy KS Tan
Executive Director
Perth, Western Australia
25 September 2009

Income Statement
For the Year Ended 30 June 2009

	Notes	Consolidated Entity		Parent Entity	
		2009 $	2008 $	2009 $	2008 $
Continuing operations					
Revenue	4	1,347,853	1,077,706	1,697,330	426,548
Employee benefits expense	5	(1,233,055)	(1,388,718)	(1,233,055)	(1,388,718)
Depreciation expense	11	(7,547)	(11,168)	(7,547)	(11,168)
Corporate expense	5	(423,740)	(343,483)	(423,740)	(343,483)
Premise expense	5	(79,382)	(124,849)	(79,382)	(124,849)
Administration expenses	5	(53,897)	(248,177)	(53,900)	(248,178)
Exploration write off	12	(291,388)	(947,854)	(1,816)	-
Write down of inter-company loan		-	-	(162,494)	(294,332)
Provision for write down of investment		-	(20,755,014)	-	(20,383,727)
Profit/(Loss) from continuing operations before tax and finance costs		(741,156)	(22,741,557)	(264,604)	(22,367,907)
Finance costs	5	(33,907)	(33,554)	(16,260)	(1,406)
Loss before income tax		(775,063)	(22,775,111)	(280,864)	(22,369,313)
Research and development tax refund		369,793	-	369,793	-
Loss after tax from continuing operations		(405,270)	(22,775,111)	88,929	(22,369,313)
Net loss attributable to the members of Nickelore Limited		(405,270)	(22,775,111)	88,929	(22,369,313)
Earnings per share (cents per share)					
Basic loss for the year (post consolidation)	20	(0.0045)	(0.306)		

The above Income Statement is to be read in conjunction with the Notes to the Financial Statements

Balance Sheet
As at 30 June 2009

	Notes	Consolidated Entity		Parent Entity	
		2009	2008	2009	2008
		$	$	$	$
ASSETS					
Current Assets					
Cash and cash equivalents	8	1,280,194	956,266	1,280,194	956,266
Trade and other receivables	9	333,326	7,689	333,326	7,689
Prepayments	10	5,968	10,138	5,968	10,138
Total Current Assets		1,619,488	974,093	1,619,488	974,093
Non Current Assets					
Plant and equipment	11	10,110	16,749	10,110	16,749
Exploration assets	12	2,496,551	3,321,587	2,496,551	2,421,587
Other financial assets	13	157,600	157,600	157,600	157,600
Total Non Current Assets		2,664,261	3,495,936	2,664,261	2,595,936
TOTAL ASSETS		4,283,749	4,470,029	4,283,749	3,570,029
LIABILITIES					
Current Liabilities					
Trade and other payables	14	922,876	982,571	922,876	970,123
Provisions	15	54,493	76,015	54,493	76,015
Borrowings	16	-	99,750	-	99,750
Total Current Liabilities		977,369	1,158,336	977,369	1,145,888
Non Current Liabilities					
Provisions	15	-	393,353	-	-
Payable on Canegrass	16	710,000	710,000	710,000	710,000
Total Non Current Liabilities		710,000	1,103,353	710,000	710,000
TOTAL LIABILITIES		1,687,369	2,261,689	1,687,369	1,855,888
NET ASSETS		2,596,380	2,208,340	2,596,380	1,714,141
EQUITY					
Contributed equity	17	23,001,576	22,901,826	23,001,576	22,901,826
Reserves	18	17,514,121	16,820,561	17,514,121	16,820,561
Accumulated losses	19	(37,919,317)	(37,514,047)	(37,919,317)	(38,008,246)
TOTAL EQUITY		2,596,380	2,208,340	2,596,380	1,714,141

The above Balance Sheet is to be read in conjunction with the Notes to the Financial Statements

Statement of Changes in Equity
For the Year Ended 30 June 2009

	Notes	Consolidated Entity		Parent Entity	
		2009 $	2008 $	2009 $	2008 $
TOTAL EQUITY AT THE BEGINNING OF THE FINANCIAL YEAR		2,208,340	3,000,838	1,714,141	2,100,841
Profit/(Loss) for the year		(405,270)	(22,775,111)	88,929	(22,369,313)
Total recognised income and expense for the year attributable to members of Nickelore Limited		(405,270)	(22,775,111)	88,929	(22,369,313)
Transactions with equity holders in their capacity as equity holders:					
Shares issued during the year	17	99,750	4,876,253	99,750	4,876,253
Transaction costs	17	-	(69,858)	-	(69,858)
Exercise of unlisted options	17	-	677,500	-	677,500
Employees and consultants share options	18	693,560	615,786	693,560	615,786
Canegrass consideration share options	18	-	15,320,845	-	15,320,845
Options to be issued	18	-	562,087	-	562,087
		793,310	21,982,613	793,310	21,982,613
TOTAL EQUITY AT THE END OF THE FINANCIAL YEAR		2,596,380	2,208,340	2,596,380	1,714,141

The above Statement of Changes in Equity is to be read in conjunction with the Notes to the Financial Statements

Cash Flow Statement
For the Year Ended 30 June 2009

	Notes	Consolidated Entity 2009 $	Consolidated Entity 2008 $	Parent Entity 2009 $	Parent Entity 2008 $
Cash flows from operating activities					
Receipts from customers		672,751	50,915	533,229	38,102
Payments to suppliers and employees		(1,216,227)	(1,451,033)	(1,205,598)	(1,431,397)
Payments for exploration		(366,352)	(3,217,551)	(237,458)	(2,269,698)
Interest received		38,064	54,336	38,063	54,336
Interest paid		(3,400)	(1,406)	(3,400)	(1,406)
Net cash used in operating activities	23	(875,164)	(4,564,739)	(875,164)	(3,610,063)
Cash flows from investing activities					
Payment for plant and equipment		(908)	(8,613)	(908)	(8,613)
Receipt on sale of investments		1,200,000	1,202,037	1,200,000	563,692
Payments to related party		-	-	-	(294,332)
Receipts from related party		-	99,750	-	99,750
Payment for exploration bonds		-	(8,000)	-	(30,000)
Net cash used in investing activities		1,199,092	1,285,174	1,199,092	330,497
Cash flows from financing activities					
Proceeds from issue of equity securities		-	2,943,753	-	2,943,753
Payment for share issue costs		-	(66,925)	-	(66,925)
Net cash provided by financing activities		-	2,876,828	-	2,876,828
Net increase / (decrease) in cash and cash equivalents		323,928	(402,738)	323,928	(402,738)
Cash and cash equivalents at beginning of period	8	956,266	1,359,004	956,266	1,359,004
Cash and cash equivalents at end of period		1,280,194	956,266	1,280,194	956,266

The above Cash Flow Statement is to be read in conjunction with the Notes to the Financial Statements

Notes to the Financial Statements
For the Year Ended 30 June 2009

1. CORPORATE INFORMATION

The financial report of Nickelore Limited and its subsidiaries (the "Group") for the year ended 30 June 2009 was authorised for issue in accordance with a resolution of the directors on 25 September 2009.

Nickelore is a public company incorporated in Western Australia whose shares are publicly traded on the Australian Securities Exchange.

The nature of the operations and principal activities of the Group are described in the Annual Report Review of Activities.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation

The financial report is a general-purpose financial report, which has been prepared in accordance with the requirements of the *Corporations Act 2001* and Australian Accounting Standards. Accounting Standards include Australian equivalents to International Financial Reporting Standards (A-IFRS). Compliance with A-IFRS ensures that the financial statements and notes of the Parent Entity and the Consolidated Entity comply with International Financial Reporting Standards

The financial report has also been prepared on the accruals basis and historical cost basis, except for available for sale investments, which have been measure at fair value. The carrying values of recognised assets and liabilities that are hedged items in fair value hedges, and are otherwise carried at cost, are adjusted to record changes in the fair values attributable to the risks that are being hedged.

b) Adoption of new and revised Accounting Standards

The AASB has issued new, revised and amended standards and interpretations that have mandatory application dates for future reporting periods, The Group has decided against early adoption of these standards. A discussion of those future requirements and their impact on the Group follows:

- AASB 3: Business Combinations, AASB 127: Consolidated and Separate Financial Statements, AASB 2008-3: Amendments to Australian Accounting Standards arising from AASB 3 and AASB 127 (applicable for annual reporting periods commencing from 1 July 2009) and AASB 2008-7: Amendments to Australian Accounting Standards — Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate (applicable for annual reporting periods commencing from 1 January 2009).
- AASB 8: Operating Segments and AASB 2007.3: Amendments to Australian Accounting Standards arising from AASB 8 [AASB 5, AASB 6, AASB 102, AASB 107, AASB 119, AASB 127, AASB 134, AASB 136, AASB 1023 & AASB 1038] (applicable for annual reporting periods commencing from 1 January 2009).
- AASB 101: Presentation of Financial Statements, AASB 2007-8: Amendments to Australian Accounting Standards arising from AASB 101, and AASB 2007-10: Further Amendments to Australian Accounting Standards arising from AASB 101 (all applicable to annual reporting periods commencing from 1 January 2009).
- AASB 123: Borrowing Costs and AASB 2007-6: Amendments to Australian Accounting Standards arising from AASB 123 [AASB 1, AASB 101, AASB 107, AASB 111, AASB 116 & AASB 138 and Interpretations 1 & 12] (applicable for annual reporting periods commencing from 1 January 2009).
- AASB 2008-1: Amendments to Australian Accounting Standard — Share-based Payments: Vesting Conditions and Cancellations AASB 2 (applicable for annual reporting periods commencing front January 2009).
- AASB 2008-5: Amendments to Australian Accounting Standards arising from the Annual Improvements Project (July 2008) (AASB 2008-5) and AASB 2008-6: Further Amendments to Australian Accounting Standards arising from the Annual Improvements Project (July 2008) (AASB 2008-6) detail numerous non-urgent but necessary changes to accounting standards arising from the IASB's annual improvements project, No changes are expected to materially affect the Group.

AASB 2006-8: Amendments to Australian Accounting Standards — Eligible Hedged items [AASB 139] (applicable for annual reporting periods commencing from 1 July 2009). This amendment clarifies how the principles that determine whether a hedged risk or portion of cash flows is eligible for designation as a hedged item should be applied in particular situations and is not expected to materially affect the Group.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

c) Going concern

The directors have prepared the financial statements on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and extinguishment of liabilities in the ordinary course of business.

The Consolidated Entity has recorded a net accounting loss of $405,270 and net operating cash outflows of $875,164 for the year ended 30 June 2009. The directors believe the going concern basis is appropriate as:

- The cash assets of the Group at 30 June 2009 were $1.28 million.
- In May 2009 the Company entered into an agreement to sell its interest in BTZ, which owns the Bardoc Gold Project, for cash consideration of $1.5 million. The balance of the consideration receivable at 30 June 2009 was $300,000 and was received by .the Company subsequent to year-end following completion of the sale. Also when the transaction was finalised bank guarantees of $157,600, which were offset by a corresponding term deposit, were transferred and as a result a further $157,600 is now available to meet ongoing costs of the Group. The non current liability, Provision for rehabilitation in the amount of $411,001 was also transferred as part of the sale.
- The Group continues to offset some of its employee costs by subcontracting some of its staff out to third parties in order to generate fees. During this financial year the Company received $120,753 for these services and the Board expects that a similar amount will be generated in the coming financial year.
- As at 30 June 2009 an amount of $800,000 was payable by Nickelore to Wingstar pursuant to the MRA. Subsequent to year-end Wingstar terminated the MRA and agreed to accept $200,000 in full and final settlement of Nickelore's obligations under the MRA.

As a result of the above funding opportunities and the reduction in expenditure commitments, the Board is confident that the Group will have sufficient funds to finance its operations in the 2009/2010 Financial Year.

d) Principles of consolidation

The consolidated financial statements comprise the financial statements of the Group as at 30 June each year.

A controlled entity is any entity controlled by Nickelore. Control exists where Nickelore has the capacity to dominate the decision-making in relation to the financial and operating policies of another entity so that the other entity operates with Nickelore to achieve the objectives of Nickelore. A list of controlled entities at 30 June 2009 is contained in Note 22 to the financial statements.

In preparing the consolidated financial statements all inter-company balances and transactions between entities in the Group, including any unrealised profits or losses, have been eliminated in full.

Where controlled entities have entered or left the economic entity during the year, their operating results have been included from the date control was obtained or until the date control ceased.

e) Significant accounting estimates and assumptions

The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

Share based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using a Black-Scholes option pricing model.

The Group measures the cost of cash-settled share based payments at fair value at the grant date using the Black-Scholes formula taking into account the terms and conditions upon which the instruments were granted.

Mineral exploration and evaluation

Acquisition, exploration, evaluation and development expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are carried forward in respect of an area that has not, at balance date, reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or relating to, the area of interest are continuing.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Inter-company loans and advances

The Parent Entity funds the operations of it's subsidiaries through interest free loans and advances. The recoverability of these loans is dependent on the successful exploitation of the subsidiaries exploration assets. Provision for non recoverability is assessed by management annually.

Impairment of non financial assets other than goodwill

The Group assesses impairment of all assets at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment. These include economic and political environments and the future exploration and development expectations. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves value in use calculations, which incorporate a number of key estimates and assumptions.

f) Borrowing costs

Borrowing costs are recognised as an expense when incurred, except for borrowing cost relating to qualifying assets when the interest is capitalised to the qualifying assets.

g) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

For the purposes of the Cash Flow Statement, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

h) Trade and other receivables

Trade receivables, which generally have 30-90 day terms, are recognised and carried at original invoice amount less an allowance for any uncollectible amounts.

An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off when identified.

i) Investments

All investments are initially recognised at cost, being the fair value of the consideration given and including acquisition charges associated with the investment. After initial recognition, investments, which are classified as held for trading and available-for-sale, are measured at fair value. Gains or losses on investments held for trading are recognised in the income statement.

Gains or losses on available-for-sale investments are recognised as a separate component of equity until the investment is sold, collected or otherwise disposed of, or until the investment is determined to be impaired, at which time the cumulative gain or loss previously reported in equity is included in the income statement.

Non-derivative financial assets with fixed or determinable payments and fixed maturity are classified as held-to-maturity when the Group has the positive intention and ability to hold to maturity. Investments intended to be held for an undefined period are not included in this classification.

Other long-term investments that are intended to be held-to-maturity, such as bonds, are subsequently measured at amortised cost using the effective interest method. Amortised cost is calculated by taking into account any discount or premium on acquisition, over the period to maturity. For investments carried at amortised cost, gains and losses are recognised in income when the investments are derecognised or impaired, as well as through the amortisation process.

For investments that are actively traded in organised financial markets, fair value is determined by reference to Stock Exchange quoted market bid prices at the close of business on the balance sheet date.

For investments where there is no quoted market price, fair value is determined by reference to the current market value of another instrument which is substantially the same or is calculated based on the expected cash flows of the underlying net asset base of the investment.

Purchases and sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the market place are recognised on the trade date i.e. the date that the Group commits to purchase the asset.

j) Financial instruments

Debt and equity instruments are classified as either liabilities or as equity in accordance with the substance of the contractual arrangement. Transaction costs on the issue of equity instruments are recognised directly in equity as a reduction of the proceeds of the equity instruments to which the costs relate. Transaction costs are the costs that are incurred directly in connection with the issue of those equity instruments and which would not have been incurred had those instruments not been issued.

Interest and dividends are classified as expenses or as distributions of profit consistent with the statement of financial position classification of the related debt or equity instruments or component parts of compound instruments.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

k) Goodwill

Goodwill on acquisition is initially measured at cost, being the excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities. Goodwill is subsequently measured at cost less any accumulated impairment losses.

Goodwill is not amortised.

For the purpose of impairment testing, goodwill is allocated to each of the cash-generating units ("CGUs") expected to benefit from the combination's synergies. CGUs to which goodwill has been allocated are tested for impairment annually, or more frequently if events or changes in circumstances indicated that the carrying value may be impaired.

If the recoverable amount of the CGU is less than the carrying amount of the CGU, an impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU. An impairment loss recognised for goodwill is recognised immediately in profit or loss and is not reversed in a subsequent period.

On disposal of an operation within a CGU, the attributable amount of goodwill is included in the determination of the profit or loss on disposal of the operation.

l) Recoverable amount of assets

At each reporting date, the Group assesses whether there is any indication that an asset may be impaired. Where an indicator of impairment exists, the Group makes a formal estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

Recoverable amount is the greater of fair value less costs to sell and value in use. It is determined for an individual asset, unless that asset's value in use cannot be estimated to be close to its fair value less costs to sell and it does not generate cash inflows that are largely independent of those from other assets or Groups of assets. In which case, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying value does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised in profit or loss immediately, unless the relevant asset is carried at fair value, in which case the reversal of the impairment loss is treated as a revaluation increase.

m) Income tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

Deferred tax is provided on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences except:

- When the deferred tax liability arises from the initial recognition of assets and liabilities (other than as a result of a business combination) which affects neither the accounting profit nor taxable profit or loss; or
- When the taxable temporary difference arises from the initial recognition of goodwill; or
- When the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, and the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised to the extent that it is probable that sufficient taxable amounts will be available against which the deductible temporary differences or unused tax losses and tax offsets can be utilised, except:

- When the deductible temporary difference giving rise to the asset arises from the initial recognition of assets and liabilities (other than as a result of a business combination) which affects neither accounting profit nor taxable income; or
- When the deductible temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at each balance sheet date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets and liabilities are offset when they relate to the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

n) Goods and services tax

Revenues, expenses and assets are recognised net of the amount of GST except:

- when the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

Cash flows are included in the Cash Flow Statement on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority are classified as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

o) Interest in joint venture operations

Where the Group has an interest in a joint venture operation, it is accounted for by recognising the Group's assets and liabilities from the joint venture, as well as expenses incurred by the Group and the Group's share of income earned from the joint venture, in the consolidated financial statements.

p) Leases

Leases are classified as finance leases when the terms of the lease transfer substantially all the risks and rewards incidental to ownership of the leased asset to the Group. All other leases are classified as operating leases.

Finance leases are capitalised, recording an asset and a liability equal to the fair value of the leased property or, if lower, the present value of the minimum lease payments, including any guaranteed residual values. Leased assets are depreciated on a diminishing value basis over their estimated useful lives where it is likely that the Group will obtain ownership of the asset or over the term of the lease. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period.

Operating lease payments are recognised as an expense in the income statement on a straight-line basis over the lease term.

q) Property, plant and equipment

Each class of property, plant and equipment is stated at cost less, where applicable, any accumulated depreciation and impairment losses.

<u>Plant and equipment</u>

Plant and equipment is stated at historical cost less accumulated depreciation and any accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the item.

Depreciation is calculated on a straight-line basis over the estimated useful life of the asset as follows:

- Computer equipment 3 years
- Plant and equipment 3 to 4 years
- Furniture and fittings 3 to 4 years

The estimated useful lives, residual values and depreciation method are reviewed at the end of each annual reporting period, with the effect of any changes recognised on a prospective basis.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

r) Provisions and employee leave benefits

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cashflows estimated to settle the present obligation, its carrying value is the present value of those cashflows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, for example under an insurance contract, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Employee leave benefits

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave expected to be settled within 12 months of the reporting date are recognised in respect of employees' services up to the reporting date. They are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid or payable.

s) Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Interest revenue is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

t) Share based payment transactions

The Group provides benefits to employees (including senior executives) of the Group in the form of share based payments, whereby employees render services in exchange for shares or rights over shares (equity-settled transactions).

There is currently one plan in place to provide these benefits:

- The Company's employee share option plan (ESOP), which provides benefits to directors and senior executives.

The cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by management using a Black-Scholes model.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of Nickelore Limited (market conditions) if applicable.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the vesting period).

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the Group's best estimate of the number of equity instruments that will ultimately vest. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The income statement charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is only conditional upon a market condition.

If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification that increases the total fair value of the share based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

t) Share based payment transactions (continued)

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings per share (see Note 20).

u) Trades and other payables

Trade payables and other accounts payable are recognised when the Consolidated Entity becomes obliged to make future payments resulting from the purchase of goods and services.

v) Provision for rehabilitation

Provision is made for anticipated costs of rehabilitation necessitated by disturbance arising from production activity in respect of certain tenements in the period in which the disturbance occurred. The provision for tenement rehabilitation is provided in respect of a performance guarantee under Department of Mines obligations over site restoration requirements over certain tenements.

Rehabilitation costs are accumulated in the provision on a production output basis commencing in the period that disturbance occurs. In determining the rehabilitation obligations, the entity has assumed no significant changes will occur in the relevant Federal & State legislation in relation to rehabilitation of the disturbances arising from production activity in respect of those tenements.

w) Exploration and evaluation expenditure

Exploration and evaluation costs related to an area of interest are carried forward only when rights of tenure to the area of interest are current and provided that one of the following conditions is met:

- such costs are expected to be recouped through successful development and exploitation of the area of interest, or alternatively by its sale; or
- exploration and/or evaluation activities in the area of interest have not, at balance date, reached a state which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area are continuing.

Accumulated costs in respect of areas of interest which are abandoned are written off in full in the year in which the decision to abandon the area is made.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

x) Comparatives

Certain comparatives have been reclassified where necessary to be consistent with the current year's disclosures.

Notes to the Financial Statements (continued)

For the Year Ended 30 June 2009

3. SEGMENT INFORMATION

The Company predominantly operated in one geographical segment for the 2009 and 2008 Financial Years. The Company received a minimal amount of $920 ($5,102 in 2008) in relation to previous discontinued operations.

	Consolidated Entity		Parent Entity	
	2009	2008	2009	2008
	$	$	$	$
4. REVENUE FROM CONTINUING OPERATIONS				
Other income				
Rendering of services	256,816	17,915	120,753	5,102
Interest revenue	33,894	57,911	33,894	57,911
Other income	46,142	33,000	42,683	33,000
	336,852	108,826	197,330	96,013
Non-operating revenue				
Sale of investments	1.500,000	968,880	1,500,000	330,535
Carrying value of capitalised tenement acquisition cost in the subsidiary	(900,000)	-	-	-
Profit on Sale of Investments	600,000	968,880	1,500,000	330,535
Profit from deconsolidation of subsidiary	411,001	-	-	-
	1,011,001	968,880	1,500,000	330,535
Total Revenue	1,347,853	1,077,706	1,697,330	426,548

5. EXPENSES FROM CONTINUING OPERATIONS

	Consolidated 2009	Consolidated 2008	Parent 2009	Parent 2008
Employee benefits expenses				
Wages and salaries	355,252	509,607	355,252	509,607
Directors fees	117,973	139,169	117,973	139,169
Superannuation	57,501	79,532	57,501	79,532
Share based payments expense	693,560	615,786	693,560	615,786
Other payroll expense	8,769	44,624	8,769	44,624
	1,233,055	1,388,718	1,233,055	1,388,718
Premise expenses				
Rent expense	61,548	46,081	61,548	46,081
Other office expenses	17,834	78,768	17,834	78,768
	79,382	124,849	79,382	124,849
Corporate expenses				
Accounting and auditing fees	80,705	49,129	80,705	49,129
Australian listing fees	14,738	60,315	14,738	60,315
Legal fees	308,455	103,623	308,455	103,623
Share registry fees	18,642	83,344	18,642	83,344
Other professional services	1,200	47,072	1,200	47,072
	423,740	343,483	423,740	343,483
Administration expenses				
Communications expense	7,887	114,215	7,887	114,215
Insurance	39,997	33,684	39,997	33,684
Temporary staff expenses	-	53,981	-	53,981
Other administrative expenses	6,013	7,139	6,016	7,139
Travel expenses	-	39,159	-	39,159
	53,897	248,178	53,900	248,178
Finance costs				
Unwinding of discount on rehabilitation provision	17,648	32,148	-	-
Interest expenses	16,260	1,406	16,260	1,406
	33,908	33,554	16,260	1,406

Notes to the Financial Statements (continued)
For the Year Ended 30 June 2009

		Consolidated Entity		Parent Entity	
		2009 $	2008 $	2009 $	2008 $
6.	AUDITORS' REMUNERATION				
	Remuneration of the auditor of the parent entity (Stantons International) for:				
	Auditing Services	20,487	46,708	20,487	46,708
	Other services	3,750	2,421	3,750	2,421
	Total	24,237	49,129	24,237	49,129
7.	INCOME TAX				
	Numerical reconciliation of income tax expense to prima facie tax payable				
	Loss from ordinary activities before income tax expense	(775,063)	(22,775,111)	(280,864)	(22,369,313)
	Prima facie tax benefit on loss from ordinary activities at 30% (2008: 30%)	(232,519)	(6,832,533)	(84,259)	(6,710,794)
	Tax effect of amounts which are not deductible (taxable) in calculating taxable income:				
	- Non deductible	222,966	5,197,877	217,672	5,197,877
	- Capital raising costs	(32,506)	(36,303)	(32,506)	(36,303)
	- Movement in capitalised exploration expenditure	247,511	(454,405)	(22,489)	(608,692)
	- Write down / diminution of investments	-	-	(450,000)	131,201
	- Provisions	(130,256)	30,453	(12,250)	20,808
	Tax effect of Bardoc Tectonic Zone Pty Ltd losses taken on the sale of the subsidiary	620,830	-	-	-
	Tax effect of current year tax losses for which no deferred tax asset has been recognised	(696,026)	2,094,911	383,832	2,005,903
	Research & Development tax refund	369,793	-	369,793	-
	Unrecognised temporary differences				
	Deferred tax assets (at 30%)				
	On income tax account				
	Capital raising costs	68,255	99,737	68,255	99,737
	Provisions	1,044,949	152,205	1,044,949	1,539,587
	Carry forward tax losses	3,531,302	4,227,328	3,531,302	3,147,470
		4,644,506	4,479,270	4,644,506	4,786,794
	On capital account				
	Carry forward tax losses	3,006,377	2,066,778	3,006,377	2,066,778
		7,650,883	6,874,709	7,650,883	6,853,572
	Deferred tax liabilities (at 30%)				
	Capital exploration costs	(748,965)	(996,467)	(748,965)	(726,476)

Potential future income tax benefits arising from tax losses have not been brought to account at 30 June 2009 because the directors do not believe it is appropriate to regard realisation of the future income tax benefits as virtually certain. These benefits will only be obtained if:

- assessable income is derived of a nature and of amount sufficient to enable the benefit from the deductions to be realised;
- the Company continues to comply with the conditions for deductibility imposed by law; and
- no changes in tax legislation adversely affect the realisation of the benefit from the deductions.

8.	CASH AND CASH EQUIVALENTS				
	Cash at bank and in hand	80,194	356,266	80,194	356,266
	Deposits at call	1,200,000	600,000	1,200,000	600,000
		1,280,194	956,266	1,280,194	956,266

Cash at bank earns interest at floating rates based on daily bank deposit rates.

Short-term deposits are made for varying periods of between 1 day and 3 months depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

	Consolidated Entity 2009 $	Consolidated Entity 2008 $	Parent Entity 2009 $	Parent Entity 2008 $
9. TRADE AND OTHER RECEIVABLES (Current)				
Trade and other receivables	31,365	4,114	31,365	4,114
Interest Receivable	1,961	3,575	1,961	3,575
Balance owing on Bardoc Sale	300,000	-	300,000	-
	333,326	7,689	333,326	7,689

These amounts arise from the usual operating activities of the Consolidated Entity and are non-interest bearing. The management believes that all trade and other receivables balances are recoverable and no impairment is required.

10. PREPAYMENTS

Prepayments	5,968	10,138	5,968	10,138
	5,968	10,138	5,968	10,138

11. PROPERTY, PLANT AND EQUIPMENT

Plant and equipment				
At cost	50,995	50,087	50,995	50,087
Accumulated depreciation	(40,885)	(33,338)	(40,885)	(33,338)
Total plant and equipment	10,110	16,749	10,110	16,749

<u>Movements in carrying amounts</u>

Movement in the carrying amounts of plant and equipment between the beginning and end of the current financial year:

Balance at the beginning of the year	16,749	19,304	16,749	19,304
Additions	908	8,613	908	8,613
Depreciation expense	(7,547)	(11,168)	(7,547)	(11,168)
Carrying amount at the end of the year	10,110	16,749	10,110	16,749

12. NON CURRENT EXPLORATION ASSETS

Tenement acquisition at cost				
Balance as at the start of the financial year	1,195,200	1,655,015	295,200	240,724
Tenements acquisition costs/(refunds)	-	20,295,200	-	20,295,200
Value of Bardoc Project sold during financial year	(900,000)	-	-	-
Provision for write down of investment	-	(20,755,015)	-	(20,240,724)
Balance as at the end of the financial year	295,200	1,195,200	295,200	295,200
Exploration expenditure at cost				
Balance at the start of the financial year	2,126,387	151,889	2,126,387	151,889
Exploration expenditure – BTZ	289,572	947,854	-	-
Exploration expenditure – NIO	76,780	1,974,498	76,780	1,974,498
Exploration expenditure written off	(291,388)	(947,854)	(1,816)	-
Balance as at the end of the financial year	2,201,351	2,126,387	2,201,351	2,126,387
Total Exploration Interests	2,496,551	3,321,587	2,496,551	2,421,587

The value of the economic entity's interest in exploration expenditure is dependent upon:

a) the continuance of the economic entity's rights to tenure of the areas of interest;
b) the results of future exploration; and
c) the recoupment of costs through successful development and exploitation of the areas of interest, or alternatively, by their sale.

In consideration for the acquisition from Wingstar of the CNCP in the 2008 financial year, pursuant to the MRA, Nickelore agreed to pay the following consideration:

a) Issue of 9,000,000 fully paid ordinary shares;
b) Issue of 71,000,000 options exercisable at $0.01
c) The payment of $800,000 over a 12 month period and up to a further $710,000 upon the exercise of the 71,000,000 options.

Under the terms of the MRA Nickelore also granted Wingstar a call option, which would allow Wingstar to re-acquire the Mineral Rights in the event that Wingstar disposed of its entire interest in the CNCP tenements to a third party ("Call Option"). The amount payable to Nickelore on exercise of the Call Option was to be calculated on the same terms as the purchase offer, being price per tonne of in-ground nickel plus a return of all capital spent on the project by Nickelore. The minimum amount payable on the call option was $20 million.

12. NON CURRENT EXPLORATION ASSETS (Continued)

In addition, under the terms of the MRA all costs associated with exit from the mineral rights and operations such as plant removal, clean up and rehabilitation would be returned to Nickelore. The Call Option was to expire on the second anniversary of the commencement of the MRA. Under the terms of the MRA, Nickelore was required to substantially progress a feasibility study for a Heap / Atmospheric Leach operation within two years of the commencement date of the MRA.

In the 2008 financial year Nickelore completed a Scoping Study for the project which included a significant amount of data normally included in the feasibility study for this type of project. The Company has decided to reflect the carrying value of the CNCP at the value of the exploration and development costs expended by the company under the MRA.

The Company's exploration properties may be subject to claim(s) under native title or contain sacred sites or sites of significance to Aboriginal people. As a result, exploration properties or areas within the tenements may be subject to exploration restrictions, mining restrictions and/or claims for compensation. At this time, it is not possible to quantify whether such claims exist, or the quantum of such claims.

	Consolidated Entity		Parent Entity	
	2009	2008	2009	2008
	$	$	$	$
13. OTHER NON CURRENT FINANCIAL ASSETS				
Deposits secured by bank guarantees	157,600	157,600	157,600	157,600
Investments in controlled entities	-	-	-	900,000
Provision for diminution	-	-	-	(900,000)
Loan to controlled entities	-	-	-	4,117,957
Provision for write-down of inter company loan	-	-	-	(4,117,957)
	157,600	157,600	157,600	157,600
14. TRADE AND OTHER PAYABLES				
Trade creditors	13,860	28,009	13,860	15,561
Goods and Services Tax (GST) payable	14,037	20,804	14,037	20,804
Sundry payables and accruals	94,979	133,758	94,979	133,758
Payable on Canegrass acquisition	800,000	800,000	800,000	800,000
	922,876	982,571	922,876	970,123

These amounts arise from the usual operating activities of the Consolidated Entity and do not contain any overdue amounts.

	Consolidated Entity 2009 $	Consolidated Entity 2008 $	Parent Entity 2009 $	Parent Entity 2008 $
15. PROVISIONS				
Current				
Employee Benefits	54,493	76,015	54,493	76,015
	54,493	76,015	54,493	76,015
Number of employees at end of financial year	2	5	2	5
Non current				
Provision for rehabilitation	-	393,353	-	-
	-	393,393	-	-
16. BORROWINGS				
Unsecured – at amortised cost				
Current				
Loans from directors*	-	99,750	-	99,750
	-	99,750	-	99,750
Disclosed in the financial accounts as:				
Current Borrowings	-	99,750	-	99,750
	-	99,750	-	99,750
Unsecured – at amortised cost				
Non-Current				
Payable on Canegrass Acquisition **	710,000	710,000	710,000	710,000
	710,000	710,000	710,000	710,000

* The interest free director loans were provided by Mr David Martin ($64,750) and Mr Iggy Tan ($35,000) and were converted to fully paid ordinary shares in the Company at 7 cents per share following receipt of shareholder approval at the AGM on 25 November 2008.

** The Payable on Canegrass Acquisition relates to the purchase of the Mineral Rights by Nickelore from Wingstar. Pursuant to the MRA, Wingstar was granted 71,000,000 options to purchase shares in Nickelore at an exercise price of 1 cent per share. Pursuant to the MRA Nickelore must refund the exercise price of the options to Wingstar. Therefore the Payable on Canegrass Acquisition will only be paid if Wingstar exercise the options by paying an amount of 1 cent per share to Nickelore. This amount ($710,000) will then be repaid to Wingstar and the cash flow effect on Nickelore of this transaction will be nil.

		Consolidated Entity		Parent Entity	
		2009	2008	2009	2008
		$	$	$	$
17.	CONTRIBUTED EQUITY				
a)	Ordinary Shares				
	Balance at beginning of financial year	22,901,826	17,417,930	22,901,826	17,417,930
	Issue of fully paid ordinary shares - Cash	99,750	2,266,253	99,750	2,266,253
	Issue of fully paid ordinary shares - Exercise of options	-	677,500	-	677,500
	Issue of fully paid ordinary shares - Canegrass	-	2,610,000	-	2,610,000
	Less share issue costs	-	(69,857)	-	(69,857)
	Balance at end of financial year	23,001,576	22,901,826	23,001,576	22,901,826

	2009 No of shares	2008 No of shares	2009 No of shares	2008 No of shares
Ordinary Shares				
Balance at beginning of financial year	88,420,886	640,566,307	88,420,886	640,566,307
Issue of fully paid pre-consolidation ordinary shares	-	40,000,000	-	40,000,000
Exercise of pre-consolidation options	-	31,900,000	-	31,900,000
Conversion of pre-consolidation shares	-	(641,219,788)	-	(641,219,788)
Issue of fully paid post consolidation shares	1,425,000	17,089,367	1,425,000	17,089,367
Exercise of post consolidation options	-	85,000	-	85,000
Balance at end of financial year	89,845,886	88,420,886	89,845,886	88,420,886

Fully paid ordinary shares carry one vote per share and carry the right to dividends. On 30 November 2008 at the AGM of the Company shareholders agreed to the consolidation of all issued ordinary shares of the Company on a 1:10 basis.

b) Options

At 30 June 2009, the unissued ordinary shares of Nickelore Ltd under option are as follows:

Grant Date	Date of Expiry	Exercise Price	Number Under Option
12 July 2006	30 April 2011	$0.20	1,350,000
30 August 2006	30 August 2011	$0.19	100,000
27 October 2006	30 August 2011	$0.14	100,000
20 July 2007	30 June 2012	$0.30	300,000
30 January 2008	29 January 2013	$0.30	1,500,000
29 February 2008	28 February 2010	$0.01	71,000,000
11 December 2008	31 December 2012	$0.125	3,500,000
			77,850,000

No person entitled to exercise these options had or has any right by virtue of the option to participate in any share issue of any other body corporate.

Shares issued on exercise of options

During the financial year, no shares were issued as a result of the exercise of options.

Since the end of the financial year, no ordinary shares have been issued as a result of the exercise of options.

During and since the end of the financial year, the following options lapsed or were cancelled:

Date Lapsed / Cancelled	Grant Date	Date of Expiry	Exercise Price	Number
4 September 2008	4 September 2003	4 September 2008	$0.25	325,000
17 December 2008	18 December 2007	17 December 2008	$0.34	2,000,000
25 February 2009	30 January 2008	29 January 2013	$0.20	3,185,000
25 February 2009	30 January 2008	29 January 2013	$0.30	4,815,000
				10,325,000

	Consolidated Entity		Parent Entity	
	2009	2008	2009	2008
	$	$	$	$
18. RESERVES				
Share based payments reserve	17,514,121	16,258,474	17,514,121	16,258,474
Options to be issued reserve	-	562,087	-	562,087
	17,514,121	16,820,561	17,514,121	16,820,561
Movements:				
Share based payments reserve				
Balance at beginning of year	16,258,475	321,844	16,258,475	321,844
Option expense	-	615,786	-	615,786
Share based payments	693,560	-	693,560	-
Options issued	562,086	15,320,845	562,086	15,320,845
Balance at end of year	17,514,121	16,258,475	17,514,121	16,258,475
Options to be issued reserve				
Balance at beginning of year	-	-	-	-
Options to be issued	562,086	15,882,931	562,086	15,882,931
Options issued	(562,086)	(15,320,845)	(562,086)	(15,320,845)
Balance at end of year	-	562,086	-	562,086

Nature and purpose of reserves

Share based payments reserve
The share based payments reserve is used to recognise the fair value of options issued.

Options to be issued reserve
The options to be issued reserve is used to recognise the fair value of options which have been agreed to but that are not yet issued.

19. ACCUMULATED LOSSES

Accumulated losses at beginning of financial year	(37,514,047)	(14,738,936)	(38,008,246)	(15,638,933)
Net loss attributable to members of the parent entity	(405,270)	(22,775,111)	88,929	(22,369,313)
Accumulated losses at end of financial year	(37,919,317)	(37,514,047)	(37,919,317)	(38,008,246)

Notes to the Financial Statements (continued)
For the Year Ended 30 June 2009

20. EARNINGS PER SHARE

		Consolidated Entity	
		2009	2008
		$	$
a)	Loss used in the calculation of basic and dilutive earnings per share	(405,270)	(22,775,111)
b)	Earnings per Share		
	Basic loss per share (cents per share) (on a post consolidation basis)	(0.0045)	(0.3060)

21. COMMITMENTS AND CONTINGENCIES

a) Exploration Commitments

In order to maintain current rights of tenure to mining tenements, the Consolidated Entity has the following exploration expenditure requirements up until expiry of leases. These obligations, which are subject to renegotiation upon expiry of the leases, are not provided for in the financial statements and would be payable:

	Consolidated Entity		Parent Entity	
	2009	2008	2009	2008
	$	$	$	$
Not later than one year	311,510	1,252,200	311,510	-
Later than one year, but not later than five years	1,166,060	5,546,900	1,166,060	-
	1,477,570	6,799,100	1,477,570	-

If the Consolidated Entity decides to relinquish certain leases and/or does not meet these obligations, assets recognised in the balance sheet may require review to determine the appropriateness of carrying values. The sale, transfer or farm-out of exploration rights to third parties will reduce or extinguish these obligations.

b) Joint Venture Commitments

The Consolidated Entity has joint venture commitments on two tenements within the Bardoc South Project, both of which were accounted for under the exploration expenditure commitments stated above and both of which were sold as part of the sale of the Bardoc Gold Project in April 2009.

c) Operating Lease and other Funding Commitments

	Consolidated Entity		Parent Entity	
	2009	2008	2009	2008
	$	$	$	$
Property Lease				
Not later than one year	-	21,763	-	21,763
Later than one year, but not later than five years	-	-	-	-
Later than five years	-	-	-	-
	-	21,763	-	21,763

d) Contingent Liabilities

Nickelore is the subject of a Writ of Summons claiming $86,241 for works provided to Nickelore. A statement of claim was filed on 18 September 2008 by the plaintiff. This matter is the subject of ongoing negotiations. However should this matter proceed to trial and Nickelore be unsuccessful in it defence of the claim, then it could be liable for the full amount of the claim, $86,241, plus any costs. At this time the amount of any costs cannot be estimated. The economic entity is not aware of any other contingent liabilities which existed as at the end of the financial year or have arisen as at the date of this report.

Notes to the Financial Statements (continued)
For the Year Ended 30 June 2009

22. CONTROLLED ENTITIES

Nickelore Limited is the ultimate parent entity of the Group.

The following were controlled entities at balance date and have been included in the consolidated financial statements. All shares held are ordinary shares.

Name	Country of Incorporation	Percentage Interest Held 2009 %	Percentage Interest Held 2008 %	Date Acquired / Incorporated
Parent Entity:				
Nickelore Ltd	Australia			
Subsidiaries of Nickelore Ltd :				
Bardoc Tectonic Zone Pty Ltd	Australia	-	100	12 April 2003
Aberfoyle Gold Pty Ltd	Australia	-	100	30 October 2003

(The Company entered into an agreement to sell both of its subsidiaries on 16 April 2009.)

23. CASH FLOW INFORMATION

	Consolidated Entity 2009 $	Consolidated Entity 2008 $	Parent Entity 2009 $	Parent Entity 2008 $
Reconciliation from net loss after tax to the net cash flows from operations				
Net profit (loss)	(405,270)	(22,775,111)	88,929	(22,369,313)
Non cash flows included in operating loss:				
Write down of inter-company loan	-	-	162,494	294,332
Provision for write down of investment	-	21,055 014	-	20,383,727
Exploration costs written off	291,388	647,854	-	-
Depreciation	7,547	11,168	7,547	11,168
Unwinding of discount on provision for rehabilitation	17,648	32,148	-	-
Share based payments expense	693,560	615,786	693,560	615,786
Capitalised cost of realised investment	900,000	-	-	-
Liability written back on Sale	(411,001)	-	-	-
Cash flows not included in operating loss:				
Payments for exploration	(366,352)	(3,217,551)	(237,458)	(2,269,698)
Payments for investment	-	(869,129)	-	(230,785)
Receipt from on sale of plant	(1,200,000)	-	(1,200,000)	-
Receipt from related party	-	(99,750)	-	(99,750)
Changes in assets and liabilities:				
Decrease / (increase) in trade and other receivables	(325,637)	54,221	(325,637)	54,221
Decrease / (increase) in prepayments	4,170	(6,183)	4,170	(6,183)
(Decrease) / increase in other provisions	(21,522)	52,471	(21,522)	52,471
(Decrease) / increase in trade and other payables	(59,695)	(65,677)	(47,247)	(46,039)
Net cash used in operating activities	(875,164)	(4,564,739)	(875,164)	(3,610,063)

24. FINANCIAL INSTRUMENTS

a) Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which revenues and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2 to the financial statements.

b) Credit risk exposures

Credit risk represents the loss that would be recognised if the counterparties default on their contractual obligations resulting in financial loss to the Consolidated Entity. The Consolidated Entity has adopted the policy of only dealing with creditworthy counterparties and obtaining sufficient collateral or other security where appropriate, as a means of mitigating the risk of financial loss from defaults. The Consolidated Entity measures credit risk on a fair value basis.

The Consolidated Entity does not have any significant credit risk to any single counterparty or any Group of counterparties having similar characteristics. The credit risk on financial assets, excluding investments, of the Consolidated Entity which have been recognised on the balance sheet, is the carrying amount, net of any provision for doubtful debts.

The Consolidated Entity minimises concentrations of credit risk by undertaking transactions with a large number of customers.

The credit quality of financial assets that are neither past, due nor impaired can be assessed by reference to external credit ratings (if available) or to historical information about counterparty default rates:

	Economic Entity		Parent Entity	
	2009	2008	2009	2008
	$	$	$	$
Trade receivables				
Group 1	300,000	-	300,000	-
Group 2	33,326	7,689	33,326	7,689
Group 3	-	-	-	-
Total trade receivables	333,326	7,689	333,326	7,689
Cash at bank and short-term deposits				
Counterparties with external credit rating (Moody's)				
Rating "B"	1,280,194	956,266	1,280,194	956,266
	1,280,194	956,266	1,280,194	956,266

Group 1 – new customers (less than 6 months)
Group 2 – existing customers (more than 6 months) with no defaults in the past
Group 3 – existing customers (more than 6 months) with some defaults in the past. All defaults were fully recovered.

c) Interest rate risk

The Consolidated Entity's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates, and the effective weighted average interest rate for classes of financial assets and financial liabilities comprises:

2009	Weighted Average	Floating Interest Rate $	Fixed Interest maturing in 1 year or less	Fixed interest maturing over 1 to 5 years	Non-Interest Bearing	Total $
Financial Assets						
Cash and cash equivalents	5.5%	1,280,194	-	-	-	1,280,194
Trade and other receivables	-	-	-	-	333,326	333,326
Other	5.95%	-	-	157,600	-	157,600
Total	-	1,280,194	-	157,600	333,326	1,771,120
Financial Liabilities						
Trade and other payables	-	-	-	-	922,876	922,876
Payable on Canegrass Acquisition	-	-	-	-	710,000	710,000
Total	-	-	-	-	1,632,876	1,632,876
Net Financial Assets	-	1,280,194	-	157,600	(1,299,550)	138,244

Notes to the Financial Statements (continued)
For the Year Ended 30 June 2009

24. FINANCIAL INSTRUMENTS (continued)

2008	Weighted Average	Floating Interest Rate $	Fixed Interest maturing in 1 year or less	Fixed interest maturing over 1 to 5 years	Non-Interest Bearing	Total $
Financial Assets						
Cash and cash equivalents	6.82%	956,266	-	-	-	956,266
Trade and other receivables	-	-	-	-	7,689	7,689
Other	5.02%	-	-	157,600	-	157,600
Total	-	956,266	-	157,600	7,689	1,121,555
Financial Liabilities						
Trade and other payables	-	-	-	-	982,569	982,569
Borrowings	-	-	-	-	99,750	99,750
Payable on Canegrass Acquisition	-	-	-	-	710,000	710,000
Total	-	-	-	-	1,792,319	1,792,319
Net Financial Assets	-	956,266	-	157,600	(1,784,630)	(670,764)

The policy is to monitor the interest rate yield curve out to 120 days to ensure a balance is maintained between the liquidity of cash assets and the interest rate of return.

The Parent Entity's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates, and the effective weighted average interest rate for classes of financial assets and financial liabilities comprises:

2009	Weighted Average	Floating Interest Rate $	Fixed interest maturing in 1 year or less	Fixed interest maturing over 1 to 5 years	Non-Interest Bearing	Total $
Financial Assets						
Cash and cash equivalents	5.50%	1,280,194	-	-	-	1,280,194
Trade and other receivables	-	-	-	-	333,326	333,326
Other	5.95%	-	-	157,600	-	157,600
Total		1,280,194		157,600	333,326	1,771,120
Financial Liabilities						
Trade and other payables	-	-	-	-	922,876	922,876
Payable on Canegrass Acquisition	-	-	-	-	710,000	710,000
Total	-	-	-	-	1,632,876	1,632,876
Net Financial Assets	-	1,280,194	-	157,600	(1,297,550)	138,244

2008	Weighted Average	Floating Interest Rate $	Fixed Interest maturing in 1 year or less	Fixed interest maturing over 1 to 5 years	Non-Interest Bearing	Total $
Financial Assets						
Cash and cash equivalents	6.82%	956,266	-	-	-	956,266
Trade and other receivables	-	-	-	-	7,689	7,689
Other	5.02%	-	-	157,600	-	157,600
Total	-	956,266	-	157,600	7,689	1,121,555
Financial Liabilities						
Trade and other payables	-	-	-	-	970,121	970,121
Borrowings	-	-	-	-	99,750	99,750
Payable on Canegrass Acquisition	-	-	-	-	710,000	710,000
Total	-	-	-	-	1,779,871	1,779,871
Net Financial Assets	-	956,266	-	157,600	(1,772,182)	(658,316)

24. FINANCIAL INSTRUMENTS (continued)

As at the reporting date, the Group had the following variable rate cash and cash equivalents outstanding:

	30 June 2009		30 June 2008	
	Weighted average interest rate %	Balance $	Weighted average interest rate %	Balance $
Financial assets				
Cash at bank	0.10%	80,194	5.60%	356,266
Term deposits	3.15%	1,200,000	7.45%	600,000
		1,280,194		956,266

Group sensitivity

At 30 June 2009, if interest rates had changed by -/+ 0.50% from the year-end rates with all other variables held constant, post-tax profit for the year would have been $170 lower/higher (2008 – change of 0.50%: $291 lower/higher).

Parent entity sensitivity

The parent entity's main interest rate risk arises from term deposits with variable interest rates. At 30 June 2009, if interest rates had changed by -/+ 0.50% from the year-end rates with all other variables held constant, post-tax profit for the year would have been $170 lower/higher (2008 – change of 0.50%: $291 lower/higher).

d) Liquidity risk

The Group manages liquidity risk by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities. Surplus funds are generally only invested in short term bank deposits.

Maturities of financial liabilities

As at 30 June 2009, the Group has the following external financial liabilities other than trade payables:

Trade Payable - Payable on Canegrass Acquisition of $800,000 is outstanding as a result of the acquisition of the CNCP. This payable is interest free and at balance date had no due date for payment.

Borrowings - Payable on Canegrass Acquisition of $710,000 relates to the purchase of the Mineral Rights by Nickelore from Wingstar. Pursuant to the MRA Wingstar was granted 71,000,000 options to purchase shares in Nickelore at an exercise price of 1 cent per share. Pursuant to the MRA Nickelore must refund the exercise price of the options to Wingstar. Therefore the Payable on Canegrass Acquisition will only be paid if Wingstar exercises the options by paying an amount of 1 cent per share to Nickelore. This amount ($710,000) will then be repaid to Wingstar and the cash flow effect on Nickelore of this transaction will be nil.

e) Net Fair Value

The carrying amount of financial assets and liabilities recorded in the financial statements represents their respective fair values determined in accordance with the accounting policies disclosed in Note 2 of the financial statements.

25. SHARE BASED PAYMENT PLAN

The expense recognised in the income statement in relation to share based payments is disclosed in Note 5.

The following table illustrates the number (No.) and weighted average exercise prices (WAEP) of and movements in share options issued during the year (at post consolidation values):

	2009 No.	2009 WAEP	2008 No.	2008 WAEP
Outstanding at the beginning of the year	82,175,000	0.05	5,975,000	0.22
Issued during the year	6,000,000	0.08	80,300,000	0.02
Forfeited during the year	(8,000,000)	0.35	-	0.21
Exercised during the year	-	0.00	(3,275,000)	0.28
Expired during the year	(2,325,000)	0.03	(825,000)	0.04
Outstanding at the end of the year	77,850,000	0.03	82,175,000	0.04
Exercisable at the end of the year	77,100,000	0.03	72,375,000	0.04

25. SHARE BASED PAYMENT PLAN (continued)

The outstanding balance as at 30 June 2009 is represented by:

- 1,350,000 options over ordinary shares with an exercise price of $0.20 each, with no vesting conditions and exercisable until 30 April 2011;
- 100,000 options over ordinary shares with an exercise price of $0.19 each with no vesting conditions and exercisable until 30 August 2011;
- 100,000 options over ordinary shares with an exercise price of $0.14 each with no vesting conditions and exercisable until 30 August 2011;
- 300,000 options over ordinary shares with an exercise price of $0.30 each upon meeting certain vesting conditions and exercisable until 30 June 2012;
- 1,500,000 options over ordinary shares with an exercise price of $0.30 each upon meeting certain vesting conditions and exercisable until 29 January 2013;
- 71,000,000 options over ordinary shares with an exercise price of $0.01 with no vesting conditions and exercisable until 28 February 2010;
- 3,500,000 options over ordinary shares with an exercise price of $0.125 with no vesting conditions and exercisable until 31 December 2012.

The weighted average remaining contractual life for the share options outstanding as at 30 June 2009 is between 1 and 4 years (2008: 1 and 5 years).
The range of exercise prices for options outstanding at the end of the year was $0.01 – $0.30 (2008: $0.01 – $0.30).

The fair value of the equity-settled share options granted under the option plan is estimated as at the date of grant using a Black-Scholes options pricing model taking into account the terms and conditions upon which the options were granted.

The following table lists the inputs to the model used for the year ended 30 June 2009:

	2009 $0.125 Options	2009 $0.20 Options	2009 $0.30 Options	2009 $0.01 Options	2009 $0.20 Options	2009 $0.30 Options	2009 $0.30 Options	2009 $0.20 Options
Dividend yield (%)		-	-	-	-	-	-	-
Expected volatility (%)	100	100	100	100	100	100	100	100
Risk-free interest rate (%)	6.20	6.20	6.20	6.20	6.20	6.20	6.20	6.20
Expected life of options (years)	4.06	5.00	5.00	2.25	5.17	5.00	5.17	5.17
Discount for unlisted options (%)	30	30	30	30	30	30	30	30
Option exercise price ($)	0.125	0.20	0.30	0.01	0.20	0.30	0.30	0.20
Estimated fair value at grant date ($)	0.002	0.09	0.09	0.21	0.17	0.13	0.17	0.17
Share Price at Grant Date ($)	0.01	0.18	0.18	0.30	0.30	0.25	0.30	0.03

The following table lists the inputs to the model used for the year ended 30 June 2008:

	2008 $0.20 Options	2008 $0.30 Options	2008 $0.01 Options	2008 $0.20 Options	2008 $0.30 Options	2008 $0.30 Options	2008 $0.20 Options
Dividend yield (%)	-	-	-	-	-	-	-
Expected volatility (%)	100	100	100	100	100	100	100
Risk-free interest rate (%)	6.20	6.20	6.20	6.20	6.20	6.20	6.20
Expected life of options (years)	5.00	5.00	2.25	5.17	5.00	5.17	5.17
Discount for unlisted options (%)	30	30	30	30	30	30	30
Option exercise price ($)	0.20	0.30	0.01	0.20	0.30	0.30	0.20
Estimated fair value at grant date ($)	0.09	0.09	0.21	0.17	0.13	0.17	0.17
Share Price at Grant Date ($)	0.18	0.18	0.30	0.30	0.25	0.30	0.03

The expected life of the options is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. No other features of options granted were incorporated into the measurement of fair value.

25. SHARE BASED PAYMENT PLAN (continued)

The fair value of the cash-settled options is measured at the grant date using the Black-Scholes options pricing model taking into account the terms and conditions upon which the instruments were granted. The services received and the liability to pay for those services is recognised over the expected vesting period. Until the liability is settled it is remeasured at each reporting date with changes in fair value recognised in profit or loss.

26. RELATED PARTY DISCLOSURE

The consolidated financial statements include the financial statements of Nickelore Limited and the subsidiaries listed in the following table.

Name	Country of Incorporation	% Equity Interest 2009	% Equity Interest 2008	Investment $ 2009	Investment $ 2008
Bardoc Tectonic Zone Pty Ltd	Australia	0	100	-	900,000
Aberfoyle Gold Pty Ltd	Australia	0	100	-	-

Nickelore Limited is the ultimate parent entity of the Group.

On 16 April 2009 Nickelore entered into an agreement for the sale of the shares it owns in BTZ for an amount of $1,500,000 plus the transfer of all outstanding liabilities for rehabilitation over the BTZ tenements. BTZ owns all the issued shares in Aberfoyle Gold Pty Ltd.

The following table provides the total amount of transactions that were entered into with related parties for the relevant financial year.

Related Party		Amounts Owed by Related Parties $	Amounts Owed to Related Parties $
Consolidated Subsidiaries			
Bardoc Tectonic Zone Pty Ltd	2009	-	-
	2008	4,117,957	-
Aberfoyle Gold Pty Ltd	2009	-	-
	2008	-	-

a) Other Transactions of Directors, Executives and their Personally-Related Entities

Aggregate amounts included in the determination of operating (loss) / profit before income tax that resulted from transactions with directors and executives or their personally-related entities were as follows:

	Consolidated Entity 2009 $	Consolidated Entity 2008 $	Parent Entity 2009 $	Parent Entity 2008 $
Pullinger Readhead Lucas legal fees (Craig Readhead)	-	108,949	-	108,949
Total	-	108,949	-	108,949

Transactions with Pullinger Readhead Lucas during the year ended 30 June 2008 consisted of the provision of services to related parties on an arms length basis. Such transactions are on an hourly rate based on market values. Mr Readhead retired as a Director and Chairman on 11 October 2007.

b) Other Related Party

During the financial year Nickelore loaned BTZ an amount of $162,494 to fund the additional investment in its subsidiary. On 16 April 2009 Nickelore entered an agreement for the sale of the shares it owns in BTZ for an amount of $1,500,000 plus the transfer of all outstanding liabilities for rehabilitation over the BTZ tenements. As a result the full amount of the loan provided to BTZ by Nickelore was written off. Nickelore had previously provided for the non recovery of the loan to BTZ in full.

c) Compensation of key management personnel (by category)

	Consolidated Entity 2009 $	Consolidated Entity 2008 $	Parent Entity 2009 $	Parent Entity 2008 $
Short-Term	485,262	562,710	485,262	562,710
Post-Employment	39,012	43,555	39,012	43,555
Equity	587,879	521,917	587,879	521,917
Other	21,193	32,309	21,193	32,309
	1,133,346	1,160,491	1,133,346	1,160,491

27. SUBSEQUENT EVENTS

On 16 April 2009 the Company agreed the sale of its 100% interest in the Bardoc Gold Project to Kalgoorlie Mining Associates Pty Ltd, for total consideration of $1.5 million cash. The Bardoc Gold Project comprises all non-nickel rights to the extensive Bardoc tenements located near Kalgoorlie, Western Australia. Minara Resources Limited will retain the nickel rights over the Bardoc tenements. On 7 August 2009 that sale was completed when the remaining consideration payable to the Company was received.

On 7 August 2009 Wingstar terminated the MRA between Wingstar and Nickelore in relation to the CNCP. This followed Nickelore's decision not to continue with pre-feasibility and feasibility studies into the development of the CNCP due to the economic conditions and the volatility of the nickel price over the last 12 months. Under the terms of the MRA, Nickelore was required to complete a pre-feasibility study and have commenced a feasibility study by 28 November 2009

On 7 August 2009 Nickelore formed the Nickel Alliance with Wingstar. Under this alliance both parties will aim to maximise the potential of their respective nickel assets by presenting them together for possible sale or joint venture as the Canegrass Project. The Canegrass Project comprises mining leases; exploration licences; prospecting licences; rights to explore for, mine and treat non-sulphide, lateritic nickel and cobalt; and technical information held by Nickelore and Wingstar. The parties to the Nickel Alliance have agreed to apportion any benefits accruing to the parties upon completion of a sale, joint venture or other commercial arrangements in relation to the Canegrass Project, 10% to Nickelore and 90% to Wingstar. This reflects the proportionate value of the assets comprising the Canegrass Project as contributed by Nickelore and Wingstar. The Nickel Alliance will terminate on 1 July 2014 or such other date as is agreed between the parties.

On 11 August 2009 Nickelore entered into a heads of agreement to acquire up to a 51% interest in the Papua Gold & Copper Project. The Papua Gold & Copper Project, which covers an area of approximately 91 square kilometres and is located in the Central Papua Province of Indonesia, comprises two general survey mining licences. The Papua Gold & Copper Project area is approximately 45 km along strike from the Freeport Grasberg operations and the world class Wabu deposit.

Under the heads of agreement, Nickelore will negotiate a formal option agreement to acquire up to a 51% interest in the Papua Gold & Copper Project over a four year period ("the Option"). The Option consideration will consist of a combination of cash payments, share consideration and exploration commitments, which are summarised as follows:

- Payment of US$140,000 cash;
- The progressive issue of up to 80 million shares over a four year period; and
- Exploration expenditure of US$5 million over a four year period.

It is important to note that Nickelore can terminate any further cash payments or share issues at any point after the exercise of the Option if the Company is not satisfied with the exploration performance. The Option will be exercisable on or about 31 December 2009, subject to Nickelore's completion of the necessary legal and technical due diligence.

On 24 August 2009 Mr Martin Pyle was appointed Chairman of Nickelore. Mr Pyle, a mining industry consultant, holds a Bachelor of Science (First Class Honours – Geology) and MBA. Mr Pyle was previously a Corporate Finance Director with Hartleys Limited, where he was involved in the generation and execution of substantial resources related equity raisings, mergers and acquisitions, corporate advice and research. Mr Pyle replaced Mr David Martin as Chairman. Mr Martin resigned as a director of the Company on 24 August 2009.

No other matters or circumstances have arisen since the end of the financial year which significantly altered or may significantly alter the operations of the Consolidated Entity, the results of those operations or the state of affairs of the Consolidated Entity in financial years subsequent to 30 June 2009.

DIRECTORS' DECLARATION

The directors declare that the financial statements and notes set out on pages 13 to 37 and the disclosures in the Remuneration Report which are included in the Director's Report:

1. (a) comply with Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
   (b) give a true and fair view of the Company's and consolidated entity's financial position as at 30 June 2009 and of their performance, as represented by the results of their operations, changes in equity and their cash flows, for the financial year ended on that date.

2. The Executive Director and Chief Financial Officer have each declared that:
   (a) the financial records of the Company for the financial year have been properly maintained in accordance with section 286 of the Corporations Act 2001;
   (b) the financial statements and notes for the financial year comply with the Accounting Standards; and
   (c) the financial statements and notes for the financial year give a true and fair view.

3. In the directors' opinion:
   (a) the financial statements and notes are in accordance with the Corporations Act 2001; and
   (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

   This declaration is made in accordance with a resolution of the directors.

Dated this 25th day of September, 2009.

____

Iggy KS Tan
Executive Director
Perth, Western Australia

Stantons International

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**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
NICKELORE LIMITED**

Report on the Financial Report

We have audited the accompanying financial report of Nickelore Limited, which comprises the balance sheet as at 30 June 2009, and the income statement, statement of changes in equity and cash flow statement for the year ended on that date, a summary of significant accounting policies and other explanatory notes and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' responsibility for the Financial Report

The directors of the Company are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001*. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. In note 2(a), the directors also state, in accordance with Australian Accounting Standard AASB 101 Presentation of Financial Statements, that the financial report, comprising the financial statements and notes, complies with International Financial Reporting Standards.

Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

Our audit did not involve an analysis of the prudence of business decisions made by directors or management.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independent Audit Report to the Members of Nickelore Limited

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

Auditor's opinion

In our opinion:

(a) the financial report of Nickelore Limited is in accordance with the *Corporations Act 2001*, including:

   (i) giving a true and fair view of the company's and consolidated entity's financial position as at 30 June 2009 and of their performance for the year ended on that date; and

   (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001.

(b) the financial report also complies with International Financial Reporting Standards as disclosed in note 2(a).

Inherent Uncertainty Regarding Going Concern

Without qualification to the audit opinion expressed above, attention is drawn to the following matters.

As referred to in note 2 (c) to the financial statements, the financial statements have been prepared on a going concern basis. At 30 June 2009 the consolidated entity had cash and cash equivalents of $1,280,194 and net working capital of $642,119. The consolidated entity had incurred a loss for the half year ended 30 June 2009 of $405,270.

The ability of the Company and its subsidiaries to continue as going concerns and meet their planned exploration, administration, and other commitments is dependent upon the Company and its subsidiaries raising further working capital, and/or commencing profitable operations. In the event that the Company and its subsidiaries cannot raise further equity, the Company and its subsidiaries may not be able to meet their liabilities as they fall due and the realisable value of the Company's and its subsidiaries' non-current assets may be significantly less than book values.

Report on the Remuneration Report

We have audited the remuneration report included in pages 7 to 11 of the directors' report for the year ended 30 June 2009. The directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards

Auditor's opinion
In our opinion the remuneration report of Nickelore Limited for the year ended 30 June 2009 complies with section 300 A of the *Corporations Act 2001*.

STANTONS INTERNATIONAL
(An Authorised Audit Company)

Stantons International

J P Van Dieren
Director
West Perth, Western Australia
25 September 2009

Stantons International

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25 September 2009

Board of Directors
Nickelore Limited
Level 2
45 Richardson Street
WEST PERTH WA 6005

Dear Directors

RE: NICKELORE LIMITED

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of Nickelore Limited.

As the Audit Director for the audit of the financial statements of Nickelore Limited for the year ended 30 June 2009, I declare that to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

Yours sincerely
STANTONS INTERNATIONAL
(Authorised Audit Company)

JP Van Dieren
Director

Member of Russell Bedford International

Corporate Governance Statement

The Board of Directors of Nickelore is responsible for the corporate governance practices of the Company. This statement sets out the main corporate governance practices that were in operation throughout the financial year.

The ASX Listing Rules require listed companies to include in their annual report a statement disclosing the extent to which they have complied with the ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations – 2nd Edition" which are as follows:

Principle 1. Lay solid foundations for management and oversight
Principle 2. Structure the board to add value
Principle 3. Promote ethical and responsible decision making
Principle 4. Safeguard integrity in financial reporting
Principle 5. Make timely and balanced disclosure
Principle 6. Respect the rights of shareholders
Principle 7. Recognise and manage risk
Principle 8. Remunerate fairly and responsibly

(the Principles and Recommendations).

The Recommendations are not prescriptive so that if a company considers that a Recommendation is inappropriate having regard to its particular circumstances, the company has the flexibility not to follow it. Where a company has not followed all the Recommendations, the annual report must identify which Recommendations have not been followed and give reasons for not following them.

LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Role of the Board

The primary responsibilities of the Board are as follows:

- To set the goals and objectives for the Company, and to ensure that a strategic planning process is in place to progress towards achievement of those goals and objectives;
- To monitor progress against goals and objectives and to ensure that corrective action is taken where necessary;
- Establishing and monitoring policies directed to ensuring that the Company complies with statutory requirements;
- To ensure that where practicable effective risk management measures are in place;
- To ensure that the Board itself operates effectively to enhance the performance of the Company;
- To ensure that the Managing Director and Senior Executive team of the Company are of high calibre, appropriately rewarded and have clear understanding of their responsibilities and delegated authority; and
- To ensure that the Company maintains a high reputation with all stakeholders and communicates effectively with them.

Details of the skills, experience and expertise relevant to the position of Director by each Director in office at the date of this report, and their terms of office are included in the "Information on Directors and Company Secretary" section of the Directors' Report.

STRUCTURE THE BOARD TO ADD VALUE

Board Composition

During the financial year the Board comprised one Non–Executive Independent Chairman, two Non-Executive Directors and one Executive Director. The one Executive Director is responsible for the corporate and operational requirements of the Company.

The directors are subject to election by shareholders. All directors, apart from the Managing Director, are subject to re-election by rotation within every three years. The Company's Constitution provides that one-third of the directors retire by rotation at each AGM. Those directors who are retiring may submit themselves for re-election by shareholders, including any director appointed to fill a casual vacancy since the date of the previous AGM.

The Board's size and composition during the financial year was considered appropriate for the Company at its present stage of development and given the breadth of its membership; most issues can be decided at Board level without the need for separate committees.

Independence of Non-Executive Directors

The Board considers that for the 2009 Financial Year Mr David Martin, Mr Mark Bojanjac and Mr Andrew Radonjic meet the criteria for independence. It is noted that both Mr Bojanjac and Mr Radonjic have been executive directors of the Company in the past three years. Considerations the Board took into account in considering Mr Bojanjac's and Mr Radonjic's independence include the amount of director fees they received and the fact that none of the directors have had a material business or contractual relationship with the Company, other than as a director or equity holder, and no conflicts of interest which could interfere with the exercise of independent judgement. Accordingly, all directors are considered to be independent.

Corporate Governance Statement (Continued)

Independent Professional Advice

With the prior approval of the Chairperson, each director has the right to seek independent legal and other professional advice at the Company's expense concerning any aspect of the Company's operations or undertakings in order to fulfil their duties and responsibilities as directors.

Board Performance Review

In order to ensure that the Board continues to discharge its responsibilities in an appropriate manner, the chairperson will review the performance of all directors annually. Directors whose performance is unsatisfactory will be asked to retire.

The Board of Directors aims to ensure that the shareholders, on behalf of whom they act, are informed of all information necessary to assess the performance of the directors. Information is communicated to the shareholders through:

- the annual report which is distributed to all shareholders;
- the half-yearly report which is distributed to all shareholders;
- adherence to continuous disclosure requirements; and
- the annual general meeting and other meetings so called to obtain approval for board action as appropriate.

Director remuneration

Details of the Company's remuneration policies are included in the Remuneration Report section of the Directors' Report.

Nomination Committee

The functions to be performed by a nomination committee under the Recommendations are currently performed by the full Board and this is reflected in the written policy setting out the responsibilities of the Board. Having regard to the number of members currently comprising the Company's Board, the Board does not consider it appropriate to delegate these responsibilities to a sub-committee. These arrangements will be reviewed periodically by the Board to ensure that they continue to be appropriate to the Company's circumstances.

PROMOTE ETHICAL AND RESPONSIBLE DECISION MAKING

Code of Conduct

The Board has adopted a written Board Code of Conduct which applies to the directors of the Company. The Board has also adopted a written Code of Ethics and Conduct which applies to directors and employees of the Company and supplements the Board Code of Conduct.

The Company is dedicated to delivering outstanding performance for investors and employees. In achieving this objective, all directors, officers and employees are expected to act with honesty, integrity and responsibility and maintain a strong sense of corporate social responsibility. In maintaining its corporate social responsibility the Company will conduct its business ethically and according to its values, consider the environment and ensure a safe, equal and supportive workplace.

Trading Policy

The Board has adopted a policy in relation to dealings in the securities of the Company which applies to all directors and employees. Under the policy, directors are prohibited from short term trading in the Company's securities and directors and employees are prohibited from dealing in the Company's securities whilst in possession of price sensitive information. The Chairman, or in his absence, the Company Secretary, must be notified of any proposed transaction and must give clearance for the transaction to proceed.

SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

Audit Committee

The Company has an Audit Committee which operates under a charter approved by the Board. The Audit Committee assists the Board in discharging its responsibilities to ensure that the Company complies with appropriate and effective accounting, auditing, internal control, business risk management, compliance and reporting practices.

The functions and specific responsibilities of the Audit Committee include the following:

- approving changes to accounting policies and reviewing the impact of changes in Accounting Standards when they are foreseen and when they occur;
- determining that satisfactory arrangements are in place for external auditing of financial affairs;
- ensuring systems are in place and operating effectively to identify, assess, monitor and manage risks to which the company is exposed;
- determining that adequate systems of internal control and procedures have been instituted; and
- reviewing any financial matters, transactions and policies or address any other matters referred to the Committee by the Board.

Corporate Governance Statement (Continued)

The Audit Committee comprises at least three Directors, the majority of which shall be non-executive Directors. The members of the Audit Committee during the 2009 Financial Year were:

- Mr D R Martin (Chairman)
- Mr M T Bojanjac (Non-Executive Director)
- Mr A Radonjic (Non-Executive Director)

The qualifications and experience of each of the current members of the audit committee are listed in the "Information on Directors and Company Secretary" section of the Directors' Report. The external Auditors, the Company Secretary and the Chief Financial Officer are invited to Audit Committee meetings at the discretion of the Committee.

MAKE TIMELY AND BALANCED DISCLOSURE

The Board is committed to the promotion of investor confidence by ensuring that trading in the Company's securities takes place in an efficient, competitive and informed market, in accordance with the continuous disclosure requirements under the ASX Listing Rules. The Company has procedures in place to ensure that any price sensitive information is identified, reviewed by management and disclosed to ASX in a timely manner and that all information provided to ASX is immediately available to shareholders and the market on the Company's website.

RESPECT THE RIGHTS OF SHAREHOLDERS

The Board aims to ensure that shareholders are kept informed of all major developments affecting the Company. Information is communicated to shareholders as follows:

- as the Company is a disclosing entity, regular announcements are made to Australian Securities Exchange Limited, including half-year audit reviewed accounts, year end audited accounts and an annual report;
- the Board ensures the annual report includes relevant information about the operations of the Company during the year, changes in the state of affairs and details of future developments; and
- the Board encourages full participation of shareholder at the Annual General Meeting to ensure a high level of accountability and identification of the Company's strategies and goals.

RECONISE AND MANAGE RISK

The Board is responsible for identifying the risks facing the Company, assessing the risks and ensuring that there are controls for these risks, which are to be designed to ensure that any identified risk is reduced to an acceptable level. The Board will review and discuss strategic risks and opportunities arising from changes in the Company's business environment regularly and on an as need basis. The board may delegate some of the abovementioned responsibility to committees of the board but maintain the overall responsibility for the process.

The Board receives regular reports about the financial condition and operating results of the Consolidated Entity. The Managing Director and the Chief Financial Officer (or equivalent) annually provides a formal statement to the Board that in all material respects and to the best of their knowledge and belief:

- the Company's financial reports present a true and fair view of the Company's financial condition and operational results are in accordance with relevant accounting standards; and
- the Company's risk management and internal control systems are sound, appropriate and operating efficiently and effectively.

REMUNERATE FAIRLY AND RESPONSIBLY

The Company does not presently operate a remuneration committee and the remuneration of all directors is determined by the members of the Board of Directors. Having regard to the number of members currently comprising the Company's Board, the Board does not consider it appropriate to delegate these responsibilities to a sub-committee. These arrangements will be reviewed periodically by the Board to ensure that they continue to be appropriate to the Company's circumstances.

All compensation arrangements for directors including the Managing Director are determined by the directors after taking into account the current competitive rates prevailing in the market. The amount of remuneration for all directors including the full remuneration packages, comprising all monetary and non-monetary components of the Executive and Non-Executive Directors, are detailed in the Directors' Report.

Executives will receive base salary, superannuation and in some cases, performance incentives. These packages are reviewed on an ongoing basis and in most cases will be reviewed against predetermined performance criteria.

A maximum amount of remuneration for non-executive directors is fixed by shareholders in general meeting and can be varied in that same manner. In determining the allocation the Board takes account of the time demands made on the directors together with such factors as fees paid to other directors and to the responsibilities undertaken by them.

Directors and employees are eligible to participate in the Company's equity incentive schemes.

Corporate Governance Statement (Continued)

DEPARTURES FROM COMPLIANCE WITH RECOMMENDATIONS

Pursuant to the ASX Listing Rules, the Company advises that it does not comply with the following Recommendations. Reasons for the Company's non–compliance are detailed below.

Recommendation 2.4 - The Board Should Establish a Nomination Committee

The functions to be performed by a nomination committee under the Recommendations are currently performed by the full Board and this is reflected in the written policy setting out the responsibilities of the Board. Having regard to the number of members currently comprising the Company's Board, the Board does not consider it appropriate to delegate these responsibilities to a sub-committee. These arrangements will be reviewed periodically by the Board to ensure that they continue to be appropriate to the Company's circumstances.

Recommendation 2.6 - Provide Information Indicated in Guide to Reporting on Principle 2

One of the matters to be included in the corporate governance section of this Report pursuant to the Guide to reporting on Principle 2 is "the names of the members of the nominations committee and their attendance at meetings of the committee". As stated in the previous paragraph, the Board does not consider it appropriate for the Company to establish a nomination committee and therefore this information has not been included in the annual report. In all other respects, the Company has complied with the disclosure requirements contained in the Guide to reporting on Principle 2.

Recommendation 4.2: - The audit committee should be structured so that it is chaired by an independent chair, who is not chair of the Board

The Audit Committee now comprises only non-executive directors. However the Chairman of Nickelore was also the Chairman of the Audit Committee in the 2009 Financial Year. Having regard to the current size and composition of the Company's Board, the Board considered it necessary for Mr Martin to chair the Audit Committee. The composition of the Audit Committee will be reviewed in the event of future changes to the composition of the Board.

Recommendation 8.1 - The Board Should Establish a Remuneration Committee

The functions to be performed by a remuneration committee under the Recommendations are currently performed by the full Board and this is reflected in the written policy setting out the responsibilities of the Board. Having regard to the number of members currently comprising the Company's Board, the Board does not consider it appropriate to delegate these responsibilities to a sub-committee. These arrangements will be reviewed periodically by the Board to ensure that they continue to be appropriate to the Company's circumstances.

Recommendation 8.3 - Provide the Information Indicated in Guide to Reporting on Principle 8

One of the matters to be included in the corporate governance section of the annual report pursuant to the Guide to reporting on Principle 8 is 'the names of members of the remuneration committee and their attendance at meetings of the committee." As stated in the previous paragraph, the Board does not consider it appropriate for the Company to establish a remuneration committee and therefore this information has not been included in the annual report. In all other respects, the Company has complied with the disclosure requirements contained in the Guide to reporting on Principle 8.

Schedule of Mineral Tenements

As at 30 June 2009

Nickelore Schedule of Mineral Tenements

As at 30 June 2009

Siberia Project

Tenement	Beneficial Ownership	
	Nickel Interest	Non-Nickel Interest
MLA 24/646	NIO 100%	NIO 100%
MLA 24/802	NIO 100%	NIO 100%
MLA 24/807	NIO 100%	NIO 100%
MLA 24/808	NIO 100%	NIO 100%
MLA 24/839	NIO 100%	NIO 100%
ML 24/863	NIO 100%	NIO 100%
PL 24/3506	NIO 100%	NIO 100%
PL 24/3507	NIO 100%	NIO 100%
ML 24/51	NIO 100%	Monarch Gold (“MG”) 100%
ML 24/352	NIO 100%	MG 100%
ML 24/427	NIO 100%	MG 100%
ML 24/633	NIO 100%	MG 100%
MLA 24/654	NIO 100%	MG 100%
ML 24/754	NIO 100%	MG 100%
MLA 24/755	NIO 100%	MG 100%
MLA 24/830	NIO 100%	MG 100%
PL 24/4354	NIO 100%	MG 100%
PL 24/4177	NIO 100%	MG 100%
PL 24/4178	NIO 100%	MG 100%
PL 24/4182	NIO 100%	MG 100%

Papertalk Project

Tenement	Beneficial Owner	
	Nickel Interest	Non-Nickel Interest
E29/680	NIO 100%	NIO 100%

Balagundi Project

Tenement	Beneficial Owner	
	Nickel Interest	Non-Nickel Interest
PL 27/1690	NIO 100%	NIO 100%

Lake Marmion Project

Tenement	Beneficial Owner	
	Nickel Interest	Non-Nickel Interest
EL 29/634	NIO 100%	NIO 100%
EL 29/637	NIO 100%	NIO 100%
EL31/751	NIO 100%	NIO 100%
EL 31/752	NIO 100%	NIO 100%
PL 31/1769	NIO 100%	NIO 100%
PL 31/1770	NIO 100%	NIO 100%

Bardoc Extended Project

Tenement	Beneficial Owner	
	Nickel Interest	Non-Nickel Interest
ML 24/468	NIO 100%	0%

Goongarrie East Project

Tenement	Beneficial Owner	
	Nickel Interest	Non-Nickel Interest
EL 24/140	NIO 100%	NIO 100%
EL 29/524	NIO 100%	NIO 100%
EL 29/543	NIO 100%	NIO 100%
EL 29/676	NIO 100%	NIO 100%
EL 29/677	NIO 100%	NIO 100%

Additional Shareholder Information

Additional Information required by the ASX Limited Listing Rules and not disclosed elsewhere in this report.

Ordinary Share Capital

89,845,886 issued ordinary shares held by 1,959 shareholders carry one vote per share.

Options

77,850,000 unlisted options issued, do not carry a right to vote and are exercisable at various prices.

Substantial Holdings

The number of shares / options held by a substantial shareholder as at 22 September 2009 was:

Shareholder	Ordinary shares
Robert Charles Gardner	15,200,000

Distribution of shareholders (as at 29 August 2008)

(a) Analysis of numbers of shareholders by size of holding

Range of Units	Total number of Shareholders	Total number of Ordinary shares
1 - 1,000	138	57,531
1,001 – 5,000	459	1,504,338
5,001 – 10,000	361	3,071,417
10,001 – 100,000	796	2,945,242
100,001 - (MAX)	119	57,267,358
	1,873	89,845,886

(b) There were 778 holders holding less than a marketable parcel of ordinary shares.

Twenty largest shareholders as at 22 September 2009

		Number of ordinary shares	%
1	Wingstar Investments Pty Ltd	9,000,000	10.02
2	Mr Robert Charles Gardner	6,200,000	6.90
3	Mr Henry John Adams <Adams Family A/C>	3,131,031	3.48
4	Wessex Holdings Limited	3,070,000	3.42
5	Mr Gary John George Grogan	1,700,000	1.89
6	Mr Zheng Cang Yi	1,431,416	1.59
7	Mr Ianaki Semerdziev	1,185,000	1.32
8	UBS Wealth Management Australia Nominees Ltd	1.040.000	1.16
9	Buschenhofen pty Ltd < Buschnhofen P/F A/C >	1,000,000	1.11
10	Casablanca Investments Pty Ltd	1,000,000	1.11
11	Mr Gerard McCann	928,001	1.03
12	Mr Tony Bollella + Mrs Antonietta Pia Bollella	900,000	1.00
13	Mrs Judith Melissa Tan + Mr Ignatius Tan < Tan Family A/C >	749,440	0.83
14	Mr Rutherford Dougall & Ms Rosalyn Tooher <Dougall Retirement Fund A/C>	738,109	0.82
15	Mr Jean-Jacques Loofs & Mrs Hermione Loofs <Loofs Super Fund A/C>	721,800	0.80
16	Mr Ross Gordon Little	700,000	0.78
17	Mr Philip Gordon & Mrs Karen O'Prey <Richian S/F A/C >	692,500	0.77
18	Mr Salvatore Danze	600,000	0.67
19	Mrs Sheila Morten	600,000	0.67
20	Marnet Pty Ltd < The ML Weinberg Family A/C >	520,000	0.58
		35,907,297	39.97

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