

Electric Vehicle Supply Chain Agreement and Equity Raise Presentation January 2023

Delivering increased battery metals exposure and aligning our NPI interests

Important Notices and Disclaimer



This presentation is dated 18 January 2023 and has been prepared by, and is the sole responsibility of, Nickel Industries Limited ACN 127 510 589 ("Nickel Industries" or "Company"). This presentation has been prepared in relation to the underwritten institutional placement of new fully paid ordinary shares in Nickel Industries ("New Shares") ("Institutional Placement") and a non-underwritten offer of New Shares to eligible shareholders under a share purchase plan ("SPP"), the Institutional Placement and SPP together comprising the "Offer".

Summary information

This presentation contains summary information about Nickel Industries and its associated entities and their activities current as at the date of this presentation. The information contained in this presentation is for information purposes only and is provided as at the date of this presentation (unless otherwise stated).

The information contained in this presentation is of a general background nature and does not purport to be complete, nor include or summarise all information that an investor should consider when making an investment decision. It should be read in conjunction with Nickel Industries' most recent financial report and other periodic and continuous disclosure announcements lodged with the Australian Securities Exchange ("ASX"), which are available at www.asx.com.au under the Company's ticker code (ASX:NIC).

This presentation is not and does not contain all of the information which would be required to be disclosed in a prospectus, product disclosure statement or any other offering document under Australian law or any other law (and will not be lodged with the Australian Securities and Investments Commission ("ASIC") or any foreign regulator).

The Institutional Placement will be conducted under section 708A of the Corporations Act 2001 (Cth) ("**Corporations Act**") as modified by ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 and will be made available to eligible shareholders in Australia and New Zealand and will be conducted in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547. Determination of eligibility of investors for the purposes of the Offer is determined by reference to a number of matters, including legal requirements and the discretion of the Company and the Underwriters. To the maximum extent permitted by law, the Company and the Underwriters disclaim any liability in respect of the exercise of that discretion or otherwise.

Not a prospectus or an offer of securities

This presentation is for information purposes only and is not a prospectus, product disclosure statement or other disclosure or offering document under Australian law (and will not be lodged with ASIC) or any other law. This presentation is not, and does not constitute, an offer to sell or the solicitation, invitation or recommendation to purchase any securities (including shares in Nickel Industries) or any other financial product and must not be relied on as such. Neither this presentation nor any of the information contained herein shall form the basis of any contract or commitment to sell or acquire securities in Nickel Industries.

Restriction on distribution

The distribution of this presentation in the United States and elsewhere outside Australia may be restricted by law and you should observe any such restrictions. Any recipient of this presentation who is outside Australia must observe any such restrictions. Please read the section "Offer Restrictions" in the Appendix for more information.

This presentation has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 (the "US Securities Act") and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Investment risk

An investment in shares in Nickel Industries ("Shares") is subject to known and unknown risks, some of which are beyond the control of Nickel Industries and its directors, including possible loss of income and principal invested. Nickel Industries does not guarantee any particular rate of return or the performance of Nickel Industries, nor does it guarantee any particular tax treatment. Investors should have regard to (amongst other things) the risk factors outlined in this presentation when making their investment decision. See the "Legal Risks and Disclosures" in the Appendix of this presentation for certain risks relating to an investment in Shares.

No investment or financial product advice

The information contained in this presentation does not constitute investment or financial product advice (nor taxation, accounting or legal advice), is not a recommendation to acquire or dispose of Shares and is not intended to be used or relied upon as the basis for making an investment decision. In preparing and providing this presentation, Nickel Industries has not considered the investment objectives, financial position or needs of any particular recipients. Each recipient of this presentation should make its own enquiries and investigations regarding any investment and in relation to all information in this presentation (including but not limited to the assumptions, uncertainties and contingencies which may affect future operations of Nickel Industries and the values and the impact that different future outcomes may have on Nickel Industries) and, before making any investment decisions, should consider the appropriate ness of the information having regard to their own investment objectives, financial situation and needs and should seek legal, accounting and taxation advice appropriate to their jurisdiction. Each recipient of this presentation is solely responsible for forming their own opinions and conclusions on such matters and the market and for making their own independent assessment of the information provided. Any investment decision by a recipient should be made solely on the basis of their own enquiries. No reliance may be placed for any purpose whatsoever on the information included in this presentation or on its accuracy or completeness.

Nickel Industries is not licensed to provide investment or financial product advice in respect of Shares. Cooling off rights do not apply to the acquisition of New Shares pursuant to the Offer.

Important Notices and Disclaimer (cont'd)



The Institutional Placement will be fully underwritten by the Joint Lead Managers ("Underwriters").

The Underwriters, together with each of their respective related bodies corporate, shareholders or affiliates and each of their respective officers, directors, employees, affiliates, agents, representatives, partners, consultants or advisers (each a "**Limited Party**") have not authorised, permitted or caused the issue, lodgement, submission, dispatch or provision of this presentation and do not make or purport to make, and have not authorised, approved or verified, any statement in this presentation (except for references to each Underwriters name) and there is no statement in this presentation which is based on any statement by a Limited Party. No Limited Party makes any recommendation as to whether any potential investor should participate in the Offer and makes no representations or warranties, express or implied, to any recipient of this presentation or any other person concerning the Offer.

To the maximum extent permitted by law, each Limited Party expressly disclaims all liabilities (including, without limitation, any liability arising from fault or negligence on the part of any person) and any direct, indirect, consequential or contingent loss or damage whatsoever arising from, make no representations regarding, and take no responsibility for, any part of this presentation and make no representation or warranty as to the currency, accuracy, reliability or completeness of this presentation. Each recipient of this presentation acknowledges and agrees that determination of eligibility of investors for the purposes of the Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company, and the Limited Parties disclaim any duty or liability (including for negligence) in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law.

Further, no Limited Party accepts any fiduciary obligations owed to or relationship with any investor or potential investor in connection with the Offer or otherwise, and by accepting this presentation each recipient expressly disclaims any fiduciary relationship and agrees that it is responsible for making its own independent judgements with respect to the Offer, and any other transaction or other matter arising in connection with this presentation. The Underwriters or other Limited Parties may have interests in the shares of Nickel Industries, including being directors of, or providing investment banking services to, Nickel Industries. Further, they may act as market maker or buy or sell those securities or associated derivatives as principal or agent. The Underwriters will receive fees for acting in their capacities as lead managers, underwriters, administration agents and/or bookrunners, as applicable, to the Offer.

Future performance

This presentation contains certain forward-looking statements and comments about future events, including statements about Nickel Industries' expectations about the financial and operating performance of its business, the potential impact and duration of the COVID 19 pandemic, the timetable and outcome of the Offer and the proceeds thereof. Forward looking statements can generally be identified by the use of forward-looking words such as, "expect", "anticipate", "likely", "intend", "should", "could", "may", "predict", "plan", "propose", "will", "believe", "forecast", "estimate", "target" and other similar expressions within the meaning of securities laws of applicable jurisdictions. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward-looking statements. Forward looking statements involve inherent risks and uncertainties, both general and specific, and there is a risk that such predictions, forecasts, projections and other forward-looking statements will not be achieved. A number of important factors could cause Nickel Industries' actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward looking statements, including (without limitation) the risks and uncertainties associated with the ongoing impacts of COVID-19, the Australian and global economic environment and capital market conditions and the risk factors described in the Appendix under Legal Risks and Disclosures, with many of these factors, many of which are outside the control of Nickel Industries. The forward-looking statements are based on information available to the Company as at the date of this presentation. Circumstances may change and the contents of this presentation may become out-dated as a result. As such, undue reliance should not be placed on any forward-looking statement, particularly in light of the current economic and significant volatility, uncertainty and disruption caused by the COVID 19 pandemic.

Past performance information (including past share price performance of Nickel Industries and pro-forma historical information) given in this presentation is given for illustrative purposes only and is not necessarily a guide to future performance and no representation or warranty is made by any person as to the likelihood of achievement or reasonableness of any forward-looking statements, forecast financial information, future share price performance or other forecast. None of the Limited Parties nor any independent third party has reviewed the reasonableness of the forward-looking statements or any underlying assumptions. Nothing contained in this presentation nor any information made available to you is, or shall be relied upon as, a promise, representation, warranty or guarantee as to the past, present or the future performance of Nickel Industries.

Financial data

All dollar values are in US dollars ("US\$") unless stated otherwise. Investors should note that this presentation includes unaudited financial information for Nickel industries for the historical period ending 31 December 2022. This presentation includes unaudited financial information for PT Huayue Nickel Cobalt ("HNC") that has been prepared by HNC management and Nickel Industries does not take any responsibility for it. For example, for Nickel Industries, "FY22" refers to the financial year ending 31 December 2022. Investors should note that this presentation includes unaudited financial period ending 31 December 2022. This presentation also includes pro-forma financial information for the historical period ending 31 December 2022. This presentation also includes pro-forma financial information for the historical period ending 31 December 2022. This presentation also includes pro-forma financial information for the historical period ending 31 December 2022. This presentation also includes pro-forma financial information for the historical period ending 31 December 2022. This presentation also includes pro-forma financial information for the bistorical period ending 31 December 2022. This presentation also includes pro-forma financial information for the US Securities and Exchange Commission. Pro-forma adjustments have been made in order to exclude one-off transaction costs associated with the Offer. Investors should note that this information has not been audited and is based on management estimates and not on financial statements prepared in accordance with applicable statutory requirements. Accordingly, investors should treat this information with appropriate caution.

Investors should also note that Nickel Industries' results are reported under Australian International Financial Reporting Standards ("AIFRS"). Investors should also be aware that certain financial data included in this presentation including EBITDA, free cash flow and measures described as "pro-forma", are "non- IFRS financial information" under Regulatory Guide 230 (Disclosing non-IFRS financial information) published by ASIC or "non-GAAP financial measures" within the meaning of Regulation G of the US Securities Exchange Act of 1934. The non-IFRS financial information and these non-GAAP financial measures do not have a standardised meaning prescribed by AIFRS and, therefore, may not be comparable to similarly titled measures presented by other entities, nor should they be construed as an alternative to other financial measures determined in accordance with AIFRS. Investors are cautioned, therefore, not to place undue reliance on any non-IFRS/non-GAAP financial measures included in this presentation. Such financial information is unaudited and does not purport to be in compliance with Article 3-05 of Regulation S-X under the US Securities Act.



Effect of rounding

A number of figures, amounts, percentages, estimates, calculations of value and fractions in this presentation are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this presentation.

Listing Rule 5.23 Disclosure

The information in this presentation that relates to Mineral Resources is based on data compiled by Daniel Madre of PT Danmar Explorindo. Information relating to the Mineral Resource was first disclosed to the market in the Company's Hengjaya Mine Resource Upgrade Announcement on 12 September 2022, which is available on the Company's website (www.nickelindustries.com). The Company confirms that it is not aware of any new information or data that materially affects the information included in the original publication market announcement and, in the case of estimates of Mineral Resources, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed.

Mr Madre is a member of the Australian Institute of Mining and Metallurgy and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activities which are being undertaken to qualify as a Competent Person as defined in the 2012 edition of the "Australian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves".

Disclaimer

No representation or warranty, express or implied, is made as to the accuracy, reliability, completeness or fairness of the information, opinions and conclusions contained in this presentation. The views expressed in this presentation contain information that has been derived from independent third-party reports, research or surveys or publicly available sources that have not been independently verified by Nickel Industries or its advisers. To the maximum extent permitted by law, neither Nickel Industries, its related bodies corporate, shareholders or affiliates, nor any of their respective officers, directors, employees, affiliates, agents or advisers, nor any Limited Party, guarantees or makes any representations or warranties, express or implied, as to or takes responsibility for, the accuracy, reliability, completeness, currency or fairness of the information, opinions and conclusions contained in this presentation. Nickel Industries does not represent or warrant that this presentation is complete, free from errors, omissions or that it contains all material information about Nickel Industries or which a prospective investor or purchaser may require in evaluating a possible investment in Nickel Industries or an acquisition or other dealing in Shares. To the maximum extent permitted by law, each Limited Party expressly disclaims any and all liability, including, without limitation, any liability arising out of fault or negligence, for any direct, indirect, consequential or contingent loss or damage arising from the use of information contained in this presentation including, without limitation, any estimates or projections and any other financial information, derived therefrom.

Statements made in this presentation are made only at the date of the presentation. Nickel Industries is under no obligation to update this presentation. The information in this presentation remains subject to change by Nickel Industries without notice to you. Nickel Industries reserves the right to withdraw or vary the timetable (with the prior written consent of the Underwriters) for the Offer without notice.

JORC Code

It is a requirement of the ASX Listing Rules that the reporting of ore reserves and mineral resources in Australia comply with the Joint Ore Reserves Committee's Australasian Code for Reporting of Mineral Resources and Ore Reserves ("JORC Code"). Investors outside Australia should note that while mineral resource estimates of the Company in this document comply with the JORC Code (such JORC Code-compliant mineral resources being "Mineral Resources"), they may not comply with the relevant guidelines in other countries and, in particular, do not comply with (i) National Instrument 43-101 (Standards of Disclosure for Mineral Projects) of the Canadian Securities Administrators (the "Canadian NI 43-101 Standards"); or (ii) Industry Guide 7, which governs disclosures of mineral reserves in registration statements filed with the SEC. Information contained in this document describing mineral deposits may not be comparable to similar information made public by companies subject to the reporting and disclosure requirements of Canadian or US securities laws. In particular, Industry Guide 7 does not recognise classifications other than proven and probable reserves and, as a result, the SEC generally does not permit mining companies to disclose their mineral resources in SEC filings. You should not assume that quantities reported as "resources" will be converted to reserves under the JORC Code or any other reporting regime or that the Company will be able to legally and economically extract them.

Acceptance

By attending an investor presentation or briefing, or accepting, accessing, or reviewing this presentation, you acknowledge and agree to the terms set out in this 'Important Notices and Disclaimer'.



A world class industrial processing business leveraging its strategic ore resources in Indonesia to participate in the global EV battery supply chain revolution Nickel Industries Limited ("**NIC**") is a world class nickel processing business, currently producing some of the lowest capital intensive and most profitable nickel units in the global market in partnership with Tsingshan, the world's largest stainless steel producer.

In just over 4 years since its Initial Public Offering, the Company has established itself as a globally significant Nickel Pig Iron ("**NPI**") producer and has recently announced its diversification into the '**Class 1**'⁽¹⁾ nickel electric vehicle ("**EV**") battery supply chain by converting some of its current production into nickel matte.

The Company has recently executed an Electric Vehicle Battery Supply Chain Strategic Framework Agreement (**"Strategic Agreement**") with Shanghai Decent to grow and further diversify its production into the EV battery supply chain.

Nickel Industries – Transaction highlights





(1) Oracle Nickel Project ("ONI").

(2) NIC NiEq production based on attributable nickel metal nameplate capacities of 12ktpa for Hengjaya Nickel Project ("HNI") and Ranger Nickel Project ("RNI") and 28.8ktpa Angel Nickel Project ("ANI") and ONI (proforma 80% ownership) respectively. Assumes HNI and ONI are fully converted to nickel matte production. Outperformance assumption of 35% for HNI and 30% for ANI and 0NI respectively. In addition, includes HNC Project attributable nameplate capacity of 6ktpa (10% of 60ktpa) and outperformance of 10% and includes DAWN HPAL+ Project attributable nameplate capacity of 42ktpa (70% of 60ktpa) and no outperformance. See further detail on page 13.

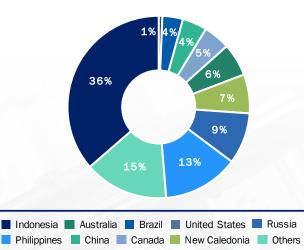
Why invest in Indonesian nickel?



Indonesia is now the global epicentre of global nickel supply for the EV revolution

The rise of NPI

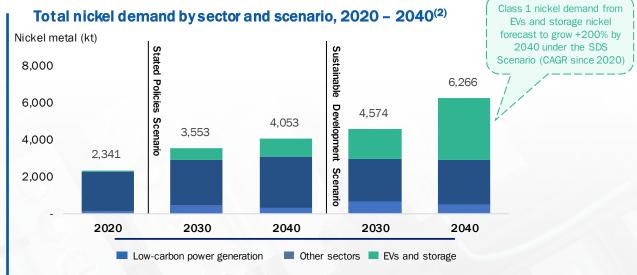
- For decades, stainless steel has been the single largest consumer of global nickel production, currently accounting for ~70% of demand
- The 2014 'export ban' of unprocessed nickel ore provided the origins for today's thriving Indonesian NPI industry
- Access to an abundance of high-grade, low-cost ore underpinned huge amounts of NPI production capacity led by Tsingshan
 - Indonesia now accounts for over 60% of global NPI production



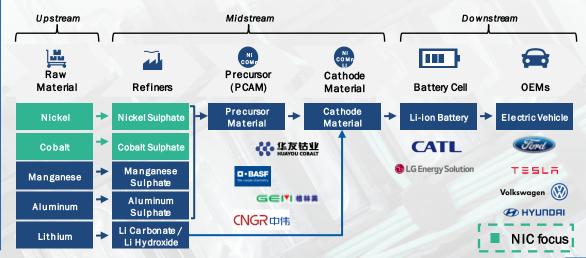
The EV supply revolution in Indonesia is now well underway

- Previously, nickel sulphate for today's dominant nickel manganese cobalt ("NMC") battery chemistries could only be made from sulphate ores. Shortages of sulfide ores historically proved a bottleneck for precursor producers to secure raw material supply for Class 1 nickel production
- In 2021, Tsingshan announced it had successfully used laterite ore to produce nickel matte, opening up an important source for battery grade nickel
- EV materials players (particularly Chinese precursor makers and global EV makers) are now active investors in Indonesia, developing supply chains around valuable laterite ore resources
- Vertical integration of supply underpins expectations that nickel matte and mixed hydroxide precipitate ("MHP") will become dominant processing avenues for nickel sulphate for EV battery demand
 - (1) Source: U.S. Geological Survey ("USGS"), Mineral Commodity Summaries, January 2022, reflecting 2021 estimates.
 - (2) Source: International Energy Agency. Stated Policies Scenario reflects current policy settings based on a sector-by-sector and country-by-country assessment of the specific policies that are in place, as well as those that have been announced by governments around the world. Sustainable Development Scenario assumes that concerted policy efforts speed up innovation time lines for new energy technologies so that innovation happens at least as fast as it has ever done before.

Global nickel mine production 2021⁽¹⁾



Global EV producers becoming active in Indonesia to establish integrated supply chains⁽³⁾



(3) Source: USGS.



Transaction overview



		Delivering increased battery metals exposure and aligning our NPI interests
ment	Acquisition of producing nickel assets	 Nickel Industries has executed an Electric Vehicle Battery Supply Chain Strategic Framework Agreement ("Strategic Agreement") with Shanghai Decent, and has entered into binding agreements with Shanghai Decent to acquire 10% interests in two producing nickel assets (collectively "Acquired Assets") 10% interest in PT Huayue Nickel Cobalt ("HNC"): Nickel Industries to acquire an indirect 10% interest in HNC from Newstride Development Limited ("Newstride", an entity within the Tsingshan group and an affiliate of Shanghai Decent) for US\$270 million, a high-pressure acid leach ("HPAL") project in the Indonesia Morowali Industrial Park ("IMIP") with a nameplate annual production capacity of 60,000t nickel equivalent ("NIEq") and 5,000t cobalt equivalent ("CoEq") in a MHP, with 100% of the purchase consideration to be settled in NIC shares pursuant to the HNC Shareholders Agreement, NIC will receive an offtake right of at least 10% of the monthly production from HNC Additional 10% interest in Oracle: acquisition of an additional 10% interest in the Oracle Nickel Project ("ONI") for US\$75 million in cash (increasing NIC's interest to 80%), through the acquisition of shares in Singaporean incorporated holding company, Oracle Development Pte Ltd ("Oracle Development"), and shareholder loans due or owing by Oracle Development (and/or its subsidiaries) The acquisition of HNC is subject to Nickel Industries shareholder approval, the consent of HNC's lenders and the completion of the Conditional Placement. Completion of the additional 10% interest in Oracle is conditional upon the completion of the HNC acquisition
Strategic Agreement	Acquired Options and future collaboration	 As part of the Strategic Agreement, Nickel Industries has also acquired options to collaborate with Shanghai Decent on future battery nickel opportunities for US\$40 million (collectively "Acquired Options") DAWN HPAL+ Project: Participation in, and construction of, a nickel sulphate and electrolytic nickel plant using HPAL process ("DAWN HPAL+ Project"), which will have a designated nameplate capacity of 60,000t NiEq both parties will work together to complete a Feasibility Study ahead of a formal investment decision construction of the DAWN HPAL+ Project would be expected to commence in late 2023 / early 2024 at the earliest, with commissi oning to commence no later than 24 months after the DAWN HPAL+ Project will be financed with an optimal mix of equity and debt (Project level) financing and each party will have the right to market its share of the nickel production, in proportion to its equity ownership – Nickel Industries is expected to have a majority ownership between 51% and 70% Shanghai Decent shall take the lead role in the design, construction and operation of DAWN HPAL+ Project, with a guarantee th at the total cost will not exceed US\$2.5bn Future nickel matte conversion opportunity: option to invest in and construct a low-grade ("LG") to high-grade ("HG") nickel matte converter dedicated to ONI with an annual capacity of 50,000t NiEq and will allow NIC the opportunity to convert another four lines from NPI to nickel matte ("Matte Converter"). The Matte Converter option is at NIC's discretion(1)
	Equity Raise	 To fund the Acquired Assets and Acquired Options, Nickel Industries is undertaking a US\$471 million capital raise ("Equity Raise"), comprising: a ~US\$185m fully underwritten institutional placement (the "Institutional Placement"), through the issuance of ~259.1m new fully paid ordinary shares ("New Shares" or each a "New Share") in Nickel Industries at A\$1.02 per New Share (representing approximately ~9.5% of the total shares of the Company prior to the issue of New Shares), a ~US\$270m placement to Newstride (or its nominee), ~US\$15m placement to Shanghai Wanlu Investment Co. Ltd ("Wanlu") (or its nominee) and ~US\$1.4m placement to Non-Executive Director Mark Lochtenberg (or his nominee) (the "Conditional Placement"), through the issuance of ~401.2m New Shares at A\$1.02 per New Share on a non-underwritten basis⁽³⁾ In addition, the Company is also undertaking a non-underwritten Share Purchase Plan ("SPP") to eligible shareholders in Australia and New Zealand. The SPP may raise up to ~US\$20m⁽²⁾ The Conditional Placement is subject to (i) Nickel Industries shareholder approval (with the vote expected to be held in late Q1 / early Q2 2023)³, and (ii) with respect to Newstride, Foreign Investment Review Board ("FIRB") approval (with the FIRB application expected to be lodged shortly)⁽⁴⁾ Upon FIRB and shareholder approval, Newstride (or its nominee) will be issued with shares, Shanghai Decent expected to have a relevant interest of approximately ~28% subject to the Conditional Placement being completed⁽⁴⁾

- (3) Shanghai Decent, Wanlu and Mark Lochtenberg be excluded from the vote on their respective Shares issuance.
- (4) Shareholder and FIRB approvals, if granted, will not be known until post completion of the Institutional Placement.

Sources and uses of funds



Following completion of the Equity Raise, Nickel Industries will be fully funded for all acquisition payments

- The majority of the proceeds of the Equity Raise will be put towards acquiring 10% interests in two producing nickel assets within the IMIP:
 - US\$270 million consideration for the acquisition of an indirect 10% interest of HNC
 - US\$75 million acquisition payment for an additional 10% interest in ONI, taking NIC's total interest in ONI to an 80% interest
- In addition, Nickel Industries will utilise proceeds to purchase two Acquired Options, comprising:
 - US\$25 million consideration for an option for participation in, and construction of the DAWN HPAL+ Project
 - US\$15 million consideration for an option to invest in and construct a high-grade Matte Converter at ONI⁽²⁾
 - both options secure access to proprietary technology and experienced technical teams from Shanghai Decent to support the future success of these projects post FID⁽³⁾
- Further, Nickel Industries is actively assessing near-term nickel laterite opportunities⁽⁴⁾ with expected assessment timeframes over the coming quarter
 - funds may cover new resource acquisitions, associated feasibility studies and associated land acquisitions
 - additional resources will be required to provide strategic supply to growing RKEF and HPAL facilities
- A non-underwritten SPP, to eligible shareholders, may raise up to ~US\$20m⁽⁵⁾, in addition to the figures displayed on this page.

Sources	US\$m	A\$m ⁽¹⁾
Conditional Placement	286	409
Institutional Placement	185	264
Total sources	471	673

Uses	US\$m	A \$ m ⁽¹⁾
Acquisition of 10% interest in HNC (HPAL) Project	270	386
Acquisition of additional 10% interest in Oracle Nickel Project	75	107
Acquired Options for Future Collaboration	40	57
Progression of potential nickel laterite opportunities	60	86
Additional cash to balance sheet	26	38
Total uses	471	673

- (1) Figures assume AUD:USD FX rate of 0.70. Figures may not add due to rounding.
- (2) Option to invest in and construct the Matte Converter is at the discretion of NIC Board. If the option exercised, Shanghai Decent to construct Matte Converter at ONI.
- (3) Note DAWN HPAL+ Project Definitive Feasibility Study required ahead of FID not yet commenced.
- (4) Near-term nickel laterite opportunities are nearby to existing IMIP and Indonesia Weda Bay Industrial Park ("IWIP") operations.
- (5) This is not a limit on the amount to be raised under the SPP. Nickel Industries may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount, in its absolute discretion.



Transaction structure retains optionality and funding flexibility for future acquisitions

- Strong balance sheet position maintained
 - Net debt will be ~US\$336m, down from ~US\$422m
- Pro forma for the Institutional and Conditional Placement, Nickel Industries will have cash on balance sheet of ~US\$230m, including:
 - US\$60m raised for potential nickel laterite opportunities which may be utilised at a later date
 - US\$26m of additional cash to balance sheet
- Excess funds will go towards strengthening the balance sheet and for general corporate purposes
- A non-underwritten SPP, to eligible shareholders, may raise up to ~US\$20m, in addition to the figures displayed on this page⁽⁵⁾.

Pro forma capitalisation ⁽¹⁾	Units	Current	Placement	Acquisition payments	Pro forma acquisition
Shares outstanding	Μ	2,731	660	-	3,392
Market capitalisation	A\$m	3,059	673	-	3,732
Market capitalisation ⁽²⁾	US\$m	2,141	471	-	2,613
Debt	US\$m	566	-	-	566
Cash	US\$m	144 ⁽³⁾	471	385	230 ⁽⁴⁾
Net debt / (cash)	US\$m	422	471	385	336

- (1) Figures as at 17 January 2023.
- (2) Assumes AUD:USD FX rate of 0.70. Figures may not add due to rounding.
- (3) NIC group cash and cash equivalents as of 31 December 2022.

(4) Pro forma cash balance calculated as US\$144.2m of NIC Group cash and cash equivalents as of 31 December 2022, plus US\$90m raised for potential nickel laterite opportunities (which may be utilised at a later date) and additional cash to balance sheet.

(5) This is not a limit on the amount to be raised under the SPP. Nickel Industries may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount, in its absolute discretion.



Delivering battery metals exposure

Three strategic pillars for battery grade nickel





Establishing the strategic pillars to become a leading producer of battery grade Class 1 nickel into the electric vehicle market

Delivering nickel matte production

- ✓ HNI successfully converted to nickel matte
 - produced 4,743t of nickel mattein Q4 22
 - higher comparable margins vs NPI
- ✓ Future potential rollout via ONI
 - Acquired Option with Shanghai Decent (US\$15m non-refundable) to invest in and construct a low-grade to high-grade nickel matte converter dedicated to ONI
 - nameplate conversion capacity of 50ktpa allowing future conversion for another 4 **RKEF** lines to nickel matte
 - Up to ~US\$110 million capex, with FID subject to market conditions



Acquiring next-generation, operational HPAL

- HNC commissioned in November 2021 and has a track record of operations
 - second successful operating HPAL project in Indonesia
- Derisked exposure increasing NIC's \checkmark institutional HPAL knowledge
 - industry leading operators as partners -Huayou Cobalt, Tsingshan and China Molvbdenum
- End product for sale into the EV battery supply chain expected to provide higher margins
 - nameplate production capacity of 60ktpa in MHP



Option for future DAWN HPAL+ Project

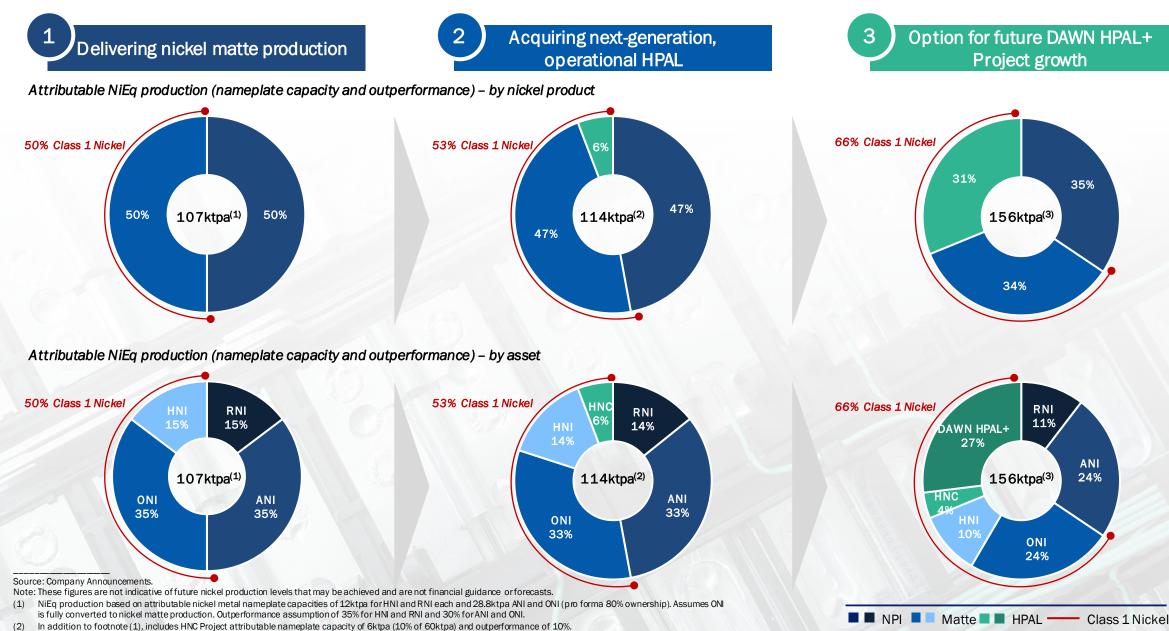
- ✓ Acquired option for future 60ktpa DAWN HPAL+ Project (US\$25m non-refundable)
 - nickel sulphate and electrolytic nickel to further broaden NIC's product offering
- ✓ Feasibility Study to be completed pre-FID
 - FID expected in late 2023 / early 2024
- ✓ Shanghai Decent to take the lead role in the design, construction and operation
 - guarantee that the total cost will not exceed US\$2.5bn (100% basis)
- ✓ Project finance and existing operational cash flows expected to fund bulk of capital requirement

Building the foundation for a battery metals powerhouse

Battery grade nickel is a critical input into technologies for electrification as part of a global transition to a greener economy

Delivering increased diversification and battery metals exposure





⁽³⁾ In addition to footnote (1) and (2), includes DAWN HPAL+ Project attributable nameplate capacity of 42ktpa (70% of 60ktpa) and no outperformance.



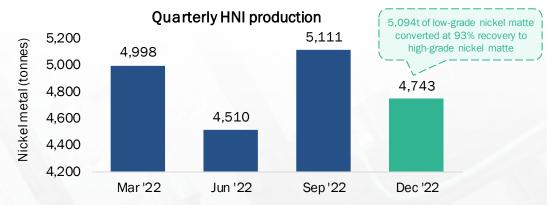
Successful delivery of nickel matte production at HNI with ability to roll-out at ONI via Acquired Option



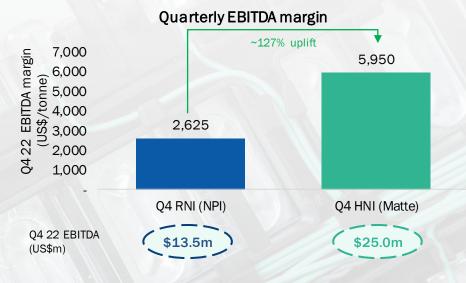
Option for nickel matte growth



Successful conversion of HNI to nickel matte...



... delivering higher comparable margins⁽¹⁾





HNC is the first successfully operating HPAL project in the IMIP – industry leaders as partners

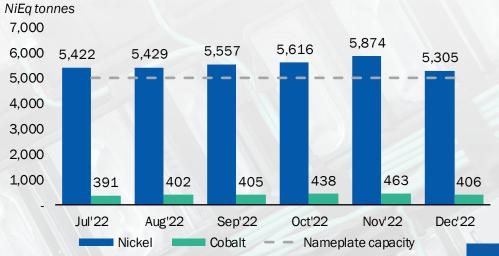
Asset overview

Asset	PT Huayue Nickel Cobalt Project ("HNC"), located in IMIP
Current ownership	 Huayou Cobalt, 57% China Molybdenum, 30% Tsingshan (Indirect interest), 10% (proposed to be acquired by NIC) Other Minorities, 3%
Pricing	Shareholders in HNC historically agree pricing with reference to LME and SHFE market prices
Nameplate capacity	 60ktpa nickel and 5ktpa cobalt as a MHP Currently producing nickel at approximately ~10% above nameplate capacity, with stable recoveries
Technology	HPALTwo lines with 30ktpa nameplate capacity each
Supply	Diversified limonite supply from local mines, including Hengjaya Mine
History	 Construction commenced March 2020 Commissioned in November 2021, on time and on budget – NIC understands it is one of fastest and cheapest build globally Exceeded nameplate production capacity of over 60ktpa nickel (run-rate) by April 2022
Tax concession	 100% Corporate Income Tax Reduction for 15 years commencing from year of commercial production Additional 2 Years Corporate Income Tax Reduction at 50% of payable income tax, starting from the end of the initial 15 year period

- \Box Currently emitting < 10 tonnes of CO₂ / tonne of Ni strategy to reach net zero by 2030
- During COVID-19, achieved the largest scale, the fastest construction, lowest capex, and the shortest commissioning in comparison with similar projects globally
- Increases Nickel Industries' institutional HPAL knowledge and lays the groundwork for DAWN HPAL+ Project – replicable approach executed via proven Tsingshan delivery model
- Based on a Q4 22 LME nickel price of ~\$24,000/t and assumed market payabilities of 85%, we currently expect gross margins of in excess of \$10,000/t



Annualised run rate of the last 6 months of Ni production above 60ktpa nameplate capacity...



Pillar 3: Option for future DAWN HPAL+ Project

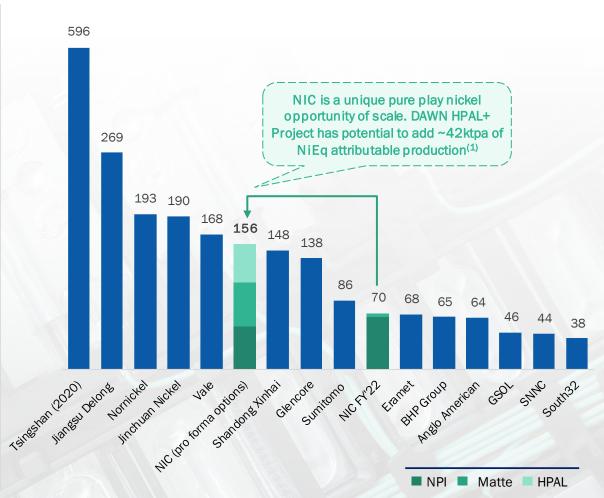


Strategic partnership utilising NIC's resource base and Shanghai Decent's project development expertise to produce Class 1 nickel...

1 Acquired DAWN HPAL+ Project Option	 NIC to leverage existing nickel laterite resources, and more resources have been identified and are being secured by NIC to support the Project Existing infrastructure at IMIP to be utilised Shanghai Decent to use NIC as the platform for DAWN HPAL+ Project Both Parties acknowledge jointly acceptable strategic partners may be introduced
2 Next steps to progress	 Shanghai Decent to take lead role in design, construction and operation of DAWN HPAL+ Project locking in experienced technical teams to develop project Commence work on the Definitive Feasibility, ahead of a formal investment decision by the Board of NIC (timing at NIC discretion) If Board approves (and any necessary Nickel Industries shareholder approvals are obtained), construction of the Project expected to commence during late 2023 / early 2024, or anytime earlier that both Parties agree, with commissioning to commence no later than 24 months thereafter
Our funding plan	 Optionality and flexibility around timing and funding sources for the DAWN HPAL+ Project Project finance and existing operational cash flows expected to fund bulk of capital requirement Future funding alternatives for DAWN HPAL+ Project to be explored in parallel to the Feasibility Study including offtake prepay, strategic EV partnerships and project finance facilities

... and establish Nickel Industries as a battery nickel powerhouse

2021 Processed nickel production (kt)⁽¹⁾



Source: Broker research, Company data.

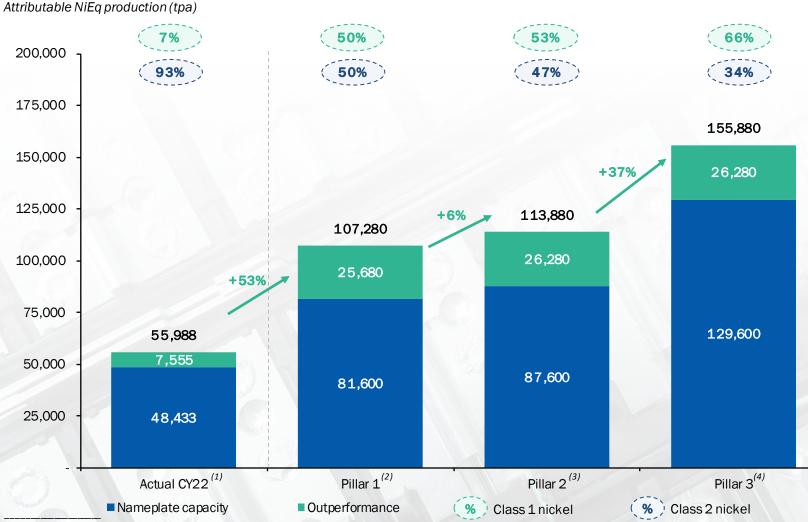
Note: Comparable production data reflects 2021 figures unless stated otherwise. NIC pro forma figures are not indicative of future nickel production levels that may be achieved and are not financial guidance or forecasts. (1) NIC NiEq production based on attributable nickel metal nameplate capacities of 12ktpa for HNI and RNI and 28.8ktpa ANI and ONI (pro forma 80% ownership) respectively. Assumes HNI and ONI are fully converted to nickel matte production. Outperformance assumption of 35% for HNI and RNI and 30% for ANI and ONI respectively. In addition, includes HNC Project attributable nameplate capacity of 6ktpa (10% of 60ktpa) and outperformance of 10% and includes DAWN HPAL+ Project attributable nameplate capacity of 42ktpa (70% of 60ktpa) and no outperformance.

Continuing to diversify our existing business into Class 1 battery grade nickel



Delivering continued growth, and increasing leverage to the LME price

(3)



Source: Company Announcements.

Note: These figures are not indicative of future nickel production levels that may be achieved and are not financial guidance or forecasts.

(1) NIC attributable production for calendar year 2022 (70,078 NiEq tonnes 100% basis).

(2) Pillar 1 – Delivering nickel matte production: NiEq production based on attributable nickel metal nameplate capacities of 12ktpa for HNI and (4) RNI each and 28.8ktpa ANI and ONI (pro forma 80% ownership). Assumes ONI is fully converted to nickel matte production. Outperformance assumption of 35% for HNI and RNI and 30% for ANI and ONI.

Pillar 2 – Acquiring next-generation, operational HPAL: In addition to footnote (2), includes HNC Project attributable nameplate capacity of 6ktpa (10% of 60ktpa) and outperformance of 10%.

Pillar 3 – Option for future DAWN HPAL+ Project growth: In addition to footnote (2) and (3), includes DAWN HPAL+ Project attributable nameplate capacity of 42ktpa (70% of 60ktpa) and no outperformance.

Existing operations demonstrate consistent outperformance of 30%+ above nameplate capacity

ANI and ONI ...

- provide a clearly defined growth path towards 100kt pa of attributable Ni metal production
- have a 20% larger nameplate capacity than the existing HNI and RNI operations
- are expected to deliver an ~20% saving on electricity costs by virtue of "owning" their own power

... in addition, HNC Project and DAWN HPAL+...

- have a combined nameplate capacity of 48ktpa+ of attributable NiEq production
- transition the Company towards 66% of attributable nameplate capacity from Class 1 nickel
- provide an end product for sale into the EV battery supply chain

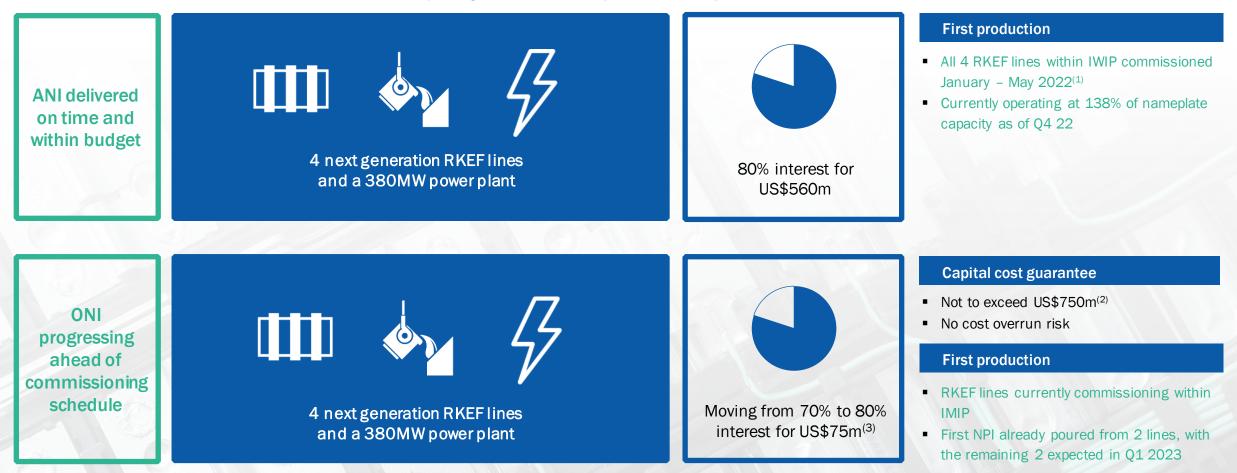


Continued NPI growth

New capacity ramping up over the next 12 months



Consistent track record of delivery from Tsingshan ensures little to no commissioning risk. Full capacity at all RKEF operations expected in 2023



- (1) Contractual commissioning date originally scheduled for October 2022.
- (2) Shanghai Decent has agreed to indemnify PT ONI (proposed operating company for ONI) for any construction costs exceeding US\$50m.
- (3) Subject to FIRB and shareholder approval.



ONI expected to follow similar ramp-up profile as ANI and complete commissioning in Q123⁽¹⁾

Key project milestones

February 2022	October 2022	November / December 2022	2023+
 interest from partner Shanghai Decent completed Construction in progress Material corporate tax reliefs 	 to 70% Electrification and ignition of first RKEF line commenced RKEF lines to be progressively commissioned over the coming 	RKEF lines well ahead of commissioning schedule	Power plant commissioning

(1) Refer to Nickel Industries' ASX Announcement released 15 November 2022.



December quarter performance

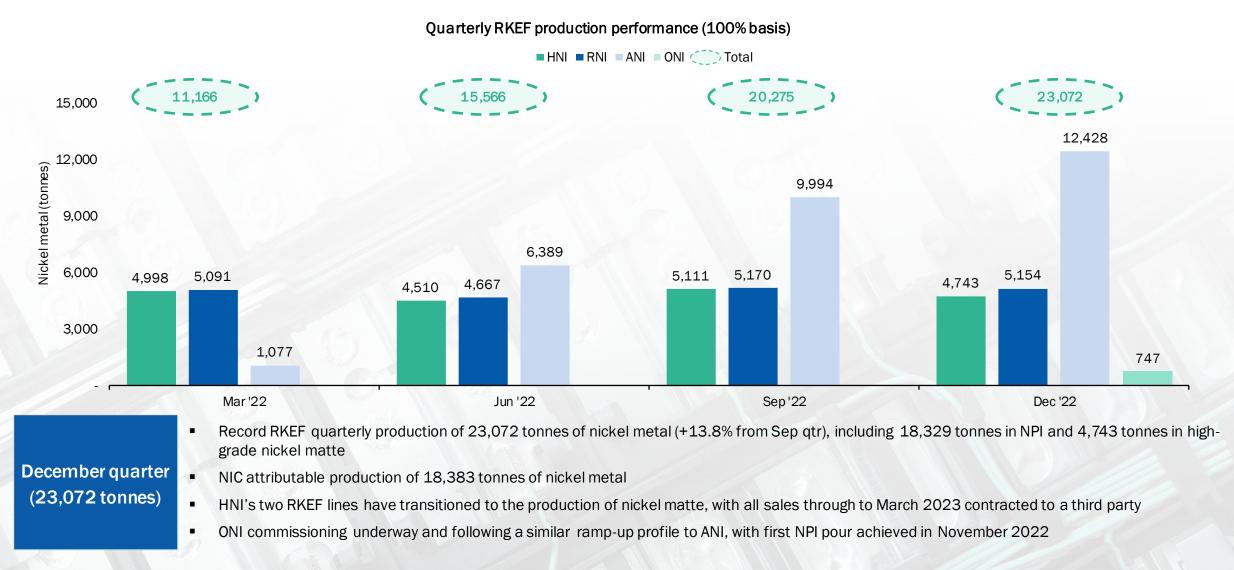
Presented on a 100% basis unless otherwise stated	Units	Dec'22 results	Movement (Dec'22 vs. Sep'22)	
Gross production	Nickel metal tonnes	23,072	+13.8%	(from 20,275 tonnes in Sept Qtr)
NPI gross production	Nickel metal tonnes	18,329	(9.6%)	(from 20,275 tonnes in Sept Qtr)
High-grade matte gross production	Nickel metal tonnes	4,743	n.a.	(from 0 tonnes in Sep Qtr)
NIC attributable production	Nickel metal tonnes	18,383	+13.3%	(from 16,220 tonnes in Sept Qtr)
Record RKEF sales ⁽¹⁾	US\$m	371.1	+16.3%	(from US\$319.2m in Sep Qtr)
RKEF EBITDA ⁽¹⁾	US\$m	90.0	+98.7%	(from US\$45.3m in Sept Qtr)
Hengjaya Mine production	wmt	2,707,858	+59.5%	(from 1,697,976 wmt in Sept Qtr)
Hengjaya Mine EBITDA	US\$m	16.1	+57.8%	(from US\$10.2m in Sept Qtr)
Cash balance	US\$m	144.2	(1.7%)	(from US\$146.7m in Sept Qtr)

Note: Figures reflect unaudited numbers from monthly operating entity financial reporting.

(1) RKEF December quarter sales and EBITDA based on a weighted average contract price of \$17,103/t (based on NPI contracts for RNI and ANI, and HG matte contracts for HNI). Contract prices in December quarter were approximately 7.5% higher than in the September quarter.

Ramping up production across our RKEF portfolio

Consistent, industrial style cost base with production set to materially increase over the next 12 months as ONI commissions

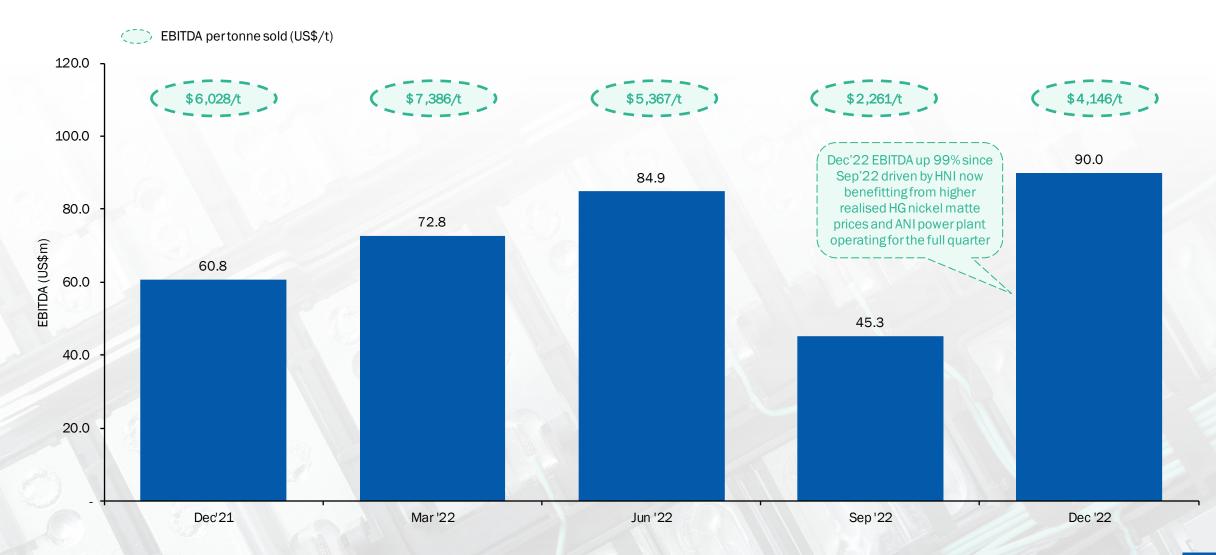


INDUSTRIES

Record RKEF EBITDA achieved in Dec'22 quarter



Dec'22 quarter achieved record EBITDA driven by nickel matte production and commissioning of the ANI power plant



Another quarter of record production at Hengjaya Mine



Production summary		Mar'22	Jun'22	Sep'22	Dec'22	YTD 2022	
Saprolite mined	wmt	810,324	792,630	599,790	687,831	2,890,575	
Limonite mined	wmt	263,201	520,862	1,098,186	2,020,027	3,902,276	
Nickel ore mined	wmt	1,073,525	1,313,492	1,697,976	2,707,858	6,792,851	
Overburden mined	BCM ⁽¹⁾	936,648	826,553	390,940	438,796	2,592,396	
Strip ratio ⁽²⁾	BCM/wmt	0.87	0.63	0.23	0.16	0.38	
Saprolite							
Tonnes sold	wmt	710,136	673,664	565,624	725,523	2,674,947	
Average grade	% Ni	1.72	1.74	1.73	1.67	1.71	
Average price received	US\$/wmt	40.04	52.43	42.88	42.48	44.42	
Average cost of production ⁽³⁾	US\$/wmt	25.33	26.02	26.91	28.47	26.49	
Limonite							
Tonnes sold	wmt	-	258,212	185,271	400,922	844,405	
Average grade	% Ni	-	1.19	1.14	1.19	1.18	
Average price received	US\$/wmt	-	14.69	17.24	18.42	17.01	
Average cost of production	US\$/wmt	1.65	7.99	7.01	4.34	5.93	

Note: Figures reflect unaudited numbers from monthly operating entity financial reporting.

(1) BCM represents "bank cubic metres".

(2) With limonite now being supplied to IMIP, the strip ratio is overburden mined divided by total nickel ore mined.

(3) Monthly costs are a six-month average of mining costs plus port/selling costs for the actual month. Reported costs also include US\$4.6M of drilling costs incurred during 2022.

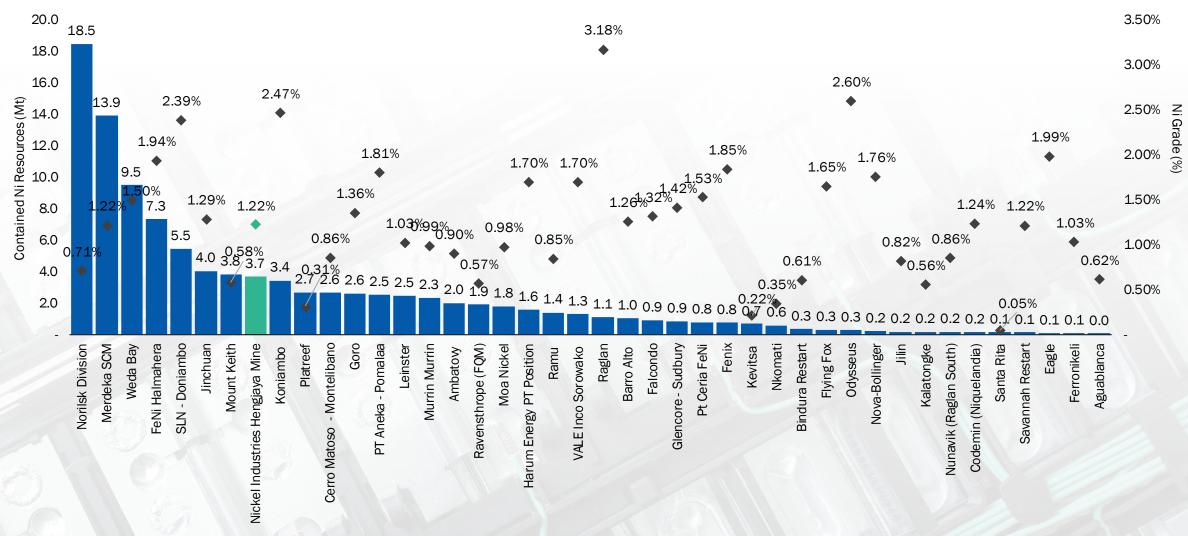


- Record quarterly production of 2,707,858 wmt
- saprolite production up 15% from September quarter
- limonite production up 84% from September quarter to cater for increasing demand from the IMIP's two operating HPAL projects
- Upgraded JORC Resource estimate 300 million dmt at 1.22% nickel, 0.09% cobalt
- Quarterly EBITDA of US\$16.1M, up 58% on higher record saprolite and limonite tonnes sold
- Multiple sustainability awards received throughout the year in recognition of our ESG principles
 - Awarded a 'Green PROPER' rating in 2022, one of two nickel companies in Indonesia awarded (the other being Vale)

Hengjaya Mine – a global top 10 nickel resource



Global contained nickel resources and grade





Sustainability



Focused on three realms of influence



- Long term vision to grow the business in a way that **provides optimum benefit to the lives of people in the community**
- Continuously improve the Company's performance to generate indirect economic impacts to the local community
- Help the local community grow simultaneously alongside the Company



- Environmental sustainability is a core part of Nickel Industries existence
- Our products are essential for the global energy transition and the stability of our operating environment
- Committed to reducing our carbon footprint HNC has one of the lowest carbon intensities per tonne of nickel produced



- Committed to stimulating local socioeconomic development
- Sustainably contribute to the livelihoods and wellbeing of the communities and environment around our areas of operation
- Respect the local people and customs wherever we operate



Nickel Industries economic impact



Nickel Industries has created a variety of programs that are connected and relevant to the needs of residents whilst avoiding reactive social investments



Our operations prioritise hiring local workforces and suppliers, with 9% of our suppliers local and 100% located in Indonesia



Our operations in Central Sulawesi indirectly contributed 4.9% to total growth in the province in 2020



In 2021, our regional infrastructure investments included school renovations and improved water infrastructure quality for Bete-Bete village



Nickel Industries invests in human development programs that helps our employees develop skills and knowledge they need to advance within the company





Fresh water program at Bete-Bete village



Nickel Industries environmental performance



Hengjaya Mine awarded a 'Green PROPER' rating in 2022 by the Indonesian Ministry of Energy and Natural Resources for full compliance with the mine's operating license – one of two nickel companies in Indonesia awarded the rating (other being Vale)



Reduced GHG Emissions by 100,000 tonnes of CO₂eq in 2021 despite production increases⁽¹⁾



Rehabilitation



Hengjaya Mine tailings free; receiving "Best Mine Site Rehabilitation Works" by Central Forestry in Sulawesi



HNC adopts the most advanced 'third-generation' HPAL process with the energy consumption and carbon emissions only ~25% and ~20% of similar pyrometallurgical products, respectively



HNC currently operating at 7 CO_2 tonnes / nickel production and has a future carbon reduction plan that will the Project aiming to become carbon-neutral by 2030



Regional DAS reforestation program

Waste management sponsorship

Nickel Industries social performance



Committed to a safe work environment which is reflected in our Occupational Healthy and Safety policies that are designed to protect our employees, contractors, suppliers and other workers



To assess our commitment to OHS execution, the Company periodically performs an internal audit of the Mining Safety Management System



Funded 18 projects from eight surrounding villages in 2021, including local port rehabilitation and community health facility development



Through a collaboration at IMIP, Nickel Industries provides an emergency health clinic for employees to receive medical treatment



Published our inaugural Sustainability Report in 2022

NICK

INDUSTRIES

Solar Power – progressing our "Future Energy" collaboration



Commitment to a more sustainable future for Indonesian nickel

- Signed a binding term sheet for a battery solar project in August 2022 with PT Sumber Energi Surya Nusantara ('SESNA') to develop, install, operate and maintain a 200MWp + 20MWh battery solar project within IMIP
- Nickel Industries is continuing to increase its renewable energy exposure with a MoU signed with Quantum in May 2022 for an additional 220MWp

SESNA - "Project Initiator"

 Sole responsibility for design, funding, construction, ownership and operation

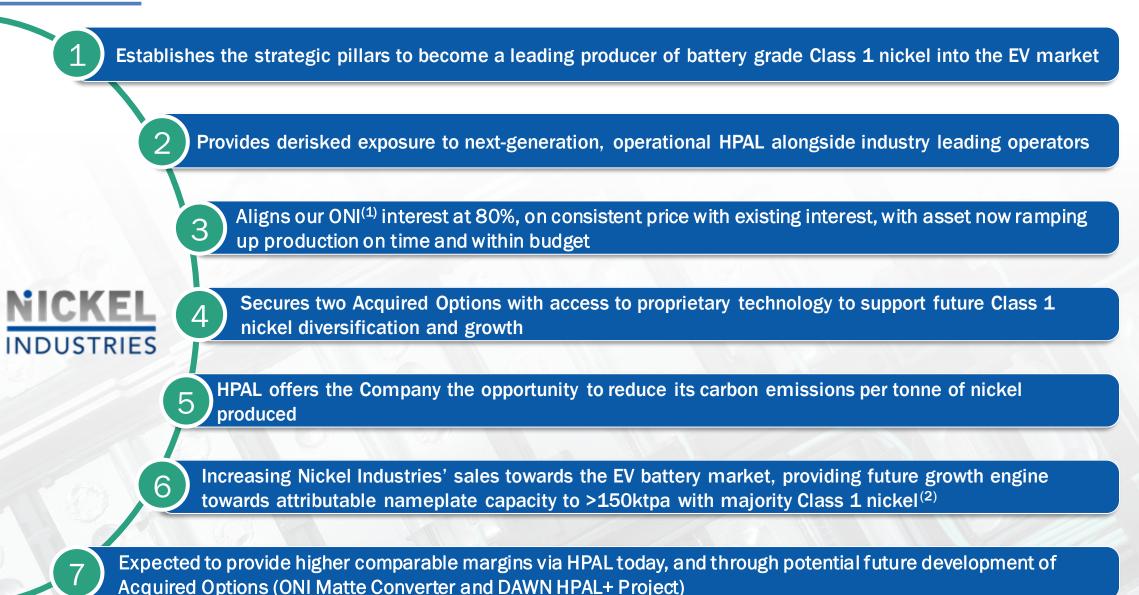
Nickel Industries

- No requirement for any capital investment
- Sole long term off-take partner (25 years)
- Electricity tariff (expressed as US cents per Kwh):
 - is expected to remain constant over the life of the project, and
 - is confidential, but currently lower than existing power costs



Nickel Industries – Transaction highlights





(1) Oracle Nickel Project ("ONI").

(2) NIC NiEq production based on attributable nickel metal nameplate capacities of 12ktpa for HNI and RNI and 28.8ktpa ANI and ONI (pro forma 80% ownership) respectively. Assumes HNI and ONI are fully converted to nickel matte production. Outperformance assumption of 35% for HNI and 30% for ANI and 30% for ANI and ONI respectively. In addition, includes HNC Project attributable nameplate capacity of 6ktpa (10% of 60ktpa) and outperformance of 10% and includes DAWN HPAL+ Project attributable nameplate capacity of 42ktpa (70% of 60ktpa) and no outperformance. See further detail on page 13.



Equity raising details

Equity raising details



	 Nickel Industries is undertaking a US\$471 million Equity Raise comprising:
	 a ~US\$185m fully underwritten Institutional Placement, through the issuance of ~259.1m New Shares at A\$1.02 per New Share (representing approximately ~9.5% of the total shares of the Company prior to the issue of New Shares),
Offer structure	 a ~US\$270m Conditional Placement to Newstride (or its nominee), ~US\$15m Conditional Placement to Wanlu (or its nominee) and ~US\$1.4m Conditional Placement to Mark Lochtenberg (or his nominee), through the issuance of ~401.2m New Shares at A\$1.02 per New Share on a non-underwritten basis⁽¹⁾
	 In addition, the Company is undertaking a non-underwritten SPP to eligible shareholders in Australia and New Zealand. The SPP may raise up to ~US\$20m⁽²⁾
	 The Conditional Placement is subject to (i) Nickel Industries shareholder approval (with the vote expected to be held in late Q1 / early Q2 2023)⁽¹⁾, and (ii) with respect to Newstride, FIRB approval (with the FIRB application expected to be lodged shortly)⁽³⁾
	Completion of the Institutional Placement and Conditional Placement will see the Company issue approximately ~660.3m new fully paid ordinary
Pricing	shares at A\$1.02 per share ("Placement Price"), representing a ~8.9% discount to the last closing price of A\$1.12 on Tuesday, 17 January 2023
i nomg	 ~259.1m shares issued under the Institutional Placement representing ~9.5% of issued capital prior to the issue of New Shares
	- ~401.2m shares issued under the Conditional Placement representing ~14.7% of issued capital prior to the issue of New Shares
	 The SPP may to raise up to US\$20m⁽²⁾
SPP overview	 Eligible shareholders in Australia and New Zealand will be invited to apply for up to A\$30,000 of shares free of any brokerage, commission and transaction costs
	The issue price per new fully paid ordinary share under the SPP (the "SPP Shares") will be at the Placement Price
	• An SPP offer booklet is expected to be sent to Eligible Shareholders, in accordance with their communications election, on 27 January, 2023
Ranking	 Institutional Placement Shares, Conditional Placement Shares and SPP Shares will rank equally with existing Nickel Industries shares from their respective issue dates
	The Institutional Placement is underwritten
Underwriting	 The Conditional Placement and SPP are not underwritten

(1) (2) Shanghai Decent, Wanlu and Mark Lochtenberg be excluded from the vote on their respective Shares issuance. This is not a limit on the amount to be raised under the SPP. Nickel Industries may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount, in its absolute discretion.

(3) Shareholder and FIRB approvals, if granted, will not be known until post completion of the Institutional Placement.



Event	Date
Trading halt lodged and Equity Raise announced	Wednesday, 18 January 2023
Completion of Institutional Placement and shares resume trading	Thursday, 19 January 2023
Settlement of Institutional Placement	Monday, 23 January 2023
Allotment of new securities under the Institutional Placement – new securities commence trading	Tuesday, 24 January 2023
Lodgement of SPP booklet to ASX and open of SPP	Friday, 27 January 2023
SPP offer closes	Friday, 24 February 2023
Announce results of the SPP	Friday, 3 March 2023
SPP issue and allotment date	Friday, 3 March 2023
New securities under the SPP commence trading	Monday, 6 March 2023

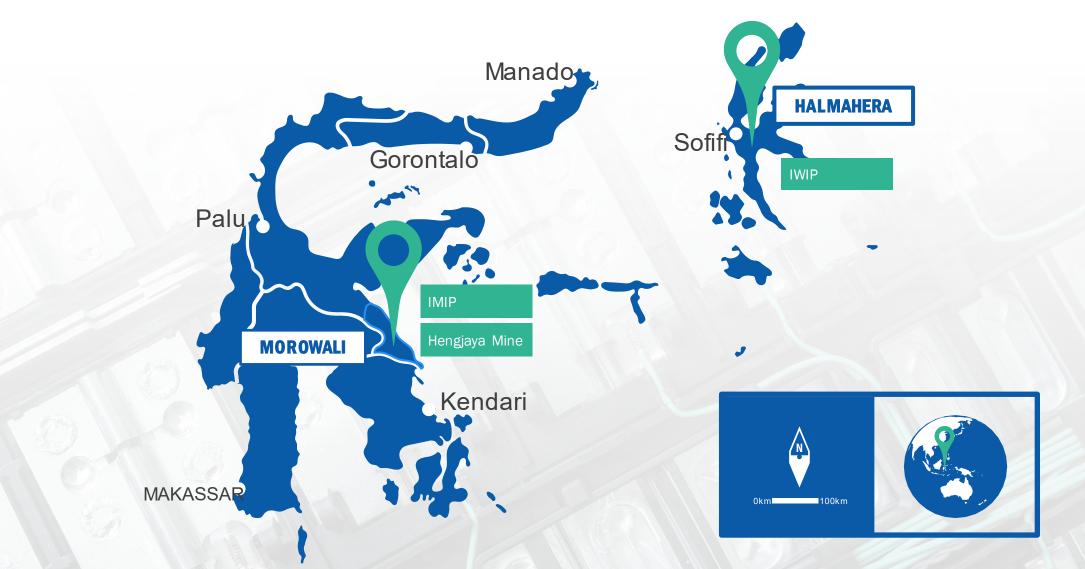


Appendix: Supporting materials

Indonesia – the epicentre of global nickel supply



Nickel Industries has established operating footprints in what are now two of the world's largest nickel production centres



Indonesia Morowali Industrial Park



Steel production capacity	3Mt stainless steel per annum
RKEF lines	Over 50 lines planned
Employees	~60,000 locals
NIC interest	8 RKEF lines (HNI, RNI, ONI) 1 power plant
HPAL	HNC – operating above nameplate capacity QMB – commissioning

Indonesia Weda Bay Industrial Park



Steel production capacity	Currently no stainless steel capacity
R K E F lines	Over 50 lines planned
Employees	~40,000 locals
NIC interest	4 RKEF lines (ANI) 1 power plant

The IMIP and IWIP are economic zones co-sanctioned by the Indonesian and Chinese Governments. These industrial parks showcase the Indonesian Government's rationale for implementing the export ban on unprocessed mineral ores in 2014 and its ambition to establish a local world-class downstream processing industry

NICKEL INDUSTRIES

RKEF operations

IMIP HNI 80% OPERATING

Hengjaya Nickel Project

2 RKEF lines:

nameplate capacity - 15ktpa
FY 2022 production – 19,362 t Ni
29% above nameplate

80% interest acquired for US\$180M Capital intensity: US\$11,239/t of Ni

Material income tax concessions 7-year tax holiday (~3.5 years remaining) plus 2 additional years at @50% of corporate tax rate

Transitioned to nickel matte production in 2022



OPERATING

Ranger Nickel Project

2 RKEF lines: - nameplate capacity - 15ktpa - FY 2022 production - 20,082 t Ni 34% above nameplate

80% interest acquired for US\$231M Capital intensity: US\$14,161/t Ni

Material income tax concessions 7-year tax holiday (~3.5 years remaining) plus 2 additional years at @50% of corporate tax rate



Angel Nickel Project

4 RKEF lines: - nameplate capacity - 36ktpa - all lines fully commissioned in 2022 - FY 2022 production – 29,888 t Ni

380MW power station

80% interest acquired for US557.6M Capital intensity: US14,374/t Ni⁽¹⁾

Material income tax concessions 10-year tax holiday plus 2 additional years at @50% of corporate tax rate ONI 70% COMMISSIONING

IMIP

Oracle Nickel Project

4 RKEF lines - nameplate capacity - 36ktpa - commenced commissioning October 2022

380MW power station

70% interest acquired for US525M moving to 80% interest for US $75m^{(2)}$ Capital intensity: US $15,466/t Ni^{(1)}$

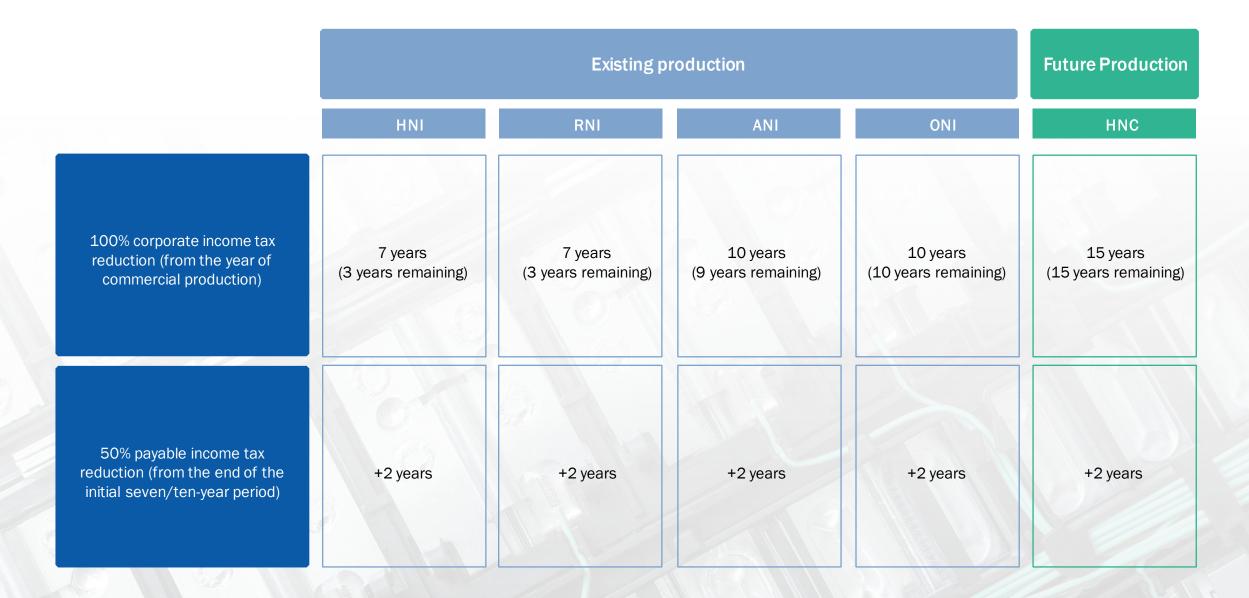
Material income tax concessions 10-year tax holiday plus 2 additional years at @50% of corporate tax rate

(1) Capital intensity for ANI and ONI based on 2021 production above nameplate capacity of HNI and RNI combined.

(2) Subject to FIRB and shareholder approval.

Material tax concessions – by Decree of the Indonesian Government

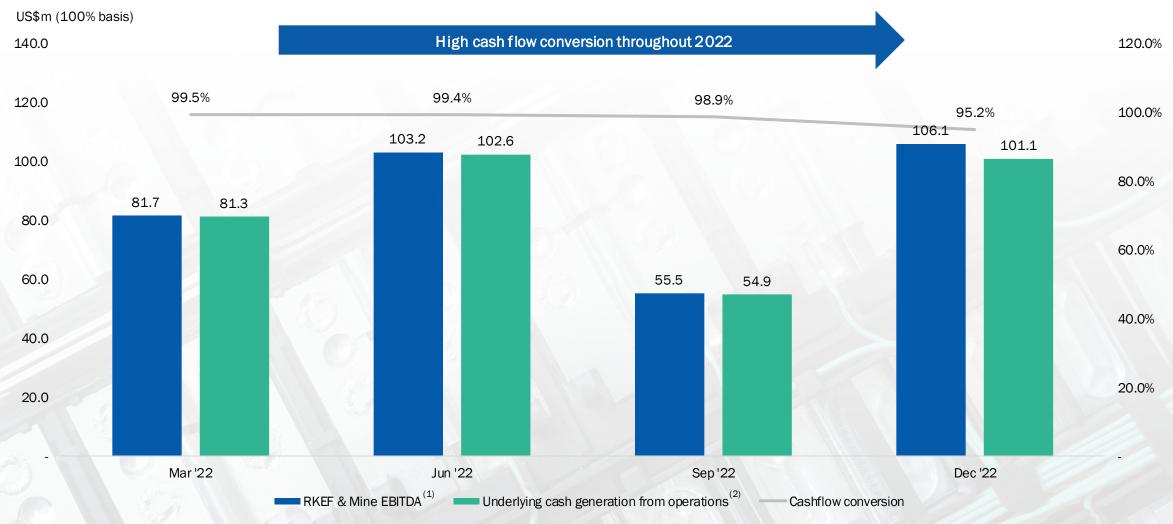




High cash conversion supporting sustainable, robust profitability



Underpinned by cost profile, material tax concessions and minimal levels of sustaining capex



Note: Based on unaudited financials.

(1) Comprised of RKEF and Hengjaya Mine EBITDA as disclosed in the quarterly reports.

(2) Defined as EBITDA from operations less capex.



Appendix: Legal risks and disclosures

Legal risks and disclosures



Risk	Description
Operational risks	
Commodity price risk	As a producer of NPI and nickel matte, the earnings of Nickel Industries are correlated to the price of NPI and nickel matte, and Nickel Industries' cash costs are correlated to the price of other commodities including coal and nickel ore. Commodity prices, including NPI, nickel matte, coal and nickel ore can fluctuate rapidly and are affected by numerous factors beyond the control of the Company. These factors include world demand for commodities, production cost levels, macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, commodities, general global economic conditions, and short positions taken by traders, miners and processors. In March 2022, the London Metal Exchange ("LME") was forced to suspend trading in the nickel market and annul nickel trades after nickel prices more than doubled. At this time the Company does not put in place long term contracts for the sale or purchase of commodities and does not hedge against commodity price risk. The Company has contracted all of its high-grade nickel matte sales through to March 2023 and will receive " payabilities " against the Shanghai Futures Exchange ("SHFE") at a percentage of the average settlement prices of the SHFE nickel main contracts price. A decline in the market price of NPI or nickel matte, and price fluctuations for other commodities may have an adverse effect on the Company's revenues and operations and the Company's ability to fund those operations.
Reliance on the Tsingshan group	The continued operations of HNI, RNI, ANI and ONI and the future development of HPAL and nickel matte converter projects are heavily reliant on the relationship between the Company and Tsingshan, and Tsingshan's role in developing and constructing those projects. Tsingshan is the world's largest stainless steel producer, and its financial position may be impacted by numerous factors including production cost levels, macroeconomic factors such as inflation, interest rates and global and regional demand for, and supply of, commodities, general global economic conditions as well as its past and future derivative trading activities. Given the Company's reliance on Tsingshan, a material adverse change to Tsingshan has agreed to continue to provide a guarantee under the US\$760 million term loan facility for the project, as well as a guarantee of Tsing Creation International Holding Limited's ("Tsing Creation") obligation under the HNC joint venture agreement to supply HNC with laterite nickel ore with a supply grade of more than 10% of the nickel metal content and of not less than 60,000 tons of nickel metal per year, from completion of the HNC Acquisition until 2032. The Company is acquiring HNC via an indirect acquisition of the entire issued share capital of Tsing Creation. Sales All sales of NPI are currently sold to Tsingshan group companies and the Company has heavy reliance on the Tsingshan group as a purchaser of NPI produced from RNI, ANI and ONI. There may be a materially adverse effect on the Company's financial performance and that of RNI, ANI and ONI if Shanghai Decent fails to purchase all of the offtake and alternative customers are not found. Supply of ancillary services within the IMIP and IWIP The Company and the Group Entities do not have any formal contractual agreements for the supply of ancillary services with the IMIP or IWIP that support the operations of HNI, RNI and ONI (for example, power and access to port). To facilitate the operations of HNI, RNI and ONI within the IMIP and IWIP,



Risk	Description
Operational risks	
Reliance on the Tsingshan group (cont'd)	Development of ONI The Company is reliant on Shanghai Decent to commission two Oracle RKEF lines and the associated power station in accordance with the specifications and terms agreed in the CA for ONI. If there is any omission or defect in the design and construction of ONI, the Company may still be required to make payments to Shanghai Decent in accordance with the payment schedule and seek recourse against Shanghai Decent to make good any such omission or defect. Like HNI, RNI and ANI, ONI will require the issuance of an Industrial Business Licence (Izin Usaha Industri) ("IUI") to commence commercial sales of NPI. Any NPI produced ahead of the IUI issuance will be stockpiled. Should grant of the IUI be delayed, this would delay the receipt of income from production of NPI at ONI. While the CA for ONI specifies an overall commissioning date for the four RKEF lines of ONI of no later than 19 February 2023 and of the power plant of 19 July 2023, there are no specific construction milestones. Voting power Shanghai Decent Investment (Group) Co Ltd, an affiliate of Tsingshan, is the largest shareholder in the Company. If the Conditional Placement proceeds (refer to Shareholder, FIRB and third-party approvals risks below) the voting power of Shanghai Decent will increase from approximately 21.15% to approximately 28%. Conomic, political and other conditions in China As a result of the Company's reliance on Tsingshan, the Company is exposed to changes in Chinese economic, political, or social conditions and in Chinese laws, regulations and policies. Any such changes may cause restrictions or impose costs on our business and may inhibit our future opportunities. Given the Company's rel
Counterparty and enforceability risk	CAs The CAs are material contracts which set out the terms of the Company's key partnership with Shanghai Decent and its associates in respect of the HNI, RNI, ANI and ONI RKEF lines and are governed under the laws of Singapore. If Shanghai Decent breaches its obligations under a CA, the RKEF lines at HNI, RNI, ANI or ONI may not be constructed and/or operated in accordance with the manner specified under the applicable CA, which may have a material adverse impact on the Company's results, operations and financial performance. If the parties are unable to resolve a breach or dispute under a CA, the dispute will be finally resolved by arbitration in Singapore in accordance with the Arbitration Rules of the Singapore International Arbitration Centre. Chinese Courts have discretion whether to enforce any foreign arbitration award. While the Chinese Courts have this discretion, the potential dispute and claim arising out of or in connection with a CA does fall into the category of nature of dispute or claim which is capable of being recognised under the laws of the People's Republic of China.
COVID-19	The ongoing COVID-19 pandemic has had a significant impact on the global economy and the ability of businesses, individuals, and governments to operate. Given the ongoing and dynamic nature of the circumstances, it is difficult to predict the impact of the COVID-19 pandemic on Nickel Industries' business (or on the operations of the companies operating HNI (" HNI Entities "), RNI (" RNI Entities "), ANI (" ANI Entities "), ONI (" ONI Entities ") and the Hengjaya Mine (together the " Group Entities "), the entities operating HNC, or on businesses on which those companies rely), and there is no guarantee that Nickel Industries' efforts to address the adverse impacts of COVID-19 will be effective. The impact to date has included periods of significant volatility in financial, commodities and other markets. This volatility, if it continues, could have an adverse impact on Nickel Industries' people, communities, suppliers, business (including HNI, RNI, ANI, ONI and Hengjaya Mine), financial condition and results of operations.



Risk	Description
Operational risks	
COVID-19 (cont'd)	There continues to be considerable uncertainty as to the duration and further impact of COVID-19, including (but not limited to) impact on global supply chains, government, regulatory or health authority actions, work stoppages and quarantines in Australia, China and Indonesia in particular but more generally, on a global basis. The impact of some or all of these factors could cause significant disruption to Nickel Industries' operations and its financial performance. Over 30,000 employees work within the IMIP with a significant workforce within the IWIP as it expands, and any actions taken more broadly within the IMIP or IWIP as a result of, or to mitigate, concerns around COVID-19 may impact Nickel Industries' operations and its financial performance. It is also possible that the Indonesian Government may shut down all operating work sites and any susp ension of business operations will affect Nickel Industries' overall operations and operating results. The quarantining of Nickel Industries' employees, including those who work for HNI, RNI, ANI, ONI and Hengjaya Mine, may affect Nickel Industries' overall operations, investments and operating results. In order to mitigate the potential impact of COVID-19 on the health and wellbeing of Nickel Industries' employees and other stak eholders, and on Nickel Industries' business, Nickel Industries has been monitoring the COVID-19 developments and has implemented strict access controls and procedures.
Land title	The Group does not yet have valid legal title to the land on which our HNI, RNI and ONI RKEFs are located. The Group Entities undertake development and operations pursuant to conditional land sale agreements. In respect of HNI, RNI and ONI the IMIP is obliged to obtain and transfer the relevant land rights to the HNI Entities, RNI Entities and ONI Entities respectively (which will be subject to registration and certification formalities with the relevant land office). The same arrangements apply in respect of the ANI between the Company and the IWIP, and valid legal title has successfully completed the transfer to ANI. In respect of ONI land, Shanghai Decent will also need to ensure that the land owner provides the ONI Entities with rights to occupy and construct on the relevant land pending formal registration and transfer of that land to ONI. In the event that the Group Entities do not obtain valid legal title to the relevant land or procure the necessary registration formalities in relation to the relevant land where their operations are located, the business, financial condition and results of operations may be materially and adversely affected.
Commissioning of ONI	As noted above, the ONI project has commenced commissioning and the ONI power plant remains on schedule to commence commissioning in the second quarter of 2023. The construction and the commissioning process for ONI may be impacted by risks including but not limited to weather, availability of materials, availability and productivity of skilled and experienced workers and contractors, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of labour, consumables, spare parts, plant and equipment. The commissioning process may uncover failures or deficiencies in processes, systems, additional plant and equipment requirem ents, and addressing such failures or deficiencies may result in the Shanghai Decent or the Company incurring unexpected costs (noting however that Shanghai Decent has provided an indemnity for actual construction costs exceeding US\$750 million in respect of ONI). Any of these outcomes could have a material adverse impact on the Company's results of operation and financial performance.
Power plants	The ONI power plant, once all four RKEF lines are commissioned, will require a considerable amount of energy to run. There is a risk that such supply of energy may be disrupted for a number of reasons, including inclement weather, disruption to coal supply and other inputs which will impact the relevant entity's ability to continue running the process plant and all other energy reliant equipment on site, which will directly impact production of NPI.
Risks of operating in an emerging market	The Hengjaya Mine, HNI, RNI, ANI, ONI and HNC Projects are all located in Indonesia. Indonesia is considered an emerging market. Indonesia a faces various socio-political issues and has, from time to time, experienced political instability and social and civil unrest. The success of the Company is dependent on the stability of the political, economic and legal situation in Indonesia, which may be subject to rapid change. Generally, investing in emerging markets such as Indonesia involves greater risk than investing in more developed markets, in cluding in some cases significant legal, economic and political risks. Financial problems or an increase in the perceived risks associated with investing in emerging economies could dampen foreign investment in Indonesia and adversely affect the Indonesian economy. The Projects are subject to the laws and regulations of Indonesia. The Company may be adversely affected by changes to laws and regulations relating to the Company's operations, and any Group Entities or HNC's failure to comply with those regulations, may adversely affect the Company. For example, operations may be affected by changes to mining laws, environmental laws, income and other taxes and exchange controls. Exploration, construction, development and mining activities require ongoing licenses and permits and may be affected by political stability and changes to government regulations relating to the mining industry and foreign investment in Indonesia.

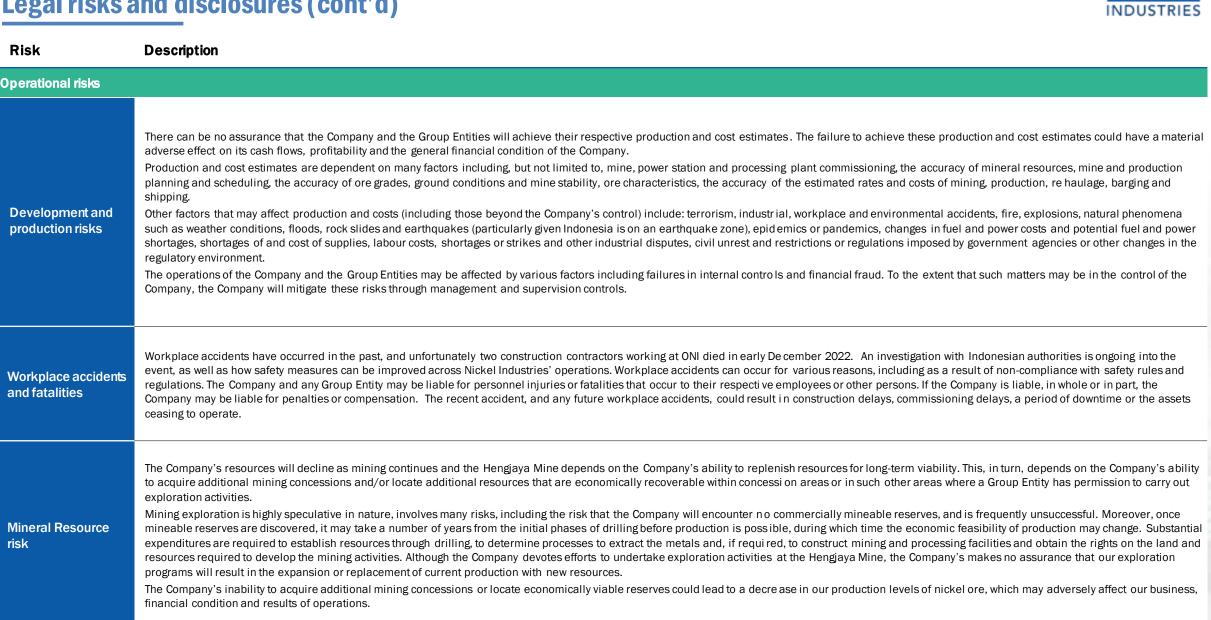
Legal risks and disclosures



Risk	Description
Operational risks	
Regulatoryrisks	Exploration, development and production at the Hengjaya Mine, the RKEF and power plant operations at HNI, RNI, ANI and ONI and the operations of HNC require various licences and permits from the government (whether at the central government or regional government level) and other government agencies to conduct business and operations in Indonesia. Since the commencement of RKEF operations at HNI, RNI, ANI and ONI and mining operations at the Hengjaya Mine until the date of this presentation, the Company, the HNI Entities, the RNI Entities, the ANI Entities, have not had any material issues or an inability to obtain, maintain or renew a licence required to enable their respective operations to be conducted. Based on the Company's due diligence of the HNC Project (see further below in relation the HNC Acquisition risks), it also understands that since the commencement of the HNC Project operations until the date of this presentation, HNC have not had any material issues or an inability to obtain, maintain or renew a licence required to enable their respective operations until the date of this presentation. HNC have not had any material issues or an inability to obtain, maintain or renew a licence required to enable their respective operations to be conducted. There is no assurance that the Indonesian government will not revoke existing licences and permits for whatever reason or issue or renew the licences or permits that are required within the timeframe anticipated or at all. A failure to obtain or renew, or a loss of, any significant licence or permit that the Company's prospects. Political changes, such as changes in both monetary and fiscal policies, expropriation, methods and rates of taxation and currency exchange controls may impact the performance of the Company.
Expansion initiatives for Hengjaya Mine	Any potential delays in required land acquisitions and permitting to enable construction, or the construction thereof, of the haul road between the Hengjaya Mine and IMIP may hinder the Company's expansion initiatives for the Hengjaya Mine.
Environmental, social and corporate governance	Mining for ore and processing NPI and nickel matte can be potentially environmentally hazardous and may give rise to potentially substantial costs for environmental rehabilitation, damage control and losses. Air pollution from coal-fired power plants has been linked to significant environmental and public health impacts. The Company, the Hengjaya Mine, the HNI Entities, the RNI Entities, the ANI Entities, the ONI Entities and HNC are subject to a number of laws and regulations regarding the protection of the environment. These laws and regulations set various standards regulating certain aspects of health and environmental quality and provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to remediate current and former facilities and locations where operations are or were cond ucted. Significant liability could be imposed on the Hengjaya Mine, HNI Entities, the RNI Entities, the ANI Entities, the ONI Entities and HNC for damages, clean-up costs, or penalties in the event of certain discharges into the environment, environmental damage caused by previous occupiers or non-compliance with environmental laws or regulations. The Company proposes to minimise these risks by conducting its activities (including its operating entities where within its control) in an environmentally re sponsible manner, in accordance with applicable laws and regulations and where possible, by carrying appropriate insurance coverage. The failure of the Company, the Hengjaya Mine, the HNI Entities, the RNI Entities, the ONI Entities or HNC to engage with the local communities would risk disaffection on the part of the communities which may have adverse implications for the Company's operations and those of the the Hengjaya Mine, HNI Entities, the ANI Entities, the CONI Entities and HNC in the local areas and Indonesia generally.



Risk	Description
Operational risks	
HNC Acquisition risks	The Company undertook a due diligence process in respect of the acquisition of an indirect 10% interest in HNC ("HNC Acquisition"), which relied in part on a review of financial, legal and other information provided in respect of HNC. Despite making reasonable efforts as part of its due diligence investigations, the Company has not been able to verify the accuracy, reliability or completeness of all the information which was provided. If any information provided and relied on by the Company in its due diligence for the HNC Acquisition and preparation of this presentation provides to be incorrect, incomplete or misleading, the actual financial position and performance of HNC and the Company may be materially adversely impacted. As Tsing Creation has certain negative control rights over HNC's operations under the HNC Shareholders Agreement, HNC may be required to undertake a mandatory notification to the Indonesian Business Competition Supervisory Board ("KPPU") following completion of the HNC Acquisition. Following such notification, KPPU will review the HNC Acquisition from an Indonesian anti-monopoly law perspective and has broad powers if it forms the view that the HNC Acquisition is anti-competitive or unfair competition, including the power to annul the transfer. Nickel Industries consider that the HNC Acquisition is anti-competitive and is not aware of KPPU having previously taken such an action in similar circumstances. The Company will be a minority shareholder in HNC. HNC's two largest shareholders hold approximately 58.1% and 30.6% respectively, and their objectives for HNC may differ to the Company. The HNC construction costs were partially funded by a US\$760 million term loan facility. HNC has granted security over the HNC Project to the lenders and Tsing Creation has also granted security over the shares it owns in HNC to the lenders. If HNC breaches or defaults under the terms of the loan facility, or an event of default occurs which gives a lender the right to accelerate or require repayment of th
Oracle Acquisition risks	The acquisition of an additional 10% interest in ONI is conditional on the Company completing the HNC Acquisition. If the HNC Acquisition is not approved by shareholders or does not otherwise complete, the Company will not proceed with the Oracle Acquisition. After completion of the additional 10% interest in ONI, the Company will seek to pursue those strategies, operational objectives and benefits set out in this presentation. There is a risk that the Company may be unable to realise these strategies, operational objectives and benefits (in whole or in part) or that they will not materialise, or will not materialise to the extent that the Company anticipates. Any failure to meet these strategies, operational objectives and benefits could have an adverse effect on the Company's operational or financial performance, and the return of its investment in ONI.
DAWN HPAL+ Project and Matte Converter risks	The Company intends to use part of the offer proceeds to pay the non-refundable Option Payments for the DAWN HPAL+ Project and the Matte Converter. The Company has not made a decision to proceed, or obtained funding for either the DAWN HPAL+ Project or the Matte Converter. There is a risk that one or both of these projects will not proceed or be completed.
Shareholder, FIRB and third-party approvals risks	As noted on slide 8 of this presentation, the Conditional Placement to Newstride (or its nominee) is subject to shareholder a pproval and the Conditional Placement to Wanlu and Mark Lochtenberg is subject to shareholder approval and FIRB approval. The HNC Acquisition is also subject to shareholder approval as well as consent from the lenders under the security arrangements for the HNC facility agreement and completion of the Conditional Placement. The Company has engaged Lonergan Edwards & Associates Limited to prepare an independ ent's expert report stating whether the HNC Acquisition is fair and reasonable to non-associated shareholders. The report will be provided to shareholders, and the Company intends to hold an extraordinary general meeting in March/April 2022.
	will need to consider alternative uses for the proceeds of the offer, or ways to return such proceeds to shareholders which may have a material adverse effect on the Company's financial position and performance. In these circumstances, the Company may incur significant costs.





Risk	Description
Operational risks	
Future funding risks	The future capital requirements of the Company will depend on many factors. The Directors believe that following completion of the Institutional Placement and the Conditional Placement (as outlined on slide 8), the Company should have adequate funds for its business activities to continue as a going concern and to pay the consideration for the Oracle Acquisition and the non-refundable Option Payments for the DAWN HPAL+ Project and the Matte Converter. If the Company decides to proceed with either the DAWN HPAL+ Project or the Matte Converter, or any other opportunity, further capital will be required. Although the Directors believe that additional capital and debt financing can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or atall. Deterioration in the Company's credit profile could increase costs of borrowing money and limit access to the capital markets and commercial credit. If the Company may undertake additional offerings of shares and of securities convertible into shares in the future. The increase in the number of shares issued and outstanding and the possibility of sales of such shares may have a depressive effect on the price of shares. In addition, as a result of such additional shares, the voting power of the Company's existing shareholders will be diluted. The Company may undertake additional increase of senior unsecured notes which could increase the risks associated with the Company's existing indebtedness including the Company's ability to comply with covenants and repayment of principal and interest. Funding of operations including those which incorporate thermal coal power plants is becoming increasingly restricted, including in connection with climate change, or may require covenants that impact pricing or operations. Funding of industrial and mining operations, including those which incorporate thermal coal power plants, is becoming increase ingly restricted, including in connection
Risk that the Company management and key personnel may discontinue their service	The Company's business and future success heavily depends upon the continued services of management and other key personnel. If one or more of the Company's management or key personnel were unable or unwilling to continue in their present positions, the Company might not be able to replace them easily or at all. The Company's business may be severely disrupted, its financial condition and results of operations may be materially adversely affected, and it may incur additional expenses to recruit, train and retain personnel.
Reversal of ore export risk	The Indonesian government introduced the ban on the export of unprocessed raw materials (including mined ore) on 12 January 2014. In 2017 there was some relaxation of this ban. If this ban is overturned or relaxed further, there is a risk that the domestic unprocessed ore producers may supply international markets, which may have material impacts on the global market for nickel, including nickel prices. Such a change may negatively impact the price that Nickel Industries is able to achieve for the sale of its products.
Climate risk	The Hengiaya Mine and the IMIP, where the HNI, RNI and ONI RKEF lines and HNC Project are located, is located in the Indonesian province of Central Sulawesi. The IWIP, where the ANI RKEF lines are located, is located in Halmahera Island in Indonesia's North Maluku province. The Hengiaya Mine. HNI, RNI, ANI, ONI and HNC operations are therefore subject to the local climate of Central Sulawesi and North Maluku. Exploration, mining production and transportation activities may be susceptible to risks and hazards resulting from sustained precipitation or other weather conditions. If these risks do materialise, they may result in production delays, increased costs and increased liabilities. Changes in laws and policies, including in relation to carbon pricing, greenhouse gas emissions and energy efficiency, may ad versely impact operations. Technological changes, including increasing use of renewable energy, may affect operations. However, while the relative share of thermal coal in the overall energy mix is expected to decline, the International Energy Agency projects that it will continue to provide baseload across Asia under existing policies. Shifts in commodity demand may arise in response to climate risks and opportunities, including in relation to demand for NPI, nickel and nickel matte. Extreme weather events and longer-term changes in weather patterns may also impact operations.



Risk	Description
Operational risks	
Changes in taxation laws and policies	Changes to tax laws may affect the Company and its shareholders, and the Group Entities. There may be tax implications arising from ownership of the Company's shares, the receipt of dividends (if any) from the Company, receiving returns of capital and the disposal of the shares. Taxation concessions available to any Group Entity may change or cease to be applicable over time.
Payment of dividends	Payment of future dividends will depend on matters such as the future profitability and financial position of the Company and the other risk factors set out in this section. There is no assurance that the Company will be in a position or determine to pay dividends in the future.
Third party risk	The operations of the Company and especially the enterprises in which the Company invests require the involvement of a number of third parties, including suppliers, contractors and clients. Financial failure, default or contractual non-compliance on the part of such third parties may have a material impact on the operations and performance of the Company and the enterprises in which the Company invests. It is not possible for the Company to predict or protect the Company and the enterprises in which the enterprises in which the company invests against all such risks.
Insurance risk	The Company insures its operations in accordance with industry practice and to the extent that it is within its reasonable power and control, the Company seeks to have the enterprises in which it invests to do the same. However, in certain circumstances, the Company's insurance and the insurance held by each Group Entity may not be of a nature or level to provide adequate insurance cover and in some circumstances appropriate insurance cover may not be available or financially viable for certain risks. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company and those entities. The Company's business is subject to a number of risks (in this context see in particular the "Development and production risks" detailed above). The materialisation of any of these risks could result in damage to mineral properties or facilities, personal injury or death, environmental damage to the Company's properties or the properties of any Group Entity, delays in development, monetary losses and possible legal liability. However, there is no guarantee that such insurance or any future necessary coverage will be available to the Company or each Group Entity at all or at economically viable premiums or that, in the event of a claim, the level of insurance carried by the Company or those entities now or in the future will be adequate, or that a liability or other claim would not materially and adversely affect the Company's business or any of the Group Entities. In particular, entities which derive a majority of their revenue from the exploitation of fossil fuels in the ir production process, such as currently the case for the Company, may experience more limited availability of insurance suppliers or coverage.
Bribery and corrupt practices	The Company's operations are subject to various anti-corruption laws and regulations which prohibit a company and its employees or intermediaries from bribing or making improper payments to government officials or other persons to obtain or retain business or gain some other business advantage. The Company maintains anti-bribery policies, anti-corruption training programs, codes of conduct, procedures and other safeguards designed to prevent the occurrence of fraud, bribery and corruption. Instances of fraud, bribery and corruption, and violations of laws and regulations could have a material adverse effect on the Company's reputation, business, results of operations, financial condition and the price of shares of the Company.
Underwriting risk	Nickel Industries has entered into a placement agreement with the joint lead managers ("Joint Lead Managers") dated 18 January 2023 ("Placement Agreement") pursuant to which the Joint Lead Managers have agreed to fully underwrite the Institutional Placement on the terms and conditions set out in the Placement Agreement. If certain conditions are not satisfied or certain events occur then any Joint Lead Managers may (by notice to Nickel Industries and the other Joint Lead Managers) terminate the Placement Agreement, which may have an adver se impact on the ability of the Company to proceed with the Institutional Placement and the quantum of funds raised as part of the Offer. In the event the Placement Agreement is terminated, there is no guarantee that the Institutional Placement will proceed as pl anned. Failure to raise sufficient funds under the Institutional Placement (as a result of it not proceeding or otherwise) will materially impact the Company's ability to complete the Oracle Acquisition and pay the Opti on Payments for the DAWN HPAL+ Project and the Matte Converter and could materially impact the Company's business, cash flow, financial position, and results of operations. <i>Key terms of the Placement Agreement</i> The Placement Agreement contains representations and warranties and indemnities in favour of the Joint Lead Manager may (by notice to Nickel Industries and the other Joint Lead Managers) terminate the Placement Agreement. The events which may trigger termination of the Placement Agreement include (but are not limited to) the following:







Risk	Description
Operational Risks	
Underwriting risk (cont'd)	Each Joint Lead Manager will, in their respective proportions, receive a management and selling fee of 0.4% and an underwriting fee of 1.6% of the Institutional Placement proceeds. Nickel Industries, in its sole discretion, may pay the Joint Lead Managers a further incentive fee of up to 0.5% of the Institutional Placement proceeds.
General Risks	
Litigation risk	The Company and the enterprises in which it invests are subject to risks related to litigation and administrative proceedings in the event of an unfavourable ruling. All industries, including the minerals extraction and processing industry, are subject to legal claims, with and without merit. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Company or the enterprises in which it invests are or may become subject could have a material effect on its financial position, results of operations or the Company's activities or those of the enterprises in which it invests.
Investment speculative	Investment is subject to risks of a general nature relating to investment in shares and securities. The following risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company and others not specifically referred to, may in the future materially affect the financial performance of the Company and the value of the shares offered. The shares to be issued under this offer carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those shares. Potential investors should consider that an investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for the shares offered.
Liquidity and realisation risk	The shares issued under the offer will only be listed on ASX and will not be listed for trading on any other securities exchanges. The market price for Shares may fall or be made more volatile because of the volume of trading in the Company's shares. When trading volume is low, significant price movement can be caused by trading in a relatively small number of shares and it may be difficult for investors to sell their shares.
Stock market fluctuations	There are a number of risks associated with any stock market investment. The price of the shares may rise or fall and investors who decide to sell their shares may not receive the full amount of their original investment. The value of the shares will be determined by the stock market and will be subject to a range of factors beyond the control of the Company. These factors include movements in local and international stock exchanges, local interest rates and exchange rates, domestic and international economic and political conditions, government taxation, market supply, competition and demand and other legal, regulatory or policy changes.
Dependence on general economic conditions	The operating and financial performance of the Company and the entities in which it invests will be influenced by a variety of general economic and business conditions. Any protracted downturn in Australia, Indonesia, PRC and/or the world economic situation could be expected to have a materially adverse effect on the Company's financial performance, financial position and cash flows. Factors such as inflation, currency fluctuations, interest rates, legislative changes, political decisions and industrial disruption have an impact on operating costs and on nickel laterite, NPI and nickel matte prices. The Company's future income, asset values and share price can be affected by these factors and, in particular, by production and capital costs, the market price for nickel laterite ore, NPI and nickel matte as well as exchange rate movements (particularly given some of the Company's expenses are denominated in Indonesian Rupiah whereas all revenues are denominated in US Dollars). In recent times, there have been many reports of rising geopolitical tensions between Australia and PRC and their respective trading partners. The implications of such occurrences are hard to precisely foreshadow but may include outcomes such as import or restrictions, quotas imposed in destination markets, tariffs, other production impediments or cons traints, investment restrictions or other economic impacts. Changes in regulatory environments and local and global policy responses all have the ability to impact adversely on the general economic conditions in which the Company and its investment entities operate.
Negative publicity may adversely affect the Share price	Any negative publicity or announcement relating to any of the Company's substantial Shareholders, key personnel or activities may adversely affect the Company's share price performance whether or not this is justifiable.
Cyberrisks	The Company and its Group Entities relies on IT infrastructure and systems and the efficient and uninterrupted operation of core technologies. The Company's core technologies and other systems and operations could be exposed to damage or interruption from system failures, computer viruses, cyber-attacks, power or telecommunication provider's failure or human error. These events may cause one or more of the Company's core technologies to become unavailable. Any interruptions to these operations would impact the Company's ability to operate and could result in business interruption, loss of customers and revenue, damaged reputation and weakening of competitive position and could therefore adversely affect the Company's operating and financial performance.



Appendix: Offer restrictions



International Offer Restrictions

This document does not constitute an offer of New Shares of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

Bermuda

No offer or invitation to subscribe for New Shares may be made to the public in Bermuda or in any manner that would constitute engaging in business in or from within Bermuda. In addition, no invitation is being made to persons resident in Bermuda for exchange control purposes to subscribe for New Shares.

Canada (British Columbia, Ontario and Quebec provinces)

This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the "**Provinces**"), only to persons to whom New Shares may be lawfully distributed in the Provinces, and only by persons permitted to sell such securities. This document is not a prospectus, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons who are "accredited investors" within the meaning of National Instrument 45-106 – Prospectus Exemptions, of the Canadian Securities Administrators.

No securities commission or authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of the New Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws. While such resale restrictions generally do not apply to a first trade in a security of a foreign, non-Canadian reporting issuer that is made through an exchange or market outside Canada, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

Statutory rights of action for damages and rescission. Securities legislation in certain Provinces may provide a purchaser with remedies for rescission or damages if an offering memorandum contains a misrepresentation, provided the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's Province. A purchaser may refer to any applicable provision of the securities legislation of the purchaser's Province for particulars of these rights or consult with a legal adviser.

Certain Canadian income tax considerations. Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Shares as there are Canadian tax implications for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.

Cayman Islands

No offer or invitation to subscribe for New Shares may be made to the public in the Cayman Islands or in any manner that would constitute carrying on business in the Cayman Islands.

China

This document has not been approved by, nor registered with, any competent regulatory authority of the People's Republic of China ("PRC", excluding, for purposes of this paragraph, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan). Accordingly, the New Shares may not be offered or sold, nor may any invitation, advertisement or solicitation for New Shares be made from, within the PRC. This document does not constitute an offer of New Shares within the PRC.

The New Shares may not be offered or sold to legal or natural persons in the PRC other than to: (i) "qualified domestic institutional investors" as approved by a relevant PRC regulatory authority to invest in overseas capital markets; (ii) sovereign wealth funds or quasi-government investment funds that have the authorization to make overseas investments; or (iii) other types of qualified investors that have obtained all necessary PRC governmental approvals, registrations and/or filings (whether statutorily or otherwise).

European Union

This document has not been, and will not be, registered with or approved by any securities regulator in the European Union. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, in the European Union except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "**Prospectus Regulation**"). In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Shares in the European Union is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation).

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Luxembourg

The Company has not made and will not make an offer to the public of the New Shares within the territory of the Grand Duchy of Luxembourg unless:

- a prospectus has been duly approved by the Commission de Surveillance du Secteur Financier ("CSSF") pursuant to the Luxembourg law date 16 July 2019 ("Luxembourg Prospectus Law") on prospectuses for securities and implementing Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market ("Prospectus Regulation"), if Luxembourg is not the home Member State as defined under the Luxembourg Prospectus Law; or
- if Luxembourg is not the home Member State (as defined in the Prospectus Regulation), the CSSSF and the European Securities Markets Authority ("ESMA") have been notified in accordance with the Prospectus Regulation by the competent authority in the home Member State that a prospectus in relation to the New Shares has been duly approved in accordance with the Prospectus Regulation; or
- the offer of New Shares benefits from an exemption to or constitutes a transaction not subject to, the requirement to publish a prospectus pursuant to the Luxembourg Prospectus Law.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMCAct;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.



Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007 no. 75. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act. The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in the Norwegian Securities Trading Act).

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA.

This document has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Switzerland

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or on any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares constitutes a prospectus or a similar notice, as such terms are understood under art. 35 of the Swiss Financial Services Act or the listing rules of any stock exchange or regulated trading facility in Switzerland.

No offering or marketing material relating to the New Shares has been, nor will be, filed with or approved by any Swiss regulatory authority or authorised review body. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

Neither this document nor any other offering or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to investors who qualify as "professional clients" (as defined in the Swiss Financial Services Act). This document is personal to the recipient and not for general circulation in Switzerland.

United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" within the meaning of Article 2(e) of the UK Prospectus Regulation. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.