

NICKELORE LIMITED
(TO BE RENAMED 'STONEHORSE ENERGY LIMITED')
ACN 086 972 429
THIRD SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This Third Supplementary Prospectus is dated 10 April 2019 and is supplementary to the Prospectus dated 19 November 2018 (**Prospectus**), the Supplementary Prospectus dated 5 December 2018 (**Supplementary Prospectus**) and the Second Supplementary Prospectus dated 19 February 2019 (**Second Supplementary Prospectus**) issued by Nickelore Limited (ACN 086 972 429) (**Company**).

This Third Supplementary Prospectus was lodged with the ASIC on 10 April 2019. The ASIC, the ASX and their respective officers take no responsibility for the contents of this Third Supplementary Prospectus.

This Third Supplementary Prospectus should be read together with the Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus. Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Third Supplementary Prospectus. If there is a conflict between the Prospectus and this Third Supplementary Prospectus, this Third Supplementary Prospectus will prevail.

This Third Supplementary Prospectus will be issued with the Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus as an electronic prospectus, copies of which can be downloaded from the website of the Company at www.nickelorelimited.com.au or at <https://NickelorePublicOffer.thereachagency.com>.

This is an important document and should be read in its entirety. If you do not understand it, you should consult your professional advisers without delay.

1. PURPOSE OF THIS DOCUMENT

The Third Supplementary Prospectus has been prepared to:

- (a) include a top up offer to those Shareholders who hold less than 100,000 Shares to subscribe for Shares to increase their shareholding to 100,000 Shares (**Top Up Offer**); and
- (b) advise investors that the closing date of the Public Offer and Vendor Offer has been extended until 24 April 2019.

2. AMENDMENTS TO THE PROSPECTUS

2.1 Inclusion of Top Up Offer

By this Third Supplementary Prospectus, the Company is including in the Prospectus an opportunity for existing Shareholders who hold less than 100,000 Shares to increase their holding to a value of at least \$2,000 (based on a Share price of \$0.02 per Share).

Accordingly, the Prospectus is amended as follows:

Section 1:

In Section 1, replacing the row under section "G" with the following:

G. Offers

What is being offered under the Public Offer?	<p>The Public Offer is an offer of 210,000,000 Shares at issue price of \$0.02 per Share to raise \$4,200,000 with a minimum subscription of \$4,200,000. Oversubscriptions of up to an additional 190,000,000 Shares at an issue price of \$0.02 per Share to raise up to an additional \$3,800,000 may be accepted.</p> <p>The Public Offer includes:</p> <ul style="list-style-type: none">• a priority offer of up to 80,000,000 Shares to Shareholders registered at the Record Date with a registered address in Australia; and• a top up offer to Shareholders holding less than 100,000 Shares on the Record Date with addresses in Australia (Top Up Shareholders), to increase their holding to a value of at least \$2,000 (based on a Share price of 2 cents per Share). <p>The purpose of the Public Offer is to:</p> <ol style="list-style-type: none">(a) implement the business model and objectives of the Company as stated in Section C above;(b) meet the requirements of the ASX and satisfy Chapters 1 and 2 of the ASX Listing Rules; and(c) satisfy a condition precedent to the Acquisition Agreement. <p>The satisfaction of Chapters 1 and 2 of the ASX Listing Rules is sought for the purpose of seeking ASX's approval for reinstatement of the Shares to quotation following the continuing suspension.</p> <p>The Board believes that on completion of the Public Offer, the Company will have sufficient working capital to achieve its objectives.</p>	Section 2
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Section 2.1 of the Prospectus

By replacing the wording in Section 2.1 with the following new Section 2.1:

Pursuant to this Prospectus, the Company invites applications for 210,000,000 Shares at an issue price of \$0.02 per Share to raise \$4,200,000 (**Public Offer**). Oversubscriptions of up to an additional 190,000,000 Shares may be issued to raise up to an additional \$3,800,000.

The minimum subscription of the Public Offer is \$4,200,000.

The Shares offered under the Public Offer will rank equally with the existing Shares on issue. A summary of the material rights and liabilities attaching to the Shares is set out in Section 12.1.

The Public Offer includes:

- a priority offer of up to 80,000,000 Shares to Shareholders registered at the Record Date with a registered address in Australia. These Shareholders will, upon request, receive a personalised Application Form setting out their Entitlement; and
- a top up offer to Shareholders holding less than 100,000 Shares on the Record Date with registered addresses in Australia (**Top Up Shareholders**), to increase their holding to a value of at least \$2,000 (based on a Share price of \$0.02 per Share). Top Up Shareholders will be entitled to subscribe for a minimum of that number of Shares required to increase the Top Up Shareholder's total shareholding in the Company to 100,000 Shares (**Top Up Entitlement**). Top Up Shareholders will receive a personalised Application Form setting out their Top Up Entitlement.

The Company may accept applications from Shareholders up to their Entitlement or Top Up Entitlement in priority to the allocation of other Shares under the Public Offer subject to capacity under the Public Offer.

Section 2.10 of the Prospectus

By replacing the wording in Section 2.10 with the following new Section 2.10:

Applications for Shares under the Public Offer must be made using the Public Offer Application Form.

Applications for Shares under the Priority Offer must be made using a personalised Priority Offer Application Form, which shall be sent to a Shareholder upon request.

Applications for Shares under the Top Up Offer must be made using a personalized Top Up Offer Application Form, which shall be sent to all Top Up Shareholders.

By completing an Application, each Applicant will be taken to have declared that all details and statements made by it are complete and accurate and that it has personally received the Application Form together with a complete and unaltered copy of the Prospectus.

Except in relation to the Top Up Offer, applications for Shares must be for a minimum of 100,000 Shares and thereafter in multiples of 25,000 Shares and payment for the Shares must be made in full at the issue price of \$0.02 per Share.

Applications for Shares under the Top Up Offer must be for the full amount of Shares shown in the personalised Top Up Application Form.

Applications under the Public Offer can be made either:

Option 1 – by completing an online Public Offer Application Form and paying with BPAY®

Applicants under the Public Offer wishing to pay by BPAY® should complete the online Public Offer Application Form accompanying the electronic version of this Prospectus, which can be accessed via the link at <https://NickelorePublicOffer.thereachagency.com>. The online Public Offer Application Form must be completed by no later than 5:00pm (AWST) on the Closing Date of the Public Offer.

Applicants should be aware that:

- they will only be able to make a payment via BPAY® if you are the holder of an account with an Australian financial institution which supports BPAY® transactions;
- their financial institution may impose a limit on the amount which may be transacted on BPAY®;
- their financial institution may implement earlier cut-off times with regard to electronic payment, and this should be taken into consideration when making payment; and
- it is their responsibility to ensure that funds submitted through BPAY® are received by 5:00 pm (AWST) on the Closing Date.

Option 2 – by submitting a paper Public Offer Application Form and paying by cheque

Applicants under the Public Offer wishing to pay by cheque should complete a paper version of the Public Offer Application Form which is enclosed with the paper version of this Prospectus, and submit the Application Form and accompanying cheque, made payable to “**Nickelore Limited**” and crossed “**Not Negotiable**”, and which must be mailed or delivered to the address set out on the Public Offer Application Form by no later than 5:00pm (AWST) on the Closing Date of the Public Offer.

If a Public Offer Application Form is not completed correctly or if the accompanying payment is the wrong amount, the Company may, in its discretion, still treat the Public Offer Application Form to be valid. The Company’s decision to treat an application as valid, or how to construe, amend or complete it, will be final.

Participation in the Priority Offer, the Top Up Offer and Additional Offers is personal and personalised Application Forms in relation to the Additional Offers will be issued to the relevant participants together with a copy of this Prospectus.

The Company reserves the right to close any of the Offers early or extend the Offers.

Section 15 of the Prospectus

By replacing the wording in Section 15 with the following new Section 15:

Where the following terms are used in this Prospectus they have the following meanings:

\$ means an Australian dollar.

Acquisition means the acquisition by the Company of 100% of the issued capital of Lone Star as contemplated by the Acquisition Agreement.

Acquisition Agreement means the binding share sale agreement entered into between the Company, Lone Star and certain majority shareholders of Lone Star, under which the Company has agreed to acquire 100% of the issued capital in Lone Star.

Annual General Meeting means the Annual General Meeting of the Company held on 18 October 2018.

Application Form means an application form attached to or accompanying this Prospectus relating to an Offer.

ASIC means Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.

ASX Listing Rules means the official listing rules of ASX.

Black Mesa means Black Mesa Production, LLC.

Board means the board of Directors as constituted from time to time.

BRK means BRK Oklahoma Holdings, LLC.

Brokers means the Lead Manager and other brokers or advisers assisting with the Public Offer as determined by the Company.

Closing Date means the closing date of the Offers as set out in the indicative timetable in the Key Offer Information Section of this Prospectus (subject to the Company reserving the right to extend the Closing Date of one or more of the Offers or close one or more of the Offers early).

Company or Nickelore or NIO means Nickelore Limited (ACN 086 972 429).

Condition means the condition to the Offers, which is set out in paragraph (a) of the Important Notices Section of this Prospectus.

Consideration Securities has the meaning given in Section 11.1(b).

Consideration Shares means the Shares to be issued to the Vendors pursuant to the Acquisition Agreement on Settlement.

Consolidation means the 1 for 6 consolidation of the Company's Shares which was approved at the Annual General Meeting.

Constitution means the constitution of the Company.

Converting Loan means the loans with an aggregate principal of up to \$250,000 which automatically convert into Shares subject the satisfaction of certain conditions precedent as described in Section 9.3.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company at the date of this Prospectus.

Drilling Program Agreement means the agreement between Black Mesa and BRK under which BRK may participate in drilling programs introduced to it by Black Mesa, a summary of which is set out in Section 11.4.

Entitlement means the entitlement of a Shareholder registered at the Record Date to subscribe for Shares under the priority offer which forms part of the Public Offer.

Existing Assets has the meaning given in Section 3.2.

HLB Mann Judd means HLB Mann Judd (WA Partnership).

Incentive Option Plan means the incentive option plan proposed to be adopted at the Annual General Meeting, a summary of which is contained at Section 13.2.

Lead Manager means Red Leaf Securities Pty Ltd (ACN 606 000 800) (Corporate Authorised Representative of BR Securities Australia Pty Ltd (AFSL 456663)).

Lead Manager Mandate means the corporate advisory mandate between the Company and Red Leaf, a summary of which is set out in Section 11.5.

Lone Star Energy or **Lone Star** means Lone Star Energy Limited (ACN 157 789 761).

LS Operating means LS Operating LLC, a subsidiary of Lone Star.

Minimum Subscription means the minimum amount to be raised under the Public Offer, being \$4,200,000.

Net Revenue Interest means the total revenue interest that a party owns and is entitled to receive in respect of a prospect, after all burdens of production (such as royalties), have been deducted from the party's working interest.

Offers means the offers made pursuant to this Prospectus, being the Public Offer and each Additional Offer.

Official List means the official list of ASX.

Official Quotation means official quotation by ASX in accordance with the ASX Listing Rules.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Petroleum Reserves means those quantities of petroleum anticipated to be commercially recoverable by application of development projects to known accumulations from a given date forward under defined conditions.

Priority Offer means the offer of Shares to Priority Shareholders on the terms set out in Section 2.1.

Priority Offer Application Form means the Priority Offer application form which shall be sent to Priority Shareholders upon request (together with a copy of this Prospectus).

Priority Shareholder means a person registered as the holder of Shares on the Record Date.

Projects means the Existing Assets and the Proposed Assets.

Proposed Assets has the meaning given in Section 3.2.

Prospectus means this prospectus.

Public Offer means the offer of 210,000,000 Shares pursuant to this Prospectus to raise \$4,200,000 as set out in Section 2 (with the ability to accept oversubscriptions of up to an additional 190,000,000 Shares at an issue price of \$0.02 per Share to raise up to an additional \$3,800,000).

Public Offer Application Form means an application form attached to or accompanying this Prospectus relating to the Public Offer.

Record Date means 5:00pm (WST) on 18 November 2018.

Recommendations means *The Corporate Governance Principles and Recommendations (3rd Edition)* as published by ASX Corporate Governance Council.

Section means a section of this Prospectus.

Securities means Shares and Options or any one or more of them as the context requires.

Settlement means settlement of the Acquisition.

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

Shareholder means a holder of Shares.

Step-in Agreement means the agreement between LS Operating and BRK, a summary of which is set out in Section 11.3.

Top Up Offer means the offer to the Top Up Shareholders as set out in Section 2.1.

Top Up Offer Application Form means the Top Up Offer application form that will be sent (together with a copy of this Prospectus) to each Top Up Shareholder, relating to the Top Up Offer.

Top Up Shareholder means a person registered as the holder of less than 100,000 Shares on the Record Date.

Vendor Offer means the offer of up to 105,000,000 Shares and 52,750,000 Options to the Vendors (or their nominee(s)).

Vendors means the shareholders of Lone Star at Settlement.

Working Interest means the percentage interest of a party in any prospect included in a drilling program (which shall be determined by Black Mesa), which corresponds with the percentage of the costs required to be paid by that party in relation to a prospect.

WST means Western Standard Time as observed in Perth, Western Australia.

2.2 Timetable

The Board wishes to advise that the Closing Date of the Public Offer and the Vendor Offer has been extended until 5:00pm (WST) on 24 April 2019, and accordingly the Timetable as set out on page 11 of the Prospectus is replaced with:

KEY DATES – Indicative timetable¹

Lodgement of Prospectus with the ASIC	19 November 2018
Opening Date of the Offers	19 November 2018
Lodgement of Supplementary Prospectus	5 December 2018
Lodgement of Second Supplementary Prospectus	19 February 2019
Lodgement of Third Supplementary Prospectus	10 April 2019
Closing Date of the Public Offer and Vendor Offer	24 April 2019
Settlement of Acquisition ²	1 May 2019
Issue of Securities under the Public Offer and Vendor Offer	1 May 2019
Despatch of holding statements	2 May 2019
Closing Date of the Cleansing Offer	3 May 2019
Expected date for reinstatement to Official Quotation	8 May 2019

1. *The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Dates (or one or more of them) or close the Offers (or one or more of them) early*

without prior notice. The Company also reserves the right not to proceed with the Offers at any time before the issue of Securities to Applicants.

2. *The above stated date for settlement of the Acquisition is only a good faith estimate by the Directors and may be extended or brought forward.*

3. CONSENTS

The Company confirms that as at the date of this Third Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Prospectus have not withdrawn that consent.

4. DIRECTORS' AUTHORISATION

This Third Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Third Supplementary Prospectus with the ASIC.



Robert Gardner
Non-Executive Chairman
For and on behalf of
NICKELORE LIMITED