

21 March 2005

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The Company Announcement Officer  
Australian Stock Exchange Limited  
Post Office Box H224 - Australia Square  
Sydney NSW 2000

Dear Sir / Madam

**PIONEER CONSOLIDATES POSITION AT ACRA SOUTH THROUGH  
ACQUISITION OF THE LADY OF THE LAKE PROJECT**

The Company wishes to advise that it has exercised an option to purchase the Lady of the Lake Project from Mr R W Allen.

The Lady of the Lake Project is located immediately south of the Company's Acra nickel project. The acquisition is consistent with the Company's perspective on the regional prospectivity of the ultramafic belts of the Kurnalpi district for nickel sulphide mineralisation. The tenement package, of 53 square kilometres, contains a NNW trending suite of ultramafic, mafic and felsic volcanic - volcanoclastic rocks considered prospective for nickel sulphide and other base metal mineralisation.

The consideration for the project was \$85,000 as cash and 50,000 shares in Pioneer for a 100% interest in all non-gold mineral rights. The right to gold mineralisation has been retained by Mr Allen.

An orientation electromagnetic survey and drilling undertaken by Pioneer during 2004 encountered unmineralised differentiated gabbro, however rock chip sampling completed during the nickel boom elsewhere within the project yielded results including 2,800ppm Ni with 7,800ppm Cu, 1,850ppm Ni with 155ppm Cu and 3,420ppm Ni with 472ppm Cu.

Gossan, rock and auger sampling during the 1970s and 1990s also yielded results indicative of a VHMS base metal environment within the felsic volcanic units. Ironstone and gossan sampling at Olly Swamp returned up to 12.5% Zn and 1% Cu within a significant area of base metal anomalism.

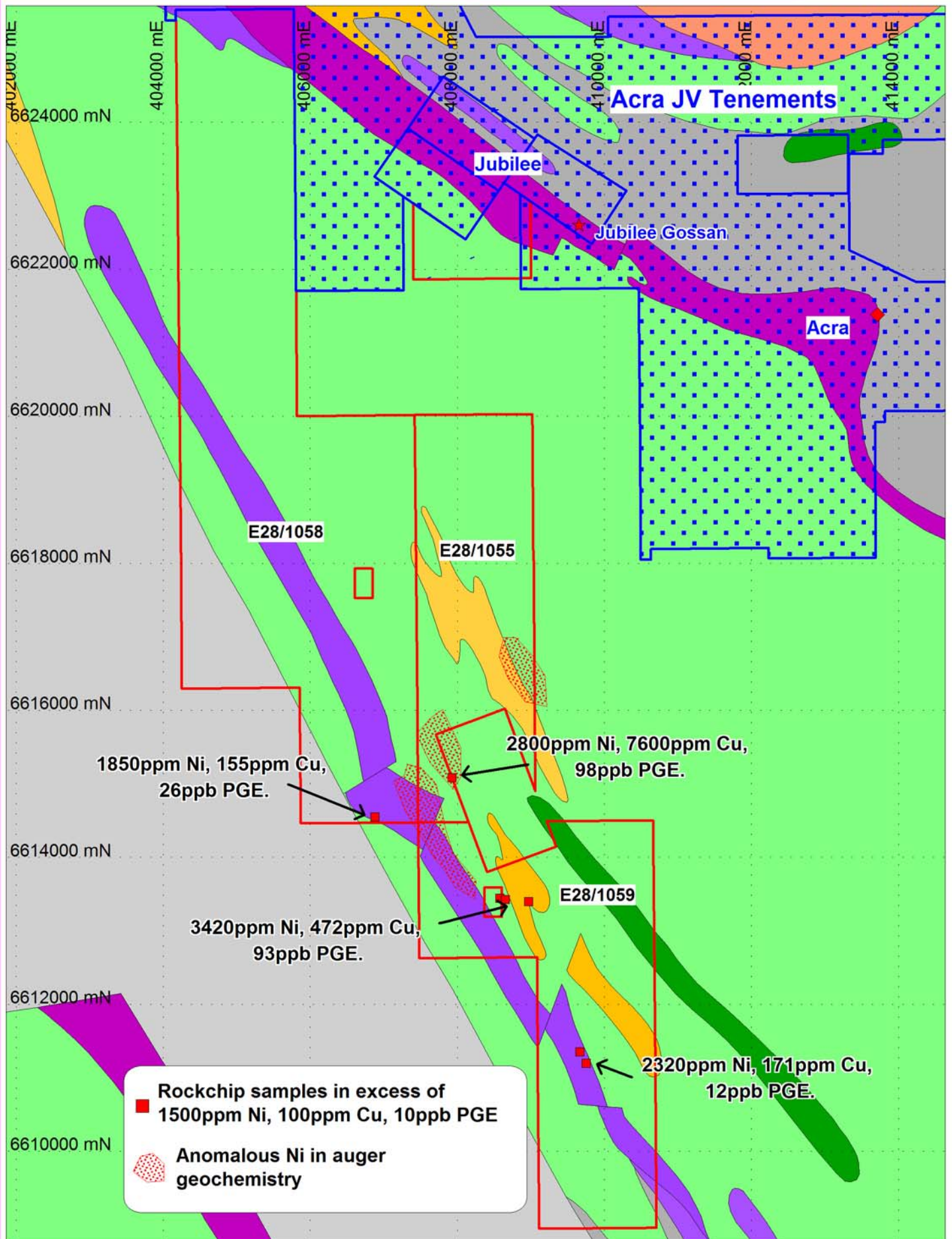
This large package of tenements strongly complements Pioneer's current holding in the emerging Kurnalpi nickel sulphide district. Nickel sulphides have been recognised at Jubilee and Acra within the Acra Joint Venture Project (a joint venture with Jubilee Mines NL), and reported zones of nickel and chrome anomalism within the Lady of the Lake Project will provide an initial focus for Pioneer's future exploration.

Pursuant to the terms of the Allen Option Agreement, an Appendix 3B notification is attached.

Yours faithfully



David Crook  
**Managing Director**



# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

**PIONEER NICKEL LIMITED**

ABN

**44 103 423 981**

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |   |
|---|--|---|
| 1 | +Class of +securities issued or to be issued   | <b>Ordinary Shares (ASX Code: "PIO")</b>  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | <b>50,000 Ordinary Shares</b>   |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <b>Ordinary shares will rank pari passu with the existing ordinary shares on issue.</b> |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p><b>Yes</b></p>				
<p>5 Issue price or consideration</p>	<p><b>Ordinary shares issued at an issue price of 23 cents per share.</b></p>				
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p><b>Shares issued following exercise by the Company of its option to acquire all rights, title, tenement information/data and interests in all minerals (except gold) which comprise the Kurnalpi Project, as previously advised to the market on 15 April 2004.</b></p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p><b>15 March 2005.</b></p>				
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;"><b>42,483,684</b></td> <td style="text-align: center;"><b>Fully paid ordinary shares (“PIO”)</b></td> </tr> </tbody> </table>	Number	+Class	<b>42,483,684</b>	<b>Fully paid ordinary shares (“PIO”)</b>
Number	+Class				
<b>42,483,684</b>	<b>Fully paid ordinary shares (“PIO”)</b>				

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	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	
	<b>5,643,949</b>	<b>Ordinary shares escrowed to 3/12/05</b>
	<b>5,600,000 options</b>	<b>Exercisable at 25 cents each by 31/12/07 – escrowed to 3/12/05</b>
	<b>900,000 options</b>	<b>Exercisable at 25 cents each by 31/12/07</b>
	<b>3,750,000 options</b>	<b>Exercisable at 25 cents each by 28/11/09</b>

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	<b>No dividends declared or paid.</b>
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**Part 2 - Bonus issue or pro rata issue**

11	Is security holder approval required?	<b>Not applicable</b>
12	Is the issue renounceable or non-renounceable?	<b>Not applicable</b>
13	Ratio in which the +securities will be offered	<b>Not applicable</b>
14	+Class of +securities to which the offer relates	<b>Not applicable</b>
15	+Record date to determine entitlements	<b>Not applicable</b>
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	<b>Not applicable</b>
17	Policy for deciding entitlements in relation to fractions	<b>Not applicable</b>

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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18	Names of countries in which the entity has +security holders who will not be sent new issue documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	<b>Not applicable</b>
19	Closing date for receipt of acceptances or renunciations	<b>Not applicable</b>
20	Names of any underwriters	<b>Not applicable</b>
21	Amount of any underwriting fee or commission	<b>Not applicable</b>
22	Names of any brokers to the issue	<b>Not applicable</b>
23	Fee or commission payable to the broker to the issue	<b>Not applicable</b>
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	<b>Not applicable</b>
25	If the issue is contingent on +security holders' approval, the date of the meeting	<b>Not applicable</b>
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	<b>Not applicable</b>
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	<b>Not applicable</b>
28	Date rights trading will begin (if applicable)	<b>Not applicable</b>
29	Date rights trading will end (if applicable)	<b>Not applicable</b>
30	How do +security holders sell their entitlements <i>in full</i> through a	<b>Not applicable</b>

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+ See chapter 19 for defined terms.

	broker?	
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	<b>Not applicable</b>
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	<b>Not applicable</b>
33	+Despatch date	<b>Not applicable</b>

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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**Entities that have ticked box 34(b)**

38 Number of securities for which  
 +quotation is sought 

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39 Class of +securities for which  
 quotation is sought 

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40 Do the +securities rank equally in all  
 respects from the date of allotment  
 with an existing +class of quoted  
 +securities?

If the additional securities do not  
 rank equally, please state:

- the date from which they do
- the extent to which they  
 participate for the next dividend,  
 (in the case of a trust,  
 distribution) or interest payment
- the extent to which they do not  
 rank equally, other than in  
 relation to the next dividend,  
 distribution or interest payment

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41 Reason for request for quotation  
 now

Example: In the case of restricted securities, end of  
 restriction period

(if issued upon conversion of  
 another security, clearly identify that  
 other security)

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	Number	+Class
42	Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in clause 38)	

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**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
  
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  
  - There is no reason why those +securities should not be granted +quotation.
  
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  
  - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
  
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
  
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
  
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: ..... Date: **15 March 2005**  
Company Secretary  
Print name: **JULIE ANNE WOLSELEY**

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+ See chapter 19 for defined terms.