ROYAL NICKEL CORPORATION
Suite 1200
220 Bay Street
Toronto, Ontario M5J 2W4
CANADA

ANNUAL INFORMATION FORM
For the year ended December 31, 2011

Dated as of March 15, 2012

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GENERAL MATTERS

Unless otherwise noted or the context otherwise indicates, the terms "**Royal Nickel**", "**Company**" and "our" refer to Royal Nickel Corporation.

For reporting purposes, the Company prepares its financial statements in Canadian dollars and in conformity with accounting principles generally accepted in Canada, or Canadian GAAP applicable to publicly accountable enterprises. All dollar amounts in this Annual Information Form ("**AIF**") are expressed in Canadian dollars, except as otherwise indicated. References to "$", "C$" or "dollars" are to Canadian dollars, references to US$ or "U.S. dollars" are to United States dollars.

Market data and other statistical information used in this AIF is based on independent industry publications, government publications, reports by market research firms, or other published independent sources, including Brook Hunt—a Wood Mackenzie company ("**Brook Hunt**") and metalprices.com. Some data is also based on Royal Nickel's good faith estimates that are derived from its review of internal data and information, as well as independent sources, including those listed above. Although Royal Nickel believes these sources are reliable, the Company has not independently verified the information and cannot guarantee its accuracy or completeness.

The information contained in this AIF is as of March 15, 2012, unless otherwise indicated.

FORWARD LOOKING STATEMENTS

This AIF contains "forward looking information" and "forward looking statements" (collectively referred to as "**forward looking statements**"). Forward looking statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward looking statements. Often, but not always, forward looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "does not anticipate" or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward looking statements in this AIF include, but are not limited to:

- statements with respect to targeted milestones to achieve development of the Dumont Nickel Project,
- the results and projections contained in the Pre-Feasibility Study Report (defined below), including mineral reserve and resource estimates, ore grade, the expected mine life, anticipated nickel production, nickel recovery, development schedule, initial capital costs, cash operating costs and other costs, the projected IRR, sensitivity to, among other inputs, metal prices, the projected payback period, the availability of capital for development and the overall financial analyses,
- financing sources available to develop the Dumont Nickel Project,
- the future financial or operating performance of the Company and its projects,
- costs and timing related to the Company's planned drilling programs and the continuation of exploration programs on the Dumont Nickel Project,
- the future price of metals,
- the supply and demand for nickel,
- the estimate of the quantity and quality of the estimate of mineral resources and mineral reserves,
- the realization of mineral resource estimates and mineral reserve estimates,
- costs of production, capital, operating and exploration expenditures,
- costs and timing of the development of new and existing deposits,

- the ability of the Company to obtain all government approvals, permits and third party consents in connection with the Company's development activities,
- government regulation of mining operations,
- environmental risks,
- reclamation expenses, and/or
- title disputes or claims.

Forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward looking statements. Such factors include, among others:

- the actual results of current exploration and development activities,
- project delays and funding needs, including increases in operating and capital costs,
- general business, economic, competitive, political and social uncertainties,
- future prices of metals; availability of alternative nickel sources or substitutions,
- actual results of reclamation activities,
- conclusions of economic evaluations,
- changes in project parameters as plans continue to be refined,
- the future cost of capital to the Company,
- possible variations of ore grade or recovery rates,
- failure of plant, equipment or processes to operate as anticipated,
- accidents, labour disputes and other risks of the mining industry,
- political instability, terrorism, insurrection or war,
- delays in obtaining governmental approvals, necessary permitting or in the completion of development or construction activities,

as well as those factors discussed in the section entitled "Risk Factors" in this AIF. Such forward looking statements are also based on a number of material factors and assumptions, including:

- future nickel prices,
- permitting and development consistent with Royal Nickel's expectations,
- foreign exchange rates,
- Royal Nickel's ability to attract and retain skilled staff,
- prices and availability of equipment,
- that contracted parties provide goods and/or services on the agreed timeframes
- that on-going contractual negotiations will be successful and progress and/or be completed in a timely manner, and
- that no unusual geological or technical problems occur.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. **Accordingly, readers should not**

place undue reliance on forward looking statements. Forward looking statements contained in this AIF are made as of the date of this AIF or the date specified in such statement and the Company disclaims any obligation to update any forward looking statements, whether as a result of new information, future events or results or otherwise, except as required by applicable securities laws. There can be no assurance that forward looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements.

CORPORATE STRUCTURE

Royal Nickel was incorporated under the *Canada Business Corporations Act* on December 13, 2006. Royal Nickel's registered office, head office and records office is at Suite 1200 – 220 Bay Street, Toronto, Ontario, M5J 2W4 and its regional office is located at 42 Rue Trudel, Amos, Quebec, J9T 4N1. The Company is based in Toronto, Ontario and its principal business activity is the exploration, evaluation, development and acquisition of mineral properties. All of Royal Nickel's operating activities are carried on directly by the Company as the Company has no subsidiaries.

Royal Nickel is a reporting issuer in all of the Provinces of Canada. The common shares of the Company (the "**Common Shares**") are listed on the Toronto Stock Exchange (the "**TSX**") and trade under the symbol "RNX" and the Warrants (defined below) of the Company are listed on the TSX and trade under the symbol "RNX.WT".

GENERAL DEVELOPMENT OF THE BUSINESS

The Dumont Nickel Project

The Company's principal asset and sole material property is the 100% owned Dumont nickel project (the "**Dumont Nickel Project**"), strategically located in the established Abitibi mining camp, 25 km northwest of Amos, Quebec, Canada.

The Dumont Nickel Project is comprised primarily of mineral claims acquired in 2007 from Griffis International Ltd. (the "**Griffis Claims**"), mineral claims (the "**Marbaw Claims**") acquired in 2007 from Marbaw International Nickel Corporation ("**Marbaw**") and mineral claims acquired on the exercise of an option agreement (which exercise was completed in 2008) assigned to Royal Nickel by Patrick Sheridan and Peter Ferderber (the "**Sheridan Ferderber Claims**"). Under the agreement under which Royal Nickel acquired the Marbaw Claims, Royal Nickel is required to issue 7,000,000 Common Shares to Marbaw upon the property being placed into commercial production or upon transfer (including through a merger, consolidation or asset purchase) of the property to a third party. The Marbaw Claims are also subject to a 3% NSR payable to Marbaw. Royal Nickel has the right to buy back one-half of the 3% NSR for $10,000,000 at any time. The Sheridan Ferderber Claims are subject to a 2% NSR royalty payable to Terrence Coyle (1%) and Michel Roby (1%). Royal Nickel has the right to buy back one half of the 2% NSR for $1,000,000 at any time. An advance royalty of $5,000 per year is also payable to Coyle and Roby, which payments began in October 2011. The agreement with Griffis is not subject to any future consideration or royalty payments. The Dumont Nickel Project also includes the Frigon-Robert mineral claim block which comprises two contiguous claims totalling 83.84 ha. The claims were originally held 50% by Jacques Frigon and 50% by Gérard Robert. They were transferred to Royal Nickel through a purchase agreement dated November 1, 2010. These claims are subject to a 2% NSR royalty payable to Jacques Frigon (1%) and Gérard Robert (1%). Royal Nickel has the right to buy back half of this 2% NSR for $1,000,000 at any time.

Since acquiring the mineral claims comprising the Dumont Nickel Project in 2007, Royal Nickel has undertaken an aggressive exploration and metallurgical program to evaluate and develop the mineral resource. The exploration work completed to date includes over 165,000 metres of diamond drilling at regularly spaced sections in order to delineate the mineral resource and over 9,000 metres of drilling to assess geotechnical properties of the rock. In addition, several programs intended to characterize the deposit and its environment have been undertaken to support development studies, including geological interpretation studies, deposit and geotechnical modeling and sampling for metallurgical testing. In addition, detailed laboratory scale metallurgical testing on representative samples has been conducted and has been used to develop a standard flow sheet.

On January 18, 2012, Royal Nickel announced that it had engaged Rothschild as its financial advisor in planning, preparing and subsequently implementing project financing for the Dumont Nickel Project. Rothschild's is expected to play a key role in presenting all financing options for the development of the Dumont Nickel Project.

During 2011, Royal Nickel:

- conducted over 58,000 metres of resource definition drilling, primarily for the purpose of upgrading the nickel mineral resource from the inferred category to the measured and indicated categories,

- conducted over 5,000 metres of rock geotechnical drilling for the purpose of measuring rock mechanical properties for pit wall slope angle determination and hydrogeological modelling,

- conducted over 1,400 metres of overburden geotechnical drilling to characterize overburden for pit wall slope angle determination, infrastructure location and hydrogeological modelling,

- purchased additional buffer claims totalling approximately 960 hectares at the margins of the Dumont Nickel Project,

- completed the NI 43-101 compliant pre-feasibility study technical report on December 16, 2011 (the "**Pre-Feasibility Study Report**"),

- completed metallurgical laboratory testing and mini-pilot plant testing of wet grinding/desliming with no defibering on multiple samples,

- operated a dedicated mini pilot plant, owned by a third party, to process approximately six tonnes of material from several mineralization types from the Dumont deposit for flowsheet optimization,

- completed multiple locked cycle cleaning tests to assess cleaning recoveries on various mineralization types from the Dumont deposit. The process water and tailings produced from six of these samples were submitted for geochemical testing and analysis,

- completed testing of 65 samples by SGS Mineral Services ("**SGS**") for comminution characterization for the pre-feasibility design,

- completed a comminution optimization study led by Ausenco Solutions Canada Inc. ("**Ausenco**"), looking at both dry and wet primary grinding options. The wet semi-autogenous grinding ("**SAG**") option with desliming was the preferred option recommended by this study. The recommendation was used as the design basis for the Pre-Feasibility Study Report,

- initiated laboratory scale testwork to evaluate the production of a magnetite concentrate from the concentrator tailings,

- completed roasting and smelting tests on 1 kilogram of nickel concentrate to produce a high grade ferronickel product, and initiated a conceptual study with Ausenco to design and provide capital and operating costs for the flowsheet

- retained Genivar, a leading international engineering consulting firm, to complete both the *Avis de Projet* ("**Project Notice**"), which initiated the environmental permitting process and Environmental and Social Impact Assessment ("**ESIA**"),

- submitted the Project Notice to the provincial and federal environment ministries in December 2011 and initiated the ESIA,

- continued on-going collection of base-line environmental data in preparation for the ESIA,
- completed the pre-feasibility phase of a community information and consultation process in order to understand and address community views early in the Dumont Nickel Project's development and to enhance the Pre-Feasibility Study Report: a Community Advisory Committee consisting of independent representatives of the stakeholder community was established and three meetings were held, and
- announced the completion of the sale of 2,925,000 Units (defined below) at a price of $2.25 per Unit for gross proceeds of an additional $6.6 million on the exercise by the underwriters of the over-allotment option granted in connection with Royal Nickel's IPO (defined below).

Initial Public Offering

On December 16, 2010, Royal Nickel completed its initial public offering (the "**IPO**") of: (i) 14,500,000 units at a price of $2.25 per unit (each a "**Unit**") , with each Unit consisting of one Common Share and one-half of one Common Share purchase warrant (a "**Warrant**"), and (ii) 5,000,000 flow-through units at a price of $2.50 per flow-through unit (each a "**Flow-Through Unit**"), with each Flow-Through Unit consisting of one Common Share issued on a flow-through basis and one-half of one Warrant, for gross proceeds of approximately $45.1 million. Each whole Warrant entitles the holder to acquire one Common Share at a price of $3.00 until December 15, 2012. The units were sold pursuant to an underwriting agreement dated December 9, 2010 between Royal Nickel and RBC Dominion Securities Inc., UBS Securities Canada Inc., Scotia Capital Inc., Desjardins Securities Inc., Haywood Securities Inc. and Raymond James Ltd.

Subscription Agreement with Ningbo Sunhu Chem. Products Co., Ltd.

In July 2009, the Company and Ningbo Sunhu Chem. Products Co., Ltd. ("**Sunhu**") entered into an understanding with respect to a proposed investment by Sunhu in the Common Shares. On October 15, 2010, the understanding was formalized in a subscription agreement (the "**Sunhu Agreement**") entered into between the Company and Sunhu. Pursuant to the terms of the Sunhu Agreement, Sunhu agreed to purchase 2,500,000 Common Shares at a price of $2.00 per Common Share by October 31, 2010. After agreeing to an extension of the Sunhu Agreement, the Company confirmed receipt on November 17, 2010 from Sunhu of the outstanding payment of $4,000,000 and the Company issued 2,000,000 Common Shares to Sunhu in full satisfaction of the Sunhu Agreement.

Marbridge Mine Property (the "Marbridge Property")

On April 22, 2009, the Company entered into an agreement to acquire a 100% ownership interest in the Marbridge Property from Xstrata plc for a total cash consideration of $1,000,000. On July 31, 2009, the Company completed the acquisition pursuant to the terms of the agreement and acquired a 100% interest in the Marbridge Property.

The Marbridge Property is located 60 km by road southeast of the Dumont Nickel Project and 40 km northwest of Val d'Or, Quebec. The deposits are komatiite hosted and lie within the broad La Motte ultramafic belt within the eastern Abitibi Greenstone Belt. The Marbridge Property comprises two mining concessions totalling 240 ha in La Motte Township.

The four deposits at the Marbridge Property were discovered by prospecting and surface drilling during the period 1957 to 1966. The deposits were previously operated under a joint venture between Falconbridge Nickel Mines and Marchant Mining which produced 702,366 tonnes of ore grading 2.28% Ni and 0.1% Cu over a five year period between 1962 and 1968.

Jefmar Property (the "Jefmar Property")

On March 26, 2008, the Company signed a formal property acquisition agreement with Jefmar Inc. ("**Jefmar**") relating to the acquisition of a 100% interest in 14 mining claims totalling 586 ha in the La Motte and Figuery townships, in the province of Quebec.

Pursuant to the terms of the agreement, the Company gave the following consideration for the acquisition of the Jefmar Property:

- payment of $70,000 to Jefmar;
- issuance of 150,000 Common Shares to Jefmar; and
- a 2% NSR granted to Jefmar. The Company has the right and option to buy back 1% of the NSR for a price equal to $1 million with a minimum of 60 days prior written notice to Jefmar.

On September 10, 2010, the Company entered into a letter agreement with Glen Eagle Resources Inc. ("**Glen Eagle**") on Jefmar property claim number 2116146 Lot 8, Range 6, La Motte Township ("**Claim 2116146**") whereby Glen Eagle can earn a 70% interest in this claim by completing exploration expenditures and making option payments to Royal Nickel over a three year period. The option and joint venture agreement outlined in this letter agreement was finalized in 2011. In order to maintain the option, Glen Eagle completed exploration expenditures on Claim 2116146 of approximately $116,000 and $69,000 in 2010 and 2011, respectively. In May 2011, Glen Eagle completed an NI 43-101-compliant technical report in respect of a mineral resource estimate for a lithium deposit occurring partly on Claim 2116146. On January 21, 2012 Glen Eagle published the results of a positive preliminary economic evaluation for the deposit. Glen Eagle plans to continue evaluating the deposit in 2012.

DESCRIPTION OF THE BUSINESS

Royal Nickel is a mineral resource company primarily focused on the exploration, evaluation, development and acquisition of mineral properties. The Company's principal asset and sole material property is the Dumont Nickel Project, strategically located in the established Abitibi mining camp, 25 km northwest of Amos, Quebec, Canada. In addition to the Dumont Nickel Project, the Company also holds the Marbridge Property and the Jefmar Property.

Overview

The Dumont Nickel Project represents a significant ore reserve that remains open at depth and along strike to the northwest. It is expected to produce 2.4 billion pounds payable Ni over 31 years of operation. Development of the Dumont Nickel Project is based on a staged approach that results in a processing plant initial treatment rate of 50 kt/d of ore with expansion to 100 kt/d in year five. This scope of design is estimated to require an initial capital investment of $1,235 million, an expansion capital investment of $815 million and sustaining capital of $814 million. Based on a CAD-USD exchange rate of $0.90 and a long-term Ni price of US$9.00/lb, the after tax $NPV_{8\%}$ of the Dumont Nickel Project is US$1.1 billion, while the after-tax IRR is 16.6%.

Corporate Strategy

Royal Nickel's primary objective is captured through the vision statement: to be a prosperous mining company that grows through the acquisition and responsible development of a high-quality portfolio of base and platinum group metal assets. Royal Nickel's mission statement further defines how it plans to achieve the vision statement: we are the preferred choice for our communities, employees, shareholders and business partners by consistently creating sustainable value through the safe and responsible exploration, development and operation of our mining assets. Combined with the vision and mission statement Royal Nickel has developed a set of values that it has implemented across the Company. These value statements act as guidelines for how Royal Nickel conducts itself and its decision-making on a daily basis. The values are:

- We work safely.
- We treat people with dignity and respect.
- We respect the environment.

- We hold ourselves accountable to deliver on our commitments.
- We create lasting prosperity in the communities where we operate.
- We generate value from our assets.

Royal Nickel's current corporate strategy focus is to develop the large ultramafic Dumont Nickel Project and to acquire highly prospective assets, preferably cash-producing, in base and platinum group metals.

Royal Nickel has targeted the following key milestones to achieve the development of the Dumont Nickel Project:

- completion of an updated NI 43-101 compliant pre-feasibility technical report by the end of the second quarter of 2012;
- potential placement of long lead orders starting in the second half of 2012;
- completion of feasibility study by mid 2013;
- receipt of permits by the end of 2013;
- start of construction by the end of 2013; and
- project commissioning and ramp-up in late 2015.

Royal Nickel is currently working with Rothschild to arrange project financing to fund the development of the Dumont Nickel Project. Financing sources being examined include: (i) establishing strategic partnerships; (ii) joint venture agreements; (iii) debt financing; and (iv) other capital markets alternatives. Royal Nickel believes it can successfully implement its corporate strategy because of its unique strengths and deep management experience and well-developed relationships in the nickel industry.

Dumont Nickel Project 2012 Program and Estimated Expenditures

They key work program for Royal Nickel in 2012 focuses on the support work to deliver an updated NI 43-101 compliant pre-feasibility technical report, initiate a feasibility study and continue the permitting process. The support work will include, among other things, the feasibility study, high voltage power studies, in-fill and geotechnical drilling to support the feasibility study, hydrogeological investigations and the preparation of the ESIA. The total 2012 expenditure for the Dumont Nickel Project is estimated to be approximately $25 million.

The Nickel Industry

Uses

Nickel's main first use is in the manufacture of stainless steel. There are several grades of stainless steel, each with slightly different properties and alloy content. The main alloying element in stainless steel is chromium that provides basic corrosion resistance. A stainless steel is defined as containing a minimum of 10% chromium. The various types may be subdivided into four main groups — ferritic, austenitic, martensitic and duplex.

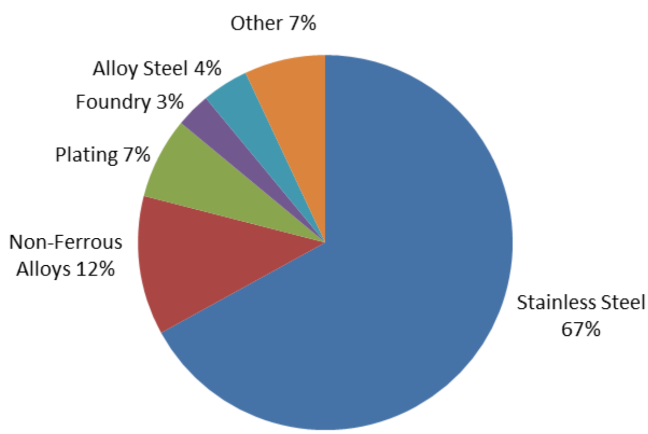
Austenitic grades represent around 70-75% of total world stainless steel production. The most commonly used austenitic grade of stainless steel is grade 304, which contains 8-10.5% nickel and 18-20% chromium. It is frequently referred to as 18/8 grade. There are a variety of variations of grade 304 that have been developed for more specialised applications.

Ferritic stainless steels, which represent approximately 25-30% of the world's total stainless steel production, contain little or no nickel. They have fair to good corrosion resistance, particularly to chloride stress corrosion cracking. They are magnetic and are not hardenable by heat-treatment. The addition of chromium to steel can increase its brittleness so making it more difficult to weld and form. Hence there are technical barriers to how far the addition of chromium may be used to extend corrosion resistance, as well as economic factors to consider. The detrimental effect chromium has on steel's mechanical properties can be mitigated by changing the steel's phase from ferritic to austenitic. This is achieved by the addition of manganese or nickel. Since nickel also enhances the corrosion resistance provided by chromium, it has been the element of choice in most countries. Up until the end of the 1990s, only in India had there been any significant production of manganese bearing austenitic stainless steel, due largely to high import tariffs for nickel. During times of high world nickel prices, there is frequently much discussion of a switch away from nickel to manganese in austenitic stainless steels. However, the manganese bearing grades are less corrosion resistant and such a widespread switch has, as yet, failed to materialize on a global scale. That said, the rapidly growing Chinese stainless melting sector is learning to develop markets for these grades. The most common of the manganese bearing stainless steels that are used are grades 201 and 202, which contain 5.5-7.5% manganese and up to 5.5% nickel, although in China the nickel contents in these grades of stainless can be as low as only 1% nickel.

Global Nickel Consumption by First Use

The following chart demonstrates the 2011 first use nickel consumption breakdown:

2011 = 1.627 Mt



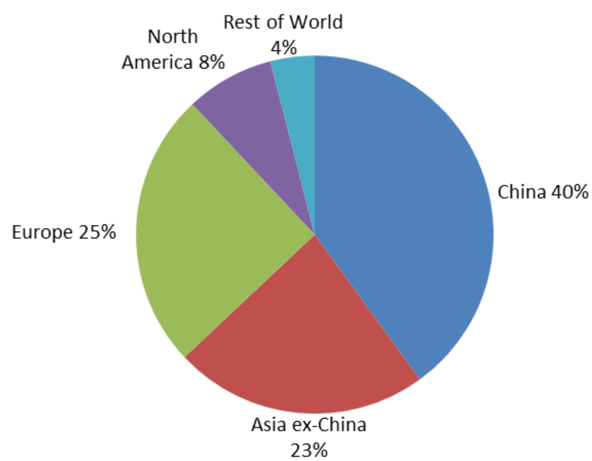
Source: Brook Hunt — a Wood Mackenzie company

Aside from stainless steel, nickel finds applications in extremely diverse areas, from alloys, to plating, to catalysts. Superalloys are defined as those alloys, usually based on a combination of iron, nickel, cobalt and chromium, but with less than 50% iron, that have been developed for use at high temperatures (650°C or higher) where severe mechanical stressing is encountered. Nickel imparts both corrosion resistance and high-temperature strength to these alloys. Nickel is also used as an alloying element in various nickel chromium, molybdenum and maraging steels. Nickel increases the strength of steels that receive no heat treatment. It also improves the hardenability of steels that are to be heat-treated. In case-hardened steels, nickel strengthens both the case and the core so improving wear resistance and minimising cracking. Carbon steel can be plated with both nickel and chromium to impart corrosion resistance. The use of nickel in addition to chromium provides significantly higher corrosion resistance than the use of chromium alone. Nickel and chromium plated steel is used principally in cars and household appliances. Other important uses for nickel include its use in various types of batteries.

Demand

Led by significant consumption growth from China, global nickel consumption increased 46% between 2000 and 2011 according to Brook Hunt. Chinese consumption increased nearly ten-fold from 2000 to 2011 with China's share of global consumption increasing from 6% in 2000 to 40% in 2011. In 2011, total global nickel consumption was 1.627 Mt according to Brook Hunt.

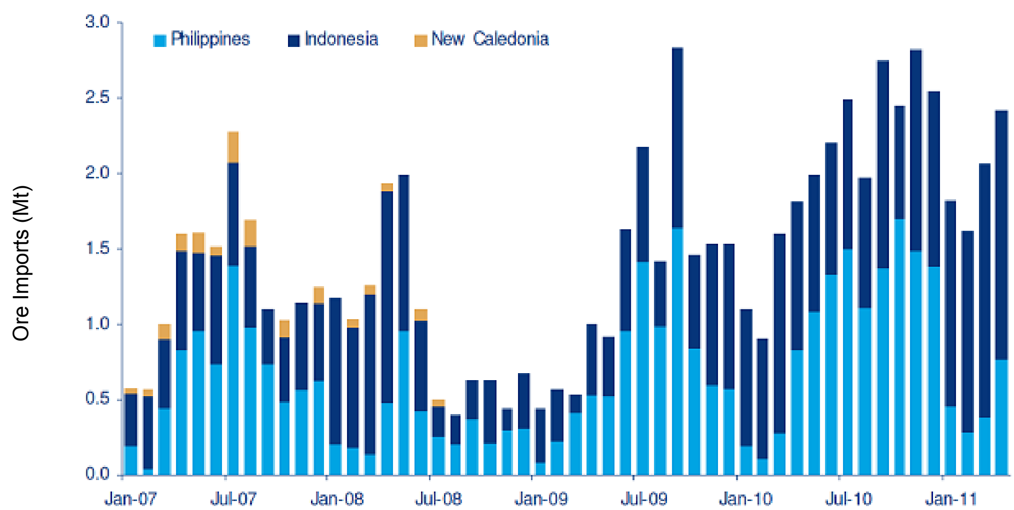
Nickel Consumption by Geography — 2011



Source: Brook Hunt — a Wood Mackenzie company

Brook Hunt reported nickel consumption growth of 7% in 2011. China is expected to lead consumption growth driven by increasing demand from its stainless steel industry. Chinese stainless steel production is expected to increase with planned capacity expansions and conversions of traditional steel mills to stainless steel facilities at various locations. Brook Hunt forecasts Chinese stainless steel melt output to increase by approximately 11% per year to 23 Mt in 2016. Since July 2008, Chinese imports of nickel direct shipping ores have materially increased supporting the growth in stainless steel demand.

Chinese Imports of Nickel Direct Shipping Ore



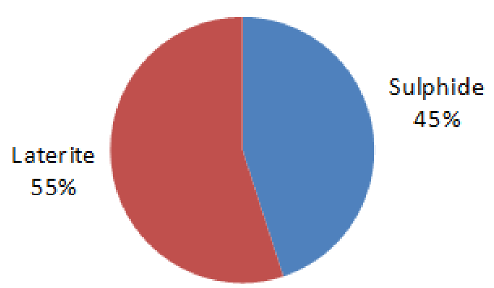
Source: Brook Hunt — a Wood Mackenzie company

Nickel consumption in the United States and Europe is expected to increase more modestly than in China, with growth expected to come from the non-stainless steel uses such as non-ferrous alloys in the aerospace industry.

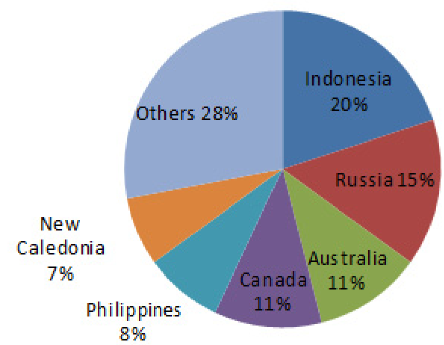
Supply

Nickel ore primarily occurs in two forms: sulphide and laterite. Historically, a majority of the world's nickel production has come from sulphide deposits due to the general preference for simple processing technology, whereas nickel mined from laterite ores has faced technical issues in processing which has led to cost pressures. The majority of the world's nickel resources are hosted in laterite ores which are increasingly providing a greater source of supply. In 2011, global refined nickel production was 1.657 Mt, with over half of the world's nickel production coming from laterite deposits compared to one-third of nickel production in 1985. The six largest nickel producing nations represent over 70% of global mined nickel production according to Brook Hunt.

Mined Nickel Production by Ore Type — 2011



Mined Nickel Production by Country — 2011

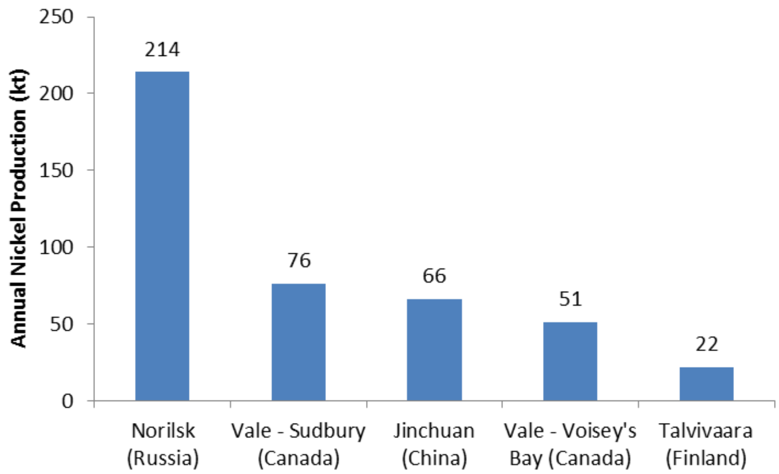


Source: Brook Hunt — a Wood Mackenzie company

Deposit Types

Sulphide deposits are generally higher grade and can be mined via both open pit and underground, whereas laterite deposits are generally lower grade and tend to be open pit mines. As such, sulphides tend to have higher extraction costs with lower processing costs whereas laterites tend to have lower extraction costs but higher processing costs. Despite the fact that laterite nickel deposits account for more of the world's nickel resources, sulphide nickel deposits have historically accounted for a greater portion of the world's production. The higher percentage of sulphide production is primarily due to the use of historically proven processing technology which has typically resulted in lower operating and capital costs coupled with technical difficulties and cost pressures faced by some laterite projects. As the number of sulphide discoveries has dropped over the years, the proportion of nickel mined from laterite deposit is expected to increase substantially. According to Brook Hunt, the majority of world's proposed future nickel production is anticipated to come from laterite projects like Goro (high pressure acid leaching in New Caldonia), Ramu (pressure acid leaching in Papua New Guinea), Onça-Puma (ferronickel smelting in Brazil), Koniambo (ferronickel smelting in Brazil), Ambatovy (pressure acid leaching in Madagascar) and Barro Alto (ferronickel in Brazil). On the sulphide front, few world class deposits remain undeveloped. The world's largest nickel sulphide operations are displayed as follows:

Mined Nickel Sulphide Production — 2012E



Source: Brook Hunt — a Wood Mackenzie company

Mining and Processing

Extraction of nickel from the ore is normally done in three steps: ore processing (beneficiation), smelting and refining. The refined metal is then typically sold to metal fabricators. Sulphide ore is amenable to flotation followed by pyrometallurgical smelting and then hydrometallurgical techniques for refining. Laterite ore grades and specific qualities of the ore determine the technology used to process the laterites. Main technologies used to process laterite ores are ferronickel smelting, autoclave leaching (including high pressure acid leach ("**HPAL**") and ammonia leaching) and nickel pig iron smelting.

The cost structure of ferronickel smelter projects is heavily dependent on energy prices because considerable energy is required in ore drying, roasting and smelting processes (as laterites have high moisture content). Transportation is the other major cost element for ferronickel smelter projects that are not co-located. Capital cost requirements in setting up ferronickel smelter projects can be lower than in HPAL projects (depending on scale), but running costs can be higher (depending on where energy is sourced).

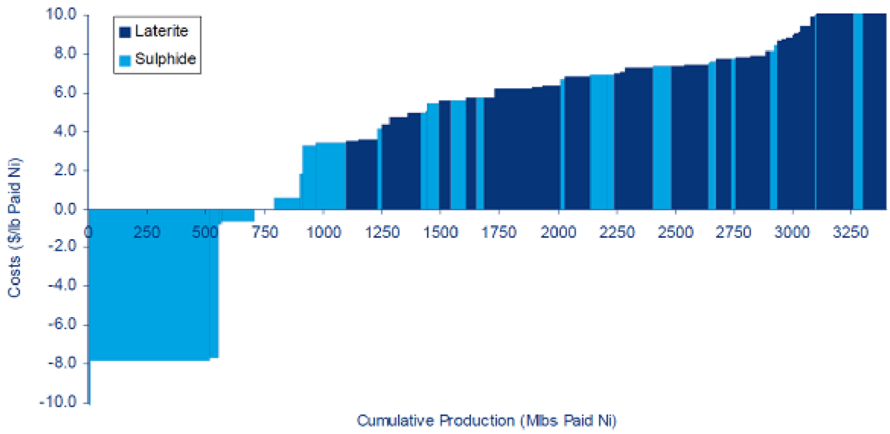
HPAL projects generally require higher capital cost than ferronickel smelter projects, but, as discussed above, the operating costs of running HPAL projects can potentially be lower than ferronickel smelter projects. HPAL operations are also highly sensitive to the cost of sulphur and/or sulphuric acid.

Nickel pig iron is a low purity ferronickel containing between 3% and 15% nickel, which is less than conventional ferronickel, which typically contains between 20% and 40% nickel. Nickel pig iron technology is relatively old but has gained prominence (especially in China) during the commodities boom of the last few years when iron ore and nickel prices were both elevated. Certain steel smelters in China blend nickel ore with conventional iron ore to produce stainless steel feed products. Nickel pig iron is essentially produced from lower grade laterite ores sourced mainly from Philippines and Indonesia. Generally, the cost of producing nickel from laterite ore is much higher than producing from sulphide ore. With nickel pig iron using low grade laterite ores, the cost of producing nickel is typically even higher.

Nickel Production Costs

The cost of producing nickel primarily depends on the process used to extract the metal, which depends on the mineralogy of the ore. Historically, sulphides processing is the most cost effective due to simpler mineralogy, higher ore grades and by-products. In the laterite category, HPAL operating costs have come under pressure due to operational difficulties, whereas ferronickel processing is energy intensive with fewer by-product credits. The following figure illustrates a comparison of unit cash costs of nickel production for sulphide and laterite ore types:

Nickel Industry 2011 Cost Profile



Source: Brook Hunt — a Wood Mackenzie company

Pricing and Outlook

Nickel primarily trades on the LME and all references to nickel prices are based on trading on the LME. The closing, high, low and average prices per pound of nickel in U.S. dollars for each of the three years ended December 31, 2011, 2010 and 2009 were as follows.

	2011 (US$/lbs Ni)	2010 (US$/lbs Ni)	2009 (US$/lbs Ni)
Closing	8.29	11.32	8.38
High	13.17	12.52	9.56
Low	7.68	7.28	4.27
Average	10.36	9.89	6.66

As of the date of this AIF, the price per pound of nickel was US$8.71.

Longer-term nickel supply and demand fundamentals remain strong and favourable in the context of the expected Dumont Nickel Project start-up. Brook Hunt reported nickel consumption growth of 6.8% in 2011. China is expected to lead consumption growth driven by increasing demand from its stainless steel industry. As existing supply is expected to plateau, new projects will be increasingly relied upon to narrow the expected future supply deficit. Nickel supply is expected to increasingly come from laterite deposits which have historically faced greater technical and operating challenges. Should new projects face such challenges, future supply could be further constrained.

2011 was a year of two halves. The first half of the year saw a continued recovery in the global economy that underpinned a strong performance by commodities and mining equities; however, by late second quarter, concerns over the financial stability of Greece and the broader Eurozone combined with political stalemate in the United States created enough economic uncertainty to bring these rallies to a halt. During the second half of the year, a strong sell-off in commodities and equities occurred as investors became increasingly risk averse and metals demand growth in China slowed due to a combination of tighter money supply in China to combat higher inflation, and destocking from higher commodity price levels reached earlier in the year.

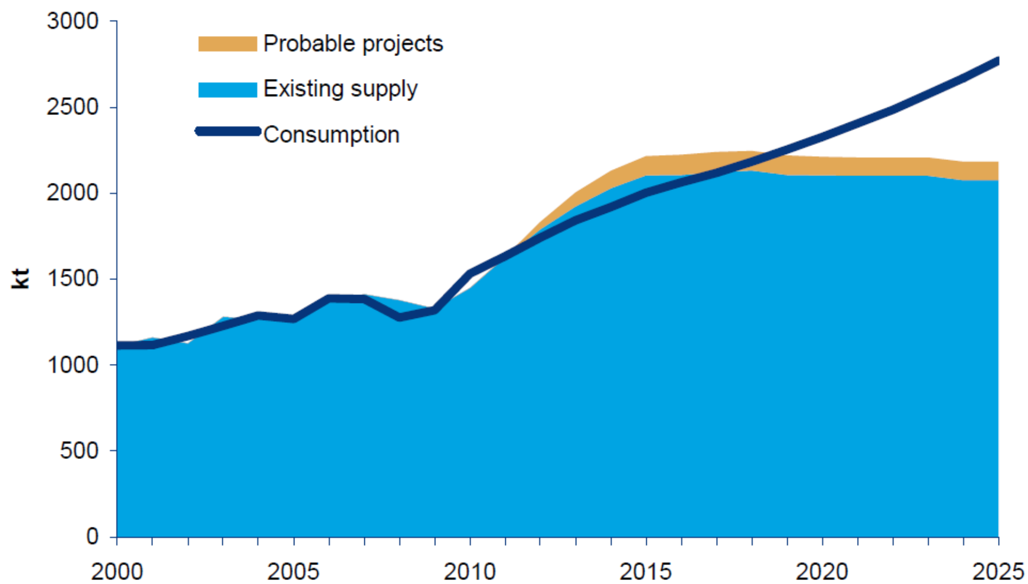
As a positive lead-in to 2012, metals demand from China rebounded strongly in the fourth quarter as metal prices reached low enough levels that Chinese consumers began restocking depleted stockpiles, and uncertainty about Europe on global demand began to recede.

The global supply response from the mining industry to meet global demand growth once again faced significant challenges in 2011 and highlighted many of the significant social, political and technical risks that the industry faces. Peru, considered to be a relatively safe jurisdiction globally, saw significant protests in 2011, which halted the development of a major gold project that had been previously approved for development, A new government in Peru also implemented a higher tax and royalty regime which will negatively impact cash flows from most operations in Peru. In addition to Peru, there were a number of strikes at some of the largest copper mines in the world, including Grasberg in Indonesia, which resulted in several violent protests.

A number of the larger scale nickel projects continued to report significantly higher capital cost estimates and further delays in commissioning and ramping up of production with projects from Vale, Sherritt and Xstrata all reporting significant capital cost increases, delays, or both.

This environment continues to highlight the value of the Dumont Nickel Project with its proposed use of conventional, proven technology in a simple open pit mine/mill operation and its location in the Abitibi region of Quebec, a province which continues to permit mines and one of the top rated mining jurisdictions in the world.

Nickel Market Balance



Source: Brook Hunt — a Wood Mackenzie company

Competitive Conditions

The nickel exploration and mining business is a competitive business. The Company competes with numerous other companies and individuals in the search for (i) the acquisition of attractive nickel and other copper, platinum group metal, molybdenum or chromium properties; (ii) qualified service providers and labour; and (iii) equipment and suppliers. The ability of the Company to acquire these metal properties in the future will depend not only on its ability to operate and develop its present properties, but also on its ability to select and acquire suitable producing properties or prospects for exploration and development. See "Risk Factors - Competition".

Employees

As at December 31, 2011, the Company had a total of 40 employees.

Environmental Protection

The current and future operations of the Company, including development and mining activities, are subject to extensive federal, provincial and local laws and regulations governing environmental protection, including protection and remediation of the environment and other matters. Compliance with such laws and regulations increases the costs of and delays planning, designing, drilling and developing the Company's properties. See disclosure regarding environmental matters under the description of the Dumont Nickel Project (discussed below).

THE DUMONT NICKEL PROJECT

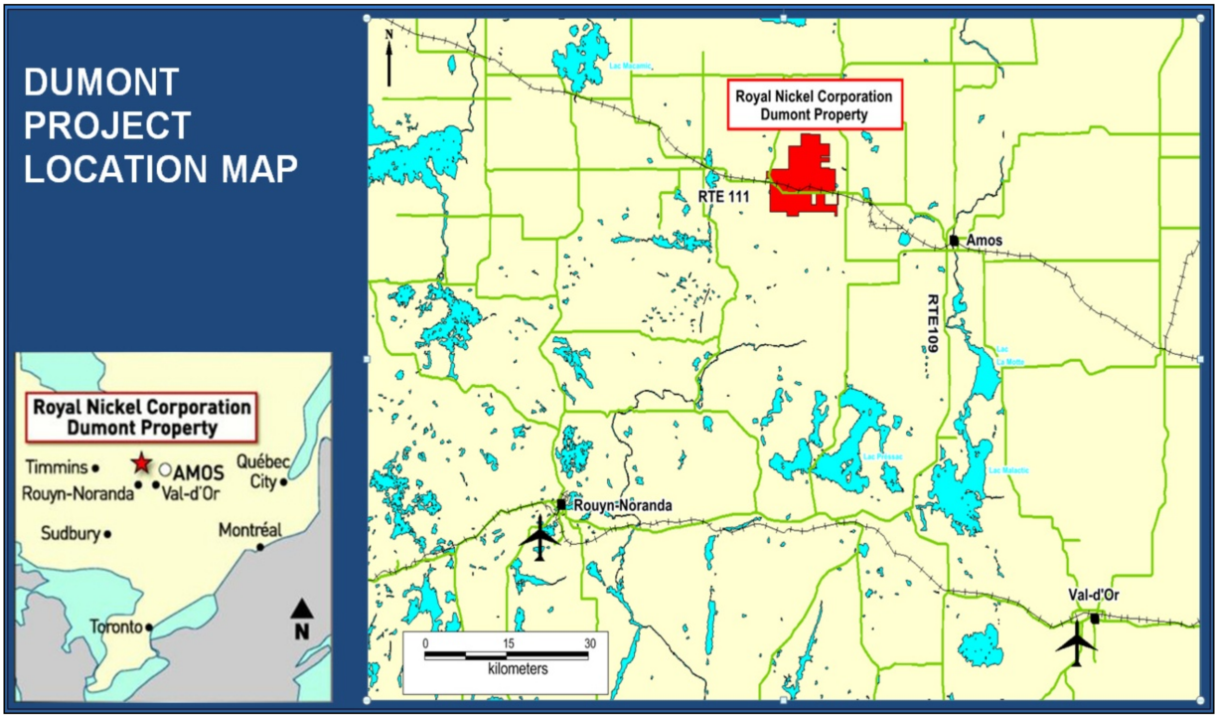
Information in this section is summarized or extracted from the Pre-Feasibility Study Report entitled "Technical Report on the Dumont Project, Launay and Trécesson Townships, Quebec, Canada" dated December 16, 2011. The authors of the Pre-Feasibility Study Report are L. P. Staples, P. Eng. (Ausenco Solutions Canada Inc.), S. Bernier, P.Geo. (SRK Consulting (Canada) Inc.), G. Lane, FAusIMM (Ausenco Services Pty Ltd.), D. Penswick, P.Eng. (Independent Consultant), C. Scott, P. Eng. (SRK Consulting (Canada) Inc.), B. Murphy, FSAIMM (SRK Consulting (Canada) Inc.), and V. Bertrand, géo. (Golder Associates Ltd.), each of whom is "independent" of Royal Nickel and a "Qualified Person", as defined in NI 43-101. The Pre-Feasibility Study Report was prepared in accordance with the requirements of NI 43-101 as of December 16, 2011.

Portions of the following information are based on assumptions, qualifications and procedures which are set out only in the full Pre-Feasibility Study Report. For a complete description of the assumptions, qualifications and procedures associated with the following information, reference should be made to the full text of the Pre-Feasibility Study Report which is available for review on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") located at www.sedar.com.

Project Description and Location

The Dumont Nickel Project is located in the province of Quebec, approximately 25 km by road, northwest of the city of Amos. Amos has a population of 12,584 (2006 Census) and is the seat of the Abitibi County Regional Municipality (Figure 1).

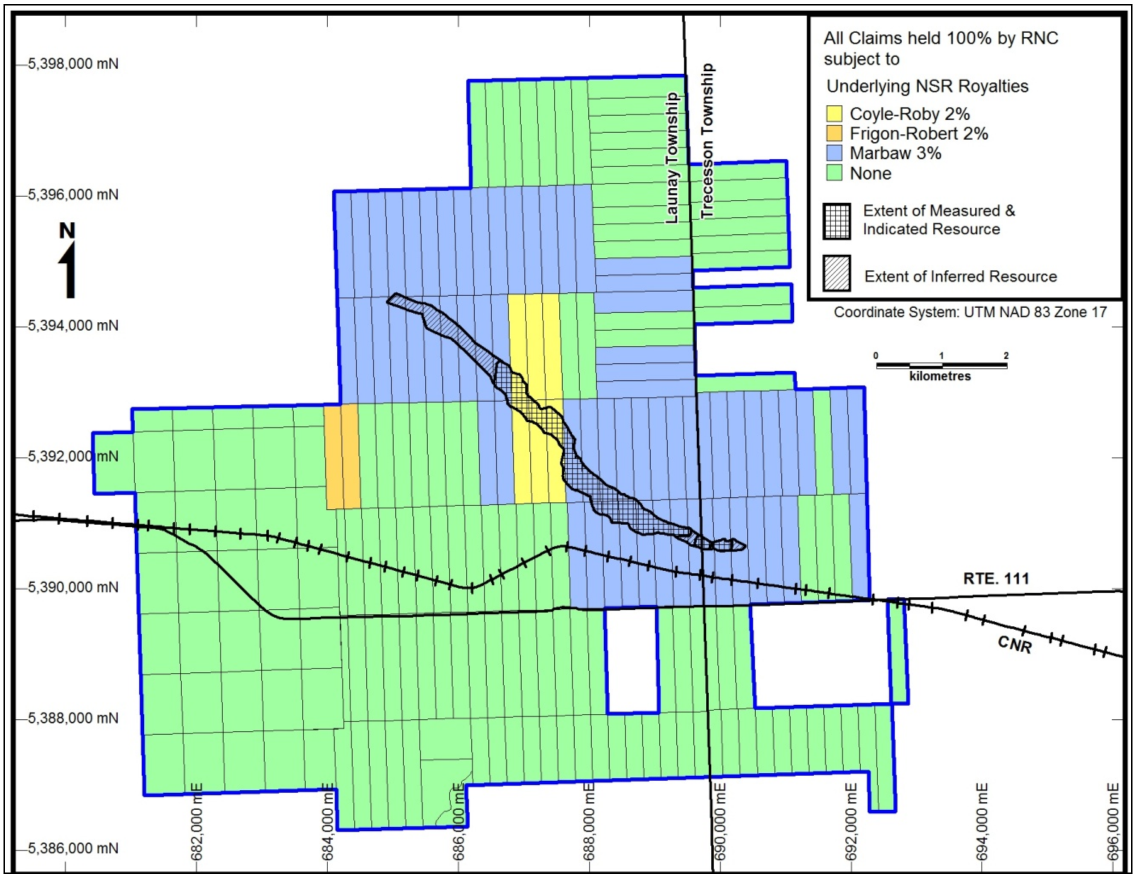
Figure 1: Project Location



The Dumont Nickel Project consists of 220 contiguous mineral claims totalling 9,042 ha. The longitude and latitude for the Dumont Nickel Project are 48°38’53” N, 78°26’30”W (UTM coordinates are 5,391,500N, 688,400E within UTM zone 17 using the NAD83 Datum). As shown on Figure 1, the property is located approximately 25 km west of the city of Amos, 60 km northeast of the industrial and mining city of Rouyn-Noranda and 70 km northwest of the city of Val D’Or. The mineral resource is located mainly in Ranges V, VI and VII on Lots 46 to 62 of Launay Township, and in Range V on Lots 1 to 3 of Trécesson Township.

The mineral properties comprising the Dumont Nickel Project are all mineral claims in which a 100% beneficial interest is held by Royal Nickel. Claim locations with respect to the Dumont Nickel Project deposit are shown in Figure 2.

Figure 2: Dumont Nickel Project Minerals Claims



Several of these mineral claims are subject to royalty agreements with the parties from whom they were purchased. The details of the underlying mineral claim agreements are described in this AIF under "General Development of the Business – The Dumont Nickel Project" and the extent and location of the claims subject to the agreements are shown in Figure 2. The remainder of the claims were obtained by staking by Royal Nickel or through purchase and are not subject to any further royalty or consideration.

Exploration Permits & Authorizations

Exploration work on public land (Crown land) is conducted under a forestry operational permit granted by the Quebec Ministry of Natural Resources and Wildlife ("**MNRF**") and renewed periodically. Exploration work on agricultural zoned lands is conducted under a permit granted by the Quebec Agricultural Land Commission ("**CPTAQ**"). Exploration work on private surface rights not owned by Royal Nickel is conducted under the terms of access agreements between Royal Nickel and individual landowners. Stream crossings have been constructed under permits issued variously or jointly by the MNRF, CPTAQ, and the Quebec Ministry of Sustainable Development, Environment and Parks ("**MDDEP**"). Royal Nickel is not aware of any formal native land claims on the territory of the Dumont Nickel Project within the St. Lawrence drainage basin. Algonquin First Nations, however, assert aboriginal rights over parts of western Quebec and eastern Ontario. Consultation with First Nations is a responsibility of the federal and provincial governments. Nonetheless, Royal Nickel has initiated discussions with the local Algonquin Conseil de la Première Nation Abitibiwinni to develop a memorandum of understanding for cooperation regarding the development of the Dumont Nickel Project.

Mineral Rights in Quebec

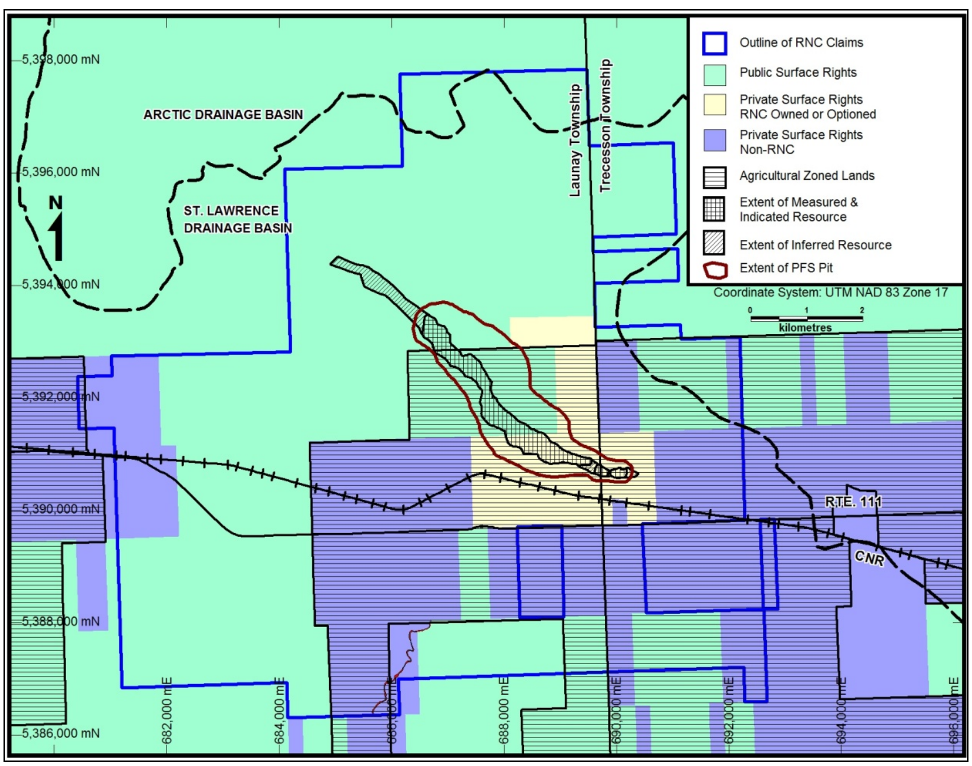
Under Quebec mining law, the holder of a claim has the exclusive right to explore for mineral substances (other than petroleum, natural gas and brine, sand, gravel and other surfaces substances) on the parcel of land subject to the claim. A claim has a term of two years. It may be renewed for additional periods of two years by completing minimum exploration work requirements and paying renewal fees. The holder of one or more claims may obtain a mining lease for the parcels of land subject to such claims, provided the holder can prove the existence of a workable deposit on the property.

The mineral claims confer subsurface mineral rights only. Surface rights tenure is shown in Figure 3. Approximately 40% of the surface rights for the property are held privately by a number of owners, resident both in the area and outside the region. Royal Nickel has purchased or acquired options to purchase approximately 680 ha of private surface rights overlying the Dumont Nickel Project as shown in Figure 3.The remainder of the surface rights are public land (Crown land).

Figure 3 also shows the extent of the lands that are classified as an agricultural zone, where agricultural land and agricultural activities are to be respected and preserved. Mining activity on these lands would require rezoning or exclusion of these lands from the agricultural zone by the Quebec Agricultural Land Commission ("**CPTAQ**"). This exclusion must be requested by the local municipality. The application for exclusion must demonstrate that there are no suitable non-agricultural lands available for the stated purpose in the municipality. Royal Nickel does not expect that exclusion of these lands to develop the Dumont Nickel Project would be unreasonably withheld.

Use of surface rights for mining and associated activities under the terms of a mining lease is subject to environmental permitting. Access to surface rights for private lands would be obtained by negotiating purchase from private surface rights holders. Access to surface rights for public lands would be obtained through the mining lease process. Prior to commencing any mining, the operator of a mine or mill on the land subject to a lease must submit a rehabilitation and restoration plan for the site and deposit a financial guarantee. No compensation may be claimed by the holder of a mining claim from the holder of a mining lease for the depositing of tailings on the parcel of land that is subject to the claim.

Figure 3: Surface Rights Considerations



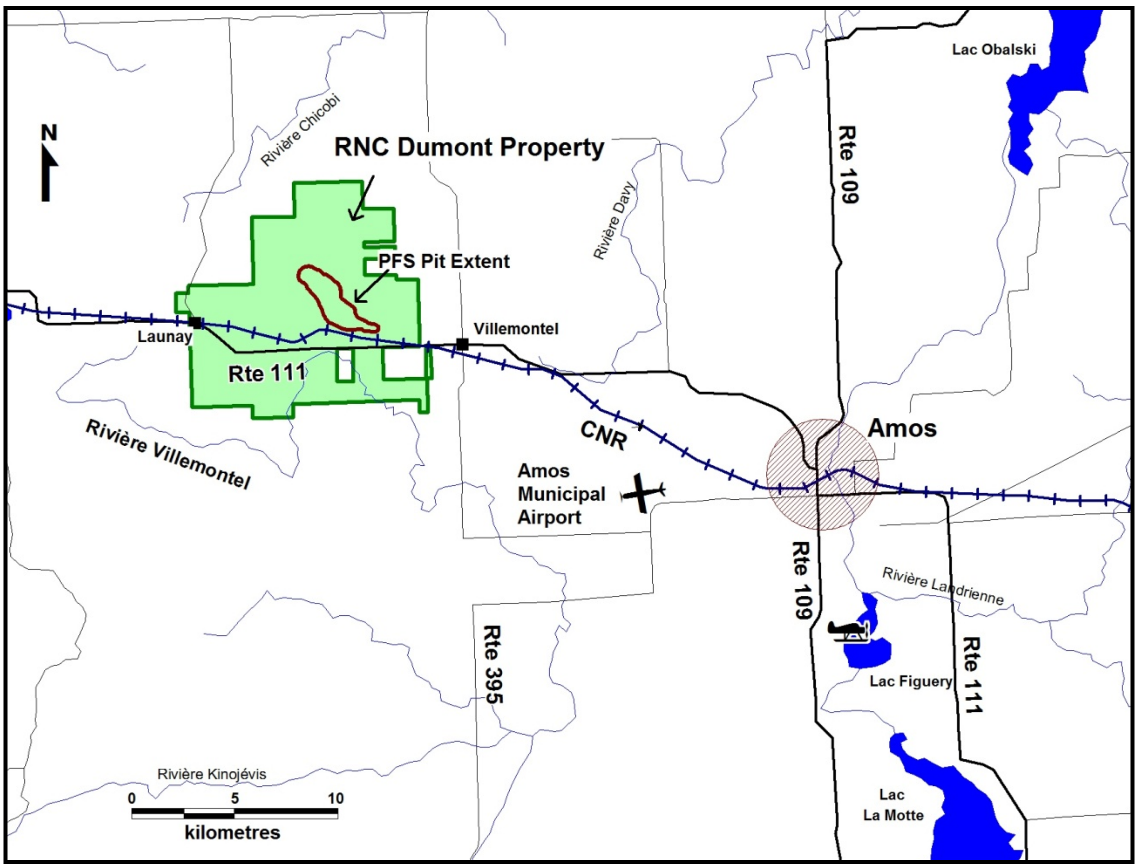
Environmental Liabilities

Neither the authors of the Pre-Feasibility Study Report nor Royal Nickel is aware of any outstanding environmental liabilities attached to the Dumont Nickel Project and is unable to comment on any remediation that may have been undertaken by previous companies. To limit environmental impact to one drainage basin, Royal Nickel has elected to limit project infrastructure to within the St. Lawrence drainage basin.

Accessibility, Climate, Local Resource, Infrastructure and Physiography

The Dumont Nickel Project is located in the province of Quebec, approximately 25 km northwest of the city of Amos (see Figure 4).

Figure 4: Location & Infrastructure



The climate at the Dumont Nickel Project is continental with mean temperatures ranging from -17.3°C in January to +17.2°C in July, with an annual mean temperature of 1.2°C. Total average annual precipitation is 918 mm. While field exploration work can be conducted year-round, drill access in low-lying boggy areas is best during the frozen winter months. Also, periodic heavy rainfall or snowfall can hamper exploration at times during the summer or winter months. The climate at the Dumont Nickel Project would be suitable to year-round open-pit mining operations. The climate setting is analogous to that of the Kidd Creek open-pit near Timmins, Ontario.

The principal economic activities in the region are agriculture and forestry. The sustainable nature of these industries has contributed to a stable population. As a result, Amos is well serviced by a large number of businesses and industrial suppliers. The Dumont Nickel Project would require construction of additional accommodation in town, but the municipal economy is sufficiently evolved and diversified that responsibility for the investment in, and construction of, additional accommodation would likely be provided by third parties. The existing infrastructure in town is likely adequate to support the expanded population.

Amos has a municipal airport but is not serviced by regularly scheduled commercial flights. The nearest cities with airports serviced by regularly scheduled flights are Rouyn-Noranda (2006 Census population 39,924), which is 120 km by road to the southwest, and Val d'Or (2006 Census population 31,123), which is 90 km by road to the southeast. Both Rouyn-Noranda and Val d'Or have traditionally been centres for the mining industry, and there is a large base of skilled mining personnel resident within the region.

The project site is well serviced with respect to other infrastructure, including:

- Road – Provincial Highway 111 runs along the southern boundary of the property.
- Rail – The Canadian National Railway (CNR) runs through the property, slightly to the north of Highway 111 but south of the pit shell.
- Power – The provincial utility, Hydro-Quebec, has indicated that it would be feasible to extend the power line to site from Figuery and that power from the grid would be made available to the project.
- Water – The project concept includes a closed system for water, with water that would be sent to tailings and collected in the open-pit sump being reused in the process plant. Make-up water would be taken from the Villemontel River, at a point located approximately 3 km from the planned site for the mill.
- Natural Gas – It may prove viable to extend a spur from the existing pipeline, which is approximately 25 km to the south of the property.

Surface rights tenure at the Dumont Nickel Project is discussed above.

The Dumont Nickel Project exhibits low to moderate relief up to a maximum of 30 m and lies between 310 and 350 m above sea level (Figure 5). The Arctic-Atlantic continental drainage divide runs along the northern boundary of the property as shown in Figure 6 Water for the diamond drilling programs is obtained from several creeks which run through the property and is generally pumped to the drill sites. However, fresh water can also be supplied by the nearby Villemontel River. Wildlife on the property consists of moose, black bear, beaver, rabbit and deer. Some logging has been conducted on the property with the wood being used primarily for pulp.

Figure 5: View of Dumont Nickel Project from the South

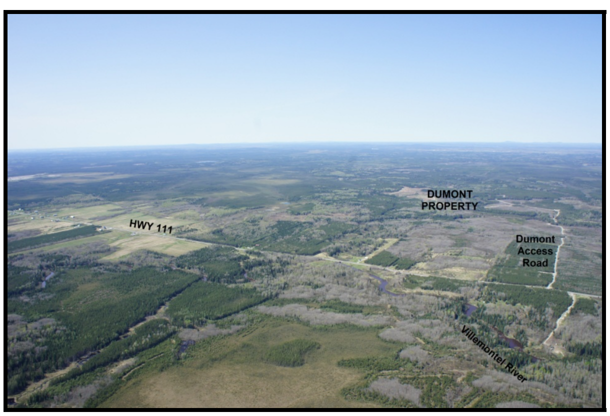


Figure 6: Dumont Nickel Project showing Typical Flat Topography

Exploration & Development Work

While the presence of ultramafic and mafic rocks has been known on the property comprising the Dumont Nickel Project since 1935, the presence of nickel within the rock sequence was only discovered in 1956. It was not until the 1970s that the existence and potential of the large low-grade nickel mineralization was first recognized.

The major exploration phases for the Dumont Nickel Project are discussed below with the exploration and associated work listed in point form by year.

Phase 1: 1935 to 1969

The exploration programs and geological surveys during this period led to the discovery of the Dumont ultramafic sill and associated nickel mineralization.

In 1935, the Geological Survey of Canada ("**GSC**") conducted a mapping survey over Launay and Trécesson Townships that identified the presence of ultramafic and mafic rocks.

In 1950, Quebec Asbestos Corporation ("**Quebec Asbestos**") conducted a magnetometer survey over the upper contact of the sill and drilled five diamond drill holes totalling 475 m.

In 1951, an aeromagnetic survey conducted by the GSC outlined the ultramafic sill.

In 1956, Barry Exploration Ltd. conducted a magnetometer survey over the group of claims previously explored by Quebec Asbestos and drilled a further six diamond drill holes. These drill holes resulted in the first reporting of the presence of nickel mineralization.

Phase 2: 1969 to 1982

The exploration programs and related geological and engineering studies during this period resulted in the identification of three zones of nickel mineralization.

In 1969, drill holes DT-1 and DT-2, totalling 182 m, were drilled over a group of mineral claims acquired in 1962 by Georges H. Dumont, P. Eng.

In 1970, drill holes DT-3 and DT-4, totalling 364 m, were drilled on an enlarged group of claims with nickel mineralization intersected in each drill hole (DT-3: 0.47% Ni over 2.7 m). Additional mineral claims were acquired to form what was then known as the Dumont property covering the whole of the Dumont ultramafic sill.

In 1970-1971, an enlarged exploration campaign was carried out on the Dumont property that consisted of prospecting, trenching, magnetometer survey and the drilling of an additional 57 diamond drill holes, totalling 21,052 m. The drilling program discovered three zones of nickel mineralization that were nearly adjacent and parallel within the dunite subzone. The central part of the middle zone, having a higher nickel content, was identified as the Main Zone or Main deposit. A portion of the Main Zone is also referred to as the No. 1 deposit where it is defined as the middle mineralized band located between sections 35+00W and 49+00W and located between surface and the 1,500 ft (457.18 m) elevation.

In 1971, Newmont Exploration Ltd. ("**Newmont**") conducted metallurgical testwork (heavy media and magnetic separation only) and a mineralogical study on the mineralization. Also in that year, Canada Department of Energy, Mines and Resources, Ottawa, conducted a "Mineralogical Investigation of the Low-Grade Nickel-Bearing Serpentinite of Dumont Nickel Corporation, Val D'Or, Quebec," a study that involved XRD and electron microprobe analysis of the nickel-bearing phases.

In 1971-1972, the Centre de Recherches Minérales ("**CRM**") carried out a laboratory testwork program on drill core composite samples from the Main Zone, including locked-cycle tests to develop the flowsheet for the concentration process. Pilot plant tests were also conducted on a bulk sample, blasted out of an outcrop located to the east of the Main Zone.

In 1971-1972, the engineering firm Caron, Dufour, Séguin & Associates ("**CDS**") completed an ore reserve estimation and feasibility study on the project with the objective of bringing the Main deposit into production, to a depth of 455 m below surface using underground mining methods. The mineral resources of the Main deposit were estimated at 15,517,662 tonnes grading 0.646% nickel after dilution. Based on the results of the feasibility study, CDS recommended that the Main deposit be brought into production.

In 1974-1975, in association with Dumont Nickel Corporation, Timiskaming Nickel Ltd. ("**Timiskaming**") paid for bench and pilot plant tests to be conducted at the University of Minnesota to evaluate the amenability of the low-grade resources to a patented process. Timiskaming and Boliden AB, which evaluated the testwork results, concluded positively that the project had economic potential for a 13,600 t/d open pit mining operation on the estimated 320 Mt of resources at 0.34% nickel, from which the patented segregation process would recover 75% of the nickel.

In 1974, Canex Placer had bench tests conducted at Britton Research Centre Ltd., where a combined flotation-hydrometallurgical process was developed to recover 80% of the nickel contained in the Main Zone. The testwork indicated that this process would also result in the production of magnesia (MgO).

After 1974, with lower nickel prices in the world market, there was reduced interest in developing the property due to the low-grade nature of the deposit.

Phase 3: 1982 to 1992

In 1982, exploration resumed on the property and four percussion 15.2 cm (6") diameter holes were drilled and cuttings recovered to prepare a bulk sample.

In 1986, CRM conducted, for the account of Magnitec, a H2S03 leaching test on samples of "rejects from the Dumont mine" to evaluate the possibility of scrubbing the Noranda smelter SO_2-bearing gas with the tailings from an eventual mining operation on the property. The test solubilized 66% of the MgO and 72.4% of the nickel contained in the samples. Magnitec also tested two core samples for their platinum group element ("**PGE**") content but none was detected.

In 1986, La Société Nationale de l'Amiante reviewed the results of the CRM H2S03 leach test and indicated that the tailings from an operation on the Dumont property would give a low extraction rate of the SO_2 contained in the Noranda smelter emission gas.

In 1986, J. M. Duke, a geologist from the GSC, studied the mineralization and petrogenesis of the Dumont sill. From his understanding of the sill petrogenesis, Duke concluded that it was possible to discover sulphide enrichment zones at the basal contact of the intrusion and recommended that drilling should be conducted to explore this contact. In his 1986 report, Duke estimated the potential resources for the Dumont property at 175 Mt grading 0.47% nickel over the three nickel enriched layers.

In 1986 and 1987, Dumont Nickel Corporation carried out a geological mapping survey along the basal contact of the sill and drilled 11 holes in mineral claims located in Trécesson Township. Sulphide mineralization was recognized at the basal contact and a relatively high-grade nickel sulphide accumulation was intersected by four holes that also returned significant PGE values. Three holes drilled in the central part of the Dumont property were stopped short due to poor ground conditions in a faulted area.

In 1988 and 1990, Beep Mat (electromagnetic) and induced polarization surveys were carried out for Dumont Nickel Corporation and various anomalies were reported.

In 1992, CRM conducted dry grinding and air aspiration tests to separate the fibrous texture minerals, for the account of Timmins Nickel Inc. ("**Timmins Nickel**").

After 1992 exploration interest in the Dumont property waned and no work was conducted on the property for a number of years.

Phase 4: 1999 to 2006

Since 1999, the following exploration work has been conducted on the Dumont property on behalf of Frank Marzoli.

In 1999, diamond drill hole FM-99-01 was drilled on the southwest of the Main deposit. This 318 m drill hole intersected the basal sill contact but no significant mineralization was encountered.

In 2001, geological and prospecting work was carried out together with the establishment of a network of cut grid lines totalling 96 km.

In 2002, a 150 m long diamond drill hole (DNN-2002-01) was drilled in the northwest portion of the property; however, no core samples were assayed from this hole.

In 2003, a 125 m long diamond drill hole (DNS-03-01) was positioned on section line 36+00 W. This drill hole was successful in intersecting the upper part of the Main deposit and returned a 19.2 m drill core intersection grading 0.56% nickel.

In 2004, diamond drill hole DNN-01-04 was drilled to a length of 125 m in the northwestern portion of the property with no significant results obtained from the eight 2.5 m long core intersections that were assayed.

In 2004, J.C. Caron, P.Eng, former principal of CDS and then with Les Consultants PROTEC, prepared a valuation report on the property in accordance with CIM valuation standards and guidelines.

There was no exploration activity from 2005 to 2006.

Phase 5: 2007 to Present

Royal Nickel acquired the property in late 2006 and initiated field exploration work in March 2007.

After Dumont was acquired by Royal Nickel, a conceptual study was completed by Aker Solutions in October 2007 and updated in August 2008. The initial report was based on historical resource estimates, which pre-dated the requirements of NI 43-101. These estimates were supported by five new twinned holes, which demonstrated that the historical assays (on which the earlier resource estimates were based) were comparable to results obtained from the twin holes. The independent resource consultants (Micon) considered the historical estimates to be relevant for the purposes of the study.

An updated conceptual study was completed based on a revised NI 43-101 compliant resource estimate prepared by Micon in April 2008, which incorporated 38 holes of new drilling as well as historical drilling. The resource model used a block size of 10 m (X) x 25 m (Y) x 10 m (Z) and an inverse distance interpolation. The bulk of material included in the conceptual study mine plan was classified as inferred resources.

The conceptual study considered two scopes of open pit design, a smaller pit (50 kt/d concentrator) and a larger pit (75kt/d concentrator). The conceptual study concluded that the 75 kt/d option generated more attractive economics and that the project was potentially robust.

Following the positive results of the conceptual study, a Preliminary Assessment was completed in September 2010 entitled, "A Preliminary Assessment of the Dumont property, Launay and Trécesson Townships, Quebec, Canada" (September 2010). The study was managed by Royal Nickel, with key external contributors including Golder (resource model), Genivar (geotechnical design), BBA (process design) and PasteTec (tailings management). The mine design and process flowsheet were developed in-house by Royal Nickel, assisted by external consultants. This study found the Dumont Nickel Project to be robust (after-tax IRR >> 10%) and that returns will increase non-linearly as the scale of project increased (the 25% increase in mill throughput from 80 to 100 kt/d would result in a 42% increase in after-tax NPV10%). However, the forecast capital (US$2.0 billion for 80 kt/d, increasing to US$2.3 billion for 100 kt/d) was significant, and reflected the complexity of the scoping study flowsheet, as well as the decision to start the project at the full nameplate production rate. The study noted that the key area of risk was forecast deportment of Ni to recoverable minerals and associated estimates of recovery. These items (capital estimate, concentrator flowsheet and recovery estimates) were a key focus of work during the pre-feasibility study.

Historical Mining and Production

No historical mining or production has been conducted on the Dumont Nickel Project. However, the Val D'Or - Rouyn-Noranda region surrounding the Dumont Nickel Project has been a prolific mining area for the past 100 years.

Prior Resource Estimates

Several mineral resource estimates have been completed for the Dumont Nickel Project, including in April 2008, October 2008, April 2010 and August 2010. Since the August 2010 mineral resource estimate was published, Royal Nickel has performed additional drilling and mineralogical sampling. Because of this work, Royal Nickel was able update its resource estimate. Royal Nickel's updated resource model as estimated by SRK is discussed below.

Geological Setting

Regional Geology

The Dumont Nickel Project lies within the Abitibi subprovince of the Superior geologic province of the Archean age Canadian Shield. A thick supracrustal succession of Archean volcanic and sedimentary rocks underlies about 65% of the Abitibi belt, and there is evidence to suggest that these supracrustal rocks lie unconformably upon a basement complex of sialic composition. The volcanic rocks are mainly of mafic composition although ultramafic, intermediate and felsic types are also present. The abundance of pillowed and nonvesicular lavas, together with the flyschoid character of much of the sedimentary component, demonstrates the prevalence of deep submarine conditions. However, the occurrence of some fluvial sedimentary rocks and airfall tuffs attest to occasional local non-marine conditions. Numerous small to medium sized synvolcanic intrusions reflect the range of compositions of the lavas themselves.

The supracrustal rocks were deformed and intruded by granitic stocks and batholiths during the Kenoran event about 2,680 to 2,700 million years ago. Folding along generally east-trending axes has commonly produced isoclinal structures. Regional metamorphism is predominantly greenschist and prehnite-pumpellyite facies except in the contact aureoles of the Kenoran granites where amphibolite grade is usually attained. The amphibolite facies metamorphism also occurs in the sedimentary rocks of the Pontiac Group. Two main sets of diabase dykes occur in the Abitibi belt; the north-trending Matachewan swarm and northeast-trending Abitibi swarm which have Rb-Sr ages of 2,690 and 2,147 million years, respectively. The latter are prominent near the Dumont intrusion, although none is known to have cut the body.

The Dumont sill is hosted by lavas and volcaniclastic rocks assigned to the Amos Group. The lavas may be traced eastwards through Amos and are part of the Barraute volcanic complex. Three cycles of mafic to felsic volcanism are recognized and the Dumont sill is one of at least five ultramafic-mafic complexes in the Amos area, which occur at approximately the same stratigraphic level within the mafic lavas of the middle cycle. With the Amos (Landrienne) sill to the east of the Dumont sill, the host rocks of the sill are for the most part iron-rich tholeiitic basaltic lavas although some intermediate rocks were intersected in drilling of the footwall of the body at its eastern end.

Although the volcanic rocks have been folded and now dip steeply, a penetrative deformational fabric is only locally developed. In the vicinity of the Dumont sill, pillows in the lavas are not strongly deformed and primary textures such as “swallow-tail” plagioclase microlites are preserved. However, the chemical compositions of many of the rocks are highly altered with many rocks containing significant levels of CO_2. Three main directions of faulting are recognized in the Amos area with the earliest being the east-trending set of “bedding plane” faults which are believed to have developed during the major period of folding. The second set of faults occurred during the intrusion of the granitic rocks, which was accompanied by the development of steeply dipping faults that strike north to northwest. However, the most prominent faults strike northeast and probably postdate the granitic plutonism with the Dumont sill cut by a number of these northeast, northwest and east-trending faults.

Project Area Geology

The Dumont Nickel Project is covered by a layer of glacial overburden and swamp land and the mineralization subcrops approximately 30 m below the surface. Therefore, the contacts between the Dumont sill and its host rocks have not been observed in outcrop but, in overall attitude, the body appears to be conformable to the layering of the volcanic rocks. This is consistent with the interpretation of the Dumont ultramafic body as a sill, but is also consistent with alternate interpretations for conformable ultramafic bodies that occur in ophiolitic associations. Pillowed basalts exposed at the eastern end of the sill clearly indicate a northeast facing direction.

Offsets in the magnetic contours and internal stratigraphy of the ultramafic zone along with oriented drill hole data have provided evidence for a number of faults at a high angle to the long axis of the sill consistent with the northeast, northwest and east-trending regional faults. Zones of weakness parallel to the long axis of the intrusion have also been identified; however available oriented drill hole data cannot verify these weak zones as faults. Based on other offsets in mineralization and alterations, there are undoubtedly other faults which have not yet been recognized with the available data.

The sill, considered to be a layered mafic-ultramafic intrusion is comprised of a lower ultramafic zone and an upper mafic zone. Although less than about 2% of the bedrock surface of the intrusion is exposed in outcrop, the boundaries of the ultramafic zone can be drawn with some confidence based on a magnetometer survey and diamond drilling.

Based on the identified prominent NW and NE trending faults, the sill can be divided into structural blocks/domains. The true thickness of the upper mafic and lower ultramafic zone varies by location or fault block though the sill. The northwestern end of the body has not been outlined precisely; however, the ultramafic zone is a lenticular mass at least 6,600 m in length with an average true thickness of 450 m, with a maximum of approximately 600 m in the central region to a minimum of approximately 150 m in the extreme southeast. The true dip of the ultramafic zone also varies with location in the sill from 60° to 70°. The extent of the mafic zone is much less well defined due to the low density of drill hole data, which intersects this zone and its contact with the host rock. An estimate of 200 m is based on the few drill hole data available and several outcrop locations. No feeder to the Dumont sill has been observed.

Two types of mineralization have been identified historically within the Dumont sill, the primary large low-grade to medium-grade disseminated nickel deposit and the contact type nickel-copper-PGE occurrence discovered in 1987. Drilling by Royal Nickel has also identified discontinuous PGE mineralization associated with disseminated sulphides at lithological contacts in the layered intrusion and within the dunite.

The ultramafic rocks have been serpentinized to varying degrees from partial to complete serpentinization. Along the basal contact of the sill (outside the resource envelope) serpentinization is frequently overprinted by varying degrees of talc-carbonate alteration. The predominant secondary assemblage is lizardite + magnetite + brucite +

chlorite + diopside ± chrysotile ± pentlandite ± awaruite ± heazlewoodite. Antigorite is developed locally, particularly in the uppermost ultramafic zone. Native copper occurs in and along major fault systems and alongside intercumulus nickel sulphide and awaruite mineralization, more frequently this has been observed in zones that are partially serpentinized. Trace millerite can occur in the steatitized rocks of the basal contact zone and more rarely in large fault zones. The mafic zone is ubiquitously altered to the assemblage actinolite + epidote + chlorite ± quartz. Primary textures are pseudomorphously preserved throughout most of the intrusion.

Serpentinization proceeded isovolumetrically on the microscopic scale. On the microscopic scale, serpentinization was isochemical. However, on the whole, as the major elements are re-partitioned into new phases during the process, with the addition of hydrogen, oxygen (water) and chlorine to the system, some phase can be dissolved and transported. The extent of this process is not well described in literature; however, within the Dumont sill, Royal Nickel has observed some evidence (areas of lower than expected whole rock assays) indicating losses to the system, namely calcium, iron and sulphur.

The textures and assemblages of the secondary minerals are indicative of nonequilibrium, retrograde, low temperature (<350°C) alteration that may well have occurred as a result of an influx of water during the initial cooling of the intrusion. The sill was faulted and tilted into a steeply inclined attitude during the Kenoran event but no penetrative deformational fabric is evident, and the effects of regional metamorphism are minimal.

The age of the Dumont sill is not explicitly known. In early 2010, the GSC attempted to date the upper mafic zone, but was unsuccessful due the lack of dateable minerals. The conformable nature of the body, together with the character of its differentiation, suggests that it was emplaced as a virtually horizontal sill that was folded and faulted during the Kenoran event. It is reasonable to conclude that the Dumont sill is of late Archean age, but is only slightly younger than the enclosing lavas; that is, about 2,700 million years.

Mineralization

Disseminated Nickel Mineralization

Nickel-bearing sulphides and a nickel-iron alloy are enriched (grades > 0.35% nickel) within three distinct layers of the dunite subzone—the upper layer, the middle layer, and the lower layer—and are broadly disseminated throughout the dunite and lower peridotite subzones. In thinner parts of the dunite subzone, fewer than three enriched layers may be present. Nickel mineralization continues at lower concentrations between the enriched layers.

Disseminated nickel mineralization is characterized by disseminated blebs of pentlandite ($(Ni,Fe)_9S_8$), heazlewoodite (Ni_3S_2), and the ferro-nickel alloy, awaruite ($Ni_{2.5}Fe$), occurring in various proportions throughout the sill. These minerals can occur together as coarse agglomerates, predominantly associated with magnetite, up to 10,000 µm (10 mm), or as individual disseminated grains ranging from 2 to 1,000 µm (0.002 to 1 mm).Nickel can also occur in the crystal structure of several silicate minerals including olivine and serpentine.

The observed mineralogy of the Dumont Nickel Project is a result of the serpentinization of a dunite protolith, which locally hosted a primary disseminated (intercumulus) magmatic sulphide assemblage. The serpentinization process whereby olivine reacts with water to produce serpentine, magnetite and brucite creates a strongly reducing environment where the nickel released from the decomposition of olivine is partitioned into low-sulphur sulphides and newly formed awaruite.

Millerite (NiS) is rare, but can be present in lesser amounts near host rock contact zones and in major fault zones. It typically occurs as fine secondary overgrowths, typically overprinting pentlandite and heazlewoodite in intercumulus blebs.

Mineralized zones containing pentlandite, awaruite, and heazlewoodite, are classified as the following mineralization types: sulphide dominant, alloy dominant and mixed. Royal Nickel's mineralogical sampling program provides a quantitative analytical measure of the whole-rock mineralogy on a crushed and homogenized

1.5 m core sample, which is the basis for understanding the combination of nickel mineral phases that constitutes these three types.

- The alloy mineralization type is dominantly awaruite ± lesser heazlewoodite ± lesser pentlandite.
- The mixed mineralization type consists of sulphides and alloy in similar proportions. Specific sub-types are heazlewoodite and awaruite in similar proportions; pentlandite and awaruite in similar proportions; or heazlewoodite + pentlandite and awaruite in similar proportions.
- The sulphide mineralization type is dominantly heazlewoodite and/or pentlandite, with or without lesser awaruite.

In certain portions of the deposit, a very low proportion of the nickel in the rock is contained in sulphide or alloy minerals. In these areas, the nickel in the rock occurs in silicate minerals such as serpentine or olivine. These non-mineralized ultramafic zones are generally low-grade (<.25% Ni), non-sulphide zones. Nickel occurring in this mode would not be recoverable through the flotation and magnetic separation methods considered by Royal Nickel for Dumont Nickel Project.

Controls on Nickel Distribution & Mineralization

The final mineral assemblage and texture of the disseminated nickel mineralization in the Dumont deposit and the variability has been controlled primarily by the variable degree of serpentinization that the host dunite has undergone.

Contact-type Nickel-Copper-PGE Mineralization

Magmatic nickel-copper-PGE analyses were not performed during the initial drilling program that defined the Dumont deposit in the early seventies. In 1987, a drilling program was conducted to test the sill contacts for platinum and palladium at two locations. The best intersection from this program was drill hole 87-7, located in the east near drill hole E-7, inside and adjacent to the sill contact. This drill hole graded 0.61% nickel, 0.10% copper, 190 ppb palladium and 900 ppb palladium over 6.4 m. Drill holes 87-12 to 14 in the main zone did not reach the contact.

Drilling by Royal Nickel has confirmed the occurrence and grade of the historically identified mineralization at the basal contact at the eastern end of the Dumont sill. Drill hole 08-RN-71 intersected 0.8 m of semi-massive pyrrhotite grading 0.99% nickel, 0.19% copper, 0.3 g/t platinum, 1.0 g/t palladium and 0.07 g/t gold at the contact between the Dumont intrusive and footwall volcanics.

2011 Discovery of Massive Sulphides at Basal Contact

Subsequent to the data cut-off date for the Pre-Feasibility Study Report, a hole was drilled on section 5500E which traversed the Dumont intrusion and penetrated the footwall contact between the peridotite and the footwall mafic volcanic to the northwest of the pre-feasibility study pit. A 1.25 m core-length massive sulphide interval was intersected at the contact that was composed of >90% sulphides containing primarily pyrrhotite with up to 10% centimetre-scale pentlandite crystals and trace chalcopyrite. Assuming that this massive sulphide body is coplanar with the footwall contact (dipping 65˚ toward 025Az), the true thickness of the mineralization would be 1.07 m.

This is the first time that such elevated concentrations of sulphides with high metal grades have been encountered anywhere in the Dumont intrusion. This discovery demonstrates that mineralizing processes capable of producing high-grade massive sulphide mineralization have operated, at least locally, within the Dumont setting, particularly at the basal contact of the intrusion. Further work will focus on following up this intersection and on developing exploration vectors to explore the rest of the 7.5 km long basal contact for similar occurrences.

Other Types of PGE Mineralization

Royal Nickel's drilling has further delineated three anomalous PGE horizons other than the basal contact type described above. In 2008, a PGE horizon associated with the pyroxenite layer overlying the upper peridotite was identified. This zone varies in thickness from 0.4 to 51 m with grades ranging 0.08 to 1.46 g/t platinum, and 0.04 to 2.39 g/t palladium. The second PGE horizon, which lies under the main sulphide body, was previously identified during research on the historical drilling. This zone ranges from 0.4 to 34.5 m thick with grades ranging from 0.1 to 1.4% nickel, trace to 0.75 g/t platinum, and trace to 0.2 g/t palladium. The third PGE horizon was discovered by Royal Nickel in 2008 and is located approximately 100 m below the lowest sulphide body near the dunite contact with the lower peridotite. This horizon ranges from 1.0 to 140 m thick with grades ranging from 0.1 to 0.5% nickel, trace to 0.9 g/t platinum, and trace to 2 g/t palladium. These horizons generally are observed to be continuous along strike and dip where drilling is present. Samples from each PGE horizon were sent to Memorial University for analysis using scanning electron microscope. This work identified that the PGE phases are similar in all horizons and consist of three alloys: palladium/tin (Pd/Sn), platinum/copper (Pt/Cu), and platinum/nickel (Pt/Nickel) which are intimately associated with nickel sulphides.

Exploration

Exploration for nickel mineralization on the Dumont Nickel Project has focused primarily on diamond drilling due to the lack of outcrop over the ultramafic portions of the Dumont intrusive which host the nickel mineralization. This drilling was initially targeted using data from historical drilling and airborne electromagnetic and magnetic surveys. No continuous trench samples were taken from the Dumont deposit. Non-drilling exploration work carried out on the Dumont property is described below.

Airborne Geophysics

A helicopter-borne versatile time domain electromagnetic ("**VTEM**") and magnetometer survey was completed by Geotech Ltd. over the Dumont intrusive and adjacent areas at 100 metre line spacing in 2007 as follow up to an earlier helicopter-borne magnetometer-only survey conducted by Geophysics GPR International Inc. in February 2007.

The magnetic survey has outlined the limits of the Dumont sill which exhibits a strong contrast between its magnetic susceptibility and that of the surrounding country rocks. The survey has also defined stratiform bands of varying magnetic intensity which reflect varying magnetite content within these rocks which is related to the igneous layering within the sill and to varying degrees of serpentinization within a given layer. The magnetic pattern also allows the interpretation of major structures that cross-cut the intrusion.

The VTEM survey detected several weak electromagnetic anomalies along the footwall contact of the Dumont intrusive. Several of these anomalies were drill-tested. Anomalies tested to date were due to barren pyritic interflow sediments within the footwall volcanic.

Geological Mapping

Surface mapping programs have been carried out over the Dumont Nickel Project, primarily to provide a structural geology framework for the modelling of the Dumont deposit.

Several geological mapping programs have been completed over the Dumont Nickel Project beginning in the summer of 2008. Given the poor exposure over the Dumont sill, the mapping programs have focused on outcrops in the country rocks outside the sill, in order to gain an understanding on the local structural geology. A secondary purpose for these programs has been to identify outcrop in areas of potential mining infrastructure development. Information collected during these programs was interpreted in association with airborne magnetics and LIDAR topography data and was used to update historic geological maps and to provide constraints for subsurface fault modeling. Outcrop locations were also used to assist in modeling of the bedrock surface and overburden thickness.

Mineralogical Sampling

Mineralogical sampling of Dumont core began in 2009. The mineralogical sampling program uses the SGS' EXPLOMIN^{TM} analysis to provide detailed mineralogical information on mineral assemblages, nickel deportment, liberation, alteration and the variability of these factors. Mineralogical samples were taken for the purpose of metallurgical domain composite characterization and for the purpose of mineralogical mapping of the Dumont deposit.

Mineralogical mapping sample locations were planned so as to provide spatially and compositionally representative and data down drill hole traces for holes on even numbered sections along the length of the deposit, with the goal of providing comprehensive representation of the mineralogical variability of the deposit. A total of 729 mineralogical mapping samples were collected as of June 1, 2011, 694 of which occur within the mineralized envelope at 0.2% nickel cut-off (block model) and were used for mineralogical modelling of the deposit.

Metallurgical domain composite characterization samples were selected on an ongoing basis to represent the mineralogy of each metallurgical domain composite as defined for testwork. This includes all domain composites described below under the heading "Mineral Resource and Reserves Estimate", as well as all metallurgical composites defined in the pilot plant test (PQ) drill holes.

Outcrop Bulk Sampling

In the spring of 2011 a mineralized serpentinized dunite outcrop located in the eastern portion of the deposit on line 9850E was prepared for bulk sampling. Nickel mineralization in the sampled portion of the outcrop is dominated by heazlewoodite.

A section of the outcrop measuring approximately 40 m × 55 m was cleared of glacial overburden with an excavator and power washed. A smaller area within this was identified for sampling and drilled and blasted to a depth of approximately 1.5 m.

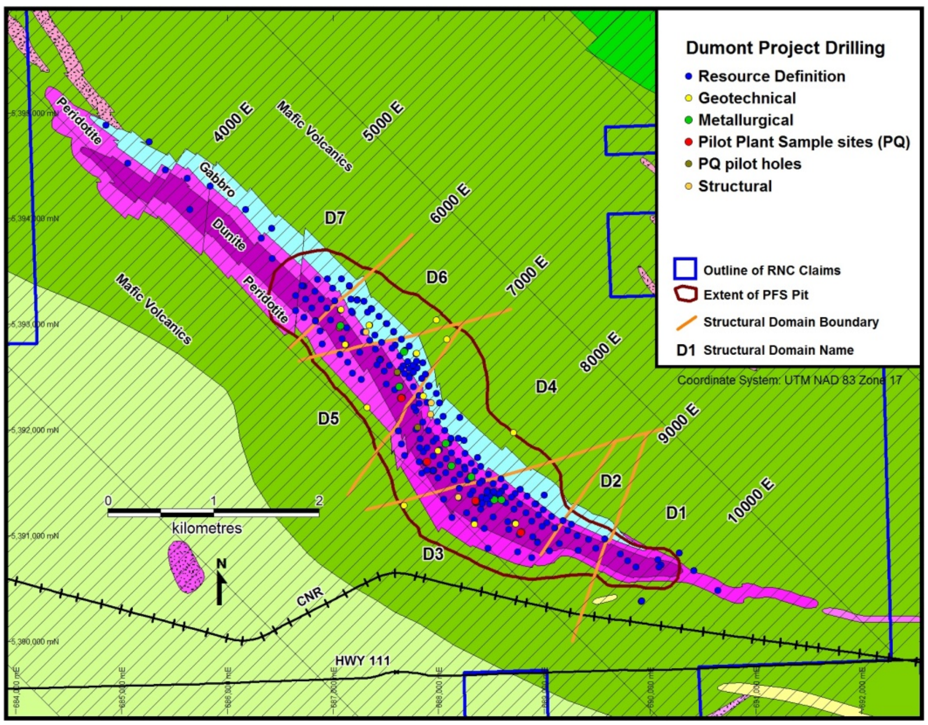
Approximately 100 tonnes of this material was used in the in-situ environmental geochemistry characterization cells as part of Royal Nickel's environmental geochemistry program. Approximately 3 tonnes of this material were used for metallurgical testing as described below.

Drilling

Upon acquiring the Dumont property, Royal Nickel conducted an initial exploration drilling program which consisted of 5 twin holes to confirm the historic drilling results in 2007. Results from this drilling campaign confirmed the historical drilling results and encouraged Royal Nickel to embark on an extensive drilling campaign to fully evaluate the Dumont deposit. Royal Nickel has since conducted core diamond drilling on the Dumont Nickel Project for the purposes of exploration, resource definition, metallurgical sampling and bedrock geotechnical investigation. Royal Nickel has also conducted core drilling and cone penetration testing for the purpose of overburden geotechnical characterization. A summary of the drilling conducted on the property since 2007 is shown below. Figure 7 illustrates the location of all diamond drill holes completed by Royal Nickel on the Dumont Nickel Project classified by type.

Purpose of Drilling	2007 to 2010 Number of Holes	2007 to 2010 Total Metres	2010 Number of Holes	2010 Total Metres	2011 Number of Holes	2011 Total Metres	Total Number of Holes	Total Total Metres
Twin Hole	5	1,681					5	1,681
Sectional Resource Definition	204	83,912	12	3,074	43	15,503	259	102,488
Structural	4	1,359					4	1,359
Geotechnical (Bedrock)	3	1,503			10	5,050	13	6,553
Pilot Plant Test Holes (NQ)	7	1,757					7	1,757
Total Drilling included in the Current Resource Estimate							**288**	**113,838**
Metallurgical Domain Composites	10	3,194					10	3,194
Crushing Testwork Sample	3	406					3	406
Geotechnical (Overburden)	5	104			66	1,452	71	1,556
Pilot Plant Sample (PQ)	13	2,774					13	2,774
Total	**254**	**96,689**	**12**	**3,074**	**119**	**22,005**	**372**	**121,768**

Figure 7: Location of Diamond Drill Holes on the Dumont Property



Royal Nickel contracted Forages M. Rouillier ("**Rouillier**") of Amos, Quebec to conduct core diamond drilling. Rouillier used custom built diamond drill rigs mounted on skids or self-propelled tracked vehicles with NQ diameter diamond drill coring tools. On occasion, HQ and PQ diameter core was drilled. Rouillier is an independent diamond drilling contractor that holds no interest in Royal Nickel.

For the purpose of establishing sections and for easy location reference in the context of the strike of the deposit, a local grid coordinate system has been established with a baseline approximately parallel to the strike of the Dumont sill and the general trend of the mineralized zones. Grid lines are oriented at an azimuth of 045° and the origin of the grid (grid coordinates 0E, 0N) is located at UTM NAD83 Zone 17 coordinates 678,160E, 5,392,714N. This grid was established for ease of reference and section plotting only and is shown in Figure 7. This is a virtual grid and no physical grid lines have been cut in the field. Drill collar coordinates continue to be recorded and reported in UTM NAD83 Zone 17 coordinates and drill hole directional data are recorded and reported relative to astronomic (true) north.

Drill hole directional surveys were conducted using a Maxibor down-hole survey tool which calculates the spatial coordinates along the drill hole path based on optical measurements of direction changes and gravimetric measurements of dip changes. Core recovery was very good and was generally greater than 95%.

All geological, engineering and supervision portions of the drilling program were overseen by geological staff of Royal Nickel, supervised by Mr. Alger St-Jean, P.Geo., Vice-President Exploration for Royal Nickel.

Resource Definition & Exploration Drilling

The sectional resource definition drilling program, initiated in 2007, was designed to maintain a nominal 100 m spacing between holes within the plane of the section and along strike between sections from section 5600E to Section 9000E. Drill spacing was decreased to 50 m by 50 m in two selected variability testing blocks centred on section 8250E and on section 6850E. Outside of the 9000E to 5600E range exploration drilling was conducted along the trend of the Dumont intrusion, usually at wider spacing. Several exploration holes were drilled where conductive anomalies detected by the VTEM airborne geophysical survey conducted ion 2007 coincided with the basal contact of the intrusion. The program was designed to define mineralization down to a nominal depth of 500 m from surface (-200 m elevation).

Structural Drilling

For the purpose of defining major geological structures (faults) in the central portion of the deposit, 1,359 m were drilled in 4 oriented core holes in 2009. These holes were drilled parallel to the strike of the deposit and at high angles to the major structures that cross-cut the deposit. Data from these structural holes were combined with the global drill hole database and surface mapping by John Fedorowich, Ph.D., P.Geo., of Itasca Consulting, to produce a first order structural model for the deposit that was used to delimit structural domains and help constrain the resource block model. Since 2009, several resource definition and exploration holes in zones of structural complexity have also been oriented to augment the structural model.

The structural model was revised and updated by SRK in 2011 using oriented core data collected during the 2011 geotechnical drilling campaign.

Bedrock Geotechnical Drilling

In order to define rock mass characteristics and evaluate open-pit wall slope angles on an indicative basis, data collection for a preliminary geotechnical study was carried out in 2009. Work associated with this study included the measurement and analysis of 1,503 m of NQ size core from drilling 3 oriented core holes near section 6800E, and a limited hydrogeological study between sections 6500E and 7500E. This data helped define the open pit wall slope angles used in the preliminary assessment.

Upon initiation of the pre-feasibility study, a geotechnical investigation program was designed by SRK and implemented by Royal Nickel staff under the supervision of SRK in 2011. The program consisted of 5,050 m of oriented HQ size core in 10 drill holes. Data from this drilling program were used by SRK to complete a pre-feasibility study-level geotechnical assessment for slope design. The assessed parameters include rock quality designation, fracture frequency per metre, empirical field estimates of intact rock strength, field (point load) and laboratory (uniaxial compressive and triaxial) strength, and RMR89. Hydraulic test data (49 packer tests) were also collected during this drilling program and used to map the distribution of bedrock hydraulic conductivity across the site and define bedrock hydrogeological domains.

Overburden Geotechnical Drilling

Overburden geotechnical drilling was carried out in two phases. A limited preliminary overburden characterization program was carried as part of the preliminary evaluation in 2010. This was followed by a more extensive program of overburden coring by sonic drilling and cone penetration testing in support of the pre-feasibility study in 2011.

Metallurgical Drilling

Drilling was carried out in 2010 to collect samples for bench-scale metallurgical variability testing and crushing testwork. A total of 2,774 m of drilling in 13 holes was completed for metallurgical domain composite sampling, and 3 holes totalling 406 m were completed for crushing testwork. Additional metallurgical samples were taken from holes drilled as part of the sectional resource drilling program.

The objective of the pilot plant sampling drilling was to provide representative mineralogical variability in a larger sample size for testwork at Royal Nickel's pilot plant located in Thetford Mines, Quebec. A series of 7 pilot drill holes totalling 1,757 m were completed to characterize the near-surface mineralization in order to select representative mineralization domains for sampling by large diameter drilling for mini pilot plant testing in 2010. On the basis of the results from these pilot holes, four locations were selected for large diameter (PQ-size) diamond drill coring and thirteen holes totalling 2,785 m were completed. Multiple holes were planned on each site in order to acquire a sufficient sample of each metallurgical domain.

The pilot plant sample drill holes (PQ) are sampled according to the variability domain composites defined in the pilot holes. Samples were stored on site in Amos until required for testwork in Royal Nickel pilot plant.

Sampling, Analysis, Security of Samples and Data Verification

Descriptions of the historical sampling methods and approaches at the Dumont Nickel Project, if available, have been discussed above. Prior to the initial drilling program conducted in 2007, Royal Nickel did not conduct any sample preparation or analysis, as no samples were collected from the property during the period leading up to the drilling program. Since initiating field exploration work in March 2007, Royal Nickel has maintained strict sample preparation and security procedures and a Quality Assurance/Quality Control (QA/QC) program following industry best practices.

SRK reviewed sample preparation, analyses, and security procedures and discussed the QA/QC program with Royal Nickel staff during the site visit in 2011. SRK also performed independent data analyses verification checks as described below and has also reviewed the results of the QA/QC program for the 2008, 2009 and 2010 Technical Reports.

In the opinion of SRK the sampling preparation, security and analytical procedures used by Royal Nickel are consistent with generally accepted industry best practices and are therefore adequate.

Drill Core Assay/Geochemical Sampling

Sample Collection & Transportation

Diamond drilling sampling controls start after a run has been completed and the rods are pulled out of the drill hole. The core is removed from the core barrel and placed in core boxes. The capacity of each box depends on the diameter of core stored in it (1.5 m for PQ diameter, 2.40 m for HQ diameter or 4.50 m for NQ diameter). This follows standard industry procedures.

Small wooden tags mark the distance drilled in metres at the end of each run. On each filled core box, the drill hole number and sequential box numbers are marked by the drill helper and checked by the geologist. Once the core box is filled at the drill site, the box is covered with a lid to protect the core and the box is sent to the core logging facility in Amos at the end of each shift for further processing. In general, the core recovery for the diamond drill holes on the Dumont Nickel Project has been better than 98% and little core loss due to poor drilling methods or procedures has been experienced.

Core Logging & Sampling

Once the core boxes arrive at the logging facility in Amos, the boxes are laid out in order, the lids are removed and the head of the first box is marked in red to denote the starting point of the drill hole. The core is then laid out on the logging table, and washed to remove any grease and dirt which may have entered the boxes. The core is stored sequentially hole by hole in racks for logging. Core logging consists of two major parts: geotechnical logging and geological logging.

The diamond drill core sampling is conducted by a team of several staff geologists in training and geological technicians under the close supervision of the Royal Nickel geologist in charge of the program on site. The Royal Nickel staff geologists are responsible for the integrity of the samples from the time they are taken until they are shipped to the preparation facilities in Rouyn-Noranda or Timmins.

The geotechnical logging is completed first to check the core pieces for best fit and to determine core recovery, rock quality designation, index of rock strength and magnetic susceptibility. The number of open (natural) fractures in the core is counted and the fracture surfaces are evaluated for their joint surface condition.

Geological logging follows and is comprised of recording the lithology, alteration, texture, colour, mineralization, structure and sample intervals. All geotechnical and geological logging and sample data are recorded directly into a computerized database using CAE Mining's (formerly Century System) DHLogger data logging software.

During the core logging process the geologists define the sample contacts and designate the axis along which to split the core with special attention paid to the mineralized zones to ensure representative splits. All core which is classified as dunite by the geological logging is marked in 1.5 m intervals for sampling. Any mineralized sections outside the dunite are also marked for sampling. Outside the dunite unit a minimum of one, 1.5 m control sample in every 10 m of core is taken.

Samples are identified by inserting three identical pre-fabricated, sequentially-numbered, weather-resistant sample tags at the end of each sample interval.

Once the core is logged, photographed and the samples are marked, the core boxes are transferred to the cutting room for sampling. Sections marked for sampling are split using a diamond saw except in the case of extreme rock hardness where a hydraulic splitter is used. Once the core is split in half, one half is placed into a plastic sample bag and the other half is returned to the core box. The core cutting technicians verify that the interval on the sample tag matches the markings on the core and that the sample tag matches the sample number on the bag. The half of the cut core returned to the core box is then re-marked by the core technician with a grease pencil to indicate the end of the sample interval. The boxes containing the remaining half core are stacked and stored on site in the secure core storage facility.

Duplicate, blank and standard samples are inserted into the sample stream at regular intervals using a sequential numbering scheme set up by Royal Nickel.

Once the sample is placed in its plastic sample bag, the bag is secured with electrical tie wraps and the sample bags are placed into large fabrene sacks. Generally, seven sample bags are placed into each fabrene bag and then the bag is secured with an electrical tie wrap. The fabrene sample bags remain secured in the core shack in Amos until they are shipped to the laboratory by courier. The general shipping rate for the samples is once for every 100 to 150 samples.

After-hours access to the core logging, core cutting and core storage facilities, as well as the project office, is controlled by a zoned alarm system with access restrictions based on employee function.

Sample Preparation & Analysis

Since June 1, 2008, Royal Nickel's samples have been prepared at ALS Minerals' (formerly ALS-Chemex) preparation facility in Timmins, Ontario and analyzed at ALS Minerals' laboratory in Vancouver, British Columbia. Both the preparatory facility and assay laboratory have ISO 9001:2000 certification. Expert Laboratories, located in Rouyn-Noranda, Quebec is not ISO certified; however, it does participate in the CANMET round-robin proficiency testing twice yearly. John Guo, P.Geo., OGQ (until recently a Senior Geologist for the Dumont Nickel Project), performed an annual inspection of Expert Laboratories in Rouyn-Noranda and the ALS Minerals sample preparation facility in Timmins. Prior to June 1, 2008, all samples were assayed at Expert Laboratories and then all the pulps were re-assayed at ALS Minerals. Currently, 5% of each assay batch returned from ALS Minerals is randomly selected for check assay at Expert Laboratories.

Once the samples reach ALS Minerals' Timmins preparation laboratory, each sample is dried as needed, crushed, and split into "reject" and a 250 g aliquot for pulverization. After pulverization the 250 g pulverized sample aliquot is again split into a 150 g master sample and a 100 g analytical sample. The 150 g master sample is stored in the Timmins facility for reference and the 100 g analytical sample is forwarded to the ALS Minerals analytical laboratory for assaying in Vancouver. On receipt in Vancouver, the specific gravity of the analytical sample material is measured by gas pycnometer, and this is followed by a 35-element analysis using an aqua regia digestion and ICP-AES finish. Where reported nickel values exceed 4,000 ppm, a second analysis is completed from the 100 g analytical sample using a four acid total digestion with an ICP-AES finish. This 4,000 ppm threshold reanalysis was raised to 10,000 ppm on June 1, 2008. In addition, all samples are assayed for precious metals (gold, platinum, palladium) using a standard fire assay with an ICP-AES finish.

After a holding period at the laboratories, all pulps and rejects are returned to Royal Nickel in Amos for long-term storage.

All analytical data are reconciled with the drill log sample records and recorded in the project database. For the purpose of geological and resource modelling, the ALS Minerals aqua regia determinations are used for samples under 10,000 ppm nickel and the ALS Minerals total digestion determinations are used for samples over 10,000 ppm nickel.

Control, Blank and Duplicate Samples

As part of Royal Nickel's QA/QC procedures, a set of control samples comprised of a blank, a field duplicate and a standard reference material sample, are inserted sequentially into the sample stream. The cut core samples, along with the inserted control samples, are then shipped to the ALS Minerals assay preparation facility in Timmins.

Mineralogical Mapping Sampling

The mineralogical mapping sampling program uses SGS' EXPLOMIN™ application of Quantitative Evaluation of Minerals by Scanning electron microscopy (QEMSCAN) methods to provide detailed mineralogical information on mineral assemblages, nickel deportment, liberation, alteration and the variability of these factors. Mineralogical samples were taken for the purpose of metallurgical domain composite characterization and for the purpose of mineralogical mapping of the Dumont deposit.

Sample Definition & Sampling

The mineralogical mapping sampling program samples a quarter of the NQ core drilled and previously sampled for the resource definition program. In areas of interest, sample length and location are defined to coincide with previous assay sample intervals so that a direct comparison can be made between results obtained from assay/geochemical analyses and mineralogical sampling results.

The selected mineralogical mapping samples are given a unique sample identification number (ID), photographed, and sent to the core cutting area. Mineralogical mapping sampling is usually completed in batches, where multiple samples are selected from each hole, then cut sequentially.

The half-core remaining from the previous assay sampling is quarter-split to produce the mineralogical sample. A portion of the quartered core is cut further to produce a pre-selected portion of rock for thin section field stitch analysis. The selected portion for field stitch analysis and the quartered core are each placed in separate bags, and identified by the same mineralogical mapping sample ID.

For QA/QC purposes, a piece of the quartered core selected for mineralogical particle scan analysis is selected from the sample bag and placed in the Royal Nickel mineralogical mapping sampling library.

Once a sample is placed in its plastic bag, the bag is secured with staples. Typically, seven sample bags are placed into a cardboard box and secured with tape. The sealed boxes remain secured in the Amos core logging facilities until they are shipped to the laboratory using a courier service. Samples are shipped at the rate of 50 to 100 samples at per shipment. Blanks and standard samples are inserted into the sample stream at regular intervals using a sequential numbering scheme set up by Royal Nickel.

The sample bag with the thin section slice is sent directly to SGS for thin section preparation and mineralogical analysis. The sample bag containing the quarter core is sent first to ALS Minerals' Timmins preparation laboratory for stage crushing and assaying, with a split shipped to SGS for mineralogical particle scan analysis.

After-hours access to the core logging, core cutting and core storage facilities, as well as the project office, is controlled by a zoned alarm system with access restrictions based on employee function.

Sample Preparation & Analysis

Upon receipt at ALS Minerals' Timmins preparation laboratory the mineralogical samples are prepared according to the following procedure: weigh and log received sample; crush entire sample to > 70% passing 2 mm; riffle split 100g for pulverizing; stage pulverize, two 100g splits to 90% passing 106 µm; wash pulverizer; crush to 70% passing 2 mm; and pulverize to 90% passing 150 mesh.

The first 100 g split of pulverized material is sent to SGS where the sample is prepared for EXPLOMIN™ particle scan mineralogy and XRF Borate Fusion assay. The results are forwarded to Royal Nickel and imported directly into the database.

The other 100 g split of the pulverized material is retained by ALS Minerals for chemical analyses. The reject material is sent back to Royal Nickel's Amos office for storage. The results are forwarded to Royal Nickel and imported directly into the database.

Geochemical Preparation & Analysis

Samples are analyzed at the ALS Minerals Laboratory in Vancouver, for specific gravity by gas pycnometer, followed by a 35-element analysis using an aqua regia digestion and ICP-AES finish. Where reported nickel values exceeded 10,000 ppm a second analysis is completed using a four acid total digestion with an ICP-AES finish. In addition, all samples are assayed for precious metals (gold, platinum, palladium) using a standard fire assay with an ICP-AES finish. Analysis results are forwarded to Royal Nickel and imported directly into the project database.

Mineralogical Preparation & Analysis

Procedures for EXPLOMIN™ mineralogical analysis and sample preparation internal to SGS were provided to Royal Nickel by SGS as a personal communication. Upon sample receipt, the Sample Login technician verifies the received samples according to the sample list provided by Royal Nickel geologists. Any extra sample(s), discrepancies in identification, damage, contamination, unsuitable samples, concerns, or hazards are recorded, and Royal Nickel is notified. Once sample receipt is verified, samples are forwarded to the mineralogist for sample login and laboratory information management system ("**LIMS**") reporting. The samples are kept in the same order that they appear on the documentation provided by Royal Nickel.

For sample tracking purposes within SGS, LIMS numbers are assigned to incoming samples. The LIMS number reflects the type of work being performed on the samples, the source of the samples, and secondary information such as Reference, Project, Batch, Quote, Link, Note, Category, Supervisor, Priority, Warning, Charge ID, Date Received, Date Requested. When the LIMS log-in has been completed, a project file is created to hold all the paperwork pertaining to the project. The project file is labelled with the project number, LIMS number, and the Client or Company name. A log-in checklist is attached to the project file and completed. A chain of custody is created. LIMS information is recorded on a diamond services/mineralogy project list.

The project file is placed in a red folder and given to the Mineralogy Project Supervisor. Once the folder is checked by the Mineralogy Project Supervisor it is returned to Sample Login. Any additional information is updated in LIMS and the project list. The signed chain of custody is photocopied and the original is mailed to the client.

Active mineralogy samples are stored with labels containing the project number, LIMS number, and test required. All of the samples are placed in one of the LIMS numbered, large plastic bags, placed in the 'To Do' box. A copy of the work order accompanies the samples.

When all requested analyses have been completed, samples are brought to Sample Tracking for storage. Boxes are stored in the Sample Tracking Room in Mineralogical Services for six months. After six months, the box is inventoried and the mineralogist is contacted for further instructions.

Sample Preparation

Using a binocular microscope, the Mineralogist or Project Mineralogist identifies the areas of interests previously marked by Royal Nickel staff for thin section analysis. One polished section for each sample is prepared for field stitch analysis. Sections are ground and polished then coated with carbon for analysis.

Crushed samples that are received later on from ALS Minerals are first riffle-split into two parts (of ~125 g), one for mineralogy and one for assay. Each sample is potted in moulds and the necessary amount of resin and hardener is added. The moulds are placed into the pressure vessel and left under pressure for five hours. The moulds are then labelled and backfilled with resin. Then they are placed in the oven. The sections are ground and polished followed by carbon coating.

QEMSCAN Operation

The block holder is loaded with the samples. Measurement parameters (for core samples, field scan mode with 10 µm resolution and for crushed samples, PMA mode with 3 µm resolution) are set up. Stage Set-Up, Focus Calibration, Beam optimization and BSE Calibration are performed at the start of each run. After the runs are completed, the daily quality checks are performed as summarized in the table below. Weekly calibration and checks are also preformed to verify the following: Stage Initialization, Tilt Check, Rotation Check, X-Ray Detector Check, Gun Set-up, Brightness and Contrast, Filaments and Vacuum. The detectors are checked every three months.

The QEMSCAN Data Validation report includes a measurement validation table and an assay reconciliation chart. QEMSCAN data are compared to externally measured chemical assay data to ensure measurement accuracy. Minerals are double-checked optically. A technical check is preformed on all data by a senior mineralogist.

Task/Duty	Operational Purpose	Management Purpose
Checking correctness of PS placement.	Statistics will readily show if samples and parameters are mismatched.	Proper scheduling and quality control protocols.
Check that analyses have been performed successfully.	Go-, no-go decision to perform sample exchange for next analysis batch.	Keep track of scheduling, processing and project management.
Keep track of the measurement statistics as a matter of record	Optimization of analyses is influenced by the interdependence of PS-packing density and point-spacing	If additional statistics are required for particle or modal accuracy, additional PS's may be required.
To assist in optimizing analysis parameters and analysis times.	For reviewing parameter selection criteria. Resolution vs. speed.	Establishing accuracy and precision of measurement.

Note: Table supplied by SGS.

Analytical results are forwarded to Royal Nickel and imported directly into the database.

Control Samples

As a part of SGS standard QA/QC procedures for QEMSCAN analysis, a standard sample is run every week. There are currently three standard samples from different projects that are cycled each time. One of the standards used is a Royal Nickel data validation sample.

As part of Royal Nickel's QA/QC procedures for geochemical assays, a set of control samples comprised of a blank and standard reference material sample, are inserted sequentially into the sample stream. The cut mineralogical samples along with the inserted control samples are then shipped to ALS Minerals for stage crushing and chemical analysis. The standard reference materials and blanks used are analogous to those described previously with the exception that the frequency of insertion is increased to approximately one in every 15 samples.

Pilot Plant Sampling

PQ core metallurgical domain composite samples are selected based on nickel deportment, grade and alteration of the rocks as determined through assays and mineralogical sampling of an NQ pilot hole drilled at the sampling location. A 1.5 m PQ drilling grid was established around each NQ pilot hole to plan multiple PQ holes on the same site in order to accommodate the sample volume required (approximately 1,800 kg per domain sample) while maintaining domain sample uniformity. As a result of hole proximity and the inherent difficulty and cost of PQ drilling in overburden, a percussion water well-drilling rig was employed to drive casing into bedrock for the multiple holes required on each of the sites. Once casing was seated in bedrock, the diamond drill returned to drill the PQ core domain samples.

The sampling method for PQ core is identical to that described previously up to and including the geotechnical logging, after which the procedure is different. After geotechnical logging, the core is thoroughly cleaned to remove any drilling additives that may interfere with the metallurgical testwork. The PQ core is then checked for comparability to the pilot hole, by comparing lithological contacts, mineralization, alteration, and structural features. The core is then logged for lithology, and metallurgical domain composite samples are delineated which reflect those established in the pilot NQ hole. The core is then photographed and placed in short-term indoor storage to await sampling. After-hours access to the core logging, core cutting and core storage facilities, as well as the project office, is controlled by a zoned alarm system with access restrictions based on employee function.

The PQ sampling program is supervised by an independent qualified engineer provided by Stavibel Inc. to ensure quality control of the sampling method and to certify chain of custody. The rock is weighed and transferred by domain sample from the core boxes directly into 200 litre plastic barrels fitted with Schrader valves. The domain samples are kept separate and barrels are filled in sequential order. A barrel typically holds from 250 to 270 kg of rock. The engineer seals the full barrel and places a numbered tag on the closure to prevent or identify any possible tampering. The barrels are purged with nitrogen to prevent oxidation and degradation of the rock while the sample awaits metallurgical testwork.

When the sample is required by Royal Nickel's metallurgical group, the barrels are shipped directly via road freight to the pilot plant in Thetford Mines, Quebec.

Electron Microprobe Sampling

Polished sections from the mineralogical mapping program from locations throughout the Dumont deposit were selected to quantify the variability of nickel content in key minerals of interest by electron microprobe analysis.

Royal Nickel contracted SGS to conduct a detailed electron microprobe analyses on these samples which were already in storage at SGS facilities. SGS subcontracted the analyses to facilities at McGill and Laval University. The McGill University Electron Microprobe Microanalytical Facility is equipped with a JEOL 8900 instrument while the Laval Microanalysis Laboratory is equipped with a CAMECA SX-100. Machine calibrations, replicates and all results passed internal QA/QC procedures used at the facilities and checks as prescribed by SGS.

Comminution Sampling

An extensive grindability study was performed on 75 samples from the Dumont deposit. Two types of samples were provided for the testwork, 65 half-NQ and 10 full PQ core samples, corresponding to variability and drop-weight samples, respectively.

Sampling Selection

The 65 half-NQ and 10 full PQ core samples have been selected from previously drilled and stored core by Royal Nickel. Samples were selected throughout the preliminary economic assessment pit shell and considered:

- preliminary hardness domains (as indicated from point load testing corresponding to olivine, serpentine, coalingite and faulted domains),
- nickel deportment,
- distribution throughout preliminary economic assessment payback shell.

All selected samples are contained within the mineralization envelope to target mineralized dunite of various grades and mineralization types. Half of the selected 65 half-NQ samples (33) were chosen inside the preliminary economic assessment payback shell. The remaining 32 samples were evenly distributed through the remaining volume of the mineralized envelope within the preliminary economic assessment pit shell. Selected drill hole intersections were chosen to represent the range of mineralogical and chemical variations with focus on those factors which seem to affect point load strength index (PLSI).

Sample Preparation

Several shipments of drill core were shipped to the SGS' Lakefield, Ontario site from January to March 2011. The 10 full PQ drill core samples were prepared as shown in Figure 8.

Figure 8: Sample Preparation Diagram – Full PQ Drill Core

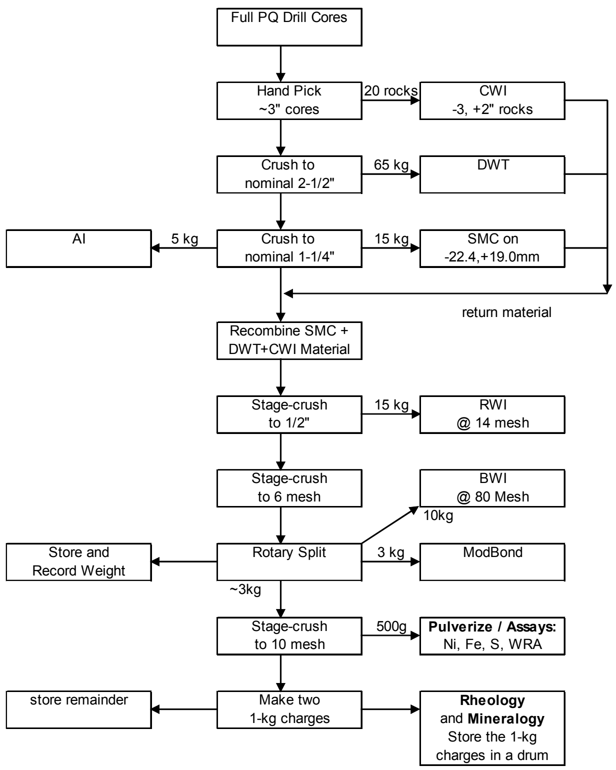
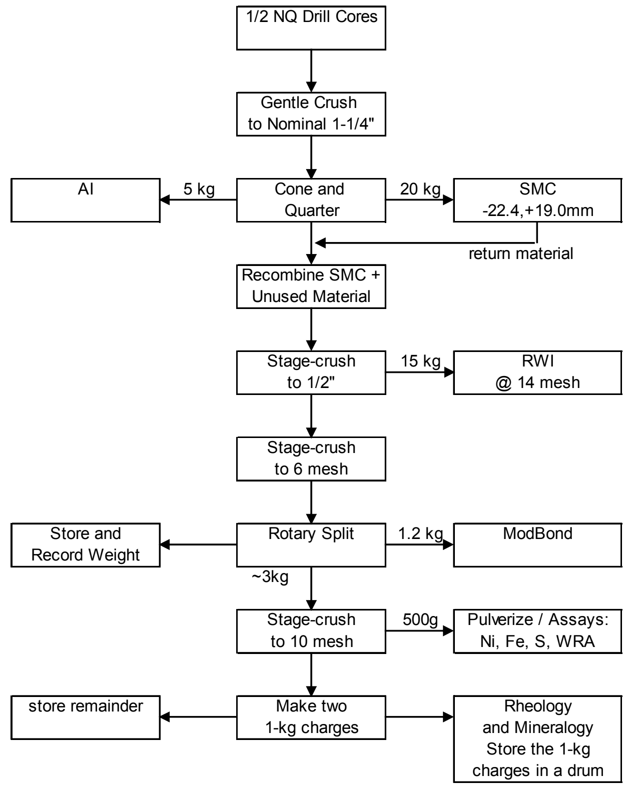


Figure 9: Sample Preparation Diagram – Half-NQ Drill Core



These samples underwent the following tests: bond low-energy impact test (CWI); drop-weight test (DWT); SMC test (SMC), bond rod mill grindability test (RWI), bond ball mill grindability test (BWI), bond abrasion test (AI); rhelogical characterization; and mineralogical characterization.

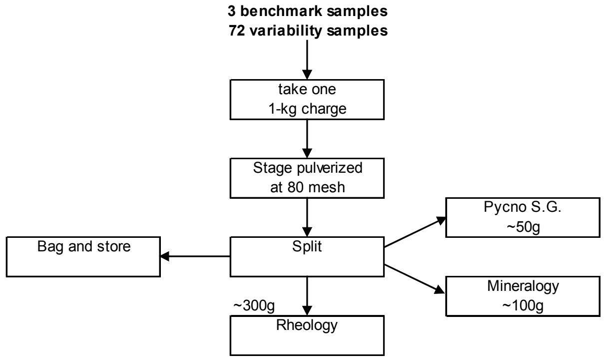
The 65 half-NQ drill core samples were submitted for the same suite of tests with the exception of the Bond low-energy impact test and the drop-weight test. The preparation of the 65 half-NQ drill core samples is shown in Figure 9. Three samples selected by Royal Nickel were submitted for full rheology benchmark testing in order to establish testing criteria that would be applied to the 72 remaining samples. The samples submitted for Bond ball mill grindability testing were also submitted for the ModBond test, in order to establish the ModBond – BWI correlation parameters.

A final inventory of the samples prepared is shown in Figure 9, which includes the weight of the material shipped back to Royal Nickel for further testing. All the remaining minus 6 mesh material, totalling 4,339 kg in 20 drums, was shipped to a warehouse in Quebec at the request of Royal Nickel.

Rheology & Mineralogy Preparation

The preparation for the rheological characterization is shown in Figure 10. Note that an additional 1 kg charge was used for each of the three benchmark samples.

Figure 10: Sample Preparation for Variability Rheology



Head Assays

The samples were analysed for nickel, sulphur, iron and major elements (Whole Rock Analysis). The iron determinations were performed using two methods, Borate Fusion-XRF (Whole Rock Analysis) and Pyrosulphate Fusion -XRF.

Environmental Geochemistry Sampling

Sampling for Laboratory Testwork

The objectives of the geochemical characterization program are to: (i) classify mine waste according to Québec Directive 019 sur l'Industrie Minière (Directive 019) for waste management planning, and (ii) identify chemicals of potential environmental interest in the framework of future mine site water quality and possible water treatment requirements during mine operation.

The phase 1 environmental geochemistry program was completed by Genivar in 2009. Samples were selected by one engineer and one geologist of Genivar with the help of one geologist of Royal Nickel. A total of 21 waste rock samples (three gabbro, ten peridotite, five dunite, two feldspar porhyry and one basalt) were selected for ABA and leaching tests. Six samples from the mineral deposit representing the low (three samples) and the high (three samples) nickel grades were also sent for ABA and leaching tests. In addition, three tailings samples were selected for environmental testing. Five samples of different lithologies and grades (waste: peridotite and dunite, ore: low- and high-grade, tailings) were selected for humidity cell tests. Finally, a composite sample of mineralized rock (low- and high-grade) was created from five different samples for the MWMP test.

For the phase 2 environmental geochemistry program in 2011, rock samples were collected by Royal Nickel staff supervised by a Royal Nickel geologist according to a sampling scheme devised by Golder Associates Ltd. ("**Golder**"). A total of 93 samples of core from waste rock areas were collected from existing core of previously drilled exploration boreholes. Samples were collected throughout the deposit and mostly outside the ore shell but within or near the anticipated open pit outline. For each rock sample, 3 to 5 kg of core was collected over an interval of approximately 5 to 10 m, some consisting of sub-samples collected at regular intervals of approximately 1 m. Each sample was checked against its log description in terms of rock type, alteration, and staining associated with sulphide mineral oxidation. A consistent sample collection procedure was applied for all rock samples. Each sample was bagged individually to avoid cross-contamination and was labelled with the unique sample identification number. Metallurgical processing wastes (equivalent to tailings) generated at an off-site processing facility were retained for geo-environmental analysis. The tailings were generated from composite samples of ore collected by Royal Nickel from each of the main mineralization types including alloy ore, sulphide ore and mixed alloy and sulphide ore. Three samples of tailings and three samples of associated process water were collected, packaged and shipped to the laboratory by Royal Nickel for analysis.

All rock and metallurgical processing samples were shipped to Maxxam Analytics Inc. in Montréal (Maxxam) for sample preparation (crushing and grinding of rock) and geochemical analysis.

Analytical Methods for Laboratory Testwork

The static tests completed on mine waste solids are consistent with those recommended by Directive 019 and include acid-base accounting ("**ABA**"), chemical composition (whole rock and trace element), and leaching tests (TCLP, SPLP, CTEU9).

*Acid Rock Drainage ("**ARD**") Potential*

The potential of geologic materials to generate ARD was evaluated through ABA following Québec Method MA.110-ACISOL 1.0. This test includes the determination of the following parameters: (i) total sulphur by LECO furnace and Acid Potential ("**AP**") calculated based on total sulphur content and (ii) Neutralization Potential ("**NP**") (following Québec Method MA.110-ACISOL 1.0). The values of AP and NP are reported as kg equivalent calcium carbonate ($CaCO_3$) per tonne of rock.

NP is a bulk measurement of the acid-buffering capacity of a sample provided by various minerals of different reactivities and effective neutralization capacity. It is measured by digestion of a pulverized portion of the sample using a strong acid. This process consumes all minerals affected by the acid, including minerals that may not normally be reactive under ambient conditions and minerals that would not neutralize to pH-neutral conditions (such as silicate minerals. This method can overestimate effective NP.

The potential of a material to generate acid (acid potential or AP) is calculated from the total sulphur content of the sample in equivalent calcium carbonate. AP is a theoretical value that represents the maximum potential acidity that can be generated by sulphur-bearing minerals in a rock sample assuming that all sulphur is present as pyrite and is available to oxidize completely. This method is generally found to overestimate the AP because total sulphur includes non-reactive sulphur minerals such as sulphates and certain sulphides.

Chemical Composition

The chemical composition of the samples was determined through whole rock and trace element analyses. Major element composition was determined through whole rock analysis by borate fusion and X-ray fluorescence ("**XRF**"). Trace element composition was determined through the CEAEQ Method MA200 Mét 1.2.

Metal Leaching Potential

Various short-term leach tests were used to determine the potential of the waste to release readily-soluble metals to the receiving environment. The leach tests performed follow Québec Method MA.100-Lix.com.1.0.

Sampling for In-Situ Experimental Cells

A bulk sample of mineralized serpentinized dunite weighing 110 tonnes was collected from outcrop for inclusion in an in-situ experimental environmental characterization cell constructed on the Dumont Nickel Project. The outcrop was cleared of glacial overburden with an excavator and power washed. The area identified for sampling was then drilled and blasted to a depth of approximately 1.5 m. The sample was loaded into a dump truck and transported immediately to the in-situ cell site and deposited directly into the in-situ cell.

Quality Assurance & Quality Control Programs

Quality assurance and quality control programs are typically set in place to ensure the reliability and trustworthiness of exploration data. They include written field procedures and independent verifications of aspects such as drilling, surveying, sampling and assaying, data management and database integrity. Appropriate documentation of quality control measures and regular analysis of quality control data are important as a safeguard for project data and form the basis for the quality assurance program implemented during exploration.

Analytical control measures typically involve internal and external laboratory control measures used to monitor the precision and accuracy of sampling, sample preparation and assaying. They are also important to prevent sample mix-up and to monitor the voluntary or inadvertent contamination of samples. Assaying protocols typically involve regular duplicate and replicate assays and the insertion of quality control samples to monitor the reliability of assaying results throughout the sampling and assaying procedures. Check assaying is typically performed as an additional reliability test of assaying results. Check assaying involves re-assaying a set number of rejects and pulps at a secondary umpire laboratory.

Royal Nickel has implemented external analytical control measures since commencing their drilling programs at the Dumont Nickel Project in 2007. Analytical control measures consist of the insertion of quality control samples including field blanks, field duplicates and standard reference materials ("**standards**") within all sample batches submitted for assaying as well as check assaying. Royal Nickel only began regularly inserting field duplicates beginning with drill hole 07-RN-04.

Field blanks consist of local esker sand and generally range in grade between 0.003 and 0.008 percent nickel, with an acceptable upper limit of 0.020 percent of nickel. Field duplicates consist of quarter core.

Royal Nickel used four certified control samples sourced from Ore Research & Exploration Pty Ltd. of Victoria, Australia: OREAS 13P, OREAS 14P, OREAS 70P and OREAS 72A. OREAS 13P and OREAS 14P were replaced by OREAS 70P and OREAS 72A in 2008, as they were considered to be unrepresentative of the expected rock type and nickel grades.

OREAS 13P and OREAS 14P are both certified for copper, gold, nickel, palladium and platinum values. OREAS 70P is certified for a range of precious and base metals, including nickel and cobalt, and other major and lithophile trace elements. OREAS 72A is certified for nickel, cobalt, gold, platinum, palladium, iron, copper, chromium, magnesium oxide, aluminium oxide, arsenic, silicon dioxide and sulphur. A standard, a blank or a field duplicate sample were inserted into the sample stream at a rate of one every 25 samples.

Prior to June 1, 2008 all pulps prepared by Laboratoire Expert Inc. ("**Laboratoire Expert**") were re-assayed at ALS Chemex Laboratory. Since June 1, 2008 five percent of the pulps from ALS are randomly selected and re-assayed at Laboratoire Expert.

In the opinion of SRK, the sampling preparation, security and analytical procedures used by Royal Nickel are consistent with and often exceed generally accepted industry best practices.

Data Verification

Site Visit

In accordance with NI 43-101 guidelines, Sébastien Bernier from SRK visited the Dumont Nickel Project between April 27 and May 2, 2011 accompanied by John Korczak, Senior Geologist from Royal Nickel. The purpose of the site visit was to ascertain the geological setting of the project, witness the extent of exploration work carried out on the property and assess logistical aspects and other constraints relating to conducting exploration work in this area.

All aspects that could materially impact the mineral resource evaluation reported herein were reviewed with Royal Nickel staff. SRK was given full access to all relevant project data. SRK was able to interview exploration staff to ascertain exploration procedures and protocols.

Drill hole collars are clearly marked with metal stakes inscribed with the borehole number on a metal plate. No discrepancies were found between the location, numbering or orientation of the holes verified in the field plans and the database examined by SRK.

The site visit was undertaken during active drilling and SRK examined core from numerous drill holes being processed in the core facility. SRK examined and relogged the nickel mineralized zone from drill hole 11-RN-242. SRK also re-sampled this hole.

Database Verifications

All the data collected by Royal Nickel is incorporated directly into a CAE Fusion database using electronic files only. Data collected by the logging geologists are recorded electronically into DHLogger, within the Fusion database management system. Samples tags are automatically and electronically generated by DHLogger. Both DHLogger and Fusion software are equipped with a series of rigorous internal checks that prevent entry errors, including duplications and missing intervals that may occur during logging and/or importing of assay data received electronically from the laboratory. During the site visit, SRK reviewed and verified the logging procedures with several logging geologists. SRK also performed a series of statistical tests on the database as part of the mineral resource estimation process. No errors were found.

SRK was of the opinion that the database was adequate and sufficiently reliable for mineral resource estimation.

Verifications of Analytical Quality Control Data

Royal Nickel made available to SRK analytical control data as Microsoft Excel spreadsheets that contained the assay results for the quality control samples (field blanks, field duplicates, certified control samples and check assays).

SRK aggregated the assay results for the external quality control samples for further analysis. Sample blanks and certified reference materials data were summarized on time series plots to highlight the performance of the control samples. Field duplicate and check assay (paired) data were analyzed using bias charts, quantile-quantile and relative precision plots.

The external analytical quality control data produced for this project represents approximately 11.5% of the total number of samples submitted for assaying or 42.6% including check assays. There were a number of field blanks above the acceptable upper limit of 0.02% nickel; however, SRK noted that this comprised less than 1% of the total field blanks. Overall, the nickel mean of the blank samples ranged between 0.003% and 0.008% nickel, indicating that the esker sand used as a blank is not barren in nickel. Considering the low average grade of the nickel mineralization at Dumont, cross sample contamination may not be monitored effectively with the blank sample used by Royal Nickel. SRK recommended that Royal Nickel use a blank barren in nickel.

The performance for the certified reference materials was generally acceptable, although OREAS 13P, OREAS 14P and OREAS 72A samples generally display mean grades lower than the expected nickel values. In particular, mean nickel grades for OREAS 13P deviated the most from the expected nickel grades with approximately 91% of nickel assays below two standard deviations of the expected value. OREAS 70P performed within the expected range. The exact cause for failure of OREAS 13P is difficult to ascertain by SRK, but should be investigated by Royal Nickel and ALS.

Although SRK reported only nickel and cobalt grades in the mineral resource statement, the following elements were also modelled because of their potential impact to nickel recovery: sulphur, copper, chromium, arsenic, lead, iron, calcium, gold, platinum, and palladium. However, the certified control samples used by Royal Nickel are not certified and/or have indeterminate statistics for all these elements. Royal Nickel considers that some platinum and palladium can be recovered as a by-product in the nickel concentrate. All the other secondary metals are assumed by Royal Nickel to add insignificant value to the nickel mineralization of this project.

Field duplicate assay (paired) data analysed by SRK showed that assay results for all elements can be reasonably reproduced by ALS from the same pulp. Similarly specific gravity replicate measurements confirm the initial values. Rank half absolute difference ("**HARD**") plots for nickel show more than 96% of the field duplicate samples have HARD below 10%. This is very good and expected from re-assaying the same pulp.

Check assay (paired) data for nickel analyzed by Laboratoire Expert between 2007 and 2009 generally agree with ALS results. In 2010 and in particular 2011, SRK noted that there were significant departures between the two laboratories with Laboratoire Expert yielding consistently lower nickel grades in the 0.1% and 0.3% nickel grade range. Further, there appeared to be a gap between 0.2% and 0.3% nickel returned by Laboratoire Expert. Laboratoire Expert assay results were only used as checks and were not considered for resource estimation. It is difficult to analyze retrospectively the problem with the Laboratoire Expert check assay results, which is not accredited. SRK recommended that Royal Nickel further investigate this discrepancy between ALS and Laboratoire Expert and that Royal Nickel change the umpire laboratory to an accredited facility to obtain reliable check sample values. The investigations should include submitting an additional suite of samples from the 2010 to 2011 period (with certified control samples) to another laboratory for additional check assaying.

Overall, SRK considered that analytical quality control data reviewed by SRK attest that the assay results delivered by the primary laboratory used by Royal Nickel were sufficiently reliable for the purpose of resources estimation. Other than indicated above, the datasets examined by SRK did not present obvious evidence of analytical bias.

Independent Verification Sampling

As part of the verification process, SRK collected eighteen verification samples during the site visit between April 27 and May 2, 2011. The verification samples replicate Royal Nickel sample intervals at drill depths between 495 and 522 m from borehole 11-RN-242, drilled in 2011. The verification samples comprised of NQ quarter core and were sent to AGAT Laboratories Ltd. ("**AGAT**"), Sudbury, in May 2011. The AGAT laboratory is accredited by the Standards Council of Canada ("**SCC**") and/or the Canadian Association for Laboratory Accreditation Inc. ("**CALA**") for specific tests. AGAT used a four acid digestion with an ICP-AES finish analytical method.

Comparative assay results for the verification samples were analyzed. The verification samples (paired data) were also analyzed using bias charts, quantile-quantile and relative precision plots. The verification samples show that for nickel and sulphur grades and specific gravity, ALS results can be reasonably reproduced by AGAT. HARD plots show 88.9% for nickel, 72.2% for sulphur and 100.0% for specific gravity, have HARD below 10%. The results for other elements were not provided by Royal Nickel.

Such a small sample collection cannot be considered representative to verify the nickel grades obtained by Royal Nickel. The purpose of the verification sampling was solely to confirm that there is nickel mineralization and verify that SRK could reproduce nickel grades for the sample intervals independently chosen by SRK.

Mineral Resource and Reserves Estimate

The mineral resource estimate for the Dumont Nickel Project was prepared by Mr. Sébastien Bernier, P.Geo, at SRK. The effective date of the current resource estimate is December 13, 2011. The mineral resource estimate considers drilling information available to October 3, 2011 and was evaluated using a geostatistical block modelling approach constrained by seven sulphide mineralization wireframes. The mineral resources have been estimated in conformity with the CIM "Mineral Resource and Mineral Reserves Estimation Best Practices" guidelines and were classified according to the CIM Standard Definition for Mineral Resources and Mineral Reserves (December 2005) guidelines. The mineral resources are reported in accordance with NI 43-101.

SRK was unaware of any environmental, permitting, legal, title, taxation, socio-economic, marketing, and political or other relevant issues that may materially affect the mineral resources.

Resource Category	Quantity (kt)	Grade Ni (%)	Grade Co (ppm)	Contained Nickel (kt)	Contained Nickel (M lbs)	Contained Cobalt (kt)	Contained Cobalt (M lbs)
Measured	189,770	0.29	111	550	1,203	20	46
Indicated	1,220,300	0.27	108	3,270	7,216	130	290
Measured + Indicated	**1,410,070**	**0.27**	**109**	**3,820**	**8,419**	**150**	**336**
Inferred	695,200	0.26	100	1,790	3,939	70	154

Note: *Reported at a cut-off grade of 0.2% Ni inside conceptual pit shells optimized using nickel price of US$9.00/lb, average metallurgical and process recovery of 41%, processing and G&A costs of US$5.40/t milled, exchange rate of C$1.00 = US$0.90, overall pit slope of 40° to 44° depending on the sector and a production rate of 100 kt/d. All figures rounded to reflect the relative accuracy of the estimates. Mineral resources are not mineral reserves and do not have demonstrated economic viability.

In addition to nickel, SRK modelled the abundance distribution of eleven other main elements: arsenic, gold, calcium, cobalt, chromium, copper, iron, lead, palladium, platinum and sulphur.

To facilitate Royal Nickel's ongoing evaluation of metallurgical recovery, SRK also constructed estimation models of mineral abundances. Specifically, SRK modelled the abundance distribution of pentlandite, heazlewoodite, awaruite, olivine, magnetite, serpentine, brucite, coalingite, and iron-rich serpentine. Although these mineral abundances do not directly impact the mineral resource at the Dumont Nickel Project, they do affect the metallurgical recovery, which has a direct impact on the feasibility of this project.

Reserves were estimated by David Penswick, P. Eng, an independent consultant, based on the mineral resource block model described above. Reserves are based on a Lerchs-Grossmann (LG) optimized pit shell generated using only nickel values and a nickel price of US$6.70/lb, which is 74% of the long-term forecast of US$9.00/lb and include planned and unplanned dilution of 4.2% and 0.65%, respectively.

Reserve Category	Reserves (kt)	Grade Ni (%)	Grade Co (ppm)	Contained Nickel (kt)	Contained Nickel (M lbs)	Contained Cobalt (kt)	Contained Cobalt (M lbs)
Proven	0	0.00	0	0	0	0	0
Probable	1,069,700	0.27	108	2,876	6,340	116	255
Total Proven & Probable	**1,069,700**	**0.27**	**108**	**2,876**	**6,340**	**116**	**255**

Notes: Reported at a cut-off grade of 0.2% Ni inside an engineered pit design. This design was based on a Lerchs-Grossmann optimized pit shell using nickel price of US$6.70 per pound, average metallurgical and process recovery of 41%, processing and G&A costs of US$6.30 per tonne milled, exchange rate of C$1.00 = US$0.90, overall pit slope of 40° to 44° depending on the sector and a production rate of 50 kt/d. All figures rounded to reflect the relative accuracy of the estimates. Mineral reserves are based on a smallest mining unit of 6,000 m^3 and include allowances of 0.65% for unplanned dilution and 0.80% for mining losses.

In addition to Ni and Co, Dumont reserves contain potentially economic PGEs, including 0.4 Moz of Pt and 0.7 Moz of Pd.

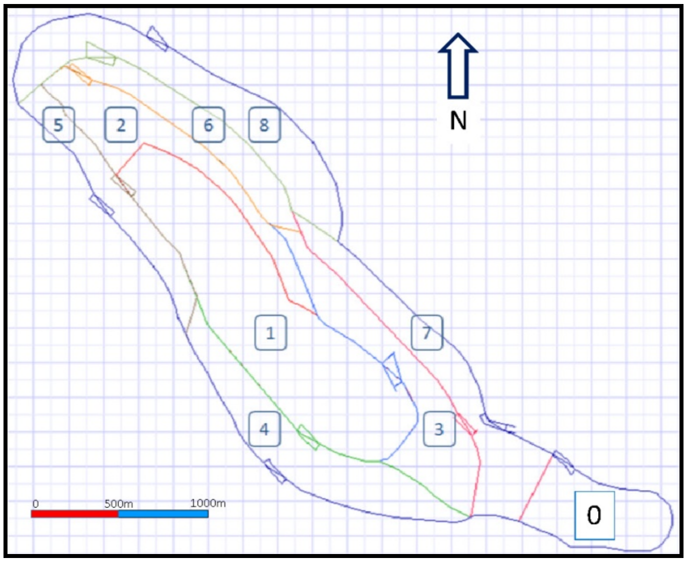
Mining Operations

The Dumont Nickel Project will consist of an open pit mine and an associated processing facility along with on-site and off-site infrastructure to support the operation. The mine, process plant and associated infrastructure are designed to initially process 50 kt/d of ore, with expansion to 100 kt/d in Year 5.

Open Pit Mine Plan

The mining sequence was developed based on the nested LG shells and also took account geometric constraints, such as the requirement to maintain ramp access through different phases of development. Figure 11 below illustrates the general sequence for developing the pit.

Figure 11: General Mining Sequence



The following should be noted:

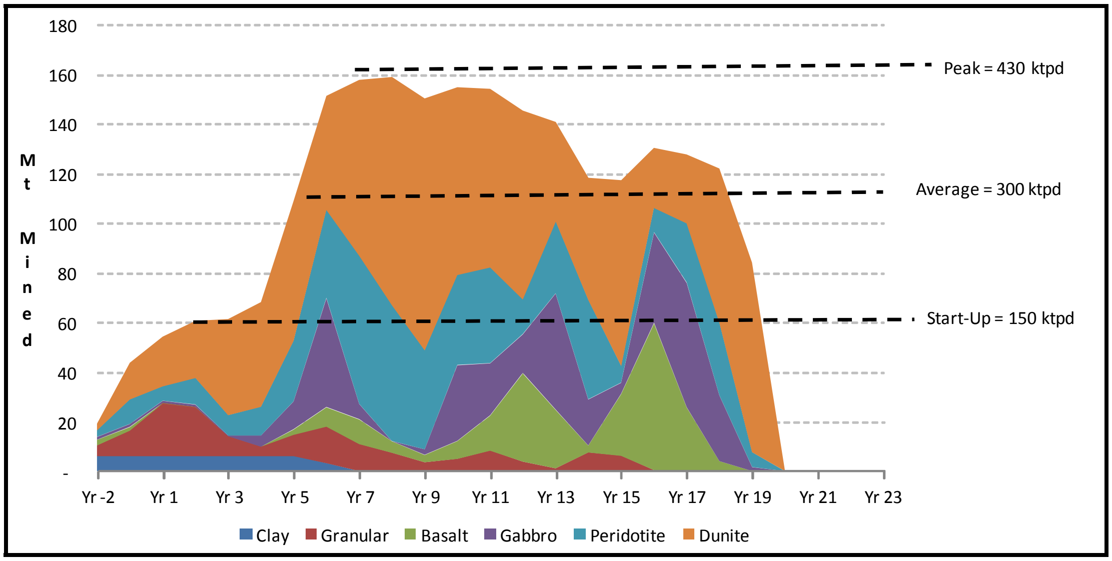
- Phase 0 has been expanded beyond the limits of the LG nested shell to produce sufficient waste rock for construction activities.
- Phase 1 joins the two separated higher grade zones in the LG sequence due to practical considerations (a single ramp system).
- The engineered design expands to the north much sooner than the LG sequence, again due to practical considerations (honouring the LG sequence would require inclusions of switchbacks that would significantly flatten slope angles).
- The engineered mining sequence has been negatively impacted by the flatter footwall slopes recommended by geotechnical consultants, as these necessitate a footwall pushback and establishment of temporary ramp system.

Potential areas of optimization that will be investigated in the next phase of study include:

- Reducing the size of Phase 0 (the current design produces waste rock in excess of construction requirements)
- Delaying expansion to the north (at the expense of additional stripping in later years)
- Accelerating development to the footwall (to avoid an interim ramp).

Figure 12 summarizes mine production tonnages.

Figure 12: Summary Mine Production Schedule



Key elements of the base case include:

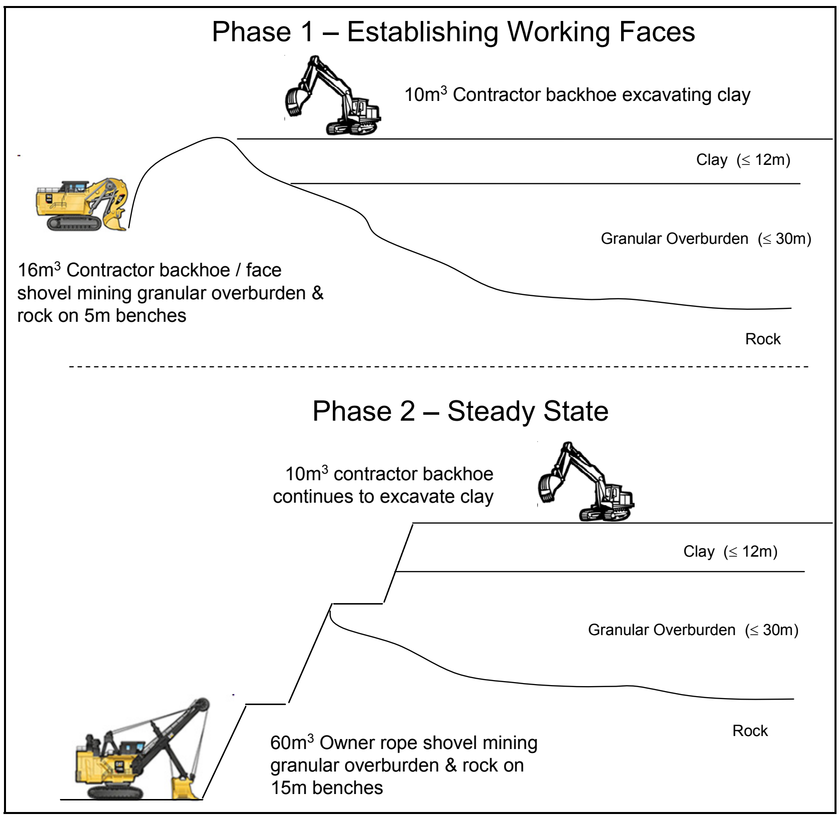
- Pre-stripping for up to two years prior to the start-up of the concentrator. A total of 62.8 Mt will be mined during the pre-strip, including:
  - 12.0 Mt of clay, including 9.2 Mt for subsequent reclamation and 2.8 Mt that will be impounded in the overburden dump
  - 14.7 Mt of granular overburden, including 4.2 Mt used for construction of the initial lift in the Tailing Storage Facility ("**TSF**")
  - 5.9 Mt of clean waste rock (gabbro and basalt), that will be used for construction aggregate (< 0.1 Mt) and construction of the initial lift in the TSF
  - 17.1 Mt of peridotite and dunite waste rock that may potentially be metals leaching; this material could be used to construct temporary roads in overburden or will otherwise be stockpiled in the waste rock dump
  - 13.1 Mt of ore grading 0.266% Ni (with a 45.7% concentrator recovery) that will be stockpiled awaiting commissioning of the concentrator.
- An initial mining rate of 150 kt/d while the mill throughput is 50 kt/d. Following expansion of the concentrator to 100 kt/d, the mining rate would increase to a peak of 430 kt/d. After the bulk of waste is stripped, mining rates would decline to approximately 350 kt/d. Over the 19-year life of mine, the mining rate would average 308 kt/d.
- The mining rate would result in production of ore in excess of the concentrator requirement. Lower value material would be stockpiled. The stockpile would reach a maximum size of approximately 465 Mt.
- After the pit is depleted in Year 19, the low-grade stockpile would be re-handled to the mill over the remaining 13 years life of project.

Mining Process Description

Mining operations at the Dumont Nickel Project will be conducted by three distinct fleets of production equipment (see Figure 13 for the general sequence of mining):

- Clay would be mined by a contractor using 10 m^3 hydraulic excavators and 60 tonne trucks.
- The initial benches in granular overburden and rock would be established by a contractor using a 16 m^3 hydraulic excavator and 140 tonne trucks. Rock would be drilled with a percussion drill, using a combination of 102 and 165 mm holes. After three distinct loading areas had been established, this fleet of equipment would be demobilized and the remaining material would be mined by the Owner's fleet.
- The Owner's fleet would include rotary blast hole drills (15 m benches and 311 mm holes) and rope shovels (60 m^3 bucket) loading 240 tonne trucks.

Figure 13: Generalized Mining Sequence



Production equipment would be supported by various units of support equipment, including tracked dozers, rubber-tired dozers, front end loaders, graders and water tankers. Efficient use would be made of the contractor production equipment fleet by converting it to use for support activities after it had been demobilized.

The bulk of mining fleet will be purchased by the Owner. Fleet used by the contractor would be purchased by the contractor and leased. The duty cycle for production units was estimated by first principles, based on the production plan.

Approximately 15% of waste rock excavated from the pit will be used to construct the TSF. The remainder will be impounded in a single dump located adjacent to the TSF. As 30% of waste rock is gabbro that has excellent properties for use as a construction aggregate, there is an opportunity to reduce the quantity of waste impounded and/or gain additional revenue from sale of some of this material. The low-grade ore stockpile will be located close to the primary crusher. Some material will be reclaimed from this stockpile while the pit is still active, using front end loaders. The bulk of material will be reclaimed from the stockpile following depletion of the pit, and will be loaded using the more efficient rope shovels. Granular overburden and clay will be impounded in two dumps located on the hanging wall side of the pit. Temporary stockpiles of clay and overburden that would be suitable for reclaiming waste dumps will be located close to the dumps to be reclaimed. Reclamation will commence as soon as deposition to a dump is completed. A more complete description of the various waste impoundments is given in Section 18.

The following infrastructure would be provided to support mining activities:

- A workshop and associated warehouse. Equipment would likely be maintained under a Maintenance and Repair Contract ("**MARC**") initially, with a phased hand-over to in-house personnel as experience was gained.

- A fuel farm and associated fuelling bays.

- An explosives manufacture facility and magazine. As is the norm in Canada, this would be operated by the explosives supplier.

- A crushing plant for roadstone.

The labour complement will average 286 persons (with an additional 102 contractors) during the life of the project, reaching a peak of 613 persons while the pit is active then dropping off to an average of 96 while the low-grade stockpile is being reclaimed.

Mining Fleet

Fleet sizes were based on the following assumptions:

- The mine would operate 24 hours per day and 365 days per year.

- The mechanical availability and operator utilization of equipment would vary according to the particular unit of equipment. Average annual engine hours (product of availability and utilization) would range from a high of 7,000 (cable shovels) to a low of 6,000 (support equipment).

- An efficiency factor of 90% was applied to utilized time.

The table below summarizes the main units of the mining fleet for the three fleets of equipment identified above.

Unit	Contractor Clay		Contract Overburden + Rock		Owner Overburden + Rock	
	Size	Example	Size	Example	Size	Example
Percussion Drill	n/a	n/a	102- 165mm	Sandvik DI 550	102- 165mm	Sandvik DI 550
Rotary Drill	n/a	n/a	n/a	n/a	311mm	P&H 320
Excavator	$10m^3$/18t	Cat 6018	$16m^3$/30t	Cat 6030	n/a	n/a
Rope Shovel	n/a	n/a	n/a	n/a	$60m^3$/110t	P&H 4100 AC
Front End Loader	n/a	n/a	$12m^3$/25t	Cat 993	$18m^3$/35t	Cat 994 (high lift)
Haul Truck	60t	Cat 775	140t	Cat 785	240t	Cat 793
Track Dozer	$13m^3$/310 kW	Cat D9	$13m^3$/310 kW	Cat D9	$18m^3$/430 kW	Cat D10
Rubber Tire Dozer	n/a	n/a	$8m^3$/370 kW	Cat 834	$25m^3$/600 kW	Cat 854
Grader	n/a	n/a	16ft	Cat 16	24ft	Cat 24
Water Tanker	n/a	n/a	140t	Cat 785	140t	Cat 785

Metallurgical Study

Included in the Pre-Feasibility Study Report is a pre-feasibility metallurgical study, the objective of which was to determine the metallurgical response of the Dumont ultramafic nickel mineralization. The program was designed to develop the parameters for process design criteria for grinding, nickel flotation and magnetic recovery in the processing plant.

The prefeasibility study program was performed on the composites and samples below. Complete mineralogy (QEMSCAN) and full assays were completed on all samples.

- domain composites (STP samples)
- mineralization composites (sulphide, alloy and mixed)
- PQ domain composites
- grindability samples.

Sixty-five grindability samples were submitted to SGS (Lakefield) to complete a suite of grinding characterization tests including Bond ball work index, Bond rod work index, SMC test, and abrasion index. In addition to these 65 samples, 10 additional samples were added from the PQ domain composites to complete crusher work index and JK drop weight tests.

Overall, the ore depicted an increase in hardness with finer size, which is typical for many ores. The majority of the test results (percentile 10th to 90th), for the tests performed at coarse size (JK drop-weight test and the SMC test) ranged from moderately soft to medium. At medium size (Bond rod mill grindability test), the majority of the samples fell in the medium to moderately hard range. At fine size (Bond ball mill work index and modified Bond tests), the bulk of the test results fall within the hard to very hard range. The Bond low-energy impact test is the exception; the test uses the coarsest rocks, but the sample tested were categorized as moderately hard to hard. The relative standard deviation of test results within each series ranged from 5% to 19%, which is considered narrow in comparison to other deposits.

A standard test procedure ("**STP**") was developed and applied to the 70 domain composites. The domain composites were selected to represent a range of mineralization and spatial orientation. A sample of each composite was sent for quantitative mineralogy ("**QEMSCAN**") and assay. In general, the results from the STP samples produced results with low concentrate grades and high recovery. The low concentrate grades were a result of the high mass pull to concentrate in the test.

The 70 STP tests formed the basis for the rougher recovery equations. The information was entered into Minitab statistical software program to perform multiple linear regression analysis on the results. Total recovery was used as the response. The predictor variables were limited to the assay data set. The 70 STP samples were divided into four subgroups based on their mineralogy and location; (1) heazlewoodite-rich samples, (2) mixed sulphide, (3) pentlandite-rich samples (Domain 5-7), and (4) pentlandite-rich samples (Domain 1-4).

What was noted in all cases was that the recovery was largely being driven by the amount of sulphur in the feed, even for the very low sulphur samples which contain mostly Awaruite. This may correlate with amount of nickel present as unrecoverable nickel in silicate minerals, which is variable within known limits throughout the deposit, and generally higher in the awaruite samples.

Each equation was applied to the entire modelled resource for Domains 1 to 7 on a block-by-block basis.

Several locked cycle tests were completed on different samples to access the cleaner performance across a variety of feed characteristics. The locked cycle tests showed a wide variation in cleaner recovery, which is correlated to the nickel grade of the rougher concentrate. The cleaner recovery was found to be strongly correlated to the S/Ni ratio in the ore. The cleaner recovery was applied to the rougher recovery on a block-by-block basis to all mineralization types within all of the structural domains.

Approximately 20% of the nickel in the feed reports to the slimes flotation circuit. Recovery from the slimes stream was not assessed in the STP. Work was conducted on several samples to assess recovery from the slimes and ability to upgrade to a saleable concentrate. The results were very variable depending on the feed material. Samples that were high in sulphide had better slimes recovery; samples that were higher in awaruite had lower slimes recovery.

Based on the initial testwork the recovery from the slimes stream was added to the cleaned rougher recovery on a block by block basis.

Byproduct credits were included in the financial analysis for cobalt, platinum and palladium. The cobalt recovery is 70% over the life of the deposit based on the current understanding of cobalt deportment to the recoverable minerals within the deposit. An average composition of 2 g/t platinum and 3 g/t palladium was used for the nickel concentrate based on assays of two concentrate samples. This corresponds to a 55% platinum and 49% palladium recovery over the life of mine.

Based on several concentrate assays from the locked cycle test results, for the first 19 years, while the mill is processing a combination of fresh mine ore and some low-grade stockpile, the concentrate grade has been estimated to be 34% Ni. After Year 19, when the mill is treating the low-grade stockpile, the concentrate grade has been lowered to 30% Ni to account for the lower recoverable nickel contained within the stockpile. Other impurities, such as arsenic, lead, chlorine and phosphorus, were all near or below detection limits in the measured samples.

Approximately 4% of the mill feed is magnetite. Preliminary testing was performed to evaluate whether this could be upgraded to a saleable product. Most of the magnetite in the feed reports to the magnetic concentrate and is then sent to tails stream after sulphide and awaruite recovery. After regrinding, and separation at 250 Gauss a concentrate was produced containing 69% iron at 2.4% weight recovery from the mill feed. After regrinding and several stages of separation at 1000 Gauss, a concentrate was produced containing 64% iron at 3.3% weight recovery from the mill feed. Magnetite was not included as a by-product in the financial analysis, but will be evaluated as an opportunity in future stages.

Mineral Recovery

The process plant and associated service facilities will process ROM ore delivered to primary crushers to produce nickel concentrate and tailings. The proposed process encompasses crushing and grinding of the ROM ore, desliming via hydrocyclone circuit, slimes flotation, nickel sulphide rougher flotation, nickel sulphide cleaning flotation, magnetic recovery of sulphide rougher tailings, regrind of magnetic concentration and sulphide 1st cleaner tailings and nickel alloy rougher and cleaner flotation.

Concentrate will be thickened, filtered and stored on site prior to being loaded onto railcars or trucks for transport to third-party smelters. The slimes flotation tailings, magnetic separation tailings, alloy rougher tailings and alloy 1st cleaner scavenger tailings will be combined and thickened before placement in the TSF.

The process plant will be built in two phases. Initially, the plant will be designed to process 50 kt/d with allowances for a duplicate process expansion to increase plant capacity to 100 kt/d. Common facilities will include concentrate thickening and handling and reagent storage and preparation.

The key criteria selected for the base plant (50 kt/d) and expansion plant (100 kt/d) designs are:

- nominal base plant treatment rate of 50 kt/d and a nominal expansion plant treatment rate of 50 kt/d for a combined 100 kt/d treatment rate,

- design availability of 92% (after ramp-up), which equates to 8,059 operating hours per year, with standby equipment in critical areas

- sufficient plant design flexibility for treatment of all ore types at design throughput.

A schematic of the process plant is shown as Figure 14 below.

The process plant design is based on a flowsheet with unit process operations that are well proven in the minerals processing industry. The Dumont flowsheet incorporates the following unit process operations:

- Ore from the open pit is crushed using a primary gyratory crusher (assisted with a rock breaker) to a crushed product size of nominally 80% passing (P_{80}) 101 mm. Crushed ore is fed onto the covered stockpile feed conveyor.

- Covered conical stockpile of crushed ore with a live capacity of 18 h, with three apron feeders, each capable of feeding 60% of the full mill throughput.

- A 22 MW SAG mill, 11.6 m diameter (38 ft) with 6.7 m EGL (22 ft), utilizing a trommel screen for classification and oversize recirculation.

- Two 12 MW ball mills, 7.9 m diameter (26 ft) with 11.0 m EGL (36 ft), in closed circuit with hydrocyclones, grinding to a product size of nominally 80% passing (P_{80}) 150 µm.

- Two-stage desliming circuit via hydrocyclones. First stage to split mass with a cut size (D50c) of 40 µm. Second stage to split mass with a cut size (D50c) of 10 µm. Hydrocyclone sizes for each stage are 400 and 100 mm, respectively.

- Slimes flotation consisting of two trains of six 300 m^3 forced air tank flotation cells per train to provide 30 minutes of retention time.

- Nickel sulphide rougher flotation consisting of two trains of seven 300 m3 forced air tank flotation cells per train to provide 60 minutes of retention time.

- Nickel sulphide 1st cleaner, 2nd cleaner, and 3rd cleaner flotation consisting of five 110 m^3, five 20 m^3 and seven 6 m^3 forced air tank flotation cells to provide 15 minutes, 12 minutes, and 12 minutes of retention time, respectively.

- Magnetic separation on nickel sulphide rougher flotation tailings, consisting of two trains of ten 3.6 m long LIMS magnetic separators for a nominal mass recovery of 6% of sulphide rougher flotation feed.

- Combined magnetic concentrate and nickel sulphide 1st cleaner tailings regrind stage in a 3.5 MW ball mill, 5 m diameter (16.5 ft) with 9.6 m EGL (31.5 ft), in closed circuit with hydrocyclones, grinding to a product size of nominally 80% passing (P_{80}) of 55 µm.

- Magnetic sulphide flotation consisting of one train of four 300 m^3 forced air tank flotation cells to provide 36 minutes of retention time.

- Alloy rougher flotation consisting of two trains of five 300 m^3 forced air tank flotation cells per train to provide 60 minutes of retention time.

- Alloy 1st cleaners, 1st cleaner scavengers, and 2nd cleaner flotation consisting of four 20 m^3, four 20 m^3, and four 2 m^3 forced air tank flotation cells to provide 18 minutes, 18 minutes, and 15 minutes of retention time, respectively.

- Nickel concentrate thickening in a 14 m diameter high-rate thickener followed by dewatering in a vertical Larox type pressure filter.

- Thickening of deslime tailings, alloy rougher tailings, alloy 1st cleaner scavenger tailings and magnetic separator tailings in a 62 m diameter high-rate thickener to an underflow density of 40% solids.

- TSF for process tailings deposition in a conventional dam.

- Process water and distribution system for reticulation of process water throughout the plant as required. Process water is collected in a process water pond that is predominantly supplied from water reclaimed from the TSF and process operations, with Villemontel river water used as make-up water as required.

- Potable water is generated by treatment water from the freshwater tank in a reverse osmosis (RO) unit at the site. Potable water is distributed to the plant and for miscellaneous purposes around the site.

- Plant, instrument and flotation air services and associated infrastructure.

Layouts of the process plant area and process plant are shown in Figure 15 and Figure 16, respectively.

Figure 14: Dumont Process Plant Schematic

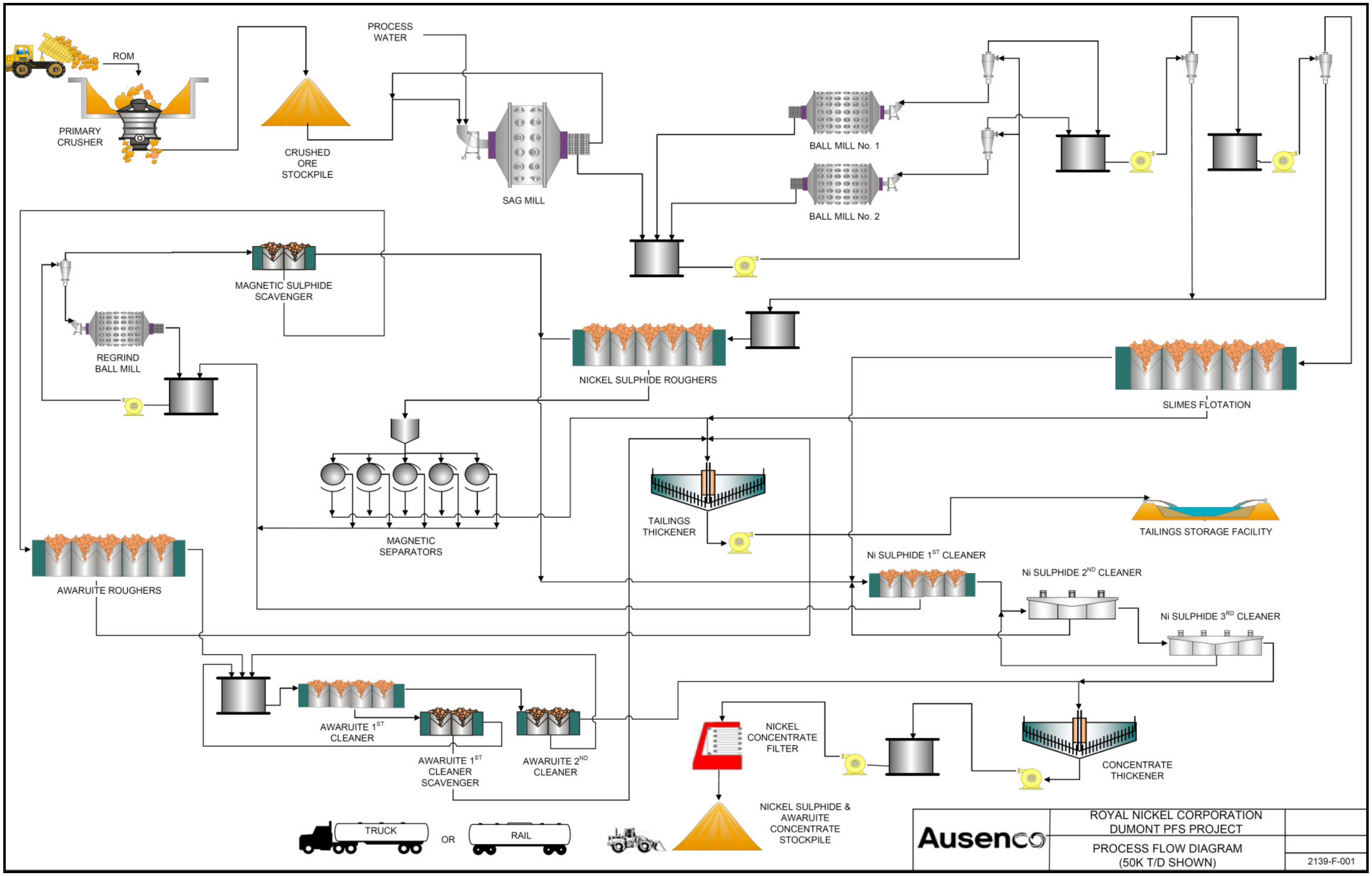


Figure 15: Layout of Process Plant Area

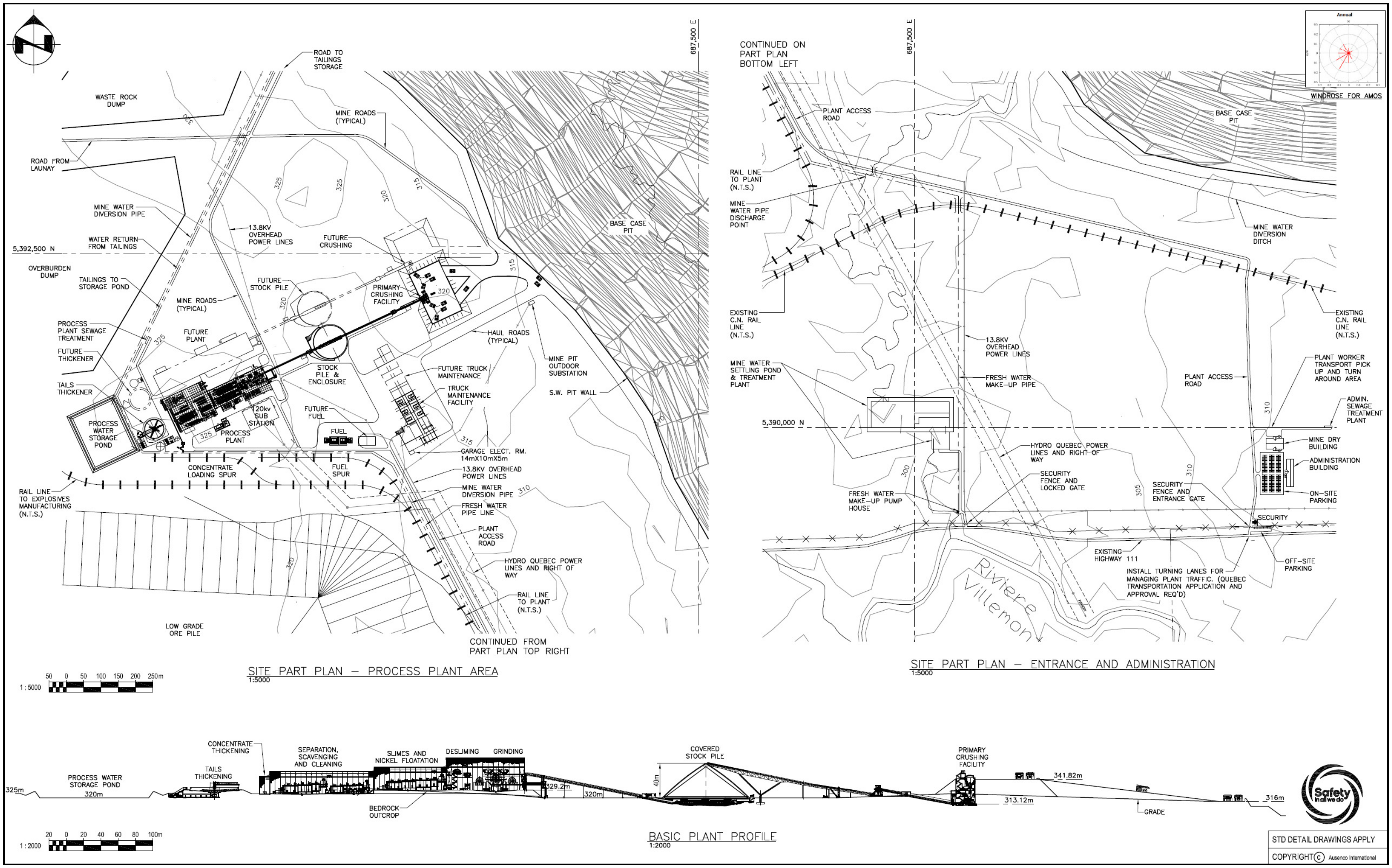
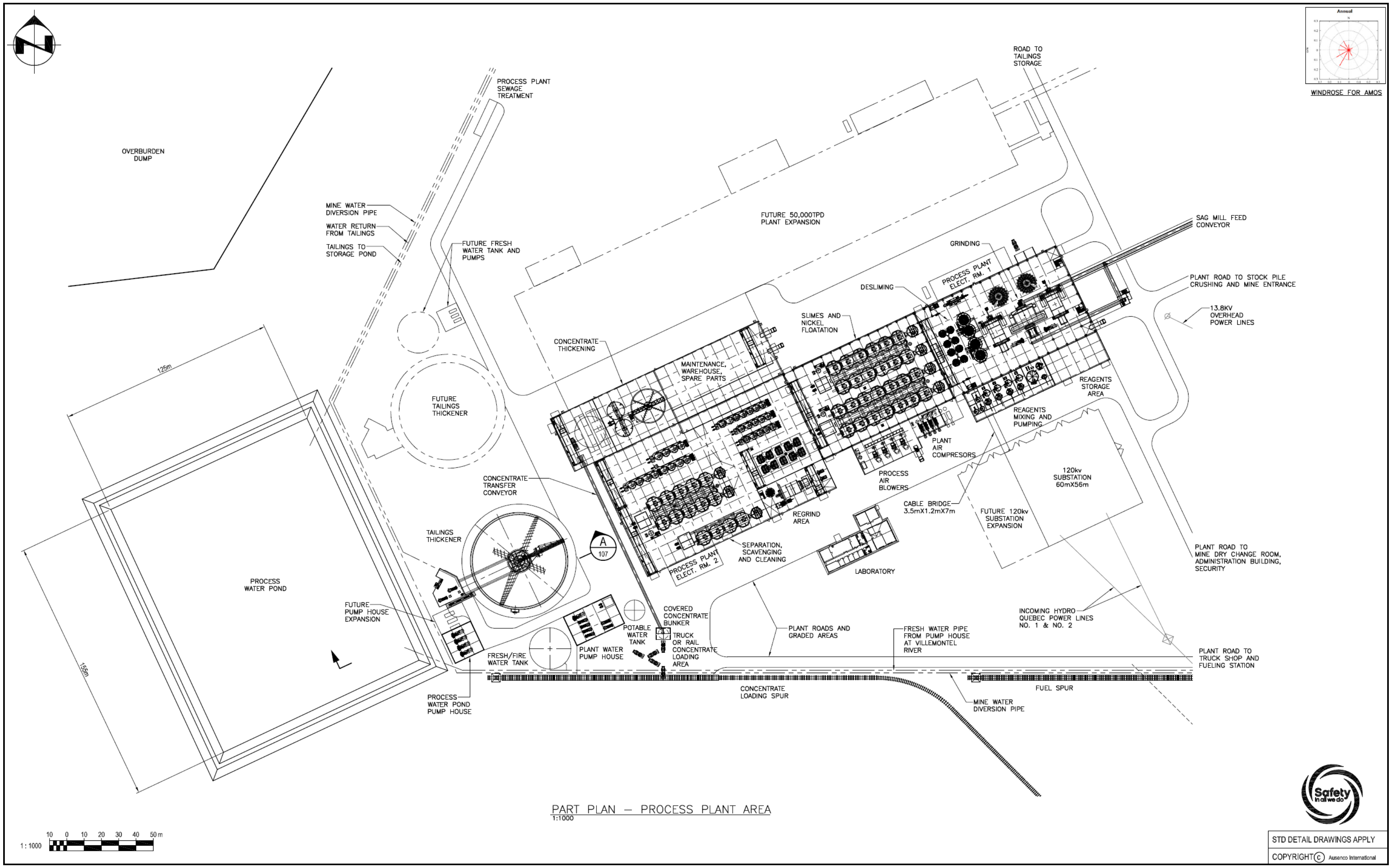


Figure 16: Layout of Process Plant



Infrastructure

The Dumont Nickel Project site is well serviced with respect to other infrastructure, including:

- Road – Provincial Highway 111 runs along the southern boundary of the property.
- Rail – The Canadian National Railway (CNR) runs through the property, slightly to the north of Highway 111 but south of the pit shell.
- Power – The provincial utility, Hydro-Quebec, has indicated that it would be feasible to extend the power line to site from a substation within 40 km of the site and that power from the grid would be made available to the project.
- Water – The project concept includes a closed system for water, with water that would be sent to tailings and collected in the open-pit sump being reused in the process plant. Make-up water would be taken from the Villemontel River, at a point located approximately 3 km from the planned site for the mill.
- Natural Gas – Although the use of natural gas is not considered in this study, it may prove viable to extend a spur from the existing pipeline, which is approximately 25 km to the south of the property.

A workshop and associated warehouse would be provided to maintain the fleet of equipment.

A 120 kV overhead power line from a substation in Figuery, QC (approximately 40 km from the Dumont site) is proposed to enter the property from the south near the security and entrance gate, and run up to the process plant main 120 kV substation adjacent to the process plant.

A rail spur that services the process plant and explosives manufacturing facility is proposed for the project. The total length of the rail spur is approximately 8 km. The rail spur consists of a fuel delivery track near the mining truckshop, a freight delivery track south of the process plant, and an explosives delivery track that extends a further 4.5 km west of the process plant.

The process plant area consists of the crushing facility, covered stockpile and process plant building. The overall process plant enclosed structure is approximately 300 m long, and consists of three connected buildings: grinding, flotation and magnetic separation, cleaning and scavenging.

Two large overburden dumps are located south of the tailings storage facility (TSF) Cell 1. There are also two smaller overburden dumps located north of the process plant. The waste rock dump is located west of TSF Cell 2.

The low-grade ore stockpile is located west and south of the process plant facility. Any waste dumps are located at least 1 km from the Launay Esker on the west side of the Dumont property.

The TSF is located approximately 3 km north of the process plant and consists of two cells. Cell 1 will be constructed initially, followed by Cell 2 during Year 9 of operations.

The TSF is designed to store approximately 605 Mt of tailings produced over a period of approximately 19 years. Once mining has ceased at the open pit, low-grade ore will be processed for approximately 13 years and those tailings, approximately 463 Mt, will report to the open pit.

Market Studies and Contracts

Long-term pricing assumptions were developed for nickel and the cobalt, platinum, and palladium byproducts contained in the Dumont concentrate. A long-term nickel price assumption of US$9.00 per pound was utilized in the study which is consistent with the average long-term nickel price of US$9.04 used by the five analysts who provide coverage for Royal Nickel at the time the study was completed and the average nickel price from January 1, 2008 until September 30, 2011 which averaged US$9.17/lb.

Metal price assumptions of US$1,500 per ounce for platinum and US$750 per ounce for palladium and US$12 per pound of cobalt were used in the study. The platinum price assumption is consistent with prices which have averaged US$1,503 per ounce from January 1, 2008 until September 30, 2011 and reflects Royal Nickel's view that similar market conditions will continue. The palladium price assumption is higher than the US$460 per ounce average over the same time period reflecting more recent market prices and Royal Nickel's view of a stronger palladium market in the future. The cobalt price assumption is lower than the US$24.60 per pound average over the same time period to reflect Royal Nickel's view that the cobalt market will be fundamentally weaker in the future.

The Dumont concentrate, which will have an average nickel content of 33% nickel over the life of mine and recoverable quantities of cobalt, platinum, and palladium, is expected to be among the highest grade nickel concentrates in the world which should make it a desirable product to nickel smelters globally. The MgO content of this concentrate is expected to be between 7% and 10%, which is in line with the MgO content in concentrates produced by other ultramafic operations.

Assumptions regarding commercial terms for this concentrate have been based on benchmark rates and include:

- percentage payable of 93% nickel
- base treatment charge of US$150/t, with an additional penalty of US$25/t of concentrate for the MgO content
- base refining charge of US$0.70/lb of nickel
- price participation of 10% with a base price of US$8.00/lb
- payable percentage on contained cobalt of 50% and a refining charge of US$3/lb
- payable percentage on contained platinum and palladium of 90% with a refining charge of US$50/oz.

The concentrate will be transported by existing road, rail and port facilities to the smelters. In the Pre-Feasibility Study Report, 50% of the concentrate is assumed to be processed by the Sudbury smelters at a transportation cost of US$39/t, 25% of the concentrate to a smelter in Finland at a transportation cost of US$72/t, and 25% of the concentrate to smelters in China at a transportation cost of US$109/t.

There are currently 11 nickel smelters globally, while a twelfth unit that will also treat sulphide concentrates is under construction (the Vale facility in Newfoundland).

Environmental

Neither Ausenco nor Royal Nickel is aware of any outstanding environmental liabilities attached to the Dumont Nickel Project and is unable to comment on any remediation that may have been undertaken by previous companies.

The assessment of environmental risks and potential impacts conducted to date has been based on information from a number of studies performed by Royal Nickel and its various consultants over the past five years. Biophysical data come mainly from three distinct fieldwork programs performed from 2007 to 2009, with some complementary information extracted from the ongoing baseline studies designed to support the ESIA. The table below summarizes the sources of information for the various biophysical and social components described in the Pre-Feasibility Study Report.

Type of Study	2007[1]	2008[2]	2009[3]	2011[4]
Water and sediments	✓	✓	✓	✓
Vegetation and wetlands		✓		
Wildlife	✓	✓	✓	
Small mammals				✓
Fish	✓	✓	✓	✓
Benthic invertebrates	✓	✓	✓	
Birds		✓		✓
Reptiles and amphibians				✓
Archaeology		✓		
Stakeholders consultation				✓[5]

Notes: 1. Ménard et Coppola (2008). 2. GENIVAR (2009). 3. GENIVAR (2010). 4. Unpublished data. 5. Transfert Environnement (2011).

These environmental baseline studies have not identified any specific inordinate environmental risk to project development. Environmental sensitivities are primarily related to potential impacts associated with the scale and footprint of the proposed operation, and the composition of materials being handled and impounded on the site. Principal impacts anticipated at this stage relate to wetlands, fish habitat, water resources (surface and groundwater), and the social environment.

To limit environmental impact to one drainage basin, Royal Nickel has elected to limit project infrastructure to within the St. Lawrence drainage basin. Royal Nickel has also observed a 1 km buffer zone between surrounding esker aquifers and project infrastructure.

Current project definition is sufficient to provide a basis upon which most anticipated social and environmental impacts can be identified and assessed through the environmental and social impact study currently underway.

Environmental geochemistry characterization of tailings, waste and ore indicate that these materials will be non-acid-generating due to their low sulphur content and high neutralization potential. Static tests indicate that waste rock and ore are leachable under the conditions of the tests. Further testwork is required to determine whether these materials will be leachable under operational conditions. The waste rock and tailings also demonstrate significant potential for permanent carbon sequestration through spontaneous mineral carbonation.

Permitting Timeline – Major Milestones

The proposed timeline for environmental permitting was developed under the assumptions that the two levels of governments, federal and provincial, will establish a good collaborative process under the Canada-Quebec Agreement on Environmental Assessment Cooperation, and that the project will be submitted to a comprehensive study.

The permitting process is initiated with the submission of the Project Notice to the MDDEP. The Project Notice describes the scope of the project and provides a summary of potential environmental impact based on the pre-feasibility study design. The Project Notice is assessed jointly at the federal and provincial levels and instructions on the scope and requirement for the EISA are forwarded to the developer.

Once the ESIA is completed and considered receivable by the authorities, the Quebec public hearing process is triggered by the Quebec public hearings bureau ("**BAPE**"). The BAPE then submits its recommendations to the MDDEP and eventually to other governmental authorities for decision concerning the issuance of a global Certificate of Authorization. The main permitting milestones are summarized in the table below:

Major Milestones	Time Frame
Project notice submission	December 2011
Provincial directive	January 2012
Federal directive	Anticipated – March 2012
Submission of the EISA	Anticipated - June 2012
Public hearing process kick-off	Anticipated - November 2012
BAPE recommendations to authorities	Anticipated - July 2013
Delivery of Certificate of Authorisation	Anticipated - October 2013

Community Consultation

Royal Nickel has voluntarily initiated a public information and consultation process during the exploration phase. The process aims to ensure effective communication and dissemination of information about the project, and to document the concerns, comments and suggestions of the host communities and other stakeholders to refine the prefeasibility study where possible and help define the content of the upcoming environmental and social impact study.

Capital Cost Estimate

The capital cost of the Dumont Nickel Project, for both the 50 kt/d and the expansion to 100 kt/d has been estimated.

Figure 17 show a summary of the capital costs estimate, including initial capital, expansion capital, and sustaining capital. Figure 18 shows the total capital costs by area, excluding sustaining capital. The costs are expressed in Q4 2011 Canadian dollars and include all mining, site preparation, process plant, dams, sumps, first fills, buildings, and roadworks.

Figure 17: Summary of Capital Costs (C$ M)

Description	Initial Capital (C$ M)	Expansion Capital (C$ M)	Sustaining Capital (C$ M)	LOM Total Capital (C$ M)
Mine	372	188	246	806
Process Plant	393	348	374	1,115
Tailings	34	12	102	148
Infrastructure	74	28		102
Indirect Costs	204	130		334
Contingency	158	109	92	359
Total	1,235	815	814	2,864

Figure 18: Capital Costs by Area (C$ M) – Not Including Sustaining Capital

Area	Direct Costs	Initial Capital	Expansion Capital	Total Cost
01	Mining	372	188	560
02	Crushing	57	54	111
03	Process	256	234	671
04	Concentrate Loadout	2		2
05	Tailings	34	12	46
06	Utilities	74	57	131
07	Onsite Infrastructure	62	20	82
08	Off-site Infrastructure	12	8	20
Total Direct Costs		**$869**	**$573**	**$1,442**
09	Indirect Costs	150	106	256
10	Owner's Costs	55	24	79
Total Indirect Costs		**$205**	**$130**	**$335**
Total Direct & Indirect Costs		**$1,074**	**$703**	**$1,777**
11	Escalation		Not included	
11	Contingency	158	108	266
Total Project Costs (as of Oct, 2011)		**$1,235**	**$815**	**$2,050**

The estimates are considered to have an overall accuracy of ±25% and assume the project will be developed on an EPCM basis.

The following parameters and qualifications are made:

- The estimate was based on Q4 2011 prices and costs.
- Financing related charges (e.g., fees, consultants, etc.) are excluded.
- No allowance has been made for exchange rate fluctuations.
- There is no escalation added to the estimate, other than the contingency.

Data for these estimates have been obtained from numerous sources, including:

- pre-feasibility level engineering design
- mine plan
- topographical information obtained from site survey
- geotechnical investigation
- budgetary equipment proposals
- budgetary unit costs from local contractors for civil, concrete, steel, electrical and mechanical works
- data from recently completed similar studies and projects
- information provided by SRK and David Penswick.

Major cost categories (permanent equipment, material purchase, installation, subcontracts, indirect costs and Owner's costs) were identified and analyzed. To each of these categories, a percentage of contingency was allocated based on the accuracy of the data, and an overall contingency amount was derived in this fashion.

Operating Cost Estimate

Estimated operating costs for mining, process plant and general and administration (G&A) for the Dumont Nickel Project are set out below. Costs are presented in Q4 2011 Canadian dollars, unless stated otherwise. The estimate is considered pre-feasibility study level with an accuracy of ±25%.

Operating costs were estimated in the following manner:

- Operating costs for the open pit were based on the production schedule, performance parameters for mining equipment as recommended by OEMs, and the current cost of commodities and labour rates.

- Operating costs for the concentrator were based on rates of consumption for reagents and other consumables determined from metallurgical testwork and a labour structure that is appropriate for the current flowsheet.

- The operating cost estimate for the concentrator includes those costs associated with operating the TSF.

- G&A costs were based on the level of support required for the operation.

- Costs for treatment and refining of concentrate were based on the commercial terms discussed in the section of the Pre-Feasibility Study Report relating to infrastructure, and the scheduled production of concentrate.

- Processing operating costs were calculated exclusive of variability from design throughputs (e.g., neglects ramp-up period, etc.).

A summary of life-of-mine (LOM) operating costs is provided in the table below.

Item	Units	Initial 5 Years 50kt/d-ex-pit	Years 6-19 100 kt/d – ex-pit	Years 20-32 100 kt/d – stockpile	LOM Average
Mining	C$/t rock	1.40	1.49	n/a	1.61
	C$/t ore	4.98	5.63	0.87	3.52
Processing	C$/t ore	5.08	4.73	4.73	4.75
General & Administration	C$/t ore	0.95	0.49	0.43	0.50
Subtotal Site Costs	**C$/t ore**	**11.07**	**10.84**	**6.02**	**8.76**
	C$/lb Ni	**3.44**	**4.04**	**3.83**	**3.92**
Treatment & Refining	C$/lb Ni	1.27	1.27	1.29	1.28
Gross Cash Costs	**C$/lb Ni**	**4.71**	**5.32**	**5.12**	**5.20**
Byproduct Credits	C$/lb Ni	(0.49)	(0.55)	(0.78)	(0.61)
Net Cash Costs	**C$/lb Ni**	**4.22**	**4.77**	**4.34**	**4.58**
	US$/lb Ni	**3.80**	**4.29**	**3.91**	**4.13**

Key assumptions used in generating the operating cost estimates are given below.

- "C$" denominated items: average Canadian producer price index (PPI) for the period January 2006 to December 2010 of 0.81% per annum.

- US$ denominated items: average US PPI for the period January 2006 to August 2011 of 3.28% per annum.

- Labour costs were estimated based on the organizational structure developed for each area and the rates of pay are based on wages and benefits at existing mining operations in the Abitibi region of Quebec.

- Based on discussions with Hydro-Quebec, it has been assumed that the project would qualify for the "L Tariff." The forecast price of C$0.043/kWh includes planned increases to the current price (C$0.04/kWh) that were announced in the 2010 provincial budget.

- The forecast long-term diesel price of $0.87 is based on long-term oil prices of US$90 per barrel and a C$ F/X rate of US$0.90.

Economic Analysis

The Dumont Nickel Project is expected to produce 2.4 billion pounds payable Ni over 31.5 years of operation. The table below presents key financial metrics in C$ and US$ (based on long-term Ni price of US$9.00/lb and an exchange rate of C$1.00 = US$0.90).

	Unit	C$	US$
Ore Mined	Mt	1,070	1,070
Payable Ni	Mlbs	2,393	2,393
Payable NiEq[1]	Mlbs Ni Equivalent	2,572	2,572
Gross Revenue	$/t ore	24.04	21.64
Treatment & Refining Charges[2]	$/t ore	3.17	2.85
Net Smelter Return	$/t ore	20.87	18.79
Site Operating Costs	$/t ore	8.76	7.89
Gross C1 Costs	$/lb Ni	5.33	4.80
Net C1 Costs	$/lb Ni	4.58	4.13
Initial Capital	$M	1,235	1,112
Expansion Capital	$M	815	733
Sustaining Capital	$M	814	733
Total Capital	$M	2,864	2,578
Pre-Tax $NPV_{8\%}$	$M	2,131	1,918
Pre-Tax IRR		20.2%	20.2%
Post-Tax $NPV_{8\%}$	**$M**	**1,204**	**1,083**
Post-Tax IRR		**16.6%**	**16.6%**

Notes: 1. Based on US$9/lb Ni, US$12/lb Co, US$1500/oz Pt and US$750/oz Pd. 2. Includes transportation of concentrate.

The total life of project can be subdivided into the following periods:

- Construction for a period of two years prior to commercial production.

- Initial production at a concentrator throughput rate of 50 kt/d for a period of 4.25 years.

- Expanded production from the open pit, at a concentrator throughput of 100 kt/d, for a period of 14.5 years (the pit is depleted by the last quarter of Year 19).

- Expanded production from low-grade stockpiles. After the pit has been depleted, the concentrator continues to treat ore reclaimed from low-grade stockpiles at a rate of 100 kt/d for an additional 12.75 years.

Summary metrics for each of these periods are presented in the table below. It can be seen that the cumulative NPV to the end of pit life is US$802 million or 72% of the project total. The remaining 28% of project NPV (US$311 million) is realized during the period that the low-grade stockpile is reclaimed, with the benefits of lower costs offsetting lower grade and recovery.

Item	Construction	Initial 5 years 50k Pit	Year 5-19 100 k Pit	Year 19-31 100k Stockpile	Total
Ore Mined (kt)	13,068	134,982	921,749	0	**1,069,702**
Total Mined (kt)	62,828	267,880	1,998,238	0	**2,328,946**
Stripping Ratio (waste:ore)	3.81	3.81	3.81	3.81	**3.81**
Ore Milled (kt)	0	75,281	529,250	465,171	**1,069,702**
Grade (% Ni)	0.0	0.33	0.29	0.24	**0.27**
Concentrator Recovery (% of Ni)	0.0	48.6	46.7	30.6	**40.6**
Payable Ni (klbs)	0	242,014	1,419,496	731,097	**2,392,606**
Annual Payable Ni (klbs)	0	56,944	97,896	57,341	**75,956**
Annual Payable NiEq (klbs)	0	60,302	104,386	62,905	**81,648**
Net C1 Cash Costs (C$/lb Ni)		4.81	5.43	5.31	5.33
Initial Capital (C$ M)	1,133	102	-	-	1,235
Expansion Capital (C$ M)	-	664	151	-	815
Total Capital (C$ M)	1,133	830	734	167	2,864
Closure + Changes in Working Capital (C$ M)	30	19	10	-29	29
Post-Tax $NPV_{8\%}$ (C$ M)	-1,078	393	1,548	340	1,204
Post-Tax IRR			**15.9%**		**16.6%**

Key Assumptions

The evaluation included the following key assumptions:

- A long-term price for nickel of US$9.00/lb. Sensitivity analysis considered a range of ±10% or US$8.10 to US$9.90/lb.
- Metallurgical recovery for Ni as forecast by the model based on the STP of 70 samples. LOM recovery is forecast to average 40.6%. A sensitivity analysis considered a range of ±10% (or 36.5% to - 44.7%).
- Average metallurgical recovery for Co of 70%, based on the understanding of Co deportment to recoverable minerals and associated approximate recoveries for these minerals.
- Average grades of Pt and Pd in concentrate of 2.0 and 3.0 g/t, respectively, based on the results of metallurgical test work.
- Long-term prices for byproduct cobalt, platinum and palladium of US$12.00/lb, US$1500/oz and US$750/oz, respectively. Sensitivity analysis considered a range of ±10% (US$10.80 to US$13.20/lb; US$1,350 to US$1,650/oz; US$675 to US$825/oz).
- A long-term exchange rate of US$/C$ = 0.90. Sensitivity analysis considered a range of ±10%, or US$/C$ = 0.81 to 0.99.
- Long-term electricity prices of C$0.043/kWh. Sensitivity analysis considered a range of ±10%, or C$0.039 to C$0.047/kWh.
- Long-term oil prices of US$90 per barrel. Sensitivity analysis considered a range of ±10%, or US$81 to US$99 per barrel.

- Long-term acid prices of C$70/t, based on the assumption that acid would be sourced from the nearby Horne Smelter in Rouyn-Noranda. The sensitivity analysis considered a range of ±10%, or $63 to $77/t.

- Accountability for Ni in concentrate of 93%. Sensitivity analysis considered a range of ±6 percentage points, or 87% to 99% (the higher accountability reflects the impact of selling ferronickel).

- Combined costs for concentrate transportation and treatment, nickel refining and price participation that equate to US$1.15/lb over the LOM (US$61/t concentrate for transport, US$175/t concentrate for treatment and US$0.80/lb for refining inclusive of price participation). Sensitivity analysis considered a range of ±10%, or US$1.04 to US$1.27/lb Ni.

NPV is reported using a discount rate of 8%. Sensitivity analysis includes presentation of results using discount rates of 9% and 10%.

NPV is also expressed in real October 2011 terms with the start-date for discounting being the commencement of project construction in January 2014. Project development costs incurred prior to January 2014 are considered sunk.

Results were calculated on a pre-tax and post-tax basis. The post-tax results included the following assumptions regarding the Canadian and Quebec fiscal regimes:

- The planned reduction in the statutory rate for federal income tax from the current 16.5% to 15% will occur by January 2012.

- The Quebec corporate income tax rate of 11.9% will remain unchanged.

- Changes to the Quebec Mining Tax Code that were announced in March 2010 will be in place by the time the project commences production. These include:

  - The statutory mining tax rate will increase to 16% (from 12%).

  - The notional annual rate of return used to determine the deduction allowed for investments in processing assets will decline to 7% (from 8%).

  - The ceiling for deductions relating to the investment in processing assets will be reduced to 55% (from 65%) of taxable income.

- Planned changes to Quebec's environmental legislation will proceed. These include the requirement to establish a guarantee equal to 100% of the cost for reclamation during the initial three years of project operation (including the pre-strip period).

Provision has been made for changes in working capital, with the average stores holding assumed to be one month's worth of all consumable items.

The calculated royalty payments include the assumption that both the 2% and 3% NSR royalties will be bought down to 1% and 1.5%, respectively, as is provided for in the contracts.

Base Case Results

Figure 19 provides a life of project graph of cash flow. Attention is drawn to the following:

- The peak funding requirement of C$1,225 million is reached three months after the start-up of commercial operations (the operation is forecast to be operating cash flow positive from the first quarter of operation and free cash flow positive from the second quarter of operation).

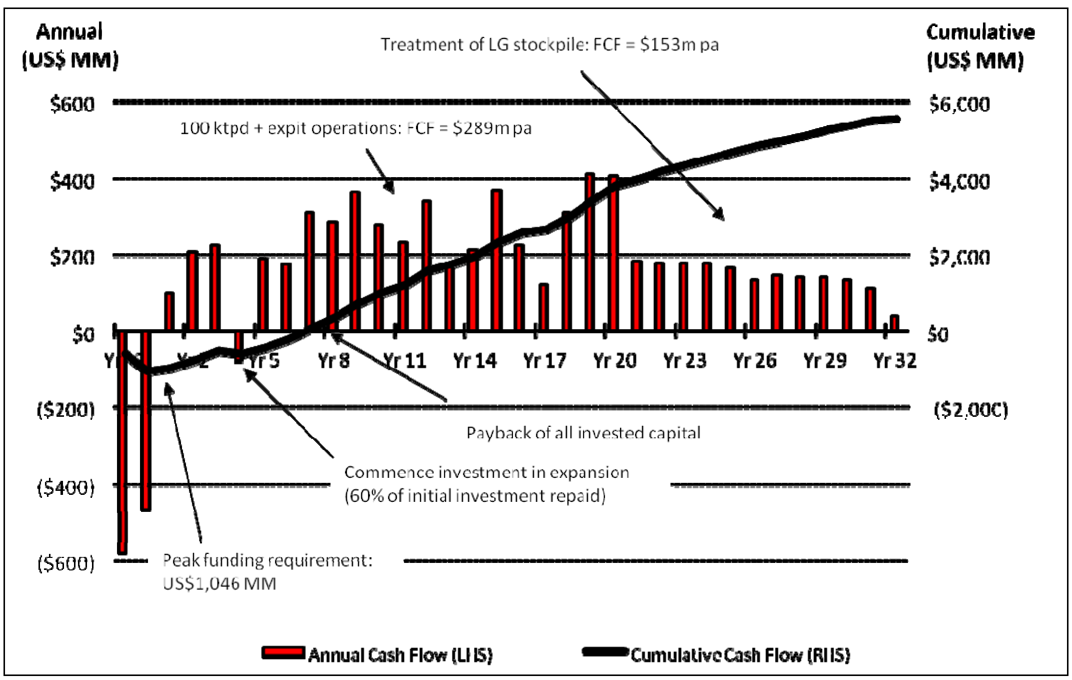
- Payback of debt finance (assumed to be 60% of total invested capital) would be achieved during Year 4 of operation, which would allow for re-investment in the expansion of concentrator capacity to 100 kt/d. The expansion would be commissioned during Year 5 of operation.

Following expansion to 100 kt/d, annual free cash flow averages approximately C$320 M/a for the period that the pit is operational.

- Payback of all invested capital (including the expansion) is achieved 6.5 years after initial start-up.

- The project generates in excess of C$170 million free cash flow annually, while the low-grade stockpiles are being treated.

Figure 19: Life of Project Cash Flow



Sensitivity Analysis

Sensitivity of the base case project returns (post-tax NPV 8% and post-tax IRR) is illustrated in Figure 20 and Figure 21. The following can be seen:

- The project is most sensitive to factors affecting Ni revenue, including the recovery, price and percentage payable for Ni.

- The project is sensitive to the Canadian vs. US dollar exchange rate – as revenues are denominated in US dollars, while costs are mainly denominated in Canadian dollars.

- The NPV is more sensitive to operating costs than capital costs, with the relationship being reversed for IRR. With the staged development plan, returns are less sensitive to initial capital costs.

- Returns are relatively insensitive to variation in the prices of key consumables such as power, diesel (oil) and acid.

Figure 20: Sensitivity of Project Post-Tax NPV to Variation in Assumptions

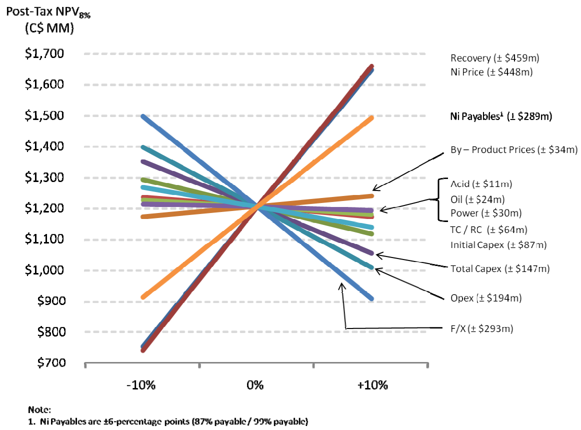
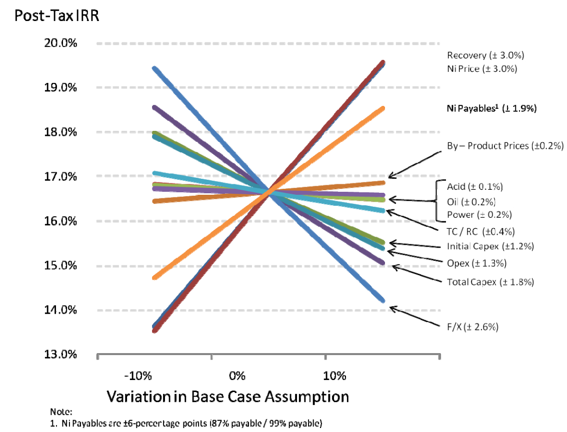


Figure 21: Sensitivity of Project Post-Tax IRR to Variation in Assumptions



Several other sensitivity analyses were prepared in respect of the economic analysis, including with respect to NPV, IRR, cash flow, EBITDA and cash costs. Based on these analyses, the following observations are noteworthy:

- At higher discount rates, the importance of capital cost and exchange rate increases relative to all other parameters. At a discount rate of 12%, the sensitivity of NPV to total capital and operating costs would be approximately equal.

- The post-tax incentive prices (NPV = $0) are as follows:

  - 8% = US$6.75/lb (25% lower than base case forecast)

  - 9% = US$7.02/lb (22% lower than base case forecast)

  - 10% = US$7.27/lb (19% less than base case forecast)

- Cash costs are relatively insensitive to variation in the price of key consumables, with a 10% change in the prices of power and diesel (oil) having an impact of ~1% on gross cash costs.

Project Implementation

The current preliminary project schedule shows the following:

- Overall schedule duration from commencement of the feasibility study to the end of ore commissioning is 225 weeks, or four years and four months. Key milestone dates are described in the table below.

- The duration of the schedule is driven primarily by the completion of the pre-feasibility study update, feasibility study, early purchase of the mining fleet, detailed engineering, and SAG mill installation.

- The ESIA submission date of June 2012.
- The Dumont Nickel Project as described in the Pre-Feasibility Study Report will form the basis for the ESIA.
- Metallurgy testwork program will continue through to June 2012, with confirmation of the process flowsheet and design criteria occurring by July 2012. This period will also include geotechnical and infill drilling as well as engineering support ahead of the feasibility study to assist in preparing the project description for the ESIA.
- Mine design for the feasibility study will commence in the second quarter of 2012 and be complete by the end of the year. The longest lead item is production mining fleet, with a two-year delivery time. The initial tranche of fleet, comprising one drill, one shovel and six trucks, will be ordered mid-year. Feasibility study process plant design will commence in July 2012, with the feasibility study report being completed in August 2013.
- Basic engineering will commence in September 2013, with a commitment to purchase major mechanical capital items like the mills, mill motors, primary crusher, and flotation cells in January 2014.
- Tender and award of the EPCM contractor will commence immediately after completion of the feasibility study.
- Site access is determined by granting of the mining lease by the MNRF following approval of the closure plan and granting of the Certificate of Authorization by the MDDEP. Approval of a Site Construction Permit is scheduled for December 2013. The commissioning date is determined by site access and site works for the SAG mill installation.
- The mill erection sequence will require further review during the feasibility study. The current schedule has the SAG and ball mills being erected at the same time.

Key milestone dates are as follows:

Criteria	Date	Weeks
Project Notice (Avis de Projet) Submission	Complete	
Pre-Feasibility Study Completion	Complete	
Feasibility Data Collection and Trade-off Studies	Q2 2012	30
Board Approval for Purchase of Mining Fleet	Q2 2012	42
Commence Engineering Feasibility Study Plant Design	Q3 2012	44
Commence Engineering Feasibility Study Mining Design	Q3 2012	48
Complete Feasibility Study	Q3 2013	100
EPCM Phase Board Approval	Q3 2013	101
Basic Engineering Phase Board Approval (Mechanical Equipment Long-lead items Purchase)	Q3 2013	109
Certificate of Authorization (Site Construction Permit)	Q4 2013	111
Complete Installation of 40 km 120 kV Powerline from Figuery, QC	Q1 2015	186
Complete Commissioning	Q4 2015	225

Exploration and Development

The Pre-Feasibility Study Report recommended that the following future work be completed as the Dumont Nickel Project advances to more detailed levels of design

- Complete a feasibility study that considers the following points:

- In-fill drilling is recommended to bring the first three years of the mine reserves into the proven category.

- Additional mineralogical sampling to refine the geometalurgical model.

- Evaluate opportunities for pit optimization, including:

  - Reducing the size of the initial pre-strip, as the current design produces waste rock in excess of construction requirements
  - Alternative mining sequences that may allow access to higher value ore to be accelerated and/or deferral of waste stripping.
  - Evaluate alternative ramp locations in the pit stages taking advantage of changes in wall slopes.

- Evaluate the potential benefit of increased open pit electrification, through trolley-assisted truck haulage and/or inpit crushing.

- Complete a mine geotechnical drilling program to take the geological model, structural model (major features and fabric) and hydrogeological model for the Dumont pits to a feasibility study level.

- Conduct further waste rock impoundment, overburden impoundment, plant, and TSF geotechnical engineering studies including borehole drilling and test pit excavations to test all assumptions made in this report and determine the foundation, borrow, and fill placement conditions for design.

- Complete more detailed geotechnical assessment of the materials that will be used to construct the TSF.

- Implement a metallurgy testwork program that will include:

  - Update the optimum primary grind selection based on prevailing economic parameters for a three-year pit composite.
  - Completion of additional comminution testing material that will be produced in the early years of mine operation.
  - Further investigations to confirm the optimum regrind levels for the magnetic concentrate.
  - Locked cycle tests on samples representing a range of nickel mineralization to improve the statistical confidence level of the head grade recovery regression equations.
  - Additional testwork to establish the optimum conditions for desliming in the laboratory and plant, including work associated with the size by size mineral and assay distributions.
  - Investigation of the potential to recover magnetite from the magnetic concentrate.
  - Additional STP samples to obtain at least 30 per mineralization type using the proposed flowsheet.
  - Testwork to improve the understanding of by product recovery: cobalt and PGEs.

- Testwork to determine nickel and byproduct metallurgy for the first three years of mine operation.
- Bench and larger scale concentrate thickening and filtration tests.
- Tailings thickening testwork and rheology studies.
- Concentrate production for testing by smelters.
- Additional reagent optimization for nickel flotation.
- Further assessment of any effect of stockpile aging on metallurgical performance (recovery/concentrate grade).
    - Locked cycle tests to determine the effect of water recycle on the nickel metallurgy.
    - Concentrate transportable moisture limit testing.

- Specific high voltage power studies as recommended for confirmation of high voltage supply by Hydro Quebec
- Continue environmental base line studies.
- Prepare an ESIA and commence environmental permitting process.
- Royal Nickel intends to pursue stakeholder consultation during the ESIA and the feasibility study, as well as during mine operations to minimize and/or mitigate the impact of the project and foster acceptance.
- Complete further environmental geochemical testing to meet permitting requirements (testing on mineralized rocks, waste rocks, tailings and overburden geochemistry).
- Complete kinetic weathering tests to provide a more realistic evaluation of the leachability of the waste and thus, usability for construction.
- Continue to assess the carbon sequestration potential of spontaneous mineral carbonation of tailings and waste rock on an operational basis and its impact on the carbon footprint of the project.

The following estimated costs in Canadian dollars to complete the following activities are derived from the Pre-Feasibility Study Report and are dependent upon the ability of the Company obtain the necessary financing:

Item	**Estimated Cost (C$ M)**
Feasibility study	5.0
High voltage power studies	0.5
In-fill and geotechnical drilling	20.0
Hydrogeology investigations	0.5
ESIA preparation	3.0
Land access/acquisition	13.0
Total	**42.0**

DIVIDEND RECORD AND POLICY

Royal Nickel has not, since the date of its incorporation, declared or paid any dividends on its Common Shares. For the foreseeable future, Royal Nickel anticipates that it will retain future earnings and other cash resources for the operation and development of its business. The payment of dividends in the future will depend on Royal Nickel's earnings, if any, and financial condition and such other factors as the directors of Royal Nickel consider appropriate.

CAPITAL STRUCTURE

General Description of Share Capital

Common Shares

Royal Nickel is authorized to issue an unlimited number of Common Shares without par value. At the date of this AIF, 89,529,618 Common Shares of Royal Nickel were issued and outstanding as fully paid and non-assessable.

The holders of Common Shares are entitled to receive notice of and to attend and vote at all meetings of shareholders of the Company, except meetings of holders of another class of shares, and at all such meetings shall be entitled to one vote for each Common Share held. Subject to the preferences accorded to holders of any other shares of the Company ranking senior to the Common Shares with respect to the payment of dividends, holders of Common Shares are entitled to receive, if and when declared by the Board, such dividends as may be declared thereon by the Board on a pro rata basis. In the event of the voluntary or involuntary liquidation, dissolution or winding-up of the Company, or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs (a "**Distribution**"), holders of Common Shares are entitled, subject to the preferences accorded to the holders of any other shares of the Company ranking senior to the Common Shares, to a pro rata share of the remaining property of the Company. The Common Shares carry no pre-emptive, conversion, redemption or retraction rights. The Common Shares carry no other special rights and restrictions other than as described in this AIF.

Special Shares

Royal Nickel is authorized to issue an unlimited number of special shares ("**Special Shares**") without par value. As of the date of this AIF, no Special Shares of Royal Nickel have been issued.

The Special Shares will be issuable at any time and from time to time in one or more series. The Board will be authorized to fix before issue the number of, the consideration per share of, the designation of, and the rights, privileges, restrictions and conditions attaching to, the Special Shares of each series, which may include voting rights, the whole subject to the issue of a certificate of amendment setting forth the designation of, and the rights, privileges, restrictions and conditions attaching to, shares of the series. The Special Shares of each series will rank on a parity with the Special Shares of every other series and will be entitled to preference over any other shares ranking junior to the Special Shares with respect to payment of dividends or a Distribution. If any cumulative dividends or amounts payable on a return of capital are not paid in full, the Special Shares of all series will participate rateably in respect of such dividends and return on capital.

Warrants

In connection with its IPO and the exercise of the over-allotment option in respect thereof, Royal Nickel issued 11,212,500 Warrants pursuant to a warrant indenture dated December 16, 2010 (the "**Warrant Indenture**") between the Company and Computershare Trust Company of Canada (the "**Warrant Agent**"). Each Warrant is exercisable by the holder thereof to acquire on Common Share at an exercise price of $3.00 at any time before 5:00 p.m. (Toronto time) on December 15, 2012, after which time the Warrants will expire and become null and void.

The following summary of certain provisions of the Warrant Indenture does not purport to be complete and is qualified in its entirety by reference to the provisions of the Warrant Indenture available on SEDAR.

The Warrant Indenture provides for adjustment in the exercise price and number of Common Shares issuable upon the exercise of the Warrants upon the occurrence of certain events, including the issuance of Common Shares or securities exchangeable or convertible into Common Shares as a stock dividend, the subdivision, redivision, reduction, combination or consolidation of the Common Shares, the issuance of rights, options or warrants to substantially all of the holders of Common Shares that entitle them to subscribe for Common Shares and the merger, sale or conveyance of all or substantially all of the assets of the Company, other than to one of its subsidiaries.

The Warrant Indenture also provides for adjustment in the class and/or number of Warrant Shares issuable upon the exercise of the Warrants and/or exercise price per security in the event of the following additional events: (i) reclassifications of the Common Shares; or (ii) consolidations, amalgamations, plans of arrangement or mergers of the Company with or into another entity (other than consolidations, amalgamations, plans of arrangement or mergers which do not result in any reclassification of the Common Shares or a change of the Common Shares into other shares).

No adjustment in the exercise price or the number of Common Shares issuable upon the exercise of the Warrants will be required to be made unless the cumulative effect of such adjustment or adjustments would change the exercise price by at least 1% or the number of Common Shares purchasable upon exercise by at least one one-hundredth of a Common Share.

The Company covenants in the Warrant Indenture that, during the period in which the Warrants are exercisable, it will give notice to holders of the Warrants of certain stated events, including events that would result in an adjustment to the exercise price for the Warrants or the number of Common Shares issuable upon exercise of the Warrants, at least 14 days prior to the record date or effective date, as the case may be, of such event.

No fractional Common Shares will be issuable upon the exercise of any Warrants, and no cash or other consideration will be paid in lieu of fractional shares. Holders of Warrants will not, by virtue of holding such warrants, have any voting or pre-emptive rights or any other rights which a holder of Common Shares would have.

From time to time, the Company and the Warrant Agent, without the consent of the holders of Warrants, may amend or supplement the Warrant Indenture for certain purposes, including curing defects or inconsistencies or making any change that does not adversely affect the rights of any holder of Warrants. Any amendment or supplement to the Warrant Indenture that adversely affects the interests of the holders of Warrants may only be made by "extraordinary resolution", defined in the Warrant Indenture as a resolution which is either (i) presented at a meeting of the holders of Warrants at which there are holders of Warrants present in person or represented by proxy representing at least 10% of the aggregate number of the then outstanding Warrants and then passed by the affirmative vote of holders of Warrants representing not less than 66⅔% of the votes cast on such resolution, or (ii) signed by the holders of Warrants representing not less than 66⅔% of the aggregate number of the then outstanding Warrants.

Rights Plan

On June 22, 2011, the shareholders of the Company ratified Royal Nickel's shareholder rights plan agreement dated May 13, 2011 between Royal Nickel and Computershare Investor Services Inc., as the rights agent (the "**Rights Plan**"). The fundamental objectives of the Rights Plan are to provide adequate time for the Board and the shareholders of the Company to assess an unsolicited take-over bid for the Company, to provide the Board with sufficient time to explore and develop alternatives for maximizing shareholder value if a take-over bid is made and to provide shareholders with an equal opportunity to participate in a take-over bid. The Rights Plan was not adopted in response to any proposal to acquire control of the Company. The Plan will expire at the end of the third annual general meeting of the Company's shareholders following the 2011 annual meeting, unless renewed by the shareholders. A copy of the Plan may be viewed in electronic format at www.sedar.com.

MARKET FOR SECURITIES

The Common Shares and Warrants are listed and posted for trading on the TSX under the symbol "RNX" and "RNX.WT", respectively. The following table sets forth the price range (high and low) of the Common Shares and Warrants and volumes traded on the TSX for the periods indicated:

	Common Shares			Warrants		
	High	**Low**	**Volume**	**High**	**Low**	**Volume**
2011						
January	2.99	1.90	5,644,082	0.99	0.425	470,713
February	2.24	1.80	3,621,531	0.60	0.36	257,551
March	2.05	1.50	4,134,717	0.49	0.36	145,650
April	2.01	1.65	1,413,087	0.405	0.26	478,007
May	1.80	1.44	3,305,311	0.32	0.18	527,050
June	1.55	0.96	9,504,882	0.215	0.17	70,733
July	1.47	1.05	3,962,496	0.23	0.185	148,500
August	1.20	0.87	4,603,680	0.20	0.15	81,600
September	1.00	0.63	2,717,885	0.185	0.12	350,850
October	0.91	0.55	3,976,223	0.18	0.105	66,050
November	0.90	0.61	3,171,920	0.135	0.06	40,350
December	0.70	0.50	2,870,279	0.095	0.04	179,000

DIRECTORS AND OFFICERS

Directors and Officers

The following table sets forth information regarding the Company's directors and officers. All directors are appointed for a one year term and directors are re-elected annually at the general meeting of the Company's shareholders.

Name and Municipality of Residence and Date first became a Director/Officer	Position with the Company	Principal Occupation(s)
DIRECTORS		
Peter Goudie(1)(2) Seaforth, NSW, Australia July 17, 2008	Director	Corporate Director
A. Thomas Griffis(4) Toronto, Ontario December 13, 2006	Director	President, Griffis International Limited Chairman, Royal Coal Corporation
Scott M. Hand(3) Toronto, Ontario June 27, 2008	Executive Chairman and Director	Corporate Director
Peter C. Jones(1)(3)(4) Canmore, Alberta November 17, 2008	Director	Corporate Director

Name and Municipality of Residence and Date first became a Director/Officer	Position with the Company	Principal Occupation(s)
Frank Marzoli(3)(4) Cornwall, Ontario May 11, 2007	Director	President, CEO and Chairman, Marbaw
Gilles Masson(1)(2) Laval, Quebec August 15, 2007	Director	Corporate Director
Tyler Mitchelson Oakville, Ontario September 17, 2009	President, Chief Executive Officer and Director	President and Chief Executive Officer of Royal Nickel
Darryl Sittler(2)(4) Toronto, Ontario May 11, 2007	Director	Self-Employed businessman and consultant to Toronto Maple Leafs Hockey Club in areas of community relations and marketing
OFFICERS		
Fraser Sinclair Oakville, Ontario October 18, 2010	Chief Financial Officer and Corporate Secretary	Chief Financial Officer and Corporate Secretary of Royal Nickel
Mark Selby Toronto, Ontario September 30, 2010	Senior Vice President, Business Development	Senior Vice President Business Development, Royal Nickel
Alger St. Jean Sudbury, Ontario April 30, 2007	Vice President, Exploration	Vice President, Exploration, Royal Nickel
Johnna Muinonen Oakville, Ontario August 9, 2010	Vice President, Operations	Vice President, Operations, Royal Nickel

(1) Member of the audit committee of the Company (the "**Audit Committee**").

(2) Member of the compensation committee of the Company (the "**Compensation Committee**").

(3) Member of the corporate governance and nominating committee of the Company (the "**Corporate Governance and Nominating Committee**").

(4) Member of the health, safety and environment committee of the Company (the "**HS&E Committee**").

As of the date of this AIF, the directors and executive officers of the Company collectively beneficially own, directly or indirectly, or exercise control and direction over 8,478,618 Common Shares representing, in the aggregate 9.5% of the issued and outstanding Common Shares.

Biographies

Biographical information for each member of Royal Nickel's Board and management team is set forth below.

Peter Goudie — Director

Mr. Goudie was Executive Vice President (Marketing) of Inco and then Vale from January 1997 to February 2008. Mr. Goudie was also responsible for the strategy, negotiation, construction and operation of Inco's joint venture production projects in Asia. He has been employed with Inco since 1970 in increasingly more senior Accounting and Financial roles in Australia, Indonesia, Singapore and Hong Kong, before becoming Managing Director (later President and Managing Director) of Inco Pacific Ltd. in Hong Kong in 1988. He is an Australian CPA.

A. Thomas Griffis — Deputy Chairman and Director

Mr. Griffis is a retired Lieutenant Colonel in the Canadian Air Force and former Commanding Officer of the Snowbirds aerobatic squadron. Mr. Griffis is also one of the founders of Royal Nickel and Co-Chairman and Chief Executive Officer of Juno Special Situations Corporation. Mr. Griffis is the founder and President of Griffis International Limited, a private investment and corporate management firm based in Toronto, Ontario (1985 - present). Griffis International Limited has focused the majority of its activities on emerging market companies requiring early to mid-stage financing and corporate management. Mr. Griffis is Chairman of Royal Coal Corporation.

Scott M. Hand — Executive Chairman and Director

Mr. Hand has been Executive Chairman of the Company since November 2009. He was elected to the Board in 2008. Mr. Hand was the Chairman and Chief Executive Officer of Inco from April 2002 until he retired from Inco in January 2007. Prior to that, Mr. Hand was President of Inco and held positions in Strategic Planning, Business Development and Law. Mr. Hand also serves on the boards of a number of companies including Manulife Financial Corporation, Royal Coal Corp., Legend Gold Corp. and the World Wildlife Fund Canada. Mr. Hand received a Bachelor of Arts from Hamilton College and a Juris Doctorate from Cornell University.

Peter C. Jones — Director

Mr. Jones has over 40 years of international mining experience. He is a director of a number of companies including Century Aluminum Company and Concordia Resources Corp. Prior to 2007 he was President, Chief Operating Officer and a director of Inco, and before that President and Chief Executive Officer of Hudson Bay Mining and Smelting Co. Ltd.

Frank Marzoli — Director

Mr. Marzoli has been the President, Chief Executive Officer and sole director of Marzcorp Oil & Gas Inc. since July 4, 2008. Mr. Marzoli has also been the President of Marbaw International Nickel Corporation since December 20, 2006. Marbaw held a 100% interest in the Marbaw Claims which were sold to Royal Nickel in February 2007. Mr. Marzoli has been a director of Royal Nickel since May 2007. In 1971, Mr. Marzoli joined the import business specializing in Asian countries. In 2004, Mr. Marzoli left the import business to pursue the resource sector full time.

Gilles Masson — Director

Mr. Masson worked for PricewaterhouseCoopers LLP from June 1969 until December 2005 when he retired as a partner in the auditing department. Over the course of his 36 year career, his clientele consisted of large national and international corporations operating in diverse fields. He has vast experience in the auditing of public corporations as well as in-depth knowledge of GAAP. His knowledge and experience also extend to regulations applicable to the presentation of financial information by public corporations. Mr. Masson has been a director of Semafo Inc. since January 2006. Since November 2009, he has also been a director of Malaga Inc. and since June 2011 he has been a director of EACOM Timber Corporation. In October 2005, he was awarded the title of certified director by the

Institute of Corporate Directors after having completed the required training program. He obtained a Bachelor in Commerce in 1969 and a diploma in General Accounting in 1971 from the École des hautes études commerciales de Montréal. He has been a member of the Ordre des comptables agréés due Québec since 1972.

Tyler Mitchelson, B. Comm (Hons), CA — President, Chief Executive Officer and Director

Mr. Mitchelson has been the President and Chief Executive Officer of the Company since October 13, 2009. Mr. Mitchelson was previously Vice President, Strategy, Business Planning and Brownfield Exploration with Vale. From 1995 to 2006, he worked for Inco in various financial and planning roles in the operations in Thompson, Manitoba, Sorowako, Indonesia and Sudbury, Ontario. Mr. Mitchelson earned his Chartered Accountant designation while working for PricewaterhouseCoopers LLP (formerly Price Waterhouse) from 1991 to 1995. He is a member of the Institute of Chartered Accountants of Ontario and holds a Bachelor of Commerce (honours) degree from the University of Manitoba.

Darryl Sittler — Director

Mr. Sittler is a former National Hockey League player and a 1989 inductee to the Hockey Hall of Fame. Mr. Sittler is a self-employed business person in the areas of public relations, community relations and team building. Mr. Sittler is an Ambassador of Maple Leaf Sports and Entertainment and a director of Wallbridge Mining Company Limited, Miocene Metals Ltd. and Frontline Gold Corporation. Mr. Sittler is a certified director by the Institute of Corporate Directors.

Fraser Sinclair, B. Comm, CA, CA(SA) — Chief Financial Officer and Corporate Secretary

Mr. Sinclair is the Chief Financial Officer and Corporate Secretary of the Company. Mr. Sinclair was Senior Vice President and Chief Financial Officer of Romarco Minerals Inc. (2009 - 2010). Prior thereto he was Vice President Finance and Chief Financial Officer of North American Palladium Ltd (2007 - 2009). Prior to his work at North American Palladium Ltd., Mr. Sinclair ran his own independent consulting practice providing senior level financial and business advisory services (2004 - 2007). Mr. Sinclair is a Chartered Accountant and earned his designation with Arthur Young & Company (now Ernst & Young LLP). Mr. Sinclair is a member of the Institute of Chartered Accountants of Ontario and the South African Institute of Chartered Accountants and holds a Bachelor of Commerce degree from the University of Witwatersrand in South Africa.

Mark Selby, B. Comm (Hons) — Senior Vice President, Business Development

Mr. Selby is the Senior Vice President, Business Development of the Company. Mr. Selby was recently Vice President Business Planning & Market Research with Quadra Mining Inc. Prior to joining Quadra in 2008, Mr. Selby founded Selby & Co. in 2006 to provide consulting advice to mining companies, private equity and hedge fund clients on commodities and business issues. From 2001 until 2007, Mr. Selby held a series of senior roles with Inco culminating with his role as Assistant Vice President Strategic Planning and Corporate Development. Before joining Inco, he was a partner at Mercer Management Consulting from 1994 until 2001 where he consulted to clients in the transportation and resource sectors. Mr. Selby graduated from Queen's University with a Bachelor of Commerce (Honours). Mr. Selby is also a director of Kiska Metals and Minfocus Exploration Corp.

Alger St-Jean, P. Geo, M.Sc., B.Sc. — Vice President, Exploration

Mr. St-Jean is the Vice President Exploration of the Company, a position held since April 2007. Prior to joining Royal Nickel, Mr. St-Jean was Senior Geologist for Xstrata Nickel (previously Falconbridge Limited) and was responsible for the management, design and implementation of nickel exploration programs at Falconbridge Limited. Mr. St-Jean is a Professional Geologist registered with the Association of Professional Geologists of Ontario and holds a Master of Science degree from McGill University and a Bachelor of Science degree from St. Francis Xavier University.

Johnna Muionen, P. Eng. — Vice President, Operations

Ms. Muinonen is the Vice-President, Operations of the Company. Prior to joining Royal Nickel, Ms. Muinonen was employed by Vale (formerly Vale Inco) for 9 years. While with Vale, she spent 5 years in Thompson, Manitoba working in the concentrator in various positions of increasing responsibility which culminated in an appointment to Mill Manager from 2005-2007. For the past three years, immediately prior to joining Royal Nickel, she was a Project Manager in Vale's Corporate Business Development Group leading studies at both the scoping and pre-feasibility level for Vale's ultramafic nickel deposits in Canada. Ms. Muinonen is a Professional Engineer registered with the Professional Engineers of Ontario. She holds a Bachelor of Science in Mining Engineering from Queen's University.

Corporate Cease Trade Orders

Except as disclosed below, none of the directors or executive officers of Royal Nickel is, or has been within the 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company that (i) while such person was acting in or an order that capacity was the subject of a cease trade or similar order that denied the company access to any statutory exemptions under Canadian securities legislation, in each case for a period of more than 30 consecutive days (each, an "**Order**") or (ii) was subject to an Order that was issued after such person ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while such person was acting in the capacity as director, chief executive officer or chief financial officer.

- A. Thomas Griffis was previously a director of Cogient Corp. On August 10, 2006, an interim cease trade order was issued for Cogient Corp., which was extended to a permanent cease trade order on August 22, 2006.

- Darryl Sittler was previously a director of Randsburg International Gold Corp. On August 9, 2006, a cease trade order was issued for Randsburg International Gold Corp. for failure to file a technical report in the required form. The cease trade order was revoked on April 25, 2007.

Bankruptcies

Except as disclosed below, none of the directors or executive officers of Royal Nickel or any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, is or has been within the 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company that while such person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

- A. Thomas Griffis was previously a director of Cogient Corp. On December 8, 2006, a court appointed receiver was appointed for Cogient Corp.

Personal Bankruptcies

None of the directors or executive officers of Royal Nickel or any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such person.

Penalties and Sanctions

None of the directors or executive officers of Royal Nickel or any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interest of the Company and to disclose any interests which they may have in any project or opportunity of the Company. However, the Company's directors and officers may serve on the boards and/or as officers of other companies which may compete in the same industry as the Company, giving rise to potential conflicts of interest. To the extent that such other companies may participate in ventures in which the Company may participate or enter into contracts with the Company, they may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that a conflict of interest arises at a meeting of the directors of the Company, such conflict of interest must be declared and the declaring parties must abstain from participating and voting for or against the approval of any project or opportunity in which they may have an interest. Provided such steps are followed and subject to any limitations in the Company's constating documents, a transaction would not be void or voidable because it was made between the Company and one or more of its directors or by reason of such director being present at the meeting at which such agreement or transaction was approved. The remaining directors will determine whether or not the Company will participate in any such project or opportunity.

To the best of the Company's knowledge, other than as set forth in this AIF, there are no known existing or potential conflicts of interest among the Company, directors, officers or other members of management of the Company as a result of their outside business interests.

The directors and officers of the Company are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosures by directors of conflicts of interest, and the Company will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers.

AUDIT COMMITTEE INFORMATION

The primary function of the audit committee of the Board (the "**Audit Committee**") is to assist the Board in fulfilling its financial reporting and controls responsibilities to the shareholders of the Company. In accordance with NI 52-110, information with respect to the Company's audit committee is contained below.

Audit Committee Charter

A copy of the Audit Committee Charter is attached hereto as Appendix A.

Composition of Audit Committee

The Audit Committee is composed of Gilles Masson (Chairman), Peter Goudie and Peter Jones, all of whom are "independent" directors and financially literate within the meaning of NI 52-110.

Relevant Education and Experience

For details regarding the relevant education and experience of each member of the Audit Committee relevant to the performance of his duties as a member of the Audit Committee, see "Directors and Officers".

Pre-Approval Policies and Procedures

The Audit Committee has adopted policies and procedures for the pre-approval of non-audit services to be provided by the Company's independent auditors. As a general policy, all services provided by the independent auditors must be pre-approved by the Audit Committee. Unless a service has received general pre-approval from the Audit

Committee, it will require specific pre-approval by the Audit Committee. When specific pre-approval is required, the Audit Committee has delegated the authority to the Chair of the Audit Committee.

External Audit Fees

The fees billed by the Company's external auditors for the last two fiscal years are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees(1)	Tax Fees(2)	All Other Fees
2011	$126,083	$108,690	$8,925	$124,594(3)
2010	$109,707	$129,252	$44,258	$277,377(4)

(1) Fees charged for review of interim financial statements

(2) Fees charged for preparation of income tax and mining duties returns

(3) Fees for services related to IFRS transition and NI 52-109 compliance

(4) Fees for services related to the IPO

RISK FACTORS

Overview

The Company's business consists of the exploration and development of mineral properties and is subject to certain risks. The risks described below are not the only risks facing the Company and other risks now unknown to the Company may arise or risks now thought to be immaterial may become material. No guarantee is provided that other factors will not affect the Company in the future. Many of these risks are beyond the control of the Company.

Overview of Exploration, Development and Operating Risk

The Company is engaged in mineral exploration and development. Mineral exploration and development is highly speculative in nature, involves many risks and is frequently not economically successful. Increasing mineral resources or reserves depends on a number of factors including, among others, the quality of a company's management and their geological and technical expertise and the quality of land available for exploration. Once mineralization is discovered it may take several years of additional exploration and development until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable reserves through drilling or drifting to determine the optimal metallurgical process and to finance and construct mining and processing facilities. At each stage of exploration, development, construction and mine operation, various permits and authorizations are required. Applications for many permits require significant amounts of management time and the expenditure of substantial capital for engineering, legal, environmental, social and other activities. At each stage of a project's life, delays may be encountered because of permitting difficulties. Such delays add to the overall cost of a project and may reduce its economic feasibility. As a result of these uncertainties, there can be no assurance that a mineral exploration and development company's programs will result in profitable commercial production. There is no assurance that any of the projects can be mined profitably. Accordingly, it is not assured that the Company will realize any profits in the short to medium term, if at all. Any profitability in the future from the business of the Company will be dependent upon developing and commercially mining an economic deposit of minerals.

Companies engaged in mining activities are subject to all of the hazards and risks inherent in exploring for and developing natural resource projects. These risks and uncertainties include, but are not limited to, environmental hazards, industrial accidents, labour disputes, social unrest, encountering unusual or unexpected geological formations or other geological or grade problems, unanticipated metallurgical characteristics or less than expected mineral recovery, encountering unanticipated ground or water conditions, cave-ins, pit wall failures, flooding, rock bursts, periodic interruptions due to inclement or hazardous weather conditions and other acts of God or unfavourable operating conditions and losses. Should any of these risks or hazards affect the Company's exploration, development or mining activities it may: cause the cost of exploration, development or production to increase to a point where it would no longer be economic to produce metal from the Company's mineral resources or reserves; result in a write down or write-off of the carrying value of one or more mineral projects; cause delays or stoppage of mining or processing; result in the destruction of mineral properties, processing facilities or third party facilities necessary to the Company's operations; cause personal injury or death and related legal liability; or result in the loss of insurance coverage — any or all of which could have a material adverse effect on the financial condition, results of operations or cash flows of the Company.

Project Delay

The Company has targeted the following key milestones to achieve development of the Dumont Nickel Project (i) placement of long lead orders starting in the second half of 2012; (ii) completion of feasibility study by mid 2013; (iii) receipt of permits by the end of 2013; (iv) start of construction by the end of 2013; and (v) project commissioning and ramp-up in late 2015. However, there are significant risks that the exploration, development and completion of construction of a mine on the Dumont Nickel Project could be delayed due to circumstances beyond the Company's control. Additionally, the Company will need to obtain further debt or equity financing from external sources in order to fund the balance of the exploration and development of the Dumont Nickel Project, conduct exploration activities and fund other expenses. There is no assurance that the Company will be able to obtain debt or equity financing on favourable terms, or at all. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration, development, or production on any or all of the Company's properties, or even a loss of property interests.

Commercial Nickel Deposits

The business of exploration for minerals and mining involves a high degree of risk. There is no certainty that any expenditure made in the exploration of Royal Nickel's properties will result in discoveries of commercially recoverable quantities of nickel. Such assurance will require completion of final comprehensive feasibility studies and, possibly, further associated exploration and other work that concludes a potential mine is likely to be economic. In order to carry out exploration and development programs of any economic nickel body and place it into commercial production, Royal Nickel will be required to raise substantial additional funding.

Funding Needs, Financing Risks and Dilution

Royal Nickel has no history of earnings from operations and, due to the nature of its business, there can be no assurance that Royal Nickel will be profitable. Future exploration, development, mining, and processing of minerals from the Company's properties will require substantial additional financing. Royal Nickel has paid no dividends on the Common Shares since incorporation and does not anticipate doing so in the foreseeable future. There is no assurance that such funding will be available to the Company, that it will be obtained on terms favourable to the Company or that it will provide the Company with sufficient funds to meet its objectives, which may adversely affect the Company's business and financial position. While Royal Nickel may generate additional working capital through further equity or debt offerings or through the sale or possible syndication of its mineral properties, there is no assurance that any such funds will be available. If available, future equity financing may result in substantial dilution to existing shareholders of Royal Nickel and reduce the value of their investment. Additionally, initial capital costs for the exploration and development of the Dumont Nickel Project are expected to be in excess of $1.235 billion, with additional expansion capital of $815 million. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration, development, or production on any or all of the Company's properties, or even a loss of property interests.

Limited Operating History

The Company is an exploration stage company with no history of profitability, and a limited operating history in the mineral exploration and development business. The Company has no history of producing metals from its current mineral property. As a result, the Company is subject to all of the risks associated with establishing new mining operations and business enterprises including:

- the timing and cost, which can be considerable, of the construction of mining and processing facilities;

- the availability and costs of skilled labour and mining equipment;
- the availability and cost of appropriate smelting and/or refining arrangements;
- the need to obtain necessary environmental and other governmental approvals and permits, and the timing of those approvals and permits; and
- the availability of funds to finance construction and development activities.

It is common in new mining operations to experience unexpected problems and delays during construction, development and mine start-up. In addition, delays in the commencement of mineral production often occur. Accordingly, there are no assurances that the Company's activities will result in profitable mining operations or that the Company will successfully establish mining operations or profitably produce metals at any of its properties, or at all.

Drilling and Production Risks Could Adversely Affect the Mining Process

Once mineral deposits are discovered, it can take a number of years from the initial phases of drilling until production is possible, during which the economic feasibility of production may change. Substantial time and expenditures are required to:

- establish mineral reserves through drilling;
- determine appropriate mining and metallurgical processes for optimizing the recovery of nickel;
- obtain environmental and other licenses;
- construct mining, processing facilities and infrastructure required for greenfield properties; and
- obtain the nickel or extract the minerals from the nickel.

If a project proves not to be economically feasible by the time the Company is able to exploit it, the Company may incur substantial write-offs. In addition, potential changes or complications involving metallurgical and other technological processes arising during the life of a project may result in cost overruns that may render the project not economically feasible.

The Price of Nickel, Which is Actively Traded on World Commodity Exchanges, is Subject to Significant Volatility

The ability of the Company to develop the Dumont Nickel Project and the future profitability of the Company is directly related to the market price of nickel. Nickel is sold in an active global market and traded on commodity exchanges, such as the LME and the New York Mercantile Exchange. Nickel prices are subject to significant fluctuations and are affected by many factors, including actual and expected macroeconomic and political conditions, levels of supply and demand, the availability and costs of substitutes, inventory levels, investments by commodity funds and other actions of participants in the commodity markets. Nickel prices have fluctuated widely, particularly in recent years. Consequently, the economic viability of any of Royal Nickel's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in nickel prices.

Increased Availability of Alternative Nickel Sources or Substitution of Nickel from End Use Applications Could Adversely Affect the Company's Nickel Business

Demand for primary nickel may be negatively affected by the direct substitution of primary nickel with other materials in current applications. In response to high nickel prices or other factors, producers and consumers of stainless steel may partially shift from stainless steel with high nickel content to stainless steels with either lower nickel content or no nickel content, which would adversely affect demand for nickel.

Limited Mining Properties and Acquisition of Additional Commercially Mineable Mineral Rights

The Dumont Nickel Project accounts for all of the Company's mineral resources and the potential for the future generation of revenue. Any adverse development affecting the progress of the Dumont Nickel Project such as, but not limited to, obtaining financing on commercially suitable terms, hiring suitable personnel and mining contractors or securing supply agreements on commercially suitable terms, may have a material adverse effect on the Company's financial performance and results of operations.

Uncertainty in the Estimation of Mineral Reserves and Mineral Resources

The figures for mineral reserves and mineral resources contained in this AIF are estimates only and no assurance can be given that the anticipated tonnages and grades will be achieved, that the indicated level of recovery will be realized or that mineral reserves could be mined or processed profitably. Actual reserves may not conform to geological, metallurgical or other expectations, and the volume and grade of ore recovered may be below the estimated levels. There are numerous uncertainties inherent in estimating mineral reserves and mineral resources, including many factors beyond the Company's control. Such estimation is a subjective process, and the accuracy of any reserve or resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. In addition, there can be no assurance that nickel recoveries in small scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production. Lower market prices, increased production costs, reduced recovery rates and other factors may result in a revision of its reserve estimates from time to time or may render the Company's reserves uneconomic to exploit. Reserve data are not indicative of future results of operations. If the Company's actual mineral reserves and mineral resources are less than current estimates or if the Company fails to develop its resource base through the realization of identified mineralized potential, its results of operations or financial condition may be materially and adversely affected. Evaluation of reserves and resources occurs from time to time and they may change depending on further geological interpretation, drilling results and metal prices. The category of inferred resource is the least reliable resource category and is subject to the most variability.

Uncertainty Relating to Mineral Resources

Mineral resources that are not mineral reserves do not have demonstrated economic viability. Due to the uncertainty which may attach to inferred mineral resources, there is no assurance that inferred mineral resources will be upgraded to proven and probable mineral reserves as a result of continued exploration.

Mining Involves a High Degree of Risk

Mining operations involve a high degree of risk. The Company's operations will be subject to all the hazards and risks normally encountered in the exploration, development and production of base or precious metals, including, without limitation, environmental hazards, unusual and unexpected geologic formations, seismic activity, rock bursts, pit-wall failures, cave-ins, flooding, fires, hazardous weather conditions and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and legal liability. The Company's exploration, development and production operations may be further hampered by additional hazards, including, without limitation and equipment failure, which may result in environmental pollution and legal liability.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate the funds available for acquisition of mineral prospects or exploration, increase costs to the Company, reduce future profitability, if any, and/or lead to a decline in the value of the Common Shares.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality, including air and water quality, mine reclamation, solid and hazardous waste handling and disposal and the promotion of occupational health and safety. These laws provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. The permission to operate can be withdrawn temporarily where there is evidence of serious breaches of health and safety standards, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on Royal Nickel for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations. To the extent that the Company becomes subject to environmental liabilities, the satisfaction of any such liabilities would reduce funds otherwise available to the Company and could have a material adverse effect on the Company. The Company intends to minimize risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to applicable environmental standards. There is a risk that environmental laws and regulations may become more onerous, making the Company's operations more expensive.

Mineral Titles

Although Royal Nickel has obtained a title opinion for the Dumont Nickel Project, there is no guarantee that title to such mineral property interests will not be challenged or impugned and no assurances can be given that there are no title defects affecting its mineral properties. Royal Nickel's mineral property interests may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. The Company has not conducted surveys of the claims in which it holds direct or indirect interests; therefore, the precise area and location of such items may be in doubt. There may be valid challenges to the title of the mineral property interests which, if successful, could impair the exploration, development and/or operations of the Dumont Nickel Project.

Permitting Risks

The Company has yet to apply for various permits and related authorizations to exploit, develop and operate the Dumont Nickel Project. The process of permitting will involve the filing of a number of studies and applications with federal and provincial authorities relating to, amongst other things, the construction and operation of a plant and related facilities, a water pipeline and a power line. While the Company is not aware of any major impediments at this time, it is still in preliminary stages of the permitting process and there can be no assurance that all of the necessary permits and approvals will be forthcoming.

Land Reclamation

Although they vary, depending on location and the governing authority, land reclamation requirements are generally imposed on mineral exploration companies, as well as companies with mining operations, in order to minimize long term effects of land disturbance. Reclamation may include requirements to control dispersion of potentially deleterious effluents and to reasonably re-establish pre-disturbance land forms and vegetation. In order to carry out reclamation obligations imposed on the Company in connection with its mineral exploration, the Company must allocate financial resources that might otherwise be spent on further exploration programs.

First Nations

Royal Nickel is committed to working in partnership with our local communities and First Nations in a manner which fosters active participation and mutual respect. The Company regularly consults with communities proximal to the Company's exploration activities to advise them of plans and answer any questions they may have about current and future activities. However, First Nations in Quebec are increasingly making lands and rights claims in respect of existing and prospective resource projects on lands asserted to be First Nation traditional or treaty lands. Should a First Nation make such a claim in respect of the Dumont Nickel Project and should such claim be resolved by government or the courts in favour of the First Nation, it could materially adversely affect the business of Royal Nickel.

Competition

The mining industry is intensely competitive in all its phases. There is a high degree of competition for the discovery and acquisition of properties considered to have commercial potential. Royal Nickel competes for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees with many companies possessing greater financial resources and technical facilities than Royal Nickel. The competition in the mineral exploration and development business could have an adverse effect on Royal Nickel’s ability to acquire suitable properties or prospects for mineral exploration in the future.

Management

The Company’s prospects depend in part on the ability of its executive officers and senior management to operate effectively, both independently and as a group. Investors must be willing to rely to a significant extent on management’s discretion and judgment. The success of Royal Nickel depends to a large extent upon its ability to retain the services of its senior management and key personnel. The loss of the services of any of these persons could have a materially adverse effect on Royal Nickel’s business and prospects. There is no assurance Royal Nickel can maintain the services of its directors, officers or other qualified personnel required to operate its business.

Government Regulations

Exploration and development activities and mining operations are subject to laws and regulations governing health and worker safety, employment standards, environmental matters, mine development, prospecting, mineral production, exports, taxes, labour standards, reclamation obligations and other matters. It is possible that future changes in applicable laws, regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of permits and agreements applicable to the Company or its properties which could have a material adverse impact on the Company’s current exploration program and future development projects. Where required, obtaining necessary permits and licences can be a complex, time consuming process and there can be no assurance that required permits will be obtainable on acceptable terms, in a timely manner, or at all. The costs and delays associated with obtaining permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Company from proceeding with the development of a mine.

Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing interruption or closure of exploration, development or mining operations or material fines and penalties, including, but not limited to, corrective measures requiring capital expenditures, installation of additional equipment, remedial actions or other liabilities. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

In addition, amendments to current laws and regulations governing operations or more stringent implementation thereof could have a substantial adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Conflicts of Interest

Certain of the directors and officers of Royal Nickel may also serve as directors and/or officers of other companies involved in natural resource exploration and development and consequently there exists the possibility for such directors and officers to be in a position of conflict.

Flow-Through Share Tax Issues

The Company agreed to incur, in respect of the portion of the Flow-Through Units that are Common Shares designated as "flow-through shares"(the "**Flow-Through Shares**") under the Income Tax Act (Canada) (the "**Tax Act**"), Canadian exploration expense ("**CEE**") in an amount equal to the gross proceeds raised under the Company's IPO of Flow-Through Shares and to renounce CEE to purchasers of Flow-Through Shares in accordance with the Tax Act. No assurance can be given that the Minister of National Revenue will agree with the Company's characterization of the expenditures incurred. A change in the characterization of the expenditures may affect the Company's ability to renounce CEE to the holders of Flow-Through Shares or the holders' ability to claim tax deductions.

Currency Fluctuations

The operations of the Company will be subject to currency fluctuations and such fluctuations may materially affect the financial position and results of the Company. The Company is subject to the risks associated with the fluctuation of the rate of exchange of the Canadian dollar and the United States dollar. The Company does not currently take any steps to hedge against currency fluctuations although it may elect to hedge against the risk of currency fluctuations in the future. There can be no assurance that steps taken by the Company to address such currency fluctuations will eliminate all adverse effects of currency fluctuations and, accordingly, the Company may suffer losses due to adverse foreign currency fluctuations.

Dividend History or Policy

No dividends on the Common Shares have been paid by Royal Nickel to date. Royal Nickel anticipates that for the foreseeable future it will retain future earnings and other cash resources for the operation and development of its business. Payment of any future dividends will be at the discretion of Royal Nickel's Board after taking into account many factors, including Royal Nickel's operating results, financial condition and current and anticipated cash needs.

Independent Contractors

Royal Nickel's success also depends, to a significant extent, on the performance and continued service of independent contractors. Royal Nickel will contract the services of professional drillers and others for exploration, environmental, construction and engineering services. Poor performance by such contractors or the loss of such services could have a material and adverse effect on Royal Nickel and its business and results of operations and could result in failure to meet business objectives.

Risks Relating to Common Shares

Liquidity of Common Shares

The Company's ability to put the Dumont Nickel Project into commercial production will be dependent upon a number of factors including the ability to obtain financing. If the Company is unable to put the Dumont Nickel Project into commercial production, any investment in the Company may be lost. In such event, the probability of resale of the Common Shares would be diminished.

The Company's Shares May Experience Price Volatility

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Factors unrelated to the financial performance or prospects of the Company include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. The Company's Common Share price, financial condition and results of operations are all also likely to be significantly affected by short-term changes in the nickel market.

There can be no assurance that continual fluctuations in metal prices will not occur. As a result of any of these factors, the market price of the Common Shares at any given point in time may not accurately reflect the Company's long-term value.

LEGAL PROCEEDINGS

Royal Nickel is not a party to any legal proceedings material to it, or of which any of its property is the subject matter, and no such proceedings are known to be contemplated.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed in this AIF, no director or officer of Royal Nickel or any shareholder holding, of record or beneficially, directly or indirectly, more than 10% of the issued Common Shares, or any of their respective associates or affiliates, had any material interest, directly or indirectly, in any material transaction with Royal Nickel since incorporation or in any proposed transaction which has materially affected or would materially affect Royal Nickel.

REGISTRAR AND TRANSFER AGENT

Royal Nickel's registrar and transfer agent for its Common Shares is Computershare Investor Services Inc. at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1.

EXPERTS

Information of an economic (including economic analysis), scientific or technical nature regarding the Dumont Nickel Project included in this AIF is based upon the Pre-Feasibility Study Report prepared by Ausenco Solutions Canada Inc., Ausenco Services Pty Ltd., Golder Associates Ltd., SRK Consulting (Canada) Inc., and their respective employees, and an independent consultant. The authors of the Pre-Feasibility Study Report are L. P. Staples, P. Eng., S. Bernier, P.Geo., G. Lane, FAusIMM, D. Penswick, P.Eng, C. Scott, P. Eng., B. Murphy, FSAIMM, and V. Bertrand, géo., each of whom is "independent" of Royal Nickel and a "Qualified Person", as defined in NI 43-101.

As of the date of this AIF, the aforementioned individuals and their respective firms, beneficially owned, directly or indirectly, less than 1% of the outstanding Common Shares.

The auditors of Royal Nickel are PricewaterhouseCoopers LLP, Chartered Accountants, 1250, Blvd. René-Lévesque Ouest Suite 2800 Montréal, Quebec H3B 2G4 . PricewaterhouseCoopers LLP reports that they are independent from Royal Nickel within the meaning of the Code of Ethics of the *Ordre des comptables agréés du Quebec*.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Company which are currently in effect and considered to be currently material:

1. the Warrant Indenture (see "Capital Structure - Warrants"), and

2. the Rights Plan (see "Capital Structure - Rights Plan").

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at www.sedar.com.

Additional information, including officers' remuneration and indebtedness, and principal holders of the Company's securities will be contained in the Company's information circular for its June 20, 2012 annual meeting of shareholders. Additional financial information is provided in the Company's financial statements and management's discussion and analysis for the 12-month period ended December 31, 2011.

EXCHANGE RATE INFORMATION

The closing, high, low and average exchange rates for U.S. dollars (based on the noon rates) expressed in Canadian dollars for each of the three years ended December 31, 2011, 2010 and 2009, as reported by the Bank of Canada, were as follows.

	2011 ($)	2010 ($)	2009 ($)
Closing	1.0170	0.9946	1.0466
High	1.0604	1.0778	1.3000
Low	0.9449	0.9946	1.0292
Average	0.9891	1.0299	1.1420

As of the date of this AIF, the exchange rate for one US$ expressed in Canadian dollars, based upon noon rates provided by the Bank of Canada was $0.9929.

METRIC CONVERSION TABLE

For ease of reference, the following conversion factors are provided:

Metric Unit	U.S. Measure	U.S. Measure	Metric Unit
1 hectare	2.471 acres	1 acre	0.4047 hectares
1 metre	3.2881 feet	1 foot	0.3048 metres
1 kilometre	0.621 miles	1 mile	1.609 kilometres
1 gram	0.032 troy ounces	1 troy ounce	31.1 grams
1 kilogram	2.205 pounds	1 pound	0.4541 kilograms
1 tonne	1.102 short tons	1 short ton	.907 tonnes
1 gram/tonne	0.029 troy ounces/ton	1 troy ounce/ton	34.28 grams/tonne

GLOSSARY OF TECHNICAL TERMS

In this AIF, the following terms will have the meanings set forth below, unless otherwise indicated. Words importing the singular include the plural and vice versa and words importing any gender include all genders:

"**assay**" is an analysis to determine the presence, absence and quantity of one or more elements.

"**awaruite**" is a naturally occurring alloy of nickel and iron with a composition from Ni_2Fe to Ni_3Fe. The formula $Ni_{2.5}Fe$ is used to represent this natural variability.

"**basalt**" is dark-colored mafic igneous rocks, commonly extrusive but locally intrusive (i.e. as dikes), composed chiefly of calcic plagioclase and clinopyroxene.

"**brucite**" is the mineral form of magnesium hydroxide with a composition of $Mg(OH)_2$.

"**cash costs**" are the cash costs for mining, milling and concentrating, leaching, solution pumping, solvent extraction and electrowinning, on-site administration and general expenses, any off-site services which are essential to the operation, smelting (including toll smelting charges if applicable), refining (including toll refining charges if applicable), concentrate freight costs, marketing costs, and property and severance taxes paid to state/federal agencies that are not profit related.

"**chrysotile**" is an asbestiform sub-group within the serpentine group of minerals.

"**clinopyroxene**" is a group name for a number of pyroxene minerals that have similar crystal forms. They are silicates commonly containing aluminum, magnesium, calcium, and iron in their crystal structures.

"**CIM**" means the Canadian Institute of Mining, Metallurgy and Petroleum.

"**CIM Standards**" are the CIM Definition Standards on Mineral Resources and Mineral Reserves adopted by CIM from time to time.

"**cm**" means centimetre.

"**Co**" is the chemical symbol for cobalt.

"**coalingite**" is a mineral weathering product of brucite with a composition of $Mg_{10}Fe_{23}+[(OH)_{24}|CO_3]_2H_2O$

"**core**" is the long cylindrical piece of rock brought to surface by diamond drilling.

"**core sample**" is one or several pieces of whole or split parts of core selected as a sample for analysis or assay.

"**Cu**" is the chemical symbol for copper.

"**cut-off**" means the grade above which material is considered significant and below which material is not considered significant and is excluded from resource and reserve estimates.

"**dilution**" means non-ore material included by mining process and fed to mill.

"**disseminated sulphide**" is a sulphide deposit, in which the sulphide is non-contiguous and may range from less than 1% up to about 10% of the total rock. The sulphide occurs as individual crystals or small crystalline masses in the interstices of other non-sulphide minerals composing the rock.

"**dunite**" is an igneous, plutonic rock, of ultramafic composition, with coarse grained or phaneritic texture. The mineral assemblage is typically greater than 90% olivine with minor pyroxene and chromite. Dunite is the olivine-rich end-member of the peridotite group of mantle derived rocks.

"**fault**" means a break in the Earth's crust caused by tectonic forces which have moved the rock on one side with respect to the other.

"**Feasibility Study**" means a comprehensive study of a mineral deposit in which all geological, engineering, legal, operating, economic, social, environmental and other relevant factors are considered in sufficient detail that it could reasonably serve as the basis for a final decision by a financial institution to finance the development of the deposit for mineral production.

"**footwall**" means the rock on the underside of a vein or mineral deposit.

"**g/t**" is grams per metric tonne.

"**gabbro**" is a coarse grained intrusive igneous rock composed of greenish white feldspar and pyroxene.

"**geochemical**" means prospecting techniques which measure the content of specified metals in soils and rocks for the purpose of defining anomalies for further testing.

"**geophysical**" means prospecting techniques which measure the physical properties (magnetism, conductivity, density, etc.) of rocks and define anomalies for further testing.

"**ha**" is hectare.

"**hanging wall**" is the rock on the upper side of a vein or mineral deposit.

"**heazlewoodite**" is a nickel sulphide mineral found in serpentinized dunite with the composition Ni_3S_2.

"**host rock**" means the rock surrounding an ore deposit.

"**HPAL**" means high pressure acid leach.

"**igneous rock**" means a rock formed by volcanic or magmatic processes.

"**indicated mineral resource**" means that part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics, can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters, to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed.

"**inferred mineral resource**" means that part of a mineral resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes.

"**IRR**" means internal rate of return.

"**km**" means kilometre.

"**kt**" mean kilo-tonne.

"**kWh**" means kilowatt-hour.

"**LIDAR**" means a light detection and tanging and optical remote sensing technology that measures properties of scattered light to find range and/or other information of a distant target. The prevalent method to determine distance to an object or surface is to use laser pulses. Like the similar radar technology, which uses radio waves, the range to an object is determined by measuring the time delay between transmission of a pulse and detection of the reflected signal.

"**lbs**" means pounds.

"**LOM**" means life of mine.

"**m**" means metre.

"**magmatic**" means of or related to magma, which is a subterranean molten rock, capable of being extruded at the surface as lava or intruded into rocks in the earth's crust.

"**magnetite**" is a ferrimagnetic mineral with composition Fe_3O_4.

"**massive sulphide**" means a sulphide deposit in which the sulphide is contiguous and usually forms more than 80% of the rock mass which may contain non-sulphidic rock inclusions.

"**measured mineral resource**" is that part of a mineral resource for which quantity, grade or quality, densities, shape, and physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters, to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough to confirm both geological and grade continuity.

"**millerite**" is a nickel sulphide mineral, NiS. It is brassy in colour and has an acicular habit, often forming radiating masses and furry aggregates.

"**mineral resource**" means a concentration or occurrence of diamonds, natural solid inorganic material, or natural solid fossilized organic material including base and precious metals, coal, and industrial minerals in or on the Earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a mineral resource are known, estimated or interpreted from specific geological evidence and knowledge.

"**mineral reserve**" means the economically mineable part of a measured or indicated mineral resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A mineral reserve includes diluting materials and allowances for losses that may occur when the material is mined.

"**MgO**" is the chemical symbol for magnesium oxide.

"**Mt**" means million tonnes.

"**MW**" means megawatt.

"**NSR**" or "**net smelter royalty**" means a payment made by a producer of metals based on the value of the gross metal production from the property, less deduction of certain limited costs including smelting, refining, transportation and insurance costs.

"**Ni**" is the chemical symbol for nickel.

"**NPV**" means net present value.

"**NQ**" is a diamond core drill with diametre of 47.6 mm.

“**olivine**” is an olive green magnesium iron silicate mineral common in mafic and ultramafic rocks with a composition of $(Mg,Fe)_2SiO_4$.

“**Pd**” is the chemical symbol for palladium.

“**Pt**” is the chemical symbol for platinum.

“**pentlandite**” is a common iron-nickel sulphide mineral with the composition $(Fe,Ni)_9S_8$.

“**peridotite**” means a general term for intrusive ultramafic igneous rocks consisting of olivine and lacking felspar.

“**PGE**” is platinum group element.

“**ppb**” means parts per billion.

“**ppm**” means parts per million.

“**PQ**” is a diamond core drill with diameter of 85 mm.

“**Preliminary Feasibility Study**” means a comprehensive study of the viability of a mineral project that has advanced to a stage where the mining method, in the case of underground mining, or the pit configuration, in the case of an open pit, has been established, and which, if an effective method of mineral processing has been determined, includes a financial analysis based on reasonable assumptions of technical, engineering, operating, economic factors and the evaluation of other relevant factors which are sufficient for a qualified person, acting reasonably, to determine if all or part of the mineral resource may be classified as a mineral reserve.

“**probable mineral reserve**” means the economically mineable part of an indicated and, in some circumstances, a measured mineral resource demonstrated by at least a Preliminary Feasibility Study. This Study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified.

“**proven mineral reserve**” means the economically mineable part of a measured mineral resource demonstrated by at least a Preliminary Feasibility Study. This Study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction is justified.

“**pyrite**” is a common iron sulphide mineral FeS_2.

“**pyroxene**” is a group of chiefly magnesium-iron minerals including diopside, hexenbergite, augite pigeonite, and many other rock-forming minerals.

“**pyroxenite**” is an ultramafic igneous rock consisting essentially of minerals of the pyroxene group, such as augite and diopside, hypersthene, bronzite or enstatite.

“**pyrrhotite**” is an iron sulphide FeS.

“**Qualified Person**” means an individual who: (a) is an engineer or geoscientist with a university degree, or equivalent accreditation, in an area of geoscience, or engineering, relating to mineral exploration or mining; (b) has at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these, that is relevant to his or her professional degree or area of practice; (c) has experience relevant to the subject matter of the mineral project and the technical report; (d) is in good standing with a professional association; and (e) in the case of a professional association in a foreign jurisdiction, has a membership designation that (i) requires attainment of a position of responsibility in their profession that requires the exercise of independent judgment; and (ii) requires (A) a favourable confidential peer evaluation of the individual’s character, professional judgement, experience, and ethical fitness; or (B) a recommendation for membership by at least two peers, and demonstrated prominence or expertise in the field of mineral exploration or mining.

"**S**" is the chemical symbol for sulphur.

"**serpentine**" is a group of minerals the composition of which includes magnesium, iron, hydroxide and silicate.

"**serpentinized**" is a product of hydrated olivine.

"**SRMS**" means standard reference materials samples.

"**STP**" means standard test procedures.

"**sulphides**" means minerals that are compounds of sulphur together with another element (such as iron, copper, lead and zinc).

"**tailings**" means finely ground material remaining from ore when metal is removed.

"**tailings dam**" means an enclosed area to which slurry is transported and in which the solids settle while the liquids may be withdrawn.

"**tpd**" means tonnes per day.

"**ultramafic**" is igneous rocks consisting essentially of ferro magnesian minerals with trace quartz and feldspar.

"**veins**" means a fissure, faults or crack in rock filled by minerals that have travelled upwards from some deep source.

"**VTEM**" means Versatile Time Domain Electromagnetics — a type of geophysical survey used to explore for massive sulphide deposits.

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ROYAL NICKEL CORPORATION
AUDIT COMMITTEE CHARTER

1.0 PURPOSE

The Audit Committee (the "**Committee**") of Royal Nickel Corporation (the "**Company**") has been established by the Board of Directors of the Company (the "**Board**") for the purposes of assisting the Board in its oversight and evaluation of:

1.1 Auditor Qualification and Independence

The external auditor's qualifications and independence.

1.2 Auditor Performance and Audit Functions

The external auditor's performance and external audit functions.

1.3 Financial Statements and Related Disclosure

The quality and integrity of the Company's financial statements and related disclosure.

1.4 Internal and Disclosure Controls and Reporting

The Company's internal controls over financial reporting, and disclosure controls and procedures and public disclosure with respect to financial information.

1.5 Legal and Regulatory Compliance

The Company's compliance with legal and regulatory requirements with respect to financial reporting.

2.0 COMPOSITION

2.1 Members

The Committee shall consist of as many members as the Board shall determine, but in any event, not fewer than three (3) members. The Board shall appoint the members of the Committee annually.

2.2 Qualifications

2.2.1 Each member of the Committee shall be an independent director of the Company within the meaning of National Instrument 52-110 - *Audit Committees*.

2.2.2 Each member of the Committee shall be financially literate, meaning each member, at the time of his/her appointment, must be able to read and understand financial statements that represent a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

2.3 Chair

Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee.

2.4 Removal and Replacement

Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee on ceasing to be an independent director. The Board may fill vacancies on the Committee by election from among the Board. If, and whenever, vacancies shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains.

3.0 OPERATIONS

3.1 Meetings

The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least four (4) times per year. The Committee shall meet within forty-five (45) days following the end of each of the first three financial quarters and shall meet within ninety (90) days following the end of the financial year.

3.2 Independent Meetings

At each meeting of the Committee, the Committee members shall meet independently, with only members of the Committee, for at least a portion of the meeting. The Committee shall meet separately with the external auditor, at least annually. The Committee shall meet separately with management quarterly or as frequently as necessary or desirable.

3.3 Quorum

Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee.

3.4 Notice

Meetings of the Committee may be called by any member of the Committee, the Chairman of the Board, the CEO or CFO of the Company. Not less than twenty-four (24) hours notice shall be given, provided that notice may be waived by all members of the Committee.

3.5 Agenda

The Chair of the Committee, with the assistance of the CFO, shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall be, to the extent practical, communicated to members of the Committee sufficiently in advance of each meeting to permit meaningful review.

3.6 Report to the Board

The Committee shall report regularly, which shall be at least quarterly, to the entire Board. The Chair of the Committee shall prepare and deliver the report to the Board. The Committee's report by the Chair may be a verbal report delivered to the Board at a duly called Board meeting.

3.7 Assessment of Charter

The Committee shall review and reassess the adequacy of this Charter as required and recommend any proposed changes to the Board for approval.

4.0 RESPONSIBILITIES

4.1 Auditor Qualification and Independence

4.1.1 The Committee shall be directly responsible for overseeing the work of the external auditor for the purpose of issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting.

4.1.2 The Committee shall review and evaluate the external auditor's independence, experience, qualification and performance and determine whether the external auditor should be appointed or re-appointed and make a recommendation to the Board of the external auditor to be nominated for appointment or re-appointment by the shareholders.

4.1.3 The Committee shall pre-approve or approve, if permitted by law, the appointment of the external auditor to provide any audit and audit-related services or non-prohibited non-audit services and, if desired, establish detailed policies and procedures for the pre-approval of audit and audit-related services and non-prohibited non-audit services by the external auditor, including procedures for the delegation of authority to provide such approval to one or more members of the Committee.

4.1.4 The Committee shall review the terms of the external auditor's engagement and the appropriateness and reasonableness of the proposed audit fees.

4.1.5 The Committee shall obtain and review with the lead audit partner of the external auditor, annually or more frequently as the Committee considers appropriate, a report by the external auditor:

(a) describing the external auditor's internal quality control procedures;

(b) describing any material issues raised by the most recent internal quality control review, or peer review, of the external auditor, or by any inquiry, review or investigation by governmental, regulatory or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the external auditor, and any steps taken to deal with any issues raised in any such review;

(c) describing all relationships between the external auditor and the Company in order to assess the external auditor's independence; and

(d) confirming that the external auditor has complied with applicable laws with respect to the rotation of members of the audit engagement team.

4.1.6 The Committee shall review and evaluate the lead audit partner of the external auditor.

4.1.7 The Committee shall pre-approve the hiring of any partner, employee or former partner and employee of the external auditor who was a member of the Company's audit team during the preceding two fiscal years. In addition, the Committee shall pre-approve the hiring of any partner, employee or former partner or employee of the external auditor within the preceding two fiscal years for senior positions within the Company, regardless of whether that person was a member of the Company's audit team.

4.2 Financial Statements and Related Disclosure

4.2.1 The Committee shall meet with the external auditor as frequently as the Committee feels is appropriate to fulfill its responsibilities, which will not be less frequently than annually, to discuss any items of concern to the Committee or the external auditor, including:

(a) planning and staffing of the audit;

(b) any material written communication between the external auditor and management;

(c) whether or not the auditor is satisfied with the quality and effectiveness of financial reporting procedures and systems;

(d) whether or not the external auditor has received the full co-operation of management;

(e) the external auditor's views as to management's competency in preparing the Company's financial statements;

(f) the items required to be communicated to the Committee in accordance with the generally accepted auditing standards;

(g) all critical accounting policies and practices to be used by the Company;

(h) all material alternative treatments of financial information within International Financial Reporting Standards (IFRS) that have been discussed with management, ramifications of the use of these alternative disclosures and treatments and the treatment preferred by the external auditor; and

(i) any difficulties encountered in the course of the audit work, any restrictions imposed on the scope of activities or access to requested information, any significant disagreements with management and management's response.

4.2.2 The Committee shall review and, where appropriate, recommend for approval by the Board, the following:

(a) audited annual financial statements;

(b) interim financial statements;

(c) annual and interim management discussion and analysis of financial condition and results of operation;

(d) annual and interim news releases respecting financial condition and results of operation; and

(e) all other audited or unaudited financial information contained in public disclosure documents;

4.2.3 The Committee shall review the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.

4.2.4 The Committee shall review the effectiveness of management's policies and practices concerning financial reporting and any proposed changes in major accounting policies.

4.2.2 The Committee shall review with management, and any outside professionals as the Committee considers appropriate, important trends and developments in financial reporting practices and requirements and their effect on the Company's financial statements.

4.2.3 The Committee shall review with management any related party transactions and ensure such related party transactions are appropriately disclosed.

4.3 Internal and Disclosure Controls and Reporting

4.3.1 The Committee shall review the adequacy of the internal controls over financial reporting that has been adopted by the Company and any special steps adopted in light of significant deficiencies or material weaknesses.

4.3.2 The Committee shall review disclosures made to the Committee by the Company's CEO and CFO during their certification process for quarterly and annual securities law filings about any significant deficiencies or material weaknesses in the design or operation of the Company's internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information or disclosure controls, and any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting or disclosure controls.

4.3.3 The Committee shall review and confirm with management that material financial information about the Company that is required to be disclosed under applicable law and stock exchange rules is disclosed, and review the public disclosure of financial information extracted or derived from the Company's financial statements.

4.3.4 The Committee shall review and discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

4.4 Legal and Regulatory Compliance

4.4.1 The Committee shall, as it determines appropriate, obtain reports from management that the Company is in compliance with applicable legal requirements and shall review with management any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial reporting of which the Committee is made aware.

4.4.2 The Committee shall establish procedures for:

(a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and

(b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

4.4.3 The Committee shall review any required disclosure in public documents with respect to the Committee and its functions, including the disclosure required in the Annual Information Form under National Instrument 52-110.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its oversight function.

5.0 AUTHORITY

5.1 Delegation

The Committee has the power to delegate its authority and duties to a subcommittee or individual members of the Committee, as it deems appropriate.

5.2 Advisors

The Committee may retain, and determine the fees of, independent counsel and other advisors, in its sole discretion.

5.3 Access to Records and Personnel

In discharging its oversight role, the Committee shall have full access to all Company books, records, facilities and personnel.

5.4 Clarification of Audit Committee's Role

The Committee's responsibility is one of oversight. It is the responsibility of the Company's management to prepare financial statements in accordance with applicable law and regulations and of the Company's external auditor to audit those financial statements. Therefore, each member of the Committee shall be entitled to rely, to the fullest extent permitted by law, on the integrity of those persons and organizations within and outside the Company from whom he or she receives information, and the accuracy of the financial and other information provided to the Committee by such persons or organizations.

This Audit Committee Charter was reviewed and approved by the Board of the Company on August 4, 2011.