



PELICAN RESOURCES LIMITED

ABN 12 063 388 821

NON-RENOUNCEABLE RIGHTS ISSUE OFFER DOCUMENT

For a non-renounceable pro rata offer to Eligible Shareholders of approximately 21,554,285 New Shares at an issue price of 5 cents per share on the basis of 1 New Share for every 5 Existing Shares to raise approximately \$1,077,714 before issue costs

Underwriter:

Azure Capital Limited
ABN 60 107 416 106
AFS Licence No. 276569

Important Notice

If you are an Eligible Shareholder, this is an important document that requires your immediate attention.

This Offer Document is not a prospectus and it does not contain all of the information that an investor may require in order to make an informed decision regarding the New Shares offered.

This Offer Document should be read in its entirety before deciding whether to apply for the New Shares. If after reading this Offer Document you have any questions about the New Shares being offered under this Offer Document, then you should consult your professional adviser.

The New Shares offered by this Offer Document should be considered speculative.

CORPORATE DIRECTORY

Directors

Mr John Palermo (Chairman, Director)

Mr John Hills (Director)

Mr Darryl Lynton-Brown (Director)

Company Secretary

Mr John J Palermo

Underwriter

Azure Capital Limited

Level 34, Exchange Plaza

2 The Esplanade

Perth WA 6000

Registered Office

Level 1

284 Oxford Street

Leederville WA 6007

Telephone: +61 8 9242 1166

Facsimile: +61 8 9443 2859

Share Registry

Security Transfer Registrars Pty Ltd

770 Canning Highway

Applecross WA 6153

Tel: +61 8 9315 2333

Solicitors

Allion Legal

Level 2, Spinifex House

50 Kings Park Road

West Perth WA 6005

Auditors

Stantons International

1st Floor, 1 Havelock Street

West Perth WA 6005

Web Address

www.pelicanresources.com.au

ABN

ABN 12 063 388 821

ASX Code

PEL

CONTENTS

1	Chairman’s letter	3
2	Important Notes	4
3	Summary of the offer	6
4	How to apply	9
5	Purpose and effect of the offer.....	11
6	Key risk factors	13
7	Additional Information	18
8	Glossary	20

1 CHAIRMAN'S LETTER

Dear Shareholder

As announced on 14 April 2010, the Company is undertaking a fully underwritten non-renounceable rights issue on the basis of 1 New Share for every 5 Existing Shares held at the issue price of 5 cents per New Share to raise approximately \$1,077,714 before issue costs.

The rights issue is expected to result in the issue of approximately 21,554,285 New Shares in the Company.

The proceeds from the rights issue are planned to be used for progressing the Company's Romblon Project and for general working capital purposes.

If you have any queries regarding your entitlement or participation in the upcoming rights issue, please do not hesitate to contact your stockbroker or financial advisor.

I commend this rights issue to you and look forward to your continued support as a Shareholder.

John Palermo
Chairman

2 IMPORTANT NOTES

This Offer Document is dated 15 April 2010.

The information contained in this Offer Document is important and should be read in its entirety prior to making an investment decision. If you do not fully understand this Offer Document or are in any doubt as to how to deal with it, you should consult your professional adviser. In particular, it is important that you consider the risk factors (see section 6 of this Offer Document) that could affect the performance of the Company before making an investment decision.

This Offer Document has been prepared in accordance with section 708AA of the Corporations Act. In broad terms, section 708AA of the Corporations Act relates to rights issues by certain entities that do not require the provision of a prospectus or other offer document. Accordingly, this Offer Document does not contain all of the information which a prospective investor may require to make an investment decision and it does not contain all of the information which would otherwise be required under Australian law or any other law to be disclosed in a prospectus. Eligible Shareholders should rely on their own knowledge of the Company, refer to disclosures made by the Company to ASX and consult their professional advisers before deciding whether to accept the Offer. Announcements made by Pelican to ASX are available from the ASX website www.asx.com.au. The information in this Offer Document does not constitute a securities recommendation or financial product advice.

Before applying for New Shares you should consider whether such an investment, and the information contained in this Offer Document, is appropriate to your particular needs, and considering your individual risk profile for speculative investments, investment objectives and individual financial circumstances. You should consult your professional adviser without delay.

Investors should note that the past Share price performance of the Company provides no guidance to its future Share price performance.

By returning an Application Form or lodging an Application Form with your stockbroker or otherwise arranging for payment for your New Shares through BPAY® in accordance with the instructions on the Application Form, you acknowledge that you have received and read this Offer Document, you have acted in accordance with the terms of the Offer detailed in this Offer Document and you agree to all of the terms and conditions as detailed in this Offer Document.

2.1 Offering Restrictions

This Offer Document does not constitute an offer in any place in which or to any person to whom it would not be lawful to make such an offer. Refer to **section 3.9** for treatment of overseas shareholders.

2.2 Future performance and forward looking statements

Neither Pelican nor any other person warrants or guarantees the future performance of the New Shares or any return on any investment made pursuant to the Offer.

The forward looking statements in this Offer Document are based on Pelican's current expectations about future events. They are, however, subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of Pelican and its Directors, that could cause actual results, performance or achievements to differ materially from

future results, performance or achievements expressed or implied by the forward looking statements in this Offer Document. Investors should specifically refer to the “Key Risks” in section 5 of this Offer Document. That section refers to some but not all of the matters that may cause actual results to differ from the position stated in any forward looking statement in this Offer Document.

2.3 Governing law

This Offer Document, the Offer and the contracts formed on acceptance of the Applications are governed by the law applicable in Western Australia. Each Applicant submits to the exclusive jurisdiction of the courts of Western Australia.

2.4 Disclaimer

This Offer Document has been prepared by the Company. No party other than the Company has authorised or caused the issue of this Offer Document or takes responsibility for, or makes any statements, representations or undertakings in, this Offer Document. In particular, the Underwriter, its related bodies corporate, directors, employees, representatives or agents:

- have not, authorised, permitted or caused the issue, lodgement, submission, dispatch or provision of this document;
- do not make, or purport to make, any statement in this document, and there is no statement in this document which is based on any statement by the Underwriter; and
- to the maximum extent permitted by law, expressly disclaim all liability in respect of, makes no representations regarding, and takes no responsibility for, any part of this document.

Neither ASX nor ASIC takes any responsibility for the contents of this Offer Document.

No person is authorised to give information or to make any representation in connection with this Offer Document which is not contained in the Offer Document. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Offer Document.

2.5 Privacy

Pelican and its share registry have already collected certain personal information from you as a Shareholder. If you complete an Application Form, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration. The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its registry if you wish to do so at the relevant contact numbers set out in this Offer Document.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASTC Settlement Rules. You should note that if you do not provide the information required on the Application Form, the Company may not be able to accept or process your Application.

3 SUMMARY OF THE OFFER

3.1 The Offer

The Company is offering Eligible Shareholders the opportunity to participate in a non renounceable rights issue of New Shares on the basis of 1 New Share for every 5 Existing Shares held on the Record Date, being 5.00 pm WST on 27 April 2010, at an issue price of 5 cents per New Share. The number of New Shares to which you are entitled (your “**Entitlement**”) is shown on the accompanying Application Form.

The Offer is fully underwritten by Azure Capital Limited. A summary of the underwriting agreement is set out in section 7.4 of this Offer Document.

Fractional Entitlements will be rounded up to the nearest whole number of New Shares. For this purpose, holdings in the same name are aggregated for calculation of Entitlements. If the Company considers that holdings have been split to take advantage of rounding, the Company reserves the right to aggregate holdings held by associated Eligible Shareholders for the purpose of calculating Entitlements.

3.2 Opening and Closing Dates

The Offer will open for receipt of acceptances on 28 April 2010. The closing date and time for acceptances and payments is 5.00pm WST on the Closing Date, subject to Pelican varying those dates in accordance with the Corporations Act and the Listing Rules and with the consent of the Underwriter. Pelican must receive your Application Form and payment or your BPAY® payment before this time.

3.3 Who is entitled to participate in the Offer?

Every Eligible Shareholder who is registered as the holder of Shares at 5.00pm WST on the Record Date is entitled to participate in the Offer.

3.4 No Rights trading

The Offer is non-renounceable. This means that your Right to subscribe for New Shares under this Offer Document is not transferable and there will be no trading of Rights on the ASX. If you choose not to take up your Rights, you will receive no benefit and your shareholding in Pelican will be diluted as a result.

3.5 Applying for Additional New Securities

Eligible Shareholders may, in addition to their Entitlement, apply for additional New Shares regardless of the size of their present holding.

Entitlements not taken up may become available as Additional New Securities. It is possible that there will be few or no Additional New Securities available for issue. It is an express term of the Offer that applicants for Additional New Securities will be bound to accept a lesser number of Additional New Securities allocated to them than applied for. If a lesser number is allocated to them, excess application money will be refunded without interest. The Company in conjunction with the Underwriter reserves the right to scale back any applications for Additional New Securities in their absolute discretion.

3.6 Timetable for the Offer

Announcement of Offer	14 April 2010
Appendix 3B and cleansing notice lodged with ASX	15 April 2010
Offer Document lodged with ASX	15 April 2010
"Ex" Date	20 April 2010
Record Date to determine Entitlement to New Shares	27 April 2010
Despatch of Offer Document and Application Form and announcement that despatch completed.	28 April 2010
Offer opens for receipt of Applications	28 April 2010
Closing Date for Applications and payment in full	12 May 2010
New Shares quoted on a deferred settlement basis	13 May 2010
ASX notified of under subscriptions	17 May 2010
Despatch date of holding statements, New Shares entered into the holders' security holdings	20 May 2010
Trading commences for New Shares on a normal basis	21 May 2010

These dates are indicative only and subject to change. The Company, in conjunction with the Underwriter, reserves the right, subject to the Corporations Act and the ASX Listing Rules, to vary the above dates.

3.7 Allotment and Application Money

Application Money will be held in a subscription account on trust until allotment of the New Shares. If the Application Money is refundable, it will be refunded as soon as reasonably practicable. Interest earned on the Application Money will be for the benefit of Pelican and will be retained by Pelican irrespective of whether New Shares are issued.

No allotment of the New Shares will occur until ASX grants permission to quote the New Shares.

The New Shares are expected to be allotted by no later than 5.00pm WST on 20 May 2010. Statements of holding of New Shares will be mailed after allotment occurs.

3.8 ASX Quotation

Application for admission of the New Shares to official quotation on ASX has been made.

Subject to approval being granted by ASX, it is expected that quotation and trading of New Shares will commence on a deferred settlement basis on 13 May 2010.

The fact that ASX may agree to grant official quotation of the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares.

3.9 Non-Resident Shareholders

This Offer Document and accompanying Application Form do not, and are not intended to constitute an offer in any place in which, or to any person whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the New Shares or the Offer, or otherwise to permit a public offering of the New Shares in any jurisdiction outside Australia and New Zealand.

The Offer is not being extended to any Shareholder, as at the Record Date, whose registered address is not situated in Australia or New Zealand because of the small number of such Shareholders, and the cost of complying with applicable regulations in jurisdictions outside Australia and New Zealand. The Offer Document is sent to those Shareholders for information only.

The Offer contained in this Offer Document to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any Securities.

Recipients may not send or otherwise distribute this Offer Document or the Application Form to any person outside Australia (other than to Eligible Shareholders).

3.10 Enquiries

Any questions concerning the Offer should be directed to Mr John J Palermo, Company Secretary on +61 8 9242 1166 or consult your professional adviser.

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares under this Offer Document.

4 HOW TO APPLY

4.1 What you may do

The number of New Shares to which you are entitled is shown on the accompanying Application Form.

As an Eligible Shareholder, you may:

- take up all of your Entitlement;
- accept part of your Entitlement and allow the balance to lapse;
- apply for Additional New Securities; or
- allow all of your Entitlement to lapse.

The Company, in conjunction with the Underwriter, reserves the right to reject any Application Form that is not correctly completed or that is received after 5.00pm WST on the Closing Date.

Pelican will treat you as applying for as many New Shares as your payment will pay for in full. Amounts received by the Company in excess of the number of New Shares you are ultimately allocated will be returned as soon as practicable. No interest will be paid on returned Application Money.

4.2 To take up all or part of your Entitlement

If you decide to take up all or part of your Entitlement, please follow the instructions on the Application Form.

4.3 To apply for Additional New Securities

Eligible Shareholders may, in addition to their Entitlement, apply for Additional New Securities regardless of the size of their present holding. Refer to **section 3.5** if you wish to apply for Additional New Securities.

A single cheque should be used, or, if you are paying by BPAY®, a single payment should be made for the Application Money for your Entitlement and the number of Additional New Securities you wish to apply for.

4.4 To allow your Entitlement to lapse

If you do not wish to take up any part of your Entitlement you are not required to take any action. If you allow all or part of your Entitlement to lapse you will receive no benefit to the extent of Entitlements not taken up and your shareholding in Pelican will be diluted as a result.

The Company and the Underwriter will deal with any New Shares not accepted in accordance with the Underwriting Agreement.

4.5 Payment

Acceptance of New Shares must be accompanied by payment in full of the price of 5 cents per New Share. Payments will only be accepted in Australian currency and as follows:

- cheque, bank draft or money order drawn on and payable at any Australian financial institution; or
- BPAY® as per the Application Form.

(a) **For payment by cheque, bank draft or money order**

To participate in the Offer, your completed Application Form, together with your Application Money, must be received no later than 5.00 pm WST on the Closing Date at either of:

By hand:	By post:
Pelican Resources Limited c/o Security Transfer Registrars Pty Ltd 770 Canning Highway Applecross WA 6153	Pelican Resources Limited c/o Security Transfer Registrars Pty Ltd PO Box 535 Applecross WA 6953

Please follow the instructions on the Application Form.

Cheques or bank cheques should be made payable to “Pelican Resources Limited – Share Application Account” and crossed “Not Negotiable”. Cash will not be accepted and no receipts will be issued. A single cheque should be used for the Application Money for your Entitlement you wish to apply for as stated on the Application Form and any Additional New Securities you wish to apply for.

The Company will present the cheque or bank draft on or around the day of receipt of the Application Form. If a cheque is not honoured upon its first presentation, the Directors reserve the right to reject the relevant Application Form.

If the amount of your cheque(s) or bank draft(s) for Application Money (or the amount for which those cheque(s) or bank draft(s) clear in time for allocation) is insufficient to pay for the number of New Shares you have applied for in your Application Form, you may be taken to have applied for such lower number of New Shares as your cleared Application Money will pay for (and to have specified that number of New Shares in your Application Form) or your Application may be rejected.

(b) **For payment by BPAY®**

If you are paying by BPAY® payment, you do not need to mail the Application Form. However, please follow the instructions on the Application Form.

It is your responsibility to ensure that your BPAY® payment is received by Pelican's share registry by no later than 5.00pm Eastern Standard Time on the Closing Date (3.00pm WST). You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration.

A single payment should be made for the Application Money for your Entitlement you wish to apply for as stated on the Application Form and any Additional New Securities you wish to apply for.

5 PURPOSE AND EFFECT OF THE OFFER

5.1 Purpose of the Offer

The purpose of the Offer is to raise up to \$1,077,714 (before costs of the Offer). The proceeds from the Offer are planned to be used in accordance with the table set out below:

Proceeds of the Offer	\$
Working capital for the Company's Romblon Project	400,000
General working capital	579,714
Expenses of the Offer	98,000
Total	\$1,077,714

As stated in the Company's 2009 Annual Report, the Romblon direct shipping lateritic nickel project ("**Romblon Project**") is the Company's main focus. As announced to the ASX on 7 January 2010, the Company, through Sibuyan Nickel Properties Development Corporation ("**SNPDC**") (owned in conjunction with its joint venture partner All-Acacia Resources Inc) has been granted the Mineral Production Sharing Agreement allowing SNPDC the option to purchase the Romblon Project. Part of the funds raised from the Offer will be used for working capital to progress the Romblon Project.

5.2 Effect on capital structure

The effect of the Offer (assuming no Options are exercised) will be that approximately 21,554,285 New Shares will be issued, which will increase the number of Shares on issue from 107,771,426 to approximately 129,325,711.

The following unlisted Options are currently on issue. The Offer will have no effect on the number of unlisted Options on issue, unless these Options are exercised by Shareholders.

Number	Terms of Options
2,500,000	unlisted Options exercisable at \$0.10 on or before 31 December 2011
2,500,000	unlisted Options exercisable at \$0.25 on or before 31 December 2011
2,500,000	unlisted Options exercisable at \$0.35 on or before 31 December 2011
2,500,000	unlisted Options exercisable at \$0.15 on or before 31 December 2012

In addition to the above Shares and Options, the Company has on issue a number of convertible notes.

2009 Notes

On 29 December 2009, the Company announced that it had issued convertible notes ("**2009 Notes**") in return for the provision of loans totalling \$360,000. The 2009 Notes are convertible by the noteholders at any time (in whole or in part), although the Company is not required to allot and issue securities upon conversion unless and until it is permitted to do so under the Listing Rules and the Corporations Act. The conversion price per Share is the lower of \$0.02 or 80% of the volume weighted average price of Shares calculated over the last five days on which sales in Shares are recorded before the date of conversion. For each two Shares issued upon

conversion, the noteholder is also entitled to an Option exercisable at five times the conversion price and expiring three years from the date of issue. Interest is payable to each noteholder on the amount of the loan that remains outstanding at the rate of 10% per annum, and is payable by the Company monthly in arrears. The term of the loan is 12 months. The Company must repay the loan (and accrued interest) to the extent it has not been repaid or converted into Shares at the end of the term.

2006 Notes

On 17 March 2006, the Company announced that it had issued convertible notes (“**2006 Notes**”) in return for the provision of loans totalling \$850,000. The 2006 Notes have been partially converted and repaid and total loans of \$700,000 remain as at the date of this Offer Document. The 2006 Notes are convertible by the noteholders at any time (in whole or in part), although the Company is not required to allot and issue securities upon conversion if its required to seek shareholder and/or regulatory approval before doing so. The conversion price per Share is the lower of \$0.05 or 80% of the volume weighted average price of Shares calculated over the last five days on which sales in Shares are recorded before the date of conversion. For each two Shares issued upon conversion, the noteholder is also entitled to an Option exercisable at five times the conversion price and expiring three years from the date of issue. Interest is payable to each noteholder on the amount of the loan that remains outstanding at the rate of 12% per annum, and is payable by the Company monthly in arrears. The term of the loan has been extended to 4 August 2010. The Company must repay the loan (and accrued interest) to the extent it has not been repaid or converted into Shares at the end of the term.

The Offer will have no effect on the number of convertible notes on issue, unless the noteholders convert the notes.

6 KEY RISK FACTORS

6.1 Overview

The New Shares offered under this Offer Document should be regarded as speculative due to the inherent risks associated with the Company's activities. Neither the Company nor the Directors warrant the future performance of the Company or any investment made pursuant to this Offer Document. An investment in the New Shares offered by this Offer Document should be considered speculative.

The Directors recommend that Shareholders and potential investors examine the contents of this document together with previous ASX disclosures and public documents of the Company, including its most recent audited financial statements, and rely on advice of their professional advisers before deciding whether or not to apply for New Shares pursuant to this document.

The following summary, which is not exhaustive, represents some of the major risk factors which potential investors need to be aware of.

6.2 Economic risks

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and future production activities, as well as on its ability to fund those activities.

6.3 Market conditions

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities and in particular, resources stocks. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

6.4 General economic risks and business climate

Share market conditions may affect the listed securities regardless of operating performance. Share market conditions are affected by many factors such as:

- general economic outlook;
- movements in or outlook on interest rates and inflation rates;
- currency fluctuations;
- commodity prices;
- changes in investor sentiment towards particular market sectors; and
- the demand and supply for capital.

6.5 Commodity prices

The Company expects to derive any future revenue from the sale of commodities.

Consequently, the Company's expected earnings will be closely related to the price of these commodities together with any terms of the off-take agreement(s) under which these metals will be sold.

Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include worldwide and regional supply and demand for the specific commodity, commodity trading on the futures markets, general world economic conditions and the outlook for interest rates, inflation and other economic factors on both a regional and global basis. These factors may have a positive or negative effect on the Company's exploration, project development and production plans and activities, together with the ability to fund those plans and activities.

6.6 Currency

The Company's expects that any future revenue will be in US\$ while its cost base will be in other currencies (including A\$), consequently prevailing exchange rates will have an impact on the Company's expected earnings in A\$.

Exchange rates are affected by numerous factors beyond the control of the Company.

These factors include economic conditions and the outlook for interest rates, inflation and other economic factors. These factors may have a positive or negative effect on the Company's exploration, project development and production plans and activities, together with the ability to fund those plans and activities.

6.7 Exploration, development, mining and processing risks

The business of mineral exploration, project development and mining by its nature contains elements of significant risk. Ultimate and continuous success of these activities is dependent on many factors such as:

- the discovery and/or acquisition of economically recoverable ore reserves;
- successful conclusions to bankable feasibility studies;
- access to adequate capital for project development;
- design and construction of efficient mining and processing facilities within capital expenditure budgets;
- securing and maintaining title to tenements and compliance with the terms of those tenements;
- obtaining consents and approvals necessary for the conduct of exploration and mining; and
- access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants.

Adverse weather conditions over a prolonged period can adversely affect exploration and mining operations and the timing of revenues.

Exploration on the Company's existing exploration and mining tenements may be unsuccessful, resulting in a reduction of the value of those tenements, diminution in the cash reserves of the Company and possible relinquishment of the exploration and mining tenements.

Whether or not income will result from projects undergoing exploration and development programs depends on the successful establishment of mining operations. Factors including costs, actual mineralisation, consistency and reliability of ore grades and commodity prices affect successful project development and mining operations.

Mining is an industry which has become subject to increasing legislative regulation including but not limited to environmental responsibility and liability. The potential for liability is an ever present risk. The use and disposal of chemicals in the mining industry is under constant legislative scrutiny and regulation. The introduction of new laws and regulations or changes to underlying policy may adversely impact on the operations of the Company.

6.8 Ability to exploit successful discoveries

It may not always be possible for the Company to exploit successful discoveries which may be made in areas in which the Company has an interest. Such exploitation would involve obtaining the necessary licences or clearances from relevant authorities that may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Further, the decision to proceed to further exploitation may require participation of other companies whose interests and objectives may not be the same as Pelican Resources'. Such further work may require the Company to meet or commit to financing obligations for which it may not have planned.

Exploitation may require the Company to obtain sale agreements with third parties with the risk to both supply and volume pricing.

6.9 Country risk

The Company has projects located in the Philippines which is a less developed country with associated political, economic, legal and social risks. Consideration should be given to the risks associated with operating in the Philippines as the economy and legal system may be different from that of most developed countries. There can be no assurance that the systems of government and the political system will remain stable. There can be no guarantee that government regulations relating to foreign investment, repatriation of foreign currency, taxation and the mining industry in the Philippines will not be amended or replaced in the future to the detriment of the Company's business and or projects. The Directors are unaware of any such proposals at the date of this Offer Document. Outcomes before courts in the Philippines may be less predictable than in Australia, which could affect the enforceability of contracts entered into by the Company in this country. There can be no guarantee that civil, ethnic or military unrest will not break out in the Philippines in the near future.

6.10 Environmental risks

The operations and proposed activities of the Company are subject to State and Federal laws and regulation concerning the environment. In the Philippines, the Company's operations and activities are subject to the environmental laws and regulations of the Philippines. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Company attempts to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

6.11 Resource estimations

Resource estimates are expressions of judgment based on knowledge, experience and resource modelling. As such, resource estimates are inherently imprecise and rely to some extent on interpretations made. Despite employing qualified professionals to prepare resource estimates, such estimates may nevertheless prove to be inaccurate. Furthermore, resource estimates may change over time as new information becomes available. Should the Company encounter mineralisation or geological formations different from those predicted by past drilling, sampling and interpretations, resource estimates may need to be altered in a way that could adversely affect the Company's operations.

6.12 Joint venture parties, agents and contractors

The Directors are unable to predict the risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party or the insolvency or managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity.

6.13 Title risk

Interests in tenements the Company holds are governed by the respective legislation in the country where the tenements are held and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and may carry with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

The exploration licences comprising some of the tenements which the Company holds or in which it has an interest may be the subject of applications for extension or renewal in the future. Although the Company believes that exploration licences and tenements will be extended or renewed (as the case may be) according to applicable laws, there can be no assurance that they will be extended or renewed or as to the terms of any such extension or renewal.

If an exploration licence or a tenement is not extended or renewed, the Company may suffer significant damage through loss of the opportunity to discover and/or develop any mineral resources on that tenement.

In addition, the Company cannot guarantee that those tenements that are applications for tenements will ultimately be granted in whole or in part.

6.14 Native Title

The Native Title Act 1993 (Cth) recognises and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and waters, according to their traditional laws and customs. There is significant uncertainty associated with native title in Australia and this may impact on the Company's operations and future plans.

Native title can be extinguished by valid grants of land or waters to people other than the native title holders or by valid use of land or waters. It can also be extinguished if the indigenous group has lost their connection with the relevant land or waters. Native title is not extinguished by the grant of mining licences, as they are not considered to be grants of exclusive possession. A valid mining lease prevails over native title to the extent of any inconsistency for the duration of the title.

All tenements granted prior to 1 January 1994 are valid or validated.

Tenements granted between 1 January 1994 and 23 December 1996 may be invalid if they fail to comply with the Native Title Act or for certain other reasons because of native title. However, such invalid tenements may be validated if certain statutory criteria are met.

For tenements to be validly granted (or renewed) after 23 December 1996 the special “right to negotiate” regime established by the Native Title Act must be followed.

It is important to note that the existence of a native title claim is not an indication that native title in fact exists to the land covered by the claim, as this is a matter ultimately determined by the Federal Court.

The Company must also comply with Aboriginal heritage legislation requirements which require heritage survey work to be undertaken ahead of the commencement of mining operations.

6.15 Future capital requirements

The Company's activities will require substantial expenditures. There can be no guarantees that the funds raised through the Offer will be sufficient to successfully achieve all the objectives of the Company's overall business strategy. A further capital raising is likely to be required within 12 months. If the Company is unable to use debt or equity to fund expansion after the substantial exhaustion of the net proceeds of the Offer there can be no assurances that the Company will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional resources on terms acceptable to the Company or at all. Any additional equity financing may be dilutive to Shareholders and any debt financing if available may involve restrictive covenants, which may limit the Company's operations and business strategy.

The Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

6.16 Potential acquisitions

As part of its business strategy, the Company may make acquisitions of or significant investments in companies, products, technologies or resource projects. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of companies, products, technologies or resource projects.

6.17 Reliance on key personnel

The Company's success depends largely on the core competencies of its Directors and management, and their familiarisation with, and ability to operate, in the metals and mining industry and the Company's ability to retain its key executives.

7 ADDITIONAL INFORMATION

7.1 Disclosing Entity

The Company is a disclosing entity for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations under the Corporations Act and ASX Listing Rules. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to ASX which a reasonable person would expect to have a material effect on the price or the value of the Company's Shares.

This document contains a summary of information only which the Company does not purport to be complete. The Offer Document is intended to be read in conjunction with the Company's periodic and continuous disclosure announcements lodged with the ASX.

Copies of the Company's announcements can be obtained from www.asx.com.au.

7.2 Past Performance

Investors should note that the past Share price performance provides no guidance as to future Share price performance.

7.3 Taxation

Taxation implications will vary depending on the particular circumstances of individual Eligible Shareholders. Eligible Shareholders should consider whether to seek specific advice applicable to their own particular circumstances from their own professional advisers.

7.4 Underwriting Agreement

The Company has entered into an Underwriting Agreement with Azure Capital Limited ("**Underwriter**") dated on or about 15 April 2010 whereby Azure has agreed to underwrite the Offer.

In lieu of a cash payment, the Underwriter will receive an underwriting fee payable via the issue of up to 908,400 Shares in the Company upon successful completion of the underwriting. In addition to the underwriting fee, the Underwriter is also entitled to a corporate fee of 1 million Options exercisable at 10 cents and expiring in 2 years from the issue date upon successful completion of the underwriting. The Company must issue the Shares and Options within 3 business days of successful completion of the underwriting.

The Underwriter's liability for all loss or damage sustained by the Company under the Underwriting Agreement is limited to the fees payable to the Underwriter set out above.

Under the Underwriting Agreement, the Company gives certain representations, warranties and undertakings in a form that is usual for agreements of this kind. The termination provisions in the Underwriting Agreement are also in a form that is usual for agreements of this kind.

The Underwriter has appointed Dolphin Technology Pty Ltd ("**Dolphin**") to sub-underwrite up to \$500,000 of the Offer for a sub-underwriting fee of 3% payable in cash (i.e. \$15,000). The Company will not be responsible for payment of any fees to the sub-underwriter.

Mr John Palermo, a director of the Company, is a director of Dolphin and has a relevant interest (as defined in the Corporations Act) in all of the issued shares in Dolphin.

7.5 Notice to nominees and custodians

Nominees and custodians should note that the Offer is available only to Eligible Shareholders. Pelican is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of securities. Where any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.

8 GLOSSARY

"A\$", "\$" and **dollars** means Australian dollars, unless otherwise stated.

Additional New Securities means New Shares in addition to an Eligible Shareholder's Entitlement for which an Eligible Shareholder makes an Application.

Application means a valid application for New Shares made pursuant to this Offer Document and an Application Form.

Application Form means the application form accompanying this Offer Document.

Application Money means money received from an Eligible Shareholder in respect of their Application.

ASIC means the Australian Securities & Investments Commission.

ASTC means ASX Settlement and Transfer Corporation Pty Limited (ABN 49 008 504 532).

ASX means ASX Limited (ABN 98 008 624 691) trading as the Australian Securities Exchange, or the market operated by that entity.

Board means the board of Directors.

Closing Date means 12 May 2010 or such other date as may be determined by the Directors and the Underwriter.

Company or **Pelican** means Pelican Resources Limited (ABN 12 063 388 821).

Corporations Act means the *Corporations Act 2001* (Cth), including as modified by ASIC Class Order 08/35 in relation to the Offer.

Directors means the directors of the Company.

Eligible Shareholder means a Shareholder as at 5.00pm (WST) on the Record Date, other than a Non-Qualifying Foreign Shareholder.

Entitlement or **Right** means a Shareholder's entitlement (or right) to subscribe for New Shares under this Offer Document.

Existing Share means a Share issued on or before the Record Date.

Listing Rules or **ASX Listing Rules** means the Listing Rules of ASX.

New Share means a new Share to be issued under the Offer.

Non-Qualifying Foreign Shareholder means a Shareholder whose registered address is not situated in Australia or New Zealand.

Offer means the offer of 1 New Share for every 5 Existing Shares held at an issue price of 5 cents per New Share made pursuant to this Offer Document.

Offer Document means this document, including any supplements or replacements to this document.

Option means an option to subscribe for a Share.

Record Date means 27 April 2010.

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

Shareholder means a holder of a Share.

Underwriting Agreement means the underwriting agreement dated 15 April 2010 between the Underwriter and the Company.

Underwriter means Azure Capital Limited (ABN 60 107 416 106).

WST means Western Australian Standard Time.