
POSEIDON NICKEL LIMITED

ABN 60 060 525 206

NOTICE OF GENERAL MEETING

TIME: 11:00am (WST)

DATE: Monday, 20 September 2010

PLACE: The Boardroom
Nissen Kestel Harford
Level 2, Spectrum
100 Railway Road
SUBIACO WA 6008

This is an important document. If you are in any doubt as to how to act, you should consult your financial or legal adviser as soon as possible.

Notice of General Meeting

POSEIDON NICKEL LIMITED

ABN 60 060 525 206

Notice is hereby given that a General Meeting of Poseidon Nickel Limited (the **Company**) will be held at:

Venue: The Boardroom
Nissen Kestel Harford
Level 2, Spectrum
100 Railway Road
SUBIACO WA 6008

Date: Monday, 20 September 2010

Time: 11.00am (WST)

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum.

Agenda

Ordinary Resolutions

1. Ratification of a Previous Issue of Shares

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the allotment and issue of 8,000,000 fully paid ordinary shares in the capital of the Company to the parties, for the purposes and on the terms and conditions set out in the Explanatory Memorandum”.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and a person who has obtained a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. Ratification of Prior Issue of Securities

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the allotment and issue of 10,495,647 fully paid ordinary shares in the capital of the Company and 5,247,827 Unlisted Options to the parties, for the purposes and on the terms and conditions set out in the Explanatory Memorandum”.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by persons who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or if it is cast by a person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

3. Approval for a Placement of Securities – Capital Raising

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Rule 7.1 of the Listing Rules of ASX Limited and for all other purposes, approval is given for the Company to allot and issue up to 7,383,246 Fully Paid Ordinary Shares in the capital of the Company at an issue price of 18 cents per Share and 3,691,620 Unlisted Options for the purposes and on the terms set out in the Explanatory Memorandum accompanying this Notice.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution any person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a security holder, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or if it is cast by a person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

4. Ratification of Prior Issue of Options

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

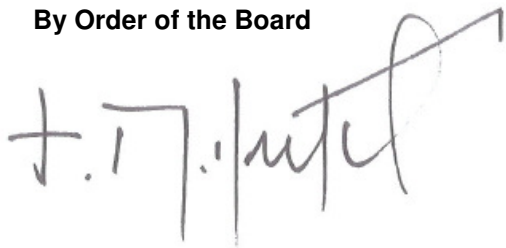
“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the allotment and issue of 333,500 Unlisted Options to Mr Tom Sharp, for the purposes and on the terms and conditions set out in the Explanatory Memorandum”.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by persons who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or if it is cast by a person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

General Business

To consider any other business that may be brought forward in accordance with the Constitution of the Company or the Corporation Act.

By Order of the Board



Ross Kestel
Company Secretary
16 August 2010

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the General Meeting of Shareholders to be held on Monday, 20 September 2010 at 11:00am (WST).

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

Resolution 1 – Ratification of a Previous Issue of Shares

On 3rd March 2010, the Company announced to the market that it had issued 8,000,000 fully paid ordinary Shares in a Placement.

The Placement was managed by the Company itself with the Shares being issued to institutional and sophisticated investors.

Resolution 1 seeks Shareholder approval for the issue of these Shares pursuant to ASX Listing Rule 7.4.

Listing Rule 7.4 states that an issue by a company of Securities made without the approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

By obtaining Shareholder approval, the Company will retain the flexibility to issue 15% of the Company's issued Share Capital in any twelve (12) months without first obtaining Shareholder approval.

The Shares issued as part of the Placement comprise approximately 4.5% of the Company's share capital (calculated following completion of this Placement of Fully Paid Ordinary Shares only).

Technical Information Required by ASX Listing Rule 7.4

ASX Listing Rule 7.4 requires the following information to be given to Shareholders so that they can assess the merits of the Resolution:

- a) 8,000,000 fully paid ordinary Shares were allotted at an issue price of 25 cents per Share;
- b) The Shares were issued on the same terms as and rank equally with the existing Shares on issue;
- c) The Shares were issued as follows: 5,000,000 to Technical Investing Pty Ltd and 3,000,000 to sophisticated clients of Patersons Securities Limited;
- d) The Shares were issued on the 9 March 2010;
- e) The funds raised under the Placement were used by the Company to continue evaluation of its current projects under management and to provide general working capital; and
- f) Technical Investing Pty Ltd and the clients of Patersons are not related entities of Poseidon Nickel Limited

The Board believes that the ratification of this issue of Shares is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 1 as it allows the Company to ratify the above issue of securities and retain the flexibility to issue further securities representing up to 15% of the Company's Share Capital during the next 12 months.

Resolution 2 – Ratification of Prior Issue of Securities

On 22nd July 2010, the Company announced to the market that it had completed a capital raising with commitments for a placement of Fully Paid ordinary Shares and free attaching Options to raise funds of approximately \$3 million.

The Placement is being managed by the Company with the Securities being issued to institutional and sophisticated investors.

The Securities comprising in total of 17,878,893 Fully Paid Ordinary Shares and 8,939,447 free attaching Unlisted Options will be issued in two (2) tranches. Tranche 1 was issued immediately upon acceptance of the terms and conditions of the offer by institutional and sophisticated investors. The remaining tranche will be issued no later than three months (3) from the date of the General Meeting; following Shareholder approval.

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of Tranche 1 Securities comprising of 10,495,647 Fully Paid Ordinary Shares and 5,247,827 Unlisted Options.

By obtaining Shareholder approval, the Company will retain the flexibility to issue 15% of the Company's issued share capital in any twelve (12) months without first obtaining Shareholder approval.

The Shares issued as part of the Placement comprise approximately 5.6% of the Company's share capital (calculated following completion of this Placement of Fully Paid Ordinary Shares only).

The following information is provided to Shareholders in accordance with ASX Listing Rule 7.5 to assess the merits of the Resolution:

- (a) The total number of Fully Paid Ordinary Shares issued and allotted was 10,495,647;
- (b) The total number of August 2012 Unlisted Options issued and allotted was 5,247,827;
- (c) The Fully Paid Ordinary Shares and August 2012 Unlisted Options represent Tranche 1 of two (2) Tranches to be issued to institutional and professional investors following completion of Acceptance Form and remittance of Placement Funds;
- (d) Tranche 1 Securities were issued to institutional and sophisticated clients of Mr Tom Sharp (9,205,648 Shares and 4,602,826 Unlisted Options) and Braziliant Pty Ltd (1,289,999 Shares and 645,001 Unlisted Options);
- (e) The issue price of the Fully Paid Ordinary Shares was 18 cents per Share and the August 2012 Unlisted Options are free attaching to the Shares;
- (f) Tranche 1 Securities were issued on the 29 July and 2 August 2010;
- (g) The Shares allotted rank equally with the existing Shares on issue;
- (h) Options are exercisable at \$0.25 each on or before 5.00pm Western Standard Time on the 31 August 2012. Any Option not exercised before the expiry date will automatically lapse;
- (i) The Options on issue under Resolution 2 are not listed on ASX;
- (j) Funds raised from the issue of Tranche 1 Fully Paid Ordinary Shares will be used as follows:
 - Commence drill testing of the identified lava channels at the Windarra Nickel Project starting August 2010;
 - Undertake additional resource drilling at Cerberus to further assist in defining the resource; and

- Undertake further project evaluation at the Windarra Nickel Project including at the Mt Windarra underground mine

(k) None of the institutional and sophisticated investors are related parties of Poseidon Nickel Limited

The terms of the Options are summarised in Annexure A.

The Board believes that the ratification of this issue of Tranche 1 Securities is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 2 as it allows the Company to ratify the above issue of Securities and retain the flexibility to issue further Securities representing up to 15% of the Company's share capital during the next 12 months.

Resolution 3 – Approval for the Placement of Securities

The Company has agreed, subject to obtaining Shareholder approval and the passing of Resolution 2, to allot and issue 7,383,246 Fully Paid Ordinary Shares in the capital of the Company and 3,691,620 Unlisted Options representing Tranche 2 of the Capital Raising Placement.

ASX Listing Rule Requirements

ASX Listing Rule 7.1 provides that a company must not, without prior approval of Members, issue securities if the securities will in themselves or when aggregated with the securities issued by a company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

Resolution 3 has been included so that Shareholders may approve, for the purposes of the ASX Listing Rules, the issue of the Tranche 2 Shares and Options to the same institutional and sophisticated investors who participated in the Tranche 1 Placement.

The Shares issued as part of the Placement comprise approximately 3.8% of the Company's share capital (calculated following completion of this Placement of Fully Paid Ordinary Shares only).

The following information is provided to Shareholders in accordance with ASX Listing Rule 7.3 to assess the merits of the Resolution:

- 7,383,246 Ordinary Shares will be allotted;
- 3,691,620 free attaching August 2012 Options will also be allotted;
- The Shares will be issued at an issue price of 18 cents per Share and the Options are free attaching to the Shares;
- Tranche 2 Securities will be issued to institutional and professional Investors of Mr Tom Sharp (4,134,352 Shares and 2,067,174 Options); Braziliant Pty Ltd (1,473,894 Shares and 736,946); the same clients who participated in Tranche 1 as well as clients of Shaw Stockbroking (1,775,000 Shares and 887,500 Options);
- The Securities will be issued no later than three (3) months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is assumed that the allotment of the Securities will occur on one date;
- The Shares are to issued on the same terms and rank equally with all existing Shares;
- Options are exercisable at \$0.25 each on or before 5.00pm Western Standard Time on the 31 August 2012. Any Options not exercised before the expiry date will automatically lapse;
- The Options to be allotted under Resolution 3 will not be listed on the ASX;
- Funds raised from the issue of Tranche 2 Fully Paid Ordinary Shares will be used as follows:

- Commence drill testing of the identified lava channels at the Windarra Nickel Project starting August 2010;
- Undertake additional resource drilling at Cerberus to further assist in defining the resource; and
- Undertake further project evaluation at the Windarra Nickel Project including at the Mt Windarra underground mine

(j) None of the institutional and sophisticated investors are related parties of Poseidon Nickel Limited

The terms of the Options are summarised in Annexure A.

The Board believes that approval of the issue of the Shares and Options is beneficial for the Company.

Resolution 4 – Ratification of Prior Issue of Options

On 22nd July 2010, the Company announced to the market that it had completed a capital raising; the Placement of Securities was made to institutional and professional Investors of several Brokers known to the Company.

As part of the fee arrangement with Mr Tom Sharp; the Company agreed to issue 333,500 August 2012 Unlisted Options in recognition of his professional broking services involved in the Placement of Securities with his clients; the subject of Resolutions 2 and 3 above.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of these Options.

By obtaining Shareholder approval, the Company will retain the flexibility to issue 15% of the Company's issued share capital in any twelve (12) months without first obtaining Shareholder approval

The following information is provided to Shareholders in accordance with ASX Listing Rule 7.5 to assess the merits of the Resolution:

- (a) The total number of August 2012 Options issued and allotted to Mr Tom Sharp was 333,500 in consideration for professional broking services in relation to the placement of the Tranche 1 and 2 Securities; the subject of Resolutions 2 and 3 above;
- (b) No funds were raised from the issue of the Options as they were issued in recognition of broking services performed;
- (c) The Options were issued on the 19 August 2010;
- (d) Options are exercisable at \$0.25 each on or before 5.00pm Western Standard Time on the 31 August 2012. Any Options not exercisable before the expiry date will automatically lapse;
- (e) The Options to be allotted under Resolution 4 will not be listed on the ASX;
- (f) Mr Sharp is not a related party of the Company

The terms of the Options are summarised in Annexure A.

The Board believes that the ratification of this issue of Unlisted Options is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 4 as it allows the Company to ratify the above issue of Unlisted Options and retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months.

GLOSSARY

\$ means Australian dollars

General Meeting or **Meeting** means the meeting convened by the Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Days means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Company means Poseidon Nickel Limited (ABN 60 060 525 206).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Explanatory Memorandum means the Explanatory Memorandum accompanying the Notice of Meeting.

Notice of Meeting or **Notice of General Meeting** means this notice of general meeting including the Explanatory Memorandum.

Option means an unlisted option in the capital of the Company; exercisable at 25 cents each on or before 31 August 2012

Resolutions means the resolutions set out in the Notice of Meeting or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

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

Annexure A

Terms and Conditions of Unlisted Options

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option gives the Option holder the right to subscribe for one Share. To obtain the right given by each Option, the Option holder must exercise the Options in accordance with the terms and conditions of the Options.
- (b) The Options will expire at 5.00pm (WST) on 31 August 2012.
- (c) The amount payable upon exercise of each Option will be \$0.25 (Exercise Price).
- (d) The Options held by each Option holder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Option holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised (**Exercise Notice**); and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised.
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Shares allotted and issued pursuant to the exercise of Options will be allotted and issued by the Company within ten (10) Business Days after receipt by the Company of both a properly executed Exercise Notice in accordance with point (d) above and payment of the Purchase Price for those Shares. The Company will also issue within this period a replacement Option Certificate to the holder for the balance of any unexercised Options.
- (h) There are no participating rights or entitlements inherent in the Options until those Options are exercised and Shares are issued in accordance with these Option Terms.
- (i) In the event of any reorganisation (including consolidations, sub-division, reduction, cancellation or return) of the issued capital of the Company, the Options are to be reorganised in a manner required by the listing rules or regulation of the ASX Limited (ASX Listing Rules) on a reorganisation of capital (irrespective of whether the Company is or is not listed).
- (j) Application will not be made to the ASX Limited for official quotation of the Options.
- (k) All Shares issued upon exercise of any Option will rank pari passu in all respects with the Company's then issued Shares and will be entitled to all dividends declared by the Board of the Company in respect of Shares of the same class as the Shares after the day the Company has received an Exercise Notice and has received all of the Purchase Price.
- (l) The Company will give the Holder at least fourteen (14) Trading Days (as that term is defined in the ASX Listing Rules) written notice for any new issues of Shares or other securities of the Company which is being extended to all Shareholders of the Company before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules (Record Date).

- (m) The Holder will be entitled to participate in new securities offered to all Shareholders in the Company to the extent that it has exercised its Options prior to the Record Date for the new issue.
- (n) If there is a bonus issue to holders of Shares prior to the Expiry Date, the number of Shares over which Options are exercisable will be increased in accordance with ASX Listing Rule 6.22.3.
- (o) In the event of pro-rata issue of capital of the Company (other than an issue in lieu or on satisfaction of dividends or by way of dividend reinvestment), the number of Shares over which the Options exist and the Exercise Price for each Option will be adjusted in accordance with the ASX Listing Rules.
- (p) To the extent that any provision of these Option Terms, an Option Certificate (or any replacement certificate) is inconsistent or different in any way from any provision of the ASX Listing Rules in respect of Options to subscribe for ordinary shares in companies listed on the ASX, the ASX Listing Rules prevail.
- (q) The Options are transferable.

Poseidon Nickel Limited
ABN 60 060 525 206

Proxy Form

Please return this Proxy Form to the Company Secretary's Office:

Nissen Kestel Harford

Level 2, Spectrum, 100 Railway Road SUBIACO WA
or
PO Box 8281 SUBIACO WA 6008
or
Facsimile on +61 8 9 367 8812

Member Details

Name:

Address:

Contact Telephone No:

Appointment of Proxy

I/We being a Member/s of Poseidon Nickel Limited and entitled to attend and vote hereby appoint

A

Mark the above with an "X" if the Chairman of the Meeting is to be your Proxy

OR

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

Or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Poseidon Nickel Limited to be held at the Nissen Kestel Harford Boardroom, Level 2 Spectrum, 100 Railway Road Subiaco, Perth WA 6008 on Monday, 20 September 2010 at 11.00am (WST) and at any adjournment of that meeting.

IMPORTANT: FOR RESOLUTIONS 1 to 4 as VOTING EXCLUSIONS APPLY

If the Chairman of the Meeting is your Proxy and you **ARE NOT** directing him how to vote on Resolutions 1 to 4;

By marking the box on the left hand side, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he may have an interest in the outcome of these Resolutions and that votes cast by him for these Resolutions, other than as proxy holder, would be disregarded because of that interest.

Mark the below box with an "X"

B

If you do not mark the box **AND** you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your vote on Resolutions 1 to 4 and your vote will not be counted in calculating the required majority if a poll is called on these Resolutions.

The Chairman of the Meeting intends to vote undirected proxies in favour of the resolution.

		For	Against	Abstain*
Resolution 1.	Ratification of Previous Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.	Ratification of Previous Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3.	Approval for the Placement of Securities – Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4.	Ratification of Prior Issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*If you mark the Abstain box for resolutions 1 to 4 you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form.

PLEASE SIGN HERE

Individual or Member 1

Sole Director and
Sole Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Voting

Voting entitlements

In accordance with the Corporations Act, the Company has determined that the shareholding of each person for the purpose of determining entitlements to attend and vote at the General Meeting will be the entitlement of that person set out in the Company's share register as at 11:00am (WST) on Saturday, 18 September 2010. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting exclusions apply to Resolutions 1 – 4 (inclusive) of this Notice as set out under the relevant heading "Voting Exclusions" under the Resolutions.

Voting in person

A Shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the attached Proxy Form to the Meeting to assist in registering your attendance and number of votes. Please arrive 15 minutes prior to the start of the Meeting to facilitate this registration process.

A Shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the Certificate is enclosed with this Notice of Meeting.

Voting by proxy

Shareholders should complete the Proxy Form if they do not wish to attend the Meeting and wish to appoint a proxy to attend and vote on their behalf. If you intend to attend the Meeting, you do not need to complete the Proxy Form. However, please bring the Proxy Form with you to the Meeting to assist with your registration.

You may still attend the Meeting even if you have appointed a proxy. However, your proxy's authority is suspended in relation to any Resolutions on which you choose to vote personally.

Appointing a second proxy

You may appoint up to 2 persons to act as your proxy to attend and vote on your behalf. If you wish to do this you must use a separate proxy form in respect of each proxy and indicate the percentage of your voting rights or the number of Shares that each proxy is appointed in respect of each Proxy Form. You should photocopy the enclosed Proxy Form or request an additional Proxy Form to be sent to you.

Directing your proxy how to vote

If you wish to direct your proxy how to vote on any or all of the Resolutions, place a mark "X" in the "For", "Against" or "Abstain" box. If you do not direct your proxy how to vote, your proxy may vote as he, she or it sees fit. If you mark the abstain box, you are directing your proxy not to vote on your behalf in respect of that Resolution and your votes will not be included on a show of hands or on a poll.

If you appoint the Chairman of the Meeting as your proxy, but do not give directions on how to vote on a particular Resolution, the Chairman will vote in favour of that Resolution even if he has an interest in the outcome of the Resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

Signing instructions

Individuals	The individual, who is the Shareholder, or his or her attorney, must sign the form.
Joint holding	Each person who is a joint Shareholder, or their attorneys, must sign the form.
Companies	The company that is the Shareholder must sign the form in accordance with section 127 of the Corporations Act either by a director jointly with either another director or a company secretary, or where the company has a sole director who is also the sole company secretary (or there is no company secretary), by that director.
Power of attorney	Any Shareholder signing under a power of attorney must attach a certified photocopy of the power of attorney document to this form.

Lodging your proxy form

To be valid, your Proxy Form (and any power of attorney under which it is signed) must be received at the address given below no later than 11:00am (WST) on Saturday, 18 September 2010. Any Proxy Form received after that time will not be valid for the scheduled meeting.

In person	Nissen Kestel Harford Level 2, Spectrum 100 Railway Road SUBIACO WA 6008
By mail	Nissen Kestel Harford PO Box 8281 SUBIACO WA 6904
By fax	+61 8 9367 8812

**Poseidon Nickel Limited
ABN 60 060 525 206**

Corporate Representative Form

Please return this Appointment Form of Corporate Representative to the following address

Nissen Kestel Harford

Level 2, Spectrum, 100 Railway Road SUBIACO WA

or

PO Box 8281 SUBIACO WA 6008

or

Facsimile on +61 8 9 367 8812

Shareholder Details

This is to certify that by a resolution of the directors of:

_____ ACN _____
(Insert Company Name)

(Insert Address)

The Company has appointed:

(Insert Name of Corporate Representative)

In accordance with the provisions of Section 250D of the Corporations Act to act as the Corporate Representative of the company to exercise all or any of the powers the company may exercise at the General Meeting of shareholders of Poseidon Nickel Limited ACN 060 525 206 to be held on Monday, 20 September 2010 at 11.00am and at any adjournment or postponement of the General Meeting, or any meeting arising from the General Meeting.

Dated this day of 2010

Executed by

ACN
in accordance with section 127 of the *Corporations Act*
2001:

.....
Director

.....
Director/Secretary

.....
Name of Authorised Representative

.....
Signed by Authorised Representative