

Your ref: 02-1383-7928  
Partner: Bruce Macdonald  
Direct line: +61 2 9258 6873  
Email: bruce.macdonald@ashurst.com  
Contact: Rupert Nolan  
Direct line: +61 2 9258 6495  
Email: rupert.nolan@ashurst.com

Ashurst Australia  
Level 36, Grosvenor Place  
225 George Street  
Sydney NSW 2000  
Australia

GPO Box 9938  
Sydney NSW 2001  
Australia

Tel +61 2 9258 6000  
Fax +61 2 9258 6999  
DX 388 Sydney  
www.ashurst.com

14 June 2012

**BY ELECTRONIC LODGEMENT**

Company Announcements Office  
Australian Stock Exchange Limited  
Level 4  
20 Bridge Street  
SYDNEY NSW 2000



**Harbinger Capital Partners Master Fund I, Ltd, Harbinger Capital Partners Special Situations Fund, LP and HGI Funding, LLC  
Notice of change of interests of substantial holder for Poseidon Nickel Limited (ASX:POS)**

We act for Harbinger Capital Partners Master Fund I, Ltd, Harbinger Capital Partners Special Situations Fund, LP and HGI Funding, LLC (**Harbinger**).

On behalf of Harbinger we enclose a copy of the notice of change of interests of substantial holder in relation to Poseidon Nickel Limited.

Yours faithfully



AUSTRALIA BELGIUM CHINA FRANCE GERMANY HONG KONG SAR INDONESIA (ASSOCIATED OFFICE) ITALY JAPAN  
PAPUA NEW GUINEA SINGAPORE SPAIN SWEDEN UNITED ARAB EMIRATES UNITED KINGDOM UNITED STATES OF AMERICA

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**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme **Poseidon Nickel Limited**

ACN/ARSN **060 525 206**

This notice is given by the substantial holders and also for each other entity whose change in relevant interest is described in section 3.

**1. Details of substantial holder (1)**

Name Harbinger Capital Partners Master Fund I, Ltd. and Harbinger Capital Partners Special Situations GP, LLC as general partner of Harbinger Capital Partners Special Situations Fund, L.P.

ACN/ARSN (if applicable) **N/A**

There was a change in the interests of the substantial holder on

**12/06/2012**

The previous notice was given to the company on

**07/06/2012**

The previous notice was dated

**07/06/2012**

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	24,908,057	7.57% (based on 329,179,699 ordinary shares on issue)	24,908,057	6.12% (based on 407,064,360 ordinary shares on issue)

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
12/06/2012	Harbinger Capital Partners Master Fund I, Ltd.	Dilution by an issue of shares on 12 June 2012.	N/A	Nil ordinary shares	Nil
12/06/2012	Harbinger Capital Partners LLC	Dilution by an issue of shares on 12 June 2012.	N/A	Nil ordinary shares	Nil
12/06/2012	Harbinger Capital Partners Special Situations GP, LLC as general partner of Harbinger Capital Partners Special Situations Fund, L.P.	Dilution by an issue of shares on 12 June 2012.	N/A	Nil ordinary shares	Nil
12/06/2012	HGI Funding, LLC	Dilution by an issue of shares on 12 June 2012.	N/A	Nil ordinary shares	Nil
12/06/2012	Harbinger Group Inc.	Dilution by an issue of shares on 12 June 2012.	N/A	Nil ordinary shares	Nil
12/06/2012	Global Opportunities Breakaway Ltd.	Dilution by an issue of shares on 12 June 2012.	N/A	Nil ordinary shares	Nil
12/06/2012	Harbinger Capital Partners II LP	Dilution by an issue of shares on 12 June 2012.	N/A	Nil ordinary shares	Nil

12/06/2012	Harbinger Capital Partners II GP LLC	Dilution by an issue of shares on 12 June 2012.	N/A	Nil ordinary shares	Nil
12/06/2012	Harbinger Holdings, LLC	Dilution by an issue of shares on 12 June 2012.	N/A	Nil ordinary shares	Nil
12/06/2012	Philip Falcone	Dilution by an issue of shares on 12 June 2012.	N/A	Nil ordinary shares	Nil
12/06/2012	Each of the entities named in the list of 1 page annexed to this notice and marked "A" (Additional Entities).	Dilution by an issue of shares on 12 June 2012.	N/A	Nil ordinary shares	Nil

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Harbinger Capital Partners Master Fund I, Ltd.	Goldman Sachs & Co and other custodial holders as relevant	Harbinger Capital Partners Master Fund I, Ltd.	Entitled to be registered as holder. Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	13,805,098 ordinary shares	13,805,098
Harbinger Capital Partners Master Fund I, Ltd.	Goldman Sachs & Co and other custodial holders as relevant	Harbinger Capital Partners Special Situations GP, LLC as general partner of Harbinger Capital Partners Special Situations Fund, L.P.	Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	7,015,759 ordinary shares	7,015,759
Harbinger Capital Partners Master Fund I, Ltd.	Goldman Sachs & Co and other custodial holders as relevant	HGI Funding, LLC	Taken under section 608(3)(b) of the Corporations Act to have the same relevant interest as Harbinger Group Inc. a body corporate that it controls. Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	4,087,200 ordinary shares	4,087,200
Harbinger Capital Partners LLC	Goldman Sachs & Co and other custodial holders as relevant	Harbinger Capital Partners Master Fund I, Ltd.	Taken under sections 608(1)(b) and 608(1)(c) of the Corporations Act to have a relevant interest by reason of having control of securities as investment manager of Harbinger Capital Partners Master Fund I, Ltd. (See Annexure B in the Form 603 dated 09/03/2009). Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	13,805,098 ordinary shares	13,805,098
Harbinger Capital Partners LLC	Goldman Sachs & Co and other custodial holders as relevant	Harbinger Capital Partners Special Situations GP, LLC as general partner of Harbinger Capital Partners Special Situations Fund, L.P.	Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	7,015,759 ordinary shares	7,015,759
Harbinger Capital Partners LLC	Goldman Sachs & Co and other custodial holders as relevant	HGI Funding, LLC	Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	4,087,200 ordinary shares	4,087,200

Harbinger Capital Partners Special Situations GP, LLC as general partner of Harbinger Capital Partners Special Situations Fund, L.P.	Goldman Sachs & Co and other custodial holders as relevant	Harbinger Capital Partners Master Fund I, Ltd.	Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	13,805,098 ordinary shares	13,805,098
Harbinger Capital Partners Special Situations GP, LLC as general partner of Harbinger Capital Partners Special Situations Fund, L.P.	Goldman Sachs & Co and other custodial holders as relevant	Harbinger Capital Partners Special Situations GP, LLC as general partner of Harbinger Capital Partners Special Situations Fund, L.P.	Entitled to be registered as holder. Taken under sections 608(1)(b) and 608(1)(c) of the Corporations Act to have a relevant interest by reason of having control of securities as general partner of Harbinger Capital Partners Special Situations Fund, L.P. Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	7,015,759 ordinary shares	7,015,759
Harbinger Capital Partners Special Situations GP, LLC as general partner of Harbinger Capital Partners Special Situations Fund, L.P.	Goldman Sachs & Co and other custodial holders as relevant	HGI Funding, LLC	Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	4,087,200 ordinary shares	4,087,200
HGI Funding, LLC	Goldman Sachs & Co and other custodial holders as relevant	Harbinger Capital Partners Master Fund I, Ltd.	Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	13,805,098 ordinary shares	13,805,098
HGI Funding, LLC	Goldman Sachs & Co and other custodial holders as relevant	Harbinger Capital Partners Special Situations GP, LLC as general partner of Harbinger Capital Partners Special Situations Fund, L.P.	Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	7,015,759 ordinary shares	7,015,759
HGI Funding, LLC	Goldman Sachs & Co and other custodial holders as relevant	HGI Funding, LLC	Entitled to be registered as holder. Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	4,087,200 ordinary shares	4,087,200
Harbinger Group Inc.	Goldman Sachs & Co and other custodial holders as relevant	Harbinger Capital Partners Master Fund I, Ltd.	Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	13,805,098 ordinary shares	13,805,098
Harbinger Group Inc.	Goldman Sachs & Co and other custodial holders as relevant	Harbinger Capital Partners Special Situations GP, LLC as general partner of Harbinger Capital Partners Special Situations Fund, L.P.	Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	7,015,759 ordinary shares	7,015,759
Harbinger Group Inc.	Goldman Sachs & Co and other custodial holders as relevant	HGI Funding, LLC	Taken under section 608(3)(b) of the Corporations Act to have the same relevant interest as HGI Funding, LLC. a body corporate that as sole managing member it controls. Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	4,087,200 ordinary shares	4,087,200
Global Opportunities Breakaway Ltd.	Goldman Sachs & Co and other custodial holders as relevant	Harbinger Capital Partners Master Fund I, Ltd.	Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	13,805,098 ordinary shares	13,805,098

Global Opportunities Breakaway Ltd.	Goldman Sachs & Co and other custodial holders as relevant	Harbinger Capital Partners Special Situations GP, LLC as general partner of Harbinger Capital Partners Special Situations Fund, L.P.	Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	7,015,759 ordinary shares	7,015,759
Global Opportunities Breakaway Ltd.	Goldman Sachs & Co and other custodial holders as relevant	HGI Funding, LLC	Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	4,087,200 ordinary shares	4,087,200
Harbinger Capital Partners II LP	Goldman Sachs & Co and other custodial holders as relevant	Harbinger Capital Partners Master Fund I, Ltd.	Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	13,805,098 ordinary shares	13,805,098
Harbinger Capital Partners II LP	Goldman Sachs & Co and other custodial holders as relevant	Harbinger Capital Partners Special Situations GP, LLC as general partner of Harbinger Capital Partners Special Situations Fund, L.P.	Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	7,015,759 ordinary shares	7,015,759
Harbinger Capital Partners II LP	Goldman Sachs & Co and other custodial holders as relevant	HGI Funding, LLC	Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	4,087,200 ordinary shares	4,087,200
Harbinger Capital Partners II GP LLC	Goldman Sachs & Co and other custodial holders as relevant	Harbinger Capital Partners Master Fund I, Ltd.	Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	13,805,098 ordinary shares	13,805,098
Harbinger Capital Partners II GP LLC	Goldman Sachs & Co and other custodial holders as relevant	Harbinger Capital Partners Special Situations GP, LLC as general partner of Harbinger Capital Partners Special Situations Fund, L.P.	Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	7,015,759 ordinary shares	7,015,759
Harbinger Capital Partners II GP LLC	Goldman Sachs & Co and other custodial holders as relevant	HGI Funding, LLC	Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	4,087,200 ordinary shares	4,087,200
Harbinger Holdings, LLC	Goldman Sachs & Co and other custodial holders as relevant	Harbinger Capital Partners Master Fund I, Ltd.	Taken under sections 608(3)(a) and 608(3)(b) of the Corporations Act to have a relevant interest by reason of having control of, and voting power of more than 20% in, Harbinger Capital Partners LLC.  Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	13,805,098 ordinary shares	13,805,098
Harbinger Holdings, LLC	Goldman Sachs & Co and other custodial holders as relevant	Harbinger Capital Partners Special Situations GP, LLC as general partner of Harbinger Capital Partners Special Situations Fund, L.P.	Taken under sections 608(3)(a) and 608(3)(b) of the Corporations Act to have a relevant interest by reason of having control of, and voting power of more than 20% in, Harbinger Capital Partners Special Situations GP, LLC.  Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	7,015,759 ordinary shares	7,015,759
Harbinger Holdings, LLC	Goldman Sachs & Co and other custodial holders as relevant	HGI Funding, LLC	Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	4,087,200 ordinary shares	4,087,200

Philip Falcone	Goldman Sachs & Co and other custodial holders as relevant	Harbinger Capital Partners Master Fund I, Ltd.	<p>Taken under sections 608(3)(a) and 608(3)(b) of the Corporations Act to have a relevant interest by reason of having control of, and voting power above 20% in Harbinger Holdings, LLC.</p> <p>Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which he has voting power of greater than 20%.</p>	13,805,098 ordinary shares	13,805,098
Philip Falcone	Goldman Sachs & Co and other custodial holders as relevant	Harbinger Capital Partners Special Situations GP, LLC as general partner of Harbinger Capital Partners Special Situations Fund, L.P.	<p>Taken under sections 608(3)(a) and 608(3)(b) of the Corporations Act to have a relevant interest by reason of having control of, and voting power above 20% in Harbinger Holdings, LLC.</p> <p>Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which he has voting power of greater than 20%.</p>	7,015,759 ordinary shares	7,015,759
Philip Falcone	Goldman Sachs & Co and other custodial holders as relevant	HGI Funding, LLC	Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as any body corporate in which it has voting power of greater than 20%.	4,087,200 ordinary shares	4,087,200
Each of the entities named in the list of 1 page annexed to this notice and marked "A" (Additional Entities).	Goldman Sachs & Co and other custodial holders as relevant	Harbinger Capital Partners Master Fund I, Ltd.	See Annexure A.	13,805,098 ordinary shares	13,805,098
Each of the entities named in the list of 1 page annexed to this notice and marked "A" (Additional Entities).	Goldman Sachs & Co and other custodial holders as relevant	Harbinger Capital Partners Special Situations GP, LLC as general partner of Harbinger Capital Partners Special Situations Fund, L.P.	See Annexure A.	7,015,759 ordinary shares	7,015,759
Each of the entities named in the list of 1 page annexed to this notice and marked "A" (Additional Entities).	Goldman Sachs & Co and other custodial holders as relevant	HGI Funding, LLC	See Annexure A.	4,087,200 ordinary shares	4,087,200

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
n/a	


#### 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Harbinger Capital Partners Master Fund I, Ltd.	c/o International Fund Services (Ireland) Limited, 78 Sir John Rogerson's Quay Dublin 2, Ireland.
Harbinger Capital Partners LLC	450 Park Avenue, 30th Floor, New York, New York 10022, United States of America.

Harbinger Capital Partners Special Situations GP, LLC as general partner of Harbinger Capital Partners Special Situations Fund, L.P.	450 Park Avenue, 30th Floor, New York, New York 10022, United States of America.
HGI Funding, LLC	450 Park Avenue, 27th Floor, New York, New York 10022, United States of America.
Harbinger Group Inc.	450 Park Avenue, 27th Floor, New York, New York 10022, United States of America.
Global Opportunities Breakaway Ltd.	c/o Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, Cayman Islands KY1-1104.
Harbinger Capital Partners II LP	450 Park Avenue, 30th Floor, New York, New York 10022, United States of America.
Harbinger Capital Partners II GP LLC	450 Park Avenue, 30th Floor, New York, New York 10022, United States of America.
Harbinger Holdings, LLC	450 Park Avenue, 30th Floor, New York, New York 10022, United States of America.
Philip Falcone	450 Park Avenue, 30th Floor, New York, New York 10022, United States of America.
Each of the entities named in the list of 1 page annexed to this notice and marked "A" (Additional Entities).	As set out in the list of 1 page annexed to this notice and marked "A".

**Signature**

print name	Bruce Macdonald	capacity	Authorised representative
sign here		date	14 June 2012

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

(8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".

(9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.



**Annexure "A"**

**This is the Annexure of 1 page marked "A" referred to in the form 604 Notice of change of interests of substantial holder**

Signed by me and dated 14 June 2012

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**Bruce Macdonald - Authorised Representative**

**Additional Entities**

Entities controlled by the persons giving this notice or acting in concert with those persons in respect of investment decisions of Harbinger Capital Partners Master Fund I, Ltd. and Harbinger Capital Partners Special Situations GP, LLC as general partner of Harbinger Capital Partners Special Situations Fund, L.P. including those set out below:

<b>Additional Entities</b>	<b>Registered Office</b>
Harbinger Capital Partners Special Situations Offshore Fund, L.P.	1
Harbinger Capital Partners Special Situations Offshore GP, LLC	2
Harbinger Capital Partners SSF CFF, Ltd.	1
Harbinger Capital Partners Fund I, L.P.	2
Harbinger Capital Partners GP, LLC	2
Harbinger Capital Partners Offshore Fund I, Ltd.	1
Harbinger Capital Partners Offshore Fund II, Ltd.	1
Harbinger Capital Partners Intermediate Fund II, Ltd.	1
Harbinger Capital Partners Fund II, L.P.	2
Credit Distressed Blue Line Master Fund, Ltd.	1
Credit Distressed Blue Line Offshore Fund, Ltd.	1
Credit Distressed Blue Line Intermediate Fund, Ltd.	1
Credit Distressed Blue Line Fund, L.P.	2
Credit Distressed Blue Line GP, L.L.C.	2
Harbinger Group Inc.	3
HGI Funding, LLC	3
Global Opportunities Breakaway Ltd.	4

**Registered Offices**

1. c/o Ogier Fiduciary Services (Cayman) Limited, 89 Nexus Way, Camana Bay, Grand Cayman KY1-9007, Cayman Islands.
2. 450 Park Avenue, 30th Floor, New York, New York 10022, United States of America.
3. 450 Park Avenue, 27th Floor, New York, New York 10022, United States of America.
4. c/o Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, Cayman Islands KY1-1104.