

Appendix 3B

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

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

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity	Poseidon Nickel Limited
ACN	060 525 206

We (the entity) give ASX the following information.

Part 1 - All issues

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

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 598,357 |
| | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares |
| 4 | Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:
<ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | The issued Shares will rank equally with the existing class of quoted Shares. |
| 5 | Issue price or consideration | Issued at a deemed price of \$0.10906231 being 91 Day VWAP for the quarter ended June 2012 |

+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for acquisition of assets, clearly identify those assets)	Issue of Fully Paid Ordinary Shares to the Directors in lieu of Fees for the June 2012 quarter as approved by the Shareholders at the November 2011 Annual General Meeting.																			
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	23 July 2012																			
8	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="766 481 1005 526">Number</th> <th data-bbox="1005 481 1402 526">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="766 526 1005 616">407,662,717</td> <td data-bbox="1005 526 1402 616">Ordinary fully paid Shares</td> </tr> </tbody> </table>	Number	+Class	407,662,717	Ordinary fully paid Shares															
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407,662,717	Ordinary fully paid Shares																				
9	Number and +class of all +securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	<table border="1"> <tbody> <tr> <td data-bbox="766 638 1005 705">2,500,000</td> <td data-bbox="1005 638 1402 705">31 July 2012 Unlisted Options exercisable at 40 cents</td> </tr> <tr> <td data-bbox="766 705 1005 772">9,267,436</td> <td data-bbox="1005 705 1402 772">31 August 2012 Unlisted Options exercisable at 22 cents</td> </tr> <tr> <td data-bbox="766 772 1005 840">115,000,000</td> <td data-bbox="1005 772 1402 840">19 September 2012 Unlisted Options exercisable at 40 cents</td> </tr> <tr> <td data-bbox="766 840 1005 907">533,000</td> <td data-bbox="1005 840 1402 907">22 October 2012 Unlisted Options exercisable at \$1.38</td> </tr> <tr> <td data-bbox="766 907 1005 974">2,000,000</td> <td data-bbox="1005 907 1402 974">19 December 2012 Incentive Options exercisable at 80 cents</td> </tr> <tr> <td data-bbox="766 974 1005 1041">2,975,000</td> <td data-bbox="1005 974 1402 1041">31 August 2016 Unlisted Options (Employee) exercisable at 22 cents</td> </tr> <tr> <td data-bbox="766 1041 1005 1108">4,500,000</td> <td data-bbox="1005 1041 1402 1108">23 November 2016 Unlisted Options exercisable at 22 cents</td> </tr> <tr> <td data-bbox="766 1108 1005 1176">36,531,904</td> <td data-bbox="1005 1108 1402 1176">March 2011 six (6) year USD \$15m Unsecured Convertible Notes valued on an exchange rate of \$1.0265 convertible at \$0.40</td> </tr> <tr> <td data-bbox="766 1176 1005 1243">64,945,608</td> <td data-bbox="1005 1176 1402 1243">March 2011 six (6) year USD \$20m Unsecured Convertible Notes valued on an exchange rate of \$1.0265 convertible at \$0.30</td> </tr> </tbody> </table>	2,500,000	31 July 2012 Unlisted Options exercisable at 40 cents	9,267,436	31 August 2012 Unlisted Options exercisable at 22 cents	115,000,000	19 September 2012 Unlisted Options exercisable at 40 cents	533,000	22 October 2012 Unlisted Options exercisable at \$1.38	2,000,000	19 December 2012 Incentive Options exercisable at 80 cents	2,975,000	31 August 2016 Unlisted Options (Employee) exercisable at 22 cents	4,500,000	23 November 2016 Unlisted Options exercisable at 22 cents	36,531,904	March 2011 six (6) year USD \$15m Unsecured Convertible Notes valued on an exchange rate of \$1.0265 convertible at \$0.40	64,945,608	March 2011 six (6) year USD \$20m Unsecured Convertible Notes valued on an exchange rate of \$1.0265 convertible at \$0.30	
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10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not Applicable																			

+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

Questions 11 to 33 are not applicable

Part 3 - Quotation of securities

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

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

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

Questions 35 to 42 not applicable

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

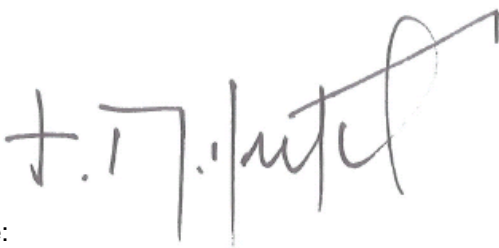
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

+ See chapter 19 for defined terms.

Sign here:

A handwritten signature in black ink, appearing to read "R. Kestel", written over a horizontal line.

Date: 23 July 2012

Print name:

Ross Kestel
Company Secretary

+ See chapter 19 for defined terms.