

12 July 2013

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ASX Market Announcements
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SYDNEY NSW 2000

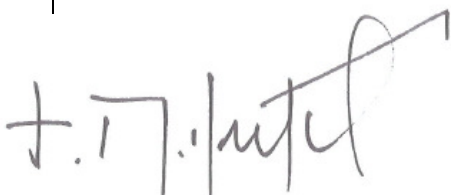
QUARTERLY SHARE ISSUE TO DIRECTORS

The Directors of Poseidon Nickel Limited (ASX code **POS**) have for some time now elected to receive Directors' fees as Shares in lieu of cash in order to retain the cash reserves of the Company.

Mr Andrew Forrest has elected to donate the quarterly Share issue to The Minderoo Foundation Pty Ltd (formerly the Australian Children's Trust Pty Ltd) ACN 098 198 684 ATF The Australian Children's Trust for Benevolent Purposes.

The **attached** Appendix 3Y for Mr Forrest shows the donation to The Minderoo Foundation Pty Ltd as a disposal – the net result is that there is no change to the number of Shares held by Mr Forrest.

The donation of Shares to The Minderoo Foundation Pty Ltd is at the discretion of Mr Forrest and will continue every quarter until otherwise advised.



Ross Kestel
Company Secretary

Appendix 3Y

Change of Director's Interest Notice

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 30/9/2001.

| | |
|-----------------------|--------------------------------|
| Name of entity | Poseidon Nickel Limited |
| ACN | 060 525 206 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

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|----------------------------|----------------------------------|
| Name of Director | John Andrew Henry FORREST |
| Date of last notice | 10 April 2013 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

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| Direct or indirect interest | (a) to (b) Indirect interest |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | (a) Minderoo Pty Ltd ACN 087 437 312 <Andrew and Nicola Forrest Family Investment A/c> Director, Shareholder and Potential Beneficiary (b) Forrest Family Investments Pty Ltd <ATF Peepingee Trust> ACN 055 961 361 Director, Shareholder and Potential Beneficiary |
| Date of change | 12 July 2013 |
| No. of securities held prior to change | (a) 9,825,000 Ordinary Shares; and (b) 119,999,875 Ordinary Shares |
| Class | Ordinary Shares |
| Number acquired | (a) 65,639 Ordinary Shares |
| Number disposed | (a) (52,380) Ordinary Shares (by way of a donation) |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Shares issued at a deemed price of \$0.182513 being the 91 Day VWAP for the quarter ended June 2013. |

+ See chapter 19 for defined terms.

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| No. of securities held after change | (a) 9,825,000 Ordinary Shares; and (b) 119,999,875 Ordinary Shares |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Issue of Fully Paid Ordinary Shares to the Directors in lieu of Fees for the June 2013 quarter as approved by the Shareholders at the November 2012 Annual General Meeting. The Shares have in turn been donated to The Minderoo Foundation ACN 098 198 684 ATF The Australian Children's Trust for Benevolent Purposes. |

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

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| Detail of contract | Not Applicable |
| Nature of interest | Not Applicable |
| Name of registered holder (if issued securities) | Not Applicable |
| Date of change | Not Applicable |
| No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed | Not Applicable |
| Interest acquired | Not Applicable |
| Interest disposed | Not Applicable |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | Not Applicable |
| Interest after change | Not Applicable |

Part 3 – Trading Windows

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|---|-------------------------------|
| Were the interests in the securities or contracts detailed above traded during a trading window where prior written clearance was required | Not Applicable – Rights Issue |
| If so, was prior written clearance provided to allow the trade to proceed during this period | Not Applicable |

+ See chapter 19 for defined terms.

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Change of Director's Interest Notice

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| If prior written clearance was provided, on what date was this provided | Not Applicable |
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+ See chapter 19 for defined terms.