

Form 604

Corporations Act 2001

Section 671B

Notice of change of interest of substantial holder

 To Company Name/Scheme Caeneus Minerals Ltd

 ACN/ARSN 082 593 235

1. Details of substantial holder (1)

 To Company Name/Scheme Poseidon Nickel Limited

 ACN/ARSN 060 525 206

 There was a change in the interests of the
 Substantial holder on 01/12/2015

The previous notice was given to the company on 28/10/2015

The previous notice was dated 29/10/2015

2. Changes in relevant interests

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, an 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	110,714,286	13.88%	110,714,286	12.57%

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	Persons whose relevant interest changed	Nature of change	Consideration given in relation to the change	Class and number of securities affected	Person's votes affected
01/12/2015	Poseidon Nickel Limited	Dilution of voting power following issue of fully paid Ordinary Shares from the 2015 Annual General Meeting as approved by Shareholders	Not Applicable	Ordinary Shares 110,714,286	110,714,286

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	Persons entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
Poseidon Nickel Limited	Poseidon Nickel Limited	Poseidon Nickel Limited	Dilution of Voting Power	Ordinary Shares 110,714,286	110,714,286

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their associations (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
Not Applicable	Not Applicable

6. Addresses

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

Poseidon Nickel Limited	Unit 8 Churchill Court 331-335 Hay Street SUBIACO WA 6904
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Signature

Print name: Gareth Jones

capacity **Company Secretary**



date 03/12/2015

DIRECTIONS

1. If there are a number of substantial holders with similar or related interests (eg. A corporation and is related corporations, or the manager and trustee of an equity trust), the names could be include in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred ti 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 671(B) 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 of any benefit paid on behalf of the substantial holder or his associates 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 person association and any change in that association since the last substantial holding notice.