

Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holderTo Company Name/Scheme Poseidon Nickel LtdACN/ARSN 060 525 206**1. Details of substantial holder (1)**Name Lumyna Investments Limited, Lumyna Specialist Funds JPY E-Mast 4% VT ER Fund, Assicurazioni Generali S.p.A.ACN/ARSN (if applicable) N/AThe holder became a substantial holder on 27/03/2020**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes	Voting power (6)
ordinary shares	146,018,559	146,018,559	5.5%

3. Details of relevant interests

The nature of the relevant interests the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Lumyna Investments Limited	Relevant interest in securities held by Lumyna Investments Limited in its capacity as investment manager for Lumyna Specialist Funds JPY E-Mast 4% VT ER Fund	146,018,559 ordinary shares
Lumyna Specialist Funds JPY E-Mast 4% VT ER Fund	Holder of securities	146,018,559 ordinary shares
Assicurazioni Generali S.p.A.	Lumyna Investments Limited is a body corporate of which Assicurazioni Generali S.p.A.'s voting power is more than 20%	146,018,559 ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Lumyna Investments Limited	The Bank of New York Mellon	Lumyna Specialist Funds JPY E-Mast 4% VT ER Fund	146,018,559 ordinary shares
Lumyna Specialist Funds JPY E-Mast 4% VT ER Fund	The Bank of New York Mellon	Lumyna Specialist Funds JPY E-Mast 4% VT ER Fund	146,018,559 ordinary shares
Assicurazioni Generali S.p.A.	The Bank of New York Mellon	Lumyna Specialist Funds JPY E-Mast 4% VT ER Fund	146,018,559 ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-Cash	
Lumyna Investments Limited	See Annexure A	See Annexure A	See Annexure A	See Annexure A
Lumyna Specialist Funds JPY E-Mast 4% VT ER Fund	See Annexure A	See Annexure A	See Annexure A	See Annexure A
Assicurazioni Generali S.p.A.	See Annexure A	See Annexure A	See Annexure A	See Annexure A

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Lumyna Specialist Funds JPY E-Mast 4% VT ER Fund	A fund managed by Lumyna Investments Limited.

7. Addresses

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

Name	Address
Lumyna Investments Limited	11 Bressenden Place, London, United Kingdom, SW1E 5BY
Lumyna Specialist Funds JPY E-Mast 4% VT ER Fund	Lumyna Specialist Funds C/O MDO Management Company S.A. 19, rue de Bitbourg L-1273 Luxembourg Grand Duchy of Luxembourg
The Bank of New York Mellon	BNY Mellon, London Branch, One Canada Square London E14 5AL
Assicurazioni Generali S.p.A	Piazza Duca degli Abruzzi 2 I - 34132 Trieste

Signature

print name DARYL WRIGHT _____ capacity DIRECTOR _____

sign here



date 30/03/2020

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.

- (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) 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 its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Annexure A

This is Annexure A of 1 page referred to in the Form 603: Notice of initial substantial holder issued by Lumyna Investments Limited dated 30 March 2020:

5. Consideration

Holder of relevant interest*	Date of acquisition	Consideration (9)	Number of securities	Class of securities
Lumyna Specialist Funds JPY E-Mast 4% VT ER Fund	27-Mar-20	248,776.90	146,018,559	Ordinary

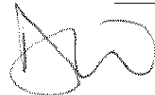
***Note:** The person whose relevant interest changed includes the following persons:

1. Lumyna Investments Limited in its capacity as investment manager of Lumyna Specialist Funds JPY E-Mast 4% VT ER Fund; and
2. Assicurazioni Generali S.p.A as Lumyna Investments Limited is a body corporate of which Assicurazioni Generali S.p.A's voting power is more than 20%.

Signature

print name DARYL WRIGHT _____ capacity DIRECTOR _____

sign here



date 30/03/2020

Annexure B

This is Annexure B of 1 page setting out the terms of the agreement which contributed to the situation giving rise to the relevant interests referred to in the Form 603: Notice of initial substantial holder issued by Lumyna Investments Limited dated 30 March 2020.


Type of agreement	Reverse Repurchase (Repo) Agreement
Parties to agreement	Lumyna Specialist Funds – 4% JPY E-MAST Fund vs Merrill Lynch International Ltd
Transfer date	See Annexure A in respect of securities acquired referred to in Annexure A
Holder of voting rights	Lumyna Specialist Funds – 4% JPY E-MAST Fund
Are there any restrictions on voting rights?	No
Scheduled return date (if any)	N/A
Does the borrower have the right to return early?	No
Does the lender have the right to return early?	Yes, as part of the arrangement Merrill Lynch International have full discretion on the selection and transfer of the equity. They are allowed to collect and repost alternative equity throughout the day as long as the position is sufficiently collateralised, there are no restrictions on how much they rebalance.
Will the securities be returned on settlement?	Yes, once the Repo term has finished – the securities will be returned to lender.

Lumyna Investments Limited as the entity filing the form will, if requested by the company to whom the prescribed form must be given or ASIC, give a copy of the agreement to the company or ASIC.

Signature

print name DARYL WRIGHT _____ capacity DIRECTOR _____

sign here



date 30/03/2020