

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Poseidon Nickel Limited (Poseidon Nickel)

ACN/ARSN 060 525 206

1. Details of substantial holder (1)

Name Jefferies LLC, (Jefferies) and each of the entities listed in Annexure "A" (Leucadia National Group Entity)

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 04/04/2018
The previous notice was given to the company on 30/06/2017
The previous notice was dated 30/06/2017

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 fully paid shares in the Company (Share)	55,496,510	6.0% (based on 925,071,644 Shares on issue)	77,798,086	7.03% (based on 1,107,373,220 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
02/10/2017	Jefferies and each Leucadia National Group Entity	Issue of Shares in payment of interest outstanding in respect of convertible note (See Annexure "B" for further details.)	Issue of Shares in payment of interest outstanding in respect of convertible note (See Annexure "B" for further details.)	10,055,053 Shares	10,055,053
02/01/2018	Jefferies and each Leucadia National Group Entity	Issue of Shares in payment of interest outstanding in respect of convertible note (See Annexure "B" for further details.)	Issue of Shares in payment of interest outstanding in respect of convertible note (See Annexure "B" for further details.)	5,424,841 Shares	5,424,841
04/04/2018	Jefferies and each Leucadia National Group Entity	Issue of Shares in payment of interest outstanding in respect of convertible note (See Annexure "B" for further details.)	Issue of Shares in payment of interest outstanding in respect of convertible note (See Annexure "B" for further details.)	6,821,682 Shares	6,821,682

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
Jefferies	Jefferies	Jefferies	Interest held directly as a shareholder	77,798,086 Shares	77,798,086
Each Leucadia National Group Entity	Jefferies	Jefferies	Relevant interest under section 608(3)(a) and/or section 608(3)(b) of the Corporations Act 2001, being a relevant interest held through a body corporate (Jefferies) in which the voting power of the relevant Leucadia National Group Entity is more than 20% or which the relevant Leucadia National Group Entity controls.	77,798,086 Shares	77,798,086

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

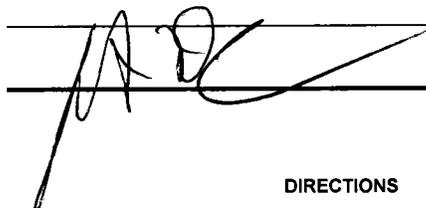
The addresses of persons named in this form are as follows:

Name	Address
Jefferies and each Leucadia National Group Entity	520 Madison Avenue New York, New York 10022 USA

Signature

print name Justin DeSpirito capacity Authorised signatory

sign here



date 05/04/2018

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.
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Annexure “A” – Leucadia National Group Entity

This is Annexure “A” of 1 page referred to in the Form 604 (Notice of change of interest of substantial holder), signed by me and dated 5 April 2018.

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Justin DeSpirito

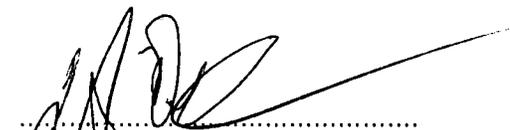
Authorised signatory, Jefferies LLC

Leucadia National Group Entities

ENTITY	Company/partnership Number
Jefferies Group, LLC	N/A
Limestone Merger Sub, LLC	N/A
Leucadia National Corporation	N/A

Annexure "B" – Convertible Note Certificate

This is Annexure "B" of 2 pages referred to in the Form 604 (Notice of change of interest of substantial holder), signed by me and dated 5 April 2018.



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Justin DeSpirito
Authorised signatory, Jefferies LLC