

**Form 603**

Corporations Act 2001

Section 671B

**Notice of initial substantial holder**


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 To Company Name/Scheme      Caeneus Minerals Ltd
 

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 ACN/ARSN                              082 593 235
 

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**1. Details of substantial holder (1)**


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 To Company Name/Scheme      Poseidon Nickel Limited
 

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 ACN/ARSN                              060 525 206
 

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The holder became a substantial holder on    28 October 2015

**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 (5)	Voting Power (6)
Ordinary Shares	110,714,286	110,714,286	13.88%

**3. Details of relevant interests**

The nature of the relevant interest 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
Poseidon Nickel Limited	Holder of voting shares	Ordinary Shares 110,714,286

**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	Persons entitled to be registered as holder	Class and number of securities
Poseidon Nickel Limited	Poseidon Nickel Limited	Poseidon Nickel Limited	Fully Paid Ordinary Shares 110,714,286

**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	
Poseidon Nickel Limited	20 May 2015	-	Deemed issue price of \$0.014	Ordinary Shares 10,714,286
Poseidon Nickel Limited	28 October 2015	-	Deemed issue price of \$0.003	Ordinary Shares 100,000,000

**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

**7. Addresses**

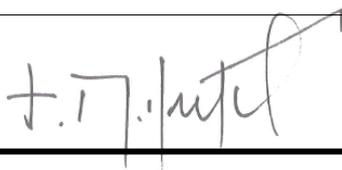
The addresses of persons named in this form are as follows:

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

**Signature**

Print name      Ross Kestel      capacity Company Secretary

**Sign here**



date      29 October 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 oi 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 671(B) 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 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.

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 associates in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.