



GLADSTONE PACIFIC NICKEL LTD

2 March 2010

Gladstone Pacific Nickel Limited
ACN 104 261 887

Notice of General Meeting

Gladstone Pacific Nickel Limited (the "Company") announces that, further to the announcement of 9 February 2010, a General Meeting of members will be held at 6pm (Australian Eastern Standard Time) on Friday 9 April 2010 at Level 2, 380 Queen Street, Brisbane 4000, Australia.

The notice of General Meeting, including an Explanatory Memorandum is being posted to shareholders. Extracts are set out below and a copy of the full notice will be available at the Company's website at: www.gladstonepacific.com.au.

For further information please contact:

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Notice of General Meeting (Extract)

Notice is hereby given that a General Meeting of members of Gladstone Pacific Nickel Limited (ACN 104 261 887) (the "Company") will be held as follows:

Date: 9 April 2010
Time: 6:00 pm – Brisbane, Australia (AEST)
Venue: Level 2, 380 Queen Street, Brisbane, Australia.

The attached Explanatory Memorandum explains the items of business to be considered at the General Meeting and forms part of, and should be read in conjunction with, this notice. Capitalised terms in this notice are defined in the Explanatory Memorandum.

The following resolutions have been proposed by Shareholders who collectively hold more than 5% of the shares on issue and are party to a notice under section 249D of the Corporations Act 2001 (Cth) received by the Company on the 9th February 2010 and requiring the Company to convene this general meeting.

Agenda

RESOLUTION 1 Removal of Mr James Henderson as a Director

To consider and, if thought appropriate pass, the following Ordinary Resolution:

“That, in accordance with rule 100 of the Company’s constitution, Mr James Gilbert Henderson be removed from office as a Director of the Company with effect from closure of the General Meeting.”

RESOLUTION 2 Appointment of Mr Vimal Sharma as a Director

To consider and, if thought appropriate pass, the following Ordinary Resolution:

“That, in accordance with rule 100 of the Company’s constitution, Mr Vimal Kumar Sharma, having consented to his nomination as a Director of the Company, is appointed as a Director of the Company with effect from closure of the General Meeting.”

RESOLUTION 3 Removal of Mr Benjamin Hill as a Director

To consider and, if thought appropriate pass, the following Ordinary Resolution:

“That, in accordance with rule 100 of the Company’s constitution, Mr Benjamin Samuel Hill be removed from office as a Director of the Company with effect from closure of the General Meeting.”

RESOLUTION 4 Appointment of Mr William Haseler as a Director

To consider and, if thought appropriate pass, with or without amendment, the following Ordinary Resolution:

“That, in accordance with rule 100 of the Company’s constitution, Mr William Thomas Haseler, having consented to his nomination as a Director of the Company, is appointed as a Director of the Company with effect from closure of the General Meeting.”

By order of the Board of Directors

Julien McNally
Company Secretary
Gladstone Pacific Nickel Limited
2nd March 2010

Explanatory Memorandum

This Explanatory Memorandum explains the items of business to be considered at the General Meeting ("Meeting") to be held on 9th April 2010 and should be read in conjunction with the Notice of Meeting.

Background

On the 9th February 2010 the Company received a request to hold a general meeting of Shareholders in accordance with section 249D of the Corporations Act 2001 (Cth) from Shareholders holding more than 5% of the votes that may be cast at a general meeting of the Company ("Request Notice"). The Request Notice was requested by Mineralogy Pty Ltd a wholly owned entity of Mr Clive Palmer. Mr Clive Palmer and his related entities hold a total of 50.04% of the ordinary shares on issue of the Company. The Request Notice was to consider the Resolutions 1, 2, 3 and 4 as indicated in this Explanatory Memorandum which is to remove two Directors of the Company and appoint two new Directors of the Company.

Section 203D of the Corporations Act 2001 (Cth) provides the right for a Director being considered for removal to put their case to Shareholders by giving a written statement for circulation to members prior to the meeting occurring. The Directors the subject of the removal resolutions have reserved their rights to send to shareholders their written statement prior to the General Meeting.

Information about Director Candidates

The following information about the candidates for appointment as directors have been provided by them and has been accepted and included in this notice in good faith by the Company. This information has not been verified by the Company and to the fullest extent permitted by law, the Company disclaims responsibility for this information.

RESOLUTION 2 Appointment of Mr Vimal Sharma as a Director

Mr Sharma is a key executive of Mineralogy Group and manages its Western Australian operations since 1999. Mr Sharma, played a key role in management of the technical feasibility study of the Mineralogy iron ore project which was acquired in 2006 by the Hong Kong based CITIC Pacific Ltd. Mr Sharma is also a Director on the Board of ASX listed company, Australasian Resources Ltd; a Director of its wholly owned subsidiary, the International Minerals Pty Ltd which is developing the Balmoral South Iron Ore project. Prior to taking charge of Mineralogy's Western Australian operations, Mr. Sharma was employed by a major New South Wales Government authority. He was also a Director of Project Management for a technology development company. Mr Sharma has over 20 years experience in a variety of roles in international trade, investment and business development. He has also set up and conducted product development and quality control and marketing for numerous enterprises. Mr Sharma has been involved in the promotion of industry investments throughout Asia, Europe and the South Pacific and has represented in various international negotiations.

RESOLUTION 4 Appointment of Mr William Haseler as a Director

Mr William Haseler is the company lawyer for Mineralogy Pty Ltd (a wholly owned subsidiary of Mr Clive Palmer). He has 20 years experience as a litigation/company lawyer and has extensive experience in company law, contracts and joint ventures. Mr. Haseler has, in the course of his legal career appeared and instructed on many matters in the Supreme Courts of Queensland and New South Wales, the Appeal Courts and the High Court of Australia. He has been the legal advisor in litigation, mediation and arbitration matters to one of Australia's top four banks. Mr. Haseler holds a current practising certificate as a solicitor of the Supreme Court of Queensland.

All enquiries in relation to this Notice of Meeting and Explanatory Memorandum should be directed to the Company Secretary, Mr Julien McInally (telephone +61 7 3231 7100).