

Proxy Form – 2007 Extraordinary General Meeting –

(Note – please refer to the notes and instructions attached for further information)

Shareholder details (please insert)

Name(s):..... Telephone contact no.:.....

Address:.....

Appointment of Proxy

I (we), being a (joint) shareholder(s) of Gladstone Pacific Nickel Ltd and entitled to attend and vote hereby appoint the following person(s) as proxy (proxies) to attend and act on my (our) behalf and vote at the Extraordinary General Meeting of Gladstone Pacific Nickel Ltd to be held on 29 May 2007 at 6.00 pm at Suite 9, Level 3, Christie Centre, 320 Adelaide St., Brisbane, Australia, 4000.

1. Name:.....% of shares.....

2. Name:.....% of shares.....

or (in the absence of my (our) nomination above or a failure of my (our) proxy to attend) the Chairman of the meeting. (If you wish to nominate a proxy (proxies), please insert the full name(s) of your proxy (proxies) and also specify the % of shares they may vote on your behalf. If you wish to appoint the Chairman of the meeting as your proxy for all your shares, then simply leave the spaces blank or insert 'Chairman' in the first line).

Voting directions

(If you wish to direct your proxy (proxies) as to how they should vote on proposed resolution, please mark a box in respect of each agenda item below with an 'X'. If you do not mark a box for a proposed resolution, your proxy (proxies) may vote as the proxy (proxies) thinks fit).

Agenda item	For	Against	Abstain
1. Issue of Special Warrants			
2. Issue of Options			

Please note that attendance by Teleconference will not be considered to be attendance for quorum and voting purposes. Refer to Notice Meeting for further details.

Signature(s)

Please sign. If signing on behalf of a company or otherwise on behalf of a shareholder, please insert status (e.g. director, secretary, power of attorney, etc.) – refer to attached notes.

Shareholder 1:	Shareholder 2:
Date:	Date:
Position:	Position:

Proxy Form Information & Instructions – 2007 Extraordinary General Meeting –

Shareholder details

- Please print your name and address as it appears in the Register of Members of the Company. If shares are jointly held please ensure the name and address of each shareholder is completed. Please note that you cannot change your shareholders details using this form.

Appointment of proxy

- It is not necessary to name any proxy or proxies if you cannot attend the meeting.
- If you name a proxy or proxies and then attend the meeting then the right of your proxy (proxies) to vote is suspended. Shareholders who participate by Teleconference will not be considered to be in attendance for quorum and voting purposes unless physically attending at the meeting venue.
- If you complete and return the form and do not name any proxy (or insert 'Chairman'), the Chairman of the meeting will act as your proxy for all your shares.
- If you wish to name a proxy or proxies then complete the blank(s).
- If you wish to appoint the Chairman of the meeting as your proxy for all your shares, then simply leave the spaces blank or insert 'Chairman' in the first line.
- If you do not specify a % in respect of a sole nominated proxy, then he / she may exercise all your votes
- If you hold 2 or more shares you may appoint a second proxy. If you name more than one proxy, you must specify the % of shares you wish each proxy to vote and if you do not, each proxy may exercise half your votes
- If a named proxy fails to attend the meeting, the Chairman of the meeting will act as your default proxy in respect of the % of shares you authorise the named proxy to vote.

Voting directions

- You may direct your proxy how to vote by placing an 'X' in one of the boxes opposite each resolution. All your shareholding will be voted in accordance with the relevant direction unless you indicated only a portion of voting rights are to be voted on any resolution by inserting the percentage of shares you wish to vote in the relevant box or boxes.
- If you do not mark a box on any resolution, your proxy may vote as he or she chooses.
- If you place an 'X' against 'Abstain' on any resolution you are directing your proxy not to vote on that resolution.

Signing the proxy form

- You must sign the form otherwise the proxy appointment will not be accepted.
- If you are the sole shareholder of the shares you must sign; if you are a joint shareholder of the shares then all shareholders must sign.
- If the proxy appointment is signed under Power of Attorney, and you have not previously notified the Company of this document, then a certified copy of this document must be lodged with the proxy form. The status of the person as an attorney must be inserted when signing. If a copy of the power of attorney is not forwarded the proxy will not be accepted.
- If you sign on behalf of a company that is a shareholder, then the proxy form must be signed by 2 directors or a director and the company secretary of the company. If the company has no company secretary and only one director then that director must sign. The status of the person as a relevant office-holder of the company must be inserted.
- If a 'representative' of a company is to attend the meeting, a written appointment in a form reasonably acceptable to Gladstone Pacific Nickel Ltd and duly signed in the same way as the previous paragraph must be presented prior to admission to the meeting.

Lodgement of the proxy form

The proxy form (and, if relevant where the form is signed on your behalf by your attorney – see above under "Signing the proxy form", a certified copy of the power of attorney) must be received at either address below by no later than 6.00 pm Australian Eastern Standard Time or 9.00 am Greenwich Mean Time on Friday 25 May 2007 or, if the meeting is adjourned, no later than 48 hours prior to the time fixed for the adjourned meeting. Any proxy received after that time will not be accepted.

A proxy can be sent or delivered to the following locations by mail or fax:

Computershare Investor Services PLC
PO Box 1075
The Pavilions
Bridgwater Road, Bristol B599 7NH UK
or by facsimile to: +44 (0) 870 703 6109

Gladstone Pacific Nickel Ltd
GPO Box 111, Brisbane QLD 4000
Australia
or by facsimile to: + 61 (0) 7 3211 8688