



**Notice of General Meeting  
Incorporating Explanatory Memorandum**

**For a General Meeting  
to be held at 6:00 pm on 9th April, 2010**

**at the offices of**

**Gladstone Pacific Nickel Ltd  
Level 2, 380 Queen Street  
Brisbane Australia**

**GLADSTONE PACIFIC NICKEL LIMITED  
ACN 104 261 887**

**This Notice of General Meeting and Explanatory Memorandum are important documents and require your immediate attention. Please read them carefully. If you are in doubt as to what you should do, please consult your investment or other professional adviser.**

# Notice of General Meeting

**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 9<sup>th</sup> February 2010 and requiring the Company to convene this general meeting.

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## Agenda

### **1. 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."**

### **2. 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."**

### **3. 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."**

### **4. 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 McInally  
Company Secretary  
Gladstone Pacific Nickel Limited  
2<sup>nd</sup> March 2010

## **GENERAL MEETING TELECONFERENCE REGISTRATION**

Shareholders who are unable to attend in person will have the opportunity to participate informally in the General Meeting by Teleconference. However, you will not be considered to be in attendance for quorum and voting purposes unless you physically attend at the meeting venue. If you wish to participate by Teleconference you will need to complete and forward a proxy form (in accordance with the instructions below) in order to vote your shares. If you decide to participate by Teleconference you will be allowed to speak and ask questions at the General Meeting.

To register for participation in the Teleconference for the General Meeting, please contact Gladstone Pacific Nickel by telephone, fax or email providing your contact details. The dial-in number and participant pass code details will be forwarded to you before the General Meeting.

Local times for the General Meeting for United Kingdom participants and Canadian participants to participate by teleconference is 9:00am (London, United Kingdom) on 9th April 2010 and is 4:00am (Toronto, Canada) on 9th April 2010 respectively.

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### Notes:

- In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Australia), the Company determines that the shareholding of each shareholder for the purposes of ascertaining voting entitlements for the General Meeting will be as it appears in the share register of the Company at **10.00 am Australian Eastern Standard Time on Thursday 8th April 2010**.
- A member of the Company, who is registered on the member's register, is entitled to attend and vote in person or by proxy. A proxy form is enclosed. The proxy form must be received at either address below by no later than **6.00 pm Australian Eastern Standard Time or 9.00 am (London time) on Wednesday 7th April 2010**, or, if the meeting is adjourned, no later than 48 hours prior to the time fixed for the adjourned meeting. A proxy can be sent or delivered to the following locations by mail or fax:

Computershare Investor Services PLC  
The Pavilions  
Bridgwater Road, Bristol BS13 8FB UK  
or by facsimile to: +44 (0) 870 703 6109

Gladstone Pacific Nickel Ltd  
GPO Box 10267 Adelaide Street,  
Brisbane QLD 4000 Australia  
or by facsimile to: + 61 (0) 7 3231 7199

- Depository Interest holders are not entitled to appoint a proxy but should contact the Company's registrar, Computershare Investor Services PLC, regarding the exercise of rights as a Depository Interest holder.
- Any Directors of the Company who are unable to attend the meeting will participate by telephone.
- Ordinary Resolutions will be passed if more than 50% of the votes that are cast by members entitled to vote on the resolution are voted in favour of the resolution.
- Voting will be decided on a show of hands unless a poll is demanded by the chairperson or a member or members entitled to do so before the vote is taken, or before or immediately after the declaration of the result on a show of hands.
- On a show of hands, every member shall have one vote.
- On a poll, each member present shall have one vote for each share held by that member and in respect of which that member is entitled to vote.
- If shares are jointly held and more than one of the joint holders vote, only the vote of the holder whose name appears first in the register of members will be counted.

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**Registered Office:**  
Level 2  
380 Queen St  
Brisbane Qld 4000 Australia

GPO Box 10267  
Adelaide Street  
Brisbane Qld 4000

Web: [www.gladstonepacific.com.au](http://www.gladstonepacific.com.au)  
Email: [info@gladstonepacific.com.au](mailto:info@gladstonepacific.com.au)

Ph: +61 (0) 7 3231 7100  
Fax: +61 (0) 7 3231 7199

## **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.

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