



ABN: 48 119 978 013

ASX Announcement (ASX: TSC)

13 August 2018

Issue of Shares and Performance Rights and Appendix 3B

On 13 June 2018, Twenty Seven Co. Limited (ASX: TSC) (Company) announced that it had entered into an agreement to acquire 100% of the issued capital of Nomad Explorations Pty Ltd (**Nomad**). Nomad holds six highly prospective cobalt exploration tenements in NSW, the NT and WA.

At an Extraordinary General Meeting (**EGM**) held on 27 July 2018, shareholders approved various resolutions relating to the completion of the Nomad acquisition and associated capital raising.

The Company is pleased to announce that all conditions precedent for the acquisition of 100% of the issued capital of Nomad, pursuant to the Share Sale and Purchase Agreement, have now been satisfied, and today it has issued the following securities in the Company to the Nomad Shareholders, being the final consideration payment for Company's acquisition of Nomad:

- 180,000,000 fully paid ordinary shares (Shares). The Shares were issued at a deemed issue price of \$0.007 per Share; and
- 140,000,000 Class A Performance Rights; and
- 140,000,000 Class B Performance Rights; and
- 120,000,000 Class C Performance Rights.

The above issue of Shares and Performance Rights were issued by the Company, following shareholder approval at the EGM (Resolution 4). The respective conversion events and detailed terms that govern the Class A, Class B and Class C Performance Rights were detailed in the EGM Notice of Meeting.

Following the satisfaction of the conversion event in respect of Class C Performance Rights (being the granting of Perseus EL8778 as announced on 26 July 2018), the Company advises that today it has also issued:

- 120,000,000 Shares to Nomad shareholders following the conversion of Class C Performance Rights. The shares were issued for nil consideration upon conversion.

Appending this release is an Appendix 3B relating the Shares and Performance Rights issued today.

For further information please contact:

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Chairman

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Damien Connor
Company Secretary

Twenty Seven Co. Limited
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Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Twenty Seven Co. Limited

ABN

48 119 978 013

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

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|---|-----------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | +Class of +securities issued or to be issued | <ul style="list-style-type: none">a) fully paid ordinary sharesb) Class A Performance Rightsc) Class B Performance Rightsd) Class C Performance Rightse) fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ul style="list-style-type: none">a) 180,000,000 fully paid ordinary sharesb) 140,000,000 Class A Performance Rightsc) 140,000,000 Class B Performance Rightsd) 120,000,000 Class C Performance Rightse) 120,000,000 fully paid ordinary shares
(shares issued on conversion of Class C Performance Rights described at (d) above) |

+ See chapter 19 for defined terms.

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| <p>3 Principal terms of the ⁺securities (e.g. if options, exercise price and expiry date; if partly paid ⁺securities, the amount outstanding and due dates for payment; if ⁺convertible securities, the conversion price and dates for conversion)</p> | <p>a) fully paid ordinary shares</p> <p>b) & c) <u>Class A Performance Rights and Class B Performance Rights</u></p> <p>Class A and Class B Performance Rights are each subject to meeting certain Conversion Events. Class A and B Performance Rights are each subject to a vesting period of 18 months from the date of issue and expire 5 years from the date of issue if Conversion Events have not occurred by that time. Upon satisfaction of the Conversion Events, the holder will be issued fully paid ordinary shares in the Company on a one for one basis and the holder will not pay for the shares. The respective Conversion Events and detailed terms that govern the Class A and Class B Performance Rights were detailed in the Notice of Meeting for the Extraordinary General Meeting of Shareholders that was held on 27 July 2018.</p> <p>d) <u>Class C Performance Rights</u></p> <p>Class C Performance Rights are subject to meeting a particular Conversion Event. Class C Performance Rights will expire 12 months from the date that shareholders approved the issue of Class C Performance rights, if a Conversion Event has not occurred by that time. Upon satisfaction of the Conversion Event, the holder will be issued fully paid ordinary shares in the Company on a one for one basis and the holder will not pay for the shares. The Conversion Event and detailed terms that govern the Class C Performance Rights were detailed in the Notice of Meeting for the Extraordinary General Meeting of Shareholders that was held on 27 July 2018.</p> <p>e) fully paid ordinary shares following the conversion of Class C Performance Rights (as detailed above at d)).</p> |
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⁺ See chapter 19 for defined terms.

<p>4 Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>a) Yes</p> <p>b) Shares issued upon the vesting of Class A Performance Rights, will rank equally with other fully paid ordinary shares in the Company.</p> <p>c) Shares issued upon the vesting of Class B Performance Rights, will rank equally with other fully paid ordinary shares in the Company.</p> <p>d) Shares issued upon the vesting of Class C Performance Rights, will rank equally with other fully paid ordinary shares in the Company.</p> <p>e) Yes</p>
<p>5 Issue price or consideration</p>	<p>a) \$0.007 per share</p> <p>b) Nil</p> <p>c) Nil</p> <p>d) Nil</p> <p>e) Nil</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>a) Shares issued to the Nomad Vendors, as consideration for the acquisition of all of the shares in Nomad Explorations Pty Ltd, and approved by Shareholders at the Extraordinary General Meeting held on 27 July 2018 (Resolution 4).</p> <p>b) - d) Performance Rights issued to the Nomad Vendors, as consideration for the acquisition of 100% of the issued capital of Nomad Explorations Pty Ltd, and approved by Shareholders at the Extraordinary General Meeting held on 27 July 2018 (Resolution 4).</p> <p>e) Shares issued following the conversion of Class C Performance Rights.</p>

⁺ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i> , and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	24 November 2017
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	Nil
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	Nil
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	<p>a) 180,000,000 fully paid ordinary shares b) 140,000,000 Class A Performance Rights c) 140,000,000 Class B Performance Rights d) 120,000,000 Class C Performance Rights</p> <p>a) to d) above were all issued following approval by Shareholders at the Extraordinary General Meeting held on 27 July 2018.</p>
6f	Number of ⁺ securities issued under an exception in rule 7.2	e) 120,000,000 fully paid ordinary shares (Exception 4)
6g	If ⁺ securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the ⁺ issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If ⁺ securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A

⁺ See chapter 19 for defined terms.

6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	<p>Rule 7.1 – 133,809,192</p> <p>Rule 7.1A – 89,206,128</p>
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7	<p>⁺Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	a) to e) 13 August 2018
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8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		892,061,284	Fully paid ordinary shares

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		35,000,000	1.2 cent unlisted options expiring 22/08/2019
		140,000,000	Class A Performance Rights expiring 13 August 2023
		140,000,000	Class B Performance Rights expiring 13 August 2023

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

- | | | |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 11 | Is security holder approval required? | |
| 12 | Is the issue renounceable or non-renounceable? | |
| 13 | Ratio in which the ⁺ securities will be offered | |
| 14 | ⁺ Class of ⁺ securities to which the offer relates | |
| 15 | ⁺ Record date to determine entitlements | |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | |
| 17 | Policy for deciding entitlements in relation to fractions | |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents

<small>Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.</small> | |
| 19 | Closing date for receipt of acceptances or renunciations | |

⁺ See chapter 19 for defined terms.

20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do security holders dispose of their entitlements (except by sale through a broker)?	
33	⁺ Issue date	

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

⁺ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1 (excluding unquoted Class A, Class B and Class C Performance Rights)

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought					
39	+Class of +securities for which quotation is sought					
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 					
41	<p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> </thead> <tbody> <tr> <td style="height: 80px;"></td> <td></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

Date: 13 August 2018

(Company Secretary)

Print name:

Damien Connor.

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	355,911,284
Add the following: <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	120,000,000 Shares (Class C Performance Rights converted into Shares) 416,150,000 Shares
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	0
“A”	892,061,284

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	133,809,192
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“C”	133,809,192
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	133,809,192
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	0
Total [“A” x 0.15] – “C”	<p>133,809,192</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	892,061,284
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	89,206,128
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	Nil
“E”	0

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	89,206,128
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	89,206,128 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.