

## ISSUE OF RIGHTS ISSUE SHARES AND OPTIONS

Northern Cobalt Limited (N27 or the Company) (ASX:N27) is pleased to announce that it has issued 3,196,400 fully paid ordinary shares and 6,098,225 quoted options (N27OA) under the Company's rights prospectus lodged on 20 May 2019 raising \$159,820 (before costs).

The following securities have been issued under the right issue prospectus:

Offer	Shares	Options <sup>2</sup>
Placement options <sup>1</sup>	-	4,500,000
Rights issue	2,576,400	1,288,225
Rights issue shortfall	620,000	310,000
<b>TOTAL</b>	<b>3,196,400</b>	<b>6,098,225</b>

<sup>1</sup> The placement options are issued to participants in the share placement announced on 14 May 2019 and approved by shareholders on 21 June 2019.

<sup>2</sup> The options form a new class of quoted security (N27OA) and have an exercise price of \$0.10 and expiry of 30 June 2022.

An Appendix 3B seeking quotation of the shares and options is attached to this announcement.

Reports detailing the top 20 holders and distribution schedule of the new options (N27OA) follow the Appendix 3B.

For further information please contact:

Michael Schwarz

Managing Director, Northern Cobalt Ltd

M: +61 402 101 790

E: mschwarz@northerncobalt.com.au

### CAPITAL STRUCTURE

#### Ordinary Shares

Issued 66.0M

#### Options

Listed 6.3 M @ 20c

Listed 6.1M @ 10c

Unlisted 12.3 M @ 25c

[WWW.NORTHERNCOBALT.COM.AU](http://WWW.NORTHERNCOBALT.COM.AU)

### Performance

#### Shares

Class A 9.6 M

Class B 3.6 M

#### Last Capital Raise

24 Jun 2019

\$180k @ 5c

[EMAIL US](#)

### BOARD

Len Dean - Chair

Michael Schwarz - MD

Duncan Chessell - NED

Andrew Shearer - NED

Jarek Kopias - Co Sec

67 GOODWOOD ROAD WAYVILLE SA 5034 AUSTRALIA

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# 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

Northern Cobalt Limited

ABN

99 617 789 732

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).*

- |   |   |  |
|---|---|--|
| 1 | +Class of +securities issued or to be issued  | A. Ordinary Shares (rights issue)<br>B. Ordinary Shares (rights issue shortfall)<br>C. Quoted Options N27OA (rights issue, rights issue shortfall and placement). The options form a new class of quoted security.       |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | A. 2,576,400 Shares<br>B. 620,000 Shares<br>C. 6,098,225 Quoted Options  |
| 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) | A. Fully paid ordinary shares (N27)<br>B. Fully paid ordinary shares (N27)<br>C. Quoted Options forming a new class of quoted security (N27OA). The options have an exercise price of \$0.10 and expiry of 30 June 2022. |

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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4	<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"> <li>the date from which they do</li> <li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>A. Yes</p> <p>B. Yes</p> <p>C. No. The quoted options do not rank equally with other securities on issue and do not participate in dividends that may be declared by the company. Any shares issued upon the exercise of quoted options will rank equally with all other N27 securities on issue.</p>
5	Issue price or consideration	<p>A. \$0.05 per share</p> <p>B. \$0.05 per share</p> <p>C. \$nil. Free attaching options</p>
6	<p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	To progress the Company's Snettisham project in Alaska and Wollogorang project in the Northern Territory and for working capital.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	28 September 2018
6c	Number of +securities issued without security holder approval under rule 7.1	0
6d	Number of +securities issued with security holder approval under rule 7.1A	0

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+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	4,500,000 N27OA Quoted Options								
6f	Number of +securities issued under an exception in rule 7.2	3,196,400 N27 Shares 1,598,225 N27OA Quoted Options								
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.	Not applicable								
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	Not applicable								
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	7.1 – 9,901,470 7.1A – 6,600,980								
7	+Issue dates  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.  Cross reference: item 33 of Appendix 3B.	24 June 2019								
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>57,499,806</td><td>Fully paid ordinary shares (N27)</td></tr><tr><td>6,323,337</td><td>Quoted options. Exercise price \$0.20. Expiry 14 September 2019 (N27O)</td></tr><tr><td>6,098,225</td><td>Quoted options. Exercise price \$0.10. Expiry 30 June 2022 (N27OA)</td></tr></table>	Number	+Class	57,499,806	Fully paid ordinary shares (N27)	6,323,337	Quoted options. Exercise price \$0.20. Expiry 14 September 2019 (N27O)	6,098,225	Quoted options. Exercise price \$0.10. Expiry 30 June 2022 (N27OA)
Number	+Class									
57,499,806	Fully paid ordinary shares (N27)									
6,323,337	Quoted options. Exercise price \$0.20. Expiry 14 September 2019 (N27O)									
6,098,225	Quoted options. Exercise price \$0.10. Expiry 30 June 2022 (N27OA)									

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	
	8,510,000	Fully paid ordinary shares escrowed to 22 September 2019
	<b>Unquoted options</b>	
	6,450,000	Exercise price \$0.25. Expiry 21 March 2021. 6,000,000 escrowed to 22 September 2019.
	5,800,000	Exercise price \$0.25. Expiry 6 September 2021 escrowed to 22 September 2019.
	12,250,000	<b>Total unquoted options</b>
	<b>Performance rights</b>	
	2,500,000	Performance based KPI vesting criteria.
	<b>Performance Shares</b>	Each performance share converts into one ordinary share upon meeting the performance milestone. All escrowed to 22 September 2019.
	9,600,000	Class A Performance Shares
10		Class B Performance Shares
	3,575,000	
	13,175,000	<b>Total Performance Shares</b>
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Dividends are paid as authorised by directors.

+ 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 <sup>+</sup> securities will be offered   |  |
| 14 | <sup>+</sup> Class of <sup>+</sup> securities to which the offer relates   |  |
| 15 | <sup>+</sup> 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<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> |  |
| 19 | Closing date for receipt of acceptances or renunciations   |  |

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<sup>+</sup> See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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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?	

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+ See chapter 19 for defined terms.

- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Issue date

### Part 3 - Quotation of securities

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

- 34 Type of <sup>+</sup>securities  
(tick one)
- (a) ☒ <sup>+</sup>Securities described in Part 1
- (b) ☐ All other <sup>+</sup>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 <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36 ☒ If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>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 <sup>+</sup>securities

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<sup>+</sup> 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"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</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 (including the +securities in clause 38)	<table border="1"><thead><tr><th>Number</th><th>+Class</th></tr></thead><tbody><tr><td></td><td></td></tr></tbody></table>	Number	+Class		
Number	+Class					

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+ 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:



Company secretary

Date: 24 June 2019

Print name: Jaroslaw (Jarek) Kopias

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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	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	50,808,406
<b>Add</b> the following: <ul style="list-style-type: none"> <li>Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	5,000 ordinary shares issued on 29 June 2018, under listing rule 7.2, exception 4.  2,576,400 ordinary shares issued on 24 June 2019 under listing rule 7.2, exception 1.  620,000 ordinary shares issued on 24 June 2019 under listing rule 7.2, exception 3.  500,000 ordinary shares issued on 20 December 2018 and approved by shareholders on 21 June 2019.  2,500,000 ordinary shares issued on 15 March 2019 and approved by shareholders on 21 June 2019.  9,000,000 ordinary shares issued on 22 May 2019 and approved by shareholders on 21 June 2019.
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	0
<b>“A”</b>	66,009,806

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	9,901,470
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of <sup>+</sup>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"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	Nil
<b>“C”</b>	<b>0</b>
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p><b>“A” x 0.15</b></p> <p><i>Note: number must be same as shown in Step 2</i></p>	9,901,470
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	0
<b>Total [“A” x 0.15] – “C”</b>	9,901,470  <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	66,009,806
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	6,600,980
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• 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</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	Nil
<b>“E”</b>	0

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+ See chapter 19 for defined terms.

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10  <i>Note: number must be same as shown in Step 2</i>	6,600,980
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	0
<b>Total</b> [“A” x 0.10] – “E”	6,600,980  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.

NORTHERN COBALT LIMITED  
 NORTHERN COBALT LIMITED OPTIONS EXPIRING 30/06/22 @ \$0.10  
 Page - 1

Spread & Top 20 Listing

Date - 24/06/2019 Time - 9.42.11

User - KRISTY SRSTP

\*- Current Status -\*

\*- As at: 0/00/00 -\*

Units % of issued

Units % of issued

	<u>Holder name</u>	<u>Designation</u>		
1	FINCLEAR NOM PL	ACCUMULATION ENTRE	1,000,000	16.40%
2 *	PAC PTNRS PL		762,500	12.50%
3	FISHER BRENT		400,000	6.56%
4	FOLEY SEAN		250,000	4.10%
5	SERLETT PL	DILIGENT INV S/F A	250,000	4.10%
6	LANG GEOFFREY ANDREW		200,000	3.28%
7	RIVACRE INV PL	COLIN MARLAND FAM	200,000	3.28%
8	ROSENZWEIG PERRY JULIAN		200,000	3.28%
9	HOLLAND BENEDICT CARL W		200,000	3.28%
10	SAYLE PL		166,050	2.72%
11 *	GREEN MACHINE ATM PL	KLUSACEK S/F A/C	150,000	2.46%
12	TAYLOR ALBERT ROBERT		150,000	2.46%
13	JURD SEBASTIAN		150,000	2.46%
14	NEUT PL		150,000	2.46%
15	EKMAN ELI		150,000	2.46%
16	AUST TRAVEL DIRECTORY AUS		150,000	2.46%
17	NINTIETH Y PL	I K CALDWELL & CO	125,000	2.05%
18	ROBERTSON ARCHITECTURAL S	ROBERTSON FAM S/F	125,000	2.05%
19	DENK ASSOC PL	KIELLERUP PROVIDEN	125,000	2.05%
20	ANDERSON BRETT + CYNTHIA	B & C ANDERSON S/F	100,000	1.64%

\*\*\* Top 20 total \*\*\*

5,003,550 82.05%

%

\*\* All holders included

\* - Denotes merged holder

NORTHERN COBALT LIMITED  
NORTHERN COBALT LIMITED OPTIONS EXPIRING 30/06/22 @ \$0.10

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Spread Analysis Listing

Date - 24/06/2019 Time - 9.42.11

User - KRISTY SRSPTP

Spread of Holdings                      Holders                      Securities                      % of issued capital

NIL holding			
1 - 1,000	33	12,480	.20 %
1,001 - 5,000	47	115,813	1.90 %
5,001 - 10,000	13	87,243	1.43 %
10,001 - 100,000	33	979,139	16.06 %
100,001 -	19	4,903,550	80.41 %

Total on register	145	6,098,225	100.00 %
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Total overseas holders	1	2,500	.04 %
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Analysis by location

Overseas	1	2,500	.04 %
Australia :	143	6,089,058	99.85 %
ACT	5	30,669	.50 %
NSW	41	2,808,055	46.05 %
VIC	44	2,384,454	39.10 %
QLD	22	437,201	7.17 %
SA	16	341,918	5.61 %
WA	12	82,260	1.35 %
TAS	2	2,001	.03 %
NT	1	2,500	.04 %
Address unknown	1	6,667	.11 %
	145	6,098,225	100.00 %

\*\* ALL holders included

\*\*\* Common holders merged into one holding