

First Cobalt Corp.
ARBN 620 935 499
(incorporated in British Columbia, Canada)



INFORMATION MEMORANDUM

Purpose

This Information Memorandum is issued by First Cobalt in relation to its application for admission to the Official List of ASX.

No offers

Securities will not be offered, issued or sold pursuant to this Information Memorandum.

Date

This Information Memorandum is dated 8 November 2017.

Corporate Directory

Directors

Ross Phillips
(Director and Chairman)

Trent Mell
(President & Chief Executive Officer)

Bryan Slusarchuk*
(Director)

John Pollesel
(Director)

Jeffrey Swinoga
(Director)

Proposed Directors**

Jason Bontempo
(Proposed Director)

Paul Matysek
(Proposed Director)

Robert Cross
(Proposed Director)

Australian Company Secretary

Michael Naylor

Australian Local Agent

Blue Leaf Corporate Pty Ltd

Canadian Registered Office

Suite 2200
885 West Georgia Street
Vancouver, British Columbia
CANADA V6E 3E8

Corporate Head Office

Suite 201
140 Yonge Street
Toronto, Ontario
CANADA M5C 1X6

T: +1 416 900 3891

F: +1 604 608 9110

E: info@firstcobalt.com

Australian Registered Office

Level 3, 20 Parkland Road
Osborne Park, Western Australia
Australia 6017

T: +61 (0)8 9489 2631

Market Codes

TSX-V Code: FCC

ASX Code: FCC

OTCQB Code: FTSSF

Website

<http://firstcobalt.com>

Canadian Share Registry

AST Trust Company (Canada)
1066 West Hastings Street
Vancouver, British Columbia
CANADA V6E 3X1

T: +1 604 235 3701

F: +1 604 235 3705

E: tmurphy@astfinancial.com

Australian Share Registry

Link Market Services Limited
Level 12, 250 St Georges Terrace
Perth, Western Australia
AUSTRALIA 6000

T: +61 8 9211 6670

F: +61 2 9287 0303

E: registrars@linkmarketservices.com.au

Auditor

MNP LLP
Suite 2200, MNP Tower
1021 West Hastings Street
Vancouver, British Columbia
CANADA V6E0C3

* *Proposed to retire following the Australian Merger being implemented.*

** *Subject to the Australian Merger being implemented.*

1. Introduction

1.1 Purpose

This Information Memorandum is dated 8 November 2017 and has been prepared by First Cobalt for the purposes of ASX Listing Rules 1.1 (condition 3) and 1.4, in relation to First Cobalt's application for:

- admission to the Official List of ASX; and
- official quotation on ASX of First Cobalt CDIs in respect of First Cobalt Shares.

Please refer to Section 3 for further details in this regard.

This Information Memorandum is not a prospectus, product disclosure statement or other disclosure document issued under or in accordance with the Corporations Act. It does not constitute, nor does it contain, any offer for the sale or issue of any securities nor any invitation to subscribe for or purchase any securities. First Cobalt is not seeking to raise any funds under this Information Memorandum.

Neither ASIC nor ASX takes any responsibility for the contents of this Information Memorandum.

1.2 Definitions and currency

Capitalised terms used in this Information Memorandum have the meaning given to those terms in the Glossary at Section 6.

All reference to currency in this Information Memorandum are references to Canadian dollars (C\$) unless expressly stated otherwise.

1.3 Scheme Booklet

This Information Memorandum should be read in conjunction with the Scheme Booklet issued by Cobalt One in respect of the proposed scheme of arrangement between Cobalt One and its members for the implementation of a merger between Cobalt One and First Cobalt.

A copy of the Scheme Booklet is included as an annexure to this Information Memorandum.

1.4 Forward-looking statements

This Information Memorandum includes forward-looking statements that have been based on current expectations about future acts, events and circumstances, such as 'intends', 'may', 'could', 'believes', 'estimates', 'targets' or 'expects'. These forward-looking statements are subject to risks, uncertainties and assumptions that could cause those acts, events and circumstances to differ materially from the expectations described in such forward-looking statements.

Accordingly, First Cobalt cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Information Memorandum will actually occur. Further, except as required by law, First Cobalt may not update or revise any forward-looking statement if events subsequently occur or information subsequently becomes available that affects the original forward-looking statement.

2. Scheme Booklet

2.1 Incorporation by reference

This Information Memorandum should be read in conjunction with the Scheme Booklet.

The following parts of the Scheme Booklet are incorporated into this Information Memorandum by reference:

Section / page reference	Heading
Pages 2 – 5	<p>‘Important notices’ section – information under the following headings, to the extent that such information relates to First Cobalt or the Merged Group:</p> <ul style="list-style-type: none">• ‘Notice to Scheme Shareholders’;• ‘Notice to persons outside Australia’;• ‘Notice to Cobalt One Shareholders in New Zealand’;• ‘Notice to Cobalt One Shareholders in the British Virgin Islands’;• ‘Notice to Cobalt One Shareholders in Gibraltar’;• ‘Notice to Cobalt One Shareholders in Canada’;• ‘Disclosure regarding forward-looking statements’;• ‘Privacy and personal information’;• ‘Effect of rounding’;• ‘Times and dates’; and• ‘Currency’.
Pages 10 – 11	‘Letter from First Cobalt Chairman’.
Pages 13 – 14	‘Purpose of this Scheme Booklet’ – to the extent that information in this section relates to First Cobalt, CobalTech or the Merged Group.
Pages 19 – 29	<p>‘Frequently asked questions’ section – information under the following headings, to the extent that such information relates to First Cobalt, CobalTech or the Merged Group:</p> <ul style="list-style-type: none">• ‘An overview of the Scheme’ – the following sub-sections:<ul style="list-style-type: none">○ ‘Who is First Cobalt?’;○ ‘Who is CobalTech and what is the CobalTech Transaction?’;○ ‘What are the reasons to vote in favour of the Scheme?’; and○ ‘Who will form the board of the Merged Group?’.• ‘What will you receive under the Scheme’– the following sub-sections:<ul style="list-style-type: none">○ ‘What is a CDI?’;○ ‘What is the difference between a New First Cobalt CDI and New First Cobalt Share?’;○ ‘What happens if the market price of First Cobalt Shares increases or decreases?’; and○ ‘When can I commence trading my New First Cobalt

	<p>Shares and New First Cobalt CDIs?'. <ul style="list-style-type: none"> • 'Information about the Merged Group' – the following sub-sections: <ul style="list-style-type: none"> ○ 'How will the Merged Group differ from Cobalt One?'; ○ 'What are First Cobalt's intentions in relation to the Merged Group?'; ○ 'What are the risks associated with the Scheme?'; ○ 'Why does First Cobalt wish to implement the Scheme?'; and ○ 'What are First Cobalt's intentions in relation to Cobalt One?'. </p>
Section 2.2	<p>'Reasons for recommendation and advantages of the Scheme' – The following sub-sections</p> <ul style="list-style-type: none"> • '(e) The Merged Group will be led by an experienced management team based in Toronto, Canada, with a proven track record of discovery, development and finance, located in close proximity to the Cobalt Camp; • '(f) The Merged Group will have a stronger balance sheet relative to Cobalt One as a stand-alone company'; and • '(g) If the Scheme is Effective, Paul Matysek and Jason Bontempo will be appointed to the board of the Merged Group, which will provide continuity for Cobalt One's projects going forward'
Section 2.3	<p>'Reasons why you may consider voting against the Scheme and disadvantages of the Scheme' – the following sub-sections</p> <ul style="list-style-type: none"> • '(e) The Merged Group will be subject to a number of risks to which Cobalt One is not currently exposed'; and • '(k) Exposure to movements in foreign exchange rates'.
Section 4.3	'Information about New First Cobalt Shares and New First Cobalt CDIs'.
Section 4.4	'Conversion of New First Cobalt CDIs into New First Cobalt Shares'.
Section 4.5	'Ineligible Foreign Holders' – to the extent that information in this section relates to First Cobalt or the Merged Group.
Section 4.6	'Small Shareholders' – to the extent that information in this section relates to First Cobalt or the Merged Group.
Section 5.1	'Background to Cobalt One' – to the extent that information in this section relates to the Merged Group.
Section 5.2	'Overview of Cobalt One's operations and main projects and other major landholders' – to the extent that information in this section relates to the Merged Group.
Section 5.3	'Financial information' – to the extent that information in this section relates to the Merged Group.
Section 5.4	<p>'Directors and senior management' – the following sub-sections relating to persons proposed to become Directors of the Merged Group:</p> <ul style="list-style-type: none"> • '(a) Mr Paul Matysek'; and • '(b) Mr Jason Bontempo'.

Section 5.6	'2017 Annual Report' – to the extent that information in this section relates to the Merged Group.
Section 5.10	'Litigation' – to the extent that information in this section relates to the Merged Group.
Section 6	'Information about First Cobalt'.
Section 7	'Information about the Merged Group'.
Section 8	'What are the risks?' – to the extent that information in this section relates to First Cobalt or the Merged Group.
Section 10	'Comparison of relevant Australian and Canadian laws' – to the extent that information in this section relates to First Cobalt or the Merged Group.
Section 11.5	'Interests in First Cobalt held by Cobalt One Directors'.
Section 11.6	'Interests held by Cobalt One Directors in contracts of First Cobalt'.
Section 11.9	'Agreements or arrangements with First Cobalt Directors and executive directors'.
Section 11.10	'Voluntary Escrow Agreements'.
Section 11.11	'Option Cancellation and Transfer Deeds'.
Section 11.12	'Option Exercise, Cancellation and Transfer Deeds'.
Section 11.14	'Arrangement Agreement for CobalTech Transaction'.
Section 11.15	'Keeley Option Agreement'.
Section 11.16	'Option to terminate the Matysek Agreement'.
Section 11.17	'Restricted Securities'.
Section 11.19	'Ophiolite Binding Terms Sheet dated 25 November 2016'.
Section 11.26(b)	'ASX waivers and confirmations' – to the extent that information in this section relates to First Cobalt or the Merged Group.
Section 11.27	'Consents'.
Section 11.28	'Fees to professional advisors'.
Section 11.29	'Information relating to exploration results and mineral resources' – to the extent that information in this section relates to First Cobalt or the Merged Group.
Section 12	'Glossary' – to the extent that defined terms are used in the sections of the Scheme Booklet that are incorporated by reference into this Information Memorandum.
Attachment A	Independent Expert's Report.
Attachment B	Cobalt One's Technical Report.
Attachment C	First Cobalt's Technical Report.

Attachment D	CobalTech's Technical Report.
Attachment G	Deed Poll.
Attachment L	First Cobalt Proposed Provincial Constituent Documents.
Attachment M	First Cobalt Proposed Federal Constituent Documents.
Attachment O	First Cobalt Management's Discussion & Analysis and Condensed Consolidated Financial Statements – Period Ended 30 June 2017
Attachment P	Extracts from First Cobalt Management Proxy Circular dated 29 September 2017
Attachment Q	First Cobalt Legal Title Opinion

2.2 Copies of Scheme Booklet

The Scheme Booklet is available free-of-charge at following websites:

- First Cobalt's website (**firstcobalt.com**);
- Cobalt One's website (**www.cobaltonelimited.com**);
- First Cobalt's issuer profile on SEDAR (**www.sedar.com**); or
- the ASX announcements platform using Cobalt One's ASX code 'CO1' (**www.asx.com.au/asx/statistics/announcements**).

Copies of the Scheme Booklet can also be obtained free-of-charge by making a request to First Cobalt's Australian Company Secretary, Michael Naylor, by telephone on +61 (0)8 9489 2631 or email on michael.naylor@tawana.com.au.

3. ASX Listing

3.1 Application for admission

First Cobalt will, on or about the Issue Date, make an application to ASX to be admitted to the Official List of ASX and for the First Cobalt CDI's issued as "Scheme Consideration" under the Scheme to be granted official quotation on ASX.

The fact that ASX may admit First Cobalt to the Official List of ASX is not to be taken in any way as an indication of the merits of First Cobalt, of its Related Bodies Corporate, or of its securities.

3.2 ASX Listing Rule waivers

First Cobalt has been granted a number of Listing Rule waivers by ASX in relation to its application for admission to the Official List of ASX and its on-going compliance with the ASX Listing Rules.

Please refer to section 11.26(b) of the Scheme Booklet for details of these waivers.

3.3 Registered foreign company

First Cobalt is incorporated under the laws of the Province of British Columbia, Canada, and not the laws of Australia. It is registered as a foreign company under Part 5B.2 of the Corporations Act.

First Cobalt's is listed, and its securities are quoted, on:

- the TSX-V (TSX-V Code: FCC); and
- the OTCQB tier of the OTC Market (OTCQX Code: FTSSF).

Information and documents filed by First Cobalt with the Canadian Securities Administrators TSX-V and OTC Markets (including financial statements and information circulars) are available:

- on First Cobalt's website (**firstcobalt.com**);
- under First Cobalt's profile on SEDAR (**www.sedar.com**); and
- under First Cobalt's profile on the OTC Market's website (**www.otcmarkets.com**) using its OTCQB code 'FTSSF'.

3.4 Regulation

(a) Current regulation

First Cobalt's general corporate activities (apart from any offering of securities in Australia) are not regulated by the Corporations Act or by ASIC, but are instead regulated by the *Business Corporations Act* (British Columbia, Canada) (**BCBCA**), and the British Columbia Securities Commission.

Importantly, notwithstanding that it is registered as a foreign company under the Corporations Act, First Cobalt is not subject to the following provisions of the Corporations Act:

- Chapter 6, which regulates the conduct of takeovers of public companies;
- Chapter 6A, which regulates compulsory acquisitions and buy-outs of shares in companies;

- Chapter 6B, which sets out rights, liabilities and defences in respect of matters in Chapters 6 and 6A; and
- Chapter 6C, which regulates the disclosure of ownership information in respect of listed companies and listed managed investment schemes.

(b) **Proposed continuance to federal system**

First Cobalt proposes to discontinue for operation under the BCBCA and apply for a certificate of continuance which will operate to continue First Cobalt as a federal company (**Continuance**) under the federal corporate legislation, the *Canada Business Corporations Act* (**CBCA**).

The Continuance, if approved by the Registrar of Companies of British Columbia, will effectively mean that First Cobalt will transition from British Columbia to the federal Canadian system in relation to the jurisdiction under which it is organised. First Cobalt's general corporate activities (apart from any offering of securities in Australia) will become regulated by the CBCA and the federal Canadian regulator, Corporations Canada.

At a shareholder meeting held on 26 October 2017, First Cobalt's Shareholders authorised the Board to implement the Continuance.

As at the Issue Date, the Board has not determined a timeframe for implementation of the Continuance.

(c) **Additional information**

Please refer to section 10 of the Scheme Booklet for a comparative summary of the relevant laws applicable to First Cobalt in British Columbia, including the rights and obligations of security holders.

3.5 **Capital structure**

The capital structure of First Cobalt as at the date of the Scheme Booklet (13 October 2017) is set out in sections 6.7(a), 6.7(b) and 7.6 of the Scheme Booklet.

The anticipated capital structure of First Cobalt upon implementation of the Australian Merger and the Canadian Merger is set out in section 7.6 of the Scheme Booklet. These figures are subject to change.

It is estimated that approximately 84.04% (or 81.74% if the Canadian Merger does not complete) of the First Cobalt Shares and CDIs not subject to escrow (ASX imposed or otherwise) that are anticipated to be on issue following the Australian Merger and the Canadian Merger will be held by persons who are not Related Parties of First Cobalt (e.g. Directors) or their Associates.¹

3.6 **Working capital**

First Cobalt has not raised any capital through the issue of securities in the 3 months prior to the date of this Information Memorandum, other than funds received from the exercise of the following First Cobalt Warrants and Options granted prior to this period:

¹ Calculated assuming 30,237,500 First Cobalt Shares and CDIs will be held by Related Parties of First Cobalt or their Associates, or will be subject to escrow restrictions, out of a total 189,441,848 First Cobalt Shares and CDIs if both the Australian and Canadian Mergers complete, or 165,611,605 First Cobalt Shares and CDIs if only the Australian Merger completes.

Date	Type	Exercise price	Number exercised	Funds received
2 October 2017	First Cobalt Options	C\$0.34 each	200,000	C\$68,000
12 September 2017	First Cobalt Warrants	C\$0.10 each	50,000	C\$5,000
30 June 2017	First Cobalt Warrants	C\$0.10 each	150,000	C\$15,000
26 June 2017	First Cobalt Warrants	C\$0.10 each	200,000	C\$20,000
26 June 2017	First Cobalt Warrants	C\$0.05 each	100,000	C\$5,000
22 June 2017	First Cobalt Warrants	C\$0.05 each	100,000	C\$5,000
TOTALS			800,000	C\$118,000²

First Cobalt estimates that the Merged Group will have cash reserves of approximately C\$1.8 million³ after deducting the costs of the Australian Merger and the Canadian Merger.

First Cobalt considers that the Merged Group will have sufficient working capital to carry out its objectives stated in this Information Memorandum and section 7.2 of the Scheme Booklet.

Accordingly, First Cobalt does not currently intend to conduct any capital raisings or issue any securities in the 3 months following the date of this Information Memorandum, other than the issue of the Scheme Consideration and any First Cobalt Shares issued on the exercise of existing First Cobalt Warrants and Options in the normal course

3.7 Proposed expenditure

The table below provides a breakdown of First Cobalt's proposed expenditure for the Merged Group in the 12 months following its admission to the Official List of ASX, based on the estimated working capital to be available to the Merged Group immediately after implementation of the Australian Merger and the Canadian Merger (refer to Section 3.6 above).

Expenditure	C\$	A\$
Exploration and development on the Merged Group projects	\$325,470	\$329,310.55
Property payments, costs of maintaining mining claims and option payments	\$300,000	\$303,540.00
Office and administrative costs	\$1,116,436	\$1,129,609.94
General working capital	\$129,030	\$130,552.55
Total	\$1,870,936	\$1,893,013.04

² Approximately A\$119,392 applying the exchange rate of A\$1.00:C\$0.9882 (C\$1.00:A\$1.0118) as at 1 November 2017.

³ Approximately A\$1,821,240 applying the exchange rate of A\$1.00:C\$0.9882 (C\$1.00:A\$1.0118) as at 1 November 2017.

Notes:

1. The information set out in the table above is a statement of present intention as at the Issue Date. The exact expenditure of the Merged Group will depend on many factors that cannot be accurately ascertained as at the Issue Date. First Cobalt reserves the right to alter how the Merged Group's working capital will be applied.
2. The table above assumes that First Cobalt does not raise any additional capital in the relevant period. First Cobalt may seek to raise additional capital after 3 months from the Issue Date, in which case the expenditure commitments in the table may change depending upon the amount raised (if any). The proposed amount of any prospective capital raising has not been determined as at the Issue Date. There cannot be any assurance that First Cobalt will be able to successfully raise a targeted amount.
3. Cash reserves of Cobalt One have been converted from Australian dollars into Canadian dollars.
4. Conversion of Australian dollar and Canadian dollar amounts in the table above have been calculated by applying the exchange rate of A\$1.00:C\$0.9882 (C\$1.00:A\$1.0118) as at 1 November 2017. These amounts are subject to change as a result of fluctuation of the Australian dollar to Canadian dollar exchange rates, and vice versa.
5. Working capital costs comprise the Merged Group administration and overhead costs, and include operating expenses, accounting costs, auditing costs, insurance costs, legal costs, share registry costs, directors' fees, TSX-V fees, ASX fees and regulatory compliance costs and expenses.
6. The table above assumes that the costs of the Australian Merger and the Canadian Merger have been paid.
7. Option payments in the table above are payments due to Canadian Silver Hunter Inc. from First Cobalt's subsidiary, Cobalt Projects International Corp., in relation to the acquisition of the Keely-Frontier Project, pursuant to a mining option agreement dated 3 January 2017. Please refer to section 11.15 of the Scheme Booklet for additional details.

3.8 Corporate governance

First Cobalt's corporate governance policies and procedures have been designed to be consistent with the applicable Canadian and TSX-V requirements under National Policy 58-201 – *Corporate Governance Guidelines (NP 58-201)* (published by the British Columbia Securities Commission and other Canadian corporate securities regulators) where possible, having regard to First Cobalt's size and the nature of its operations.

The Directors have adopted the following corporate governance mandates and policies, copies of which are available on First Cobalt's website:

Document	Purpose
Mandate of the Board of Directors	Sets out the roles and responsibilities of the Board, officers and senior management of First Cobalt.
Code of Business Conduct	Sets out the standards with which all Directors, officers, employees and consultants of First Cobalt are expected to comply in relation to the affairs of its business and when dealing with each other, shareholders and the broader community.
Audit Mandate	Sets out the purpose and functions of First Cobalt's Audit Committee.
Insider Trading Policy	Sets out guidelines with respect to transactions in shares or other securities of First Cobalt with a view to preventing contravention of insider trading laws and ensuring compliance with other applicable laws by First Cobalt and its Directors, officers, employees, consultants and contractors.

As First Cobalt seeks to comply with NP 58-201, its practices may depart from the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations

(3rd edition) (**ASX Recommendations**). Set out at Annexure E is a copy of First Cobalt's Corporate Governance Statement which sets out its compliance or departure from the ASX Recommendations on an "if not, why not" basis.

3.9 Long Term Incentive Plan

First Cobalt's Long Term Incentive Plan was approved at a meeting of Shareholders held on 26 October 2017.

The Long Term Incentive Plan replaces the previous Stock Option Plan approved by the Board on 25 August 2017. Accordingly, all First Cobalt Options granted under the previous plan are now governed by the Long Term Incentive Plan.

Set out in the table below is a non-exhaustive summary of the material terms of the Long Term Incentive Plan.

Subject	Provision
Purpose	<p>The purpose of the Long Term Incentive Plan is to:</p> <ul style="list-style-type: none"> attract, retain and motivate persons of training, experience and leadership as directors, officers, employees and consultants of First Cobalt and its subsidiaries; advance the long-term interests of First Cobalt by providing such persons with the opportunity and incentive, through equity-based compensation, to acquire an ownership interest in First Cobalt; and promote a greater alignment of interests between such persons and Shareholders.
Eligible participants	<p>The following persons can participate in the Long Term Incentive Plan, if the Board makes them an offer to do so:</p> <ul style="list-style-type: none"> any director, officer, employee or consultant of First Cobalt (or any subsidiary of First Cobalt); and an individual providing management services to First Cobalt, which are required for the ongoing successful operation of the business enterprise of First Cobalt (subject to certain exceptions).
Awards that may be granted under the Plan	<p>Under the Plan, First Cobalt may grant any of the following securities, or rights to acquire securities (collectively Awards), in accordance with the terms of the plan:</p> <ul style="list-style-type: none"> options to subscribe for First Cobalt Shares; performance share units, which entitle the holder to be issued with First Cobalt Shares or a cash amount of an equivalent value, upon the achievement of certain performance milestones; restricted share units, which entitle the holder to be issued with First Cobalt Shares or a cash amount of an equivalent value, upon the conclusion of a certain period of time; or deferred share units, which entitle the holder to be issued with First Cobalt Shares or a cash amount of an equivalent value, upon resignation from the Board (in the case of a director) or otherwise at the end of employment.
Conditions of grant	<p>Awards granted under the Long Term Incentive Plan are subject to the terms and conditions set out in the Long Term Incentive Plan, and any additional terms and conditions set by the Board at its discretion, which may include:</p>

Subject	Provision
	<ul style="list-style-type: none"> • Vesting Conditions – which are time-based criteria, requirements or conditions which must be met prior to Awards vesting in a participant; • Performance Conditions – which are conditions relating to the participant's personal performance and/or the performance of First Cobalt and its subsidiaries; and • Exercise Conditions – which are criteria, requirements or conditions, as determined by the Board or under the Long Term Incentive Plan, which must be met prior to a participant being entitled to exercise vested Awards. <p>First Cobalt, and each participant who is to receive Awards under the Long Term Incentive Plan, will enter into a written confirmation agreement (Award Agreement) setting out the terms and conditions applicable to the relevant Awards.</p>
Plan limits	The aggregate number of First Cobalt Shares that may be issued under the Long Term Incentive Plan upon the exercise or redemption and settlement of Awards, together with all other established security-based compensation arrangements of First Cobalt, will not exceed 10% of the total First Cobalt Shares on issue on the date of granting an Award.
Administration	The Board has the unfettered and absolute discretion to administer the Long Term Incentive Plan.
Transferability	Awards granted under the Long Term Incentive Plan are not transferable.

The Long Term Incentive Plan otherwise contains terms and conditions considered standard for employee incentive plans of this nature.

Pursuant to the conditions of waiver of ASX Listing Rules 6.16, 6.19, 6.21, 6.22, 6.23.3 and 6.23.4 granted by ASX in favour of First Cobalt on 25 September 2017, First Cobalt has undertaken not to grant any further First Cobalt Options under the Long Term Incentive Plan unless:

- the terms of the plan are amended to comply with the ASX Listing Rules the subject of this waiver, or the plan is replaced with a new incentive plan which complies with those rules; and
- ASX approves the amended or replacement plan.

3.10 Technical Report Updates

(a) Reporting standards – NI 43-101 and JORC Code

The Technical Reports attached to the Scheme Booklet have been prepared in accordance with NI 43-101 which is a reporting standard issued by Canadian Securities Administrators in relation to reporting of exploration, resource and reserve information in relation to mineral projects.

NI 43-101 is different from the reporting standard ordinarily applicable to Australian publicly listed companies, being the JORC Code.

The Technical Report Updates set out at Annexures B to D to this Information Memorandum have been prepared for the purposes of verifying the information in the Technical Reports against the JORC Code.

Accordingly, the information in the Technical Report Updates now complies with both NI 43-101 and the JORC Code.

(b) **Competent Person's statement – First Cobalt and Cobalt One**

The information in the First Cobalt and Cobalt One Technical Report Updates that relates to exploration results is based on information compiled by Mr Ian Trinder M.Sc., P.Geo. (ON, MB), a Competent Person (as defined in the JORC Code) who is registered with the Association of Professional Engineers and Geoscientists of Manitoba as well as with the Association of Professional Geoscientists of Ontario (each being a 'Recognised Professional Organisation' for the purposes of the ASX Listing Rules).

Mr Trinder is employed on a full-time basis as a Principal Geologist by CSA Global Canada Geoscientists Ltd. He has sufficient experience that is relevant to the style of mineralisation, the type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person.

(c) **Competent Person's statement – CobalTech**

The information in the CobalTech Technical Report Update that relates to exploration results is based on information compiled by Messrs Joerg M. Kleinboeck (P.Geo) and Garry J. Clark (P.Geo), each being a Competent Person (as defined in the JORC Code) who is registered with the Association of Professional Geoscientists of Ontario (being a 'Recognised Professional Organisation' for the purposes of the ASX Listing Rules).

Messrs Kleinboeck and Clark are both independent consulting geologists who have sufficient experience that is relevant to the style of mineralisation, the type of deposit under consideration and to the activity being undertaken to qualify as Competent Persons.

(d) **Fees**

First Cobalt has paid, or will be required pay, CSA Global Canada Geoscientists Ltd approximately C\$4,600⁴ (excluding taxes) for professional services in relation to the preparation of the First Cobalt Technical Report Update and the Cobalt One Technical Report Update.

First Cobalt has paid, or will be required pay, JMK Exploration Consulting and Clark Exploration Consulting Inc approximately C\$1,000⁵ (excluding taxes) for professional services in relation to the preparation of the CobalTech Technical Report Update.

(e) **Consents**

CSA Global Canada Geosciences Ltd and Mr Trinder have each provided, and have not withdrawn, their consent to the inclusion of the First Cobalt and Cobalt One Technical Report Updates in this Information Memorandum and for statements to be included in this Information Memorandum where they are fairly based on one of those updates, in the form and context in which they appear. Mr Trinder has also given his consent to be named as a Competent Person in relation to the First Cobalt and Cobalt One Technical Report Updates.

JMK Exploration Consulting and Clark Exploration Consulting Inc., Mr Kleinboeck and Mr Clark have each provided, and have not withdrawn, their consent to the inclusion of the CobalTech Technical Report Update in this Information Memorandum and for

⁴ Approximately A\$4,654 applying the exchange rate of A\$1.00:C\$0.9882 (C\$1.00:A\$1.0118) as at 1 November 2017.

⁵ Approximately A\$1,011 applying the exchange rate of A\$1.00:C\$0.9882 (C\$1.00:A\$1.0118) as at 1 November 2017.

statements to be included in this Information Memorandum where they are fairly based on one of those updates, in the form and context in which they appear. Messrs Kleinboek and Clark have also provided their consent to be named as Competent Persons in relation to the CobalTech Technical Report Update.

3.11 Remuneration of Directors and proposed Directors

The table below sets out the actual remuneration for the existing Directors, and the proposed remuneration for proposed Directors, of First Cobalt following implementation of the Australian Merger and Canadian Merger.

Name	Cash remuneration		Proposed non-cash remuneration
	C\$	A\$	
Ross Phillips (Chairman and Director)	Nil	Nil	150,000 First Cobalt Options
Trent Mell (President & CEO)	\$260,000 per annum	\$263,068	1,500,000 First Cobalt Options. Annual discretionary bonus of between 50-100% of salary.
Jason Bontempo (Proposed Director)	Nil	Nil	Nil
Bryan Slusarchuk (Director)	Nil	Nil	250,000 First Cobalt Options
John Pollesel (Director)	Nil	Nil	200,000 First Cobalt Options
Jeffrey Swinoga (Director)	Nil	Nil	200,000 First Cobalt Options
Paul Matysek (Proposed Director)	Nil	Nil	Nil
Robert Cross (Proposed Director)	Nil	Nil	Nil

Notes:

1. The remuneration in the table above for proposed Directors is accurate at the Issue Date but is subject to change.
2. Australian dollar amounts in the table above have been calculated by applying the exchange rate of A\$1.00:C\$0.9882 (C\$1.00:A\$1.0118) as at 1 November 2017. These amounts are subject to change as a result of fluctuation of the Australian dollar to Canadian dollar exchange rates.
3. Up to the Issue Date, Trent Mell has been paid his salary by way of First Cobalt Shares at an issue price of C\$0.50 each in lieu of cash.
4. The First Cobalt Options issued to Ross Phillips and Trent Mell are exercisable at C\$0.66 on or before 2 March 2022. These options are governed by the rules of the Long Term Incentive Plan.
5. The First Cobalt Options issued to Bryan Slusarchuk are exercisable at C\$0.38 on or before 22 December 2021. These options are governed by the rules of the Long Term Incentive Plan.
6. The First Cobalt Options issued to John Pollesel and Jeffrey Swinoga are exercisable at C\$0.69 on or before 31 May 2022. These options are governed by the rules of the Long Term Incentive Plan.
7. It is proposed that Bryan Slusarchuk will step-down as a Director immediately following implementation of the Australian Merger.

3.12 Disclosure of interests

(a) Directors and proposed Directors

The interests of the Directors and proposed Directors of First Cobalt are set out in sections 6.7(d), 6.9, 11.4 to 11.9, 11.11 to 11.13, 11.16 and 11.18 of the Scheme Booklet.

Other than as set out in these sections of the Scheme Booklet, none of the Directors, proposed Directors, nor any entity in which a Director or proposed Director is a member or partner, has:

- at the Issue Date, or within the preceding 2 years, any interest in:
 - the promotion of First Cobalt; or
 - any property acquired or proposed to be acquired by First Cobalt; or
- been paid or agreed to be paid any amounts (whether in cash, securities or otherwise) by any person either to induce them to become, or to qualify them as, a Director, or otherwise for services rendered by them or by the relevant associated entity, in connection with the promotion or formation of First Cobalt.

(b) Experts

The interests of the experts named in this Information Memorandum are set out in section 11.28 of the Scheme Booklet and Section 3.10(d) above.

Other than as set out in these sections, none of the experts named in this Information Memorandum, nor any entity in which those experts or advisors is a member or partner, has:

- at the Issue Date, or within the preceding 2 years, any interest in:
 - the promotion of First Cobalt; or
 - any property acquired or proposed to be acquired by First Cobalt; or
- been paid or agreed to be paid any amounts (whether in cash, securities or otherwise) by any person for services rendered by them or by the relevant associated entity, in connection with the promotion or formation of First Cobalt.

4. Summary of Rights and Liabilities Attaching to Securities

4.1 First Cobalt Shares

The table below provides a non-exhaustive summary of the rights and liabilities attaching to First Cobalt Shares. Full details of these rights and liabilities are contained in the First Cobalt Constituent Documents. In certain circumstances, they are regulated by the BCBCA, applicable Canadian federal law, the rules of TSX-V, and Canadian common law.

If First Cobalt is admitted to ASX, the rights and liabilities of First Cobalt Shares will also become subject to certain ASX Listing Rules and ASX Settlement Rules.

First Cobalt Shares will be traded on TSX-V and OTCQB, but not on ASX.

Copies of the First Cobalt Constituent Documents are available for inspection free-of-charge at First Cobalt's registered office.

Subject	Description of right / liability
Share capital	All issued/outstanding First Cobalt Shares will rank equally in all respects.
Voting rights	<p>Each First Cobalt Share entitles the holder to one vote at a meeting of Shareholders, whether in person, by proxy or by attorney.</p> <p>Voting at a shareholder meeting is to be conducted by a show of hands, unless a poll is demanded.</p> <p>On an equality of votes, the chair of a shareholder meeting does not have a second or casting vote.</p>
Variation of share rights	Variations to the special rights and restrictions attached to First Cobalt Shares requires the approval by a special resolution of Shareholders in addition to any requirement under the First Cobalt Constituent Documents.
Increases in capital	<p>Subject to the BCBCA and the rules of TSX-V (and the ASX Listing Rules if First Cobalt is admitted to the Official List of ASX), the issue of shares in the capital of First Cobalt is under the control of the Directors who may issue an unlimited number of shares in any class that they determine.</p> <p>All shares issued must be fully paid except to the extent provided under the BCBCA.</p>
Transfer of shares	<p>Subject to the BCBCA, the rules of TSX-V (and the ASX Listing Rules if First Cobalt is admitted to the Official List of ASX), First Cobalt Shares may be transferred by the holder or their authorised agent providing their share certificate and a written instrument of transfer (which may be on a separate document or endorsed on the share certificate) to First Cobalt or to the transfer agent or registrar for First Cobalt Shares.</p> <p>First Cobalt (or its transfer agent or registrar for First Cobalt Shares) may request the holder provide evidence to verify the holder's right to transfer First Cobalt Shares, the authenticity of the transfer instrument or that the transfer is to a rightful or to a protected purchaser.</p>
Dividends	Subject to the BCBCA, the rules of TSX-V (and the ASX Listing Rules if First Cobalt is admitted to the Official List of ASX) and any rights of persons entitled to shares with special rights to dividends (at present there are none), all dividends as declared by the Directors in relation to First Cobalt Shares are to be payable according to the number of

Subject	Description of right / liability
	<p>First Cobalt Shares held.</p> <p>Directors may declared a dividend at their discretion, subject to all applicable legal requirements being satisfied.</p> <p>A dividend may be paid wholly or partly in cash, by distribution of specific assets, by distribution of shares, or by distribution of other securities of First Cobalt or another corporation held by First Cobalt.</p>
<p>Notices of shareholder meetings</p>	<p>First Cobalt must give at least 21 days', but not more than 60 days', notice of a shareholder meeting to registered Shareholders entitled to vote at the meeting and certain underlying beneficial holders of First Cobalt Shares.</p> <p>In addition, First Cobalt must give advance notice of a shareholder meeting and the record date for determining the entitlement to receive notice, to all depositaries, the British Columbia Securities Commission and TSX-V.</p> <p>The record date for determining the registered Shareholders that are entitled to receive notice of the meeting may not be less than 30 days, nor more than 60 days, prior to the date for the meeting, subject to certain exceptions. In addition, First Cobalt is required, subject to certain exemptions, to notify certain intermediaries who hold First Cobalt Shares on behalf of beneficial holders at least 25 days prior to the record date.</p>
<p>Rights on winding-up</p>	<p>Subject to BCBCA, the rules of TSX-V (and the ASX Listing Rules if First Cobalt is admitted to the Official List of ASX) and any rights or restrictions attached to a class of shares in First Cobalt, the liquidator may on winding-up of First Cobalt, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of First Cobalt and may for that purpose set such value as the liquidator considers fair upon any property to be so divided and may determine how the division is to be carried out as between the Shareholders or different classes of shareholders.</p>

4.2 First Cobalt CDIs

Each First Cobalt CDI is a unit of beneficial interest in relation to a First Cobalt Share.

A First Cobalt CDI differs from a First Cobalt Share in that it provides a beneficial ownership interest in First Cobalt Shares rather than the legal title to such shares.

First Cobalt CDIs will be issued by CHESS Depositary Nominees at the request of First Cobalt. CHESS Depositary Nominees will hold legal title to the underlying First Cobalt Shares represented by the First Cobalt CDIs, for and on behalf of holders of First Cobalt CDIs.

Accordingly, the rights and liabilities of a CDI Holder largely reflect those of a Shareholder.

First Cobalt CDIs will be traded on ASX, but not on TSX-V nor OTCQB.

The table below provides a non-exhaustive summary of the rights and liabilities attaching to First Cobalt CDIs. Full details of theses rights and liabilities are contained in the First Cobalt Constituent Documents, the ASX Listing Rules and the ASX Settlement Rules.

Subject	Description of right / liability
<p>Ranking</p>	<p>All issued First Cobalt CDIs will rank equally in all respects.</p>
<p>Voting rights</p>	<p>Each CDI Holder may direct CHESS Depositary Nominees how to</p>

Subject	Description of right / liability
	<p>vote at a shareholder meeting in relation to those First Cobalt Shares represented by the holder's First Cobalt CDIs.</p> <p>Please refer to the table in Section 4.1 above for details of voting entitlements and procedures in relation to First Cobalt Shares.</p>
Transfer of CDIs	<p>Subject to the ASX Listing Rules and ASX Settlement Rules, First Cobalt CDIs may be transferred by the holder or their authorised agent providing a proper ASX Settlement transfer or any other method of transferring or dealing in CDIs introduced by the ASX or operated in accordance with the ASX Settlement Rules or the ASX Listing Rules.</p>
Dividends	<p>All dividends declared and paid by First Cobalt will be distributed to CHESS Depositary Nominees for the benefit of the underlying CDI Holders. CHESS Depositary Nominees is required to distribute dividend received to CDI Holders in proportion to the number of First Cobalt CDIs held.</p> <p>Please refer to the table in Section 4.1 above for details of dividend rights in relation to First Cobalt Shares.</p>
Notices of shareholder meetings	<p>First Cobalt must give notice of a shareholder meeting to CDI Holders at the same time as it provides notice to Shareholders. It must also provide notice to CHESS Depositary Nominees as the legal holder of First Cobalt Shares.</p> <p>The notice must include a form for CDI Holders to provide directions to CHESS Depositary Nominees as to how the holder requires it to vote in relation to the underlying First Cobalt Shares held on behalf of the holder.</p> <p>First Cobalt must collect and process, and CHESS Depositary Nominees must vote in accordance with, all voting directions received from CDI Holders.</p>
Attendance at shareholder meetings	<p>A CDI Holder may attend a meeting of Shareholders (i.e. a general meeting). CHESS Depositary Nominees may appoint the holder as its proxy to attend and vote in relation to the underlying First Cobalt Shares held on behalf of the holder.</p>
Conversion	<p>A CDI Holder may convert a CDI to a First Cobalt Share (on a 1 for 1 basis) by submitting a written request in a form approved by the ASX.</p>

4.3 First Cobalt Options

First Cobalt has 5 classes of unquoted First Cobalt Options at the Issue Date.

The following is a non-exhaustive summary of the key terms of the First Cobalt Options:

Subject	Term
Option plan	<p>The First Cobalt Options are granted pursuant to First Cobalt's stock option plan in effect from time to time.⁶ The terms of the stock option plan prevail to the extent of any inconsistency with the terms of First Cobalt Options.</p>

⁶ The stock option plan in effect at the Issue Date is the Long Term Incentive Plan.

Subject	Term
Option right	Each First Cobalt Option entitles the holder to purchase a First Cobalt Share at the exercise price and on or before the expiry date specified in the terms of the relevant First Cobalt Option.
Exercise prices and expiry dates	<p>The exercise price and expiry date for each class of First Cobalt Option on issue at the Issue Date is as follows:</p> <ul style="list-style-type: none"> • C\$0.25 expiring at 4:30pm (Pacific Time) on 18 September 2021; • C\$0.35 expiring at 4:30pm (Pacific Time) on 15 December 2021; • C\$0.38 expiring at 4:30pm (Pacific Time) on 22 December 2021; • C\$0.66 expiring at 4:30pm (Pacific Time) on 2 March 2022; and • C\$0.69 expiring at 4:30pm (Pacific Time) on 1 June 2022.
Vesting	<p>Each class of First Cobalt Option is subject to a vesting condition as follows:</p> <ul style="list-style-type: none"> • 50% vest after 6 months from the effective date of the agreement under which they were granted; and • the balance vest 12 months from the effective date of the agreement under which they were granted.
Transferability	<p>A First Cobalt Option may not be assigned or otherwise transferred by the holder.</p> <p>The First Cobalt Shares issued on exercise of a First Cobalt Option may also be subject to a hold period imposed under applicable securities laws or by TSX-V of 4 months and a day from the effective date of the grant of those options.</p>
Early termination	<p>Each class of First Cobalt Option will continue in effect and be exercisable only for so long as the holder continues to serve as an “Eligible Person” under the rules of the TSX-V and:</p> <ul style="list-style-type: none"> • if the holder is a senior officer, “Management Company Employee”, “Employee” or Consultant (as defined in the rules of the TSX-V) and is terminated for cause, the option will terminate; • if the holder dies prior to otherwise ceasing to be an “Eligible Person”, the option will terminate on the earlier of its expiry date and the date falling 6 months after the holder’s death; and • if the holder ceases to be an “Eligible Person” other than in the circumstances set out above, the option will terminate on the earlier of its expiry date and the date falling 90 days after such event.
Exercise	<p>A holder may exercise all or any number of their First Cobalt Options by giving First Cobalt written notice to that effect before the relevant expiry date for those options together with:</p> <ul style="list-style-type: none"> • a cheque or bank draft for the exercise price; and • documents containing such representations, warranties, agreements and undertakings (such as to the holder’s future dealings in the First Cobalt Shares to be issued on exercise) as First Cobalt’s legal counsel reasonably determines necessary or advisable to in order to comply with or safeguard against the violation of the laws of any jurisdiction. <p>First Cobalt may, acting reasonably and in good faith, withhold delivery of First Cobalt Shares or reject exercise of First Cobalt Options</p>

Subject	Term
	pending First Cobalt's receipt of all required withholding and other taxes payable by First Cobalt in relation to the exercise of the options.
TSX-V matters	The grant of a First Cobalt Option and any amendment to its terms is subject to the prior approval of TSX-V, including any requirement for shareholder approval.
Capital adjustments	<p>In the event that:</p> <ul style="list-style-type: none"> there is any change in the First Cobalt Shares by way of declaration of stock dividend, stock split, consolidation, exchange of shares or otherwise, the number First Cobalt Options and their exercise prices will be adjusted by First Cobalt, at its discretion; or First Cobalt amalgamates, consolidates with or merges into another corporation (including a sale of all or substantially all of the assets of First Cobalt for consideration (apart from the assumption of obligations), a substantial portion of which consists of securities), the holder will receive, upon the exercise of a First Cobalt Option, the securities or property to which a Shareholder would have been entitled to upon such amalgamation, consolidation or merger.

4.4 First Cobalt Warrants – C\$0.06

The following is a non-exhaustive summary of the key terms of the First Cobalt Warrants exercisable at C\$0.06 each (**C\$0.06 Warrant**):

Subject	Term
Warrant right	Each C\$0.06 Warrant entitles the holder to purchase a First Cobalt Share at the exercise price and on or before the expiry date specified in the terms of the warrant.
Exercise price and expiry date	Each C\$0.06 Warrant has an exercise price of C\$0.06 and an expiry date of 5:00pm (Pacific Time) on 31 May 2021.
Exercise	<p>A holder may exercise a C\$0.06 Warrant by providing to First Cobalt before the expiry date:</p> <ul style="list-style-type: none"> certification that the holder is not a "U.S. person" within the meaning of Regulation S under the <i>Securities Act</i> of 1933 (USA) and such warrants are not being exercised within the United States of America or on behalf of or for the account of a person in the United States of America; the warrant certificate; a subscription form; and a certified cheque, bank draft or money order for the exercise price.
Fractional entitlements	First Cobalt will not be required to issue a fraction of a First Cobalt Share on exercise of a C\$0.06 Warrant. All fractional entitlements will be rounded to the nearest whole number without any additional compensation being paid to the holder.
Adjustment to exercise price	The exercise price of a C\$0.06 Warrant may be adjusted in accordance with specified formulas in the event that First Cobalt does any of the following:

Subject	Term
	<ul style="list-style-type: none"> • First Cobalt: <ul style="list-style-type: none"> ○ issues First Cobalt Shares or securities exchangeable for or convertible into First Cobalt Shares to all or substantially all the holders of the First Cobalt Shares as a stock dividend; or ○ makes a distribution of its outstanding First Cobalt Shares payable in First Cobalt Shares or securities exchangeable for or convertible into First Cobalt Shares; or ○ subdivides the issued First Cobalt Shares into a greater number of shares; or ○ consolidates the issued First Cobalt Shares into a smaller number of shares; • First Cobalt conducts an offer of rights, options or warrants to the holders of First Cobalt Shares where such entitlement to participate lapses within 45 days and the cost of First Cobalt Shares during the offer period is less than 95% of the volume weighted average price of such shares traded in the 20 trading days prior to the rights offer record date; • First Cobalt issues or distributes to the holders of First Cobalt Shares: <ul style="list-style-type: none"> ○ additional First Cobalt Shares; ○ rights, options or warrants to acquire shares or securities exchangeable for or convertible into shares or property or other assets of First Cobalt; ○ evidence of indebtedness; or ○ any other property or assets, other than as set out above; <p>If there is:</p> <ul style="list-style-type: none"> • a reclassification or redesignation of First Cobalt Shares, a change in First Cobalt Shares into other shares or securities; or • an amalgamation, merger or consolidation of First Cobalt with or into any other corporation other than an amalgamation, merger or consolidation which does not result in the above; or • a transfer of all or substantially all of the undertakings or assets of First Cobalt to another corporation or entity, <p>the holder will be entitled to receive on exercise of a C\$0.06 Warrant, in lieu of a First Cobalt Share, other securities or other property which the holder would have been entitled to receive as a result of such reorganisation had they held a First Cobalt Share at the date on which entitlements under the Reorganisation were determined.</p> <p>If determined appropriate by First Cobalt acting reasonably, appropriate adjustments will be made to the terms of C\$0.06 Warrants with respect to the rights and interests of the holder to reflect the effect of the reorganisation.</p> <p>If First Cobalt takes any action affecting any securities of First Cobalt, other than the above, which in the opinion of the Directors would materially affect the rights and interests of the holder, the number of First Cobalt Shares, or other securities or other property which is issuable on the exercise of a C\$0.06 Warrant will be adjusted in such manner, if any, and at such time as the Directors, in their sole discretion, may determine to be equitable in the circumstances, subject to first receiving all necessary regulatory approvals, if any.</p>

Subject	Term
	<p>The adjustments are cumulative and such adjustments will be made successively whenever a reorganisation event occurs, subject to the limitations provided set out in the terms of the C\$0.06 Warrants.</p> <p>An adjustment to the exercise price of a C\$0.06 Warrant will not be made unless it would result in a change of at least 1%. Any such adjustment will be carried forward and then taken into consideration in any subsequent adjustment.</p>
Consolidation or amalgamation	<p>First Cobalt will not enter into any transaction for the sale or disposal of all or substantially all of its undertaking, property and assets to another corporation (whether by reorganisation, reconstruction, consolidation, amalgamation, merger, transfer, sale, disposition or otherwise) the successor corporation assumes all of the covenants in relation to the C\$0.06 Warrant.</p>
Resale restrictions	<p>If a First Cobalt Share is issued before 1 October 2016 on exercise of a C\$0.06 Warrant, the share certificate must include a legend⁷ to the effect that the share is subject to a restriction on trading until 1 October 2016. Such shares must not be sold, transferred, hypothecated or otherwise traded on or through the TSX-V facilities or otherwise in Canada, or to or for the benefit of a Canadian resident until 1 October 2016 unless TSX-V provides its written approval and all applicable securities laws have been complied with.</p> <p>If a First Cobalt Share issued on exercise of a C\$0.06 Warrant are issued to a “U.S. persons” for the purpose of Regulation S under the <i>Securities Act</i> of 1933 (USA), the share certificate must include a legend to the effect that:</p> <ul style="list-style-type: none"> the share has not been, and will not be, registered under that Regulation; and the holder agrees that the share may only be offered, sold, pledged or otherwise transferred in accordance with certain specified circumstances.

4.5 First Cobalt Warrants – C\$0.10

The following is a non-exhaustive summary of the key terms of the First Cobalt Warrants exercisable at C\$0.10 each (**C\$0.10 Warrant**):

Subject	Term
Warrant right	<p>Each C\$0.10 Warrant entitles the holder to purchase a First Cobalt Share at the exercise price and on or before the expiry date specified in the terms of the warrant.</p>
Exercise price and expiry date	<p>Each C\$0.10 Warrant has an exercise price of C\$0.10 and an expiry date of 4:00pm (Pacific Time) on 13 September 2021.</p>
Exercise	<p>A holder may exercise a C\$0.10 Warrant by providing to First Cobalt before the expiry date:</p> <ul style="list-style-type: none"> the warrant certificate; a subscription form; and

⁷ Notation of a restriction on transfer stated on the certificate.

Subject	Term
	<ul style="list-style-type: none"> a certified cheque, bank draft or money order for the exercise price.
Transferability	A C\$0.10 Warrant may be transferred by the holder in accordance with applicable laws by providing the warrant certificate and a transfer form to First Cobalt.
Resale restrictions	<p>A C\$0.10 Warrant and a First Cobalt Share issued pursuant to its exercise may be subject to resale and transfer restrictions under applicable securities laws if the C\$0.10 Warrant was issued relying upon a prospectus exemption.</p> <p>To the extent that these securities are subject to a hold period, or any other restrictions on resale or transfer, First Cobalt may place a legend⁸ on the certificates representing the securities as may be required by applicable securities laws or the requirements of any stock exchange or other market, or as it may otherwise deem necessary or advisable.</p>
Capital adjustments	<p>In the event that there is:</p> <ul style="list-style-type: none"> a reclassification of First Cobalt Shares, a change in First Cobalt Shares into other shares or securities, a subdivision or consolidation of First Cobalt Shares into a greater or lesser number, or any other capital reorganisation; or an amalgamation, merger or consolidation of First Cobalt with or into any other corporation other than an amalgamation, merger or consolidation which does not result in the above, <p>the holder will be entitled to receive on exercise of a C\$0.10 Warrant, in lieu of a First Cobalt Share, other securities or other property which the holder would have been entitled to receive as a result of such Reorganisation had they held a First Cobalt Share at the date on which entitlements under the reorganisation were determined.</p> <p>If determined appropriate by First Cobalt acting reasonably, appropriate adjustments will be made to the terms of C\$0.10 Warrants with respect to the rights and interests of the holder to reflect the effect of the reorganisation.</p> <p>If First Cobalt takes any action affecting any securities of First Cobalt, other than the above, which in the opinion of the Directors would materially affect the rights and interests of the holder, the number of First Cobalt Shares, or other securities or other property which is issuable on the exercise of a C\$0.10 Warrant will be adjusted in such manner, if any, and at such time as the Directors, in their sole discretion, may determine to be equitable in the circumstances, subject to first receiving all necessary regulatory approvals, if any.</p> <p>An adjustment will not be made if the holder is entitled to participate in a reorganisation event on the same terms, without amendment, as if the holder had exercised the C\$0.10 Warrant prior to or on the effective date or record date of such event.</p> <p>The adjustments are cumulative and such adjustments will be made successively whenever a reorganisation event occurs, subject to the limitations provided set out in the terms of the C\$0.10 Warrants.</p> <p>An adjustment will not be made in the number or kind of securities which may be acquired on the exercise of a C\$0.10 Warrant unless it</p>

⁸ Notation of a restriction on transfer stated on the certificate.

Subject	Term
	<p>would result in a change of at least one-hundredth to such securities. Any such adjustment will be carried forward and then taken into consideration in any subsequent adjustment.</p> <p>First Cobalt is not required to issue entitlements to a fraction of a First Cobalt Shares or other securities on exercise of a C\$0.10 Warrant.</p> <p>To the extent that that the holder would otherwise be entitled to acquire a fraction of a First Cobalt Share or other security, such right may be exercised in respect of such fraction only in combination with the exercise of other C\$0.10 Warrants where those entitlements would total a whole number of First Cobalt Shares.</p> <p>The holder will be entitled, upon the elimination of any fraction of a First Cobalt Share or other security, to be paid in cash for the fair market value for the securities so eliminated where the value is C\$25 or more.</p>

5. Authorisation

This Information Memorandum is issued by First Cobalt and its issue has been authorised by a resolution of the Directors.

Each Director has consented to the lodgement of this Information Memorandum with ASX and has not withdrawn that consent.

This Information Memorandum is signed for and on behalf of First Cobalt pursuant to a resolution of the Directors by:

A handwritten signature in black ink, appearing to read 'Trent Mell', with a stylized, cursive script.

Trent Mell
President & Chief Executive Officer

Date: 8 November 2017

6. Glossary

A\$	Australian dollars.
ASIC	The Australian Securities & Investments Commission.
Associate	Has the meaning given to that term in ASX Listing Rule 19.12.
ASX	ASX Limited (ACN 008 624 691) trading as the 'Australian Securities Exchange'.
ASX Listing Rules	The listing rules of ASX.
ASX Settlement	ASX Settlement Pty Ltd (ACN 008 504 532).
ASX Settlement Rules	The ASX Settlement Operating Rules.
Australian Merger	The proposed merger of First Cobalt and Cobalt One pursuant to the Scheme.
BCBCA	<i>Business Corporations Act</i> [SBC 2002] Chapter 57 of British Columbia, Canada.
Board	First Cobalt's Board of Directors.
Business Day	A day: <ul style="list-style-type: none">(a) that is a business day as defined in the ASX Listing Rules; and(b) which is not a Saturday, Sunday, public holiday or bank holiday in Perth, Western Australia.
C\$	Canadian dollars.
Canadian Merger	The proposed merger of First Cobalt and CobalTech by way of a proposed plan of arrangement under the BCBCA, pursuant to which First Cobalt will acquire all of the outstanding CobalTech Shares.
CBCA	<i>Canada Business Corporations Act</i> , R.S.C., 1985, c.-44 of Canada.
CDI	A CHESS Depositary Interest as defined in Section 2 of the ASX Settlement Rules.
CDI Holder	A holder of a First Cobalt CDI.
CHESS	Clearing House Electronic Sub-register System operated by ASX Settlement.
CHESS Depositary Nominees	CHESS Depositary Nominees Pty Ltd (ACN 071 346 506).
CobalTech	CobalTech Mining Inc., a corporation organised under the laws of the Province of British Columbia, Canada.
CobalTech Share	A fully paid common share in the capital of CobalTech.

CobalTech Technical Report	The report prepared by JMK Exploration Consulting and Clark Exploration Consulting Inc. entitled “NI 43-101 Technical Report on the Duncan Kerr Property, Larder Lake Mining Division, Northeastern Ontario for Big North Graphite Corp.” and dated 14 October 2016, at Attachment D to the Scheme Booklet.
CobalTech Technical Report Update	The letter by JMK Exploration Consulting and Clark Exploration Consulting Inc. to First Cobalt dated 23 October 2017 enclosing the CobalTech Technical Report, annexed at Annexure D to this Information Memorandum.
Cobalt One	Cobalt One Limited (ACN 127 411 796), a corporation incorporated under the laws of Australia.
Cobalt One Share	A fully paid ordinary share in the capital of Cobalt One.
Cobalt One Technical Report	The report prepared by CSA Canada Global Geoscientists Ltd entitled “Technical Report on the Cobalt Project, Larder Lake Mining Division, Ontario” and dated 31 January 2017, at Attachment B to the Scheme Booklet.
Cobalt One Technical Report Update	The letter by CSA Canada Global Geoscientists Ltd to First Cobalt dated 20 October 2017 enclosing the Cobalt One Technical Report, annexed at Annexure C to this Information Memorandum.
Continuance	Has the meaning given to that term in Section 3.4(b).
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of First Cobalt as at the Issue Date.
First Cobalt	First Cobalt Corp. (British Columbia Incorporation Number BC0915382), a corporation organised under the laws of the Province of British Columbia, Canada (ARBN 620 935 499).
First Cobalt CDI	A CDI in relation to a First Cobalt Share.
First Cobalt Constituent Documents	The constituent documents of First Cobalt, including its Notice of Articles and its Articles of Incorporation.
First Cobalt Option	An unquoted stock option to subscribe for a First Cobalt Share pursuant to the Long Term Incentive Plan.
First Cobalt Share	A fully paid common share in the capital of First Cobalt.
First Cobalt Warrant	An unquoted share purchase warrant to subscribe for a First Cobalt Share.
First Cobalt Technical Report	The report prepared by CSA Canada Global Geoscientists Ltd entitled “Technical Report on the Greater Cobalt Project, Larder Lake Mining Division, Ontario” dated 31 July 2017, at Attachment C to the Scheme Booklet.
First Cobalt Technical Report Update	The letter by CSA Canada Global Geoscientists Ltd to First Cobalt dated 20 October 2017 enclosing the First Cobalt Technical Report, annexed at Annexure B to this Information Memorandum.
Information Memorandum	This information memorandum.

Issue Date	The date of this Information Memorandum, being 8 November 2017.
JORC Code	‘Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves’ (2012 edition) published by the Joint Ore Reserves Committee of the Australian Institute of Mining and Metallurgy, the Australian Institute of Geoscientists and the Minerals Council of Australia.
Long Term Incentive Plan	First Cobalt’s Long Term Incentive Plan approved by Shareholders at a shareholder meeting held on 26 October 2017.
Merged Group	The corporate group following implementation of the Scheme and, if applicable, closing of the Canadian Merger, of which First Cobalt will be the ultimate holding company of Cobalt One and, if applicable, CobalTech.
NI 43-101	National Instrument 43-101 – <i>Standards of Disclosure for Mineral Projects</i> issued by the Canadian Securities Administrators.
OTCQB	The OTCQB financial market operated by OTC Markets Group.
Related Party	Has the meaning given to that term in ASX Listing Rule 19.12.
Scheme	The proposed scheme of arrangement under Part 5.1 of the Corporations Act between Cobalt One and Cobalt One Shareholders to effect the merger between Cobalt One and First Cobalt under which First Cobalt proposes to acquire all of the issued Cobalt One Shares.
Scheme Booklet	The Scheme Booklet dated 13 October 2017 issued by Cobalt One in relation to the Scheme, a copy of which is annexed at Annexure A to this Information Memorandum.
Scheme Consideration	The consideration to be provided by First Cobalt to shareholders of Cobalt One under the Scheme for the acquisition of Cobalt One Shares held by those shareholders.
Section	A section of this Information Memorandum.
SEDAR	The System for Electronic Document Analysis and Retrieval operated by the Canadian Securities Administrators (www.sedar.com).
Shareholder	The holder of a First Cobalt Share.
Technical Reports	One or more of the following, as the context requires: <ul style="list-style-type: none"> (a) the First Cobalt Technical Report; (b) the Cobalt One Technical Report; and (c) the CobalTech Technical Report.
Technical Report Updates	One or more of the following, as the context requires: <ul style="list-style-type: none"> (a) the First Cobalt Technical Report Update; (b) the Cobalt One Technical Report Update; and (c) the CobalTech Technical Report Update.

TSX-V

The TSX Venture Exchange operated by TMX Group Limited.