



APPENDIX 3B UPDATE

31 January 2018

On 29 December 2017, First Cobalt Corp. (TSX-V: FCC, ASX: FCC, OTCQB: FTSSF) (the "Company") filed an Appendix 3B that highlighted discrepancies between the ASX Notice released to ASX on 29 November 2017 and the Appendix 3B that was released on 29 December 2017.

The purpose of this announcement is to advise ASX Quotations a reconciliation between the two announcements and issue an amended Appendix 3B.

CDI's

29/11/2017	Balance per ASX Notice	106,973,909
30/11/2017	Transfer of CDI's to TSX-V Common Shares)	(5,815,913)
1/12/2017 – 21/12/2017	Transfer of CDI's to TSX-V Common Shares)	(5,312,856)
21/12/2017	Closing Balance per appendix 3B	95,845,140

Warrants (Exercise price C\$0.05, Expiry 31/05/2021)

29/11/2017	Balance per ASX Notice	400,000
	Error in classification, 200,000 incorrectly classified.	(200,000)
21/12/2017	Closing Balance per appendix 3B	200,000

Warrants (Exercise price C\$0.10, Expiry 13/09/2021)

29/11/2017	Balance per ASX Notice	2,150,000
	Error in classification, 200,000 incorrectly classified (refer above)	200,000
28/11/2017	Exercise of warrants	(1,350,000)
29/11/2017	Exercise of warrants	(800,000)
5/12/2017	Exercise of warrants	(100,000)
15/12/2017	Exercise of warrants	(100,000)
21/12/2017	Closing Balance per appendix 3B	Nil

Options (Exercise price C\$0.38, Expiry 22/12/2021)

29/11/2017	Balance per ASX Notice	550,000
29/11/2017	Exercise of options	(250,000)
21/12/2017	Closing Balance per appendix 3B	300,000

Options (Exercise price C\$0.69, Expiry 1/6/2022)

29/11/2017	Balance per ASX Notice	1,565,000
29/11/2017	Exercise of options	(250,000)
21/12/2017	Closing Balance per appendix 3B	300,000

The 12,825,000 Warrants (*Exercise price C\$0.1.50, Expiry 20/12/2019*) were inserted on the 3B in error.
Refer to amended Appendix 3B for revised issued capital.

For and on behalf of the Board

Michael Naylor

Company Secretary

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B - Amended

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

First Cobalt Corp

ARBN

620 935 499

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) Fully Paid Common Shares (unquoted)
(b) Fully Paid Common Shares (unquoted) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 20,950,000 Fully Paid Common Shares (unquoted)
(b) 4,700,000 Fully Paid Common Shares (unquoted) |
| 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 Common Shares (unquoted)
(b) Fully Paid Common Shares (unquoted) |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities? If the additional ⁺securities do not rank equally, please state: • 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	(a) Yes, Common Shares will rank equally in all respects to existing common shares. However, they are subject to a four month escrow period commencing from the date of issue. (b) Yes, Common Shares will rank equally in all respects to existing common shares. However, they are subject to a four month escrow period commencing from the date of issue.
5	Issue price or consideration	(a) C\$1.10 per Common Share (b) C\$1.51 per Common Share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	(a) To advance the exploration and development of the Company's mineral properties located in Ontario, Canada, growth opportunities and working capital and general corporate purposes. (b) To incur eligible Canadian Exploration Expenses as defined in the Income Tax Act (Canada) related to the projects in Ontario, Canada.
6a	Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the ⁺securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	N/A
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	N/A

⁺ 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)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
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
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 - 3,393,427 7.1A – N/A
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.	(a) 21 December 2017 (b) 21 December 2017

8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Revised Number	+Class
		95,845,140	Shares quoted as CDI's on ASX.

Number	+Class
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+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	219,372,848	Common Shares of which 95,845,140 are traded in the form of CDIs)
		331,250	Options (Exercise price C\$0.25, Expiry 18/9/2021)
		350,000	Options (Exercise price C\$0.35, Expiry 15/12/2021)
		300,000	Options (Exercise price C\$0.38, Expiry 22/12/2021)
		1,975,000	Options (Exercise price C\$0.66, Expiry 2/3/2022)
		1,565,000	Options (Exercise price C\$0.69, Expiry 1/6/2022)
		1,683,482	Options (Exercise price C\$1.43, Expiry 30/11/2022)
		200,000	Warrants (Exercise price C\$0.06, Expiry 31/05/2021)
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

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	

+ See chapter 19 for defined terms.

- | | | |
|----|--|--|
| 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.

Appendix 3B
New issue announcement

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?	

+ See chapter 19 for defined terms.

- 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

- 34 Type of ⁺securities
(tick one)
- (a) ☐ ⁺Securities described in Part 1
- (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	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • 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	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)					
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					

+ 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: 29 December 2017
(Company secretary)

Print name: Michael Naylor

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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	193,622,848 (As at date of listing on ASX)
Add the following: • 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 <i>Note:</i> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</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>	
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	-
“A”	193,622,848

+ 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	29,043,427
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <i>Note:</i> • This applies to equity securities, unless specifically excluded – not just ordinary securities • 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	20,950,000 Fully Paid Common Shares (21/12/2017) 4,700,000 Fully Paid Common Shares (21/12/2017)
“C”	25,650,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	29,043,427
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	25,650,000
Total [“A” x 0.15] – “C”	3,393,427 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ 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>	
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
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 Notes: • 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	-
“E”	-

+ 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>	73,453,240
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	-
Total [“A” x 0.10] – “E”	73,453,240 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.