



**Notice of Special
Meeting of Shareholders and Management
Proxy Circular**

Management Proxy Circular
January 29, 2018

Table of Contents

PART 1: VOTING INFORMATION	4
Who can vote?	4
How to vote?	4
Revoking Your Proxy.....	7
Special Voting Instructions for CDI Holders.....	8
PART 2: BUSINESS OF THE MEETING.....	9
Resolution 1 - Proposed Issuance of Common Share Purchase Warrants in Connection with the Placements.....	9
Resolution 2 - Ratification of Issuance of Common Shares Pursuant to the Placements.....	11
PART 3: OTHER INFORMATION	11
Interest in Certain Persons or Companies in Matters to be Acted Upon	11
Interest of Informed Persons in Material Transactions	12
Auditor	12
Management Contracts	12
Other Matters	12
Additional Information	12
Approval of Directors	12

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a Special Meeting (the “**Meeting**”) of the holders of common shares (“**Common Shares**”) of First Cobalt Corp. (“**First Cobalt**” or the “**Company**”) will be held in the boardroom of Fasken Martineau DuMoulin LLP located at Suite 2400, Bay Adelaide Centre, 333 Bay Street, Toronto, Ontario, M5H 2T6, on Thursday, March 8, 2018, at 10:00 a.m. (Toronto time), for the following purposes:

1. To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.1 of the Australian Securities Exchange and for all other purposes, the shareholders of First Cobalt Corp. (the “Company”) approve the issue of 13,017,682 common share purchase warrants of the Company in connection with the Placements (as defined in the Company’s Management Proxy Circular dated January 29, 2018), with each common share purchase warrant exercisable at C\$1.50 on or before the date that is 24 months from the date of issue of the common share purchase warrants, on the terms and conditions set out in the Management Proxy Circular.”

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of any person who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate (as defined in the Management Proxy Circular) of that person. However, the Company need not disregard a vote if the vote is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form (as defined in the Management Proxy Circular); or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. To consider and, if thought fit to pass the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.4 of the Australian Securities Exchange and for all other purposes, the shareholders of First Cobalt Corp. (the “Company”) ratify the issue of (A) 4,700,000 common shares of the Company (“Common Shares”) at an issue price of C\$1.51, (B) 234,000 Common Shares at an issue price of C\$1.33 and (C) 21,101,364 Common Shares at an issue price of C\$1.10 pursuant to the Placements (as defined in the Company’s Management Proxy Circular dated January 29, 2018), on the terms and conditions set out in the Management Proxy Circular.”

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of any person who participated in the issue the subject of Resolution 2 or an Associate of that person. However, the Company need not disregard a vote if the vote is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The accompanying management proxy circular (the "**Management Proxy Circular**" or "**Circular**") forms part of this Notice and provides additional information relating to the matters to be dealt with at the Meeting.

You are entitled to vote at the Meeting and any postponement or adjournment thereof if you owned Common Shares of the Company at the close of business on February 5, 2018 (the record date). For information on how you may vote, please refer to Part 1 of the Management Proxy Circular.

Toronto, Ontario
January 29, 2018

By Order of the Board of Directors,

"Trent Mell"

Trent Mell
Chief Executive Officer

MANAGEMENT PROXY CIRCULAR

This management proxy circular (the "**Management Proxy Circular**" or "**Circular**") is provided in connection with the solicitation of proxies by the management ("**Management**") of First Cobalt Corp. (the "**Company**" or "**First Cobalt**") for use at the special meeting (the "**Meeting**") of the holders of common shares of the Company (the "**Common Shares**" and the holders of the Common Shares, the "**Shareholders**") to be held on March 8, 2018 at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof. While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally, by telephone or by other means by the directors, officers and employees of First Cobalt. All costs of solicitation will be borne by First Cobalt. Unless otherwise noted, information in this Circular is given as at January 29, 2018.

PART 1: VOTING INFORMATION

Who can vote?

Registered and beneficial Shareholders and CDI holders

You have the right to receive notice of and vote at the Meeting, or any adjournment or postponement thereof, if you owned Common Shares of the Company or held a CHESSE Depository Interest over Common Shares ("**CDI**") as of the close of business (Toronto time) on February 5, 2018 (the "**Record Date**"). Each Common Share you own entitles you to one vote in person or by proxy at all meetings of the Shareholders. Each CDI you hold entitles you to one vote at all meetings of the Shareholders, however you may only vote in accordance with the special voting instructions for CDI holders below.

You are a registered Shareholder if the Common Shares are registered in your name. This means that your name appears in the Shareholders' register maintained by our transfer agent, AST Trust Company (Canada) ("**AST Trust**"). You are a non-registered (or beneficial) Shareholder if your bank, trust company, securities broker or other financial institution or intermediary (your nominee) holds your Common Shares for you in a nominee account.

CHESSE Depository Nominees Pty Ltd. ("**CDN**") is the Shareholder of record for all Common Shares beneficially owned by holders of CDIs. Holders of CDIs are entitled to receive notice of the Meeting and attend the Meeting and may direct CDN to vote at the Meeting by using the method described in the special voting instructions for CDI holders below.

Common Shares outstanding and principal holders of our Common Shares

On January 29, 2018 the Company had 220,859,861 Common Shares issued and outstanding.

To the knowledge of the directors and executive officers of the Company, as of January 29, 2018 no person beneficially owns, directly or indirectly, or exercises control or direction over, 10% or more of the issued and outstanding Common Shares.

How to vote?

You can vote in person or by proxy. Voting by proxy means you are giving someone else the authority to attend the Meeting and vote your shares for you (called your proxyholder).

Completing the Proxy Form

This package includes a proxy form (for registered Shareholders) (the "**Proxy Form**") that includes the names of First Cobalt officers or directors who are proxyholders. When you vote by proxy, you are giving them the authority to vote your shares for you according to

your instructions. If you return your Proxy Form and do not specify how you want to vote your Common Shares, one of these officers will vote your Common Shares for the items.

You can also appoint someone else to be your proxyholder. Print his or her name in the space provided on the form, or by completing another Proxy Form. The person does not need to be a Shareholder. Your vote can only be counted if he or she attends the Meeting and votes your Common Shares according to your instructions. If you do not specify how you want to vote your Common Shares, your proxyholder can vote as he or she sees fit.

Your proxyholder will vote according to your instructions on these items and on any ballot that may be called for. If there are changes or new items, your proxyholder has the discretionary authority to vote your Common Shares on these items as he or she sees fit.

Returning your Proxy Form

To be effective, we must receive your completed Proxy Form no later than 10:00 a.m. (Toronto time) on March 6, 2018.

If the Meeting is postponed or adjourned, we must receive your completed Proxy Form by 10:00 a.m. (Toronto time), two full business days before any adjourned or postponed Meeting at which the proxy is to be used. Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion and he is under no obligation to accept or reject a late proxy. The Chairman of the Meeting may waive or extend the proxy cut-off without notice.

Exercise of discretion

With respect to matters specified in the proxy, if no voting instructions are provided, the nominees named in the accompanying Proxy Form will vote Common Shares represented by the proxy FOR the approval of such matter.

The nominee named in your Proxy Form will vote or withhold from voting in accordance with your instructions on any ballot that may be called for. The proxy will confer discretionary authority on the nominee with respect to matters identified in the Proxy Form for which a choice is not specified and any other matter that may properly come before the Meeting or any postponement or adjournment thereof, whether or not the matter is routine and whether or not the matter is contested.

As of the date of this Circular, Management is not aware of any amendment, variation or other matter that may come before the Meeting. If any amendment, variation or other matter properly comes before the Meeting, the nominee intends to vote in accordance with the nominee's best judgment.

Registered Shareholders

Registered Shareholders can vote by proxy or in person in one of the following ways:

Voting by proxy

Internet

Go to www.astvotemyproxy.com and follow the instructions on the screen. You will need your control number, which appears below your name and address on the Proxy Form.

Fax and Email

Complete both sides of the Proxy Form, sign and date it and fax both sides to our transfer agent, AST Trust Company Canada, Attention: Proxy Department, to 416.368.2502 or toll free in Canada and the United States to 1.866.781.3111 or scan and email to proxyvote@astfinancial.com.

Mail

Complete, sign and date the form and return it in the envelope provided, or send it to: AST Trust, Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1, Canada.

By appointing someone to attend in person

This person does not need to be a Shareholder. Strike out the names that are printed on the form and print the name of the person you are appointing as your proxyholder in the space provided. Complete your voting instructions, sign and date the form. Make sure the person you are appointing is aware that he or she has been appointed and attends the Meeting on your behalf. Your proxyholder should see a representative of AST Trust when he or she arrives at the Meeting.

Attending the Meeting in person

When you arrive at the Meeting, see a representative of AST Trust to register your attendance. Voting in person will automatically cancel any completed Proxy Form you previously submitted.

Beneficial Shareholders

The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name. Shareholders who hold their Common Shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Common Shares in their own name (referred to herein as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders who appear on the records maintained by the Company's registrar and transfer agent, AST Trust, as registered holders of Common Shares will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then those Common Shares will, in all likelihood, not be registered in the Shareholder's name. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). In the United States, the vast majority of such shares are registered under the name of Cede & Co. (the registration name for The Depository Trust Company, which acts as nominee for many United States brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted or withheld at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of Shareholder meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of instrument of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the Proxy Form provided directly to registered Shareholders by the Company. However, its purpose is limited to instructing the registered Shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. ("**Broadridge**") in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the voting instruction

forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. A Beneficial Shareholder who receives a voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.

Beneficial Shareholders fall into two categories - those who object to their identity being known to the issuers of securities which they own ("**OBOs**") and those who do not object to their identity being made known to the issuers of the securities which they own ("**NOBOs**"). Subject to the provisions of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), issuers may request and obtain a list of their NOBOs from intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. The Company will not be sending proxy-related materials directly to NOBOs.

The Company's OBOs can expect to be contacted by Broadridge or their brokers or their broker's agents as set out above. The Company does not intend to pay for intermediaries to deliver proxy-related materials to OBOs and accordingly, if the OBO's intermediary does not assume the costs of delivery of those documents in the event that the OBO wishes to receive them, the OBO may not receive the documentation.

A Beneficial Shareholder receiving a voting instruction form cannot use that voting instruction form to vote the Common Shares directly at the Meeting or any adjournment or postponement thereof. Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker, a Beneficial Shareholder may obtain a legal proxy from such broker, or Broadridge as the agent for that broker, to attend the Meeting as a proxyholder for the registered Shareholder and vote their Common Shares in that capacity. To do this, a Beneficial Shareholder must enter their own name in the blank space on the voting instruction form indicating that they or their appointee are going to attend and vote at the Meeting and return the voting instruction form to their broker or Broadridge in accordance with the instructions provided well in advance of the Meeting. Beneficial Shareholders will need to bring the legal proxy to the Meeting in order to vote their Common Shares.

All references to Shareholders in the Notice of Meeting, Circular and the accompanying Proxy Form are to registered Shareholders of the Company as set forth on the list of registered Shareholders of the Company as maintained by the registrar and transfer agent of the Company, AST Trust, unless specifically stated otherwise.

Revoking Your Proxy

Registered Shareholders

You can revoke a vote you made by proxy in one of three ways:

1. Complete a new Proxy Form that is dated later than the Proxy Form you want to revoke, and then mail it to AST Trust, so they receive it by 10:00 a.m. (Toronto time) on March 6, 2018;
2. Send a notice in writing to the registered office of the Company at Suite 2200, HSBC Building, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8 so that it is received by 10:00 a.m. (Toronto time) on March 6, 2018; or

3. Provide a notice in writing to the Chairman of the Meeting at the Meeting or, if it is adjourned, when the Meeting resumes.

Special Voting Instructions for CDI Holders

CDI holders can attend the Meeting, however are unable to vote in person at the Meeting.

Each CDI represents one Common Share. Therefore, each CDI holder will be entitled to one vote for every CDI that they hold.

In order to have votes cast at the Meeting on their behalf, CDI holders must complete, sign and return the enclosed CDI Voting Instruction Form in accordance with the instructions below.

CDI Voting Instruction Forms may be lodged in one of the following ways:

- a) by hand to:

Link Market Services
1A Homebush Bay Drive, Rhodes NSW 2138; or

- b) by post to:

First Cobalt Corp. c-/ Link Market Services
Locked Bag A14
Sydney South NSW 1235; or

- c) by facsimile to +61 2 9287 0309; or

- d) lodge online at www.linkmarketservices.com.au, instructions as follows:

Select 'Shareholders Login' and in the 'Single Holding' section enter First Cobalt Corp or the ASX code FCC in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your voting instruction form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your voting instruction form if you lodge it in accordance with the instructions given on the website

Completed CDI Voting Instruction Forms must be provided to Link Market Services no later than 10:00 a.m. (Toronto time) on March 2, 2018, in accordance with the instructions on that form. The CDI voting deadline is two business days prior to the date that Proxy Forms are due so that CDN may vote the Common Shares underlying the applicable CDIs.

PART 2: BUSINESS OF THE MEETING

The Meeting will be held in order:

1. To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purpose of Listing Rule 7.1 of the Australian Securities Exchange and for all other purposes, the shareholders of First Cobalt Corp. (the "Company") approve the issue of 13,017,682 common share purchase warrants of the Company in connection with the Placements (as defined in the Company's Management Proxy Circular dated January 29, 2018), with each common share purchase warrant exercisable at C\$1.50 on or before the date that is 24 months from the date of issue of the common share purchase warrants, on the terms and conditions set out in the Management Proxy Circular."

2. To consider and, if thought fit to pass the following resolution as an **ordinary resolution**:

"That, for the purpose of Listing Rule 7.4 of the Australian Securities Exchange and for all other purposes, the shareholders of First Cobalt Corp. (the "Company") ratify the issue of (A) 4,700,000 common shares of the Company ("Common Shares") at an issue price of C\$1.51, (B) 234,000 Common Shares at an issue price of C\$1.33 and (C) 21,101,364 Common Shares at an issue price of C\$1.10 pursuant to the Placements (as defined in the Company's Management Proxy Circular dated January 29, 2018), on the terms and conditions set out in the Management Proxy Circular."

3. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

In order to pass, each of Resolutions 1 and 2 below must be approved by a majority vote of Shareholders.

Resolution 1 - Proposed Issuance of Common Share Purchase Warrants in Connection with the Placements

Resolution 1 seeks Shareholder approval for the purpose of Listing Rule 7.1 of the ASX and for all other purposes, for the issue of **13,017,682** common share purchase warrants ("**Warrants**") exercisable at C\$1.50 on or before the date that is 24 months from the date of issue on the terms set out in Annexure 1 to this Circular ("**New Warrants**").

In December 2017 First Cobalt completed a bought deal private placement (the "**Bought Deal Placement**") of 25,650,000 common share units of the Company ("**Common Share Units**"). Each Common Share Unit under the Bought Deal Placement comprises one new Common Share ("**New Common Share**") and one half of one New Warrant, at prices of C\$1.10 (for 20,950,000 regular Common Share Units) and C\$1.51 (for 4,700,000 flow-through Common Share Units), for aggregate gross proceeds of C\$30,142,000. In addition, concurrently with or shortly after the Bought Deal Placement, First Cobalt completed a non-brokered private placement (the "**Non-Brokered Placement**") and together with the Bought Deal Placement, the "**Placements**") of 385,364 Common Share Units. Each Common Share Unit under the Non-Brokered Placement comprises one New Common Share and one half of one New Warrant, at prices of C\$1.10 (for 151,364 regular Common Share Units) and C\$1.33 (for 234,000 flow-through Common Share Units), for aggregate gross proceeds of C\$477,720. As stated in the Company's press release dated December 21, 2017, the issue of New Warrants under the Placements is subject to Shareholder approval.

If Shareholder approval is obtained, the New Warrants will be issued to Shareholders on the basis of one half of one New Warrant for every New Common Share issued pursuant to the Placements.

The effect of the issue of New Warrants (on an undiluted basis) on the capital structure of the Company can be summarised as follows:

Securities	Number	Percentage interest
Common Shares currently on issue	220,859,861	100.00%
Warrants currently on issue at a strike price of C\$0.06	200,000	1.51%
New Warrants to be issued under the Placements	13,017,682	98.49%
Total Warrants upon completion of the Placements	13,217,082	100.00% of Warrants
Outstanding Stock Options	6,204,732	100.00% of Options
Shares agreed to be issued for services rendered announced on January 16, 2018	1,566,933	

The issue of New Warrants will not affect the number of Common Shares on issue until they are exercised, there being no guarantee that such exercise will occur.

As noted above, Listing Rule 7.1 of the ASX requires Shareholder approval for the proposed issue of securities in the Company. Listing Rule 7.1 broadly provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the Company's securities then on issue.

The following information in relation to the New Warrants to be issued is provided to Shareholders for the purposes of Listing Rule 7.3 of the ASX:

- (a) the maximum number of New Warrants the Company can issue as a result of the approval of Resolution 1 is 13,017,682 (subject to customary anti-dilution and adjustment provisions in accordance with the terms of the related Warrant Indenture);
- (b) the Company will issue the New Warrants no later than three months after the date of the Meeting, unless otherwise extended by way of the ASX granting a waiver to the Listing Rules of the ASX;
- (c) the terms of the New Warrants are set out in Annexure 1 to this Circular;
- (d) the New Warrants will be issued to the participants in the Placements;
- (e) the New Warrants will be issued as consideration for the participants in the Placements subscribing for New Common Shares;

(f) the funds raised by the Placements will be used for funding exploration and development of the Company's Greater Cobalt Project in Ontario, Canada and for working capital and general corporate purposes. It is anticipated that further proceeds raised if New Warrants are exercised will be applied to working capital;

(g) the New Warrants will be issued on one date; and

(h) the issue price of the New Warrants will be nil, as they are free attaching and will be issued on the basis of one half of one New Warrant for every New Common Share issued under the Placements.

Resolution 2 - Ratification of Issuance of Common Shares Pursuant to the Placements

Reference is made to the Placements referred to in Resolution 1 above. Listing Rule 7.4 of the ASX permits the ratification of previous issues of securities made without prior Shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1 of the ASX. The effect of the ratification is to restore the Company's maximum discretionary power to issue further securities up to 15% of the issued capital of the Company without requiring Shareholder approval.

Resolution 2 seeks ratification under Listing Rule 7.4 of the ASX of the issue of **26,035,364** New Common Shares that were made pursuant to the Placements in order to restore the ability of the Company to issue further securities within the 15% limit during the next 12 months.

The following information in relation to the New Common Shares is provided to Shareholders for the purposes of Listing Rule 7.5 of the ASX:

- (a) 26,035,364 New Common Shares were issued;
- (b) the New Common Shares were issued as follows: (A) 4,700,000 Common Shares at an issue price of C\$1.51, (B) 234,000 Common Shares at an issue price of C\$1.33 and (C) 21,101,364 Common Shares at an issue price of C\$1.10, in each case pursuant to the Placements;
- (c) the New Common Shares issued were fully paid ordinary Common Shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary Common Shares on issue;
- (d) the New Common Shares were issued to subscribers pursuant to the Placements; and
- (e) the funds raised by the Placements will be used for funding exploration and development of the Company's Greater Cobalt Project in Ontario, Canada and for working capital and general corporate purposes.

PART 3: OTHER INFORMATION

Interest in Certain Persons or Companies in Matters to be Acted Upon

No (i) director or executive officer of the Company at any time since the Company's last completed financial year; or (ii) associate or affiliate of a person in (i), has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

Interest of Informed Persons in Material Transactions

To the knowledge of Management of the Company, no director or executive officer of the Company, no person who beneficially owns, controls or directs, directly or indirectly, Common Shares carrying 10% or more of the voting rights attached to all outstanding Common Shares (each of the foregoing being an "**Informed Person**"), no director or executive officer of an entity that is itself an Informed Person or a subsidiary of the Company, and no associate or affiliate of the foregoing has any material interest, direct or indirect, in any transaction since the beginning of the Company's last completed financial year or in any proposed transaction which, in either case, has materially affected or would materially affect the Company or any of its subsidiaries.

Auditor

MNP LLP is the Company's current auditor.

Management Contracts

The management functions of the Company and its subsidiaries are not performed to any substantial degree by any person or company other than the directors and executive officers of the Company or its subsidiaries.

Other Matters

Management knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if any other matter properly comes before the Meeting, the accompanying proxy will be voted on such matter in accordance with the best judgment of the person or persons voting the proxy.

Additional Information

Additional information regarding the Company and its business activities is available on the SEDAR website located at www.sedar.com under "Company Profiles – First Cobalt Corp." The Company's audited financial statements and management discussion and analysis ("**MD&A**") for the financial year ended March 31, 2016 and the three and six months ended September 30, 2017 are available for review under the Company's profile on SEDAR. Shareholders may contact the Company to request copies of the financial statements and MD&A by: (i) mail to Suite 2200, HSBC Building, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8; or (ii) e-mail to info@firstcobalt.com.

Approval of Directors

The contents and the sending of this Circular have been approved by the Board of Directors of the Company.

DATED at Toronto, Ontario, the 29th day of January, 2018.

By Order of the Board of Directors,

"Trent Mell"

Trent Mell
Chief Executive Officer

GLOSSARY

Associate has the meaning given in sections 12 and 16 of the Australian Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules of the ASX and on the basis that the Company is the “designated body” for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

AST Trust means AST Trust Company (Canada).

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Australian Corporations Act means the *Corporations Act 2001* (Cth).

Beneficial Shareholders means Shareholders who hold their Common Shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Common Shares in their own name.

Bought Deal Placement means the placement of 25,650,000 million Common Share Units of the Company, for aggregate gross proceeds of C\$30,142,000.

Broadridge means Broadridge Financial Solutions Inc.

C\$ means Canadian Dollars.

CDI means a CHESS Depository Interest over Common Shares.

CDI Voting Instructions Form means the CDI voting instructions form accompanying the Notice.

CDN means CHESS Depository Nominees Pty Ltd.

Chairman means the Chairman of the Company.

Child Entity has the meaning given to that term in the Listing Rules.

Circular or **Management Proxy**

Circular means this management proxy circular.

Common Shares means fully paid Common Shares in the capital of the Company.

Common Share Unit means one New Common Share and one half of one Warrant.

Company or **First Cobalt** means First Cobalt Corp.

Listing Rules means the ASX Listing Rules.

Management means management of First Cobalt.

MD&A means the Company’s management’s discussion and analysis.

Meeting means the special meeting convened by the Notice.

New Common Shares means Common Shares issued pursuant to the Placements.

New Warrant means a Warrant, exercisable at C\$1.50 on or before the date that is 24 months from the date of issue, on the terms set out in Annexure 1 to this Circular.

NI 54-101 means National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*.

NOBOs means Beneficial Shareholders who do not object to their identity being made known to the issuers of the securities which they own.

Non-Brokered Placement means the non-brokered placement of 385,364 Common Share Units of the Company, for aggregate gross proceeds of C\$477,720.

Notice or **Notice of Meeting** means this notice of special meeting.

OBOs means Beneficial Shareholders who object to their identity being known to the issuers of securities which they own.

Placements means the Bought Deal Placement and the Non-Brokered Placement.

Proxy Form means the form of proxy accompanying the Notice.

Record Date means February 5, 2018.

Resolution means a resolution contained in the Notice.

Shareholder means a holder of Common Shares of the Company from time to time.

Warrant means a Common Share purchase warrant.

ANNEXURE 1 – NEW WARRANT TERMS

The terms of the New Warrants are set out below.

- a) Each New Warrant is exercisable at C\$1.50.
- b) Each New Warrant expires on the date that is 24 months after the date of issue.
- c) Upon exercise, the holder of a New Warrant is entitled to receive 1 fully paid Common Share in First Cobalt.
- d) New Warrants will not be quoted and will be subject to the terms of a Warrant Indenture to be entered into by First Cobalt and AST Trust and will contain customary anti-dilution and adjustment provisions.



LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au


BY MAIL

First Cobalt Corp.
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

CDI VOTING INSTRUCTION FORM

DIRECTION TO CHESS DEPOSITARY NOMINEES PTY LTD

I/We being a holder of CHESS Depositary Interests (CDIs) of First Cobalt Corp. (Company) hereby direct CHESS Depositary Nominees Pty Ltd (CDN) to vote the shares underlying my/our CDI holding at the Special Meeting of stockholders of the Company to be held at **10:00am (Toronto time) on March 8, 2018 at the boardroom of Fasken Martineau DuMoulin LLP located at Suite 2400, Bay Adelaide Centre, 333 Bay Street, Toronto, Ontario, M5H 2T6**, and at any adjournment or postponement of that Meeting, in accordance with the following directions. By execution of this CDI Voting Instruction Form the undersigned hereby authorises CDN to appoint such proxies or their substitutes in their discretion to vote in accordance with the directions set out below.

VOTING INSTRUCTIONS

Voting instructions will only be valid and accepted by CDN if they are signed and received no later than 10:00am (Toronto time) on March 2, 2018.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

- | | For | Against | Abstain* |
|--|--------------------------|--------------------------|--------------------------|
| 1 Proposed Issuance of Common Share Purchase Warrants in Connection with the Placements as fully set out in the management proxy circular of the Company dated January 29, 2018 (Circular) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Ratification of Issuance of Common Shares Pursuant to the Placements as fully set out in the Circular | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |



* If you do not mark the "For", "Against" or "Abstain" box your vote will not be counted.

SIGNATURE OF CDI HOLDERS – THIS MUST BE COMPLETED

CDI Holder 1 (Individual)

Sole Director and Sole Company Secretary

Joint CDI Holder 2 (Individual)

Director/Company Secretary (Delete one)

Joint CDI Holder 3 (Individual)

Director

This form should be signed by the CDI Holder in accordance with the instructions overleaf.



HOW TO COMPLETE THIS CDI VOTING INSTRUCTION FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's CDI register. If this information is incorrect, please make the correction on the form. CDI Holders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your CDIs using this form.**

DIRECTION TO CHESSE DEPOSITARY NOMINEES PTY LTD

Each CHESSE Depositary Interest (CDI) is evidence of an indirect ownership in the Company's shares of common stock (Shares). The underlying Shares are registered in the name of CHESSE Depositary Nominees Pty Ltd (CDN). As holders of CDIs are not the legal owners of the Shares, CDN is entitled to vote at the Meetings of stockholders on the instruction of the registered holders of the CDIs.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either holder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with Link. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: with respect to an Australian company, where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place. With respect to a U.S. company or other entity, this form may be signed by one officer. Please give full name and title under the signature.

LODGEMENT OF A CDI VOTING INSTRUCTION FORM

This CDI Voting Instruction Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Toronto time) on March 2, 2018, being four business days before the commencement of the Meeting.** Any CDI Voting Instruction Form received after that time will be invalid.

CDI Voting Instruction Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the CDI Voting Instruction Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, stockholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the CDI Voting Instruction Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your instruction by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

First Cobalt Corp.
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* in business hours (Monday to Friday, 9:00am–5:00pm)



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).