

NORTHERN COBALT LIMITED

ACN 617 789 732

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTES

PROXY FORM

Date of Meeting

28 September 2018

Time of Meeting

10:30 am (Adelaide time)

Place of Meeting

Grant Thornton
Level 3, 170 Frome Street
Adelaide, South Australia

NOTICE OF 2018 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Northern Cobalt Ltd ("Company") will be held at the offices of Grant Thornton, Level 3, 170 Frome Street, Adelaide, South Australia on Friday 28 September 2018 at 10:30 am (Adelaide time).

The business to be considered at the Annual General Meeting is set out below.

This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Notes, which forms part of this Notice of Meeting and contains information in relation to the following Resolutions. If you are in any doubt as to how you should vote on the Resolutions set out in this Notice of Meeting, you should consult your financial or other professional adviser.

Defined terms used in this Notice of Meeting have the meanings given to those Terms in the Glossary at the end of the Explanatory Notes.

GENERAL BUSINESS

2018 Financial Statements

To receive, consider and discuss the Company's annual financial report including the Directors' Declaration for the year ended 30 June 2018 and the accompanying Directors' Report, Remuneration Report and Auditor's Report.

ORDINARY BUSINESS

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass with or without amendment, the following Resolution as a non-binding Resolution:

"That the Remuneration Report that forms part of the annual financial report of the Company for the year ended 30 June 2018 be adopted for the purpose of section 250R(2) of the Corporations Act."

Note: Section 250R(3) of the Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 – Re-election of Mr Leonard Dean as a Director of the Company

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

"That Mr Leonard Dean, a Director retiring by rotation in accordance with clause 13.2 of the Constitution of the Company and ASX Listing Rule 14.5, being eligible, and having offered himself for re-election, be re-elected as a Director of the Company."

Resolution 3 – Ratification of 600,000 Consideration Shares issued in the preceding 12 month period

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the allotment and issue of 600,000 Consideration Shares during the preceding 12 month period on the terms and to the parties set out in the Explanatory Notes is ratified."

Resolution 4 – Ratification of 8,568,674 Placement Shares issued in the preceding 12 month period

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the allotment and issue of 8,568,674 Placement Shares during the preceding 12 month period on the terms and to the parties set out in the Explanatory Notes is ratified."

Resolution 5 – Share Placement Facility

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the approval to issue up to 10,000,000 Shares within 3 months of the date of this Annual General Meeting as set out in the Notice of Meeting and Explanatory Notes.”

Resolution 6 – Issue of Director Performance Rights to Mr Leonard Dean

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

“That, for the purposes of ASX Listing Rule 10.11, approval is given for the issue and allotment of 500,000 Director Performance Rights to Mr Leonard Dean (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Resolution 7 – Issue of Director Performance Rights to Mr Michael Schwarz

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

“That, for the purposes of ASX Listing Rule 10.11, approval is given for the issue and allotment of 500,000 Director Performance Rights to Mr Michael Schwarz (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Resolution 8 – Issue of Director Performance Rights to Mr Duncan Chessell

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

“That, for the purposes of ASX Listing Rule 10.11, approval is given for the issue and allotment of 500,000 Director Performance Rights to Mr Duncan Chessell (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Resolution 9 – Issue of Director Performance Rights to Mr Andrew Shearer

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

“That, for the purposes of ASX Listing Rule 10.11, approval is given for the issue and allotment of 500,000 Director Performance Rights to Mr Andrew Shearer (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

SPECIAL BUSINESS – SPECIAL RESOLUTIONS

Resolution 10 – Approval of 10% Additional Placement Capacity

To consider and, if thought fit, pass the following Resolution as a Special Resolution:

“That, for the purpose of ASX Listing Rule 7.1A, approval is given for the Company to have the additional capacity to issue Equity Securities totalling up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Notes.”

VOTING INFORMATION, EXCLUSIONS AND PROHIBITIONS

The business of the Meeting affects your Shareholding and your vote is important.

Voting prohibition statement in relation to Resolution 1

A vote on this Resolution must not be cast (in any capacity) in favour of the Resolution by or on behalf of either of the following persons:

- a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- b) the voter is the Chair and the appointment of the Chair as proxy:
 - i) does not specify the way the proxy is to vote on this Resolution; and

- ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Voting exclusion in relation to Resolution 3 (ratification of prior issue of Consideration Shares)

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 3 by Gempart (NT) Pty Ltd and its nominees or any associate of such persons. However, the Company need not disregard a vote if:

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

Voting exclusion in relation to Resolution 4 (ratification of prior issue of Placement Shares)

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of this Resolution by participants in the Placement and their nominees or any associate of such persons. However, the Company need not disregard a vote if:

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

Voting exclusion in relation to Resolution 5 (Share placement facility)

The Company will disregard any votes cast in favour of this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities or any of their associates, if the Resolution is passed. However, the Company will not disregard any votes on this Resolution if it 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 a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Voting Exclusion statement in relation to Resolutions 6, 7, 8 and 9

The Company will disregard any votes cast in favour of each of these Resolutions by or on behalf of the relevant Director described in each Resolution (or their nominee) or any of their associates. However, the Company will not disregard any votes on this Resolution if it 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 a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Voting Prohibition Statement in relation to Resolutions 6, 7, 8 and 9:

A person appointed as a proxy must not vote, on the basis of that appointment, on these Resolutions if:

- a) the proxy is either:
 - i) a member of the Key Management Personnel; or
 - ii) a Closely Related Party of such a member; and
- b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not the relevant Director described in each Resolution (or their nominee) or any of the relevant Director's associates, the above prohibition does not apply if:

- a) the proxy is the Chair; and
- b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting exclusion in relation to Resolution 10 (10% Additional Placement Capacity)

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of this Special Resolution 10 by any person who may participate in the proposed issue and any person who might obtain a benefit (except a benefit solely in the capacity of a holder of Shares) or any associate of such person, if the Resolution is passed. However, the Company need not disregard a vote if:

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

Important information concerning proxy votes on Resolutions 1, 6, 7, 8 and 9

The Corporations Act places certain restrictions on the ability of Key Management Personnel and their closely related parties to vote on the Resolutions connected directly or indirectly with the remuneration of the Key Management Personnel.

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all Resolutions. In particular, Shareholders who intend to appoint the Company's Chairman as their proxy (including an appointment by default) are encouraged to direct the Chairman as to how to vote on all Resolutions.

If the Chairman of the Meeting is appointed, or taken to be appointed, as your proxy, you can direct the Chairman to vote for, against or abstain from voting on Resolutions 1, 6, 7, 8 and 9 by marking the box opposite the respective Resolution on the Proxy Form. You should direct the Chairman how to vote on these Resolutions.

However, if the Chairman of the Meeting is your proxy and you do not direct the Chairman how to vote in respect of Resolutions 1, 6, 7, 8 and 9 on the Proxy Form, you will be deemed to have directed and expressly authorised the Chairman to vote your proxy in favour of the relevant Resolution(s). This express authorisation acknowledged that the Chairman may vote your proxy even if:

- (a) Resolutions 1, 6, 7, 8 and 9 are connected directly or indirectly with the remuneration of a member or members of the Key Management Personnel for the Company; and
- (b) the Chairman has an interest in the outcome of Resolutions 1, 6, 7, 8 and 9 and that votes cast by the Chairman for these Resolutions, other than as authorised proxy holder, will be disregarded because of that interest.

Voting and proxy

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should either attend in person at the time, date and place of the Meeting set out above or appoint a proxy or proxies to attend or vote on the Member's behalf.

In completing the attached Proxy Form, Members must be aware that where the Chairman of the Meeting is appointed as their proxy, they will be directing the Chairman to vote in accordance with the Chairman's voting intention unless you indicate otherwise by marking the "For", "Against" or "Abstain" boxes. The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. Members should note that they are entitled to appoint the Chairman as a proxy with a direction to cast the votes contrary to the Chairman's voting intention, or to abstain from voting, on any Resolution in the Proxy Form. Also, Members may appoint, as their proxy, a person other than the Chairman.

A proxy need not be a Member of the Company. For the convenience of Members, a Proxy Form is enclosed. A Member who is entitled to attend and cast two or more votes is entitled to appoint two proxies. Where two proxies are appointed, each appointment may specify the proportion or number of voting rights each proxy may exercise. If the Member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes able to be cast by the appointing Member.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form. In order to be valid, the Proxy Form must be received by the Company at the address or facsimile number specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 10:30am Adelaide time on 26 September 2018):

By mail: Northern Cobalt Limited
c/- Security Transfer Australia Pty Ltd
PO BOX 52
Collins Street West VIC 8007

By hand: Exchange Tower, Level 9, Suite 913
530 Little Collins Street
MELBOURNE VIC 3000

By facsimile: +61 8 9315 2233

Any Proxy Forms received after that time will not be valid for the Meeting.

A Member who is a body corporate may appoint a representative to attend the Meeting in accordance with the Corporations Act. Representatives will be required to present documentary evidence of their appointment on the day of the Meeting.

For the purpose of determining the voting entitlements at the Meeting, the Directors have determined that Shares will be taken to be held by the registered holders of those Shares at 6:30pm Adelaide time on 26 September 2018. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board

Jaroslav (Jarek) Kopias
Company Secretary
Adelaide, 29 June 2018

ANNUAL GENERAL MEETING - EXPLANATORY NOTES

These Explanatory Notes accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting, and should be read in conjunction with this Notice of Meeting.

If any Shareholder is in doubt as to how they should vote, they should seek advice from their legal, financial or other professional adviser prior to voting.

Introduction

These Explanatory Notes have been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be considered at the Annual General Meeting of the Company. The Directors recommend Shareholders read these Explanatory Notes in full before making any decision in relation to the Resolutions.

Terms defined in the Notice of Meeting have the same meaning in these Explanatory Notes.

Receiving financial statements and reports

The Corporations Act requires that Shareholders consider the annual consolidated financial statements and reports of the Directors and auditor every year.

There is no requirement either in the Corporations Act or the Constitution for Shareholders to approve the financial report, the Directors' report or the auditor's report. Shareholders will be given a reasonable opportunity at the meeting to:

- a) ask questions about, or make comments on, the management of the Company; and
- b) ask a representative of the Company's Auditor, Grant Thornton, questions relevant to:
 - 1) the conduct of the audit;
 - 2) the preparation and content of the Auditor's Report;
 - 3) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - 4) the independence of the Auditor in relation to the conduct of the audit.

A Member who is entitled to cast a vote at the Meeting may submit written questions to the Company's Auditor if the question is relevant to the content of the Auditor's report or the conduct of the audit of the annual financial report. A written question must be submitted by giving the question to the Company no later than 5:00pm Adelaide time on Thursday 20 September 2018, being five business days before the day on which the Meeting is to be held and, the Company will then, as soon as practicable after the question has been received, pass the question on to the Auditor.

The Chairman of the Annual General Meeting will allow a reasonable opportunity at the Annual General Meeting for a representative of the Company's Auditor to answer any such written questions submitted. If the Company's Auditor has prepared written answers to written questions, the Chairman may allow these to be tabled at the Meeting and such written answers will be available to Members as soon as practicable after the Meeting. The Company will make copies of the question list reasonably available to Members attending the Meeting.

No Resolution is required to be moved in respect of this item of general business.

GENERAL BUSINESS

Resolution 1: Adoption of Remuneration Report

The Remuneration Report for the financial year ended 30 June 2018 is set out in the Directors' Report within the 2018 Annual Report, which is available on the Company's website: <https://northerncobalt.com.au/>. The Remuneration Report sets out the Company's remuneration arrangements for Directors, including the Managing Director, and members of the Company's Key Management Personnel.

Section 300A of the Corporations Act requires the Directors to include a Remuneration Report in their report for the financial year. Section 250R(2) of the Corporations Act requires the Remuneration Report to be put to a vote at the Company's Annual General Meeting. The vote on the Resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

In relation to the non-binding Shareholder vote, under the Corporations Act, if 25% or more of the votes that are cast are voted against the adoption of a company's remuneration report at two consecutive AGM's, then Members will be required to vote at the second of those AGMs on a resolution ("Spill Resolution") that another meeting be held within 90 days at which all of the Directors (except the Managing Director) cease to hold office immediately before the end of the "spill meeting" and must stand for re-election.

The meeting may resolve to appoint those or other persons to the vacated positions. The Corporations Act also contains a re-setting mechanism so that a Spill Resolution could only be considered by Members at every second AGM. There were no votes cast against the Company's remuneration report at the 2017 AGM.

The Directors believe that the Company's remuneration policies and structures are appropriate relative to the size of the Company and its business.

Board Recommendation: The Board, while noting that each Director has a personal interest in their own remuneration from the Company, recommends that Members vote in favour of Resolution 1.

Resolution 2: Re-election of Mr Leonard Dean as a Director of the Company

In accordance with clause 13.2 of the Constitution, there must be an election of Directors at each Annual General Meeting. A retiring Director is eligible for re-election.

ASX Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

Clause 13.2 of the Constitution provides that:

- (a) at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election;
- (b) the Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots;
- (c) a Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election; and
- (d) in determining the number of Directors to retire, no account is to be taken of:
 - a. a Director who only holds office until the next annual general meeting pursuant to clause 13.4 of the Constitution; and/or
 - b. a Managing Directoreach of whom are exempt from retirement by rotation. However, if more than one Managing Director has been appointed by the Directors, only one of them (nominated by the Directors) is entitled to be excluded from any determination of the number of Directors to retire and/or retirement by rotation.

Accordingly, Mr Leonard Dean is required to retire as a Director of the Company and being eligible, has offered himself for re-election. A resume of Mr Dean follows:

Leonard (Len) Dean, BSc Metallurgy, MAICD (Non-executive Chairman)

Mr Dean has over 50 years' experience across various operational, marketing and management roles in the resources industry covering a number of jurisdictions.

Mr Dean has previously held senior roles with BHP Billiton including as Marketing Director Iron Ore and Group General Manager Minerals Marketing. Following his career at BHP Billiton, Mr Dean consulted to a number of companies providing marketing, commercial and technical services to the iron ore industry.

Mr Dean has held a number of board positions including managing Director of Sesa Goa Ltd, India's largest publicly listed iron ore company, Non-Executive Director of WPG Resources Limited and Northern Cobalt Limited.

Mr Dean holds a Bachelor of Science in Metallurgy and is a member of the Australian Institute of Company Directors.

The Board considers Mr Dean to be an independent Director.

Mr Dean has been a Director of the Company since 6 March 2017.

Board Recommendation: The Directors (other than Mr Dean who is not entitled to make, and does not make, a recommendation) recommend that Shareholders vote in favour of Resolution 2.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the re-election of Mr Dean.

Resolutions 3 and 4: Ratification of 600,000 Consideration Shares and 8,568,674 Placement Shares issued in the preceding 12 month period

Background

The Company has announced two separate issues of Equity Securities as follows:

- 8 February 2018; issue of 600,000 Consideration Shares (**Consideration Shares**) to Gempart (NT) Pty Ltd (and nominees) as consideration for the acquisition of various exploration tenements in the Northern Territory; and
- 21 March 2018; issue of 8,568,674 Placement Shares (**Placement Shares**) to sophisticated, professional and institutional investors under a share placement to raise \$2,999,035.90 (before costs).

The Consideration Shares were issued without Shareholder approval under the Company's 15% placement capacity under Listing Rule 7.1. The Placement Shares were issued without Shareholder approval under the Company's 15% placement capacity under Listing Rule 7.1 and with prior Shareholder approval under the Company's 10% Additional Placement Capacity under Listing Rule 7.1A.

Reason for approval

Under ASX Listing Rule 7.1, the Company may not, without Members' approval, issue Equity Securities of more than 15% of its total issued Securities within a 12-month period. Further, under Listing Rule 7.1A, as approved at the Company's 2017 Annual General Meeting held on 24 November 2017, the Company may issue a further 10% of its total issued Securities under the 10% Additional Placement Capacity.

Listing Rule 7.4 permits ratification of previous issues of securities made without prior shareholder approval under Listing Rule 7.1, provided the issue did not breach the maximum thresholds set by Listing Rule 7.1.

Under Listing Rule 7.1A.2, any securities issued under the 10% Additional Placement Capacity will be counted toward the 10% limit pursuant to Listing Rule 7.1A for a period of 12 months from the date of issue unless Shareholders later ratify the issue of those Securities.

The Consideration Shares and Placement Shares were issued without Shareholder approval pursuant to Listing Rules 7.1 and 7.1A and thus the Company is seeking ratification of these issues at this Meeting.

Of the 8,568,674 Placement Shares issued, 3,935,284 were issued under Listing Rule 7.1A and the remaining 4,633,390 Shares were issued under Listing Rule 7.1. All of the Consideration Shares were issued under Listing Rule 7.1.

The Company confirms that the issue of the 600,000 Consideration Shares and 4,633,390 Placement Shares did not breach Listing Rule 7.1 and the 3,935,284 Placement Shares did not breach Listing Rule 7.1A at the date of issue.

Listing Rule 7.5 contains certain requirements as to the contents of a Notice sent to Shareholders for the purpose of Listing Rule 7.4 and the following information is included in this Explanatory Statement for that purpose:

- 600,000 Consideration Shares were issued on 8 February 2018 at a price of \$0.42 per Share. 8,568,674 Placement Shares were issued on 21 March 2018 at a price of \$0.35 per Share;
- the Consideration Shares and Placement Shares issued are fully paid ordinary shares and rank equally with other Shares on issue;
- the Consideration Shares were issued to Gempart (NT) Pty Ltd (and nominees) and the Placement Shares were issued to sophisticated and professional investors, none of whom are related parties of the Company;
- there were no funds raised upon the issue of Consideration Shares. The Consideration Shares were issued as consideration for the purchase of nine tenements in the Northern Arunta Pegmatite Province, Northern Territory;
- the purpose of the funds raised upon issue of Placement Shares was to:
 - expand exploration at the Wollongorang Cobalt Project;
 - advance studies relating to the potential development of the Stanton Cobalt Project;
 - accelerate exploration at the Company's newly acquired Arunta Lithium & REE Project;
 - enable assessment and acquisition of further battery metals opportunities; and
 - for working capital purposes.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolutions 3 and 4.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the ratification of 600,000 Consideration Shares and 8,568,674 Placement Shares issued in the preceding 12 month period.

Resolution 5: Share Placement Facility

The Company seeks Shareholder approval, for the purposes of Listing Rule 7.1, for a Share placement facility to allow the issue of up to a maximum 10,000,000 new Shares on the terms described in this Resolution 5.

The effect of Resolution 5 will be to allow the Company to issue the Shares pursuant to the Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

The Company was admitted to the official list of ASX in September 2017 and, since listing, has been very active in its exploration and business development activities. Northern Cobalt has acquired new tenements in the Arunta region through the issue of shares (the subject of Resolution 3) and application and grant of exploration tenements in its own right. To progress the additional projects acquired since its Initial Public Offering, the Company has completed a share placement (the subject of Resolution 4) and an SPP raising approximately \$3.6 million.

In addition to progressing its exploration targets, the Company appointed one of its Directors to the position of Executive Director of Business and Project Development and is focussed on business development activities and is assessing opportunities in a proactive way, for which it wishes to be ready.

The Share placement facility provides the Company with flexibility to raise further funds if warranted by further exploration success, resultant feasibility studies and further business development activity. The Share placement facility will only be used if required and will lapse otherwise.

In accordance with the requirements of listing rule 7.3 the following information is provided in respect of the share placement facility:

The Shares will be issued at a minimum price that is at least 80% of the volume weighted average market price for securities in that class. The average will be calculated over the last 5 days on which sales in the securities were recorded before the day on which the issue will be made, or, if there is a prospectus relating to the issue, over the 5 days on which sales of Shares are recorded before the date of the prospectus.

The names of the proposed allottees are not known and the quantity of the Shares to be issued to each allottee is not known. The Company intends (but without limitation) that the Shares will be issued to qualified clients of member firms of ASX or sophisticated or professional investors, none of whom are related parties of the Company, and at the discretion of the Board.

The funds raised will be used to further the Company's cobalt and lithium projects. Funds would also be used for ongoing exploration, acquisition of new projects and for working capital purposes.

The securities will rank equally in all respects with all other Shares on issue as at the date of their issue.

The allotment will occur between the date of this Annual General Meeting and 28 December 2018 – being 3 months after approval. The allotment may occur at one time or progressively as best assessed by the Company. No Shares approved under this Resolution will be issued after 28 December 2018 or such later date permitted by any ASX waiver or modification of the Listing Rules.

If Shareholders approve this Resolution, then the Company will have the flexibility to issue more securities during the 3 month period after the Annual General Meeting if an opportunity arises which the Board believes is in the best interests of the Company. For the purpose of Listing Rule 7.1, the issue of these Shares would not make up part of the 15% limit and would enable that proportion of the 15% limit to be used for a future issue of Equity Securities.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 5.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the Share Placement Facility.

Resolutions 6, 7, 8 and 9: Issue of Director Performance Rights to Participating Directors

Background

Mr Michael Schwarz and Mr Duncan Chessell are Executive Directors of the Company with responsibility for the management and oversight of the Company's operations. Mr Schwarz' and Mr Chessell's remuneration comprises a base remuneration component and other cash benefits. Mr Dean and Mr Shearer are non-executive Directors with responsibility of steering oversight of Company. In order to remunerate Mr Dean, Mr Schwarz, Mr Chessell and Mr Shearer (Participating Directors) based on their qualifications and experience within the minerals exploration market and the desire to preserve cash, the Board has determined to include an incentive based component to their remuneration package. The Participating Directors have been invited by the board of the Company to be issued with Director Performance Rights if approved by Members at this Meeting.

Reason for approval

ASX Listing Rule 10.11 requires Shareholder approval for the issue of securities to a related party, or a person whose relationship with the entity, or a related party is, in ASX's opinion, such that approval should be obtained. A Director is a related party of the Company.

The Participating Directors are Director of the Company. Accordingly, shareholder approval is sought for the issue of a total of 2,000,000 Director Performance Rights to the Participating Directors (or their nominees) on the terms set out below. The Director Performance Rights to be granted to the Participating Directors are in effect conditional entitlements, which may vest subject to the satisfaction of performance hurdles, details of which are summarised below. If approval of the issue of the Performance Rights is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1. The issue of the Performance Rights to the Participating Directors will therefore not be included in the 15% calculation for the purposes of Listing Rule 7.1.

Issue of Director Performance Rights

Upon approval at this Meeting, the Company intends to issue 500,000 Director Performance Rights to each Participating Directors within 5 business days of the Meeting. The Performance Rights will vest in tranches upon each performance hurdle being met as approved by the Board. The Company will not issue the Director Performance Rights later than 12 months after the Meeting.

In the event that all Director Performance Rights vest upon satisfaction of the performance KPIs (summarised below), the maximum number of Shares that would be issued to the participating Directors is 2,000,000. The Shares to be issued upon vesting of the Director Performance Rights will all be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

The Company advises that there are no loans provided to the Participating Directors in relation to the issue of Director Performance Rights.

Issue Price and Exercise Price

There is no issue price and consequently there are no funds raised upon issue of the Director Performance Rights as they are issued for nil consideration. Each Director Performance Right issued to the Participating Directors will have a nil exercise price.

Key Performance Indicators

The Director Performance Rights vest and become exercisable if the Key Performance Indicator hurdle is satisfied by the Lapsing date.

Where KPI's are met and Director Performance Rights are exercised, Shares on the exercise of Director Performance Rights are expected to be issued progressively over the two year period.

The Key Performance Indicators relate to the Participating Directors' and the Company's performance during the period 28 September 2018 to 28 September 2020 – Director Performance Rights will lapse 2 years after issue if the KPI hurdle is not met.

TABLE 1

KPI	Director	Maximum number of Director Performance Rights which vest upon achieving KPI's
Share Price*	M Schwarz	500,000
Share Price*	D Chessell	500,000
Share Price*	L Dean	500,000
Share Price*	A Shearer	500,000
TOTAL		2,000,000

*Share Price KPI – 500,000 Director Performance Rights each

The Director Performance Rights will vest upon the Company's share price exceeding a \$0.75 VWAP at any time in the 2 year period after grant for a period of at least 1 month.

TABLE 2

Director	Maximum number of Director Performance Rights vesting	Grant date ¹	Vesting date	Lapsing date ²
L Dean	500,000	28 Sep 2018	Meeting KPI	31 Dec 2020
M Schwarz	500,000	28 Sep 2018	Meeting KPI	31 Dec 2020
D Chessell	500,000	28 Sep 2018	Meeting KPI	31 Dec 2020
A Shearer	500,000	28 Sep 2018	Meeting KPI	31 Dec 2020
TOTAL	2,000,000			

¹ Within 5 business days of receipt of Shareholder approval.

² Director Performance Rights will expire within 3 months of the Participating Director ceasing to hold office with the Company if earlier than lapsing date. The Board will have 3 months from the end of the KPI measurement period to determine whether the rights have vested based on a KPI.

Should the Participating Director cease to be an officer of the Company, the corresponding Director Performance Rights will expire within 3 months of their departure.

Participating Director interests and remuneration

The Participating Directors are remunerated as listed in Table 3.

TABLE 3

Director	Full year amount	2017/18 payments ¹
L Dean	\$60,000	\$46,833
M Schwarz	\$192,720	\$150,658 ²
D Chessell	\$192,720	\$112,992 ³
A Shearer	\$35,000	\$27,319

¹ Payments to 30 June 2018 (unaudited)

² Payments commenced from 20 September 2017 – admission to official list of ASX

³ Paid as non-executive Director from 20 September 2017 to 14 December 2017 and Executive Director from 15 December 2017

The participating Directors have the following relevant interest in Equity Securities of the Company:

TABLE 4

Director	Shares	Unlisted options	Performance Shares
L Dean	292,858	1,000,000	-
M Schwarz	214,286	3,000,000	-
D Chessell	4,908,750	697,500	2,458,125
A Shearer	840,000	450,000	1,125,000

There are no Performance Rights currently on issue.

If all of the Director Performance Rights granted to the Participating Directors vest and are exercised, then a total of 2,000,000 new Shares would be issued. This will increase the number of Shares on issue from 50,185,836 to 52,185,836 (assuming that no other options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by approximately 4.0%.

The market price for Shares during the term of the Director Performance Rights will affect the value of the perceived benefit given to the Participating Directors. If, at any time any of the Performance Rights vest, then there may be a perceived cost to Northern Cobalt. The trading history of Shares on ASX in the 12 months before the date of this Notice (to 29 June 2018) are:

TABLE 5

	Price	Date
Highest	\$0.81	29 November 2017
Lowest	\$0.165	26 June 2018 and 29 June 2018
Last	\$0.19	28 June 2018

Corporations Act

Under Chapter 2E of the Corporations Act, a public company cannot give a financial benefit to a related party unless an exception applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

The Participating Directors are Directors so are related parties of the Company. In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of the Director Performance Rights, pursuant to Resolutions 6, 7, 8 and 9, as the exception in section 211 of the Corporations Act applies. Shareholder approval must nonetheless be obtained pursuant to ASX Listing Rule 10.11. The Performance Rights which are proposed to be issued are considered to be reasonable remuneration for the purposes of section 211 of the Corporations Act.

ASX Listing Rules Requirements

ASX Listing Rule 10.11 provides that a Company must not issue or agree to issue securities to a related party (a Director), without first obtaining shareholder approval.

ASX Listing Rule 10.13 requires that the following information to be provided to Shareholders when seeking an approval for the purposes of ASX Listing Rule 10.11:

- a) The Performance Rights will be issued to the Participating Directors or their nominee(s).
- b) The number of Performance Rights to be issued is 2,000,000.
- c) The issue of the Performance Rights subject of Resolutions 6, 7, 8 and 9 will occur no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) but will vest upon meeting the required KPIs.
- d) The Performance Rights will be issued for nil consideration and no consideration is payable by the Participating Directors upon the exercise and conversion of the Performance Right to a Share.
- e) A voting Exclusion statement is included in this Notice.
- f) No funds will be raised upon the issue of Performance Rights.

Board Recommendation

The Participating Directors decline to make a recommendation to Shareholders in relation to Resolutions 6, 7, 8 and 9 due to their material personal interest in the outcome of the Resolutions on the basis that they are to be issued 2,000,000 Director Performance Rights should Resolutions 6, 7, 8 and 9 be passed.

With the exception of the Performance Rights to themselves, no other Director has a personal interest in the outcome of Resolutions 6, 7, 8 and 9. The Directors (other than Performance Rights that relate to themselves) recommend that Shareholders vote in favour of Resolution 6, 7, 8 and 9 for the following reasons:

- the issue of Director Performance Rights to the Participating Directors will better align the interests of the Participating Directors with those of Shareholders;
- the issue of the Director Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if cash payments were given to the Participating Directors under their employment arrangements; and
- it is not considered that there are any significant opportunity costs to Northern Cobalt or benefits foregone by Northern Cobalt in issuing the Director Performance Rights on the terms proposed.

In forming their recommendations, each Director considered the experience of the Participating Directors, the skills the Participating Directors bring to the Company and the current market price of Shares when determining the number of Director Performance Rights to be issued.

The Board (apart from each Director that has an interest in their own remuneration, who make no recommendation in relation to that Resolution) recommends that shareholders vote IN FAVOUR of Resolutions 6, 7, 8 and 9.

The Chairman of the Meeting intends to vote all undirected proxies IN FAVOUR of Resolutions 6, 7, 8 and 9.

SPECIAL RESOLUTION

Resolution 10: Approval of 10% Additional Placement Capacity

Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued Share capital through placements over a 12 month period after the Annual General Meeting at which approval of the issue is obtained (**10% Placement Facility**). This 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1 and allows the Company to issue up to 25% of its issued capital in total.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity at the date of this Notice of Meeting and must remain compliant with the requirements of Listing Rule 7.1A at the date of the Meeting to be able to utilise the additional capacity to issue Equity Securities under that Listing Rule.

The Company is now seeking Shareholder approval by way of a Special Resolution which requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of

Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

Number of Shares

The formula for calculating the maximum amount of Securities to be issued under the 10% Placement Facility is calculated as follows:

$$(A \times D) - E$$

A is the number of Shares on issue 12 months before the date of issue:

- plus the number of Shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid ordinary Shares that became fully paid in the 12 months;
- plus the number of Shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4 (excluding an issue of Shares under the Company's 15% placement capacity without Shareholder approval);
- less the number Shares cancelled in the 12 months.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under this Listing Rule 7.1A.2 in the 12 months before the date of the issue and not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

The ability to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

A number of scenarios showing potential issues under Listing Rule 7.1A are detailed in **Table 6**.

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Additional Placement Capacity as follows:

1. Minimum issue price

The issue price of Shares under this 10% Additional Placement Capacity will be no less than 75% of the VWAP for Securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- i) the date on which the price at which the Securities are to be issued is agreed; or
- ii) if the Securities are not issued within 5 trading days of the date in paragraph i), the date on which the Securities are issued.

2. Risk of economic and voting dilution

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Additional Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in **Table 6** below (in the case of unlisted options, only if the unlisted options are exercised).

There is a risk that:

- i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting in which the approval under rule 7.1A is given; and
- ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

Table 6 also shows:

- i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary Securities the Company has on issue. The number of ordinary Securities on issue may increase as a result of ordinary Securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future meeting of Shareholders; and
- ii) two examples where the issue price of ordinary Securities has decreased by 50% and increased by 100% as against the current market price.

TABLE 6

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.0875 50% decrease in issue price	\$0.175 Issue Price	\$0.35 100% increase in issue price
Current Variable A	10% voting dilution	5,081,340 Shares	5,081,340 Shares	5,081,340 Shares
50,813,406 Shares	Funds raised	\$445,000	\$889,000	\$1,778,000
50% increase in current Variable A	10% voting dilution	7,622,010 Shares	7,622,010 Shares	7,622,010 Shares
76,220,109 Shares	Funds raised	\$667,000	\$1,334,000	\$2,668,000
100% increase in current Variable A	10% voting dilution	10,162,681 Shares	10,162,681 Shares	10,162,681 Shares
101,626,812 Shares	Funds raised	\$889,000	\$1,778,000	\$3,557,000

Table 6 has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Additional Placement Capacity.
- No listed or unlisted options (including any unlisted options issued under the 10% Additional Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- **Table 6** does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Additional Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- **Table 6** shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The funds raised have been rounded to the nearest thousand dollars.
- The issue of Equity Securities under the 10% Additional Placement Capacity consists only of Shares. If the issue of Equity Securities includes listed options, it is assumed that those listed options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The issue price is based on a price of 17.5 cents, being the market price at the date of this notice.

3. Timing

The date by which the Equity Securities may be issued is the earlier of:

- i) 12 months after the date of this Annual General Meeting; and
- ii) the date of approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

The approval will cease to be valid in the event that holders of the Company's Shares approve a transaction under ASX Listing Rule 11.1.2 or ASX Listing Rule 11.2.

4. Purposes for which Equity Securities may be issued

The Company may seek to issue the Equity Securities for the following purposes:

- i) Non-cash consideration for the acquisition new resources, assets or investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- ii) Cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued exploration or development expenditure on the Company's current assets and/or general working capital.

The Company will comply with disclosure obligations under Listing Rule 7.1A(4) and 3.10.5A upon issue of any Equity Securities under the 10% Additional Placement Capacity.

5. Allocation policy

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Additional Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to, but not limited to, the following factors:

- i) The purpose of the issue;
- ii) the methods of raising funds that are available to the Company, but not limited to, rights issues or other issues in which existing security holders can participate;
- iii) the effect of the issue in the Equity Securities on control of the Company;
- iv) the financial situation and solvency of the Company;
- v) prevailing market conditions; and
- vi) advice from corporate, financial and broking advisors (if applicable).

The allottees under the 10% Additional Placement Capacity have not been determined as at the date of this Notice, but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement will be vendors of the new resources, assets or investments where Equity Securities are issued for non-cash consideration.

6. Previously obtained approval under rule 7.1A

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at the 2017 AGM on 24 November 2017. **Table 7** shows the total number of Equity Securities issued in the 12 months preceding the date of the Meeting and the percentage those issue represent of the total Equity Securities on issue at the commencement of that 12 month period.

TABLE 7

Equity Securities issued in the prior 12 month period	<ul style="list-style-type: none"> - 15,235,906 ordinary Shares - 450,000 unlisted options
Percentage previous issues represent of total number of Equity Securities on issue at commencement of the 12 month period	44%

The Company provides the details of all issues of Equity Securities by the Company during the 12 months preceding the date of the Meeting in **Table 8** as required under Listing Rule 7.3A.6(b):

TABLE 8

Date of Appendix 3B, number and class of Equity Securities and summary of key terms	Names of persons who received securities or basis on which those persons was determined	Issue Price of Equity Securities and discount to market price ¹ on the trading day prior to issue	<p>If issued for cash – the total consideration, the amount of cash that has been spent, what it was spent on and the intended use of the remaining funds.</p> <p>If issued for non-cash – a description of the consideration and the current value of the consideration.</p>
6 Oct 2017 192,500 Shares ²	192,500 to S3 Consortium Pty Ltd. No related party participation.	20.0 cents per Share. Discount of approx. 7% to the market price of 5 Oct 2017	The shares were issued at a price of 20 cents per Share in satisfaction of an invoice of \$35,000 + GST for contract services.
6 Oct 2017 450,000 unquoted options ³	450,000 to an officer of the Company. No related party participation.	Nil issue price. No discount as nil issue price.	The unquoted options are not listed Securities and therefore the most relevant value is the valuation upon issue of Securities on 6 October 2017. The unlisted employee options are valued at 11.8 cents per unquoted option.
10 Nov 2017 180,000 Shares ²	Existing Shareholders. No related party participation.	20.0 cents per Share. Discount of approx. 65% to the market price of 9 Nov 2017.	The shares were issued at a price of 20.0 cents per share upon exercise of Quoted Options.
23 Nov 2017 137,500 Shares ²	Existing Shareholders. No related party participation.	20.0 cents per Share. Discount of approx. 60% to the market price of 9 Nov 2017.	The shares were issued at a price of 20.0 cents per share upon exercise of Quoted Options.

Date of Appendix 3B, number and class of Equity Securities and summary of key terms	Names of persons who received securities or basis on which those persons was determined	Issue Price of Equity Securities and discount to market price¹ on the trading day prior to issue	If issued for cash – the total consideration, the amount of cash that has been spent, what it was spent on and the intended use of the remaining funds. If issued for non-cash – a description of the consideration and the current value of the consideration.
1 Dec 2017 300,000 Shares ²	Existing Shareholders. No related party participation.	20.0 cents per Share. Discount of approx. 67% to the market price of 30 Nov 2017.	The shares were issued at a price of 20.0 cents per share upon exercise of Quoted Options.
8 Dec 2017 585,000 Shares ²	Existing Shareholders. No related party participation.	20.0 cents per Share. Discount of approx. 49% to the market price of 7 Dec 2017.	The shares were issued at a price of 20.0 cents per share upon exercise of Quoted Options.
15 Dec 2017 100,000 Shares ²	Existing Shareholders. No related party participation.	20.0 cents per Share. Discount of approx. 52% to the market price of 14 Dec 2017.	The shares were issued at a price of 20.0 cents per share upon exercise of Quoted Options.
22 Dec 2017 723,843 Shares ²	Existing Shareholders. No related party participation.	20.0 cents per Share. Discount of approx. 61% to the market price of 21 Dec 2017.	The shares were issued at a price of 20.0 cents per share upon exercise of Quoted Options.
19 Jan 2018 257,500 Shares ²	Existing Shareholders. No related party participation.	20.0 cents per Share. Discount of approx. 63% to the market price of 18 Jan 2018.	The shares were issued at a price of 20.0 cents per share upon exercise of Quoted Options.
29 Jan 2018 212,500 Shares ²	Existing Shareholders. No related party participation.	20.0 cents per Share. Discount of approx. 62% to the market price of 25 Jan 2018.	The shares were issued at a price of 20.0 cents per share upon exercise of Quoted Options.
2 Feb 2018 679,000 Shares ²	Existing Shareholders. No related party participation.	20.0 cents per Share. Discount of approx. 60% to the market price of 1 Feb 2018.	The shares were issued at a price of 20.0 cents per share upon exercise of Quoted Options.
8 Feb 2018 600,000 Shares ⁴	Tenement purchase consideration. No related party participation.	42 cents per Share. Discount of approx. 3% to the market price of 7 Feb 2018.	The shares were issued at a price of 42 cents per Share in satisfaction of settlement of an agreement to acquire 9 exploration licences in the Arunta Province in the Northern Territory.
16 Feb 2018 270,000 Shares ²	Existing Shareholders. No related party participation.	20.0 cents per Share. Discount of approx. 53% to the market price of 15 Feb 2018.	The shares were issued at a price of 20.0 cents per share upon exercise of Quoted Options.
23 Feb 2018 137,500 Shares ²	Existing Shareholders. No related party participation.	20.0 cents per Share. Discount of approx. 55% to the market price of 22 Feb 2018.	The shares were issued at a price of 20.0 cents per share upon exercise of Quoted Options.
21 Mar 2018 8,568,674 Shares ²	Sophisticated, professional and institutional investors. No related party participation.	35 cents per Share. Discount of approx. 3% to the market price of 20 Mar 2018.	\$2,999,036 cash raised and expended entirely to fund further exploration at the Wollongorang Cobalt Project, studies relating to the potential development of the Stanton Cobalt Project, exploration at the Company's newly acquired Arunta Lithium & REE Project, assessment and acquisition of further battery metals opportunities and working capital to enable the Company to support its current operations.
24 Apr 2018 1,664,319 Shares ²	Existing Shareholders under SPP ⁴ . Related party participation to the extent permitted under the Listing Rules.	35 cents per Share. Premium of approx. 21% to the market price of 23 Apr 2018.	\$582,500 cash raised and to be expended entirely on further exploration at the Wollongorang Cobalt Project, studies relating to the potential development of the Stanton Cobalt Project, exploration at the Company's newly acquired Arunta Lithium & REE Project, assessment and acquisition of further battery metals

Date of Appendix 3B, number and class of Equity Securities and summary of key terms	Names of persons who received securities or basis on which those persons was determined	Issue Price of Equity Securities and discount to market price ¹ on the trading day prior to issue	If issued for cash – the total consideration, the amount of cash that has been spent, what it was spent on and the intended use of the remaining funds. If issued for non-cash – a description of the consideration and the current value of the consideration.
			opportunities and working capital to enable the Company to support its current operations.
22 Jun 2018 622,570 Shares ²	Existing Shareholders. No related party participation.	20.0 cents per Share. Discount of approx. 9% to the market price of 21 Jun 2018.	The shares were issued at a price of 20.0 cents per share upon exercise of Quoted Options.
29 Jun 2018 5,000 Shares ²	Existing Shareholders. No related party participation.	20.0 cents per Share. Premium of approx. 5% to the market price of 28 Jun 2018.	The shares were issued at a price of 20.0 cents per share upon exercise of Quoted Options.

1. The closing price on the trading platform, excluding special crossings, overnight sales and exchange traded option exercises.
2. Fully paid ordinary Shares.
3. Unquoted options with an exercise of 25.00 cents and expiry of 21 March 2021.
4. Share Purchase Plan as announced on 14 March 2018.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 10.

The Chairman of the Meeting intends to vote all undirected proxies in favour of approval of 10% Additional Placement Capacity.

Glossary

In the Notice of Annual General Meeting and Explanatory Notes:

10% Additional Placement Capacity means the Equity Securities issued under Listing Rule 7.1A.

ASX means ASX Limited (ABN 98 008 624 691).

Board means the board of Directors of Northern Cobalt.

Chairman means the chairman of the Meeting.

Closely Related Party has the meaning given to it in the Corporations Act and the Corporations Regulations.

Constitution means the constitution of the Company.

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

Corporations Regulations means the *Corporations Regulations 2001* (Cth).

Director means a director of the Company.

Equity Securities or **Securities** has the same meaning as in the Listing Rules.

Explanatory Notes means these explanatory notes.

Key Management Personnel means a member of the key management personnel as disclosed in the Remuneration Report.

Listing Rules and **ASX Listing Rules** means the listing rules of ASX.

Meeting, AGM or Annual General Meeting means the Annual General Meeting of Shareholders to be held at the offices of Grant Thornton at Level 3, 170 Frome Street, Adelaide, South Australia on Friday 28 September 2018 at 10:30 am (Adelaide time).

Member or **Shareholder** means each person registered as a holder of a Share.

Northern Cobalt or **the Company** means Northern Cobalt Limited (ABN 99 617 789 732).

Notice or **Notice of Meeting** means this Notice of Annual General Meeting.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

Participating Directors means Mr Leonard Dean, Mr Michal Schwarz, Mr Duncan Chessell and Mr Andrew Shearer.

Proxy Form means the proxy form attached to this Notice of Meeting.

Quoted Options means options with ASX code N27O with an exercise price of 20 cents and expiry of 14 September 2019.

Remuneration Report means the section of the Directors' report of Northern Cobalt that is included in the Annual Report.

Resolution means a resolution referred to in this Notice.

Share means a fully paid ordinary share in the capital of the Company.

Special Resolution means a resolution passed by more than 75% of the votes at a general meeting of Shareholders.

Spill Resolution means, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGM's, and no spill resolution was voted on at the first AGM, then the Members will be required to vote at the second of those AGM's on a resolution ("Spill Resolution") that another meeting be held within 90 days at which all of the Directors (except the Managing Director) must stand for re-election.

VWAP means the volume weighted average share price of the Company.

+

NORTHERN COBALT LIMITED

ACN: 617 789 732

REGISTERED OFFICE:

67 GOODWOOD ROAD

WAYVILLE SA 5034

+

«EFT_REFERENCE_NUMBER»

«Holder_name»

«Address_line_1»

«Address_line_2»

«Address_line_3»

«Address_line_4»

«Address_line_5»

«Company_code» «Sequence_number»

SHARE REGISTRY:

Security Transfer Australia Pty Ltd

All Correspondence to:

PO BOX 52

Collins Street West VIC 8007

Suite 913, Exchange Tower

530 Little Collins Street

Melbourne VIC 3000

T: 1300 992 916 F: +61 8 9315 2233

E: registrar@securitytransfer.com.au

W: www.securitytransfer.com.au

Code:

N27

Holder Number:

«HOLDER_NUM

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

VOTE
ONLINE

Lodge your proxy vote securely at www.securitytransfer.com.au
1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

☐

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 10:30am ACST on Friday 28 September 2018 at Grant Thornton, Level 3, 170 Frome Street, Adelaide, South Australia and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	*Abstain		For	Against	*Abstain
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Issue of Director Performance Rights to Mr Michael Schwarz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Mr Leonard Dean as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Issue of Director Performance Rights to Mr Duncan Chessell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of 600,000 Consideration Shares issued in the preceding 12 month period	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Issue of Director Performance Rights to Mr Andrew Shearer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of 8,568,674 Placement Shares issued in the preceding 12 month period	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Approval of 10% Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Share Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6. Issue of Director Performance Rights to Mr Leonard Dean	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Name:

()

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

Email registrar@securitytransfer.com.au

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.