

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

First Cobalt Corp

ARBN

620 935 499

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- 1 +Class of +securities issued or to be issued

(a) Common Shares
(b) Options
(c) Options
(d) Options
(e) Options
(f) Options
(g) Options
(h) Options
(i) Options
(j) Options

- 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

(a) 113,162,188
(b) 3,281,250
(c) 187,500
(d) 393,750
(e) 562,500
(f) 1,200,000
(g) 225,000
(h) 2,250,000
(i) 810,000
(j) 450,000

+ See chapter 19 for defined terms.

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3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	<table> <tr> <td data-bbox="758 228 933 268">(a)</td><td data-bbox="933 228 1045 268">Common shares</td><td data-bbox="1045 228 1311 268"></td></tr> <tr> <td data-bbox="758 268 933 347">(b)</td><td data-bbox="933 268 1045 347">(Exercise price</td><td data-bbox="1045 268 1311 347">C\$0.294, Expiry 2/9/2018)</td></tr> <tr> <td data-bbox="758 347 933 425">(c)</td><td data-bbox="933 347 1045 425">(Exercise price</td><td data-bbox="1045 347 1311 425">C\$0.294, Expiry 9/2/2022)</td></tr> <tr> <td data-bbox="758 425 933 504">(d)</td><td data-bbox="933 425 1045 504">(Exercise price</td><td data-bbox="1045 425 1311 504">C\$0.358, Expiry 2/9/2018)</td></tr> <tr> <td data-bbox="758 504 933 582">(e)</td><td data-bbox="933 504 1045 582">(Exercise price</td><td data-bbox="1045 504 1311 582">C\$0.358, Expiry 17/5/2021)</td></tr> <tr> <td data-bbox="758 582 933 660">(f)</td><td data-bbox="933 582 1045 660">(Exercise price</td><td data-bbox="1045 582 1311 660">C\$0.418, Expiry 2/9/2018)</td></tr> <tr> <td data-bbox="758 660 933 739">(g)</td><td data-bbox="933 660 1045 739">(Exercise price</td><td data-bbox="1045 660 1311 739">C\$0.418, Expiry 2/8/2022)</td></tr> <tr> <td data-bbox="758 739 933 817">(h)</td><td data-bbox="933 739 1045 817">(Exercise price</td><td data-bbox="1045 739 1311 817">C\$0.511, Expiry 2/9/2018)</td></tr> <tr> <td data-bbox="758 817 933 896">(i)</td><td data-bbox="933 817 1045 896">(Exercise price</td><td data-bbox="1045 817 1311 896">C\$0.511, Expiry 17/1/2023)</td></tr> <tr> <td data-bbox="758 896 933 949">(j)</td><td data-bbox="933 896 1045 949">(Exercise price</td><td data-bbox="1045 896 1311 949">C\$0.518, Expiry 31/1/2023)</td></tr> </table>	(a)	Common shares		(b)	(Exercise price	C\$0.294, Expiry 2/9/2018)	(c)	(Exercise price	C\$0.294, Expiry 9/2/2022)	(d)	(Exercise price	C\$0.358, Expiry 2/9/2018)	(e)	(Exercise price	C\$0.358, Expiry 17/5/2021)	(f)	(Exercise price	C\$0.418, Expiry 2/9/2018)	(g)	(Exercise price	C\$0.418, Expiry 2/8/2022)	(h)	(Exercise price	C\$0.511, Expiry 2/9/2018)	(i)	(Exercise price	C\$0.511, Expiry 17/1/2023)	(j)	(Exercise price	C\$0.518, Expiry 31/1/2023)
(a)	Common shares																															
(b)	(Exercise price	C\$0.294, Expiry 2/9/2018)																														
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+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>(a) Yes</p> <p>(b) – (j) No, The Options do not rank equally with any existing class of quoted securities and are not able to participate in dividends.</p> <p>Should the options be converted into ordinary shares, the ordinary shares will rank equally with all quoted fully paid ordinary shares in the Company from that date.</p>
<p>5 Issue price or consideration</p>	<p>The Shares and Options were issued in exchange for the acquisition and cancellation of those respective securities pursuant to a Plan of Arrangement under the <i>Business Corporations Act</i> (British Columbia) whereby First Cobalt Corp. acquired all of the issued and outstanding common shares of US Cobalt Inc. in exchange for the issuance of First Cobalt Corp. common shares.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>See (5) above, these Shares and Options were issued as part of the Plan of Arrangement with US Cobalt Inc. as announced on 4 June 2018.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>

+ See chapter 19 for defined terms.

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6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	7.1 – 48,316,275 7.1A – N/A
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	(a)-(j) – 4 June 2018

+ See chapter 19 for defined terms.

8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in section 2 if applicable)	Revised Number	⁺ Class
		77,502,640	Shares quoted as CDI's on ASX.

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		335,838,958	Common Shares of which 77,502,640 are traded in the form of CDIs)
		350,000	Options (Exercise price C\$0.35, Expiry 15/12/2021)
		300,000	Options (Exercise price C\$0.38, Expiry 22/12/2021)
		1,975,000	Options (Exercise price C\$0.66, Expiry 2/3/2022)
		1,565,000	Options (Exercise price C\$0.69, Expiry 1/6/2022)
		200,000	Warrants (Exercise price C\$0.06, Expiry 31/05/2021)
		13,017,682	Warrants (Exercise price C\$1.50, Expiry 8/03/2020)
		3,281,250	Options (Exercise price C\$0.294, Expiry 2/9/2018)
		187,500	Options (Exercise price C\$0.294, Expiry 9/2/2022)
		393,750	Options (Exercise price C\$0.358, Expiry 2/9/2018)

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562,500	Options (Exercise price C\$0.358, Expiry 17/5/2021)
1,200,000	Options (Exercise price C\$0.418, Expiry 2/9/2018)
225,000	Options (Exercise price C\$0.418, Expiry 2/8/2022)
2,250,000	Options (Exercise price C\$0.511, Expiry 2/9/2018)
810,000	Options (Exercise price C\$0.511, Expiry 17/1/2023)
450,000	Options (Exercise price C\$0.518, Expiry 31/1/2023)

- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

N/A

Part 2 - Pro rata issue

- 11 Is security holder approval required?

- 12 Is the issue renounceable or non-renounceable?

- 13 Ratio in which the ⁺securities will be offered

- 14 ⁺Class of ⁺securities to which the offer relates

- 15 ⁺Record date to determine entitlements

- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

- 17 Policy for deciding entitlements in relation to fractions

⁺ See chapter 19 for defined terms.

- 18 Names of countries in which the entity has security holders who will not be sent new offer documents

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7.

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- 19 Closing date for receipt of acceptances or renunciations

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20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	

+ See chapter 19 for defined terms.

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

Part 3 - Quotation of securities

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

- 34 Type of ⁺securities
(tick one)
- (a) ☐ ⁺Securities described in Part 1
- (b) ☐ All other ⁺securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought					
39	+Class of +securities for which quotation is sought					
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>					
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"><thead><tr><th style="padding: 5px;">Number</th><th style="padding: 5px;">+Class</th></tr></thead><tbody><tr><td style="height: 100px;"></td><td style="height: 100px;"></td></tr></tbody></table>	Number	+Class		
Number	+Class					

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX
may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
- Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: _____ Date: 6 June 2018
(Company secretary)

Print name: Michael Naylor

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	193,622,848 (As at date of listing on ASX)
Add the following: <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	100,000 (15/12/2017) 69,274 (5/1/2018) 526,400 (5/1/2018) 81,250 (28/12/2017) 200,728 (28/12/2017) 4,700,000 (21/12/2017) 234,000 (21/12/2017) 20,950,000 (21/12/2017) 151,364 (21/12/2017) 250,000 (13/4/2018) 113,162,188 (4/6/2018)
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	-
“A”	334,048,052

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	50,107,208
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of ⁺equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> Under an exception in rule 7.2 Under rule 7.1A With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>1,566,933 Fully Paid Common Shares (21/12/2017)</p> <p>224,000 Fully Paid Ordinary Shares (18/1/2018)</p>
“C”	1,790,933
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	50,107,208
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	1,790,933
Total [“A” x 0.15] – “C”	<p>48,316,275</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

Part 2

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

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.