



ASX Announcement

25 January 2019

NEW ISSUE, APPENDIX 3B AND CLEANSING NOTICE

New World Cobalt Limited (“the Company”) (ASX:NWC) advises that it has issued 20,324,708 fully paid ordinary shares (“Shares”), being the final share consideration payable in relation to its acquisition of a 100% interest in the Salman Canyon Deposit in Idaho USA (refer further ASX announcement of 23 January 2019).

An Appendix 3B in relation to this issue is attached.

Cleansing Notice

The Company issued the Shares without disclosure to investors under Part 6D.2 of the Corporations Act 2001 (Cth) (“the Act”). For the purposes of section 708A(5)(e) of the Act, the Company notifies ASX that:

- (a) the Shares were issued without disclosure to investors under Part 6D.2 of the Act;
- (b) this notice is being given under section 708A(5)(e) of the Act;
- (c) as at the date of this notice, the Company has complied with:
 - (i) the provisions of Chapter 2M of the Act as they apply to the Company; and
 - (ii) section 674 of the Act; and
- (d) as at the date of this notice, there is no information that:
 - (i) has been excluded from a continuous disclosure notice given to ASX in accordance with the ASX Listing Rules; and
 - (ii) investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (A) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (B) the rights and liabilities attaching to fully paid ordinary shares.

For further information please contact:

Ian Cunningham
Company Secretary
+61 8 9226 1356

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

Name of entity

New World Cobalt Limited

ABN

23 108 456 444

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 | (i) Fully paid ordinary shares (Shares)
(ii) Unlisted options (Options) |
| 2 | Number of securities issued or to be issued (if known) or maximum number which may be issued | (i) 20,324,708 Shares
(ii) 750,000 Options |
| 3 | Principal terms of the securities (eg, 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) | (i) Fully paid
(ii) Exercisable at \$0.0225 each on or before 24 January 2021 |

4	<p>Do the securities rank equally in all respects from the date of allotment 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>(i) The Shares rank equally in all respects with existing quoted Shares</p> <p>(ii) No – the shares issued pursuant to the exercise of the Options will rank equally with the existing quoted shares</p>
5	Issue price or consideration	<p>(i) The Shares were issued as part consideration under the Salmon Canyon Option Agreement, pursuant to which the Company is acquiring a 100% interest in the Salmon Canyon Deposit in Idaho USA (“Salmon Canyon Deposit”)</p> <p>(ii) Nil</p>
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(i) The Shares were issued as part consideration for the acquisition of the Salmon Canyon Deposit (refer further the Company’s announcement dated 23 January 2019)</p> <p>(ii) Issue of employee options</p>
6a	<p>Is the entity an eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>Yes</p>
6b	The date the security holder resolution under rule 7.1A was passed	<p>30 November 2018</p>
6c	Number of securities issued without security holder approval under rule 7.1	<p>21,074,708</p>
6d	Number of securities issued with security holder approval under rule 7.1A	<p>Nil</p>

6e	Number of securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil				
6f	Number of securities issued under an exception in rule 7.2	Nil				
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.	Not Applicable				
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	Not Applicable				
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	<u>ASX Listing Rule 7.1</u> 39,486,008 Securities <u>ASX Listing Rule 7.1A</u> 51,500,316 Shares				
7	Dates of entering securities into uncertificated holdings or despatch of certificates	25 January 2019				
8	Number and class of all securities quoted on ASX (<i>including</i> the securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>Class</th> </tr> </thead> <tbody> <tr> <td>551,517,635</td> <td>Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	Class	551,517,635	Fully paid ordinary shares
Number	Class					
551,517,635	Fully paid ordinary shares					

9 Number and class of all securities not quoted on ASX (including the securities in section 2 if applicable)

Number	Class
1,250,000	Unlisted Options exercisable at \$0.125 on or before 13 December 2019
10,000,000	Unlisted Options exercisable at \$0.10 on or before 10 May 2020
833,334	Unlisted Options exercisable at \$0.12 on or before 22 September 2020
750,000	Unlisted Options exercisable at \$0.0225 on or before 24 January 2021
1,050,000	Unlisted Options exercisable at \$0.125, \$0.15, \$0.175, \$0.20 and \$0.225 on or before 13 December 2021

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

N/A

Part 2 - Bonus issue or pro rata issue

Questions 11 to 33 are not applicable

Part 3 - Quotation of the Unlisted Options is not sought

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

34 Type of securities
(tick one)

(a) Shares 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)

Questions 35 to 42 are not applicable

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 not available now, 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: Ian Cunningham
 (Company Secretary)

Date: 25 January 2019

Appendix 3B – Annexure 1

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

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	424,331,506
<p><i>Add</i> the following:</p> <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 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	90,671,662
<i>Subtract</i> the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	515,003,168

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	77,250,475
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> 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>500,000 Unlisted Options (29/03/2018) 3,553,682 Shares (30/04/2018) 907,938 Shares (31/05/2018) 9,962,449 Shares (30/08/2018) 1,765,690 Shares (16/10/2018) 20,324,708 Shares (25/01/2019) 750,000 Unlisted Options (25/01/2019) - -</p>
“C”	37,764,467
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	77,250,475
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	37,764,467
Total [“A” x 0.15] – “C”	39,486,008 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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>	515,003,168
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	51,500,316
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”	-

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>	51,500,316
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	-
Total ["A" x 0.10] – "E"	51,500,316 <i>Note: this is the remaining placement capacity under rule 7.1A</i>