



ACN 108 456 444

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

TIME: 10.00am (WST)
DATE: 29 November 2019
PLACE: 1/100 Railway Road
Subiaco, Western Australia 6008

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary on +61 8 9226 1356.

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IMPORTANT INFORMATION

Time and place of Meeting

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00am (WST) on Friday, 29 November 2019 at:

1/100 Railway Road
Subiaco, Western Australia 6008

Your vote is important

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

Voting eligibility

The Company may specify a time, not more than 48 hours before the Meeting, at which a "snap-shot" of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting.

The Company's Directors have determined that all Shares of the Company that are on issue at 4.00pm (WST) on Wednesday, 27 November 2019 shall, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the Shares at that time.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return:

- In person at:
New World Cobalt Limited
1/100 Railway Road
Subiaco, Western Australia 6008
- By post to:
New World Cobalt Limited
PO Box 457
West Perth, Western Australia 6872
- By facsimile to +61 8 9226 2027
- By scan and email to info@newworldcobalt.com

Please note that the Proxy Form must be received by the Company not later than **10.00am (WST) on Wednesday, 27 November 2019**. Proxy Forms received later than this time will be invalid.

BUSINESS OF THE MEETING

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

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the Auditor's report.

Note: there is no requirement for Shareholders to approve these reports.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2019."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion: A vote on this Resolution must not be cast (in any capacity) 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.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – ANTHONY POLGLASE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, in accordance with Listing Rule 14.4 and for the purposes of clauses 12.3 and 12.7 of the Constitution and for all other purposes, Anthony Polglase, a Director, retires, and being eligible, offers himself for re-election, is re-elected as a Director of the Company."

4. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SCCC SHARES UNDER LISTING RULE 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 20,324,708 Shares to Salmon Canyon Copper Company, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Salmon Canyon Copper Company or any Associates of Salmon Canyon Copper Company. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 24,996,648 Shares pursuant to a placement, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who participated in the issues or any Associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1A

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 75,003,352 Shares pursuant to a placement, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who participated in the issues or any Associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF UNDERWRITER OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 35,000,000 Underwriter Options, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who participated in the issue or any Associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 25,000,000 Placement Options, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who participated in the issue or any Associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

9. RESOLUTION 8 – APPROVAL FOR ISSUE OF BROKER OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue by the Company of 40,000,000 Broker Options, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who may participate in the proposed issue or any Associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who

is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

10. RESOLUTION 9 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

“That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate, or who will obtain a material benefit as a result of, the proposed issue of Equity Securities under this Resolution (except a benefit solely in the capacity of a holder of ordinary securities), if the Resolution is passed and any Associate of those persons. However, the Company will not disregard a vote if it is cast by such a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Important note: The persons to whom any Equity Securities under the 10% Placement Capacity may be issued to are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person’s vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the 10% Placement Capacity), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

11. RESOLUTION 10 – CHANGE OF COMPANY NAME TO NEW WORLD RESOURCES LIMITED

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*“That for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, the name of the Company be changed from “New World Cobalt Limited” to “**New World Resources Limited**”, with effect from the day on which the Australian Securities and Investments Commission alters the details of the Company’s registration.”*

12. RESOLUTION 11 – APPROVAL OF LONG-TERM INCENTIVE PLAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.2 Exception 9(b), sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the Long-Term Incentive Plan, a summary of which is set out in the Explanatory Statement accompanying this Notice of General Meeting, and the issue of securities there under, as an exception to Listing Rule 7.1.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) or any Associates of those persons. However, the Company will not disregard any votes cast on this Resolution such person if:

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

The Company will disregard any votes cast on this Resolution by any member of the Key Management Personnel of the Company, or a Closely Related Party of such member, acting as proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, the Company will not disregard any votes cast on this Resolution by such person if:

- (a) the Proxy Form specifies how the proxy is to vote on the Resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or

- (b) the person is the Chair of the Meeting voting an undirected proxy and their appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected with the remuneration of the Key Management Personnel of the Company.

13. RESOLUTION 12 – – ISSUE OF DIRECTOR OPTIONS TO MICHAEL HAYNES

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 10.14, sections 195(4), 208, 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 15,000,000 Director Options under the Long-Term Incentive Plan to Michael Haynes or his nominee, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion - Listing Rules: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director of the Company (who is eligible to participate in the employee incentive scheme in respect of which the approval is sought), and any Associate of those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a 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 as the Chair of 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.

Corporations Act: For the purposes of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of

- (a) Michael Haynes; or
- (b) an Associate of Michael Haynes.

However, this does not prevent the casting of a vote on this Resolution if it is cast by a person as a proxy in writing that specifies how the proxy is to vote on the proposed resolution and it is not cast on behalf of a person referred to in sub-paragraphs (a) or (b) directly above. Where the Chair is the related party the subject of the Resolution or is an associate of the related party, the Chair cannot cast undirected proxies in respect of the Resolution.

A vote must not be cast on this Resolution by a member of the Key Management Personnel, or a closely related party of a Key Management Personnel, acting as proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, the Company will not disregard any proxy votes cast on that Resolution by a Key Management Personnel if the Key Management Personnel is the chairman of the Meeting acting as proxy and their appointment expressly authorised the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel for the Company.

14. RESOLUTION 13 – ISSUE OF DIRECTOR OPTIONS TO RICHARD HILL

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 10.14, sections 195(4), 208, 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 6,000,000 Director Options under the Long-Term Incentive Plan to Richard Hill or his nominee, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion - Listing Rules: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director of the Company (who is eligible to participate in the employee incentive scheme in respect of which the approval is sought), and any Associate of those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a 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 as the Chair of 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.

Corporations Act: For the purposes of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of:

- (a) Richard Hill; or
- (b) an Associate of Richard Hill.

However, this does not prevent the casting of a vote on this Resolution if it is cast by a person as a proxy in writing that specifies how the proxy is to vote on the proposed resolution and it is not cast on

behalf of a person referred to in sub-paragraphs (a) or (b) directly above. Where the Chair is the related party the subject of the Resolution or is an associate of the related party, the Chair cannot cast undirected proxies in respect of the Resolution.

A vote must not be cast on this Resolution by a member of the Key Management Personnel, or a closely related party of a Key Management Personnel, acting as proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, the Company will not disregard any proxy votes cast on that Resolution by a Key Management Personnel if the Key Management Personnel is the chairman of the Meeting acting as proxy and their appointment expressly authorised the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel for the Company.

15. RESOLUTION 14 – ISSUE OF DIRECTOR OPTIONS TO ANTHONY POLGLASE

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That subject to the passing of Resolution 2, for the purpose of Listing Rule 10.14, sections 195(4), 208, 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 6,000,000 Director Options under the Long-Term Incentive Plan to Anthony Polglase or his nominee, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion - Listing Rules: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director of the Company (who is eligible to participate in the employee incentive scheme in respect of which the approval is sought), and any Associate of those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a 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 as the Chair of 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.

Corporations Act: For the purposes of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of:

- (a) Anthony Polglase; or
- (b) an Associate of Anthony Polglase.

However, this does not prevent the casting of a vote on this Resolution if it is cast by a person as a proxy in writing that specifies how the proxy is to vote on the proposed resolution and it is not cast on behalf of a person referred to in sub-paragraphs (a) or (b) directly above. Where the Chair is the related party the subject of the Resolution or is an associate of the related party, the Chair cannot cast undirected proxies in respect of the Resolution.

A vote must not be cast on this Resolution by a member of the Key Management Personnel, or a closely related party of a Key Management Personnel, acting as proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, the Company will not disregard any proxy votes cast on that Resolution by a Key Management Personnel if the Key Management Personnel is the chairman of the Meeting acting as proxy and their appointment expressly authorised the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel for the Company.

Dated: **18 October 2019**

By order of the Board

**IAN CUNNINGHAM
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance the Constitution and pursuant to the Corporations Act the annual financial report, directors' report and the auditor's report (**Annual Financial Statements**) are be received and considered at the Annual General Meeting. The Annual Financial Statements for the period ended 30 June 2019 are included in the Company's annual financial report, together with the declaration of the Directors, the Directors' report, the Remuneration Report and the Auditor's report, a copy of which can be accessed on-line at www.newworldcobalt.com. A hard copy of the Company's annual financial report will be made available on request.

There is no requirement for Shareholders to approve these reports and no vote will be taken on the Annual Financial Statements. However, Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Annual Financial Statements and the management of the Company.

The Company's auditor, Stantons International Audit and Consulting Pty Ltd, will be present at the Annual General Meeting and Shareholders will have the opportunity ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies, and the independence of the auditor.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the auditor's report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the Annual Financial Statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 22 November 2019 to the Company Secretary on 9226 1356.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act, at section 250R(2), requires that at a listed company's annual general meeting, a non-binding resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the directors or the company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2019. The annual financial report will be made available on the Company's website at www.newworldcobalt.com.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers; and
- (b) sets out the remuneration details for each Director and executive officer named in the Remuneration Report for the financial year ended 30 June 2019.

The Chair of the Annual General Meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

2.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the general meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the previous financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Proxy	Directions given	No directions given
Key Management Personnel ¹	Vote as directed	Unable to vote ³
Chair ²	Vote as directed	Able to vote at discretion of Proxy ⁴
Other	Vote as directed	Able to vote at discretion of Proxy

Notes:

1. Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.
2. Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of such a member).
3. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.
4. The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

2.5 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – ANTHONY POLGLASE

3.1 Legal requirements

Clause 12.7(a) of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Pursuant to clause 12.7(b) of the Constitution and ASX Listing Rule 14.4 any Director so appointed holds office only until the next annual general meeting and is then eligible for re-election. The requirement to stand for re-election under this clause does not apply to the Managing Director.

ASX Listing Rule 14.4 and clause 12.3(a) of the Constitution also provide that a director of the Company must not hold office (without re-election) past the third AGM following the director's appointment or last election or for more than 3 years, whichever is the longer. Further, clause 12.3(b) of the Constitution requires that there be an election of Directors at each annual general meeting of the Company. It states that this requirement can be satisfied by any Director who was appointed under Clause 12.7(a) standing for re-election in accordance with Clause 12.7(b). In

accordance with Clause 12.3(c) of the Constitution, the Managing Director is exempt from retirement and re-election.

There are no Directors that have held office (without re-election) past the third AGM following their appointment or for more than 3 years. Accordingly, Mr Polglase having been appointed on 17 October 2019, will retire in accordance with clause 12.7 of the Constitution and ASX Listing Rule 14.4 and being eligible, seeks re-election in accordance with Clause 12.3 of the Constitution.

3.2 Director information

Mr Polglase has a Bachelor of Engineering First Class Honours degree in Metallurgy from the Camborne School of Mines and Higher National Certificates in both Mechanical Engineering and Electrical Engineering.

Mr Polglase started his career at the South Crofty Mine in Cornwall. Subsequently he studied a degree in metallurgy at the Camborne School of Mines, which helped launch his career internationally working for over 40 years across different mining disciplines for companies including Ashanti, Rio Tinto, TVX and Ivernia in Africa, Europe, the Former Soviet Union and for the last decade in Brazil. Mr Polglase was most recently Managing Director of Avanco Resources Limited, which was acquired by Oz Minerals Limited for \$418 million in 2018.

Mr Polglase is recognised for his project management skills in the mining sector, notably critical evaluation, implementation and commissioning of mining projects.

3.3 Board recommendation

The Board (other than Anthony Polglase) recommends Shareholders vote in favour of Resolution 2.

4. RESOLUTIONS 3 AND 4 – RATIFICATION OF PRIOR SHARE ISSUES UNDER LISTING RULE 7.1

4.1 Background and legal requirements

The Company has previously undertaken the following Share issues:

- (a) On 25 January 2019, the Company issued Salmon Canyon Copper Company (**SCCC**) 20,324,708 Shares (**SCCC Shares**), being the final consideration payable for the acquisition of a 100% interest in the Salman Canyon Deposit; and
- (b) On 4 October 2019, the Company completed a placement of 100,000,000 Shares at an issue price of \$0.02 per Share (**Placement**).

The SCCC Shares were issued pursuant to ASX Listing Rule 7.1.

The Placement Shares were issued on the following basis:

- (a) 24,996,648 Shares issued pursuant to ASX Listing Rule 7.1 (**Placement 7.1 Shares**); and
- (b) 75,003,352 Shares issued pursuant to ASX Listing Rule 7.1A (**Placement 7.1A Shares**).

Resolutions 3 and 4 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of all of SCCC Shares and the Placement Shares issued pursuant to ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made without shareholder approval under ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

If Resolutions 3 and 4 are passed, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1.

Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 3 and 4:

Resolution 3 - SCCC Share Issue

- (a) 20,324,708 Shares were issued pursuant to ASX Listing Rule 7.1;
- (b) the Shares were issued to SCCC as final consideration for the acquisition of the Salmon Canyon Deposit;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to SCCC, who is not a related party of the Company;
- (e) no funds were raised from the issues as the Shares were issued as part consideration for the acquisition of the Salmon Canyon Deposit; and
- (f) a Voting Exclusion Statement has been provided for Resolution 3 in the Agenda Section of this Notice of Meeting.

Resolution 4 - Placement

- (a) 24,996,648 Shares were issued pursuant to ASX Listing Rule 7.1;
- (b) the Shares were issued at \$0.02 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to sophisticated and professional investors, all of whom were not related parties of the Company;
- (e) the proceeds from the issue of the Placement Shares will be used to fund the Company's ongoing exploration program at its Tererro Cu-Au-Zn VMS Project in New Mexico, USA (**Tererro VMS Project**); and
- (f) a Voting Exclusion Statement has been provided for Resolution 4 in the Agenda Section of this Notice of Meeting.

4.2 Board Recommendation

The Board believes that the ratification of the above issues of securities is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months. Accordingly, the Board recommends Shareholders vote in favour of Resolutions 3 and 4.

5. RESOLUTION 5 – RATIFICATION OF PRIOR SHARE ISSUE UNDER LISTING RULE 7.1A

5.1 Background and legal requirements

As noted in section 4.1 above, 75,003,352 Placement Shares were issued pursuant to ASX Listing Rule 7.1A on 4 October 2019.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of all of the Placement Shares issued pursuant to ASX Listing Rule 7.1A.

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period the approval is valid a number of equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1A those securities will from that date be included in variable "A" in the formula in ASX Listing Rules 7.1 and 7.1A.2 for the purpose of calculating the annual placement capacity of the Company under both ASX Listing Rules 7.1 and 7.1A.

If Resolution 5 is passed, the Company will retain the flexibility to issue equity securities in the future up to the 10% annual placement capacity set out in ASX Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 5:

- (a) 75,003,352 Shares were issued pursuant to ASX Listing Rule 7.1A;
- (b) the Shares were issued at \$0.02 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to sophisticated and professional investors, all of whom were not related parties of the Company;
- (e) the proceeds from the issue of the Placement Shares will be used to fund the Company's ongoing exploration program at the Tererro VMS Project; and
- (f) a Voting Exclusion Statement has been provided for Resolution 5 in the Agenda Section of this Notice of Meeting.

5.2 Board Recommendation

The Board believes that the ratification of the above issue of securities is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 10% annual placement capacity under Listing Rule 7.1A without the requirement to obtain prior Shareholder approval. Accordingly, the Board recommends Shareholders vote in favour of Resolution 5.

6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF UNDERWRITER OPTIONS UNDER LISTING RULE 7.1

6.1 Background and legal requirements

On 27 May 2019 the Company announced:

- (i) the completion of a fully underwritten non-renounceable rights issue (**Entitlements Issue**); and
- (ii) the issue of 35,000,000 Options, each exercisable at \$0.02 on or before 30 June 2022, pursuant to the underwriting agreement that was entered into in relation to the Entitlements Issue (**Underwriter Options**).

The Underwriter Options were issued pursuant to ASX Listing Rule 7.1.

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Underwriter Options pursuant to ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made without shareholder approval under ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

If Resolution 6 is passed, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1.

Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 6:

- (a) 35,000,000 Underwriter Options were issued pursuant to ASX Listing Rule 7.1;
- (b) the Underwriter Options were issued to Cygnet Capital Pty Ltd and its nominees, as part consideration for underwriting the Entitlements Issue;
- (c) the Underwriter Options were issued on the terms and conditions set out in Schedule 1;
- (d) the Underwriter Options were issued to Cygnet Capital Pty Ltd and its nominees, none of whom are related parties of the Company;
- (e) no funds were raised from the issue as the Underwriter Options which were issued as part consideration for underwriting the Entitlements Issue; and
- (f) a Voting Exclusion Statement has been provided for this Resolution in the Agenda section of this Notice of Meeting.

6.2 Board recommendation

The Board believes that the ratification of the issue of the Underwriter Options is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months. Accordingly, the Board recommends Shareholders vote in favour of Resolution 6.

7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT OPTIONS UNDER LISTING RULE 7.1

7.1 Background and legal requirements

On 4 October 2019, participants in the Placement detailed in section 4.1, were issued a total of 25,000,000 free attaching unlisted options (**Placement Options**), on the basis of one option for every four Shares subscribed for in the Placement. Each Placement Option is exercisable at \$0.04 on or before 27 September 2022.

The Placement Options were issued pursuant to ASX Listing Rule 7.1.

Resolution 7 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Placement Options pursuant to ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made without shareholder approval under ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

If Resolution 7 is passed, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1.

Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 7:

- (a) 25,000,000 Placement Options were issued pursuant to ASX Listing Rule 7.1;

- (b) the Placement Options were issued for no additional consideration to the Placement subscribers, on a 1 for 4 basis;
- (c) the Placement Options were issued on the terms and conditions set out in Schedule 2;
- (d) the Options were issued to subscribers to the Placement, none of whom are related parties of the Company;
- (e) no funds were raised from the issue as the Placement Options were issued for no additional consideration to subscribers of the Placement; and
- (f) a Voting Exclusion Statement has been provided for this Resolution in the Agenda Section of this Notice of Meeting.

7.2 Board recommendation

The Board believes that the ratification of the issue of the Placement Options is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months. Accordingly, the Board recommends Shareholders vote in favour of Resolution 7.

8. RESOLUTION 8 – APPROVAL TO ISSUE OF BROKER OPTIONS UNDER LISTING RULE 7.1

8.1 Background and legal requirements

Resolution 8 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 40,000,000 Options (**Broker Options**) to various brokers (or their nominees) as part consideration for services provided in relation to the Placement detailed in section 4.1 of this Explanatory Statement.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

If Resolution 8 is passed, the Company will be able to issue the Broker Options during the period of 3 months after the Meeting, without using the Company's 15% annual placement capacity set out in ASX Listing Rule 7.1.

Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 8:

- (a) the maximum number of Broker Options to be issued is 40,000,000;
- (b) the Broker Options will be issued no later than 3 months after the date of the Meeting;
- (c) the Broker Options will be issued for no cash, as they are being issued as part consideration for broking services provided in relation to the Placement which completed on 4 October 2019;
- (d) the Broker Options will be issued to various brokers or their nominees;
- (e) the Broker Options will be issued on the terms and conditions set out in Schedule 2;
- (f) no funds were raised from the issue of the Broker Options; and
- (g) a Voting Exclusion Statement has been provided for this Resolution in the Agenda section of this Notice of Meeting.

8.2 Board recommendation

The Board believes that the approval for the issue of the Broker Options is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months. Accordingly, the Board recommends Shareholders vote in favour of Resolution 8

9. RESOLUTION 9 – APPROVAL OF 10% PLACEMENT CAPACITY

9.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 9 seeks Shareholder approval to enable the Company to issue Equity Securities under the 10% Placement Capacity throughout the 12 months after the Annual General Meeting.

If Shareholders approve Resolution 9, the exact number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in Section 9.2).

The effect of Resolution 9 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 9 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 9 for it to be passed.

9.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$21 million based on the closing Share price on 17 October 2019 and is expected to be an eligible entity as at the time of the Annual General Meeting.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of Equity Securities on issue, being the Shares (ASX Code: NWC).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

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

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
 - plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - plus the number of partly paid shares that became fully paid in the previous 12 months;
 - plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and
 - less the number of Shares cancelled in the previous 12 months.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

9.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 9:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in Section 9.3(a)(i), the date on which the Equity Securities are issued.

(b) Date of Issue

If Shareholders approve Resolution 9, the Company will have a mandate to issue the Equity Securities under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid);

(10% Placement Capacity Period).

The Company will only issue and allot Equity Securities during the 10% Placement Capacity Period.

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 9 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

Shareholders should note if Resolution 9 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice of Meeting.

The table 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 issues 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 Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.012 50% decrease in Issue Price	\$0.024 Issue Price	\$0.036 50% increase in Issue Price
873,187,440 (Current Variable A)	Shares issued - 10% voting dilution	87,318,744 Shares	87,318,744 Shares	87,318,744 Shares
	Funds raised	\$1,047,825	\$2,095,650	\$3,143,475
1,309,781,160 (50% increase in Variable A)	Shares issued - 10% voting dilution	130,978,116 Shares	130,978,116 Shares	130,978,116 Shares
	Funds raised	\$1,571,737	\$3,143,475	\$4,715,212
1,746,374,880 (100% increase in Variable A)	Shares issued - 10% voting dilution	174,637,488 Shares	174,637,488 Shares	174,637,488 Shares
	Funds raised	\$2,095,650	\$4,191,300	\$6,286,950

* The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

- (i) Variable A is 873,187,440 being the number of Shares on issue as at the date of this Notice of Meeting.
- (ii) The issue price is \$0.024, being the closing price of the Shares on the ASX on 17 October 2019, being the last trading day before the date of this Notice of Meeting.
- (iii) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- (iv) No Options are exercised into Shares before the date of issue of the Equity Securities.
- (v) The Company has not issued any Equity Securities in the 12 months prior to the date of issue that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- (vi) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is also assumed no Options are exercised into Shares before the date of issue of the Equity Securities.
- (vii) The calculations above do not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (viii) This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- (ix) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (x) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

(d) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for (i) exploration and development activities on its North American exploration projects; (ii) general working capital; and/or (iii) the acquisition of new resource assets and investments; or
- (ii) as non-cash consideration for the acquisition of new resource assets and investments excluding previously announced acquisitions, in such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation under the 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resource assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resource assets or investments.

(f) **Previous Approval under ASX Listing Rule 7.1A**

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at its last annual general meeting held on 30 November 2018.

The Company has issued a total of 377,744,513 Equity Securities during the 12 months preceding the date of this Meeting, representing approximately 69.4% of the total diluted number of Equity Securities on issue in the Company as at the date of the last annual general meeting.

Information relating to issues of Equity Securities by the Company in the 12 months prior to the date of this Meeting is set out in Schedule 3.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

(h) **Voting Exclusion**

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 9.

In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the 10% Placement Capacity), Shareholders must consider the proposal on the basis

that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

10. RESOLUTION 10 – CHANGE OF COMPANY NAME

10.1 Background

The Directors have determined to change the Company's name to "**New World Resources Limited**", to reflect the expansion of the Company's project portfolio following the acquisition of the Tererro VMS Project.

Accordingly, pursuant to the Resolution the Company now seeks approval to change its company name from "New World Cobalt Limited" to "**New World Resources Limited**".

Pursuant to section 157(1)(a) of the Corporations Act, the Company may change its name by special resolution, which requires the approval of 75% of the Shareholders attending and entitled to vote at the Meeting.

Subject to receipt of the requisite Shareholder approval, the name change will take effect from the day on which ASIC alters the details of the Company's registration.

This change will not, in itself, affect the legal status of the Company or any of its assets or liabilities.

There will be no change to the Company's existing ASX code as a result of the proposed name change.

7.2 Board recommendation

The Board recommends Shareholders vote in favour of Resolution 10.

11. RESOLUTION 11 - APPROVAL OF LONG-TERM INCENTIVE PLAN

11.1 General

The Directors considered that it was desirable to establish a new employee equity incentive plan pursuant to which employees and other eligible persons may be offered the opportunity to be granted Options and Performance Rights (collectively the **Awards**). Accordingly, the Directors adopted the Long-Term Incentive Plan on 17 October 2019 (**Plan**).

The purpose of the Plan is to:

- (a) reward employees and consultants of the Company;
- (b) assist in the retention and motivation of employees and consultants of the Company;
- (c) provide an incentive to employees and consultants of the Company to grow shareholder value by providing them with an opportunity to receive an ownership interest in the Company.

The Board is seeking shareholder approval for the Plan in accordance with Listing Rule 7.2 (Exception 9(b)) which provides an exemption from the Listing Rule 7.1 15% annual limit on securities issued under an employee share incentive scheme provided, within three years before the date of issue, shareholders have approved the issue of securities under the scheme. In the absence of such approval, the issue can still occur but is counted as part of the Listing Rule 7.1 15% limit which would otherwise apply during a 12 month period.

11.2 Regulatory Requirements – Listing Rules

The following information is provided to Shareholders for the purpose of Listing Rule 7.2 Exception 9(b):

- (a) Previous issues of Awards:

This is the first approval sought under Listing Rule 7.2 Exception 9(b) with respect to the Plan. No securities have previously been issued under the Plan.
- (b) a summary of the terms of the Plan is set out in Schedule 4; and
- (c) a voting exclusion statement for Resolution 11 is included in the Agenda section of this Notice of Meeting.

11.3 Regulatory Requirements – Corporations Act

The Corporations Act restricts the benefits that can be given to persons who hold a “managerial or executive office” (as defined in the Corporations Act) on leaving their employment with the Company or any of its related bodies corporate.

Under Section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a managerial or executive office if the benefit is approved by shareholders or an exemption applies.

The term “benefit” has a wide meaning and may include benefits resulting from the Board exercising certain discretions under the rules of the Plan.

If Shareholder approval is given under this Resolution the Company will still be required to comply with Listing Rules 10.18 and 10.19, which place restrictions on the circumstances in which termination benefits can be paid and a cap on the value of termination benefits that can be paid to officers of the Company.

Details of Termination Benefit

The Board possesses the discretion to determine, where a participant ceases employment before the vesting or exercise of their Awards, that some or all of the Securities do not lapse.

The exercise of this discretion may constitute a “benefit” for the purposes of section 200B of the Corporations Act.

In addition, a participant may become entitled to accelerated vesting or automatic vesting of Awards if there is a change of control of the Company. This accelerated or automatic vesting of Awards may constitute a “benefit” for the purposes of section 200B of the Corporations Act.

The Company is therefore seeking Shareholder approval for the exercise of the Board’s discretions and for the provision of such accelerated or automatic vesting rights in respect of any current or future participant in the Plan who holds:

- (a) a managerial or executive office in the Company (or any of its related body corporate) at the time of their leaving or at any time in the three years prior to their leaving; and
- (b) Awards under the Plan at the time of their leaving.

The Board’s current intention is to only exercise the above discretion where the participant leaves employment without fault on their part.

Provided Shareholder approval is given, the value of these benefits may be disregarded when applying Section 200F(2)(b) or Section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

Value of the Termination Benefits

The value of the termination benefits that the Board may give under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company’s Share price at the time of vesting and the number of Awards that vest.

The following additional factors may also affect the benefit’s value:

- (a) the participant’s length of service and the portion of vesting periods at the time they cease employment;
- (b) the status of the performance conditions attaching to the Awards at the time the participant’s employment ceases; and
- (c) the number of unvested Awards that the participant holds at the time they cease employment or at the time the change of control occurs (as applicable).

11.4 Board Recommendation

Each of the Directors have an interest in the outcome of Resolution 11 and accordingly do not make a voting recommendation to Shareholders.

12. RESOLUTIONS 12 TO 14 – ISSUE OF DIRECTOR OPTIONS

12.1 Background

Shareholders are being asked to approve Resolutions 12 to 14 to allow Options that may vest under the Plan to be issued to the Directors (**Director Options**), as set out below. Resolution 14 is

conditional on the passing of Resolution 2, so that Resolution 14 will not have any effect unless Resolution 2 is passed.

The Board considers that the Directors are important to the operation of the Company's ongoing business. The Board has determined that the proposed grant of Director Options under the Plan is an appropriate form of long term incentive for the Company's Key Management Personnel and Non-Executive Directors.

Accordingly, the Company is proposing, subject to obtaining Shareholder approval, to issue the following Director Options to the Director(s) under the Plan:

Resolution	Director	Number of Director Options
Resolution 12	Michael Haynes	15,000,00
Resolution 13	Richard Hill	6,000,000
Resolution 14	Anthony Polglase	6,000,000

The key terms and conditions of the Director Options are summarised in Schedule 5.

12.2 Regulatory Requirements

Resolutions 12 to 14 seek Shareholder approval in order to comply with the requirements of Listing Rule 10.14 and sections 195(4), 208, 200B and 200E of the Corporations Act.

12.3 Listing Rules

Listing Rule 10.11 provides a general restriction against issuing securities to directors without shareholder approval.

Listing Rule 10.14 provides that a company must not issue Equity Securities to a director of the company under an employee incentive scheme unless the issue has been approved by holders of ordinary securities. If approval is given by shareholders under Listing Rule 10.14, separate shareholder approval is not required under Listing Rule 10.11.

Accordingly, under Resolutions 12 to 14, the Company seeks approval from Shareholders for the issue of Director Options to the Directors, who by virtue of their position as Directors of the Company are related parties of the Company.

Listing Rule 10.15A

In compliance with the information requirements of Listing Rule 10.15A, Shareholders are advised of the following information:

(a) **Nature of relationship between person to receive securities and the Company**

The Director Options are proposed to be issued to Michael Haynes, Richard Hill and Anthony Polglase (subject to the passing of Resolution 2); all of whom are Directors of the Company and are, as such, related parties of the Company.

(b) **Maximum number of securities that may be acquired pursuant to Resolution**

The maximum number of Director Options to be issued to each Director is outlined in section 12.1 above.

(c) **Issue price**

The Options will be issued for nil consideration and accordingly no funds will be raised.

(d) **Previous issues under the Plan**

There have been no previous issues of securities under the Plan.

(e) **Eligible participants under the Plan**

Under the Plan, Options may be issued to the Directors, being Michael Haynes, Richard Hill and Anthony Polglase (and/or their respective nominees). These recipients are the only people referred to in Listing Rule 10.14 currently eligible to participate in the Plan. Any additional persons who become entitled to participate in the Plan after these Resolutions are approved and who are not named in Notice of General Meeting will not participate until approval is obtained under Listing Rule 10.14.

(f) **Issue date**

The latest date that the Company will issue Director Options under Resolutions 12 to 14 will be no later than 3 years after the date of the Meeting.

(g) **Loan**

No loans have or will be made by the Company in connection with the proposed issue of Director Options.

(h) **Reporting**

Details of any securities issued under the Plan will be published in each annual report of the Company relating to a period in which securities have been issued, and that approval for the issue of securities was obtained under Listing Rule 10.14

(i) **Voting exclusion statement**

A voting exclusion statement for each of Resolutions 12 to 14 is included in the Notice of Meeting preceding this Explanatory Statement.

12.4 Section 208 Corporations Act

Chapter 2E of the Corporations Act regulates the provision of “financial benefits” to “related parties” by a public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

A “related party” is widely defined under the Corporations Act, and includes the directors of the company. As such, the Directors of the Company are related parties of the Company for the purposes of Section 208 of the Corporations Act.

A “financial benefit” is construed widely and in determining whether a financial benefit is being given, Section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. Section 229 of the Corporations Act includes as an example of a financial benefit, the issuing of securities or the granting of an option to a related party.

In compliance with the information requirements of Section 219 of the Corporations Act, Shareholders are advised of the information below. Neither the Directors nor the Company are aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by Resolutions 12 to 14.

(a) **Identity of the related parties to whom Resolutions 12 to 14 permits financial benefits to be given.**

The Director Options are proposed to be issued to each of the Directors, each of whom are a related party of the Company.

(b) **Nature of the financial benefit**

Resolutions 12 to 14 seek approval from Shareholders to allow the Company to issue an aggregate of 27,000,000 Director Options to the Directors for nil consideration.

Schedule 5 of this Notice of Meeting sets out the key terms and conditions of the Director Options including, the exercise price and expiry date of the Director Options.

The Shares to be issued upon exercise of the Director Options will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares. The Company will apply for official quotation of the Shares on ASX.

The Directors consider that the issue of Director Options to its personnel are a cost effective and efficient means for the Company to provide incentive to its personnel as opposed to alternative forms of incentives such as cash bonuses or increased remuneration. The Company considers that, to enable the Company to secure and retain employees and directors who can assist the Company in achieving its objectives, it is necessary to provide remuneration and incentives to such personnel. The issue of the Director Options is designed to achieve this objective, by encouraging continued improvement in performance over time and by encouraging personnel to acquire and retain significant Shareholdings in the Company.

The Company reviewed the practices of other companies of a similar size and stage of development to determine the number of Director Options required to be issued to attract and retain senior directors. Based on that review, the Board determined the number of Director Options proposed in Resolutions 12 to 14 to be appropriate.

(c) **Valuation of financial benefit**

The Company is proposing to issue a total of 27,000,000 Director Options under Resolutions 12 to 14. The indicative fair value of the Director Options as at the date of grant is \$290,304 (based on \$0.0108 per Director Option).

The Company has engaged Independent Valuation specialist, Stantons International Securities Pty Ltd, to calculate the fair values using the Black & Scholes option valuation methodology. Full details in respect of this valuation, including the valuation methodology is set out in Schedule 6.

(d) **Dilution**

If the Director Options vest and are exercised, the effect will be to dilute the holdings of Shares of other Shareholders. The issue of the Director Options will in aggregate be equal to approximately 3% of the Company's diluted share capital assuming implementation of all the Resolutions and exercise of all the Director Options granted pursuant to the Resolutions (based on the number of Shares on issue as at the date of this Notice of Annual General Meeting), resulting in a total of 900,187,440 Shares on issue.

(e) **Interests of the Directors in the Company**

The direct and indirect interests of the Directors in securities of the Company as at the date of this Notice of Annual General Meeting are:

Name	Security
Michael Haynes	37,667,305 Shares
Richard Hill	25,925,682 Shares
Anthony Polglase	Nil

(f) **For Directors: Remuneration of Directors**

Details of the remuneration of each Director (who was a Director during that period), including their related entities, for the year ended 30 June 2019, is set out below.

Mr Polglase was appointed on 17 October 2019. The expected remuneration for Mr Polglase will be \$40,000 per annum.

The Company expects the total fixed remuneration for Messrs Haynes and Hill for the year ended 30 June 2020 to be similar to that set out below in respect of the previous financial year.

Name	Fixed ¹	Performance Rights ²	Total Remuneration
Michael Haynes	\$160,000	\$380,000	\$540,000
Richard Hill	\$64,375	\$380,000	\$444,625

1. Fixed remuneration comprises salary and fees.
2. Value was based on the closing share price of \$0.12 on the grant date of 1 November 2017. The performance rights were granted pursuant to the acquisition of Liaz Pty Ltd, as long-term incentives in relation to the Board appointments of Messrs Haynes and Hill. The performance shares were subsequently converted in November 2018 and hence no further expense will be recognised in the 2020 financial year.

12.5 Sections 200B and 200E Corporations Act

The Corporations Act restricts the benefits that can be given to persons who hold a "managerial or executive office" (as defined in the Corporations Act) on leaving their employment with the Company or any of its related bodies corporate.

Under Sections 200B and 200E of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a managerial or executive office if the benefit is approved by shareholders or an exemption applies.

Amendments to the Corporations Act in 2009 significantly expanded the scope of these provisions and lowered the threshold for termination benefits that do not require shareholder approval. The term "benefit" has a wide meaning and may include benefits resulting from the Board exercising certain discretions under the rules of the Plan, including the discretion to determine the accelerated vesting or automatic vesting of Director Options in certain circumstances.

Under the Plan, a participant may become entitled to accelerated vesting or automatic vesting of Director Options if there is a change of control of the Company or if the Board exercises its discretion upon cessation of employment. Accordingly, Shareholder approval is sought for the Directors to be given any such benefit in connection with his retirement from office or employment with the Company if that occurs within 3 years of the date of this Meeting.

If Shareholder approval is given under Resolutions 12 to 14, the Company will still be required to comply with Listing Rules 10.18 and 10.19, which place restrictions on the circumstances in which termination benefits can be paid and a cap on the value of termination benefits that can be paid to officers of the Company.

The value of the benefit will depend on the number of Director Options that may vest pursuant to the Plan and the market value of the Shares at the time the accelerated vesting or automatic vesting event occurs.

12.6 Section 195(4) Corporations Act

Each of the Directors has a material personal interest in the outcome of Resolutions 12 to 14 (as applicable to each Executive Director) in this Notice of Meeting by virtue of the fact that Resolutions 12 to 14 are concerned with the issue of Director Options.

Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered.

In the absence of Shareholder approval under section 195(4) of the Corporations Act, the Directors may not be able to form a quorum at Board meetings necessary to carry out the terms of these Resolutions.

The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to Shareholders to determine.

12.7 Board Recommendation

The Directors do not consider that from an economic and commercial point of view, there are any costs or detriments, including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in granting the Director Options to the Directors pursuant to Resolutions 12 to 14.

Mr Mison recommends that Shareholders vote in favour of Resolutions 12, 13 and 14 on the basis that the grant of the Director Options will allow the Company to adequately reward and incentivise the other Directors whilst preserving the Company's cash reserves.

Mr Haynes declines to make a recommendation to Shareholders in relation to Resolution 12 due to his material personal interest in the outcome of the Resolution on the basis that he is to be issued Director Options should Resolution 12 be passed. However, in respect of Resolutions 13 and 14, Mr Haynes recommends that Shareholders vote in favour of those Resolutions on the basis that the grant of the Director Options will allow the Company to adequately reward and incentivise the other Directors whilst preserving the Company's cash reserves.

Mr Hill declines to make a recommendation to Shareholders in relation to Resolution 13 due to his material personal interest in the outcome of the Resolution on the basis that he is to be granted Director Options should Resolution 9 be passed. However, in respect of Resolutions 12 and 14, Mr Hill recommends that Shareholders vote in favour of those Resolutions on the basis that the grant of the Director Options will allow the Company to adequately reward and incentivise the other Directors whilst preserving the Company's cash reserves.

Mr Polglase declines to make a recommendation to Shareholders in relation to Resolution 14 due to his material personal interest in the outcome of the Resolution on the basis that he is to be granted Director Options should Resolution 14 be passed. However, in respect of Resolutions 12 and 13, Mr Polglase recommends that Shareholders vote in favour of those Resolutions on the basis that the grant of the Director Options will allow the Company to adequately reward and incentivise the other Directors whilst preserving the Company's cash reserves.

13. ENQUIRIES

Shareholders may contact the Company Secretary on (+61) 8 9226 1356 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to that term in the Listing Rules.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Auditor means the auditor of the Company.

Board means board of Directors.

Broker Option means an Option issued on the terms and conditions set out in Schedule 2 to this Notice.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)* for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means New World Cobalt Limited (ACN 108 456 444).

Constitution means constitution of the Company.

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

Director means director of the Company.

Director Options means the Options issued in accordance with the Plan and otherwise on the terms and conditions set out in Schedule 5 to this Notice.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities has the meaning set out in the ASX Listing Rules.

Explanatory Statement means the explanatory statement that accompanies this Notice of Meeting.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the listing rules of ASX.

Long-Term Incentive Plan or **Plan** means the Long-Term Incentive Plan adopted by the Directors on 17 October 2019, a summary of which is set out in Schedule 4.

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

Placement Option means an Option issued on the terms and conditions set out in Schedule 2 to this Notice.

Proxy Form means the proxy form enclosed with this Notice of Meeting.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2019.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

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

Shareholder means a registered holder of a Share.

Underwriter Option means an Option issued on the terms and conditions set out in Schedule 1 to this Notice.

Variable A means "A" as set out in the calculation in Section 9.2.

WST means Western Standard Time as observed in Perth, Western Australia.

10% Placement Capacity has the meaning given in Section 9.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF UNDERWRITER OPTIONS

1. Each Underwriter Option entitles the holder to subscribe for and be allotted one ordinary fully paid share in the Company (“Share”).
2. The Underwriter Options will expire at 5.00pm (WST, Perth Australia) on 30 June 2022 (**Expiry Date**).
3. The amount payable upon exercise of each Underwriter Option will be \$0.02 (**Exercise Price**).
4. The Underwriter Options are exercisable at any time on or prior to the Expiry Date, with a minimum of one million Underwriter Options to be exercised (unless the holder holds less than one million Options in which case the holder must exercise the full balance of any Underwriter Options held), by notice in writing to the Company in the manner specified on the notice of exercise (Notice of Exercise) accompanied by payment of the Exercise Price for each Underwriter Option being exercised, via electronic funds transfer or other means of payment acceptable to the Company.
5. A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Underwriter Option being exercised in cleared funds (**Exercise Date**).
6. Within 20 business days of the Exercise Date, the Company will:
 - (i) issue the number of Shares required under these terms and conditions in respect of the number of Underwriter Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Underwriter Options.
7. All Shares issued upon exercise of the Underwriter Options will rank pari passu in all respects with the Company’s then existing Shares.
8. In the event of any reorganisation of the issued capital of the Company on or prior to the Expiry Date, the rights of the Option holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.
9. There are no participation rights or entitlements inherent in the Underwriter Options and the holder will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Underwriter Options without exercising the Underwriter Options.
10. There is no right to a change in the exercise price of the Options or to the number of shares over which the Underwriter Options are exercisable in the event of a new issue of capital (other than a bonus issue) during the currency of the Underwriter Options.
11. The Company will not seek quotation of the Underwriter Options on the ASX.
12. The Underwriter Options are transferable.

SCHEDULE 2 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS AND BROKER OPTIONS

References to an Option in this Schedule 2 apply to both Placement Options and Broker Options.

1. Each Option entitles the holder to subscribe for and be allotted one ordinary fully paid share in the Company (“Share”).
2. The Options will expire at 5.00pm (WST, Perth Australia) on 27 September 2022 (**Expiry Date**).
3. The amount payable upon exercise of each Option will be \$0.04 (**Exercise Price**).
4. The Options are exercisable at any time on or prior to the Expiry Date, with a minimum of five hundred thousand Options to be exercised (unless the holder holds less than five hundred thousand Options in which case the holder must exercise the full balance of any Options held), by notice in writing to the Company in the manner specified on the notice of exercise (Notice of Exercise) accompanied by payment of the Exercise Price for each Option being exercised, via electronic funds transfer or other means of payment acceptable to the Company.
5. A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
6. Within 20 business days of the Exercise Date, the Company will:
 - (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
7. All Shares issued upon exercise of the Options will rank pari passu in all respects with the Company’s then existing Shares.
8. In the event of any reorganisation of the issued capital of the Company on or prior to the Expiry Date, the rights of the Option holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.
9. There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options without exercising the Options.
10. There is no right to a change in the exercise price of the Options or to the number of shares over which the Options are exercisable in the event of a new issue of capital (other than a bonus issue) during the currency of the Options.
11. The Company will not seek quotation of the Options on the ASX.
12. The Options are transferable.

SCHEDULE 3 – ISSUE OF EQUITY SECURITIES SINCE 30 NOVEMBER 2018

Date of Issue	Number	Class	Recipients	Issue Price (and discount to market price ¹⁾ if applicable	Form of Consideration
25 Jan 2019	20,324,708	Shares ²	Vendor of Salman Canyon Deposit	No issue price (non-cash consideration)	Non-cash consideration – issued as final consideration under the Salman Canyon Option Agreement, pursuant to which the Company may acquire a 100% interest in the Salman Canyon Deposit in Idaho, USA (Salman Canyon Deposit) Value = \$487,793 ³
25 Jan 2019	750,000	Unlisted Options ⁴	Employee	Nil cash consideration	Employee incentive options Value = \$6,417 ⁴
27 May 2019	220,606,290	Shares	Issued to eligible shareholders pursuant to a fully underwritten non-renounceable entitlement offer (Entitlement Offer)	\$0.01 (9% discount)	Cash Amount raised = \$2.2m Amount spent = \$1.4m Use of funds – (i) exploration, development and related activities (\$0.95m); (ii) issue expenses (\$0.15m) and (iii) general working capital (\$0.3m) Amount remaining = \$0.8m Proposed use of remaining funds ⁵ : (i) exploration, development and related activities (\$0.4m); and (ii) general working capital (\$0.4m)
27 May 2019	35,000,000	Unlisted Options ⁶	Underwriter	Nil cash consideration	Issued as part consideration to the underwriter to the Entitlement Offer Value = \$196,376 ⁶
27 Aug 2019	408,396	Shares	Vendor of the West Kimberley Project	No issue price (non-cash consideration)	Non-cash consideration – issued as part consideration to acquire an 80% interest in tenements E04/1972 and E04/2314 (West Kimberley Project) Value = \$9,802 ³
4 Oct 2019	100,000,000	Shares	Subscribers pursuant to a share placement	\$0.02 (9% discount)	Cash Amount raised = \$2.0m Amount spent on issue expenses = \$0.14m Amount remaining = \$1.86m Use of funds – exploration, development and related activities for the Tererro VMS Project
4 Oct 2019	655,119	Shares	Vendor of the Columbia Mine in Nevada, USA	No issue price (non-cash consideration)	Non-cash consideration – issued as part consideration to explore and develop the Columbia Mine Value = \$15,723 ³

Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount (if any) is calculated on the Market Price on the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: NWC (terms are set out in the Constitution).

3. Value of share consideration issued is based on the closing share price on 17 October 2019 of \$0.024.
4. Unquoted Options, exercisable at \$0.0225 each, on or before 24 January 2021. Value has been estimated using the Black & Scholes Option Pricing Model.
5. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
6. Unquoted Options, exercisable at \$0.02 each, on or before 30 June 2022. Value has been estimated using the Black & Scholes Option Pricing Model.

SCHEDULE 4 – SUMMARY OF TERMS OF LONG-TERM INCENTIVE PLAN

1. Participation

The Board may from time to time in its sole and absolute discretion determine that a person who is an eligible employee under the Plan (**Eligible Employee**) may participate in the Plan.

2. Offers to participate

Following a determination that an Eligible Employee may participate in the Plan, the Board may at any time and from time to time make an invitation to an Eligible Employee to apply for the grant of Performance Rights or Options (**Awards**) under the rules in respect of the operation of the Plan (**Rules**) to the Eligible Employee (**Offer**).

The terms and conditions of Awards offered or granted under the Rules to each Eligible Employee will be determined by the Board in its sole and absolute discretion and set out in an offer letter delivered to the Eligible Employee (**Offer Letter**). The Offer Letter will include as a minimum:

- (i) the date of the Offer;
- (ii) the name of the Eligible Employee to whom the Offer is made;
- (iii) the number and type of Award which are capable of becoming exercisable if the conditions (if any) are met;
- (iv) the grant date;
- (v) in the case of an Option, the exercise price and the exercise period;
- (vi) the expiry date (if any);
- (vii) any applicable conditions associated with the Award;
- (viii) any disposal or other restrictions attaching to the Award or the fully paid ordinary share ("Share") issued upon exercise of the Award;
- (ix) any rights attaching to the Awards; and
- (x) agreement with the Eligible Employee for the Company to supply details to third parties where required by law.

3. Rules of the Plan

The following is a summary of the key terms of the Plan:

- (i) **Nature of Awards:** Each Option or Performance Right entitles the participant holding the Award to subscribe for, or be transferred, one Share. Any Share acquired pursuant to the exercise of a Performance Right and/or Option will rank equally with all existing Shares from the date of acquisition.
- (ii) **No consideration:** An Eligible Employee will not pay anything for the grant of Awards.
- (iii) **Conditions:** Awards may be subject to exercise conditions, performance hurdles or vesting conditions (**Conditions**). These Conditions must be specified in the Offer Letter to Eligible Employees. In the event that a takeover bid for the Company is declared unconditional, there is a change of control in the Company, or if a merger by way of a scheme of arrangement has been approved by a court, then the Board may determine that:
 - (a) all or a percentage of unvested Options will vest and become exercisable;
 - (b) all or a percentage of Performance Rights will be automatically exercised; and
 - (c) any Shares issued or transferred to a participant under the Plan that have restrictions (on their disposal, the granting of any security interests in or over, or otherwise on dealing with), will be free from any restrictions on disposal.
- (iv) **Vesting of Awards:** Awards will vest if and when any Conditions have been satisfied, waived by the Board, or are deemed to have been satisfied under the Plan rules, and the Company has issued a notice (**Vesting Notification**) to the participant informing them that some or all of their Awards have vested.
- (v) **Exercise of Awards:** The period during which a vested Performance Right and/or Option may be exercised will commence when a Vesting Notification has been issued by the Company and ends on the Expiry Date (as defined below). Vested Awards must be exercised by delivering to the Company a signed notice together all other required documents and in the case of vested Options, a cheque or cash or such other form of payment determined by the Board for the amount of the Exercise Price (if any).

- (vi) **Cashless exercise:** Participants may, at their election, elect to pay the exercise price for an Option by setting off the exercise price against the number of Shares which they are entitled to receive upon exercise (**Cashless Exercise Facility**). By using the Cashless Exercise Facility, the participant will receive Shares to the value of the surplus after the exercise price has been set off.

If a participant elects to use the Cashless Exercise Facility, the participant will only be issued that number of Shares (rounded down to the nearest whole number) as are equal to the value to the difference between the exercise price otherwise payable for the Options and the then market value of the Shares at the time of exercise (determined as the volume weighted average price of Shares on the ASX over the five trading days prior to providing a notice of exercise).

- (vii) **Lapse:** Unvested Awards will generally lapse on the earlier of:
- (a) the cessation of employment, engagement or office of a relevant person;
 - (b) the day the Board makes a determination that all unvested Awards and vested Options of the relevant person will lapse because, in the opinion of the Board a relevant person has acted fraudulently or dishonestly, or is in material breach of his or her duties or obligations to the Company;
 - (c) if any applicable Conditions are not achieved by the relevant time;
 - (d) if the Board determines that any applicable Conditions have not been met and cannot be met prior to the date that is 5 years from the grant date or any other date determined by the Board and as specified in the Offer (Expiry Date); or
 - (e) the Expiry Date.

Where a relevant person who holds Awards ceases employment with the Company and becomes a "Bad Leaver", unvested Awards will lapse in accordance with paragraph (i) above and vested Options that have not been exercised will lapse on the date of cessation of employment, engagement or office. A Bad Leaver is a person who ceases employment or engagement with the Company in the following circumstances:

- (a) as a result of termination of their employment or engagement due to serious and wilful misconduct, a material breach of their contract of employment, engagement or office, gross negligence or other conduct justifying termination without notice under their contract of employment, engagement or office or at common law;
 - (b) the relevant person ceases their employment, engagement or office for any reason and commences employment, engagement or office, or otherwise acts, in breach of any post-termination restrictions contained in his or her contract of employment, engagement or office; or
 - (c) the relevant person is disqualified from managing corporations for the purposes of Part 2D.6 Corporations Act.
- (viii) **Good Leaver:** If a relevant person, who is classified as a "Good Leaver", ceases employment, engagement or office with the Company, unless the Board determines otherwise, the person's Awards will lapse in accordance with the terms of the Plan and vested Options that have not been exercised will continue in force and remain exercisable, subject to the satisfaction of any exercise conditions, until the Expiry Date. A Good Leaver is a person who is not a Bad Leaver, and includes where the relevant person's employment, engagement or office ceases due to death, permanent incapacity, redundancy, resignation, retirement or any other reason the Board determines in its discretion.
- (ix) **No assignment:** Awards granted under the Plan may not be assigned, transferred, novated, encumbered with a security interest (such as a mortgage, charge, pledge, lien, encumbrance or other third party interest of any nature) over them, or otherwise disposed of by a participant, other than to a nominated party (such as a spouse, child, trustee of a trust or company) in accordance with the Plan, unless:
- (a) the prior consent of the Board is obtained; or
 - (b) such assignment or transfer occurs by force of law upon the death of a participant to the participant's legal personal representative.
- (x) **Issue Limitations:** The Board is not entitled to make an Offer to an Eligible Employee if offers of Awards under the Plan or under similar plans (excluding offers to persons situated at the time of receipt of the offer outside of Australia, that do not require the use of a disclosure document, or made under a disclosure document) in the previous 3 years would exceed 5% of the issued capital of the Company.
- (xi) **Amendment of the Plan:**

The Board may at any time amend the Plan rules without shareholder approval in respect of the following matters:

- (a) amendments of a "housekeeping" nature;
- (b) changing the vesting and exercise provisions of the Plan or any Performance Right and/or Option so that the scheduled expiry date for that Performance Right and/or Option is not extended, including to provide for accelerated vesting and early exercise of any Awards;
- (c) changing the termination provisions of the Plan or any Performance Right and/or Option so that its originally scheduled expiry date is not extended;
- (d) changing the provisions on transferability of Awards for normal estate settlement purposes;
- (e) changing the process by which a Participant who wishes to exercise his or her Performance Right and/or Option can do so, including the required form of payment for the Shares being purchased, the form of exercise notice and the place where such payments and notices must be delivered; and
- (f) adding a conditional exercise feature which would give Participants the ability to conditionally exercise in certain circumstances determined by the Board.

No amendment to the Plan rules may be made if the amendment materially reduces the rights of any participant in respect of the Awards granted to them prior to the date of the Amendment (except in relation to amendments stipulated by the Plan rules).

No amendment to the Plan that requires shareholder approval under any applicable securities laws or requirements shall become effective until such approval is obtained.

The Board may at any time terminate the Plan or suspend the operation of the Plan.

SCHEDULE 5 – TERMS AND CONDITIONS OF DIRECTOR OPTIONS

The Director Options will be issued pursuant to Plan, with the following key terms and conditions:

1. **Entitlement**
Each Director Option will entitle its holder to subscribe for and be issued, one Share (upon exercise of that Director Option).
2. **Exercise price**
Subject to the terms of the Plan, the amount payable upon exercise of each Director Option will be set at \$0.04.
3. **Expiry date**
Each Director Option expires at 5.00 pm (WST) on the date that is 36 months from the date of grant.
4. **Exercise period**
The Director Options are exercisable at any time on or before the Expiry Date.
5. **Vesting conditions**
The Director Options are not subject to any vesting conditions.
6. **Participation in new issues**
There are no participating rights or entitlements inherent in the Director Options and participants will not be entitled to participate in new issues of securities offered to Shareholders of the Company during the currency of the Director Options.
7. **Transferability**
The Director Options are not transferable without Board approval.
8. **Quotation**
Director Options will not be listed for quotation on the ASX, however, the Company will apply for official quotation of the Shares issued upon the exercise of any vested Director Options.

SCHEDULE 6 – VALUATION OF DIRECTOR OPTIONS

The Director Options, to be issued pursuant to Resolutions 12, 13 and 14 have been independently valued by Stantons International Securities Pty Ltd.

Using the Black & Scholes option valuation methodology and based on the assumptions set out below, the estimated value of the Director Options is as follows:

Assumptions:	
Valuation date	11 October 2019
Market price of Shares	2.0 cents
Exercise price	4.0 cents
Expiry date (length of time from issue)	3 years
Risk free interest rate	0.59%
Volatility	110%
Indicative fair value per Option	1.08 cents
Total Indicative Fair Value of Director Options	\$290,304
- <i>Michael Haynes</i>	\$161,280
- <i>Richard Hill</i>	\$64,512
- <i>Anthony Polglase</i>	\$64,512

Note: The indicative valuation noted above is not necessarily the market price that the Director Options could be traded at and is not automatically the market price for taxation purposes.

ANNUAL GENERAL MEETING PROXY FORM

NEW WORLD COBALT LIMITED
ACN 108 456 444

HIN/SRN: _____

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10.00am (AWST), on Friday, 29 November 2019 at 1/100 Railway Road, Subiaco WA 6008, and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 12, 13 and 14 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 12, 13 and 14 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair. **However, where the Chair of the Meeting is the related party the subject of Resolutions 12 to 14 or is an associate of the related party, the Chair of the Meeting will be excluded from voting undirected proxies.**

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

This proxy is solicited by and on behalf of management. The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting	FOR	AGAINST	ABSTAIN
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director – Anthony Polglase	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Ratification SCCC Share Issue 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Ratification Placement Share Issue 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Ratification Placement Share Issue 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Ratification Underwriter Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Ratification Placement Option Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Approval of Broker Option Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 Approval of Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 Approval of Long-Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12 Issue of Director Options – Michael Haynes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13 Issue of Director Options – Richard Hill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 14 Issue of Director Options – Anthony Polglase	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail in relation to this Proxy Form: YES NO

HOW TO COMPLETE THIS PROXY FORM

- 1. YOUR NAME AND ADDRESS**
Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint Shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note you cannot change ownership of your securities using this form.
- 2. APPOINTMENT OF A PROXY**
If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chair of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a Shareholder of the Company.
- 3. VOTES ON RESOLUTION**
You may direct your proxy how to vote by placing a mark in one of the boxes opposite the Resolution. All your Shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolution, your proxy may vote as he or she chooses. If you mark more than one box on the Resolution your vote on the Resolution will be invalid. If you direct your proxy how to vote validly in accordance with these instructions and your proxy fails to either attend the Meeting or vote on the directed Resolution, the Chair of the Meeting is taken to have been appointed as the proxy for the purposes of voting on the Resolution at the Meeting and must vote in accordance with your proxy.
- 4. VOTING ENTITLEMENTS**
In accordance with the Corporations Act, the Company has determined that the Shareholding of each person for the purpose of determining entitlements to attend and vote at the Meeting will be the entitlement of that person set out in the Company's share register as at 4.00pm (WST) on Wednesday, 27 November 2019. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.
- 5. VOTING IN PERSON**
A Shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the attached proxy form to the Meeting to assist in registering your attendance and number of votes. Please arrive 15 minutes prior to the start of the Meeting to facilitate this registration process. A Shareholder that is a corporation may appoint an individual to act as its representative to vote at the Meeting in accordance with Section 250D of the Corporations Act. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission.
- 6. APPOINTMENT OF A SECOND PROXY**
You are entitled to appoint up to two 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 telephoning the Company Secretary on +61 8 9226 1356 or you may photocopy this form. To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- 7. SIGNING INSTRUCTIONS**
You must sign this form as follows in the spaces provided:

Individual:	where the holding is in one name, the holder must sign.
Joint Holding:	where the holding is in more than one name, all of the Shareholders should sign.
Power of Attorney:	to sign under Power of Attorney, you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies:	where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to Section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.
- 8. LODGING YOUR PROXY FORM**
This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the Meeting being no later than 10.00am (WST) on Wednesday, 27 November 2019. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

In Person	By Mail	By Facsimile	By Scan and Email
New World Cobalt Limited, 1/100 Railway Road, Subiaco, Western Australia 6008	PO Box 457, West Perth, Western Australia 6872	+61 8 9226 2027	info@newworldcobalt.co m