

Non-Renounceable Rights Issue Offer Document

Collerina Cobalt Limited ABN 79 106 879 690

For a non-renounceable pro rata offer to Eligible Shareholders of approximately 50,827,274 New Shares at an issue price of \$0.08 per Share on the basis of 1 New Share for every 10 Shares held to raise approximately \$4 million before issue costs.

The Offer is fully underwritten by Bell Potter Securities Limited. See section 9.4 for details.

IF YOU ARE AN ELIGIBLE SHAREHOLDER, THIS IS AN IMPORTANT DOCUMENT THAT REQUIRES YOUR IMMEDIATE ATTENTION.

THIS OFFER DOCUMENT SHOULD BE READ IN ITS ENTIRETY BEFORE DECIDING WHETHER TO APPLY FOR THE NEW SHARES. IF YOU HAVE ANY QUESTIONS OR DO NOT UNDERSTAND THE OFFER DOCUMENT YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER

This Offer Document is not a prospectus and it does not contain all of the information that an investor may require in order to make an informed decision regarding the New Shares offered.

The New Shares offered by this Offer Document should be considered speculative.

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

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IMPORTANT NOTICES

General

This Offer Document is for the offer of New Shares to Eligible Shareholders and issued in accordance with section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84, which enables certain entities to offer shares for issue without disclosure to investors under Part 6D.2 of the Corporations Act.

This Offer Document was lodged with ASX on 11 July 2018. ASX takes no responsibility for the content of this Offer Document.

Neither this Offer Document nor the Application Form are required to be lodged with ASIC and a prospectus will not be prepared.

This Offer Document is not a prospectus and does not contain all of the information that a prospective investor may require in order to make an informed decision regarding the New Shares offered, or all of the information which would otherwise be required under Australian law or any other law.

Investors should read this Offer Document in conjunction with their own knowledge of the Company, publicly available information, and announcements about the disclosures Company which can be obtained from ASIC and ASX (available from its website www.asx.com.au), and advice from their professional advisers. contents of any website are not incorporated into, nor constitute part of this Offer Document. In particular, important consideration should be given to the risk factors (see section 8 of this Offer Document) that could affect the performance of the Company before making an investment decision.

The information in this Offer Document does not constitute a securities recommendation or financial product advice.

Investors should note that the past Share price performance of the Company provides no guidance to its future Share price performance.

Application

By returning an Application Form or lodging an Application Form with your stockbroker or otherwise arranging for payment for your New Shares through BPAY® in accordance with the instructions on the Application Form, you acknowledge that you have received and read this Offer Document, you have acted in accordance with the terms of the Offer and you agree to all of the terms and conditions as detailed in this Offer Document.

This Offer Document, the Offer and the contracts formed on acceptance of the Applications are governed by the law applicable in New South Wales. Each Applicant submits to the exclusive jurisdiction of the courts of New South Wales.

Offering Restrictions

This Offer Document does not constitute an offer in any place in which, or to any person to whom it would not be lawful to make such an offer. Refer to section 4.7 for treatment of overseas shareholders.

Future performance and forward looking statements

Neither the Company nor any other person warrants or guarantees the future performance of the New Shares or any return on any investment made pursuant to the Offer.

Forward looking statements in this Offer Document are based on the Company's current expectations about future events. These are subject to risks, uncertainties and assumptions that are often outside the control of the Company and its Directors and could cause actual results, performance or achievements to differ materially from the expectations expressed or implied by such forward looking statements (see Key Risks in section 8 of this Offer Document).

Disclaimer

This Offer Document has been prepared by the Company. No person is authorised to give information or to make any representation in connection with this Offer Document which is not contained in the Offer Document. Any information or representation not so contained may not be relied upon.

The Underwriter, its related bodies corporate, its affiliates, advisors, directors, officers, partners, employees, representatives or agents:

- (a) have not authorised, permitted or caused the issue, lodgement, submission, dispatch or provision of this Offer Document and they do not take any responsibility for the information set out in this Offer Document or any action taken by you on the basis of such information:
- (b) do not make, or purport to make, any recommendations as to whether you or your related parties should participate in the Offer, nor do they make any representations or warranties to you concerning this Offer or any such information, and there is no statement in this Offer Document which is based on any statement by the Underwriter; and
- (c) to the maximum extent permitted by law, expressly exclude and disclaim all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Offer or this Offer Document being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise.

Privacy

As a Shareholder, the Company and its Share Registry currently hold certain personal information. Further information may be provided upon completion of the Application Form. The Company uses such information to assess your application, facilitate distribution payments, for corporate communications and services to you as a Shareholder, and for administrative purposes. Information may also be provided to regulatory bodies, persons inspecting the register, bidders for securities in the context of takeovers, authorised securities brokers, print service providers, mail houses and the Share Registry.

To access, correct and update your personal information please contact the Company or its Share Registry.

Defined terms

Certain terms and abbreviations in this Offer Document are defined in the glossary of terms in section 10.

1 CHAIRMAN'S LETTER

Dear Shareholder

On behalf of Collerina Cobalt Limited (Company) I am pleased to invite you to participate in a non-renounceable 1 for 10 pro rata entitlement offer at an issue price of \$0.08 per New Share to raise approximately \$4.0 million before costs of the Offer (Offer). The Offer is fully underwritten.

The issue price represents a 26.6% discount to the volume weighted average closing price of the Company's shares on the ASX over the last 30 traded days prior to the announcement to ASX on 11 July 2018.

Eligible Shareholders can apply for Shortfall Shares in excess of their Entitlement.

This Offer is being conducted to further the Company's continued quest to become a globally significant, low cost producer of High Purity Alumina (HPA).

Having previously confirmed the successful production of 4N (99.99% purity) HPA from a pregnant leach solution (PLS) liquor generated from acid leaching of the Collerina Project ore, the Company has now identified an opportunity to apply its proprietary licenced solvent extraction (SX) and refining technology on an alternate feedstock (made up of a blend of available industrial products) with the capability of delivering significantly higher concentrations of aluminium to the SX circuit than PLS achievable using the previous counter current atmospheric leaching of Collerina Project ore.

This modified path to HPA production, recently introduced to the market as the 'HPA First' process, will see a significant recalibration of the Preliminary Feasibility Study (PFS) projected capital requirements and operating cost profile and is expected to deliver a dramatically improved business case for advancing the project through to a definitive feasibility study and final investment decision.

In addition to enhanced project economics, the modified process flow sheet will allow the Company to pursue its HPA ambitions independent of developing a mining operation and hence is expected to have significant positive implications for the project's permitting, financing, project implementation and operational cash flow timetables.

My fellow Directors and I will subscribe for our full entitlements under the Offer.

Further details of the purpose of the Offer are set out in section 7 of this Offer Document.

This Offer Document and personalised Entitlement and Acceptance Form should be read carefully and in their entirety before deciding whether to participate in this Offer. In particular, Eligible Shareholders should consider the key risk factors outlined in section 8 of this Offer Document. These include the risks of chemical process testwork, feasibility studies and, if successful, development of a process on a commercial scale, commodity pricing risks relevant to a company in prefeasibility stage.

On behalf of the Board of Directors I invite you to consider this investment opportunity and thank you for your ongoing support of the Company.

Yours sincerely



Norman A. Seckold

Chairman

2 SUMMARY OF OPTIONS AVAILABLE TO YOU

If you are an Eligible Shareholder, you may take one of the following options:

- (a) Take up all of your Entitlement and also apply for Shortfall Shares under the Top Up Facility.
- (b) Take up all of your Entitlement but not apply for any Shortfall Shares.
- (c) Take up part of your Entitlement and allow the balance to lapse, in which case you will receive no value for your lapsed Entitlement.
- (d) Do nothing, in which case your Entitlement will lapse and you will receive no value for your lapsed Entitlement.

See section 5 for details.

Please contact the Company Secretary on +61 2 9300 3310 if you have any queries in relation to the Offer.

3 TIMETABLE

Event	Date
Announcement of Offer, appendix 3B and section 708AA notice	11 July 2018
Ex rights date	13 July 2018
Record date to determine entitlement to New Shares	16 July 2018
Dispatch of Offer document and Entitlement and Acceptance Form	19 July 2018
Offer opening date	
Offer closing date	30 July 2018
Securities quoted on deferred settlement basis	31 July 2018
Notify ASX of total subscriptions	2 August 2018
Allotment Date	6 August 2018

These dates are indicative, and the Company, in conjunction with the Underwriter and subject to the Corporations Act and the ASX Listing Rules, may vary the above dates.

4 SUMMARY OF THE OFFER

4.1 The Offer

The Company proposes to raise approximately \$4 million under a fully underwritten non-renounceable pro rata rights issue of New Shares on the basis of 1 New Share for every 10 Existing Shares held, at an issue price of \$0.08 per New Share to Eligible Shareholders who are registered on the Company's share register at 5.00pm EST on 16 July 2018 (Record Date).

The number of New Shares to which you are entitled (your **Entitlement**) is shown on the accompanying Application Form. The rights issue is non-renounceable. Accordingly, Entitlements cannot be sold, transferred or otherwise disposed of.

The rights issue is fully underwritten. See section 9.4 for details.

Please refer to the ASX Announcement set out in section 7 for information on the purpose of the rights issue, the application of the proceeds of the rights issue and information on the Company and its assets. You should also consider other publicly available information about the Company, including information available at www.asx.com.au and www.collerinacobalt.com.au.

The Offer is fully underwritten by Bell Potter Securities Limited who will be paid a management fee of 2% and an underwriting/selling fee of 4% on all amounts raised under the Offer.

4.2 Your Entitlement

An Entitlement and Acceptance Form setting out your Entitlement (calculated as 1 New Share for every 10 Existing Shares held on the Record Date with fractional entitlements rounded up to the nearest whole number of New Shares) will accompany this Offer Document when it is dispatched to Eligible Shareholders. Eligible Shareholders may subscribe for all or part of their Entitlement. If you have more than one registered holding of Shares, you will be sent an Entitlement and Acceptance Form for each separate registered holding, and you will have separate Entitlements for each separate registered holding.

4.3 No Rights trading

The Offer is non-renounceable. This means that your Right to subscribe for New Shares under this Offer Document is not transferable and there will be no trading of Rights on the ASX. If you choose not to take up your Rights, you will receive no benefit and your shareholding in the Company will be diluted as a result.

4.4 Applying for Shortfall Shares

Eligible Shareholders may, in addition to their Entitlement, apply for extra New Shares regardless of the size of their present holding (**Top Up Facility**).

Entitlements not applied for will become available for subscription under the Top Up Facility (Shortfall Shares). It is possible that there will be few or no Shortfall Shares available for issue. It is an express term of the Offer that applicants for Shortfall Shares will be bound to accept a lesser number of Shortfall Shares allocated to them than applied for. If a lesser number is allocated to them, excess Application Money will be refunded without interest.

The Company, in conjunction with the Underwriter, reserves the right to scale back any applications for Shortfall Shares in their absolute discretion. Any surplus Application Monies will be returned to applicants of the Shortfall Shares as soon as practicable without interest.

4.5 Allotment and Application Money

Application Money will be held in a subscription account on trust until allotment of the New Shares. If the Application Money is refundable, it will be refunded as soon as reasonably practicable. Interest earned on the Application Money will be for the benefit of the Company and will be retained by the Company irrespective of whether New Shares are issued.

No allotment of the New Shares will occur until ASX grants permission to quote the New Shares.

The New Shares are expected to be allotted by no later than 5.00pm EST on 6 August 2018. Statements of holding of New Shares will be mailed after allotment occurs.

4.6 ASX Quotation

Application for admission of the New Shares to official quotation on ASX has been made.

Subject to approval being granted by ASX, it is expected that quotation and trading of New Shares will commence on a deferred settlement basis on 31 July 2018.

The fact that ASX may agree to grant official quotation of the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares.

4.7 Non-Resident Shareholders

The Offer is not being extended to any Shareholder, as at the Record Date, whose registered address is not in Australia or New Zealand because of the small number of such Shareholders, and the cost of complying with applicable regulations in jurisdictions outside Australia and New Zealand.

This Offer Document and accompanying Application Form do not, and are not intended to, constitute an offer in any place in which, or to any person whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the New Shares or the Offer, or otherwise to permit a public offering of the New Shares in any jurisdiction outside Australia and New Zealand.

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance of Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (New Zealand). This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Recipients may not send or otherwise distribute this Offer Document or the Application Form to any person outside Australia or New Zealand (other than to Eligible Shareholders).

The New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States. The New Shares to be issued under the Offer may be offered and sold solely outside the United States to persons that are not US Persons and are not acting for the account or benefit of US Persons in offshore transactions in reliance on Regulation S under the US Securities Act. No party has offered or sold and no party will offer or sell, directly or indirectly, any New Shares in the United States or to, or for the account or benefit of, US Persons, except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

As the Offer is fully underwritten no Shareholder may increase their voting power as a result of the Offer and, for that reason, the Company has not appointed a nominee as provided for under section 615 of the Corporations Act.

4.8 Information availability

Eligible Shareholders can obtain a copy of this Offer Document during the period of the Offer directly from the Company or on the Company's website at www.collerinacobalt.com.au. The electronic version of this Offer Document will not include an Application Form. To request an Application Form contact the Company Secretary (see section 4.10 for contact details). Persons who access the electronic version of this Offer Document should ensure that they download and read the entire Offer Document and any related information to which it refers.

4.9 Taxation

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares under this Offer Document.

Taxation implications will vary depending on the particular circumstances of individual Eligible Shareholders. Eligible Shareholders should consider whether to seek specific advice applicable to their own particular circumstances from their own professional advisers.

4.10 Enquiries

Any questions concerning the Offer should be directed to Mr Richard Edwards, Company Secretary on +61 2 9300 3310 or consult your professional adviser.

5 HOW TO APPLY

5.1 What you may do

The number of New Shares to which you are entitled is shown on the accompanying Application Form.

Fractional Entitlements have been rounded up to the nearest whole number of New Shares. For this purpose, holdings in the same name are aggregated for calculation of Entitlements. If the Company considers that holdings have been split to take advantage of rounding, the Company reserves the right to aggregate holdings held by associated Eligible Shareholders for the purpose of calculating Entitlements.

As an Eligible Shareholder, you may:

- (a) take up all of your Entitlement and apply for Shortfall Shares;
- (b) take up all of your Entitlement but not apply for any Shortfall Shares;
- (c) accept part of your Entitlement and allow the balance to lapse; or
- (d) do nothing which will allow all of your Entitlement to lapse.

The Company reserves the right to reject any Application Form that is not correctly completed or that is received after 5.00pm EST on the Closing Date.

The Company will treat you as applying for as many New Shares as your payment will pay for in full. Amounts received by the Company in excess of the number of New Shares and Shortfall Shares you are ultimately allocated will be returned as soon as practicable. No interest will be paid on returned Application Money.

5.2 To take up all or part of your Entitlement

If you decide to take up all or part of your Entitlement, please follow the instructions on the Application Form and arrange for payment of the Application Money.

5.3 To apply for Shortfall Shares

Eligible Shareholders may, in addition to their Entitlement, apply for Shortfall Shares regardless of the size of their present holding. Refer to section 4.4 if you wish to apply for Shortfall Shares.

5.4 To allow your Entitlement to lapse

If you do not wish to take up any part of your Entitlement you are not required to take any action. If you allow your Entitlement to lapse you will receive no benefit for your Entitlement not taken up and your shareholding in the Company will be diluted as a result.

5.5 Consequences of not accepting all or part of your Entitlement

If you do not accept all or part of your Entitlement in accordance with the instructions set out above, those New Shares for which you would have otherwise been entitled under the rights issue (including New Shares that relate to the portion of your Entitlement that has not been accepted) will be acquired by Eligible Shareholders under the Top Up Facility, the Underwriters or Non-Qualifying Foreign Shareholders who satisfy the Company that an offer of securities can be made to them without disclosure.

The Directors also reserve the right to place any shares not subscribed for by Eligible Shareholders at their discretion within two months of the Opening Date.

By allowing part or all of your Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up your Entitlement in full and you will not receive any value for any part of your Entitlement which lapses. Your interest in the Company will also be diluted.

5.6 Payment

Acceptance of New Shares must be accompanied by payment in full of the price of \$0.08 per New Share. A single payment should be made for the Application Money for your Entitlement you wish to take up as stated on the Application Form and any Shortfall Shares you wish to apply for.

Cash will not be accepted and no receipts will be issued. Payments will only be accepted in Australian currency and as follows:

- (a) cheque, bank draft or money order drawn on and payable at any Australian financial institution; or
- (b) BPAY® as per the Application Form.
- (c) For payment by cheque, bank draft or money order:

To participate in the Offer, your completed Application Form, together with your Application Money, must be received no later than 5.00 pm EST on the Closing Date at:

By Post:

GPO BOX 505 Melbourne Victoria 3001 Australia

Please follow the instructions on the Application Form.

Cheques or bank cheques should be made payable to 'Collerina Cobalt Limited' and crossed 'Not Negotiable'. A single cheque should be used for the Application Money for your Entitlement you wish to take up as stated on the Application Form and any Shortfall Shares you wish to apply for.

The Company will present the cheque or bank draft on or around the day of receipt of the Application Form. If a cheque is not honoured upon its first presentation, the Directors reserve the right to reject the relevant Application Form.

If the amount of your cheque or bank draft for Application Money (or the amount for which the cheque or bank draft clear in time for allocation) is insufficient to pay for the number of New Shares you have applied for in your Application Form, you may be taken to have applied for such lower number of New Shares as your cleared Application Money will pay for (and to have specified that number of New Shares in your Application Form) or your Application may be rejected.

(d) For payment by BPAY®

If you are paying by BPAY® payment, ensure you follow the instructions on the Application Form. You do not need to mail the Application Form.

It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than 5.00pm Eastern Standard Time on the Closing Date. You should be aware of, and account for, any earlier cut-off times that may be implemented by your financial institution regarding electronic payment.

5.7 Application Form is binding

A completed and lodged Application Form constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Offer Document and, once lodged, cannot be withdrawn. If the Application Form is not completed correctly, it may still be treated as a valid application for New Shares. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Application Form is final.

By completing and returning your Application Form with the requisite Application Monies, you will be deemed to have represented that you are an Eligible Shareholder. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence and/or where you have been given the Offer Document, does not prohibit you from being given the Offer Document and that you:

- (a) agree to be bound by the terms of the Offer;
- (b) declare that all details and statements in the Application Form are complete and accurate;
- (c) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Application Form;

- (d) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in the Application Form;
- (e) declare that you are the current registered holder of Shares and are an Australian or New Zealand resident, and you are not in the United States or a US Person, or acting for the account or benefit of a US Person;
- (f) acknowledge that the information contained in, or accompanying, the Offer Document is not investment or financial product advice or a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs; and
- (g) acknowledge that the New Shares have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia and New Zealand and accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of applicable securities laws in particular the US Securities Act.

5.8 Notice to nominees and custodians

Nominees and custodians should note that the Offer is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of securities. Where any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.

6 EFFECT OF THE OFFER

6.1 Effect of the Offer on the capital structure of the Company

The total number of New Shares to be issued under the Offer will be approximately 50,827,274 (the exact number depends on the rounding up of individual holdings).

The table below sets out, for illustrative purposes only, the existing capital structure (before the Offer) together with the impact of the issue of the New Shares under the Offer.

It assumes that no Options are exercised prior to the Record Date and that all New Shares are issued under the Offer or placed after the Offer. If any options are exercised before the Record Date, the number of Shares on issue in the capital of the Company will increase and the number of New Shares issued under the Offer will also increase.

Shares	
Existing Shares	508,272,744
New Shares issued pursuant to the Offer	50,827,274
Total Shares on issue after completion of the Offer	559,100,018

Options	
Existing options on issue ¹	38,000,000
New options to be issued pursuant to the Offer	Nil
Total options on issue after completion of the Offer ²	38,000,000

Notes:

The effect of the Offer will be to increase the number of Shares on issue in the Company by 50,827,274 and increase the cash held by the Company by approximately \$4,066,182 (before taking into account the expenses of the Offer). Expenses of the Offer are expected to be approximately \$300,000.

¹ Comprised of 8,000,000 options exercisable at \$0.02 per option expiring on 24 October 2018 and 30,000,000 options exercisable at \$0.10 per option expiring on 31 October 2019.

² It is proposed that Rimas Kairaitis be issued with 10,000,000 unlisted options exercisable at \$0.15 per option expiring on 31 October 2020. The issuance of these options will be subject to Shareholder approval.

6.2 Potential effect on control of the Company

Eligible Shareholders who take up their Entitlement in full should not have their interest in the Company diluted by the Offer (subject to immaterial movements as a result of rounding of their Entitlement).

The potential effect the Offer will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand.

The potential effect of the Offer on the control of the Company is as follows:

- (a) If all Eligible Shareholders take up their Entitlements under the Offer, then the Offer will have no significant effect on the control of the Company.
- (b) If some Eligible Shareholders do not take up all of their Entitlements under the Offer, then the interests of those Eligible Shareholders will be diluted.
- (c) The proportional interests of Non-Qualifying Foreign Shareholders will be diluted because those Non-Qualifying Foreign Shareholders are not entitled to participate in the Offer.
- (d) Shareholders that apply for Shortfall Shares (under which any shortfall between Applications received and the number of New Shares proposed to be issued under the Offer may be applied for by those who have accepted their Entitlements in full) may increase their interests beyond their Entitlement. This could result in the dilution of holdings of those who failed to accept their Entitlements in full and those who failed to apply for Shortfall Shares.
- (e) The Entitlement Offer is fully underwritten by the Underwriter. If no Eligible Shareholder takes up their Entitlement under the Offer then the Underwriter would be required to take up its full commitment under the Underwriting Agreement which would result in the Underwriter, subject to any sub-underwriting arrangements it has entered into, acquiring 50,827,274 New Shares under the Offer resulting in a maximum voting power in the Company of 9.09%.

Those shareholders which have a relevant interest in 5% of more of the Existing Shares as at the date of this Offer Document are set out in the table below. Should these shareholders fully participate in the Offer then, while the number of Shares they hold will increase, the Offer will have no significant effect on their current interest in the Company (assuming that none of these shareholders will apply for and be allocated Shortfall Shares).

Shareholder	Pre Offer		Pre Offer Post Offer	
	Shares	%	Shares	%
PT Muara Mulya Propertindo	110,536,400	21.75%	121,590,040	21.75%
Permgold Pty Ltd	61,173,812	12.04%	67,291,194	12.04%
Budworth Capital Pty Ltd <rolling a="" c="" capital="" hills=""></rolling>	35,045,455	6.90%	38,550,000	6.90%
BT Portfolio Services Limited <warrell a="" c="" f="" holdings="" s=""></warrell>	30,000,000	5.90%	33,000,000	5.90%

7 ASX ANNOUNCEMENT



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Level 2, 66 Hunter Street Sydney
NSW 2000
Phone: +61 2 9300 3310

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11 July 2018

The Manager Companies ASX Limited 20 Bridge Street Sydney NSW 2000

(23 pages by email)

UNDERWRITTEN NON-RENOUNCEABLE RIGHTS ISSUE

- 1 for 10 rights issue offered at 8.0 cents per share to raise approximately \$4.0 million.
- The Offer is fully underwritten.
- Directors will subscribe for their full entitlements.
- Attractive pricing 26.6% discount to 1 month VWAP of 10.9 cents.
- Funding to advance the HPA First process.
- Detailed Investor Presentation attached.

The Directors are pleased to advise that Collerina Cobalt Limited (the **Company**) will proceed with a fully underwritten 1 for 10 pro-rata, non-renounceable rights issue (**Offer**) to raise approximately \$4.0 million before costs of the Offer.

This Offer is being conducted to advance the HPA First process, as a fast track to become a globally significant, low cost producer of High Purity Alumina (HPA).

The funds raised will be principally used to:

- Advance pre-feasibility study (PFS) testwork.
- PFS engineering and reporting.
- Testwork piloting.
- Project and product marketing.
- Working capital and costs of the Offer.

The Offer will be made to eligible shareholders on the basis of 1 New Share for every 10 Existing Shares held, at an issue price of \$0.08 per New Share to Eligible Shareholders who are registered on the Company's share register at 5.00pm EST on 16 July 2018 (Record Date). The issue price represents a 26.6% discount to the 1 month volume weighted average price (VWAP) of 10.9 cents.

Shareholders will be given the opportunity to apply for additional securities in excess of their entitlement, however, allocations are not guaranteed.

Directors have advised that they will subscribe for their full entitlement under the Offer.

Bell Potter Securities Limited has been appointed to act as Lead Manager and Underwriter to the Offer.

The proposed timetable* for the offer is as follows:

Announcement of Offer, Appendix 3B and section 708AA notice	11 July 2018
Shares trade ex-entitlement (Ex Date)	13 July 2018
Record date to determine Entitlements (Record Date)	16 July 2018
Dispatch of Offer document and Entitlement and Acceptance Form Offer opening date	19 July 2018
Offer Closing date (5pm EST)	30 July 2018
Securities quoted on deferred settlement basis	31 July 2018
Notify ASX of under subscriptions	2 August 2018
Allotment date Deferred settlement trading ends	6 August 2018
Dispatch of shareholding statements	7 August 2018
Normal trading of New Shares expected to commence	7 August 2018

^{*}The above timetable is indicative and may change, subject to the Corporations Act and Listing Rules.

An Offer Document and a personalised Entitlement and Acceptance form will be sent to Eligible Shareholders in accordance with the above timetable. Furthermore, from 19 July 2018, eligible shareholders can view their personalised entitlement and acceptance form online at www.investorcentre.com.

Shareholders should carefully consider the Offer Document in deciding whether to acquire New Shares.

The Company gives notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (Corporations Act) that:

- 1. The Company will offer the New Shares in for issue pursuant to the Entitlement Offer in reliance of section 7088AA (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) and without disclosure to investors under Part 6D.2 of the Corporations Act.
- 2. As at the date of this notice:
 - (a) the Company has complied with the provisions of Chapter 2M of the Corporations Act as they apply to the Company;
 - (b) the Company has complied with section 674 of the Corporations Act; and
 - (c) there is no 'excluded information' within the meaning of sections 708AA(8) and 708AA(9) of the Corporations Act which is required to be disclosed under section 708AA(7)(d) of the Corporations Act.
- 3. The potential effect that the Entitlement Offer will have on control of the Company and the consequences of that effect will depend upon a number of factors, including investor demand. As the Entitlement Offer is pro rata, on a 1 for 10 basis and fully underwritten, the Company does not expect the Entitlement Offer to give rise to any material effect or consequence on the control of the Company.

Yours sincerely

Richard Edwards Company Secretary

pjn9454

COLLERINA COBALT LTD (ASX:CLL)

RIGHTS ISSUE TO FAST TRACK HPA PRODUCTION



Disclaimer



This presentation has been prepared by Collerina Cobalt Limited (ABN 79 106 879 690) ("Collerina Cobalt" or the "Company"). It should not be considered as an offer or invitation to subscribe for or purchase any securities in the Company or as an inducement to make an offer or invitation with respect to those securities. No agreement to subscribe for securities in the Company will be entered into on the basis of this presentation.

This presentation contains forecasts and forward looking information. Such forecasts and information are not a guarantee of future performance, involve unknown risks and uncertainties. Actual results and developments will almost certainly differ materially from those expressed or implied. Collerina Cobalt has not audited or investigated the accuracy or completeness of the information, statements and opinions contained in this presentation. Accordingly, to the maximum extent permitted by applicable laws, Collerina Cobalt makes no representation and can give no assurance, guarantee or warranty, express or implied, as to, and take no responsibility and assume no liability for, the authenticity, validity, accuracy, suitability or completeness of, or any errors in or omission, from any information, statement or opinion contained in this presentation.

You should not act or refrain from acting in reliance on this presentation material. This overview of Collerina Cobalt does not purport to be all inclusive or to contain all information which its recipients may require in order to make an informed assessment of the Company's prospects. You should conduct your own investigation and perform your own analysis in order to satisfy yourself as to the accuracy and completeness of the information, statements and opinions contained in this presentation and making any investment decision.

"HPA FIRST" - FAST TRACK PATH TO HPA PRODUCTION

Collerina Project PFS testwork has identified a major opportunity to fast track High Purity Alumina (HPA) production (the "HPA First" process)



Major opportunity to fast track HPA production using proprietary technology

The "HPA First" process



HPA First is a major process simplification:
Major OpEx reductions
Major CapEX reductions

Dominant HPA revenue fast tracked



PFS Study adjusted to include the HPA First process

Expected to deliver a dramatically improved business case

The HPA First process will capture the dominant project revenue (HPA) whilst retaining the attractive option of future integration of the nickel-cobalt process using Collerina Project ore.

Rights Issue



- Collerina Cobalt is launching a 1 for 10 fully underwritten rights issue at 8.0 cents per share to raise ~\$4m
- Proceeds of the offer to fund the amended HPA First Pre-Feasibility Study (PFS), to commence HPA marketing and Project Piloting for the Definitive Feasibility Study (DFS)

ASX Code	CLL	
Existing Issued Capital (1 July 2018)	508,272,744	shares
Rights Issue (1 for 10)	50,827,274	shares
Offer Price	\$0.08	
Discount to 30 day VWAP	26.6%	
Discount to last traded	27.3%	
Funds Raised (before costs)	\$4,066,182	
Post-Issue Capital Structure ¹		
Shares on Issue	559,100,018	shares
Unlisted Options (@2c)	8.0 M	(exp Oct 18)
Unlisted Options (@10c)	30.0M	(exp Oct 19)

^{1.} It is proposed that Rimas Kairaitis be issued with 10M unlisted options at a strike price of 15c with a maturity date of 31 October 2020. The issue of these options will be subject to shareholder approval.

Indicative Use of Funds	\$
Additional PFS Testwork	300,000
PFS Engineering & Reporting	260,000
Testwork Piloting	1,720,000
Project & Product Marketing	50,000
Administration	264,000
Capital Raising Costs	300,000
Working Capital	1,172,182

4,066,182

Indicative Timetable to the Offer

Event	Date
Announcement Date	Wednesday 11th July, 2018
Shares trade ex-entitlement (Ex-date)	Friday 13th July, 2018
Record Date to determine entitlement (Record Date)	Monday 16th July, 2018
Offer Document Despatched	Thursday 19th July, 2018
Offer Closes (5pm)	Monday 30th July, 2018
Deferred Settlement Trading commences	Tuesday 31st July, 2018
Notify ASX of under-subscriptions	Thursday 2nd August, 2018
Issue Date and Deferred Settlement Trading ceases	Wednesday 6th August, 2018

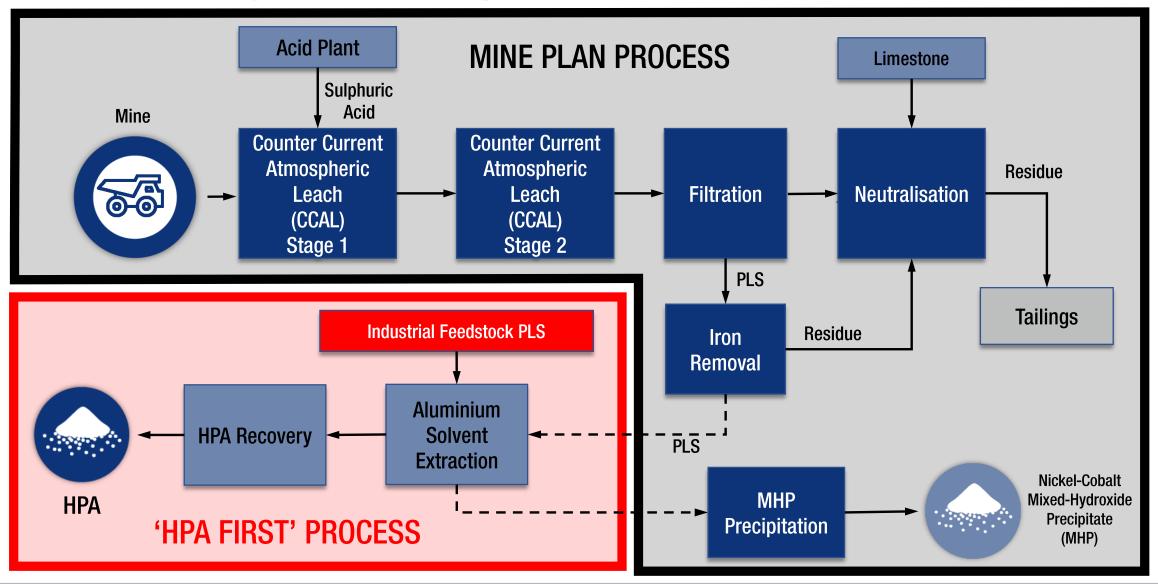
This timetable is indicative and may change, subject to the Corporations Act and the ASX Listing Rules

HPA First



- The Collerina Project PFS testwork has identified a major opportunity to fast track High Purity Alumina (HPA) production (the HPA First process).
- The HPA First process uses the Company's proprietary licenced solvent extraction (SX) and refining technology and a feedstock blend of readily available industrial products rather than an acid leach solution generated from the Collerina Project ore.
- The alternate feedstock delivers an aluminium tenor at multiples higher than achievable with an acid leach solution.
- Bench scale SX test results have confirmed the viability of the HPA First process.
- This major advance represents the opportunity to rapidly fast track HPA production, as the dominant revenue material, ahead of any mine development.
- This HPA First process is a far simpler process than the original process flow sheet, and does not require the development of a mining operation or associated acid plant, leach vessels, filtration plant, neutralisation circuits or tailings facilities, with the following implied benefits:
 - significant reductions in the process plant equipment and vessel sizing;
 - significant CapEx reductions;
 - significant OpEx reductions;
 - de-risked project implementation with a faster track through DFS, permitting, financing and construction to operational cash-flow.
- The Pre-Feasibility Study (PFS) has been formally modified to deliver an initial study based on the HPA First process and is expected to deliver a dramatically improved business case.
- To accommodate the additional engineering and testwork required, the PFS delivery is now expected in October 2018.
- The option for the future integration of a nickel-cobalt process is retained.

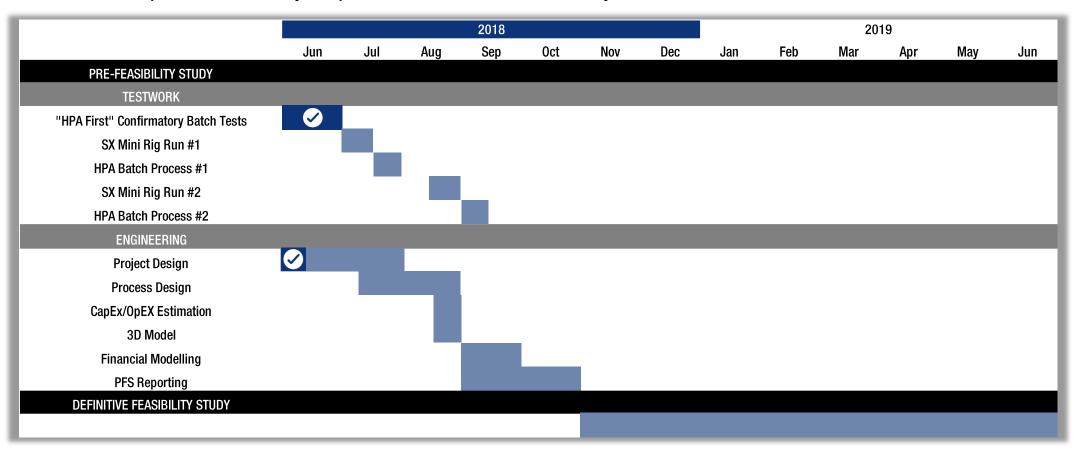
HPA First – A Major Process Simplification



Indicative Timetable



- A modified PFS has been adopted to deliver on the HPA First process.
- Two additional SX mini-rig and HPA runs are required on the new feedstock, with PFS delivery due in October 2018.
- The PFS is expected to roll directly into pilot scale testwork for a DFS delivery in 2019.

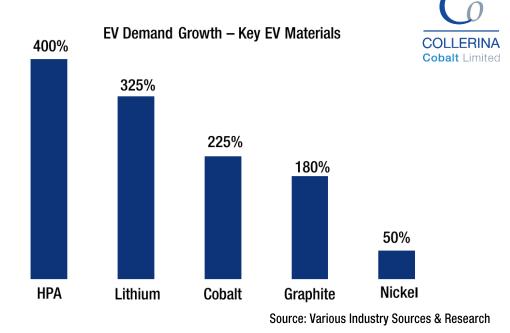


About High Purity Alumina (HPA)



- HPA is the pure form of aluminium oxide (Al₂O₃) HPA is the pre-cursor material for the manufacture of sapphire glass and ceramic coated Lithium-lon-Battery (Li-B) separators
- Its value derives from its physical properties of extreme hardness and chemical stability
- Purity is determined by the concentration of trace elements in the alumina compound eg, iron, magnesium, sodium
- Price and performance of HPA varies upon product density, crystal structure, particle size and distribution and degree of purity

4N HPA is the largest sector of the HPA market and is seen by Collerina Cobalt as the most logical sector of the market in which to focus in terms of demand volumes and margin optimisation

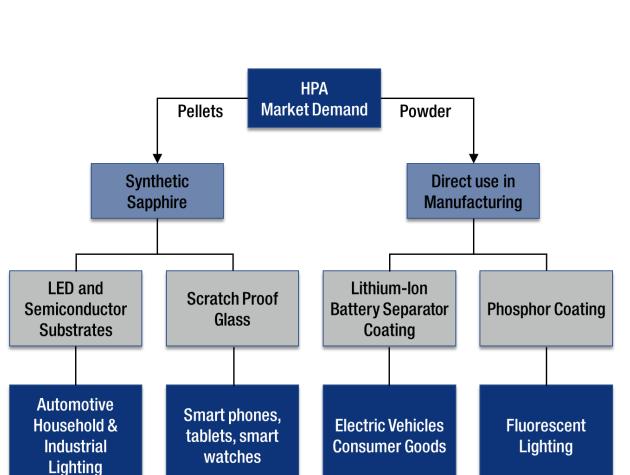


PRICE FOR PURITY

SGA	99.5% purity	~US\$400/t
3N HPA	99.9% purity	~US\$10-25/kg
4N HPA	99.99% purity	~US\$25-50/kg
5N HPA	99.999% purity	~US\$50-100/kg
6N HPA	99.9999% purity	By negotiation in a very limited market.

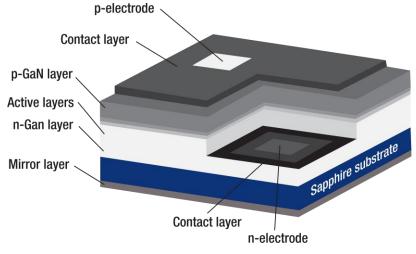
Source: CRU

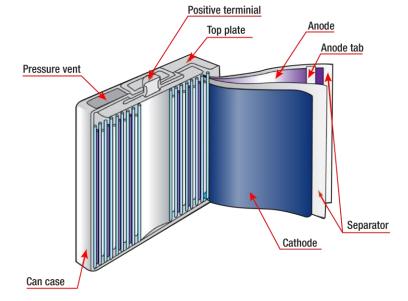
The High Purity Alumina (HPA) – Market



LATERAL LED CHIP ARCHITECTURE

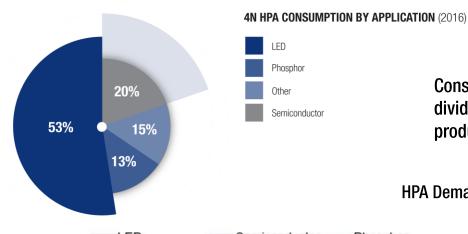






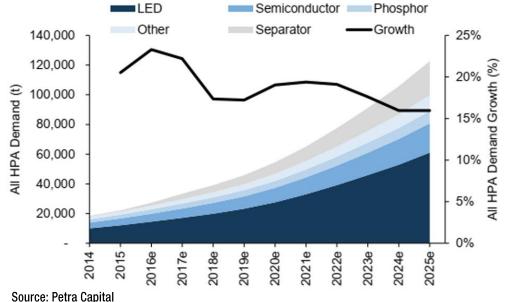
High Purity Alumina (HPA) – Demand Outlook

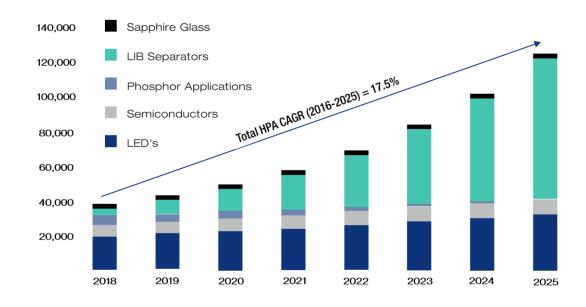




Consensus market agreement on strong demand growth for HPA to 2025. Market analysts divided on growth driver being either the increasing adoption of LED (Light Emitting Diode) products and/or separator coatings in lithium ion batteries (Li-B's).

HPA Demand Outlook (2018-2025)





Source: CRU

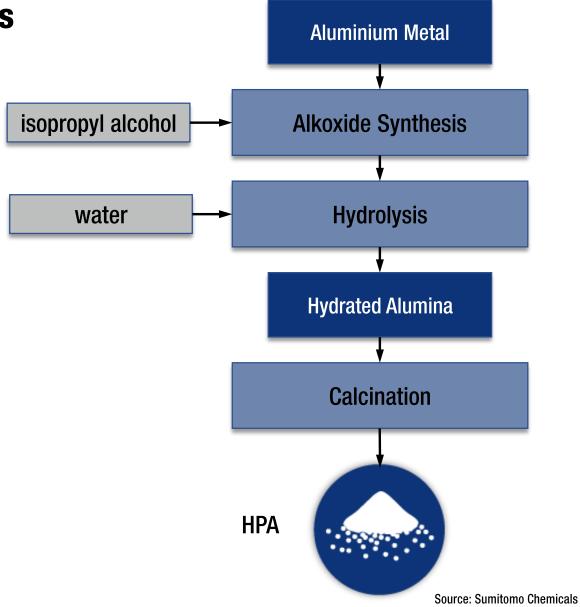
Existing HPA Market Production Process

Existing HPA production is synthesised from Al metal feedstock.

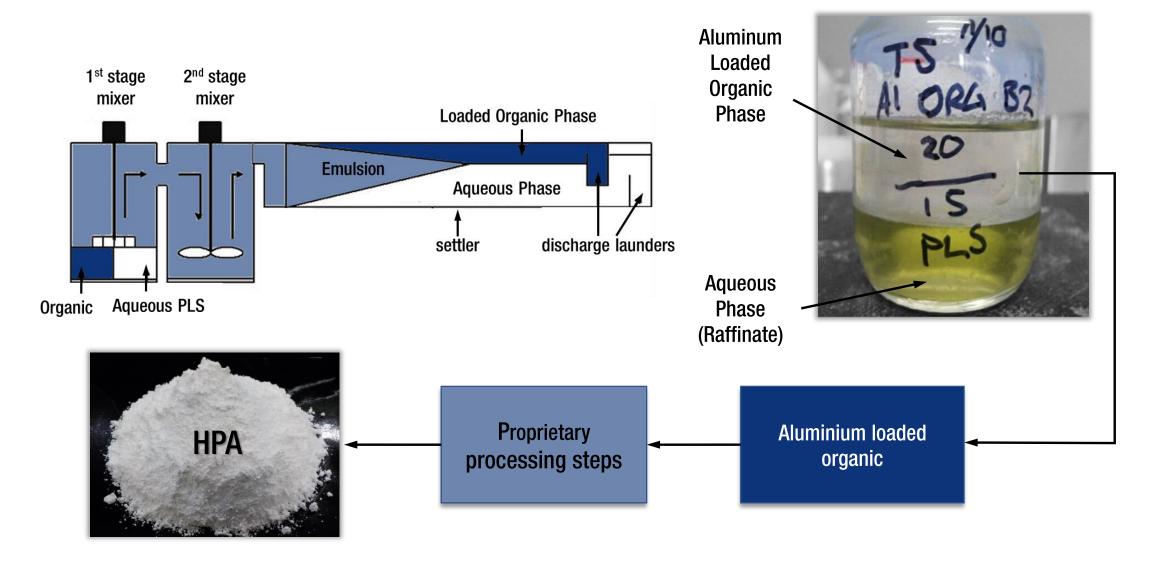
Aluminium alkoxide is synthesised from aluminium metal and alcohol, and hydrated alumina is produced by hydrolysis of alkoxide, and finally high purity alumina is obtained by calcination.

High Cost: Contains the inherited process cost of Al metal feedstock (Bayer Process+ Hall-Héroult Process)





Our HPA Process – Solvent Extraction



Key Risks Statement



Process Risk

Funds raised under this offer will primarily be used to advance chemical process test work and feasibility studies. The process flow sheet under evaluation is novel, and a successful process test results cannot be guaranteed.

Development Risk

The finding of the feasibility studies may not be commercially viable or recoverable. For a wide variety of reasons the financially viable implementation of the process flowsheet at commercial scale cannot be guaranteed.

Environmental Risk

The Company is subject to a number of laws and regulations regarding the protection of the environment. These laws and regulations set various standards regulating certain aspects of health and environmental quality and provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to remediate current and former activities and locations where operations are or were conducted. Significant liability could be imposed on the Company for damages, clean-up costs, or penalties in the event of certain discharges into the environmental damage caused by previous occupiers or non-compliance with environmental laws or regulations. The Company proposes to minimise these risks by conducting its activities in an environmentally responsible manner, in accordance with applicable laws and regulations and where possible, by carrying appropriate insurance coverage.

Commodity Prices

Commodity prices, including the price of HPA, can fluctuate rapidly and are affected by numerous factors beyond the control of the Company. These factors include world demand for commodities, production cost levels, macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, commodities as well as general global economic conditions. These factors may have an adverse effect on the Company's activities as well as the Company's ability to fund those activities.

Contractors Consultants and Advisors

The operations of the Company require the involvement of a number of third parties, including suppliers, contractors and clients. In particular, the Company engages or will engage a number of external contractors to provide chemical test work services and process engineering. Financial failure, default or contractual non-compliance on the part of such third parties may have a material impact on the operations and performance of the Company. It is not possible for the Company to predict or protect the Company against all such risks.

Insurance

The Company insures its operations in accordance with industry practice. In certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover and in some circumstances appropriate insurance cover may not be available or financially viable for certain risks. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company. The Company's business is subject to a number of risks and hazards generally, including without limitation, adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to properties or facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in development, monetary losses and possible legal liability. The Company will maintain insurance coverage that is substantially consistent with mining industry practice. However, there is no guarantee that such insurance or any future necessary coverage will be available to the Company at all or at economically viable premiums or that, in the event of a claim, the level of insurance carried by the Company now or in the future will be adequate, or that a liability or other claim would not materially and adversely affect the Company's business.

Future capital needs and additional funding

The funds raised by the Offer will primarily be used to fund process testwork and feasibility studies. There is a risk that these funds will not be sufficient to complete the proposed work and that further funding may be required.

The Company's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company will vary according to a number of factors, including results of process test work, subsequent feasibility studies, stock market and industry conditions and the price of relevant commodities and exchange rates.

No assurance can be given that future funding will be available to the Company on favourable terms (or at all). If adequate funds are not available on acceptable terms the Company may not be able to further develop its projects and it may impact on the Company's ability to continue as a going concern.

Key people

The responsibility of overseeing the Company's operations and strategic management depends substantially on its Directors and key personnel. There can be no assurance that there will not be a detrimental impact on the Company if one or more of these persons cease their employment or involvement with the Company.

Board & Management





Norman Seckold Chairman

30+ years in the full time management of natural resource companies.
Past Chairman and Director of listed companies including Bolnisi Gold NL, Timberline Minerals Inc., Perseverance Corporation Limited, Valdora Minerals NL, Palmarejo Silver and Gold Corp. and Cockatoo Coal Limited. Currently Chairman of Santana Minerals Limited and Planet Gas Limited and unlisted public company Nickel Mines Limited.



Justin Werner
Managing Director ¹

20+ years' mining and management experience.
Previously consulted to a number of blue chip mining companies including BHP, Rio Tinto and Freeport McMoran.
Successful track record of mine discovery and development.
Currently a Director of unlisted public company Nickel Mines Limited.



Peter NightingaleDirector and CFO

20+ years as a Director or Company Secretary for a range of resource companies including Pangea Resources Limited, Timberline Minerals Inc., Perseverance Corporation Limited, Valdora Minerals NL, Mogul Mining NL, Bolnisi Gold NL, Cockatoo Coal Limited and Sumatra Copper and Gold plc. Currently a Director Planet Gas Limited and unlisted public companies Nickel Mines Limited and Prospech Limited.



Rimas KairaitisTechnical Director ¹

20+ years experience in minerals exploration and resource development in gold, base metals and industrial minerals. Led the geological field teams to the discovery of the Tomingley and McPhillamy's gold deposits in NSW and steered the Hera gold-lead-zinc Project from discovery through to successful commissioning and commercial production. **Previously founding Managing Director and CEO of ASX-listed** Aurelia Metals.



Tony SgroNon-Executive Director

Chemical Engineer with 45+ years' senior management experience in the supply of specialised equipment to the process industries with an emphasis on mining and oil & gas.

Co-founder, Director and General Manager of Kelair Pumps for 36 years.

Norman Seckold

Chairman

nseckold@collerinacobalt.com.au



Justin Werner

Managing Director

jwerner@collerinacobalt.com.au

Rimas Kairaitis

Technical Director

rkairaitis@collerinacobalt.com.au

Peter Nightingale

Director/Chief Financial Officer

pnightingale@collerinacobalt.com.au

Cameron Peacock

Investor Relations and Business Development

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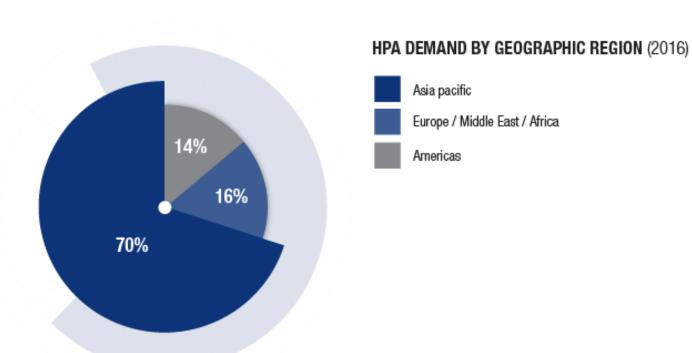
COLLERINA COBALT LTD (ASX:CLL)

Appendices

Appendix 1

Demand for HPA – Regions

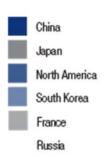
Demand for HPA is primarily being driven by the increasing adoption of LED (Light Emitting Diode) products, separators in lithium ion batteries (Li-B's) and scratch resistant artificial sapphire glass for smartphone screens and watches

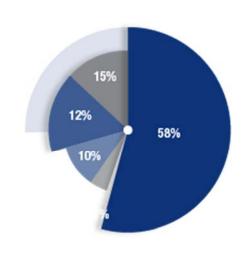


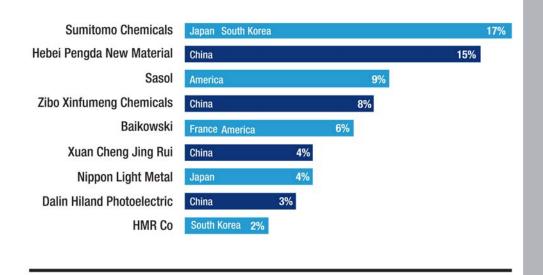
Growth demand is dominated by the APAC Region (~70% in 2016) primarily China, Japan and South Korea

As a would-be Australian based HPA producer, Collerina Cobalt is ideally placed to service the most dominant region of global HPA demand

Appendix 2 **Supply of HPA**







GLOBAL HPA SUPPLY DISTRIBUTION - 2016E

 Current HPA supply is concentrated in the Asia Pacific region (~83%) with China the most prolific producer ■ Dominated by large diversified chemical companies where HPA is a non-core product and an immaterial percentage of revenue (< 5% for Sumitomo Chemicals)

- Collerina Cobalt sees enormous opportunity as a focused HPA producer to:
 - Become a genuine alternative supply source to the existing dominant APAC producing countries, and more importantly
 - Fill an expected supply shortage as forecast HPA demand escalates over the next decade

 Collerina Cobalt stands to become an extremely low-cost HPA producer

% EXPECTED 2016 OUTPUT

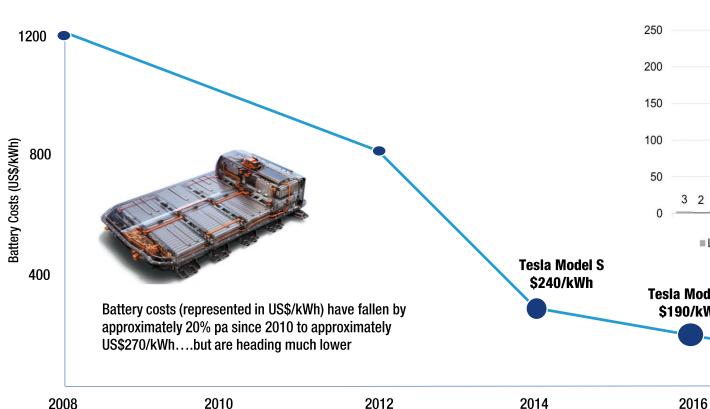
 Strong potential exists for long-term offtake agreements prior to commercial production

SOURCE: PERSISTENCE MARKET RESEARCH

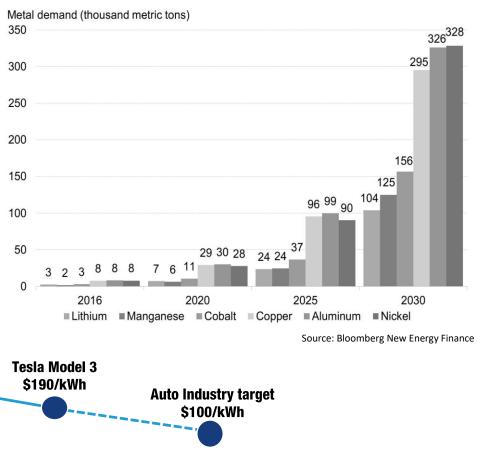
Appendix 3

Battery Costs Will Underpin EV Penetration

Batteries with lower cost structures and greater energy densities will drive EV penetration and demand for battery metals



Forecast demand for key battery materials



2020

COLLERINA

Cobalt Limited

Statement of Compliance



Competent Persons Statement (Process Development Testwork)

Information in this announcement that relates to metallurgical results is based on information compiled by or under the supervision of Mr Boyd Willis, an Independent Consultant trading as Boyd Willis Hydromet Consulting. Mr Willis is a Fellow and Chartered Professional of The Australasian Institute of Mining and Metallurgy (AuslMM). Mr Willis has sufficient experience to the activity which he is undertaking to qualify as a Competent Persons under the 2012 Edition of the 'Australasian Code for reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Willis consents to the inclusion of the technical data in the form and context in which it appears.

For further information on testwork results and processes see ASX announcements dated 9 July 2018, 30 April 2018, 26 April 2018, 21 March 2018, 6 March 2018, 21 February 2018, 8 December 2017, 30 November 2017, 29 November 2017, 24 November 2017 and 13 November 2017.

8 KEY RISK FACTORS

8.1 Overview

Investment in the New Shares offered under this Offer Document should be regarded as speculative due to the inherent risks associated with the Company's activities as a resource exploration company. Neither the Company nor the Directors warrant the future performance of the Company or any investment made pursuant to this Offer Document.

The Directors recommend that Eligible Shareholders and potential investors examine the contents of this document together with previous ASX disclosures and public documents of the Company, including its most recent audited financial statements, and rely on the advice of their professional advisers before deciding whether or not to apply for New Shares pursuant to this Offer Document.

The following summary, which is not exhaustive, represents some of the material risk factors that may affect the financial position of the Company, the value of an investment in the Company, as well as the Company's operations, which potential investors need to be aware of.

The risks outlined below are specific to the Company's operations and to the resource exploration industry in which the Company operates.

8.2 Risks specific to the Offer

(a) Future funding and ability to continue as a going concern

Funds raised under the Offer will primarily be used to fund process testwork and feasibility studies. There is a risk that these studies may exceed cost and timing expectations.

The Company currently does not generate any revenue, and is reliant on capital raisings to fund its operations.

The Company's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company will vary according to a number of factors, including results of process testwork, subsequent feasibility studies, stock market and industry conditions and the price of relevant commodities and exchange rates.

No assurance can be given that future funding will be available to the Company on favourable terms (or at all). If adequate funds are not available on acceptable terms the Company may not be able to further develop its projects and it may impact on the Company's ability to continue as a going concern.

(b) Dilution

Shareholders who do not take up their Entitlement will have their holding in the Company diluted.

(c) Control

The Directors have taken reasonable steps to ensure a reasonable distribution of voting power under the Offer. However, assuming some Shareholders take up their Entitlement and others do not, there is a risk that voting power may be consolidated among fewer shareholders and the interests of these Shareholders may not align with other Shareholders' interests.

8.3 Company and industry specific risks

The risks outlined below are specific to the Company's operations and to the resource exploration industry in which the Company operates.

(a) Process Risk

Funds raised under the Offer will primarily be used to advance chemical process testwork and feasibility studies. The process flow sheet under evaluation is novel, and successful process test results cannot be quaranteed.

(b) Development Risk

The Company is currently undertaking a pre-feasibility study on the Company's "HPA First" process. This study may find that the HPA first process may not be commercially viable. For a wide variety of reasons, the financially viable implementation of the process flow sheet on a commercial scale cannot be guaranteed.

(c) Commodity Prices Risk

Commodity prices, including the price of High Purity Alumina (HPA), can fluctuate rapidly and are affected by numerous factors beyond the control of the Company. These factors include world demand for commodities, production cost levels, macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, commodities as well as general global economic conditions. These factors may have an adverse effect on the Company's financial performance and the Company's ability to fund its activities.

(b) Environmental Risk

The Company is subject to a number of laws and regulations regarding the protection of the environment. These laws and regulations set various standards regulating certain aspects of health and environmental quality and provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to remediate

current and former activities and locations where operations are or were conducted. Significant liability could be imposed on the Company for damages, clean-up costs, or penalties in the event of certain discharges into the environment, environmental damage caused by previous occupiers or non-compliance with environmental laws or regulations. The Company proposes to minimise these risks by conducting its activities in an environmentally responsible manner, in accordance with applicable laws and regulations and where possible, by carrying appropriate insurance coverage.

(d) Commodity Prices Risk

Commodity prices, including the price of HPA, can fluctuate rapidly and are affected by numerous factors beyond the control of the Company. These factors include world demand for commodities, production cost levels, macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, commodities as well as general global economic conditions. These factors may have an adverse effect on the Company's financial performance and the Company's ability to fund its activities.

(e) Contractors Consultants and Advisors

The operations of the Company require the involvement of a number of third parties, including suppliers, contractors and clients. In particular, the Company engages or will engage a number of external contractors to provide chemical testwork services and process engineering. Financial failure, default or contractual non-compliance on the part of such third parties may have a material impact on the operations and performance of the Company. It is not possible for the Company to predict or protect the Company against all such risks.

(f) Insurance

The Company insures its operations in accordance with industry practice. In certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover and in some circumstances appropriate insurance cover may not be available or financially viable for certain risks. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company. The Company's business is subject to a number of risks and hazards generally, including without limitation, adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to properties or facilities, personal injury or death, environmental

damage to the Company's properties or the properties of others, delays in development, monetary losses and possible legal liability. The Company will maintain insurance coverage that is substantially consistent with mining industry practice. However, there is no guarantee that such insurance or any future necessary coverage will be available to the Company at all or at economically viable premiums or that, in the event of a claim, the level of insurance carried by the Company now or in the future will be adequate, or that a liability or other claim would not materially and adversely affect the Company's business.

(g) Key people

The responsibility of overseeing the Company's operations and strategic management depends substantially on its Directors and key personnel. There can be no assurance that there will not be a detrimental impact on the Company if one or more of these persons cease their employment or involvement with the Company.

8.4 General investment risks

The risks outlined below are some of the general risks that may affect an investment in the Company.

(a) Securities investments and share market conditions

There are risks associated with any securities investment. The prices at which the securities trade may fluctuate in response to a number of factors.

Furthermore, the stock market, and in particular the market for mineral exploration companies may experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of such companies. These factors may materially adversely affect the market price of the securities of the Company regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company, or any return of an investment in the Company.

(b) Liquidity risk

The market for the Company's Shares may be illiquid. As a consequence, investors may be unable to readily exit or realise their investment.

(c) Economic risk

Changes in both Australia and world economic conditions may adversely affect the financial performance of the Company. Factors such as inflation, currency fluctuations, interest rates, industrial disruption and economic growth may impact on future operations and earnings. The Company's possible revenues and price of its securities can be affected by these factors which are beyond the control of the Company and its Directors.

9 ADDITIONAL INFORMATION

9.1 Disclosing entity

The Company is a disclosing entity for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to ASX which a reasonable person would expect to have a material effect on the price or the value of the Company's Shares.

This document contains a summary of information only which the Company does not purport to be complete. The Offer Document is intended to be read in conjunction with the Company's periodic and continuous disclosure announcements lodged with the ASX.

Copies of the Company's announcements can be obtained from www.asx.com.au or the Company's website www.collerinacobalt.com.au.

9.2 Ranking of New Shares

The New Shares issued under the rights issue will be fully paid and rank equally with Existing Shares.

9.3 Rights Issue Offer Document

This Offer Document is issued pursuant to section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84). The Company provided ASX with a notice that complied with the requirements of section 708AA(7) on 11 July 2018. In addition to certain minor and technical matters that notice was required to:

- (a) set out any information that had been excluded from a continuous disclosure notice in accordance with the Listing Rules and that investors and their professional advisers would reasonably require and expect to find in a disclosure document, for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (ii) the rights and liabilities attaching to the New Shares; and
- (b) state the potential effect of the issue of the New Shares on the control of the Company and the consequences of that effect.

9.4 Underwriting Agreement

The Company has entered into an underwriting agreement (**Underwriting Agreement**) with Bell Potter Securities Limited to fully underwrite the Offer.

The Underwriter will be paid a 2% management fee and 4% underwriting/selling fee on the amount to be raised under the Offer. The Company will also be required to reimburse the Underwriter for all of the reasonable costs incurred by the Underwriter in relation to the Offer.

In accordance with the Underwriting Agreement and as is customary with these types of arrangements:

- (a) the Company has (subject to certain limitations) agreed to indemnify the Underwriter, its officers, employees, advisers and related bodies corporate, and the officers, employees and advisers of any of its related bodies corporate against losses suffered or incurred in connection with the Offer; and
- (b) the Company has given representations, warranties and undertakings in connection with (among other things) the conduct of the Offer.

The Underwriter may (in certain circumstances, including having regard to the materiality of the relevant event) terminate the Underwriting Agreement and be released from their obligations under it on the occurrence of certain events, including (but not limited to) where:

- either the All Ordinaries Index or the S&P/ASX Small Ordinaries Index is, for three consecutive days at any time after the date of the Underwriting Agreement, 10% or more below its the respective level as at the close of business on the date prior to the date of the Underwriting Agreement;
- (b) either the AII Ordinaries Index or the S&P/ASX Small Ordinaries Index is at the close of business on the date the Company must notify the Underwriter of any Shortfall is 10% or more below its respective level as at the close of business on the date prior to the date of the Underwriting Agreement;
- (c) the ASX will not grant official quotation for the New Shares or the Shortfall Shares:
- (d) the Company withdraws the Offer;
- (e) there is a material adverse change to the operations of the Company and its subsidiaries:
- (f) the Company breaches its obligations under the Underwriting Agreement;
- (g) the Company contravenes any law of regulation or the terms of any of its exiting encumbrances;
- (h) there is a change in the capital structure of the Company; and
- (i) hostilities break out in a number of specified countries.

If a termination event occurs, the Underwriter may (but is not required to) give the Company the opportunity to remedy the relevant action that caused the event.

9.5 No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been accepted.

9.6 No investment advice

This Offer Document is not a prospectus under the Corporations Act and has not been lodged with ASIC. It is also not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. The Company is not licenced to provide financial product advice in respect of New Shares. The information contained in this Offer Document does not purport to contain all the information that you may require to evaluate a possible application for New Shares, nor does it purport to contain all the information that would be required in a prospectus prepared in accordance with the Corporations Act. It should be read in conjunction with the Company's continuous and periodic disclosure announcements lodged with ASX.

10 GLOSSARY

A\$, \$ and dollars means Australian dollars, unless otherwise stated.

Application means a valid application for New Shares made pursuant to this Offer Document and an Application Form.

Application Form means the application form accompanying this Offer Document.

Application Money means money received from an Eligible Shareholder in respect of their Application.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691) trading as the Australian Securities Exchange, or the market operated by that entity.

Closing Date means 30 July 2018 or such other date as may be determined by the Directors under this Offer Document.

Company means Collerina Cobalt Limited (ABN 79 106 879 690).

Corporations Act means the *Corporations Act 2001* (Cth), including as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 in relation to the Offer.

Directors means the directors of the Company.

Eligible Shareholder means a Shareholder as at 5.00pm (EST) on the Record Date, other than a Non-Qualifying Foreign Shareholder.

Entitlement or **Right** means an Eligible Shareholder's entitlement to subscribe for New Shares offered under this Offer Document.

EST means Eastern Standard Time.

Existing Share means a Share issued on or before the Record Date.

Listing Rules means the listing rules of ASX.

New Share means a new Share to be issued under the Offer.

Non-Qualifying Foreign Shareholder means a Shareholder whose registered address is not situated in Australia or New Zealand.

Offer means the offer for New Shares made under this Offer Document.

Offer Document means this document, including any supplements or replacements to this document.

Record Date means 16 July 2018.

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

Share Registry means Computershare Investor Services Pty Limited.

Shareholder means a holder of a Share.

Shortfall Shares has the meaning given in section 4.4.

Top Up Facility has the meaning given in section 4.4.

Underwriter means Bell Potter Securities Limited.

Underwriting Agreement has the meaning given in section 9.4.

US Person has the meaning given to that term in Regulation S under the US Securities Act.

US Securities Act means the United States Securities Act of 1933, as amended.





CH MR SAM SAMPLE 123 SAMPLE STREET SAMPLETOWN VIC 3000

For all enquiries:



Collerina Cobalt Limited (02) 9300 3310

Web:

www.investorcentre.com/contact

Make your payment:



See overleaf for details of the Offer and how to make your payment

Non-Renounceable Rights Issue — Entitlement and Acceptance Form

Your payment must be received by 5:00pm (AEST) Monday 30 July 2018

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Step 1: Registration Name & Offer Details

Details of the shareholding and entitlements for this Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

You can apply to accept either all or part of your Entitlement. If you accept your full Entitlement, you can also apply for Additional New Shares. Enter the number of New Shares you wish to apply for and the amount of payment for those New Shares.

By making your payment you confirm that you agree to all of the terms and conditions as detailed in the Offer Document dated 11 July 2018.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of the payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "Collerina Cobalt Limited" and cross "Not Negotiable". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Turn over for details of the Offer



Collerina Cobalt Limited Non-Renounceable Rights Issue Payment must be received by 5:00pm (AEST) Monday 30 July 2018

Entitlement and Acceptance Form with Additional Shares

X 999999991

IND

STEP 1

Registration Name & Offer Details

For your security keep your SRN/ HIN confidential.

Registration Name:

MR SAM SAMPLE 123 SAMPLE STREET SAMPLETOWN VIC 3000

Entitlement No: 12345678

Offer Details:

Existing shares entitled to participate as at 5:00pm (AEST) Monday 16 July 2018:

Entitlement to New Shares on a 1 for 10 basis:

Amount payable on full acceptance

at \$0.08 per New Share:

4.000

400

\$32.00

STEP 2

Make Your Payment



Biller Code: 999999

Ref No: 1234 5678 9123 4567 89

Contact your financial institution to make your payment from your cheque or savings account.

Pay by Mail:



Make your cheque, bank draft or money order payable to "Collerina Cobalt Limited" and cross "Not Negotiable".

Return your cheque with the below payment slip to: **Computershare Investor Services Pty Limited** GPO BOX 505 Melbourne Victoria 3001 Australia

Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (AEST) Monday 30 July 2018. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Collerina Cobalt Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (AEST) Monday 30 July 2018. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor Collerina Cobalt Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at http://www.computershare.com/au.

Detach nere		

Collerina Cobalt Limited A	Acceptance Payment Details	
Entitlement taken up:		
Number of Additional New Shares applied for:		
Amount enclosed at \$0.08 per New Share:	A\$	Entitlement No: 12345678
Payment must be received by 5:00	MR SAM SAMPLE 123 SAMPLE STREET	
Contact Details		SAMPLETOWN VIC 3000
Contact Name	Daytime Telephone	
Cheque Details Drawer	Cheque Number BSB Number Accou	unt Number Amount of Cheque
5.4	Thought Hamber 200 Hamber 7,0000	Art Number