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ABN 90 614 466 607

COBALT BLUE HOLDINGS LIMITED

NON-RENOUNCEABLE ENTITLEMENT ISSUE
OFFER DOCUMENT

Non-renounceable 1 for 10 Entitlement Issue at $0.58 per New Share to raise a maximum of approximately $19.2 million

Applications for New Shares by Eligible Shareholders can only be made by following the instructions online by visiting the Entitlement Issue Website at www.computersharecas.com.au/COBOffer.

If you are an Eligible Shareholder, this is an important document and requires your immediate attention. This document should be referred to when navigating the online instructions regarding the application for New Shares on the Entitlement Issue Website

This document is not a prospectus and has not been lodged with the Australian Securities and Investments Commission. It does not contain all of the information that an investor may require in order to make an informed investment decision regarding the New Shares offered by this document.

If you do not understand any part of this Offer Document or are in any doubt as to how to deal with it or your Entitlement, you should consult your financial adviser, accountant or other professional adviser.

The Entitlement Issue is currently scheduled to close at 5:00pm Sydney time on 1 December 2022.

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Important Information

Applications for New Shares by Eligible Shareholders can only be made by following the instructions on the Entitlement Issue Website at www.computersharecas.com.au/COBOffer. The Entitlement Issue Website will set out an Eligible Shareholder's Entitlement to participate in the Entitlement Issue.

Please read the instructions in this Offer Document and on the Entitlement Issue Website.

This Document is not a Prospectus

This Offer Document is dated 15 November 2022, has been prepared by Cobalt Blue Holdings Limited ACN 614 466 607 and is for an Entitlement Issue of continuously quoted securities (as defined in the Corporations Act) of the Company made without a prospectus in accordance with section 708AA of the Corporations Act (as modified by ASIC Instrument 2016/84). This Offer Document is not a prospectus under the Corporations Act and has not been lodged with the ASIC. It does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered by this document.

Eligible Shareholders outside Australia should note that the New Shares are being offered in accordance with the disclosure requirements of the Corporations Act and those disclosure requirements may differ from the disclosure requirements in jurisdictions outside Australia.

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 delivered.

Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Issue which is not contained in this Offer Document.

Any information or representation not contained in this Offer Document may not be relied on as having been authorised by the Company in connection with the Entitlement Issue. Except as required by law, and only to the extent so required, neither the Company nor any other person, warrants or guarantees the future performance of the Company or any return on any investment made pursuant to the Entitlement Issue.

Section 708AA of the Corporations Act

This Offer Document has been prepared in accordance with section 708AA of the Corporations Act (as modified by ASIC Instrument 2016/84). In general terms, section 708AA permits certain companies to undertake rights issues without being required to use or provide to shareholders a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Document is significantly less than the level of disclosure required in, and what you would expect in, a prospectus. Eligible Shareholders should rely on their own knowledge of the Company, refer to disclosures made by the Company to ASX and consult their professional advisers before deciding to participate in the Entitlement Issue.

Eligibility

Applications for Shares by Eligible Shareholders can only be made by visiting the Entitlement Issue Website or on an Entitlement and Acceptance Form if you are unable to access the Entitlement Issue Website. The instructions on the Entitlement Issue Website sets out an Eligible Shareholder's Entitlement to participate in the Entitlement Issue.

Certain overseas Shareholders

This Offer Document does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Offer Document. The Entitlement Issue is not being extended and New Shares will not be issued to Shareholders with a registered address which is outside of Australia, New Zealand, the United Kingdom, Hong Kong or Singapore.

Risk Factors

An investment in New Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are non-exhaustive. Please refer to the 'Risk Factors' section in the Investor Presentation attached as Annexure A for further details.

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Notice to Nominees and Custodians

Nominees and custodians who hold shares on behalf of overseas residents may not distribute this Offer Document, and may not permit any beneficial shareholder to participate in the Entitlement Issue, in any country outside Australia, New Zealand or Singapore, except with the consent of the Company and then only to beneficial holders resident in certain other countries where the Company may determine it is lawful and practical to make the Entitlement Issue. Such beneficial shareholders must also be Eligible Shareholders in order to participate in the Entitlement Issue.

Nominees and custodians are responsible for ensuring that taking up an Entitlement under the Entitlement Issue does not breach regulations in the relevant overseas jurisdiction. Completion of the Application on the Entitlement Issue Website will be taken by the Company to constitute a representation that there has been no breach of those regulations. The Company is not able to advise on any foreign laws. However, any person in the United States or any person that is, or is acting for the account or benefit of, a person in the United States with a holding through a nominee may not participate in the Entitlement Issue, and such nominee must not take up any Entitlement on behalf of such person or send any materials relating to the Entitlement Issue into the United States or to any person that is, or is acting for the account or benefit of, a person in the United States.

Forward-Looking Statements

This Offer Document contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Offer Document, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of our Company, the Directors and our management.

We cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Offer Document will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

We have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Offer Document, except where required under applicable law or the ASX Listing Rules.

These forward-looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in 'Risk Factors' sections of the Investor Presentation attached as Annexure A.

No financial product advice

The Offer Document is not financial product advice, does not purport to contain all the information which you may require in making an informed investment decision in respect of your Entitlement, and has been prepared without taking into account your investment objectives, financial situation or needs.

Before deciding whether to apply for New Shares, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. If, after reading the information, you have any questions about the Entitlement Issue, you should contact your financial adviser, accountant or other professional adviser. The Company recommends that independent advice be sought before making a decision in connection with the Entitlement Issue.

For further information regarding the Entitlement Issue, please contact the Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (from outside Australia). The Share Registry will be contactable Monday to Friday between 8:30am – 5:00pm (Sydney time).

Defined words and expressions

Some words and expressions used in this Offer Document have defined meanings set out in the Glossary (Section 11).

A reference to time in this Offer Document is to Sydney time, unless otherwise stated. All financial amounts in this Offer Document are in Australian currency, unless otherwise stated.

Trading New Shares

The Company will have no responsibility and disclaims all liability (to the maximum extent permitted by law)

to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by the Company or the Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

If you are in any doubt, as to these matters you should first consult with your financial adviser, accountant or other professional adviser.

Privacy

If you complete an online Application by following the instructions on the Entitlement Issue Website and apply for New Shares, you will be providing personal information to the Company, its agents, contractors and third-party service providers. The Company, its agents, contractors and third-party service providers will collect, hold and use that information to assess your Application, carry out the administration of your shareholding, service your needs as a shareholder and facilitate corporate communications.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, print service providers, mail houses and the Share Registry.

Failure to provide the required personal information may mean that your Application is not able to be processed efficiently, if at all.

You may request access to your personal information held by (or on behalf of) the Company and by the Share Registry. You can request access to, or the updating of, your personal information by telephoning or writing to the Company or the Share Registry using the details shown in the Corporate Directory.

The collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) and the Corporations Act.

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1. Chairman's Letter

Dear Shareholder

Cobalt Blue Holdings Limited - Pro-Rata Non-Renounceable Entitlement Issue

I refer to Cobalt Blue Holdings Limited's (the **Company**) announcement to ASX on 7 November 2022 in which details were advised of the Company's placement of ordinary shares (**New Shares**) to sophisticated and institutional investors (**Placement**) and a 1 for 10 pro rata non-renounceable Entitlement Issue (the **Entitlement Issue**) (collectively, the **Offer**) .

The Company intends to use the proceeds from the Offer together with existing cash resources to advance its activities through to the 2H 2023 in parallel with work on completing the Definitive Feasibility Study (**DFS**) on the Broken Hill Cobalt Project (**BHCP**). In addition to the DFS, the work will include:

(a) initiation of Front-End Engineering Design (FEED) studies, to be executed post-delivery of DFS;
(b) BHCP Demonstration Plant maintenance and retention of operations staff beyond BHCP FS test work (likely to finish in Q1 2023) in order to retain a core of well-trained operators on staff through to commissioning of the BHCP (anticipated 2025);
(c) cobalt in Waste Streams opportunities where current test work is expected to be expanded, potentially requiring larger scale test work at the existing Demonstration Plant;
(d) selective local commercial/industrial property purchases required to support future BHCP operations; and
(e) general corporate activities including partner selection and project financing investigations.

The $15 million Critical Minerals Accelerator Initiative Grant recently awarded to the Company by the Commonwealth Government will enable COB concurrently to accelerate the development of the BHCP by expanding the scope of DFS, bring forward infrastructure and services work packages, and decrease start-up commissioning risks.

As announced by the Company on 7 November 2022, the Company raised $4 million by the issue of New Shares under the Placement at the issue price of $0.58 per New Share (**Issue Price**). The maximum amount the Company would raise under the Entitlement Issue if all Entitlements are taken up is $19.2 million.

All Shareholders registered at 7:00pm Sydney time on 10 November 2022, whose registered address is in Australia, New Zealand, the United Kingdom, Hong Kong and Singapore, will be entitled to participate in the Entitlement Issue on the basis of one New Share for every ten Shares held in the Company at an issue price of $0.58 per New Share. The expected Closing Date for acceptance of the Entitlements Issue is 5:00pm Sydney time on 1 December 2022. The Issue Price of $0.58 represents a discount of 12.1% to the closing price of the Company's shares on 2 November 2022 (the last trading day before the Offer was announced). The Issue Price under the Entitlement Issue is the same as under the Placement.

The Entitlement Issue provides shareholders with the opportunity to maintain their percentage participation in the Company as it continues to advance its plans. Eligible Shareholders who accept, in full, the number of New Shares to which they are entitled to (**Entitlement**) under the Entitlement Issue, will have the opportunity to apply for additional Entitlements not applied for (**Shortfall Shares**) in excess of their Entitlement (subject to scale back, at the sole discretion of the Company) under the Top Up Facility.

The Company lodged this Offer Document for the Entitlement Issue (**Offer Document**) with ASX on 15 November 2022. An electronic copy of the Offer Document, along with information with

respect to applying for your Entitlement under the Entitlement Issue, is accessible at www.computersharecas.com.au/COBOffer (**Entitlement Issue Website**).

Your acceptance of the Entitlement Issue must be made on the Entitlement Issue Website. Your Entitlement to New Shares will be shown on the Entitlement Issue Website, along with the Offer Document, and is accessible at Entitlement Issue Website.

If you are unable to access the Entitlement Issue Website and Offer Document electronically, please contact the Company's share registry and request a hard copy of the documents via 1300 850 505 (within Australia), +61 3 9415 4000 (from outside Australia). The share registry will be contactable Monday to Friday between 8:30am – 5:00pm (Sydney time).

Actions required of Eligible Shareholders

If you wish to take up all or part of your Entitlement, your acceptance of the Entitlement Issue must be made on the Entitlement Issue Website**.**

New Shares acquired through the Entitlement Issue will be issued free of brokerage or transaction costs.

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 under the Top Up Facility.
(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.

Key dates for the Entitlement Issue

Event	Proposed Date
Entitlement Issue opening date, Offer Document accessible by Shareholders	15 November 2022
Closing Date*	1 December 2022
Shares quoted on a deferred settlement basis	2 December 2022
Issue date and lodgement of Appendix 2A with ASX applying for quotation of the New Shares under the Entitlement Issue	7 December 2022

** The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. Accordingly, the date the Shares are expected to commence trading on ASX may vary.*

If you have any queries concerning the Entitlement Issue, or the action you are required to take to subscribe for New Shares, please contact your financial adviser or the Company share registry (details set out above).

Your Directors look forward to your ongoing support.

Yours faithfully

Rob Biancardi
Chairman

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2. Timetable

Filing of section 708AA Cleansing Notice with ASX	7 November 2022
Announcement of Offer	7 November 2022
Lodgement of Appendix 3B with ASX	7 November 2022
"Ex" Date (date Shares are quoted ex-rights)	9 November 2022
Record Date to determine Entitlements – 7:00pm Sydney time	10 November 2022
Letters to Ineligible Shareholders despatched	15 November 2022
Chairman's Letter containing link to Offer Document and online Application for New Shares despatched to Shareholders and announce despatch	15 November 2022
Entitlement Issue opens	15 November 2022
Latest date to extend Entitlement Issue (at least three days prior to Closing Date)	28 November 2022
Closing Date – 5:00pm Sydney time	1 December 2022
New Shares quoted on a deferred-settlement basis	2 December 2022
Issue Date of New Shares under Entitlement Issue	7 December 2022
Normal trading of New Shares under the Entitlement Issue commences **	8 December 2022

* *These dates are indicative only (except where historical) and subject to change. The Directors reserve the right to vary the key dates without prior notice, subject to the ASX Listing Rules.*

** *The Directors may extend the Closing Date by giving at least three Business Days' notice to ASX prior to the Closing Date. As such, the date the New Shares are expected to commence trading on ASX may vary. The Directors also reserve the right to not proceed with the whole or part of any of the Entitlement Issue at any time prior to the issue of New Shares. In that event, the relevant Application Monies will be returned without interest. The commencement of quotation of New Shares is subject to ASX approval.*

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3. Proposed Use of Funds

The Company expects to raise a total of $14-16 million under the Offer with $4 million confirmed under the Placement and $10-12 million under the Entitlement Issue. The maximum amount the Company would raise under the Entitlement Issue if all Entitlements are taken up is $19.2 million.

In July 2022 the Company announced that after an extensive process a team of leading engineering firms had been selected to carry out Definitive Feasibility Studies (**DFS**) on the Company's Broken Hill Cobalt Project (**BHCP**). The DFS requires completion of a series of key work programs including Demonstration Plant operations, geological and resource drilling and studies, waste rock and tailings studies, metallurgical studies, engineering studies and project approvals.

The Company intends to use the proceeds from the Offer together with existing cash resources to advance its activities through to the 2H 2023 in parallel with work on completing the Definitive Feasibility Study (**DFS**) on the Broken Hill Cobalt Project (**BHCP**). In addition to the DFS, the work will include:

(a) initiation of Front-End Engineering Design (FEED) studies, to be executed post-delivery of DFS;
(b) BHCP Demonstration Plant maintenance and retention of operations staff beyond BHCP FS test work (likely to finish in Q1 2023) in order to retain a core of well-trained operators on staff through to commissioning of the BHCP (anticipated 2025);
(c) cobalt in Waste Streams opportunities where current test work is expected to be expanded, potentially requiring larger scale test work at the existing Demonstration Plant;
(d) selective local commercial/industrial property purchases required to support future BHCP operations; and
(e) general corporate activities including partner selection and project financing investigations.

If the full amount of funds is not raised, the Company would need to consider scaling back the planned expansion of the programs that form part of the DFS.

4. What you may do

The number of New Shares to which you are entitled to is shown on the Entitlement Issue Website.

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 under the Top Up Facility.
(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.

The Company reserves the right to reject any Application for Entitlements under the Entitlement Issue that is not correctly completed or that is received after 5.00pm Sydney time on the Closing Date.

By completing the Application on the Entitlement Issue Website and paying any Application Monies for New Shares, you will be deemed to have made the Eligible Shareholder declarations set out in section 10 of this Offer Document.

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5. Details of the Entitlement Issue

Under the Entitlement Issue you may subscribe for one New Share for every ten Shares held by you in the Company as at 10 November 2022, at an Issue Price of $0.58 per New Share. For example, if you hold 10,000 Shares as at the Record Date you will be entitled to subscribe for a maximum of 1,000 New Shares at the Issue Price.

A personalised Application process for New Shares is found on the Entitlement Issue Website. Please follow the instructions on the Entitlement Issue Website and contact the Share Registry on the number provided in the event of any questions.

As part of the online application process, you will need to:

- enter your HIN/SRN, Surname/Company Name and your postcode (applicable only in Australia);
- download the Offer Document and read it in its entirety. If you are in doubt about what to do, consult your professional adviser; and
- follow the onscreen instructions for how to make your payment for the number of New Shares that you wish to apply.

In the event any fractions of New Shares occur as a result of the subscription under the Entitlement Issue, your eventual shareholding will be rounded up to the nearest whole number. You may subscribe for some or all of your Entitlement. Your Entitlement is non-renounceable. This means that your Entitlements are personal and cannot be traded, transferred, assigned or otherwise dealt with, whether on the ASX or privately. If you choose not to accept your Entitlement your shareholding in the Company will be diluted.

The Entitlement Issue is not underwritten.

The maximum number of New Shares that could be issued under the Entitlement Issue is 33,060,534 (ignoring the effects of rounding), based on the current number of Shares on issue (330,605,337).

New Shares equivalent in number to those not taken up and under the Entitlement Issue and Top Up Facility may be offered to sophisticated and institutional investors within 3 months after the Closing Date.

In addition, the Company has already conducted the Placement only to certain sophisticated and institutional investors in Australia and New Zealand. The Placement was conducted between 3 November 2022 and 4 November 2022 (inclusive). The Placement will (on settlement) raise $4 million (before costs) through the issue of approximately 6.9 million New Shares and the Company expects to raise a further amount of approximately $10-12 million in the Entitlement Issue with a maximum amount of $19.2m if all Entitlements are accepted.

Settlement of New Shares issued under the Placement occurred on or about 11 November 2022.

Please refer to the ASX Announcement dated 7 November 2022 and the Investor Presentation (attached as Annexure A) for information on the purpose of the Offer, the application of the proceeds of the Placement and for information on the Company's business, performance and strategy as well as risk factors relating to the Offer. You should also consider other publicly available information about the Company, including information available at www.asx.com.au.

The New Shares offered under the Entitlement Issue are in the same class of Shares held by you and the Company will seek their quotation on ASX. A pro-forma capital structure of the Company assuming completion of the Offer is provided below.

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	Number of Shares	Percentage Holding
Current Shareholders	330,605,337	89.2%
Placement Shares	6,896,552	1.9%
Entitlement Issue (assuming 100% acceptance, ignoring rounding)	33,060,534	8.9%
Total	**370,562,423**	**100.0%**

6. ASX Announcements

The Company released its 2022 Annual Report on 19 September 2022 for the year ended 30 June 2022. Full details of that report can be found on the Company's website at https://www.cobaltblueholdings.com/resources. Additional disclosures on ASX since the release of the 2022 Annual Report are listed below and Eligible Shareholders are encouraged to review these documents before making an Application:

Date	Announcement
19 September 2022	2022 Corporate Governance Statement
19 September 2022	Appendix 4G
20 September 2022	Appendix 2A - Application for quotation of securities
20 September 2022	Cleansing Notice
30 September 2022	Investor Webinar 5 October 2022
6 October 2022	Demonstration Plant - Ore Processing Update
25 October 2022	Notice of Annual General Meeting/Proxy Form
31 October 2022	Quarterly Activities/Appendix 5B Cash Flow Report
3 November 2022	Trading Halt
7 November 2022	Appendix 3B - Announcement of proposed issue of securities (Placement)
7 November 2022	Appendix 3B – Announcement of proposed issue of securities (Entitlement Issue)
7 November 2022	Placement and launch of Entitlement Issue
7 November 2022	Investor Presentation
7 November 2022	Cleansing Notice (Entitlement Issue)

No disclosure document has been prepared for the Entitlement Issue. Investment in New Shares is at your own risk and the Board recommends that you seek professional advice before deciding whether or not to take up your Entitlement.

7. Other Information about the Entitlement Issue

All of the New Shares offered under the Entitlement Issue will rank equally with the Shares on issue. The rights and liabilities attaching to the New Shares are set out in the Company's constitution, a copy of which is available on the Company's website at cobaltblueholdings.com.

The Directors may at any time decide to withdraw this Offer Document and the offer of New Shares under the Entitlement Issue in which case the Company will return all Application Monies (without interest) within 28 days of giving such notice of withdrawal.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date that the Offer was announced and the respective dates of those sales were:

	$	Date
Highest	$0.97	16/8/2022
Lowest	$0.595	29/6/2022
Last	$0.66	2/11/2022

Pending the issue of the New Shares or payment of refunds pursuant to this Offer Document, all Application Monies will be held by the Share Registry in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest by completing the Application on the Entitlement Issue Website.

It is the responsibility of Applicants to determine the allocation prior to trading in the New Shares. Applicants who sell New Shares before they receive their holding statements will do so at their own risk.

Director Participation

The Directors intend to participate in the Entitlement Issue but will not apply for Shortfall Shares under the Top-Up Facility.

Change in Control

The Directors do not believe that the issue of New Shares under the Entitlement Issue will result in a change in control of the Company.

ASX Listing

Application for official quotation by ASX of the New Shares will be made by the Company in accordance with the Listing Rules. The fact that ASX may grant official quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares offered for subscription.

Risk Factors

An investment in New Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company. Please refer to the 'Risk Factors' section of the Investor Presentation attached as Annexure A for a non-exhaustive list of such risks.

Taxation Implications

The taxation consequences of subscribing for New Shares will vary depending on the particular circumstances of the Shareholder. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders. Shareholders should consult their professional tax adviser in connection with subscribing for New Shares.

Continuous Disclosure Obligations

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX and, as such, the Company is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules.

Specifically, the Company is required to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the securities markets conducted by ASX. In particular, the Company has an obligation under the ASX Listing Rules (subject to certain exceptions) to notify ASX immediately of any information of which it is or becomes aware of which a reasonable person would expect to have a material effect on the price of value of its securities.

This Offer Document is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include information that would be included in a disclosure document or which investors ought to have regard to in

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deciding whether to subscribe for New Shares under the Entitlement Issue. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

All announcements made by the Company to ASX are available from the Company's website at www.cobaltblueholdings.com. Section 6 (ASX Announcements) of this Offer Document also has details of announcements since the release of the last annual report of the Company. Additionally, the Company is required to prepare and lodge with ASIC yearly and half- yearly financial statements accompanied by a directors' statement and report, and an audit report or review. These reports are released to ASX and published on the Company's and ASX's websites.

This Offer Document (including the Entitlement Issue Website) and the contracts that arise from acceptance of the Applications are governed by the laws applicable in New South Wales and each Applicant submits to the non-exclusive jurisdiction of the courts of New South Wales.

Enquiries

Enquiries relating to this Offer Document should be directed to the Share Registry on 1300 850 505 (within Australia) and +61 3 9415 4000 (from outside Australia). The Share Registry will be contactable Monday to Friday between 8:30am – 5:00pm (Sydney time).

8. 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**). Eligible Shareholders may apply for additional New Shares by following the instructions on the Entitlement Issue Website and paying through that website. If you cannot pay via the Entitlement Issue Website, please contact the Share Registry to arrange payment.

It is possible that there will be few or no Shortfall Shares available for issue. It is an express term of the Entitlement Issue 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 Monies will be refunded without interest. The Company reserves the right to scale back any application for Shortfall Shares in their absolute discretion.

9. Foreign jurisdictions

The Company has determined, pursuant to ASX Listing Rule 7.7.1(a) and section 9A(3) of the Corporations Act, that it would be unreasonable to make offers to Shareholders in countries other than Australia, New Zealand, the United Kingdom, Hong Kong and Singapore in connection with the Entitlement Issue. It is not practicable for the Company to comply with the securities laws of overseas jurisdictions (other than New Zealand, the United Kingdom, Hong Kong and Singapore) having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction.

New Zealand
This Offer Document has been prepared to comply with the requirements of the securities laws of Australia and New Zealand.

The New Shares being offered under this Offer Document are being offered to Eligible Shareholders in New Zealand in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021* (NZ). This document is not a product disclosure statement under New Zealand law and has not been registered, filed with or approved by any New Zealand regulatory authority, or issued under or in accordance with the *Financial Markets Conduct Act* 2013, or any other relevant law in New Zealand. It may not contain all the information that a product disclosure statement under New Zealand law is required to contain.

In accordance with the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021*

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(NZ), a person who, at the Record Date was registered as a holder of Shares with a New Zealand address but who, as at the time the Entitlement Issue opens no longer holds Shares, is not eligible to participate in the Entitlement Issue.

This Offer Document does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Entitlement Issue, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia and New Zealand. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below. If you come into possession of this Offer Document or the link to the Entitlement Issue Website you should observe any such restrictions and should seek your own advice on those restrictions. Any failure to comply with such restrictions may contravene applicable securities laws.

Hong Kong
This Offer Document may be distributed in Hong Kong solely to existing Shareholders. The contents of this Offer Document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Entitlement Issue. If you are in doubt about any contents of this Offer Document, you should obtain independent professional advice.

Singapore
This Offer Document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this Offer Document and any other document relating to the New Shares may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the *Securities and Futures Act* 2001 of Singapore (the **SFA**) or another exemption under the SFA.

This Offer Document has been given to you on the basis that you are an existing holder of Shares. If you are not such a Shareholder, please return this Offer Document immediately. You may not forward or circulate this Offer Document to any other person in Singapore.

The Entitlement Issue is not made to you with a view to the New Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United Kingdom
Neither this Offer Document nor any other document relating to the Entitlement Issue has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the *Financial Services and Markets Act* 2000, as amended (**FSMA**)) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this Offer Document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This Offer Document is issued on a confidential basis in the United Kingdom to fewer than 150 persons who are existing Shareholders. This Offer Document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

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In the United Kingdom, this Offer Document is being distributed only to, and is directed at, persons:

(i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (**FPO**);

(ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO; or

(iii) to whom it may otherwise be lawfully communicated,

(together, **relevant persons**)

The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

United States
This Offer Document and anything contained in it does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any U.S. Person. Neither this Offer Document nor the ASX Announcements dated 7 November 2022 may be distributed to or released in the United States or to any U.S. Person, and the Entitlement Issue Website shall not be accessible in the United States or by any U.S. Person.

The Entitlements and the New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be taken up by persons in the United States or by persons who are or are acting for the account or benefit of a U.S. Person, and the New Shares may not be offered, sold or resold in the United States or to, or for the account or benefit of, a U.S. Person. The Entitlements and the New Shares offered in the Entitlement Issue may only be offered and sold outside the United States to persons that are not U.S. Persons and are not acting for the account or benefit of U.S. Persons in 'offshore transactions' (as defined in Regulation S under the U.S. Securities Act) in compliance with Regulation S under the U.S. Securities Act.

In addition, the New Shares may not be deposited in any unrestricted American Depositary Receipt facility that has been (or may be) established until 40 days after the completion of the Entitlement Issue.

10. Eligible Shareholder Declarations

By following the instructions and completing the Application for New Shares on the Entitlement Issue Website and paying the Application Monies for New Shares as instructed on that website, you will be deemed to have made the following declarations representations and warranties to the Company, namely, that you are an Eligible Shareholder and that you:

(a) acknowledge that you have read this Offer Document and the instructions on the Entitlement Issue Website in their entirety;

(b) agree to be bound by the terms of the Entitlement Issue, the provisions of this Offer Document and the Company's constitution;

(c) authorise the Company to register you as the holder(s) of the New Shares allotted to you;

(d) declare that all details and statements submitted on the Entitlement Issue Website are complete and accurate;

(e) declare you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations contained on the Entitlement Issue Website ;

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(f) acknowledge that once the Company receives a completed Application via the Entitlement Issue Website or any payment of Application Monies, you may not withdraw your application or the funds provided, except as allowed by law;

(g) apply for the number of New Shares specified on the Entitlement Issue Website , or for which you have submitted payment of any Application Monies, at the Issue Price per New Share;

(h) agree to be issued up to the number of New Shares that you apply for;

(i) authorise the Company, the Share Registry and their 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 on the Entitlement Issue Website;

(j) declare that you are the current registered holder of Shares and are a resident of Australia, New Zealand, the United Kingdom, Singapore or Hong Kong;

(k) acknowledge that the information contained in this Offer Document and on Entitlement Issue Website is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs, and is not a prospectus, does not contain all of the information that you may require in order to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to ASX;

(l) represent and warrant that the law of any other place does not prohibit you from being given this Offer Document and or access to the Entitlement Issue Website, nor does it prohibit you from making an Application for, and being issued, New Shares;

(m) acknowledge the statement of risks in the 'Risks Factors' section of the Investor Presentation attached as Annexure A, and that investments in the Company are subject to investment risk;

(n) acknowledge that none of the Company or its related bodies corporate or affiliates nor any of their respective directors, officers, employees, agents, consultants or advisors, guarantees the performance of the Company nor do they guarantee the repayment of capital;

(o) represent and warrant that you are not in the United States and are not a U.S. Person and are not acting for the account or benefit of a U.S. Person;

(p) acknowledge that the Entitlements and the New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdictions of the United States, or in any other jurisdiction outside Australia, New Zealand, the United Kingdom, Hong Kong or Singapore and, accordingly, the Entitlements may not be taken up by persons in the United States or by persons who are, or are acting for the account or benefit of a U.S. Person, and the New Shares may not be offered, sold or resold in the United States or to, or for the account or benefit of, any U.S. Person;

(q) agree not to send this Offer Document or any other material relating to the Entitlement Issue to any person in the United States or that is a U.S. Person or is acting for the account or benefit of a U.S. Person or provide such a person access to the Entitlement Issue Website;

(r) agree that if in the future you decide to sell or otherwise transfer the New Shares you will only do so through transactions on the ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, in the United States or a U.S. Person; and

(s) agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Issue and of your holding of Shares on the Record Date.

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11. Glossary

$ means an Australian dollar.

Applicant refers to a person who submits the Application by following the instructions on Entitlement Issue Website, or submits a payment of Application Monies in respect of the Entitlement Issue.

Application refers to the submission of an application for New Shares by an Applicant after following all the instructions on the Entitlement Issue Website or delivering an Entitlement and Acceptance Form if an Eligible Shareholder is unable to access the Entitlement Issue Website.

Application Monies means the amount elected by an Applicant and nominated in the submitted Application and/or paid by the Applicant, being the consideration for New Shares under the Entitlement Issue.

ASX means ASX Limited (ACN 008 624 691) or, where the context permits, the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Closing Date means the closing date set out on section 2 or such other date as may be determined by the Directors.

Company means Cobalt Blue Holdings Limited (ACN 614 466 607) (ASX:COB).

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

Directors mean the directors of the Company.

Eligible Shareholder means a Shareholder whose details appear on the Company's register of Shareholders as at the Record Date whose registered address is in Australia, New Zealand, the United Kingdom, Hong Kong or Singapore.

Entitlement means, in respect of an Eligible Shareholder, the entitlement to subscribe for one New Share for every ten Shares held by the Eligible Shareholder on the Record Date.

Entitlement and Acceptance Form means the Entitlement and Acceptance Form which is only provided if an Eligible Shareholder is unable to access the Entitlement Issue Website.

Entitlement Issue means the pro-rata non-renounceable offer of New Shares at an issue price of $0.58 each on the basis of one New Share for every ten Shares held on the Record Date under this Offer Document.

Entitlement Issue Website means the online Entitlement Issue website at www.computersharecas.com.au/COBOffer.

Issue Price means the issue of New Shares under the Offer at a price of $0.58.

Investor Presentation means the Investor Presentation at Annexure A of this Offer Document.

New Share means a new Share proposed to be issued pursuant to the Entitlement Issue.

Offer means the Placement and Entitlement Issue.

Offer Document means this offer document.

Placement means the placement of New Shares to sophisticated and institutional investors at the Issue Price, to raise $4 million before costs as announced by the Company on 7 November 2022.

Record Date means the record date set out on section 2 of this Offer Document.

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

Shareholder means a holder of Shares.

Share Registry means Computershare Investor Services Pty Limited.

Shortfall Shares has the meaning given in section 8.

Top Up Facility has the meaning given in section 8.

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12. Corporate Directory

Registered Office and Principal Place of Business

Level 17
100 Miller Street
North Sydney, NSW 2060
Telephone: +61 2 8287 0660
Website: www.cobaltblueholdings.com

Directors

Robert Biancardi	Non-Executive Chairman
Joe Kaderavek	Chief Executive Officer and Executive Director
Hugh Keller	Non-Executive Director
Robert McDonald	Non-Executive Director

Company Secretary

Danny Morgan

Grahame Clegg

Share Registry

Computershare Investor Services Pty Limited
Level 4
60 Carrington Street
Sydney NSW 2000
Telephone: 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia)

Stock Exchange Listing

ASX:COB

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Annexure A

Investor Presentation

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November 2022

Capital Raising Investor Presentation

ASX: COB

CobaltBlue

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Important Notice & Disclaimer

Overview

This presentation (**Presentation**) is issued by Cobalt Blue Holdings Limited ACN 614 466 607 (**Company**) on 4 November 2022 and has been prepared in relation to a placement of new ordinary shares in the Company (**New Shares**) to 'sophisticated' or 'professional' investors (as defined in section 708(8) or 708(11) of the *Corporations Act 2001* (Cth) (**Corporations Act**)) (**Placement**) and a pro-rata non-renounceable entitlement offer of New Shares (**Entitlement Offer**) (the Placement and Entitlement Offer together being the **Offer**).

Summary information

While the information contained herein has been prepared in good faith, neither the Company nor any of its shareholders, directors, officers, agents, employees or advisers (**Company Parties**) give, have given or have the authority to give, any representations or warranties (express or implied) as to, or in relation to, the accuracy, reliability or completeness of the information in this Presentation, or any revision thereof, or of any other written or oral information made or to be made available to any interested party or its advisers (all such information being referred to as **Information**) and liability therefore is expressly disclaimed. Accordingly, no Company Party takes any responsibility for, or will accept any liability whether direct or indirect, express or implied, contractual, tortious, statutory or otherwise, in respect of, the accuracy or completeness of the information or for any of the opinions contained herein or for any errors, omissions or misstatements or for any loss, howsoever arising, from the use of this Presentation.

No offer to acquire New Shares

This Presentation is for information purposes only and is not an invitation nor offer of securities for subscription, purchase or sale in any jurisdiction. This Presentation will not be lodged with Australian Securities & Investments Commission (**ASIC**) and is not approved by or registered with any regulator in any jurisdiction. This Presentation should not be considered to be an offer or invitation or a solicitation of an offer to acquire entitlements or New Shares or any other financial products and neither this Presentation nor any of its contents will form the basis of any contract or commitment. The offer booklet for the Entitlement Offer will be available following its lodgement with Australian Securities Exchange (**ASX**). Any eligible shareholders wishing to participate in the Entitlement Offer should consider the offer booklet in deciding whether to participate, and will need to apply in accordance with the instructions contained in the booklet and the accompanying personalised entitlement and acceptance form.

Not advice or recommendation

This Presentation should not be considered as the giving of investment advice by the Company Parties. Each party to whom this Presentation is made available must make its own independent assessment of the Company and the New Shares after making such investigations and taking such advice as may be deemed necessary. In particular, any estimates or projections or opinions contained herein necessarily involve significant elements of subjective judgement, analysis and assumptions and each recipient should satisfy itself in relation to such matters.

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Important Notice & Disclaimer (continued)

Forward-looking statements
This Presentation may contain certain forward-looking statements. Forward-looking statements can generally be identified by the use of forward looking words such as 'anticipate', 'believe', 'expect', 'project', 'forecast', 'estimate', 'likely', 'intend', 'should', 'will', 'could', 'may', 'target', 'plan' and other similar expressions within the meaning of securities laws of applicable jurisdictions, and include statements regarding outcome and effects of the Placement and Entitlement Offer. Indications of, and guidance or outlook on future earnings, distributions or financial position or performance are also forward-looking statements. These forward-looking statements have been made based upon the Company's expectations and beliefs concerning future developments and their potential effect upon the Company (and its controlled entities) and are subject to known and unknown risks and uncertainties which are, in many instances, beyond the Company's control, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. No assurance is given that future developments will be in accordance with the Company's expectations. Actual results could differ materially from those expected by the Company and the Company assumes no obligation to update any forward-looking statements or information. Refer to the 'Key Risks' section of this document for a summary of certain risk factors that may affect the Company.

No warranty
While the information contained herein has been prepared in good faith, no Company Party gives, has given or has the authority to give, any representations or warranties (express or implied) as to, or takes responsibility, in relation to, the accuracy, reliability or completeness of the Information and liability therefore is expressly disclaimed to the maximum extent permitted by law by each Company Party (including without limitation for negligence) for any statements, representations or warranties or in relation to the accuracy or completeness of the Information, statements, opinions or matters, express or implied, contained in, arising out of or derived from, or for omissions from, this Presentation including, without limitation, any financial information, any estimates or projections and any other financial information derived therefrom. No Company Party represents or warrants that this document is complete or that it contains all material information about the Company or which a prospective investor may require in evaluating a possible investment in the Company or New Shares. Nothing contained in this Presentation nor any Information made available to you is, or shall be relied upon as, a promise, representation, warranty or guarantee, whether as to the past, present or the future performance or activities of the Company. You must conduct your own independent investigations and enquiries as you deem fit.

Distribution limited
This document is for information purposes only and by receiving this document you represent and warrant that if you are in Australia, you are a person to whom an offer of securities may be made without a disclosure document (as defined in the Corporations Act) on the basis that you are exempt from the disclosure requirements of Part 6D.2 in accordance with Section 708(8) or 708(11) of the Corporations Act. Neither this Presentation nor any copy of it may be taken or transmitted into the United States of America, their territories or possessions or distributed to any U.S. person (as defined in Regulation S under the United States Securities Act of 1933 (as amended)) or distributed to any individual outside Australia who is a resident in any jurisdiction where this document may be construed as an offer for sale or solicitation or invitation to buy or subscribe any securities or in the context where its distribution may be contrary to applicable laws, except in compliance with any applicable exemption.

If you are in New Zealand, you acknowledge that the Offer is only available to you in accordance with the restrictions set out in the foreign selling restrictions section below.

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Contents

1. Executive summary
2. Business overview
3. Equity raising
4. Foreign selling restrictions

Appendix: Key risks

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1. Executive summary

Announcement of up to $16m equity raise:

- COB is seeking to raise $14 -16m by way of a placement to sophisticated and institutional investors (**Placement**) and a 1:10 Non-Renounceable Entitlement Offer (**Entitlement Offer**) to support COB's development opportunities and working capital requirements.
- $0.58 Offer Price, which represents a 12.1% discount to the closing price of COB's shares on 2 November 2022.
- Approximately 40m new fully paid ordinary shares ("New Shares") (equivalent to 12.1% of current issued capital) to be offered under the Placement and Entitlement Offer

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2. Business overview

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Our Aim: Clean, ethical cobalt supply

BHCP offers ethical Australian sourced cobalt

- 3 tenements covering 49 km2 host cobalt bearing pyrite deposits with a combined Mineral Resource Estimate of 118 Mt* for contained 81.1 kt cobalt.
- Forecast 17** year life of mine with expected production of 3,500 tpa of cobalt (as Mixed Hydroxide Precipitate or Cobalt Sulphate) and 300Ktpa of Elemental Sulphur.
- Supply and ESG certainty: Chemical processing at site to specification, full supply chain transparency.
- Significant employer in Regional NSW with around 400 full-time jobs to be generated.

- Opportunity to integrate with emerging Australian battery industry.
- Waste Streams Project offers optionality beyond mining.

** A complete summary of the Mineral Resource estimate by classification is provided at slide 23.*
*** See Compliance Statement 1 at slide 26*

Source: Cobalt Blue Holdings Limited

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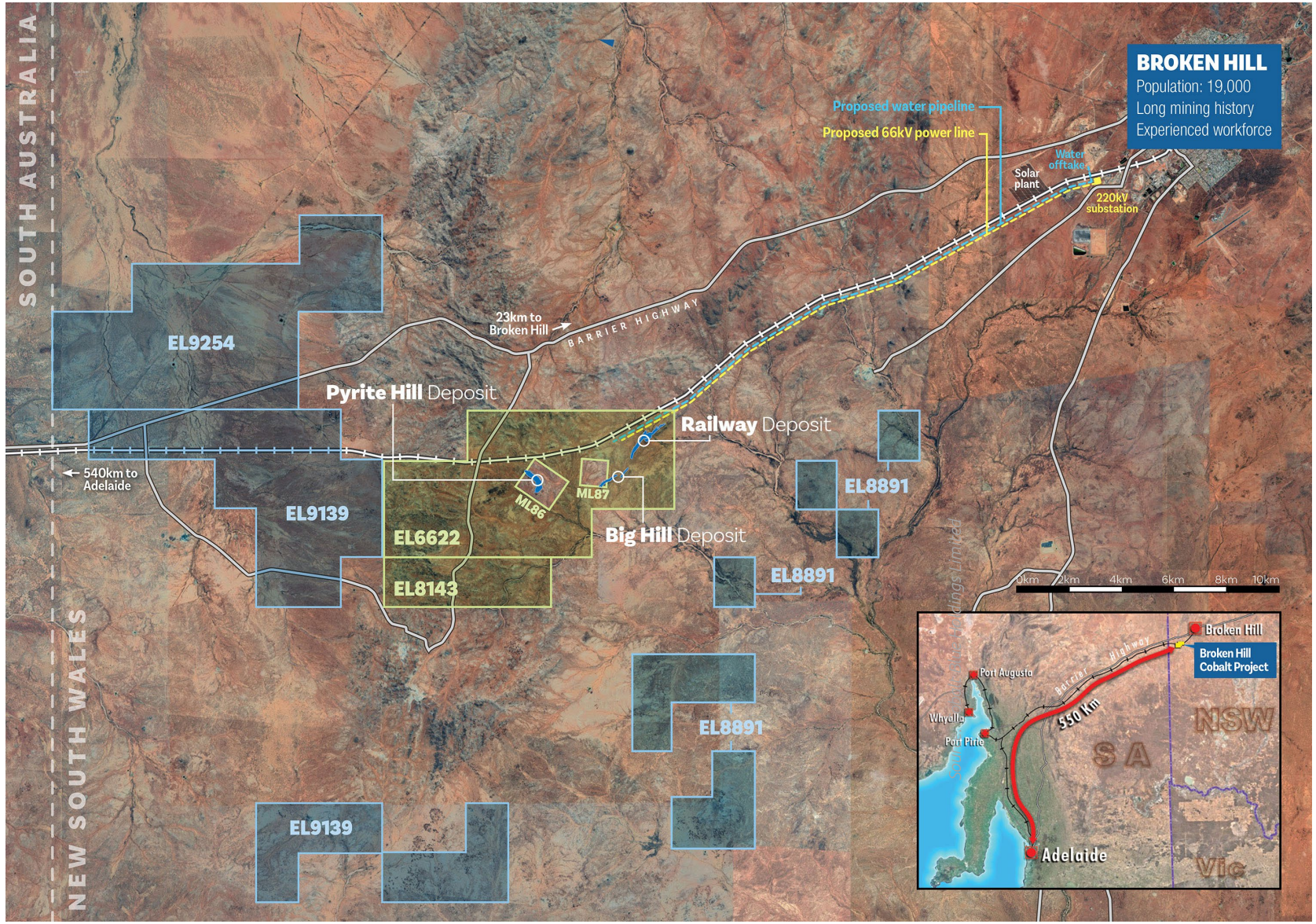
BHCP: People, power, water, road & rail benefits



Source: Cobalt Blue Holdings Limited

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BHCP: Progress + Targets

Achievements

- ✔ **Project Update 2020** (PFS update)
- ✔ **Pilot Plant development** and qualification samples (2021)
- ✔ **Major Project Status** (March 2022)
- ✔ **Participant in bilateral** Critical Minerals discussions Korea/USA (Mar/Apr 2022)
- ✔ **Critical Minerals** Accelerator Initiative grant, A$15m (April 2022)
- ✔ **Demonstration Plant** Operations commenced (July 2022)

Goals

- **Project Partners** (end-2022)
- **DFS and Approvals** (2023)
- **Cobalt in Waste Streams** project (from 2022)

Source: Cobalt Blue Holdings Limited

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BHCP: Timeline on track

Expected Development Schedule

	PRE-2021	2021	2022	2023	2024	2025
Broken Hill Cobalt Project						
Business Achievements	100% Project Ownership CRC-P Grant	Global Cobalt Sample Program	Offtake Cobalt Qualification Program – 2022 Major Project Status and CMAI grant	Final Investment Decision	Construction Period Mine Development EPC Renewable Power Contracts	Refinery Commissioning First Commercial Production
Technical Studies	Project Update 2020 PFS 2018	Feasibility Study	Feasibility Study	Definitive Feasibility Study and Approvals		
Process Testing	Pilot Scale Testwork	Pilot Plant – 30 Tier 1 Partners Offtake Contract Negotiations (begin)	Larger scale (24/7) Operations Commercial Qualification Samples Bulk Sample			First On Specification Production
Environmental Approvals		EIS Field Studies	EIS Field Studies	EIS Submission SSD Determination	ESG/CO_2 Reporting	ESG/CO_2 Reporting Operating Permits (approved)
	PRE-2022		MILESTONES			

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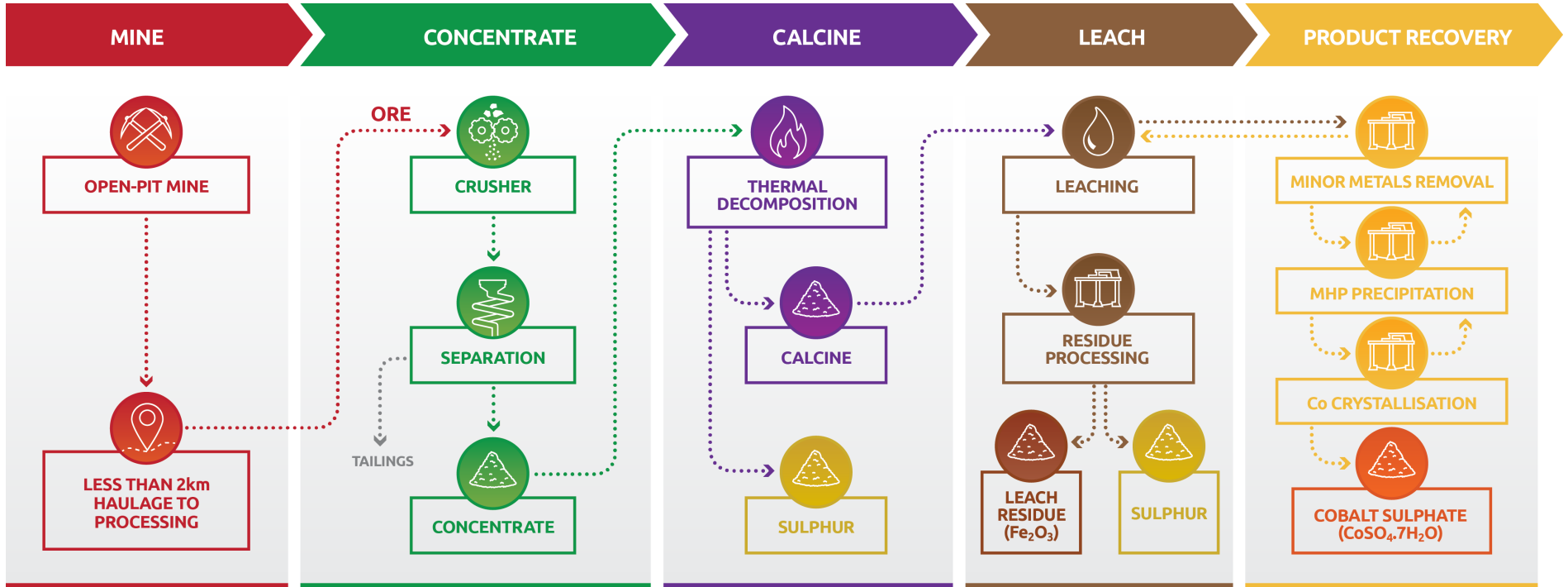
BHCP: Cobalt Sulphate Production Flowsheet



TARGET
6–6.3 MTPA Ore

STRIP RATIO
2.9t waste to 1t ore

ROM AVERAGE GRADE
0.07 % Co, 7.4% S, 8.5% Fe

TARGET
1 MTPA Con (17% mass recovery)

CONCENTRATE GRADE
0.45% Co, 40% Fe, 45% S

CONCENTRATE RECOVERY
90–95% Co, 80% Fe, 90% S

TARGET
0.8 MTPA Calcine
(80% mass recovery)

CALCINE GRADE
0.5% Co, 50% Fe, 30% S

SULPHUR RECOVERY
45% S from concentrate

TARGET
>95% cobalt leaching
<2% Fe and S leaching

LEACH RESIDUE
Iron Oxide (Fe_2O_3) +
Elemental Sulphur (S)

TARGET
Target ROM to Product
85–90% Co recovery
70–75% S recovery

$CoSO_4$ >20.5% grade
S >99% grade
MHP – 38% Co, 7% Ni

Source: Cobalt Blue Holdings Limited

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BHCP: Pilot Plant => Demonstration Plant

Study Level	Period	Concentrate Circuit		Pyrolysis Circuit		Leaching/Purification	
Pilot Plant	2021	45–50 t	Continuous pilot circuit 2–3 t/hr	Up to 15 t	Commercial sized furnace 100–150 kg/hr	Up to 15 t	Pilot equipment 1t batches
Demonstration Plant	2022	4,000-5,000 t	Mobile plant 10–15 t/hr	500 -600t	Commercial sized furnace 100–150 kg/hr	500 t	Demonstration samples 3 - 10 t

Crushing plant processing ore stockpile in preparation for milling

Horizontal vacuum filter belt & Pressure oxidation leach circuit

ASX: COB

Source: Cobalt Blue Holdings Limited

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BHCP: Strategic Outlook

Building on existing commercial partnerships…

- **LG International:** First Mover partnership provides capital and technical assistance on high purity battery grade cobalt sulphate.
- **Cooperative Research Centre & Future Batteries Industries (FBI)** project to fund and validate our refining process research and participate in development of Australian battery industry.
- **Sojitz Corporation** (cobalt), **Mitsubishi Corporation** (sulphur).

…to develop our ambitions

- **Bilateral Critical Mineral relationships** – Korea / USA / Japan / Europe.
- **Cobalt in Waste Streams Project (CWSP)** – key QLD Govt agreement executed.
- **Enabling development of a pCAM / CAM industry** – early stages of a domestic battery supply chain district concept.

Source: Cobalt Blue Holdings Limited

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Cobalt Blue: Who We Are

"Extensive expertise – mineral development, investment management, corporate law and energy storage."

Independent Chairman – Robert Biancardi

IBM, Citibank, Westpac and Evolution Healthcare (senior management and director). Numerous directorships of private companies.

Independent Director – Hugh Keller

Partner Blake Dawson (now Ashurst) and its predecessor firms for 35 years until retirement in 2010. Non-executive director of two other companies.

Independent Director – Rob McDonald

40 years of international mining sector experience, Investment banking/private equity investment management.

Chief Executive Officer – Joe Kaderavek

Equities research lead / investment management, resources and energy storage technology focus. Operational reviews and strategic assessments - mining, minerals processing (BHP, Rio Tinto) and infrastructure in Australia, North America and Europe.

Executive Manager – Dr Andrew Tong

Metallurgist with +15 years experience in project development, operating mining and processing activities, and patenting innovative minerals processing technology.

Chief Financial Officer – Danny Morgan

Chartered Accountant with +25 years' professional financial and commercial resource sector experience including IPO's, M&A, Project Financing, JV's and Project Developments.

Investor Relations – Joel Crane

Commodities economist with +15 years experience analyzing bulk, base and precious metals in global investment banks and major resource company (Rio Tinto).

Source: Cobalt Blue Holdings Limited

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3. Equity raising details

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Key details of the equity raise

Equity raising size and structure	• Approximately $4 million placement to sophisticated and institutional investors (**Placement**) • A 1 for 10 pro rata non-renounceable entitlement offer to raise approximately $10-$12m (**Entitlement Offer**)
Offer price	$0.58 Offer Price, which represents a 12.1% discount to the closing price of COB shares on 2 November 2022.
Entitlement Offer price	• The Entitlement Offer will open on Tuesday, 15 November and is expected to close on Thursday, 1 December • Details will be provided to eligible shareholders in the offer booklet, expected to be dispatched to shareholders on 15 November 2022.
Director participation	Directors intend to participate in the Entitlement Offer.
Ranking	New shares will rank equally with existing COB shares.
Underwriting and syndicate	Neither the Placement or the Entitlement Offer will be underwritten.
Shortfall facility (Entitlement Offer)	Shortfall facility will enable shareholders to subscribe for any shares not taken up by other shareholders. Directors reserve the right to place any shortfall shares at their discretion within 3 months of closing date.

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Sources and uses of Equity raising proceeds

Sources	
Placement	A$4m
Entitlement Offer	A$10-12m
Total sources:	A$14-16m

Use of funds

In July 2022 the Company announced that after an extensive process a team of leading engineering firms had been selected to carry out Definitive Feasibility Studies (**DFS**) on the Company's Broken Hill Cobalt Project (**BHCP**). The DFS requires completion of a series of key work programs including Demonstration Plant operations, geological and resource drilling and studies, waste rock and tailings studies, metallurgical studies, engineering studies and project approvals.

The Company intends to use the proceeds from the Offer together with existing cash resources to advance its activities through to the 2H 2023 in parallel with work on completing the Definitive Feasibility Study (DFS) on BHCP. In addition to the DFS, the work will include:

- Initiation of Front-End Engineering Design (FEED) studies, to be executed post delivery of DFS
- BHCP Demonstration Plant maintenance and retention of operations staff beyond BHCP FS test work (likely to finish in Q1 2023) in order to retain a core of well-trained operators on staff through to commissioning of the BHCP (anticipated 2025)
- Cobalt in Waste Streams opportunities where current test work is expected to be expanded, potentially requiring larger scale test work at the existing Demonstration Plant
- Selective local commercial/industrial property purchases required to support future BHCP operations
- General corporate activities including partner selection and project financing investigations.

If the amount sought is not raised, the Company would need to consider scaling back the planned expansion of the programs that form part of the DFS.

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Offer timetable

Event	Date
Trading halt commences	Thursday 3 November 2022
Trading halt ends	Monday 7 November 2022
Announcement of results of Placement and of Entitlement Offer	Monday 7 November 2022
Record Date for determining Entitlements to subscribe for New Shares under the Entitlement Offer	Thursday 10 November 2022
Settlement of Placement	Friday 11 November 2022
Entitlement Offer booklet despatched and Entitlement Offer opens	Tuesday 15 November 2022
Closing Date of Entitlement Offer	Thursday 1 December 2022
Issue and allotment of Entitlement Offer shares	Wednesday 7 December 2022
Entitlement Offer shares commence trading on ASX	Thursday 8 December 2022

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Foreign selling restrictions

If you are in New Zealand, you :

a) are a person who
   i. is an investment business within the meaning of clause 37 or Schedule 1 of the Financial Markets Conduct Act 2013 (New Zealand) (the **FMC Act**);
   ii. meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
   iii. is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
   iv. is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
   v. is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act (and, if an eligible investor, have provided the necessary certification);

b) acknowledge that:
   i. Part 3 of the FMC Act shall not apply in respect of the offer of New Shares to you;
   ii. no product disclosure statement, register entry or other disclosure document under the FMC Act may be prepared in respect of the Offer and;
   iii. any information provided to you in respect of the Offer is not required to, and may not, contain all of the information that a product disclosure statement register, entry or other disclosure document under New Zealand law is required to contain

c) warrant that if in the future you, elect to direct or indirectly offer or sell any of the New Shares allotted to you, you undertake not to do so in a manner that could result in:
   i. the Offer or such future offer or sale being viewed as requiring a product disclosure statement or other similar disclosure document or any registration or filing in New Zealand;
   ii. any contravention of the FMC Act; or
   iii. the Company or its directors incurring

d) warrant that:
   i. any person for whom you are acquiring or procuring New Shares meets one or more of the criteria specified in subclause (a) above; and
   ii. you have delivered, where applicable, a safe harbour certificate in accordance with clause 44 of Schedule 1 of the FMC Act.

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Appendix: Key risks

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Risk factors

Introduction

The New Shares the subject of the Offer should be considered speculative because of the nature of the Company's business. There are numerous risk factors involved with the Company's business. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, return of capital or price at which securities will trade.

The following is a summary of the more material matters to be considered. However, this summary is not exhaustive and potential investors should examine the contents of this Presentation (and the Entitlement Offer booklet, if applicable) and the Company's disclosures on ASX in their entirety and consult their professional advisors before deciding whether to apply for the New Shares.

Availability of Finance

The Company has no material operating revenue and is unlikely to generate any material operating revenue unless and until the BHCP is successfully developed and production commences, or alternatively the Company acquires a revenue generating asset. The Company will therefore be required to raise additional capital or enter alternative development structures in order to meet its obligations and implement its strategy of developing the BHCP.

Commodity prices

The global cobalt market is subject to demand and supply fluctuations. These fluctuations, along with fluctuations in the A$:US$ exchange rate, will affect the project economics of the BHCP. Climate change risk may create additional demand for lithium-ion batteries as a means to store renewable energy as part of global 'decarbonisation' strategies. Such additional demand may create upside pressure to cobalt prices in the future.

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Risk factors (continued)

Management retention – The Company is reliant on its team of employees and consultants. There is a risk that the Company may not be able to retain those key personnel or be able to find effective replacements for those key personnel in a timely manner. The loss of such personnel or any delay in their replacement, could have a negative impact on the Companys ability to achieve its strategy. To address this risk, the Company is developing a remuneration framework to provide competitive remuneration to retain key personnel.

Exploration risk – Whilst the Company has already established a global Mineral Resource estimate for the BHCP of 118 Mt at 859 ppm cobalt equivalent (CoEq) (687 ppm Co, 7.6% S and 133 ppm Ni at a 275 ppm CoEq cut-off) (as released on 16 September 2021 in the market announcement titled 'BHCP Resource Update') there can be no guarantee that future exploration programs will lead to positive exploration results. Mineral exploration is a speculative endeavour and there can be no guarantee that the Company will achieve any of its mineral exploration objectives. The Mineral Resource has been reported at a cut-off of 275 ppm cobalt equivalent based on an assessment of material that has reasonable prospects of eventual economic extraction. In addition to cobalt, the revised cut-off grade incorporates revenue streams from elemental sulphur and nickel; economic by-products of the processing pathway defined in the 2018 PFS and subsequent 2020 Project Update. The cobalt equivalent grade has been derived from the following calculation; CoEq ppm = Co ppm + (S ppm × (S price / Co price) × (S recovery / Co recovery)) + (Ni ppm × (Ni price / Co price) × (Ni recovery / Co recovery)). This equates to CoEq = Co + S % × 18.0078 + Ni ppm × 0.2639. The parameters used for this calculation are listed below. The Company confirms all elements included in the metal equivalence calculation have reasonable potential to be recovered and sold.

Assumption	Input
Cobalt Price	US$27.50/lb
Sulphur Price	US$145/t
Nickel Price	US$16,000/t
Cobalt Recovery	85%
Sulphur Recovery	64%
Nickel Recovery	85%
Exchange rate (A$ to US$)	0.70

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Risk factors (continued)

The Mineral Resources estimate is summarised below by classification.

Classification	Mt	CoEq (ppm)	Co (ppm)	S (%)	Ni (ppm)	Contained Co (kt)	Contained S (kt)	Contained Ni (kt)
BHCP (inclusive of Pyrite Hill, Railway & Big Hill)								
Measured	18	1,276	1,030	10.9	191	18.3	1,935	3.4
Indicated	59	788	631	6.9	123	37.1	4,062	7.2
Inferred	41	781	619	7.2	123	25.6	2,979	5.1
Total	118	859	687	7.6	133	81.1	8,968	15.7

The Mineral Resource estimate for the BHCP (at a 275ppm CoEq cut-off) detailed by Mineral Resource classification (CoEq = Co + S % × 18.0078 + Ni ppm × 0.2639). Note minor rounding errors may have occurred in compilation of this table.

Metallurgical recoveries - The economic viability of cobalt recovery depends on a number of factors such as the development of an economic process for the treatment of the pyrite ore. Further, changes in mineralogy may result in inconsistent recovery of cobalt. To address this risk, the Company constructed a Pilot Plant to demonstrate cobalt sulphate could be produced on a large scale and following successful operations at the Pilot Plant, a Demonstration Plant was constructed and is now operational to treat pyrite ore on an even larger and continuous basis.

Government approvals/environmental standards – Advancing the BHCP is dependent on obtaining approvals from government agencies. With increasing government and public sensitivity to environmental sustainability, environmental regulation is becoming more stringent. The Company could be subject to higher levels of environmental responsibility and liability, including laws and regulations dealing with air quality, water and noise pollution, plant and wildlife protection, greenhouse gas emissions and the storage, treatment and disposal of wastes.

Water supply - The BHCP is located near Broken Hill, New South Wales (NSW). Broken Hill has a hot arid desert climate with minimal rainfall. The project's water requirements are currently estimated at 1.2-1.5 gigalitres per annum, which are expected to be supplied from Essential Water's trunk main on the western outskirts of Broken Hill, which is supplied via a pipeline from the Murray River at Wentworth, NSW. In the event that this water is unable to be supplied or supplied at lower levels, whether due to climate change or not, the project would be significantly affected.

Power Supply - The project would also require significant power use. Increased pricing of electricity would increase project operating costs. In order to reduce this risk COB is working on power related studies, seeking to optimise waste heat capture and re-use, optimising the daily load profile and evaluating distributed energy generation and storage.

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Risk factors - general risks

General Economic Conditions

Economic conditions, both domestic and global, may affect the performance of the Company. Factors such as fluctuations in currencies, commodity prices, inflation, interest rates, supply and demand and industrial disruption may have an impact on operating costs and share market prices. The Company's future possible revenues and Share price can be affected by these factors, all of which are beyond the control of the Company or its Directors.

Equity Market Conditions

Securities listed on the ASX can experience extreme price and volume fluctuations that are often unrelated to the operating performances of such companies. The market price of Shares may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general.

General factors that may affect the market price of Shares include economic conditions in both Australia and internationally (particularly Australian, US and Chinese economic conditions), investor sentiment, local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

Change in Government Policy and Legislation

Any material adverse changes in relevant government policies or legislation of Australia may affect the viability and profitability of the Company, and consequent returns to investors. The activities of the Company are subject to various federal, state and local laws governing prospecting, development, production, taxes, labour standards and occupational health and safety, and other matters.

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Risk factors - general risks (continued)

Competition Risks

The industry in which the Company is involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares. Therefore, the New Shares carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for New Shares.

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Compliance Statements

- 1. The production target parameters including the forecast life of mine (LOM) derived from the Project Status Update are as released on 16 July 2020 in the market announcement titled 'Broken Hill Cobalt Project (BHCP) Project Update 2020'. The Production Target is, in part, based on Inferred Mineral Resources. There is a low level of geological confidence associated with Inferred Mineral Resources and there is no certainty that further exploration work will result in the determination of Indicated Mineral Resources or that the Production Target itself will be realised.

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