



Announcement Summary

Entity name

COBALT BLUE HOLDINGS LIMITED

Announcement Type

New announcement

Date of this announcement

15/6/2021

The Proposed issue is:

☒ A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Unquoted options expiring 15 August 2022, with an exercise price of \$0.45 per option	25,000,000
COB	ORDINARY FULLY PAID	50,000,000

Proposed +issue date

18/6/2021

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

COBALT BLUE HOLDINGS LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ABN

Registration Number

90614466607

1.3 ASX issuer code

COB

1.4 The announcement is☒ New announcement**1.5 Date of this announcement**

15/6/2021

1.6 The Proposed issue is:☒ A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?☒ Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	2/8/2021	<input checked="" type="checkbox"/> Estimated	

Comments

The Placement consists of two tranches:

* Tranche 1 comprises 25.9 million new shares and 12.95 million unquoted options. Of the Tranche 1 securities, 18.9 million new shares and 12.95 million options will be issued pursuant to the Company's ASX Listing Rule 7.1 placement capacity. A further 7.0 million new shares under the Tranche 1 placement will be issued pursuant to the Company's ASX Listing Rule 7.1A placement capacity.

* Tranche 2 comprises a proposed issue of 24.1 million new shares and 12.05 million unquoted options which is subject to shareholder approval at a general meeting of shareholders which is expected to be held on 2 August 2021.

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ Yes

Details of +securities proposed to be issued

ASX +security code and description

COB : ORDINARY FULLY PAID

Number of +securities proposed to be issued

50,000,000



Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.30000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Attaching +Security

Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?

☒ New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

Details of attaching +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

☒ No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

☒ No

ASX +security code

New class-code to be confirmed

+Security description

Unquoted options expiring 15 August 2022, with an exercise price of \$0.45 per option

+Security type

Options

Number of +securities proposed to be issued

25,000,000

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ No



Please describe the consideration being provided for the +securities

Issue of one (1) free attaching option for every two (2) Shares issued under the placement.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

Will all the +securities issued in this class rank equally in all respects from their issue date?

☒ Yes

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.4500

Expiry date

15/8/2022

Details of the type of +security that will be issued if the option is exercised

COB : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

One fully paid ordinary share (ASX:COB)

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

Material terms included in accompanying ASX announcement dated 15 June 2021.

Part 7C - Timetable

7C.1 Proposed +issue date

18/6/2021

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☒ No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ Yes

**7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

18.9 million ordinary shares and 12.95 million options are proposed to be issued using the entity's 15% placement capacity under listing rule 7.1

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ Yes

7D.1c (i) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?

7 million ordinary shares are proposed to be issued under listing rule 7.1A.

7D.1c (ii) Please explain why the entity has chosen to do a placement rather than a +pro rata issue or an offer under a +security purchase plan in which existing ordinary +security holders would have been eligible to participate

The Company issued shares under a security purchase plan in August 2020 and cannot conduct another security purchase plan until August 2021. The entity chose a placement as it provides the means to raise capital promptly and to new institutional investors which broadens the shareholder base

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

☒ No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

☒ No

Part 7E - Fees and expenses**7E.1 Will there be a lead manager or broker to the proposed issue?**

☒ Yes

7E.1a Who is the lead manager/broker?

Blue Ocean Equities Pty Ltd and Cannacord (Genuity) Australia Limited, jointly

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

4% capital raising fee of gross proceeds and a management fee fee of 1% of gross proceeds

7E.2 Is the proposed issue to be underwritten?

☒ No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue



Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

The proceeds from the Placement will be used to fund the Demonstration Plant, Engineering and Mining studies, Geological and site activities, Approvals and Permits, Tenement acquisitions and working capital.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☒ No

7F.2 Any other information the entity wishes to provide about the proposed issue

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☒ The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)