



Notice of General Meeting and Explanatory Statement

The General Meeting of

COHIBA MINERALS LIMITED

ACN 149 026 308

*Will be held at
9:00am (AEST) on Tuesday, 27 June 2017*

*At William Buck
Level 20, 181 William Street
Melbourne, Victoria 3000*

This Notice of General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor

COHIBA MINERALS LIMITED

ACN 149 026 308

Registered office: Level 4, 100 Albert Road, South Melbourne Victoria 3205

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Members of Cohiba Minerals Limited (the "Company") will be held at William Buck, Level 20, 181 William Street, Melbourne, Victoria, 3000 at 9:00am (AEST) on Tuesday, 27 June 2017.

AGENDA

Further details in respect of the Resolutions proposed in this Notice of General Meeting (**Notice**) are set out in the Explanatory Statement accompanying this Notice. The details of the Resolutions contained in the Explanatory Statement should be read together with, and forms part of, this Notice.

ORDINARY BUSINESS

Resolution 1: Approval For Acquisition of Cobalt X

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purpose of ASX Listing Rule 11.1 and for all other purposes, shareholders approve the Company's acquisition of Cobalt X Pty Ltd [ACN 615 243 037] on and subject to the terms set out in the Explanatory Statement which accompanies and forms part of this Notice."

Resolution 2: Approval For Issue of Consideration Securities to Cobalt X Vendors

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, shareholders approve the issue of up to 150,000,000 fully paid ordinary shares in the Company at a deemed issue price of \$0.013 (1.3 cents) per share to the Cobalt X Vendors as described in the Explanatory Statement which accompanies and forms part of this Notice."

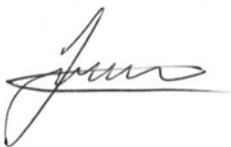
Resolution 3: Approval to Issue Facilitation Options

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of up to 80,000,000 options with exercise price of \$0.018 (1.8 cents) and having the expiry date set out in the Notice and which, upon exercise, entitle the holder to one fully paid ordinary share in the Company to Benison Holdings Pty Ltd (or its nominee) as described in the Explanatory Statement which accompanies and forms part of this Notice."

DATED this 26th day of May 2017 at Melbourne.

By order of the Board



Justin Mouchacca
Company Secretary

NOTES:

1. **Entire Notice:** The details of the resolution contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Voting:** The Company has determined that for the purposes of the General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7:00pm (AEST) on 25 June 2017. Only those persons will be entitled to vote at the General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.
3. **Voting Exclusion Statements:**

Resolution 1

The Company will disregard any votes cast on Resolution 1 by any person who may obtain a benefit, except a benefit solely in the capacity as a holder of ordinary securities, if the resolution is passed and any associates of those persons.

However the Company need not disregard a vote if it is cast:

- by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- by the Chairman of the meeting as proxy for a person who is entitled to vote and who does not specify the way the proxy is to vote.

Resolutions 2 and 3

The Company will disregard any votes cast on Resolution 2 and 3 by any person who may participate in the relevant issues and any associates of those persons.

However the Company need not disregard a vote if it is cast:

- by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- by the Chairman of the meeting as proxy for a person who is entitled to vote and who does not specify the way the proxy is to vote.

EXPLANATORY STATEMENT

BACKGROUND

Acquisition of Cobalt X

On 20 February 2017, the Company signed a Binding Terms Sheet ("**Terms Sheet**") to acquire 100% of Cobalt X Pty Ltd (**Colbalt X**). The Terms Sheet was subject to a number of conditions precedent including the Company entering into a formal share sale agreement with the Cobalt X Vendors, completion of due diligence, shareholder and all regulatory and third party consents and approvals (including approvals under the ASX Listing Rules) being obtained and completion by the Company of a further capital raising of not less than \$1,000,000 (before costs).

The Company and Cobalt X have agreed to the terms of a formal Share Sale Agreement which, at the date of this Notice, is in the process of being executed by the parties which include the Cobalt X shareholders (**Cobalt X Vendors**). Accordingly, the proposed acquisition remains conditional upon execution of the Share Sale Agreement which the Company expects will be completed in the coming week. A further announcement will be made to ASX following execution of the Share Sale Agreement. Between execution of the Terms Sheet and the date of this Notice the capital raising and due diligence conditions set out in the Terms Sheet were satisfied.

The Share Sale Agreement will be conditional upon:

- (**Licence Applications, Tenements and Project Rights**): None of the Licence Applications being withdrawn, declined or rejected by the relevant statutory bodies and none of the contractual rights comprising the Project Rights being terminated by the contracting parties or being challenged on the basis of validity or unenforceability.
- (**Company Approvals**): The Company obtaining all necessary regulatory, shareholder and other third-party or governmental approvals, waivers or consents (including as may be required by the Corporations Act 2001 (Cth), ASIC, ASX or any other relevant mining or Government Agency having jurisdiction over the Licence Applications) required for implementation of the transactions contemplated by the Share Sale Agreement.
- (**Cobalt X Approvals**): Cobalt X obtaining all necessary regulatory, shareholder and other third-party or governmental approvals or consents (including as may be required by the Corporations Act 2001 (Cth), ASIC, ASX or any other relevant mining or Government Agency having jurisdiction over the Licence Applications) required for implementation of the transactions contemplated by the Share Sale Agreement.
- (**Cobalt X change of control consents**): Cobalt X obtaining any approval required for the change of control of Cobalt X by any parties to any contracts entered into by Cobalt X (or its subsidiaries as the case may be). The Company may waive this condition.
- (**Escrow Agreement**): The Vendors (and their respective controllers) must each fully execute an Escrow Agreement to confirm the escrow applicable to 50% of the Completion Shares.

Except where an alternate date is specified above, each of the above conditions are required to be satisfied by the 15 July 2017 (**Sunset Date**). The Share Sale Agreement provides that the Company and Cobalt X shall each use their reasonable endeavours to achieve the satisfaction of the above conditions prior to the Sunset Date and will act reasonably in agreeing to an extension of the Sunset Date in the event of a delay arising as a consequence of an event or circumstance outside, or not wholly within, the control of the parties.

Consideration

The consideration payment to the Cobalt X Vendors for the acquisition of Cobalt X is 150,000,000 fully paid ordinary shares at a deemed issued price of \$0.013 per share (**Consideration Shares**). The Consideration Shares are to be issued by the Company as follows:

- 75,000,000 ordinary fully paid shares in the issued capital of the Company upon completion of the Share Sale Agreement and conditions provided therein (**Completion Shares**); and
- 75,000,000 ordinary fully paid shares in the issued capital of the Company issued in two equal amounts of 37,500,000 within 10 business days of satisfaction of the following milestones:

- The Company announcing to ASX an Inferred Mineral Resource in accordance with the Australasian Code of Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition) (**JORC Code**) (including cumulative production) of not less than 6,000 tonnes of material at a minimum grade of 0.6% Cobalt on the Mt Stockpile Cobalt Project prior to the date which is 12 months from grant of the mining licence for application MLA 100115 (**Milestone 1**). Further details regarding the Mt Cobalt Stockpile Project are set out below.
- The Company announcing to ASX that the first ore has been processed at the Lady Jenny processing plant (which shall necessarily require that the Company has entered into and completed a binding formal agreement to acquire the rights to Lady Jenny processing plant) provided that announcement must be made prior to 20 February 2020 (**Milestone 2**). Further detailed regarding the Lady Jenny Project Rights are set out below.

The Company has agreed it will not dispose of the assets the subject of the milestone shares during the period in which the milestones are capable of satisfaction without the consent of Cobalt X Vendors which consent must not be provided on unreasonable terms.

The Company has applied for and obtained a waiver of ASX Listing Rule 7.3.2 to permit the issue of the Milestone Shares later than 3 months after the date of the Meeting, namely to permit the issue within 10 business days of the satisfaction of the respective milestones.

The Cobalt X Vendors have agreed that 50% of the Completion Shares issue to them will be subject to voluntary escrow for a period of 12 months following the completion of the Share Sale Agreement and conditions provided therein (or such longer period as the ASX requires) (**Escrowed Shares**). Pursuant to the terms of the Escrow Agreement, Cobalt X Vendors will not be permitted to (or permitted to agree to) dispose of, deal in or create any encumbrance in any of the Escrowed Shares for the duration of that period.

Other Key Acquisition Terms

As noted in the Company's ASX announcement of 20 February 2017, in consideration of, among other things, Cobalt X agreeing to enter into the transaction and implement the acquisition, and in recognition of costs and fees incurred (or to be incurred) by Cobalt X in prosecuting the Licence Applications and the transaction, the Company agreed to and has paid the sum of \$50,000 (**Cash Fee**). It is a term of the Share Sale Agreement that Cobalt X acknowledges receipt of payment from the Company of the Cash Fee for the purpose of satisfying Cobalt X's creditors and other accrued or pending costs and expenses incurred by Cobalt X prior to execution of the Terms Sheet.

In the event the Share Sale Agreement is terminated as a result of a breach by Cobalt X, the Vendors or the warrantors, the Cash Fee is refundable in full to the Company upon termination.

As part of the acquisition of Cobalt X, the Company has (subject to shareholder approval) agreed to issue 80,000,000 options to Benison Holdings Pty Ltd (or its nominee/s) (**Benison**) in satisfaction of fees due to it in connection with the introduction and implementation of the proposed acquisition (**Facilitation Fee**). The Facilitation Fee options will have a subscription price of \$0.001 per option, an exercise price of \$0.018 (1.8 cents) per share and an expiry date which is the same as the expiry date for the options to be issued under the Company's April 2017 rights issue. Resolution 3 of the Notice seeks approval for the issue of these options.

The Share Sale Agreement otherwise contains terms and conditions which are typical of agreements of a like nature including warranties and indemnities from the Company, Cobalt X and Cobalt X shareholders and the Cobalt X director and key warrantors. The warranties are subject to qualifications and limitations which include a sunset date of 12 months and a limitation on claims against the vendors and key warrantors capped at the value of their respective value of consideration received by them.

Capital Raising

The Company has issued 111,000,000 fully paid ordinary shares in a placement conducted in two tranches to professional, sophisticated and other exempt investors at an issue price of \$0.013 (1.3 cents) per share, raising approximately \$1,443,000 before costs of the issue. The placement was completed in two tranches on 23 February 2017 and 27 April 2017.

On 18 April 2017 the Company announced that it had successfully completed a fully subscribed pro-rata right issue raising approximately \$515,000 (before costs).

The completion of the capital raising above satisfied the capital raising condition in the Terms Sheet.

About Cobalt X

Cobalt X is an Australian proprietary company involved in the business of minerals exploration (with a focus on Copper and Cobalt assets) which has made applications for the following minerals exploration licences pursuant to the Mineral Resources Act 1989 (QLD):

- mining licence application ML 100115 (**Mt Cobalt Stockpile Project**);
- exploration licence application EPM26377 (**Mt Gordon Mine Area 1**);
- exploration licence application EPM26376 (**Mt Gordon Mine Area 2**);
- exploration licence application EPM26380 (**Success Mine Area 1**); and
- exploration licence EPM26379 (**Mt Cobalt Mine Area**).

The above are collectively referred to as the **Licence Applications**. The map below show the approximate location of the Licence Applications:



Map 1: Map of Cobalt X Project Locations

Cobalt X also holds various contractual rights with third parties to facilitate the acquisition by it of additional mining and exploration projects and related plant and equipment (**Project Rights**) including rights to negotiate for the acquisition of a vat leech processing plant in the Mt. Isa region (referred to as the Lady Jenny processing plant). The nature and status of these Project Rights is described further below. The map below shows the approximate locations of the areas and assets the subject of the Project Rights:

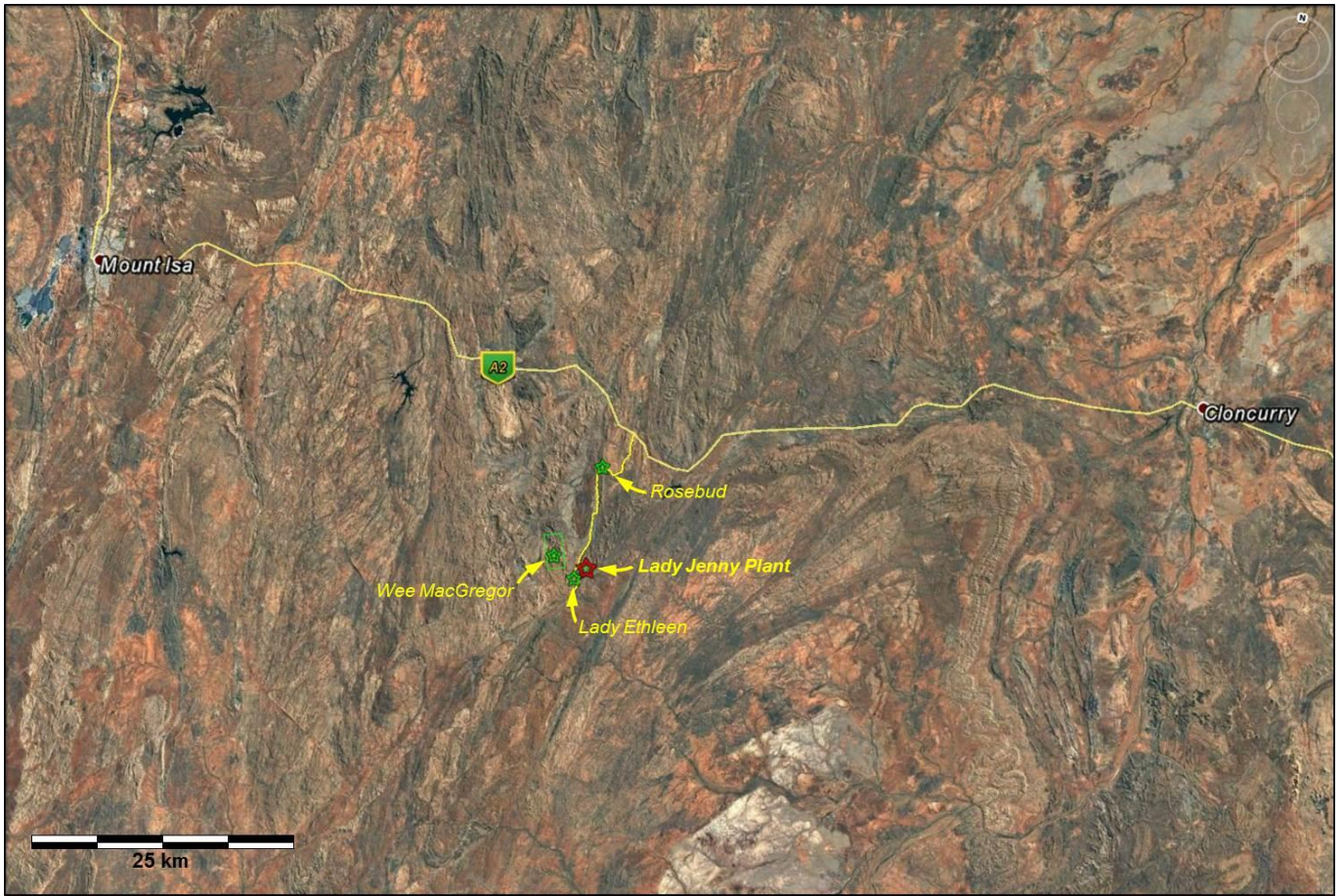
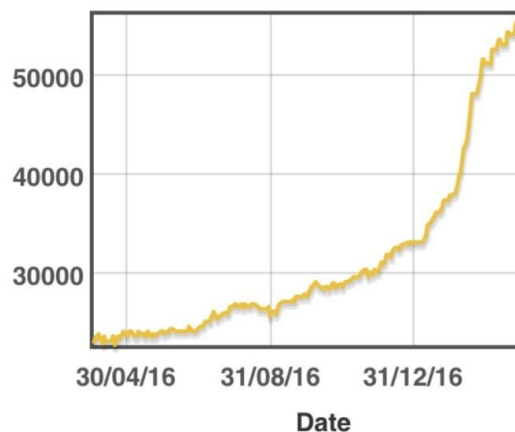


Figure 1: Project rights locations

About the Cobalt market

Cobalt is a key component of the battery chemistry for lithium ion batteries. In its 2016 market outlook industry group CRU has been reported as stating that, "the refined cobalt market will fall into a 3,000 tonne deficit this year following seven years of overcapacity and oversupply. CRU anticipates prices to increase onward into 2017 as global demand for refined cobalt exceeds the 100kt mark and mine and refined supply tightens". Current Cobalt resources and production are concentrated the Democratic Republic of Congo, which has been reported as accounting for over 55% of global Cobalt production. As a consequence of the industrial/strategic importance of Cobalt and the risks associated concentrated supply, Cobalt is classified as a critical raw metal by the EU and a critical commodity by Geoscience Australia, Australia's national agency for geoscience research. Cobalt is a LME traded commodity and the price of Cobalt has recently increased to over US\$55,000.00 (AUD\$73,000.00) per tonne, refer to the below graph (source: LME).

1 Year Cobalt (\$ per tonne)



About the Copper Market

According to energy policy group REN21's just-released Renewables 2015 Global Status Report, Global copper consumption is poised to increase not just because electricity demand is growing. New energy technologies typically require more of the red metal than traditional sources. Each megawatt of wind power capacity, for instance, uses an average of 3.6 tonnes of copper. Electric trolleys, buses and subway cars use about 2,300 pounds of copper apiece. Where we'll see the most significant growth, though, is in the production of hybrid and electric cars, which use two to three times more copper than internal combustion engines.

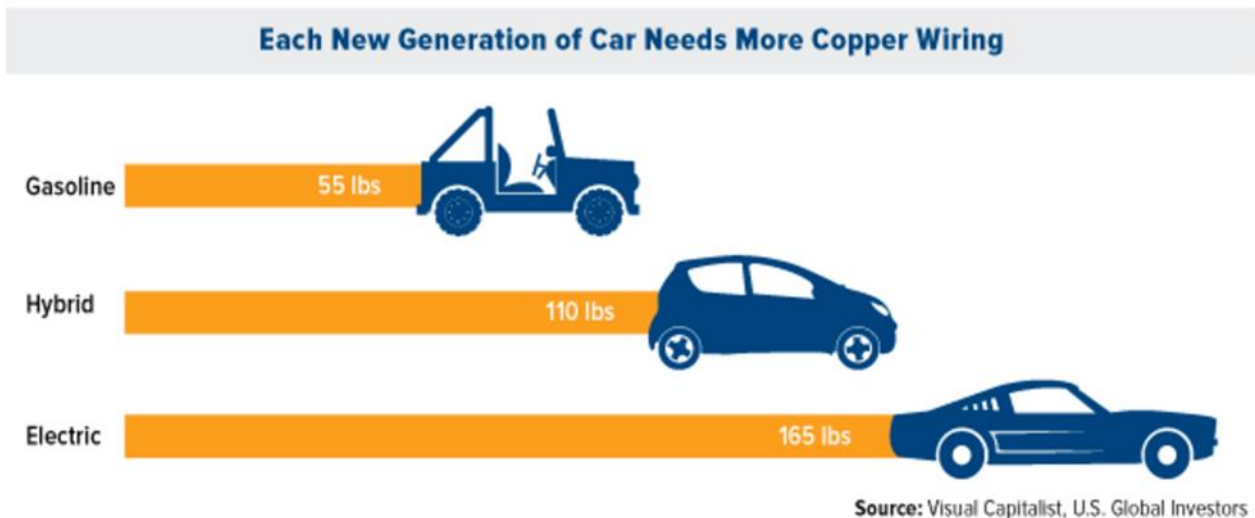


Figure 2: Usage of Copper Wiring

COBALT X PROJECT PORTFOLIO

Mt Cobalt Project (Mt Cobalt Stockpile Project and Mt Cobalt Mine Area)

The tenements related to the Mt Cobalt Project are the mining licence application MLA 100115 and the exploration licence EPM 26379.

The Mt Cobalt stockpiles contain process fines from the historic Mt Cobalt mine which operated from the 1920's to mid-1930's. According to historical records, the Mt Cobalt deposit contained cobalt grades in the form of what is believed to be erythrite (cobalt arsenate) contained within a schist host rock bounded by an ultramafic hanging wall. During operation, the mine reportedly "produced 3225 tons of hand-picked ore and concentrates, giving a net yield 226.4 tons of cobalt. Much of the ore was low grade and, as a consequence, the higher -grade material was hand-picked up to a standard giving 16 – 18% cobalt. This higher-grade ore was shipped direct for export. The mine plant operated on the lower grade ore which averaged less than 3%"¹. Total production from the Mt Cobalt mine was 775 tons of cobalt metal and it was lack of water occasioned by successive droughts that hampered production such that the mine was eventually closed. The grade of the stockpile is however unknown.

Subject to the grant of the tenements, the Company's development strategy in respect of the Mt Cobalt stockpiles is;

- to seek to advance stockpile to JORC code;
- conduct Environmental studies;
- conduct Metallurgical Studies;
- complete feasibility study to determine optimal processing strategy;
- pending resource definition and outcome of the studies referred to above, produce cobalt metal or cobalt concentrate ; and
- further explore mineralisation beneath stockpiles.

¹ (Reference: Searching For Australian Minerals; by Keith Lancaster ISBN 1 876261 12 Page 134 Publication Date: 01/08/2000)

The Mt Cobalt East tenement is dominated by granite and sandstone units but also contains the same schistose metasediment known to host the cobalt in the Mt Cobalt deposit itself, some 16 km to the west. This unit abuts a metamorphosed sandstone that has been crosscut by numerous ultramafic dykes, both of which contain zones of brecciation. The central portion of the tenement is largely underlain by granitic bodies prospective for copper-gold and IOCG style mineralisation. However, the north-western and eastern portions of the tenement are mapped as being underlain by sediments and structures similar to those which host copper-cobalt mineralisation elsewhere in the region. No exploration seems to have taken place in these areas although it is possible some first pass exploration has been carried out. It is the Board's view that the tenement geology provides has strong exploration potential. The Company's initial exploration strategy on the Mt Cobalt East tenement will be to conduct a combination of field and desktop investigations to determine the potential of these areas.

Mt Gordon Project (Mt Gordon Mine Area 1 and Mt Gordon Mine Area 2)

The tenements related to the Mt Gordon Project are the exploration licence EPM 26377 and the exploration licence application EPM 26376.

The Mt Gordon exploration applications are located in the Western Succession of the Mount Isa inlier, host to copper and cobalt projects such as Mount Gordon and Mount Oxide, Lady Annie and others. EPM 26377 is located approximately 142km to the north of Mount Isa. EPM 26376 is located approximately 128km to the north of Mount Isa. The tenements are along strike and north of the Mount Gordon Esperanza and Mammoth deposits and straddle the Mount Gordon North anomalies and the Mount Oxide mine. Mineralisation in both the Mount Gordon and Mount Oxide mines is found in brecciated carbonaceous shale, chert, quartzite and sandstones commonly associated with faulting and/or conversion of faults in the fractured host rock. The Cobalt X tenement applications share the same host sediments of both of those deposits but more importantly are within the same intensely folded and faulted district providing strong exploration upside. The southern tenement contains an exact mirror of the sedimentary sequence that hosts the Mount Oxide mine.

Known mineralisation in the region is of two main types:

- Dilational breccias related to faulting (e.g. Mammoth, Mount Kelly and Mount Gordon Fault).
- Massive mineralisation associated with dolomites and cherts of the McNamara Group (e.g. the main part of Esperanza).

The dilational quartz breccias are commonly associated with hematite veining and Fe-staining, however drilling at the Mount Oxide deposit indicates that mineralisation is not always coincident with, or adjacent to, hematite alteration. At Mammoth mine the alteration is predominantly chlorite, hematite and k-feldspar. The mineralisation typically occurs within veins or dilational breccias and is dominated by chalcopyrite or chalcocite-bornite. At Mount Oxide mine significant chalcocite mineralisation is associated with a carbonaceous siltstone horizon of the Paradise Creek Formation near its contact with the Gunpowder Creek Formation. At Esperanza the chalcocite rich 20m ore zone, defined from the 150m depth, is hosted in dolomitic siltstones of the Paradise creek and is basically a blind ore zone given that the surface capping is very poorly mineralised and interpreted to be a supergene leached silica cap.

Exploration of the ground overlain by EPM 26376 and EPM 26377 has largely been based on structural and geological interpretations using aeromagnetic data. Field work has been limited due to rugged terrain and in general the interpreted stratigraphic setting has not had substantial field checking. Limited geological sampling (stream sediment, soil sampling, rock chip sampling) has been carried out in the area but gain no comprehensive coverage has been completed. Anomalous copper values in stream sediments in the creek to the west of EPM 26376 have been reported which are likely to result from the Mount Oxide deposit but could also indicate some prospectivity in the tenement area.

An inspection of the 1:100,000 mapsheets of the mapper/interpreted geology of the area (refer figure below) indicate that similar stratigraphic units are present within the Mount Gordon Project to those that host the Mount Oxide Deposit. Aeromagnetic data supports the complex structural geology of the area means that there are potentially a number of target areas associated with splays or other structures off the Mount Gordon Fault.

Subject to the grant of the tenements, the Company's proposed initial exploration strategy will be to conduct a desktop review (including the acquisition, reprocessing and interpretation of aeromagnetic data), mapping and surface sampling followed by geophysical surveys and reconnaissance investigations to assess potential drilling targets.

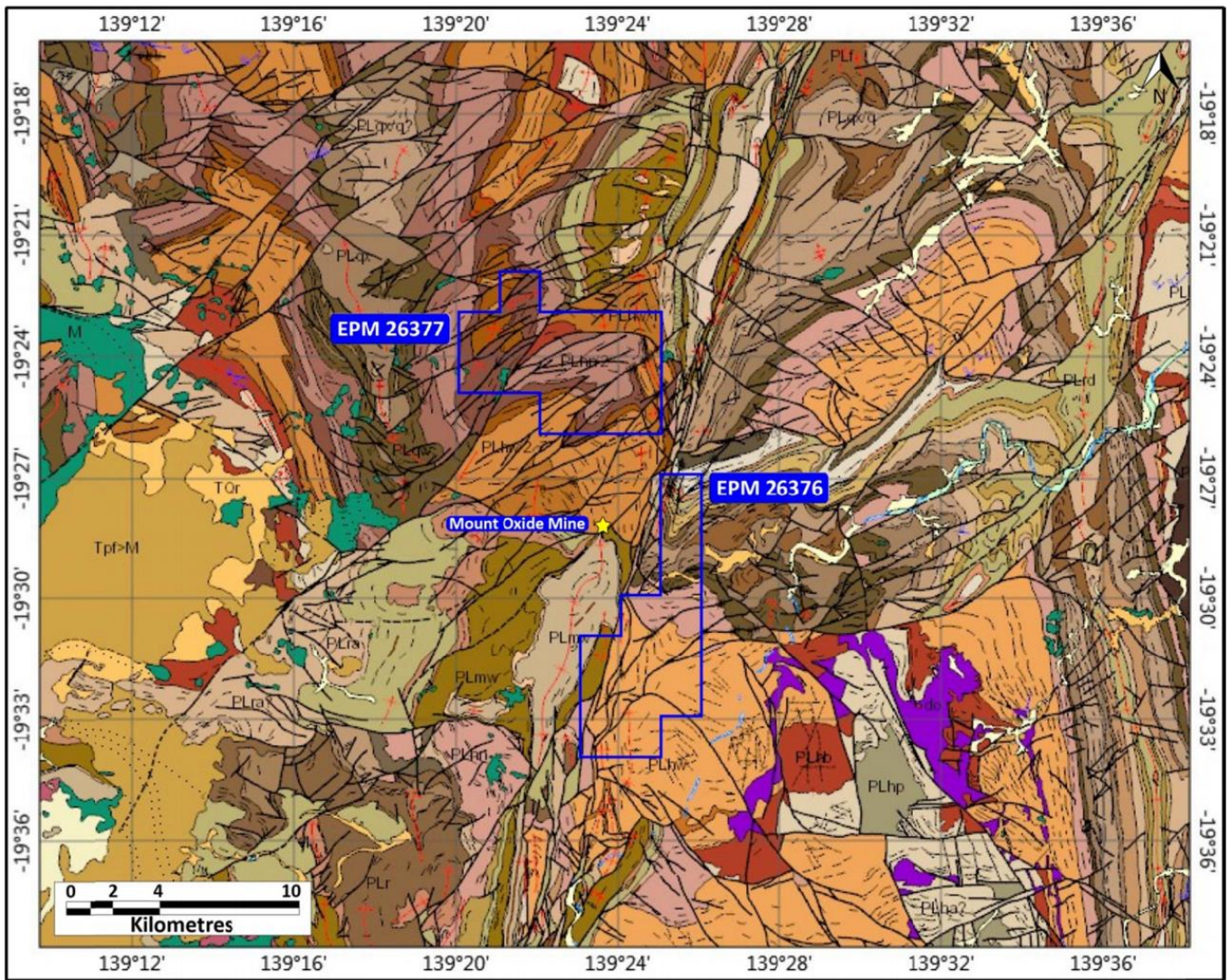


Figure 3: Local 100K geological image of EPM 26376 and EPM 26377

Success Mine Project (Success Mine Area 1)

The tenement related to the Success Mine Project is the exploration licence application EPM 26380.

The Success Mine Project has only had limited exploration with reported copper and cobalt occurrences in the region. The Success Mine Project is located within the Eastern Fold Bel. On a regional scale, the Eastern Ford Belt contains significant copper-gold resources at Selwyn (both Starra and Mt Elliott), Ernest Henry, Kuridala, Greenmount, Great Australia, Osborne and Eloise, gold at Tick Hill and silver-lead-zinc at Cannington and Dugald River. The geology in the vicinity of the tenement can be divided into two broad areas, separated by a major northeast trending fault that is broadly coincident with the Barkly Highway situated to the north of the tenement. To the south of the fault and within the permit, the area is dominated by the Bulonga and Duck Creek Anticlines, and the Wakeful Syncline, all of which plunge to the northeast.

There was one occurrence according to the MINOCC database, "Wakeful" was a former copper mine named "Wakeful" located in the northwestern part of the tenement with details of the occurrence shown in table 1.

Name	Easting (GDA 94)	Northing (GDA 94)	Zone (MGA 94)	Status	Work Extent	Size	Commodity
Wakeful	419036	7701035	54	Abandoned Mine	80m Length x 25m Wide x 3m Depth	Copper	<500 tonnes

Table 1: Details of MINOCC Occurrence – Wakeful

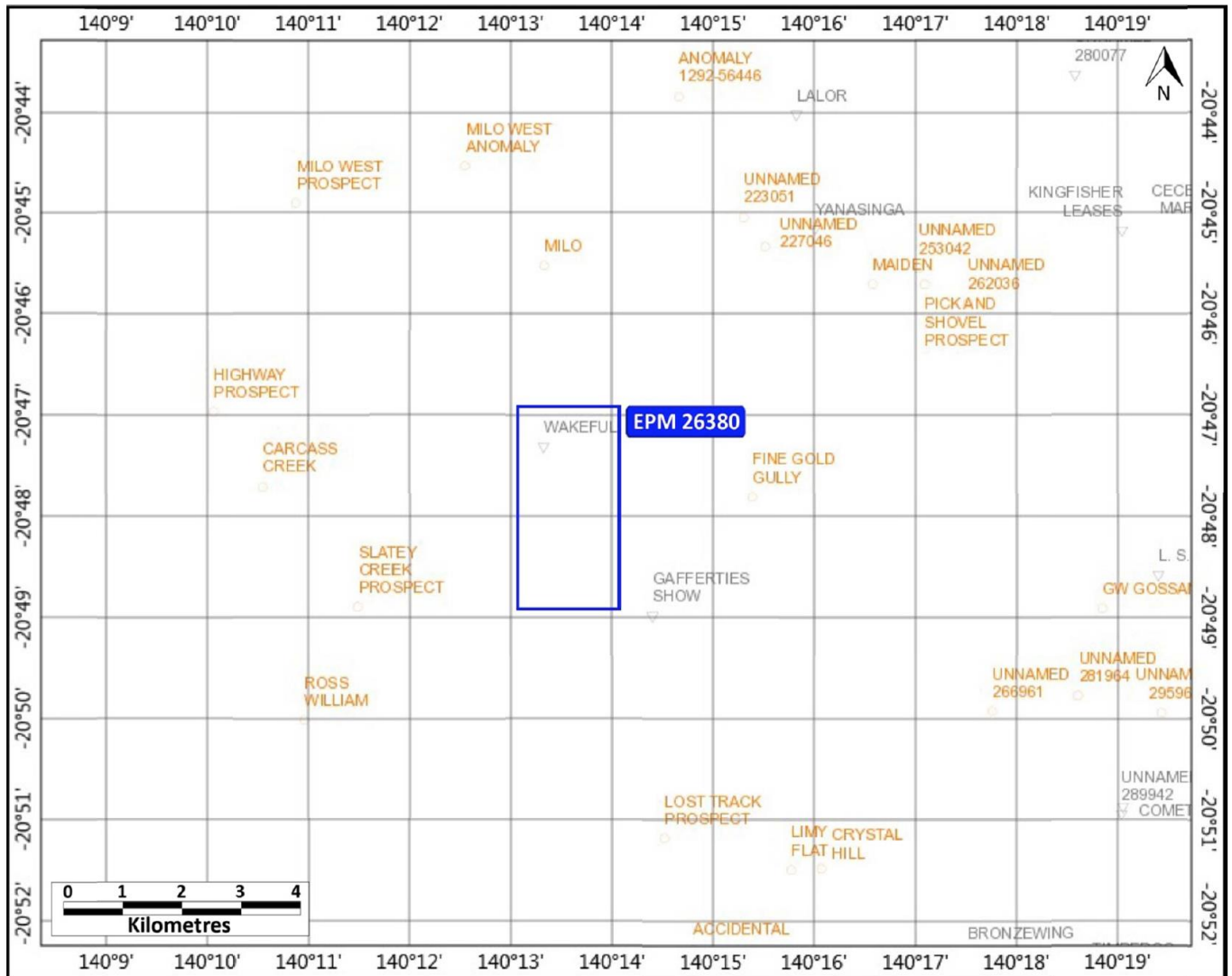


Figure 4: Local MINOCC sites within and in the vicinity of 26380

The company’s initial focus will be on the Mt Cobalt Project and any of the near term cash generating projects the subject of the Project Rights (subject to those rights being formalised and acquired) that meet the business model. In due course, subject to the grant of the tenements, an exploration strategy will be developed to systematically assess the Mt Gordon Project and Success Projects anticipated to initially include desktop reviews, mapping, surface sampling followed by geophysical surveys.

PROJECT RIGHTS

Cobalt X has the following agreements with third parties to negotiate for the acquisition of plant and equipment, and to negotiate for the acquisition of additional mining and exploration projects. The status and nature of the Project Rights are summarised below:

Lady Ethleen

Cobalt X has an exclusive right to negotiate until October 2017 with Firebird Minerals Pty Ltd [ACN 607 438 317] for the acquisition, intended to be on a farm-in basis, of up to a 40% Mining Licence ML 2771 for a price and on terms which are subject to negotiation but anticipated to require reimbursement of costs of up to circa \$100,000.

Firebird Minerals holds the rights to earn up to an 80% interest in ML 2771 pursuant to the terms of a Farm-In Agreement entered into with Mining International Pty Ltd.

The Lady Ethleen project was partially mined in the early 1990’s in a similar fashion to surrounding mines including Rosebud and Wee Macgregor. The site has high grade mineralisation exposed at surface and has been drilled (non

jorc) to define the remaining mineralisation extends in the near surface oxide zone. A preliminary pit design and resource model have been created in order to establish anticipated tonnes and grades available for exploitation and to represent the project as a potential niche mining operation (refer figure 5).

The project is located within 1km of the Lady Jenny processing plant making it a potential source of ore together with other nearby projects the subject of the Project Rights.

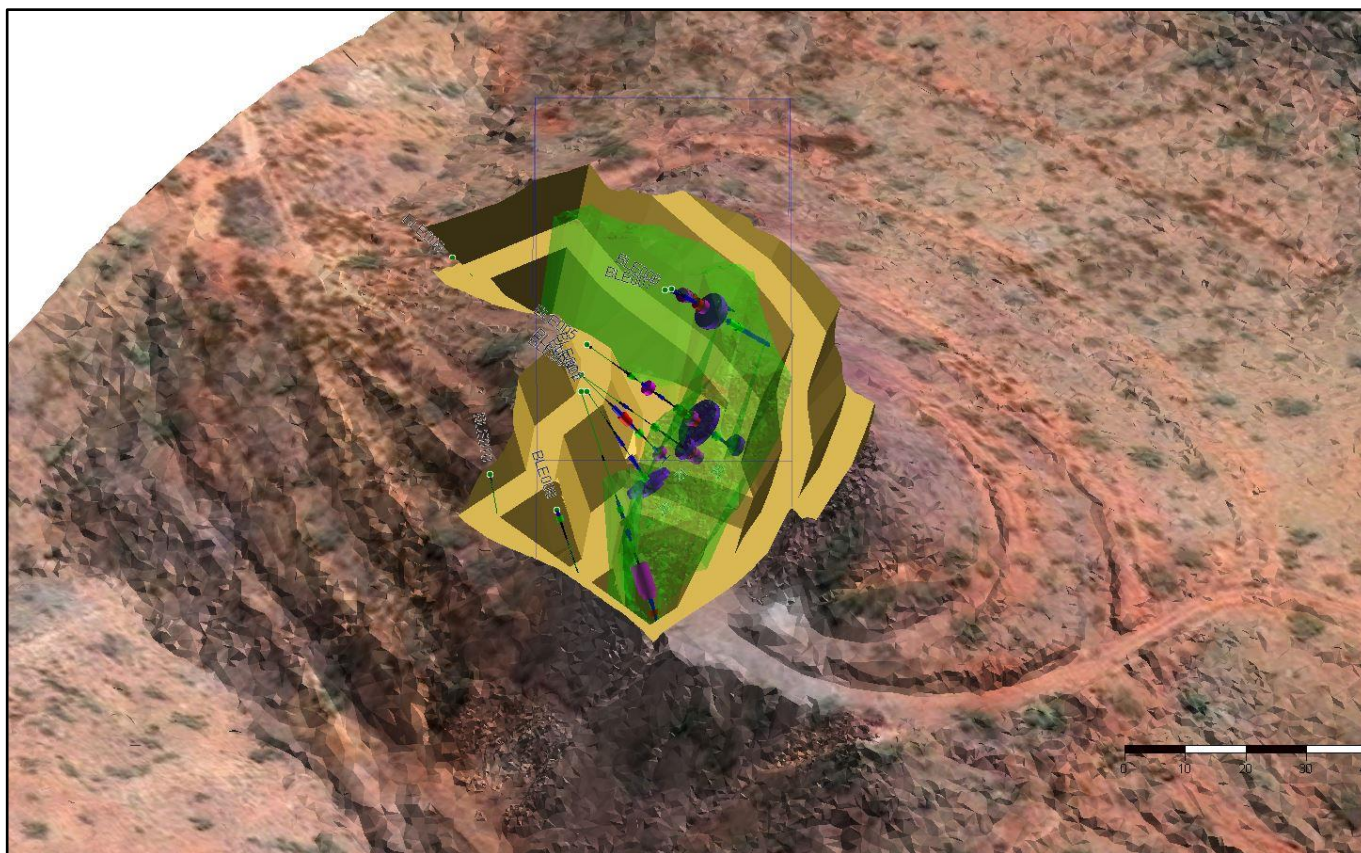


Figure 5: Lady Ethleen conceptual pit design

The Company intends to examine the Lady Ethleen opportunity and seek to reach an agreement on farm-in terms with Firebird Minerals Pty Ltd [ACN 607 438 317]. However, given the preliminary nature of the contractual arrangements there can be no guarantee that it will obtain rights to the Lady Ethleen project on any particular terms, or at all.

South Hope, Dayene, Mount Hope

Cobalt X has an exclusive right to negotiate for a term of 6 months ending 5 October 2017 with Integrated Global Resources Pty Ltd [ACN 150 838 958] for an acquisition of ML5421, ML90020, ML90240 and an associated workshop facility for a price and on terms which are subject to negotiation.

ML 90020 is located 6km East of Mount Isa via the Barkley Highway within the Western Fold of the Mount Isa Inlier. The dominant rock unit is the Eastern Creek Volcanics. Lithological this rock unit is dominated by meta basalt, amygdaloidal basalt, quartzite, tuff, and pelitic schist.

ML 90240 is located 60km South of Mt Isa. The geology of the area is within the Magna Lynn Metabasalt. Consisting of Metabasalt; Amphibolite; Quartzite; Meta Arenite and Mafic Schist / Quartz Porphyry.

Historic mining records concluded that the mineralisation in the oxide zones as Native Copper, Malachite, Cuprite and Native Gold. The sulphide zone being Chalcopyrite. The area covers the historic mines of Mount Hope, Binaburra, North Hope and South Hope. Koolamarra Mining Pty Ltd mined approximately 996,000 tonnes of copper silicate ore with an average grade of 2.4% Cu in the 70's.

ML 5421 located approximately 60 km south west of Mt Isa and has the potential for rich copper mineralisation. All of these licences have the advantage of being existing mining licences but conventional exploration and development activities are required in order to assess potential for future development.



Figure 6: Rock sample taken from surface at Mount Hope ML 90240

The Company intends to examine the South Hope, Dayene, Mount Hope opportunity and seek to reach an agreement on acquisition terms with Integrated Global Resources Pty Ltd [ACN 150 838 958]. However given the preliminary nature of the contractual arrangements there can be no guarantee that it will obtain rights to the Lady Ethleen project on any particular terms, or at all.

Lady Jenny

Cobalt X has right to negotiate to acquire certain fixed assets held by Corella Valley Corporation Pty Ltd [ACN 009 827 678] which together compromise a vat leech processing plant located in the vicinity of Mt. Isa, Queensland for a value to be agreed by negotiation in good faith but in any case not exceeding \$1 million payable (through a combination of cash or, at the election of Cobalt X, shares of any listed entity to which the benefit of the right is assigned) on a progressive basis. The indicative commercial terms, which are subject to formalisation, provide for the majority of the consideration to be paid subject to achievement of processing milestones.

The Lady Jenny plant is located approximately 16km south along the Fountain Springs Road from the sealed Barkley Highway that runs between the mining centres of Mount Isa and Cloncurry in north west Queensland.

The plant, consisting of vat leaching and preliminary electrowinning facilities was constructed by Corella Valley Corporation Pty Ltd as a pilot plant for processing of complex ores in a closed loop system without the need for solvent extraction. Initial feed material was mined from the adjacent Lady Jenny pit. The existing equipment is expected to be able to be utilised (subject to upgrades and up-scaling) for the potential processing of ore from the Cobalt X Mt Cobalt stockpile and material from surrounding projects such as Lady Ethleen and Wee Macgregor.

The Company has had preliminary discussions with Corella Valley Corporation Pty Ltd regarding the status of the plant and the current arrangements, and intends to progress negotiations for the formalisation of the acquisition of the Lady Jenny plant as a priority following completion of the acquisition of Cobalt X. However given the preliminary nature of the contractual arrangements there can be no guarantee that it will obtain rights to the Lady Jenny project on any particular terms, within any given timeframe, or at all.

Wee MacGregor

Cobalt X entered into a farm-in agreement with Mining International Pty Ltd which grants Cobalt X the right to earn an 80% interest in the Wee Macgregor project.

The key terms of the Farm-In Agreement between Cobalt X and Mining International Pty Ltd (**MIPL**) referred to above are:

- Cobalt X will earn an 80% interest in the Wee MacGregor Group subject to spending a minimum \$210,000 over a 48 month period from 24 March 2017, or otherwise upon Cobalt X making a “Decision to Mine” at the Project.
- A “Decision to Mine” to achieve an 80% interest in the Wee MacGregor Group will only be accepted by MIPL if the “Decision to Mine” was based on studies, to be provided to MIPL, that show that mining is economically viable and that the development process will commence within 9 months of the “Decision to Mine” being made.
- MIPL shall enjoy a “Free Carry” on all costs associated with the project up until the date that Cobalt X obtains its 80% interest in the Project.
- Cobalt X must ensure during the currency of the Farm-In Agreement that it does nothing that would compromise the good standing of the Wee MacGregor Group tenements.
- Cobalt X will manage all exploration, development and mining activities within the project, including obtaining all permits or approvals necessary for those activities.
- Cobalt X can elect to withdraw from the Project at any time during the farm-in period, but remains responsible for the cost and rehabilitation of any ground disturbing activities it has undertaken during the Farm-in period.

The Wee Macgregor group comprises three granted mining licences, ML 2504, ML 2773 and ML 90098. These licences are located approximately 60km southeast of Mr Isa with access via the sealed Barkly Highway and the unsealed Fountain Springs Road. The Wee Macgregor project (licence ML 2504) has an existing JORC 2012 estimated Inferred Resource of 1.65Mt @ 1.6% Copper and an exploration target of between 1.0 – 1.5Mt @ 2.3 – 3.7% Copper as determined by the previous tenement operator². The exploration target is conceptual in nature as there has been insufficient exploration to define a mineral resource. It is uncertain whether future exploration will result in the determination of a Mineral Resource under the ‘Australian Code for Reporting Exploration Results, Mineral Resources and Ore Reserve – JORC Code 2012’. The exploration target is not being reported as any part of a Mineral Resource or Ore Reserve.

Composite grab samples were collected by the previous tenement operator during a reconnaissance visit, all returning high grade copper, gold and cobalt assay results³. Three (3) composite grab samples from two separate mineralised outcropping areas at the Project, which were analysed and returned assays of:

WeeMac South 1 sample – 14.2% Cu, 0.7gpt Au, 0.03% Co

WeeMac South 2 sample – 9.9% Cu, 1.4gpt Au, 0.06% Co

Great Central 1 sample – 3.5% Cu, 0.2gpt Au, 0.01% Co

The Mount Isa Inlier is host to numerous large and small scale deposits and is prospective for copper, cobalt, gold, silver, uranium, base metals, rock phosphate and graphite with several operating mines in the district, including some old workings from the early 1900’s located within the Wee MacGregor Project.

Reported production from the historical underground mining at the former Wee MacGregor Mine is 2731 tonnes of copper and 1535 ounces of gold (at 6.2% Cu & 1g/t Au, from approximately 44,411 tons of ore mined). The nearby historical Rosebud Mine produced some 7980t copper at 6.6% Cu.

The Wee MacGregor Group provides an additional project with synergies with the Cobalt X project portfolio which includes the Mt Cobalt stockpiles and a right to negotiate for the Lady Jenny processing plant.

² Ref: ASX Announcement AGY, 9/12/15 <http://www.asx.com.au/asxpdf/20151209/pdf/433p3ftdptvbrt.pdf>.

³ Ref: ASX Announcement AGY 4/12/15 <http://www.asx.com.au/asxpdf/20151204/pdf/433kp492rl714s.pdf>.

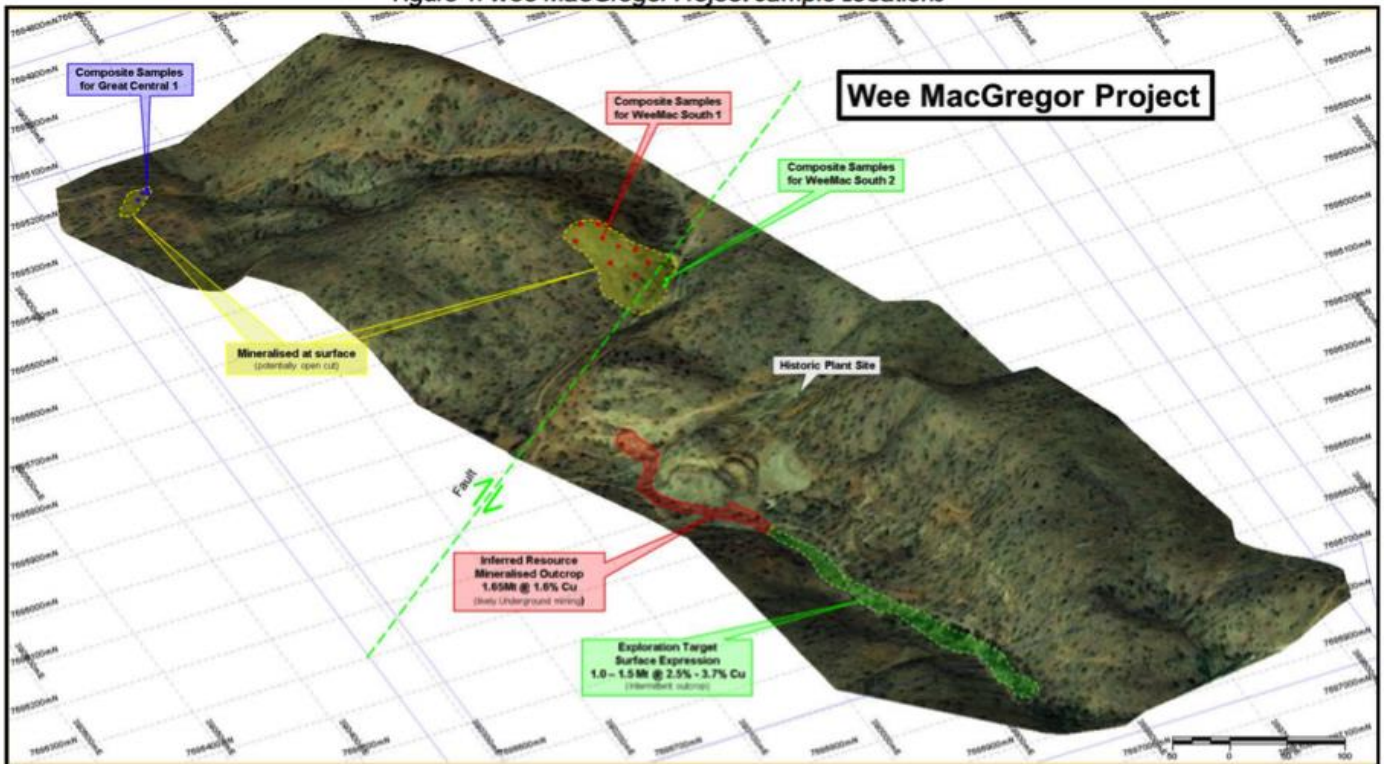


Figure 7: Wee MacGregor Project Sample Location

Geology

The Wee MacGregor Group lies across the boundary between the Kalkadoon-Leichhardt Belt and the Eastern Fold Belt of the Mt Isa Inlier. The Mt Isa Inlier is interpreted to have developed over two major tectono-stratigraphic cycles. The basement comprises remnants from the first cycle, metamorphosed to amphibolite facies during the 1900-1970 Ma Barramundi Orogeny (Foster and Austin, 2008). The basement is unconformably overlain by a series of three volcano-sedimentary sequences interpreted to have been deposited in an intra-continental rift setting, intruded by syn-tectonic granite batholiths, and later deformed and metamorphosed by the 1600-1500Ma Isan Orogeny (Foster and Austin, 2008).

The depositional architecture of the cover sequences was controlled by major north-south structures which penetrated the lower crust and accommodated east-west extension (Blenkinsop et al., 2008).

Major structures in the project area include the crustal scale Fountain Range and Pilgrim faults. The Pilgrim Fault is interpreted as a steeply east dipping thrust, representing the most westward thrusting of the Eastern Fold Belt. The Fountain Range Fault is interpreted as a steeply west dipping fault, possibly with a significant strike-slip component.

Mafic (dolerite/gabbro?) sills and or dykes have intruded the entire area, quite often along faults / fractures and at contacts between stratigraphic units, over multiple periods spanning from pre-Barramundi to 1100Ma.

Two main types of copper mineralisation have been identified in the project area:

1. Shear-hosted lodes at intersection of mafic intrusives and/or north-north west trending shears. Examples include Wee McGregor and Lady Ethleen; and
2. Fault/shear-hosted lodes at intersection of lithological contacts and minor north-east trending faults. Examples include Rosebud.

Oxide minerals have been reported to extend to 100m below surface, with the extent of the transition zone unknown. Sulphide zones have largely remained untested. Primary copper mineralisation is predominantly chalcopyrite, altering to chalcocite with iron oxides and minor digenite and covellite in the transition/supergene zone, thence to predominantly malachite with lesser azurite and tenorite in the oxide zone.

RISKS

There are a number of risk factors inherent to an investment in the Company principally related to the nature of its business as a minerals exploration company. These risks include risks relating to land access, operating risks, the speculative nature of minerals exploration generally, availability of personnel and environmental risks and apply also to the minerals exploration business of Cobalt X.

In addition, there are also risks specifically associated with the proposed acquisition of Cobalt X an overview of which are set out below:

- The Company intends to pursue exploration activities that are dependent upon the grant, maintenance and renewal of tenements in which the Company may acquire an interest. In particular, with the exception of EPM 26379, the Licence Applications held by Cobalt X are, at the date of this Notice, all at an application stage and pending approval. There can be no assurance that grants will be obtained or will not be unduly delayed. If the Licence Applications are granted, there is no assurance that renewals will be given as a matter of course and there is no assurance that new conditions will not be imposed by the relevant granting authority. Maintenance of the Company's interest in the tenements is dependent on, amongst other things, the Company's ability to meet the licence conditions imposed by relevant authorities including minimum annual expenditure requirements which, in turn, is dependent on the Company being sufficiently funded to meet those expenditure requirements.
- The Project Rights, with the exception of the Wee MacGregor Project which has been formalised in the Farm-In Agreement, are agreements which provide Cobalt X with exclusivity and a right to negotiate for the acquisition of tenement interest or assets. Accordingly, by their nature, the Project Right agreements are preliminary and subject to formalisation which will only occur if negotiations can be concluded on acceptable terms. Therefore there is no guarantee that Cobalt X will be successful in negotiating with the relevant contracting parties for the terms of entry into formal documents for the acquisition of the Project Rights, or that those Project Rights will be obtained on any particular terms or at all.

The above risk factors should not 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 new shares or other securities offered under the prospectus.

COBLAT X VENDORS AND THEIR INTERESTS

Table below sets out the major Cobalt X Vendors and their interests in Cobalt X.

Shareholder	Number of shares	Percentage of holding
Kushkush Investments Pty Ltd <Alexandra Discretionary Trust>	57,506	12.01%
SABA Nominees Pty Ltd	45,000	9.39%
M&T K Pty. Ltd. (MTK Superannuation Fund)	44,715	9.34%
Gefen Investments Pty Ltd	38,320	8.00%
IBH Capital	35,110	7.33%

INDICATIVE CAPITAL STRUCTURE

Below is a summary of the indicative proposed capital structure of the Company assuming completion the acquisition of Cobalt X and conversion of the Milestone Shares:

SHARES	
Current shares on issue	357,447,574
Completion Shares	75,000,000
Milestone Shares	75,000,000
Total Shares	507,447,574

INDICATIVE TIMETABLE

General Meeting Held (Proposed Transaction Approvals)	27 June 2017
Acquisition of Cobalt X Completed	10 July 2017

The above timetable is indicative only and is subject to change.

The Company will provide further updates on the Proposed Transaction in due course.

THE COMPANY'S CURRENT EXPLORATION ACTIVITIES

The Company is currently undertaking various, ongoing exploration activities independent of further proposed activities should the Proposed Transaction proceed.

Set out below is a brief summary of the Company's projects and the approximate anticipated expenditure associated with each, noting the anticipated expenditure for each project is a current budget only and subject to change depending on a number of factors.

Further details of the Company's projects are contained in the Exploration Update announced to ASX on 6 December 2016, 24 April 2017 and the Company's Quarterly Report announced to ASX on 28 April 2017.

Great Southern Group (E74/594, E74/593 and E70/4861)

The Company has previously announced preliminary work on a group of tenements collectively titled the Great Southern Group which comprises Pyramid Lake (E74/594), Ravensthorpe (E74/593) and Jerramungup (E70/4861).

The objective of the preliminary work was to conduct reconnaissance visits on each tenement to assess site access, make contact with relevant landowners and investigate preliminary prospectivity involving outcrop and surface sampling (if applicable) based on known nearby mineralisation and exploration modelling carried out ahead of the fieldwork. Details of the initial findings of the preliminary assessment are set out in the Company's Exploration Update announced to ASX on 24 April 2017.

The Company's budgeted expenditure for the tenements comprising the Great Southern Group in combination is approximately \$700,000 which includes a budget of approximately \$550,000 for drilling and assay costs.

Tenement E70/4862

Tenement E70/4862 is situated 40km north-west of the Greenbushes Lithium Mine owned by Talison Lithium. The tenement lies just east of the Darling Scarp which is the fault bounded edge of the Archaen Craton in the south-west of Western Australia.

The Company intends to systematically explore E70/4862. The Company's budgeted expenditure for E70/4862 is approximately \$70,000.

Pilgangoora Central Lithium Project

In connection with the acquisition of Charge Lithium Pty Ltd (**Charge**) completed on 9 October 2016, the Company may also acquire tenements E45/4767, E45/4768 and E45/4769 (collectively the **Pilgangoora Central Lithium Project**). The acquisition of the Pilgangoora Central Lithium Project is subject to grant of exploration licences for E45/4767, E45/4768 and E45/4769.

The anticipated initial budgeted expenditure associated with the Pilgangoora Central Lithium Project, should it be acquired, is approximately \$60,000 with further expenditure to follow subject to the outcome of initial works.

The Company will provide further information on the progress of its exploration activities in due course.

SPECIFIC INFORMATION IN RELATION TO RESOLUTIONS

Resolution 1: Approval for Acquisition of Cobalt X

Resolution 1 seeks approval from the Company's shareholders for a change in scale of the activities of the Company which results from the acquisition of Cobalt X.

ASX Listing Rule 11.1 provides that where an entity proposes to make a significant change, either directly or indirectly, to the nature and/or scale of its activities it must provide full details to ASX as soon as practicable (and before making the change) and comply with the following:

- (a) provide to ASX information regarding the change and its effect on future potential earnings, and any information that ASX asks for;
- (b) if ASX requires, obtain the approval of holders of its shares and comply with any requirements of ASX in relation to the notice of meeting; and
- (c) if ASX requires, meet the requirements of Chapters 1 and 2 of the ASX Listing Rules as if the entity were applying for admission to the official list of ASX.

ASX has indicated to the Company that the proposed acquisition of Cobalt X will require shareholder approval under ASX Listing Rule 11.1.2, as it constitutes a change in the scale of the Company's operations, but will not require re-compliance with the admission requirements set out in Chapters 1 and 2 of the ASX Listing Rules (in accordance with ASX Listing Rule 11.1.3).

Further details on Cobalt X and the terms and effect of the proposed acquisition are set out in this Notice of Meeting.

Board Recommendation

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

Voting Exclusions

The Company will disregard any votes cast on Resolution 1 by any person who may obtain a benefit, except a benefit solely in the capacity as a holder of ordinary securities, if the resolution is passed and any associates of those persons.

However the Company need not disregard a vote if it is cast:

- by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- by the Chairman of the meeting as proxy for a person who is entitled to vote and who does not specify the way the proxy is to vote.

Resolution 2: Approval to Issue Fully Paid Ordinary Shares

Resolution 2 seeks shareholder approval pursuant to Listing Rule 7.1 for the issue of 150,000,000 fully paid ordinary shares to the shareholders of Cobalt X at a deemed issue price of \$0.018 (1.8 cents) per share in consideration of the transfer of the shares held by them in Colbalt X.

Further details of Cobalt X, the Cobalt X Vendors and the proposed transaction are set out above.

The shares the subject of Resolution 2 are comprised of:

- 75,000,000 ordinary fully paid CHK shares to be issued upon completion of the acquisition of Cobalt X; and
- 75,000,000 ordinary fully paid CHK shares to be issued in two equal tranches upon, and subject to, the satisfaction of Milestone 1 and Milestone 2 respectively.

The Company has applied for and obtained a waiver of ASX Listing Rule 7.3.2 to permit the issue of the Milestone Shares later than 3 months after the date of the Meeting, namely to permit the issue within 10 business days of the satisfaction of the respective milestones.

As a term of the proposed acquisition, the Cobalt X Vendors have agreed that 50% of the shares issued to them on completion of the proposed acquisition will be subject to voluntary escrow for a period of 12 months from the issue date.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve-month period any equity securities, or other securities with rights of conversion to equity (such as options), if the number of those securities exceeds 15% of the share capital of the Company on issue at the commencement of that twelve (12) month period. One circumstance where an action or an issue is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

ASX Listing Rule 7.3 requires that the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 7.1 must include the following information:

- (a) The maximum number of securities which may be issued under Resolution 2 is 150,000,000 fully paid ordinary shares.
- (b) The shares will be issued at a deemed issue price of \$0.013 (1.3 cents) per share.
- (c) The recipients of the fully paid ordinary shares will be the Cobalt X Vendors, the major Cobalt X Vendors are set out in earlier in this Notice of Meeting.
- (d) 75,000,000 ordinary fully paid shares will be issued in a single tranche upon completion of the acquisition of Cobalt X, within 3 months of the date of the Meeting. The remaining 75,000,000 ordinary fully paid shares will be issued subject to, and within 10 business days of, the satisfaction of the relevant milestones referred to earlier in this Notice of Meeting.
- (e) The shares will rank *pari passu* with the Company's existing shares, however 50% of the shares issued upon completion of the acquisition of Cobalt X (being 37.5 million shares will be subject to voluntary escrow for a period of 12 months from the issue date).
- (f) No funds will be raised through the issue of the shares, which are to be issued as consideration for the acquisition of Cobalt X; and
- (g) A voting exclusion statement is included in the Notice of General Meeting of which this Explanatory Statement forms part and is set out again below.

Board Recommendation

The Board unanimously recommends that the shareholders vote in favour of Resolution 2.

Voting Exclusions

The Company will disregard any votes cast on Resolution 2 by a person who may participate in the proposed issue or an associate of a person who may participate in the proposed issue and by a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. However the Company need not disregard a vote if it is cast:

- by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- by the Chairman of the meeting as proxy for a person who is entitled to vote and who does not specify the way the proxy is to vote.

Resolution 3: Approval to Issue Options

The Company is seeking shareholder approval for the issue of 80,000,000 options to Benison Holdings Pty Ltd (or its nominees) at an issue price of \$0.001 per option. The right to subscribe for the options is part of a fee for services provided in connection with the introduction and facilitation of the Cobalt X transaction. Each option will be exercisable at \$0.018 (1.8 cents), an expiry date of 18 April 2020 and will entitle the holder, upon exercise, to one fully paid ordinary share in the issued capital of the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve-month period any equity securities, or other securities with rights of conversion to equity (such as options), if the number of those securities exceeds 15% of the share capital of the Company on issue at the commencement of that twelve (12) month period. One circumstance where an action or an issue is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

ASX Listing Rule 7.3 requires that the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 7.1 must include the following information:

- (a) The maximum number of options which may be issued under Resolution 3 is 80,000,000 options;
- (b) The recipient of the options will be Benison Holdings Pty Ltd (or its nominees).
- (c) The options will be exercisable at \$0.018 (1.8 cents), expire on 18 April 2020 and will, upon exercise, entitle the holder to an ordinary fully paid share in the Company.
- (d) The full terms of the Options are set out in Annexure A.
- (e) No options pursuant to Resolution 3 will be issued to Directors of the Company or their associates.
- (f) The options will be issued in a single tranche upon, and subject to completion of, the Company's acquisition of Cobalt X.
- (g) The options will be issued at an issue price of \$0.001 per option (a total of \$80,000). Funds raised upon exercise of the options will be applied to the working capital requirements of the Company at the time of exercise.
- (h) A voting exclusion statement is included in the Notice of General Meeting of which this Explanatory Statement forms part and is set out again below.

Board Recommendation

The Board unanimously recommends that the shareholders vote in favour of Resolution 3.

Voting Exclusions

The Company will disregard any votes cast on Resolution 3 by a person who may participate in the proposed issue or an associate of a person who may participate in the proposed issue and by a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. However the Company need not disregard a vote if it is cast:

- by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- by the Chairman of the meeting as proxy for a person who is entitled to vote and who does not specify the way the proxy is to vote.

NOTE: Unless otherwise specified, all monetary amounts are expressed in Australian dollars.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**ASX Settlement Operating Rules**” means the rules of ASX Settlement Pty Ltd which apply while the Company is an issuer of CHESSE approved securities;

“**AEST**” means Australian Eastern Standard Time.

“**Board**” means the Directors acting as the board of Directors of the Company;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**CHESSE**” has the meaning in Section 2 of the ASX Settlement Operating Rules;

“**Company**” means Cohiba Minerals Limited ABN 72 149 026 308;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Resolution**” means a resolution referred to in the Notice;

“**Schedule**” means schedule to the Notice;

“**Section**” means a section of the Explanatory Statement;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company.

PROXY AND VOTING INSTRUCTIONS

1. For the purposes of the Corporations Act, the Company has determined that all securities of the Company recorded on the Company's register as at 7:00pm (AEST) on 25 June 2017 will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time.
2. The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and forms part of this Notice of Meeting.
3. A shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
4. The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a matter permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.
5. If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that resolution as they think fit.
6. If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
7. Shareholders who return their proxy forms and do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf.
8. If a proxy form is returned but the nominated proxy does not attend the meeting, or does not vote on the resolution, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions.
9. Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the resolutions proposed in this Notice.
10. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office or Security Transfer Australia Pty Ltd in accordance with the instructions set out in the proxy form by no later than 9.00am (AEST) on 25 June 2017.
11. Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chairman of the meeting) a natural person to act as its representative at any general meeting.
12. Subject to the restrictions set out in the Notice of General Meeting and accompanying Explanatory Statement, the Chairman of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

ANNEXURE A

TERMS AND CONDITIONS OF OPTIONS

The terms and conditions of the options to be granted pursuant to resolution 3 are as follows:

Rights attaching to the New Options, Placement Options and Facilitation Options offered under this Prospectus (each referred to below as an “**Option**”) are as follows:

(a) **Entitlement**

- (i) Each Option entitles the Option holder to subscribe for, and be allotted, one ordinary Share in the capital of the Company.
- (ii) Shares issued on the exercise of Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company and any escrow restrictions imposed on them by the ASX.

(b) **Exercise of Option**

- (i) The Options are exercisable at any time from the issue date.
- (ii) The final date and time for exercise of the Options is 5pm (AEST) on 18 April 2020. If such date falls on a day that is not a Business Day, the final date will be the next Business Day.
- (iii) The exercise price per option is \$0.018 (1.8 cents).
- (iv) Each Option is exercisable by the Option holder signing and delivering a notice of exercise of Option together with the exercise price in full for each Share to be issued upon exercise of each Option to the Company’s Share Registry. Unless a holder is exercising all of their Options, Options must be exercised in parcels of not less than 1,000.
- (v) The Options cannot be exercised if, as a result of the exercise, the Optionholder or any of its associates would breach the provisions of Chapter 6 (and specifically section 606) of the Corporations Act.
- (vi) Remittances must be made payable to ‘Cohiba Minerals Limited’ and cheques should be crossed ‘Not Negotiable’.
- (vii) All Options will lapse on the earlier of the
 - (A) receipt by the Company of notice from the Option holder that the Option holder has elected to surrender the Option; and
 - (B) expiry of the final date and time for exercise of the Option.
- (viii) In the event of liquidation of the Company, all unexercised Options will lapse.

(c) **Quotation**

- (i) Subject to meeting the requirements of ASX and the Corporations Act, the Company may apply to the ASX for Official Quotation of the Options but makes no guarantee that it will make any such application, or that if an application for Official Quotation is made that it will be successful.
- (ii) If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Options within 10 Business Days (as defined in the Listing Rules) of issue. The Company gives no assurance that such quotation will be granted.

(d) **Participation in Securities Issues**

Subject to paragraph (e) below, the holder is not entitled to participate in new issues of securities without exercising the Options.

(e) **Participation in a Reorganisation of Capital**

- (i) In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of an Option holder will be changed in accordance with the Listing Rules of the ASX applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Options do not result in any benefit being conferred on the Option holder which is not conferred on Shareholders of the Company.
- (ii) In any reorganisation as referred to in paragraph (e)(i), Options will be treated in the following manner:
- (A) in the event of a consolidation of the share capital of the Company, the number of Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
 - (B) in the event of a subdivision of the share capital of the Company, the number of Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
 - (C) in the event of a return of the share capital of the Company, the number of Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;
 - (D) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Options and the exercise price of each Option will remain unaltered;
 - (E) in the event of a pro-rata cancellation of shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Option will be amended in inverse proportion to that ratio; and
 - (F) in the event of any other reorganisation of the issued capital of the Company, the number of Options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the Option holder which are not conferred on shareholders.

(f) **Adjustments to Options and Exercise Price**

- (i) Adjustments to the number of Shares over which Options exist and/or the exercise price may be made as described in paragraph (f)(ii) to take account of changes to the capital structure of the Company by way of pro-rata bonus and cash issues.
- (ii) The method of adjustment for the purpose of paragraph (f)(i) shall be in accordance with the Listing Rules of the ASX from time to time, which, under Listing Rules 6.22.2 and 6.22.3, currently provide:

(A) Pro Rata Cash Issues

Where a pro-rata issue is made (except a bonus issue) to the holders of underlying securities, the exercise price of an Option may (at the discretion of the Board) be reduced according to the following formula:

$$O' = O - \frac{E[P-(S+D)]}{N + 1}$$

where:

- O' = the new exercise price of the Option.
- O = the old exercise price of the Option.
- E = the number of underlying securities into which one Option is Exercisable.
- P = the average market price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex rights date or ex entitlements date.
- S = the subscription price for a security under the pro-rata issue.
- D = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro-rata issue).
- N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

+

COHIBA MINERALS LIMITED

ACN: 149 026 308

REGISTERED OFFICE:

LEVEL 4
100 ALBERT ROAD
SOUTH MELBOURNE
VICTORIA 3205

SHARE REGISTRY:

Security Transfer Australia Pty Ltd

All Correspondence to:

PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000

T: 1300 992 916 F: +61 8 9315 2233

E: registrar@securitytransfer.com.au

W: www.securitytransfer.com.au

+

«EFT_REFERENCE_NUMBER»

«Post_Barcode» «Post_zone»
«Company_code» «Sequence_number»

- «Holder_name»
- «Address_line_1»
- «Address_line_2»
- «Address_line_3»
- «Address_line_4»
- «Address_line_5»

Code:

CHK

Holder Number:

«HOLDER_NUM

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE
ONLINE**

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the General Meeting of the Company to be held at 9:00am AEST on Tuesday 27 June 2017 at William Buck, Level 20, 181 William Street, Melbourne, VIC 3000 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions.

In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION

1. Approval For Acquisition of Cobalt X

For

Against

Abstain*

2. Approval For Issue of Consideration Securities to Cobalt X Vendors

3. Approval to Issue Facilitation Options

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 9:00am AEST on Sunday 25 June 2017.

+ CHKPX4270617

1

4

CHK

CHKPX4270617

+



My/Our contact details in case of enquiries are:

Name:

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Number:

(

--	--

)

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Australia Pty Ltd

Online	www.securitytransfer.com.au
Postal Address	PO BOX 52 Collins Street West VIC 8007
Street Address	Suite 913, Exchange Tower 530 Little Collins Street Melbourne VIC 3000
Telephone	1300 992 916
Facsimile	+61 8 9315 2233
Email	registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

