

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

Name of Listed Issuer: Primary Cobalt Corp. (the "Issuer").

Trading Symbol: PRIM.

Date: May 8, 2018.

Is this an updating or amending Notice: ☐Yes ☒No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance: 20,310,001.

Date of News Release Announcing Private Placement:

Closing Market Price on Day Preceding the Issuance of the News Release:

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Description relationship to Issuer (2)

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds

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etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised:
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material.

Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer:
3. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.
4. Description of securities to be issued:
 - (a) Class:
 - (b) Number:
 - (c) Price per security:.
 - (d) Voting rights: one vote per Share
5. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number:
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) one Share for each warrant exercised
 - (c) Exercise price:
 - (d) Expiry date: _____ .
6. Provide the following information if debt securities are to be issued:
 - (a) Aggregate principal amount _____ .

- (b) Maturity date _____ .
- (c) Interest rate _____ .
- (d) Conversion terms _____ .
- (e) Default provisions _____ .
7. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____ .
- (b) Cash _____ .
- (c) Securities _____ .
- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. _____ .
- (f) Exercise price of any options, warrants etc. _____ .
8. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship _____ .
9. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.). _____ .
10. State whether the private placement will result in a change of control. _____ .
11. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. _____ .

12. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102.

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

The Issuer signed an arm's length letter of intent dated May 4, 2018 (the "LOI") with Exco Mining S.A. located in Spain, ("Exco") to option and acquire up to an 85% interest in two exclusive Cobalt, Copper, Nickel and Manganese permits in Almeria and Granada provinces in southern Spain and two Vanadium permits in Badajoz, in central Spain totaling 500 sq. mi/130,000 hectares (collectively the "Four Permits").

There is a due diligence period of 60 days from May 4, 2018 to allow the Issuer to obtain a NI43-101 report, arrange a financing to meet the obligations of the Transaction and to retain an investment banker to provide the Investment letter, which is a precondition to the issue of the Exclusive Research Permits.

Closing is scheduled for 7 business days thereafter.

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material:

The Issuer will enter into an arm's length definitive agreement ("Definitive Agreement") to replace the LOI to option the Four Permits. The cash to be paid and the common shares of the Issuer ("Shares") to be issued to Exco at a deemed price of \$0.15 per Share is as follows:

1. **Payment of Euro ("€") 59,000 (approximately Cdn. \$90,428) for prior expenses incurred in filing the applications for the Exclusive Work Projects and Exclusive Research Permits. The €59,000 is to be paid as follows: €22,805 (Cdn. \$34,953) by May 11, 2018 and the balance of €36,195 (Cdn. \$55,476) to be paid at Closing.**

2. Payment of \$60,000, paid 50% in cash and 50% in Shares to earn a 20% interest in the Four Permits;
3. Payment of \$91,500 in cash to pay for the property taxes and work program applications, to earn an additional 25% interest in the Four Permits, an aggregate interest of 45%;
4. On retaining an investment banker and the issue of a financing letter ("Financing Letter") acceptable to the Spanish Regulatory Authorities, to earn an additional 5% interest, an aggregate 50% interest;
5. Payment of \$600,000 in Shares on issuance and gazetting of final approval of the work programs and the issue of Exclusive Research Permits by the regulatory authorities governing mining operations on the Four Permits.

Work Commitment

There is a 3 year work commitment of up to €6,592,628 or Cdn. \$10,104,422.

General investment for all the investigation permits

PERMIT	1ST YEAR	2ND YEAR	3RD YEAR	TOTAL	SURFACE (IN MINING SQUARES (MS))	€/MS
BURAN	308.300 €	1.154.350 €	678.770 €	2.141.420 €	125	17.131
BEATRIZ	228.050 €	852.470 €	450.600 €	1.531.120 €	89	17.204
ODIN	341.300 €	749.292 €	308.200 €	1.398.792 €	144	9.714
ALTAIR	338.300 €	874.796 €	308.200 €	1.521.296 €	141	10.789
				6.592.628 €		

*Restoration plan included in the budget.

The first year runs from the date of issue of the Exclusive Research Permit for each of the Four Permits.

If a decision is made to apply for a Productivity Permit prior to completion of the above Work Commitment for one of the Four Permits, further expenditures will be applied to the Productivity Permit application.

Additional Obligations to Other Parties

1. The Company is required to reimburse a prior optionee of the Four Permits Corporation for its prior expenditures on the Four Permits in the amount of €95,000 (Cdn. \$158,250) (the "Principal Amount") by the issue of a two year convertible loan with interest of 10% per annum (the "Convertible Loan"). The Principal Amount and interest are convertible at a price of \$0.15 per Share. Primary will have the right to repay the Principal Amount and interest at any time without penalty.
2. A second existing arms length holder of an option on the Four Permits will relinquish its interest in consideration of the receipt of 1,000,000 Shares at a deemed price of \$0.15 per Share.

Consulting Agreement

Upon signing of the Definitive Agreement, Primary will enter into a consulting agreement with Exco at the rate of €10,000 per month effective June 1, 2018 for ongoing management of permits, coordination of sub-contractors until such time as the commencement of commercial production from the Properties. The retainer will be paid until at least 2 of the Four Permits have received Productivity Permits and are in commercial production

Financing:

The Company is arranging the terms of a private placement financing to raise the funds required for the Transaction. Details of the financing will be announced once terms are finalized.

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

(a) Total aggregate consideration in Canadian dollars: **\$1,150,178**

(b) Cash: **\$370,178.**

This figure includes the Convertible Loan of \$158,250. If the Convertible Loan is converted to Shares the cash figure of \$370,178 will reduce to \$211,928 and the number of Shares to be issued will increase by 1,055,000.

(c) Securities (including options, warrants etc.) and dollar value: **\$780,000 (assumes the Convertible Loan is not converted to Shares).**

5,200,000 Shares at a deemed value of \$.15 per Share.

If the Convertible Loan is converted into 1,055,000 Shares the total value of Shares issued will increase from \$780,000 to \$938,250 and the number of Shares issued will increase to 6,255,000.

(d) Other: _____ .

(e) Expiry date of options, warrants, etc. if any: _____ .

(f) Exercise price of options, warrants, etc. if any: _____ .

(g) Work commitments: **\$10,104,422.**

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

Arms-length

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer:

A review of the acquisition costs by other parties of other comparable Spanish properties. The Issuer has engaged a geologist to prepare a NI43-101 Report on the Four Permits which will be available prior to Closing.

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
Exco Mining S.A.	4,200,000 Shares	\$0.15		45.106 Part 2.12	0	Arm's length
Victory Resource Corporation	1,055,000 Shares		\$0.15	45.106 Part 2.12	0	Arm's length
Green Energy Resources SARL	1,000,000	\$0.15		45.106 Part 2.14	0	Arm's length

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

Geologist retained to check title and prepare a NI43-101 Report.

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A
_____.
 - (b) Cash _____.
 - (c) Securities _____.
 - (d) Other _____.
 - (e) Expiry date of any options, warrants etc. _____.
 - (f) Exercise price of any options, warrants etc. _____.
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. _____

_____.
10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A

_____.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated May 8, 2018.

Patrick Morris
Name of Director or Senior
Officer

"Patrick Morris"
Signature

CEO
Official Capacity