



ASX ANNOUNCEMENT

ASX : CXO

9 May 2018

Issue of Placement shares and Options

Core Exploration Limited (ASX: CXO) is pleased to announce that it has issued 26,415,094 fully paid ordinary shares as announced on 7 May 2018. The Company has issued the Shares to Ya Hua International Investment and Development Co. Ltd under a share placement raising \$1,400,000 (before costs).

Core has also issued 500,000 unquoted options as consideration for investor relations services to Cannings Purple. The unquoted options have an exercise price of \$0.10 and expiry of 9 May 2020 and have been issued under the Company's 15% placement capacity under Listing Rule 7.1.

An Appendix 3B seeking quotation of the shares is attached to this announcement.

For any questions, please contact the undersigned.



Jaroslaw (Jarek) Kopias
Company Secretary
Core Exploration Ltd

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Core Exploration Limited

ABN

80 146 287 809

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	¹ Class of ¹ securities issued or to be issued	<ul style="list-style-type: none">1. Ordinary shares2. Unquoted options
2	Number of ¹ securities issued or to be issued (if known) or maximum number which may be issued	<ul style="list-style-type: none">1. 26,415,0942. 500,000
3	Principal terms of the ¹ securities (e.g. if options, exercise price and expiry date; if partly paid ¹ securities, the amount outstanding and due dates for payment; if ¹ convertible securities, the conversion price and dates for conversion)	<ul style="list-style-type: none">1. Fully paid ordinary shares2. Unquoted options with an exercise price of \$0.10 and expiry of 9 May 2020.

¹ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	1. Yes 2. No. The options do not rank equally with other securities on issue and do not participate in dividends that may be declared by the company. Any shares issued upon the exercise of unquoted options will rank equally with all other CXO securities on issue.
5 Issue price or consideration	1. 5.3 cents per share 2. Nil
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	1. Expand Core's regional exploration and resource focussed drilling within its Finniss Lithium Project with the ultimate objective to delineate further high grade spodumene resources to support a long-life mining operation capable of producing a high quality spodumene concentrate. 2. Investor relations services.
6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i> , and comply with section 6i	Yes
6b The date the security holder resolution under rule 7.1A was passed	26 October 2017

+ See chapter 19 for defined terms.

6c	Number of ⁺ securities issued without security holder approval under rule 7.1	1. 26,415,094 2. 500,000
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	None
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	None
6f	Number of ⁺ securities issued under an exception in rule 7.2	None
6g	If ⁺ securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the ⁺ issue date and both values. Include the source of the VWAP calculation.	Not applicable
6h	If ⁺ securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Rule 7.1 – 1,881,151 Rule 7.1A – 0
7	⁺ Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.	9 May 2018
	Cross reference: item 33 of Appendix 3B.	

⁺ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
8 Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	618,019,924* * includes 26,154,683 shares subject to voluntary escrow.	Ordinary shares CXO * 13,077,342 shares escrowed to 7 July 2018. * 13,077,341 shares escrowed to 7 November 2018.
9 Number and +class of all +securities not quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	6,800,000 2,500,000* 2,500,000* 1,500,000 500,000	Performance rights Unquoted Options Exercisable at 12.50 cents. Exercisable at 15.00 cents. * Exercisable on the earlier of 28 February 2019 or 3 months from the date of termination of the agreement under which they were issued. Exercisable at 7.00 cents, expiring on 30 September 2019 and subject to KPI based performance hurdles. Exercisable at 10.00 cents, expiring on 9 May 2020.
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Dividends are paid as authorised by the board.	

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	Not applicable
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the [†] securities will be offered	
14	[†] Class of [†] securities to which the offer relates	
15	[†] Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has security holders who will not be sent new offer documents	<p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p>
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	

[†] See chapter 19 for defined terms.

Appendix 3B

New issue announcement

24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders

25 If the issue is contingent on security holders' approval, the date of the meeting

26 Date entitlement and acceptance form and offer documents will be sent to persons entitled

27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders

28 Date rights trading will begin (if applicable)

29 Date rights trading will end (if applicable)

30 How do security holders sell their entitlements *in full* through a broker?

31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?

32 How do security holders dispose of their entitlements (except by sale through a broker)?

33 ⁺Issue date

⁺ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ¹securities
(*tick one*)

(a) ¹Securities described in Part 1

(b) All other ¹securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the ¹securities are ¹equity securities, the names of the 20 largest holders of the additional ¹securities, and the number and percentage of additional ¹securities held by those holders

36 If the ¹securities are ¹equity securities, a distribution schedule of the additional ¹securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional ¹securities

¹ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

Entities that have ticked box 34(b)

38 Number of ¹securities for which
¹quotation is sought

39 ¹Class of ¹securities for which
quotation is sought

40 Do the ¹securities rank equally in
all respects from the ¹issue date
with an existing ¹class of quoted
¹securities?

If the additional ¹securities do not
rank equally, please state:

- the date from which they do
- the extent to which they
participate for the next
dividend, (in the case of a
trust, distribution) or interest
payment
- the extent to which they do
not rank equally, other than in
relation to the next dividend,
distribution or interest
payment

41 Reason for request for quotation
now

Example: In the case of restricted securities, end
of restriction period

(if issued upon conversion of
another ¹security, clearly identify
that other ¹security)

42 Number and ¹class of all
¹securities quoted on ASX
(including the ¹securities in clause
38)

Number	¹ Class

¹ See chapter 19 for defined terms.

Quotation agreement

- 1 ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the ⁺securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those ⁺securities should not be granted ⁺quotation.
 - An offer of the ⁺securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
- 3 Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
- 4 Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any ⁺securities to be quoted and that no-one has any right to return any ⁺securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the ⁺securities be quoted.
- 5 If we are a trust, we warrant that no person has the right to return the ⁺securities to be quoted under section 1019B of the Corporations Act at the time that we request that the ⁺securities be quoted.
- 6 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 7 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before ⁺quotation of the ⁺securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  Date: 9 May 2018
Company secretary

Print name: Jaroslaw (Jarek) Kopias
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⁺ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid ⁺ ordinary securities on issue 12 months before the ⁺ issue date or date of agreement to issue	374,507,254 ordinary shares
Add the following: <ul style="list-style-type: none">Number of fully paid ⁺ordinary securities issued in that 12 month period under an exception in rule 7.2Number of fully paid ⁺ordinary securities issued in that 12 month period with shareholder approvalNumber of partly paid ⁺ordinary securities that became fully paid in that 12 month period <p>Note:</p> <ul style="list-style-type: none"><i>Include only ordinary securities here – other classes of equity securities cannot be added</i><i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i><i>It may be useful to set out issues of securities on different dates as separate line items</i>	49,181,581 ordinary shares issued between 16 June 2017 and 4 September 2017, under listing rule 7.2, exception 4. 72,632,025 ordinary shares issued between 19 December 2016 and 27 November 2017 and approved by shareholders at a general meeting held on 26 October 2017.
Subtract the number of fully paid ⁺ ordinary securities cancelled during that 12 month period	Nil
“A”	496,320,860

⁺ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	74,448,129
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	45,651,884 ordinary shares issued on 24 April 2018. 26,415,094 ordinary shares issued on 9 May 2018. 500,000 unquoted options issued on 9 May 2018.
“C”	72,566,978
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	74,448,129
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	72,566,978
Total [“A” x 0.15] – “C”	1,881,151 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	496,320,860
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	49,632,086
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of ⁺ equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none">• This applies to equity securities – not just ordinary securities• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed• Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained• It may be useful to set out issues of securities on different dates as separate line items	49,632,086 ordinary shares issued on 24 April 2018.
“E”	49,632,086

⁺ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	49,632,086
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	49,632,086
Total [“A” x 0.10] – “E”	0 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.