

CORE EXPLORATION LIMITED

ABN 80 146 287 809

PROSPECTUS

For a non-renounceable pro rata offer to Eligible Shareholders of approximately 43,666,074 New Options at an issue price of \$0.003 per New Option on the basis of one New Option for every four Existing Shares held, to raise up to approximately \$130,998 before issue costs

Underwriter

The Offer is fully underwritten by InSync Equity Services Pty Ltd (ACN 114 328 988).

Purpose of the Offer

In addition to raising \$130,998 by the issue of the New Options, the purpose of this Prospectus is also to remove any trading restrictions that may have attached to the Existing Options issued by the Company prior to the Closing Date (including prior to the date of this Prospectus).

Relevantly, Section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either:
 - i. a prospectus is lodged with the ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - ii. a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

Important Notice

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The securities offered by this Prospectus should be considered speculative.

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

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SUMMARY OF IMPORTANT DATES

Lodgement of Prospectus with ASIC and ASX	27 October 2015
Notice sent to Optionholders	27 October 2015
Notice sent to Shareholders	30 October 2015
Ex date	2 November 2015
Record Date to determine Entitlement	5 November 2015
Prospectus with Application Form despatched to Eligible Shareholders	9 November 2015
Closing date for acceptances	18 November 2015
New Options quoted on a deferred settlement basis	19 November 2015
ASX notified of Shortfall	23 November 2015
Issue date of New Options to Eligible Shareholders and New Options entered into Optionholders' security holdings	25 November 2015
Trading of New Options expected to commence	26 November 2015

This timetable is indicative only and subject to change. The Company reserves the right to vary the above dates, subject to the ASX Listing Rules and Corporations Act.

RISK FACTORS

Potential investors should consider that an investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for New Options pursuant to this Prospectus. Some of the key risks associated with an investment in the Company are summarised in the following table. This list of risks is not exhaustive. Full details of the risks tabled below and other risk factors are set out in **section 8** of this Prospectus. The occurrence of any of the risks or events outlined below could have a materially adverse effect on the Company's operations and, in turn, the price at which its Securities trade on ASX.

Risk Area	Risks	Section Reference
Future Capital Requirements	The Company's activities will require substantial expenditures. The funds raised through the Offer will not be sufficient to successfully achieve all the objectives of the Company's overall business strategy. If the Company is unable to use debt or equity to fund expansion after the substantial exhaustion of the net proceeds of the Offer there can be no assurances that the Company will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional resources on terms acceptable to the Company or at all. Any additional equity financing may be dilutive to Shareholders and any debt financing if available may involve restrictive covenants, which limit the Company's operations and business strategy. The Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.	8.10
Mineral Resource Estimates	Resource estimates are expressions of judgment based on knowledge, experience and resource modelling. As such, resource estimates are inherently imprecise and rely to some extent on interpretations made. Despite employing qualified professionals to prepare resource estimates, such estimates may nevertheless prove to be inaccurate. Furthermore, resource estimates may change over time as new information becomes available. Should the Company encounter mineralisation or geological formations different from those predicted by past drilling, sampling and interpretations, resource estimates may need to be altered in a way that could adversely affect the Company's operations.	8.13
Market Conditions	The market price of Existing Shares and New Options can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities and in particular, resources stocks. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.	8.3
General Risks	Economic risks, commodity price, reliance on key personnel, market conditions, general resource sector risks, regulatory risk and other risks exist in relation to an investment in the Company.	8

IMPORTANT NOTES

This Prospectus is dated 27 October 2015 and a copy of this Prospectus was lodged with the ASIC on that date. The ASIC and ASX take no responsibility for the content of this Prospectus. No New Options will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. The Company will apply to ASX for the New Options to be granted quotation on ASX.

This Prospectus does not constitute an offer in any place in which or to any person to whom it would not be lawful to make such an offer. Refer to **section 3.10** for treatment of overseas shareholders. Applications for New Options offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

No person is authorised to give information or to make any representation in connection with this Prospectus which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

This Prospectus is a transaction specific prospectus for an offer of options to acquire continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

This Prospectus including each of the documents attached to it and which form part of this Prospectus is important and should be read in its entirety prior to making an investment decision. If you do not fully understand this Prospectus or are in any doubt as to how to deal with it, you should consult your professional adviser.

In particular, it is important that you consider the risk factors (see **section 8** of this Prospectus) that could affect the performance of the Company before making an investment decision.

Some words and expressions used in this Prospectus have defined meanings which are explained in **section 9**.

ELECTRONIC PROSPECTUS

A copy of the Prospectus can be downloaded from the website of the Company at www.coreexploration.com.au, or the website of the ASX. Any person accessing the electronic version of the Prospectus for the purposes of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person the Application Form unless it is attached to a hard copy of the Prospectus or it accompanies the complete and unaltered version of the Prospectus. Any person may obtain a hard copy of the Prospectus free of charge by contacting the Company.

COMPETENT PERSON STATEMENT

The information in this report that relates to Exploration Results and Mineral Resources is based on information compiled by Stephen Biggins (BSc(Hons)Geol, MBA) as Managing Director of Core Exploration Ltd who is a member of the Australasian Institute of Mining and Metallurgy and is bound by and follows the Institute's codes and recommended practices. He has sufficient experience which is relevant to the styles of mineralisation and types of deposits under consideration and to the activities being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr. Biggins consents to the inclusion in the report of the matters based on his information in the form and context in which it appears. The report includes reference to results that have previously been released under JORC 2012 by Core.

21/10/2015 Second zone of breccia and veining intersected at Yerelina

12/10/2015 Drilling intercepts mineralised breccia zone at Yerelina

6/10/2015 Cores Jervois Domain Drilling Underway

The Company is not aware of any new information that materially affects the information included in this announcement.

Directors

Mr Gregory English
(Non-Executive Chairman, Director)

Mr Stephen Biggins
(Executive Director, Managing Director)

Mr Heath Hellewell
(Non-Executive Director)

Share Registry*

Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross WA 6153

Telephone: (08) 9315 2333

Company Secretary

Mr Jaroslaw (Jarek) Kopias

Solicitors

Steinepreis Paganin
Level 4, The Read Buildings
16 Milligan Street
Perth WA 6000

Auditors

Grant Thornton Audit Pty Ltd
Level 1, 67 Greenhill Road
Wayville SA 5034

Underwriter

InSync Equity Services Pty Ltd
41 Boondara Road
Mont Albert North, VIC, 3129

Registered Office

26 Gray Court
Adelaide SA 5000

Telephone: (08) 7324 2987

Web Address

<http://www.coreexploration.com.au/>

ASX Code: CXO

ABN: 80 146 287 809

* This entity has not been involved in the preparation of this Prospectus and has not consented to being named in the Prospectus. Their name is included for information purposes only.

Dear Shareholder

As a Shareholder in Core Exploration Limited ("**Core**", or the "**Company**") your Directors are pleased to invite you to participate in a non-renounceable Rights Issue to raise up to \$0.13 million in funds (before costs) on the basis of one New Option for every four Existing Shares held as at the Record Date at an issue price of \$0.003 each pursuant to this Prospectus. The rights issue is fully underwritten by InSync Equity Services Pty Ltd.

The Company has incorporated a Shortfall facility whereby Eligible Shareholders may apply for Additional New Options in excess of their Entitlement at the same price.

The funds raised will be used by the Company to provide working capital.

Core is focussed on actively pursuing significant discoveries in new and world class exploration terrains that have the potential to create substantial step changes in the value for our shareholders. In pursuing this strategy, the Company as recently completed two drilling programs on the Yerelina Project in SA and Jervois Domain in the NT and is continuing to actively advance its exploration projects.

Core has completed drilling on the Company's 100%-owned Jervois Domain tenements in the NT. Drilling is focussed within a large, 20km long prospective zone that has similar structural and geophysical features to KGL's (ASX:KGL) nearby Jervois Project. These geophysical targets and models fit well with Sedex/VHMS model proposed for the mineralisation at Jervois by recent NTGS research.

Core has also recently completed the first drilling program on the Company's Yerelina zinc-lead-silver project on EL 5015, which covers a 1,000km² area in northern South Australia. Core's diamond drilling is targeted under the outcropping high grade mineralisation identified at Great Gladstone and Big Hill Prospects. The results from recent drilling have recorded that drill core has intersected mineralised breccias and veining at both these prospects. Drill assay results for both these exciting drilling programs are expected toward the end of November 2015.

In August 2015, Core entered into a Memorandum of Understanding (MOU) with an offshore organisation to negotiate the final terms of a Joint Venture to advance Core's Inkheart and Blueys Project in the Northern Territory. Core is working toward completing a binding joint venture agreement by the end of calendar 2015.

Your support of this fundraising is important. The proceeds of the Rights Issue will enhance the future of the Company. On behalf of the Board, I invite you to consider the contents of this Prospectus carefully and to consult with your financial advisor and encourage you to participate in the Rights Issue. The Directors have indicated that they will be participating in the Rights Issue.

Yours faithfully,

Greg English
Chairman

3 DETAILS OF THE OFFER

3.1 The Offer

The Offer is being made as a non-renounceable pro rata entitlements issue to Eligible Shareholders of approximately 43,666,074 New Options (assuming no Options are exercised before the Record Date) on the basis of one New Option for every four Existing Shares held as at the Record Date at an issue price of \$0.003 each (0.3 cents) to raise approximately \$0.13 million before issue costs pursuant to this Prospectus.

The Company currently has 174,664,295 Existing Shares on issue and has granted 30,400,000 unlisted Options, all of which are currently eligible for conversion ("**Eligible Options**"). To be entitled to participate in the Rights Issue, the holders of the Eligible Options must first exercise their Options in accordance with the terms of those Options and must do so prior to the Record Date.

In the event that no Eligible Option holders exercise their Options prior to the Record Date, Shareholders holding the Existing Shares will be entitled to participate in the Rights Issue pursuant to this Prospectus, which will result in the issue of up to 43,666,074 New Options.

In the event that all Eligible Options are exercised prior to the Record Date, this Prospectus will also offer to those Shareholders a further 7,600,000 New Options to raise a further \$22,800 (before issue costs).

The capital structure of the Company in each circumstance would be as follows:

Example 1: No exercise of Eligible Options	Shares	Options
Existing Securities	174,664,295	30,400,000
Issue of New Options under the Offer	-	43,666,074
Total Securities on issue after the Offer (no Eligible Options exercised)	174,664,295	74,066,074
Example 2: Exercise of all Eligible Options prior to Record Date		
Existing Securities	174,664,295	30,400,000
Issue of Shares on exercise of all Eligible Options ¹	30,400,000	(30,400,000)
Securities on issue as at the Record Date	205,064,295	-
Issue of New Options under the Offer	-	51,266,074
Total Securities on issue after the Offer (all Eligible Options exercised)¹	205,064,295	51,266,074

Notes:

1. The Board considers it highly unlikely that any of the Eligible Options will be exercised before the Record Date given the exercise prices of these options range from \$0.05 to \$0.10 and the closing price of Shares as quoted on ASX on the date prior to lodgement of this Prospectus was \$0.026. For further details see **section 4.5**.

3.2 No Minimum Subscription

There is no minimum subscription for the Offer.

3.3 Entitlement to Rights Issue

Eligible Shareholders who are on the Company's Share Register at the close of business on the Record Date are eligible to participate in the Offer.

Fractional Entitlements will be rounded up to the nearest whole number of New Options. For this purpose, holdings in the same name are aggregated for calculation of Entitlements. If the Company considers that holdings have been split to take advantage of rounding, the Company reserves the right to aggregate holdings held by associated Shareholders for the purpose of calculating Entitlements.

An Application Form setting out your Entitlement to New Options accompanies this Prospectus.

3.4 Acceptances

This Offer may be accepted in whole or in part prior to the Closing Date subject to the rights of the Company to extend the Offer period or close the Offer early.

Instructions for accepting your Entitlement are set out in section 5 and on the Application Form which accompanies this Prospectus.

3.5 Applying for Additional New Options

Entitlements not taken up may become available as Additional New Options.

Eligible Shareholders may, in addition to their Entitlement, apply for Additional New Options regardless of the size of their present holding.

It is possible, particularly if there is strong interest in the Offer, that there will be few or no Additional New Options available for issue. It is an express term of the Offer that applicants for Additional New Options will be bound to accept a lesser number of Additional New Options allocated to them than applied for. If a lesser number is allocated to them, excess Application Money will be refunded without interest.

The Company reserves the right to scale back any applications for Additional New Options in consultation with the Underwriter.

The offer of Additional New Options is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The issue price for each Additional New Option to be issued under the Additional New Options offer shall be \$0.003 being the price at which New Options have been offered under the Offer.

3.6 Underwriting

The Offer is fully underwritten by InSync Equity Services Pty Ltd. A summary of the Underwriting Agreement is set out in section 8.2 of the Prospectus.

3.7 Effect of the Offer on Control of the Company

Section 606 of the Corporations Act provides that a person cannot acquire a relevant interest in issued voting shares in a company if because of the transaction in relation to securities, a person's voting power in the company increases from 20% or below to more than 20% (or from a starting point that is above 20% and below 90%). Accordingly, a person may be restricted from exercising the New Options the subject of the Offer in the event that their voting power was to exceed 20%.

There are exceptions to that prohibition, including an acquisition made with the approval of shareholders. In the context of the Offer, Shareholder approval would be required if any person were to otherwise increase their shareholding above 20% in the Company upon the issue of Shares on exercise of any Options, including any New Options or Additional New Options.

Accordingly, the Offer itself will not have any effect on the control of the Company and any control issues that might arise upon the issue of the Shares upon exercise of the New Options will be subject to Shareholder approval (and the Corporations Act generally).

The Company reserves the right to reject or scale back any application for Additional New Options which it considers may result in breach of section 606 upon the issue of Shares on exercise of those Additional New Options.

3.8 Allotment and Application Money

New Options will be issued only after all Application Money has been received and ASX has granted permission for the New Options to be quoted. It is expected that the New Options will be issued on 25 November 2015 and normal trading of the New Options on ASX is expected to commence on 26 November 2015.

All Application Money received before New Options are issued will be held in a special purpose account. After Application Money is refunded (if required) and New Options are issued to applicants, the balance of funds in the account plus accrued interest will be received by the Company.

Application will be made within seven days of the date of issue of this Prospectus for the New Options to be granted Official Quotation by ASX. If such an application is not made within these seven days, or Official Quotation of the New Options and Existing Options is not granted by ASX within three months of the date of this Prospectus, then the Company will not allot or issue any New Options and all Application Money received pursuant to this Prospectus will be repaid as soon as practicable, without interest.

If the New Options are not quoted by ASX within three months after the date of this Prospectus, the Company will refund all Application Money in full.

The fact that ASX may agree to grant Official Quotation of the New Options and Existing Options is not to be taken in any way as an indication of the merits of the Company or the New Options or Existing Options. ASX takes no responsibility for the contents of this Prospectus.

3.9 Offer Outside Australia and New Zealand

This Prospectus does not constitute an offer of New Options in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. No action has been taken to register or qualify the New Options or the Offer or otherwise to permit an offering of the New Options in any jurisdiction outside Australia and New Zealand.

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

3.10 Treatment of Overseas Shareholders

The Offer in this Prospectus is not being extended to any Shareholder, as at the Record Date, whose registered address is not situated in Australia or New Zealand because of the small number of such Shareholders and the cost of complying with applicable regulations in jurisdictions outside Australia and New Zealand. The Prospectus is sent to those Shareholders for information purposes only.

The Offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any Securities.

Recipients may not send or otherwise distribute this Prospectus or the Application Form to any person outside Australia (other than to Eligible Shareholders).

3.11 Market Prices of Existing Shares on ASX

The highest and lowest market sale price of the Existing Shares, which influence the market price of the New Options (once quoted) being offered under this Prospectus, during the three months immediately preceding the lodgement of this Prospectus with the ASIC, and the last market sale price on the date before the lodgement date of this Prospectus, are set out below.

	3 months high	3 month low	Last market sale price¹
Existing Shares	\$0.029 on 31 August 2015	\$0.022 on 1 October 2015	\$0.026 on 26 October 2015

¹ Prior to announcement of the Offer.

3.12 Opening and Closing Dates

The Offer will open for receipt of acceptances on 9 November 2015 and will close on 18 November 2015, subject to the right of the Company to vary these dates in accordance with the ASX Listing Rules.

3.13 CHESS

The Company participates in the Clearing House Electronic Sub-register System (“**CHESS**”) for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company.

Under CHESS, applicants will not receive a certificate but will receive a statement of their holding of New Options.

The CHESS statement will set out the number of New Options issued under this Prospectus, provide details of your holder identification number and give the participation identification number of the sponsor.

If you are registered on the issuer sponsored sub register, your statement will be dispatched by the Company’s share registrar and will contain the number of New Options issued to you under this Prospectus and your security holder reference number.

A CHESS statement or issuer sponsored statement will routinely be sent to Shareholders and/or Optionholders at the end of any calendar month during which the balance of their shareholding and/or option holding changes. Shareholders and Optionholders may request a statement at any other time, however, a charge may be made for additional statements.

3.14 Rights and Liabilities attaching to the New Options

The New Options will form a new class of quoted security.

A summary of the rights and liabilities attaching to the New Options is set out in **section 6.1**.

3.15 Taxation Implications

The Directors do not consider that it is appropriate to give Shareholders advice regarding the taxation consequences of the Company conducting the Rights Issue or Shareholders applying for New Options under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of Shareholders. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Shareholders in the Offer. Shareholders should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Offer.

3.16 Enquiries

Any questions concerning the Offer should be directed to Mr Jarek Kopias, the Company Secretary, on (08) 7324 2987.

Any queries regarding the Entitlement and Acceptance Form should be directed to the Share Registry on +61 8 9315 2333.

You can also contact your stockbroker or professional adviser with any queries in relation to the Offer.

4 PURPOSE AND EFFECT OF THE OFFER

4.1 Purpose of the Offer

The purpose of the Offer is to raise up to approximately \$0.13 million before costs.

The Directors intend to apply the proceeds from the Offer for general working capital in accordance with the table set out below.

The table assumes that Entitlements are taken up in full and no Eligible Options are exercised before the Record Date.

Proceeds of the Offer	\$ (thousand)
Working Capital	100
Costs of the Offer	31
ESTIMATED TOTAL	131

In the event that circumstances change or other opportunities arise, the Directors reserve the right to vary the proposed use of funds to maximise benefits to Shareholders. In the event the Company raises less than the maximum subscription amount under this Prospectus, the working capital available to the Company will reduce accordingly. On completion of the Offer, the Board believes the Company will have sufficient working capital to achieve its objectives.

4.2 Effect of the Offer and Pro Forma Statement of Financial Position

The effect of the Offer will be (assuming no Eligible Options are exercised and Entitlements are taken up in full) that:

- (a) cash reserves will initially increase by up to approximately \$0.10 million (after issue costs);
- (b) the number of Options on issue will increase from 30,400,000 to 74,066,074; and
- (c) there will be no change in the number of Shares on issue.

4.3 Statement of Financial Position

Set out below is the Consolidated Statement of Financial Position of the Company as at 30 June 2015 (audited), and the Consolidated Pro-Forma Statement of Financial Position following completion of the Offer assuming Full Subscription on the basis of the assumptions detailed further below. The significant accounting policies upon which the Statement of Financial Position and the Pro-Forma Statement of Financial Position are based are contained in the audited Annual Report for the 12 month period ended 30 June 2015.

	Consolidated Actual 30 June 2015 (audited) \$	Consolidated Pro-Forma Full Subscription 30 June 2015 (unaudited) \$
Current Assets		
Cash and cash equivalents	533,832	746,497
Trade and other receivables	56,205	56,205
Total current assets	590,037	802,702
Non-Current Assets		
Plant & equipment	5,780,273	6,090,273
Exploration and evaluation expenditure	87,487	87,487
Total non-current assets	5,867,760	6,177,760
Total Assets	6,457,797	6,980,462
Current Liabilities		
Trade and other payables	131,137	131,137
Employee provisions	19,354	19,354
Total current liabilities	150,491	150,491
Total Liabilities	150,491	150,491
Net Assets	6,307,306	6,829,971
Equity		
Issued capital	11,928,892	12,594,957
Reserves	527,080	527,080
Retained losses	(6,148,666)	(6,292,066)
Total Equity	6,307,306	6,829,971

Assumptions for Unaudited Pro forma Statement of Financial Position

The pro forma Statement of Financial Position has been prepared on the basis that there have been no material movements in the assets and liabilities of the Company between 30 June 2015 and the close of the Rights Issue other than the following:

- Increase in cash of \$0.10 million from the Offer after cost of the Offer.
- The Company issues 43,666,074 New Options at \$0.003 per New Option pursuant to the Offer. The Offer will raise \$0.13 million before costs.
- Increase in net cash of \$0.557 from the issue of Shares pursuant to the Company's share purchase plan completed in September 2015.
- Includes adjustment from 30 June 2015 for estimated cash balance in accordance with the Company's quarterly cashflow report at 30 September 2015. The cash adjustment has been allocated to non-current assets and accumulated losses on a cash basis and was used for continuing operations of the Company of \$0.44 million.
- No Options are exercised prior to the Record Date.

4.4 Effect on Capital Structure

A comparative table of changes in the capital structure of the Company as a consequence of the Offer is set out in **section 3.1** above.

4.5 Existing Options

The number of each class of Existing Option are:

Existing Option Terms	
200,000	Unlisted employee Options exercisable at \$0.075 before 31 October 2015.
1,000,000	Unlisted contractor Options exercisable at \$0.10 before 31 October 2015.
15,000,000	Unlisted Options exercisable at \$0.10 on or before 31 January 2016.
1,000,000	Unlisted contractor Options exercisable at \$0.05 before 30 September 2016.
1,000,000	Unlisted contractor Options exercisable at \$0.075 before 30 September 2016.
200,000	Unlisted employee Options exercisable at \$0.085 before 16 October 2016.
12,000,000	Unlisted Options exercisable at \$0.05 on or before 31 August 2017.
30,400,000	Total Existing Options on issue

5 ACTIONS REQUIRED BY ELIGIBLE SHAREHOLDERS

5.1 What you may do

As an Eligible Shareholder, you may:

- subscribe for all of your Entitlement (refer **section 5.2**);
- subscribe for all of your Entitlement and apply for Additional New Options (refer **section 5.3**);
- take up only part of your Entitlement (refer **section 5.4**); or
- do nothing and allow all or part of your Entitlement to lapse (refer **section 5.5**).

5.2 To subscribe for all of your Entitlement

If you wish to subscribe for all of your Entitlement, complete the accompanying Application Form in accordance with the instructions set out in that form. The Application Form sets out the number of New Options you are entitled to subscribe for. You can pay for your New Options either by cheque or BPAY.

The completed Application Form must be accompanied by a cheque or bank draft made payable to “Core Exploration Limited” and crossed “Not Negotiable” for the appropriate Application Money in Australian dollars calculated at \$0.003 per New Option accepted, and received by the Company at either of the following addresses by no later than 5.00 pm (WST) on 18 November 2015. The Company will present the cheque or bank draft on or around the day of receipt of the Application Form. If a cheque is not honoured upon its first presentation, the Directors reserve the right to reject the relevant Application Form.

If the amount of your cheque(s) or bank draft(s) for Application Money (or the amount for which those cheque(s) or bank draft(s) clear in time for allocation) is insufficient to pay for the number of New Options you have applied for in your Application Form, you may be taken to have applied for such lower number of New Options as your cleared Application Money will pay for (and to have specified that number of New Options in your Application Form) or your Application may be rejected.

Street Address:	Postal Address:
Security Transfer Registrars Pty Ltd 770 Canning Highway Applecross WA 6153	Security Transfer Registrars Pty Ltd PO Box 535 Applecross WA 6953

Alternatively, if you are paying by BPAY, refer to your personalised instructions on your Application Form.

5.3 To apply for Additional New Options

Eligible Shareholders may, in addition to their Entitlement, apply for Additional New Options regardless of the size of their present holding. Refer to **section 3.5** if you wish to apply for Additional New Options.

A single cheque should be used for the Application Money for your Entitlement and the number of Additional New Options you wish to apply for as stated on the Application Form.

Alternatively, if you are paying by BPAY, refer to your personalised instructions on your Application Form.

5.4 If you wish to take up only part of your Entitlement

Please complete the Application Form, which accompanies this Prospectus, by inserting the number of New Options for which you wish to accept (being less than as specified on the Application Form).

If payment is by cheque, the process in **section 5.2** will apply.

Alternatively, if you are paying by BPAY, refer to your personalised instructions on your Application Form.

5.5 Entitlements not taken up

If you are an Eligible Shareholder and do not wish to accept all (or part) of your Entitlement, you are not obliged to do anything. You will receive no benefit or New Options and your Entitlement will become available to Eligible Shareholders as Additional New Options to be applied for.

If you wish to receive New Options, you must take action to accept your Entitlement in accordance with the instructions above and on the back of the accompanying Application Form.

The number of Existing Shares you hold as at the Record Date and the rights attached to those Existing Shares will not be affected if you choose not to accept any of your Entitlement.

The Company will deal with any Additional New Options in the Director's absolute discretion and in accordance with the Listing Rules.

If you have any queries concerning your entitlement or allocation, please contact:

Mr Jarek Kopias, the Company Secretary

Tel: (08) 7324 2987

or contact your stockbroker or professional adviser.

6 TERMS OF NEW OPTIONS AND UNDERLYING SECURITIES

6.1 Terms of New Options

The following are the terms and conditions of the New Options being offered pursuant to this Prospectus.

- (a) Each Option will entitle the Optionholder to subscribe for one Share in the Company (subject to possible adjustments referred to in paragraph (j), (k) and (l) below).
- (b) Each Option is exercisable at any time after the date of issue and before 5:00pm Adelaide time on 31 August 2017 (**Expiry Date**). Options not exercised before the Expiry Date will lapse.
- (c) The exercise price of each Option is \$0.05 (**Exercise Price**).
- (d) Options are exercisable by notice in writing to the Company, delivered to the registered address of the Company and accompanied by the full payment of the Exercise Price in cleared funds.
- (e) Some or all of the Options may be exercised at any one time or times prior to the Expiry Date.
- (f) Shares issued pursuant to the exercise of any of the Options will rank in all respects on equal terms with the Existing Shares.
- (g) The Company will seek to have the Options admitted to the official list of ASX and the Options will be listed on ASX.
- (h) Each Option will be freely transferable at any time before the Expiry Date.
- (i) Options will not entitle the Optionholder to participate in any new issue of securities by the Company unless the Option has been duly exercised prior to the relevant record date. The Company will ensure that for the purposes of determining entitlements to participate in any new issues of securities to holders of Shares, that the record date will be at least five business days after the date the issue is announced.
- (j) If there is a bonus issue to the holders of Shares:
 - i. the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue; and
 - ii. no change will be made to the Exercise Price.
- (k) If, prior to the Expiry Date, the issued capital of the Company is reorganised, the rights of the Optionholder may be varied to comply the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.
- (l) In the event of a pro rata issue of securities to holders of Shares, the Exercise Price in respect of any unexercised Options may be adjusted in accordance with the adjustment formula for pro rata issues set out in the ASX Listing Rules at the time when the Options were granted.

6.2 Rights and liabilities attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to Shares being the underlying securities of the New Options to be issued pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) Voting Rights

Subject to the Constitution of the Company and any rights or restrictions at the time being attached to a class of shares, at a general meeting of the Company every Shareholder present in person, or by proxy, attorney or representative has one vote on a show of hands, and upon a poll, one vote for each Share held by the Shareholder. In the case of an equality of votes, the chairperson has a casting vote.

(b) Dividends

Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, the Company may pay dividends as the Directors resolve but only out of profits of the Company. The Directors may determine the method and time for payment of the dividend.

(c) Winding up

Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, on a winding up of the Company any surplus may be divided among the shareholders of the Company.

(d) Transfer of Shares

Generally, Shares are freely transferable, subject to satisfying the requirements of the ASX Listing Rules, ASTC Settlement Rules and the Corporations Act. The Directors may decline to register any transfer of Shares but only where permitted to do so by the Corporations Act, the ASX Listing Rules, the ASTC Settlement Rules, or under the Company's Constitution.

(e) Further Increases in Capital

Subject to the Corporations Act, the ASX Listing Rules, the ASTC Settlement Rules and any rights attached to a class of shares, the Company (under the control of the Directors) may allot and issue shares and grant options over shares, on any terms, at any time and for any consideration, as the Directors resolve.

(f) Variation of Rights

Subject to the Corporations Act, the ASX Listing Rules, the ASTC Settlement Rules and the terms of issue of shares in a particular class, the Company may vary or cancel rights attached to shares in that class by either special resolution passed at a general meeting of the holders of the shares in that class, or with the written consent of the holders of at least 75% of the votes in that class.

(g) Meetings and Notices

Each Shareholder will be entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Company's Constitution, the Corporations Act and the ASX Listing Rules.

7 RISK FACTORS

7.1 General

An investment in the Company is not risk free and investors should consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for New Options. Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for New Options.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

7.2 Economic Risks

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and future production activities, as well as on its ability to fund those activities.

7.3 Research and Development

The Company has claimed the research and development tax offset for the year ended 30 June 2013 for a total amount of \$296,140. Of the total claim, \$257,735 is currently being reviewed by AusIndustry as part of their internal processes. AusIndustry has not advised the Company of a decision in relation to the claim. A negative result in relation to the review by AusIndustry may result in some or all of the research and development tax offset, and accrued interest if applicable, being repaid.

7.4 Market conditions

The market price of Existing Shares and New Options can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities and in particular, resources stocks. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

7.5 Security Investments

Applicants should be aware that there are risks associated with any investment in securities. Securities listed on the stock market, and in particular securities of mining and exploration companies have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of the Company's Securities regardless of the Company's performance.

Mineral exploration and mining are speculative operations that may be hampered by circumstances beyond the control of the Company. Profitability depends on successful exploration and/or acquisition of reserves, design and construction of efficient processing facilities, competent operation and management and proficient financial management.

Exploration in itself is a speculative endeavour, while mining operations can be hampered by force majeure circumstances and cost overruns for unforeseen events.

7.6 Exploration and Evaluation Risks

The success of the Company depends on the delineation of economically minable reserves and resources, access to required development capital, movement in the price of commodities, securing and maintaining title to the Company's exploration and mining tenements and obtaining all consents and approvals necessary for the conduct of its exploration activities.

Exploration on the Company's existing exploration and mining tenements may be unsuccessful, resulting in a reduction of the value of those tenements, diminution in the cash reserves of the Company and possible relinquishment of the exploration and mining tenements.

In the case of exploration targets, it should be noted that these are conceptual in nature, there has been insufficient exploration to define a Mineral Resource and that it is uncertain if further exploration will result in the determination of a Mineral Resource.

7.7 Commodity Price and Exchange Rate Risks

To the extent the Company is involved in mineral production the revenue derived through the sale of commodities may expose the potential income of the Company to commodity price and exchange rate

risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors.

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

7.8 Environmental Risks

The operations and proposed activities of the Company are subject to State and Federal laws and regulation concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Company attempts to conduct its activities to the highest standard of environmental management, including compliance with all environmental laws.

7.9 Native Title and Title Risks

Interests in tenements in Australia are governed by the respective State legislation and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

It is also possible that, in relation to tenements which the Company has an interest in or will in the future acquire such an interest; there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be affected.

The Directors closely monitor the potential effect of native title claims involving tenements in which the Company has or may have an interest.

7.10 Joint Venture Parties, Agents and Contractors

The Directors are unable to predict the risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party or the insolvency or managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity.

7.11 Future Capital Requirements

The Company's activities will require substantial expenditures. The funds raised through the Offer will not be sufficient to successfully achieve all the objectives of the Company's overall business strategy. If the Company is unable to use debt or equity to fund expansion after the substantial exhaustion of the net proceeds of the Offer there can be no assurances that the Company will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional resources on terms acceptable to the Company or at all. Any additional equity financing may be dilutive to Shareholders and any debt financing if available may involve restrictive covenants, which limit the Company's operations and business strategy.

The Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

7.12 Potential Acquisitions

As part of its business strategy, the Company may make acquisitions of or significant investments in companies, products, technologies or resource projects. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of companies, products, technologies or resource projects.

7.13 Legislative changes and Government policy risk

Changes in government regulations and policies may adversely affect the financial performance of the Company. The Company's capacity to explore and mine, in particular the Company's ability to explore and

mine any reserves, may be affected by changes in government policy, which are beyond the control of the Company

7.14 Resource Estimations

Resource estimates are expressions of judgment based on knowledge, experience and resource modelling. As such, resource estimates are inherently imprecise and rely to some extent on interpretations made. Despite employing qualified professionals to prepare resource estimates, such estimates may nevertheless prove to be inaccurate. Furthermore, resource estimates may change over time as new information becomes available. Should the Company encounter mineralisation or geological formations different from those predicted by past drilling, sampling and interpretations, resource estimates may need to be altered in a way that could adversely affect the Company's operations.

7.15 Reliance on Key Personnel

The Company's success depends largely on the core competencies of its directors and management, and their familiarisation with, and ability to operate, in the metals and mining industry and the Company's ability to retain its key executives.

8 ADDITIONAL INFORMATION

8.1 Continuous Disclosure Obligations

The Company is a "disclosing entity" (as defined in section 111 AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

This Prospectus is a "transaction specific prospectus" to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus or options to acquire such securities.

In general terms "transaction specific prospectuses" are only required to contain information in relation to the effect of the issue of New Options on the Company and the rights attaching to the New Options. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the financial statements of the Company for the financial year ended 30 June 2015 being the last financial statements for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus; and
 - (ii) any half year financial statements of the Company lodged with ASIC since the lodgement of the last financial statements for the year ended 30 June 2015 and before the issue of this Prospectus; and
 - (iii) any documents used to notify ASX of information relating to the Company in the period from lodgement of the financial statements referred to in paragraph (i) above until the issue of the Prospectus in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

The Company has lodged the following announcements with ASX since the lodgement of the 2015 audited financial statements:

Date	Description of Announcement
21/10/2015	Second zone of breccia and veining intersected at Yerelina
19/10/2015	Issue and Lapse of Unlisted Performance Rights
12/10/2015	Drilling intercepts mineralised breccia zone at Yerelina
6/10/2015	Cores Jervois Domain Drilling Underway

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

8.2 Material Contracts

The following is a summary of the significant terms of the material agreements which relate to the business of the Company.

Underwriting Agreement

Under an underwriting agreement dated 27 October 2015 ("**Underwriting Agreement**"), InSync Equity Services Pty Ltd ("**Underwriter**") has agreed to fully underwrite the Offer in the amount of \$130,998.

Upon completion, the Underwriter will receive an underwriting fee of 6% of the amount underwritten, being \$7,860. The Underwriter will also receive payment of reasonable costs and expenses incurred by it in connection with the Offer. The Company will pay any GST applicable to any fee payable to the Underwriter under the Underwriting Agreement.

The Underwriter has discretion to terminate the Underwriting Agreement for reasons that are standard in agreements of this nature and detailed further in Appendix 1.

8.3 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the issue of securities pursuant to this Prospectus; or
- (c) the issue of securities pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner, either to induce him to become, or to qualify him as, a Director or otherwise for services rendered by him or by the firm in connection with the formation or promotion of the Company or Offer of securities pursuant to this Prospectus.

Directors' direct and indirect interests in securities of the Company at the date of this Prospectus are:

Director	Securities
Greg English	6,265,000 Shares 500,000 unlisted Performance Rights subject to a KPI vesting condition by 31 December 2015
Stephen Biggins	7,007,667 Shares 2,000,000 unlisted Performance Rights subject to KPI vesting conditions by 31 December 2015
Heath Hellewell	Nil

The Board recommends all Shareholders take up their Entitlement and advises that Greg English and Stephen Biggins intend to take up some or all of their Entitlement.

The Constitution of the Company provides that the Directors may be paid for their services as Directors. Non-executive directors may only be paid a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the Non-executive Directors and in default of agreement then in equal shares.

In the two years preceding lodgement of this Prospectus, \$738,397 (excluding GST where applicable) has been paid by the Company by way of remuneration for services provided by all Directors, companies associated with the Directors or their associates in their capacity as Directors, employees, consultants or advisers. Directors, companies associated with the Directors or their associates are also reimbursed for all reasonable expenses properly incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of the Company and other miscellaneous expenses.

8.4 Interests and Consents of Experts and Advisers

The following parties have given (and not before the date of this document withdrawn) their consent to be named in this document in the form and context in which they are named:

- InSync Equity Services Pty Ltd, in the capacity of Underwriter;
- Steinepreis Paganin, in its capacity as solicitors to the Company; and
- Grant Thornton, in its capacity as auditor of the Company.

Steinepreis Paganin and Grant Thornton have not:

- authorised or caused the issue of this Prospectus;
- made, or purported to have made, any statement in this Prospectus or on which a statement in this Prospectus is based except as set out in this section; or
- assumed the responsibility for any part of this Prospectus except as set out in this section and to the maximum extent permitted by law, expressly disclaims responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this section.

Other than as set out below or elsewhere in this Prospectus, all persons named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation of or distribution of this Prospectus do not have, and have not had in the two years before the date of this Prospectus, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the offer of securities pursuant to this Prospectus; or
- the offer of securities pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) and no other benefit has been given or agreed to be given to any of those persons for services provided by those persons in connection with the formation or promotion of the Company or the offer of securities pursuant to this Prospectus.

InSync Equity Services Pty Ltd is acting as Underwriter and is being paid a fee as set out in section 8.2. InSync Equity Services Pty Ltd received the amount of \$110,000 during the financial year ended 30 June 2015 and \$44,082 during the financial year ended 30 June 2014. These amounts were paid for underwriting and placement fees and for the provision of professional services to the Company and are exclusive of GST.

Steinepreis Paganin is entitled to be paid approximately \$5,000 for advice and assistance in relation to certain aspects of this Prospectus, assisting the Company in relation to its due diligence regime and enquiries and in relation to application for quotation of the New Options on ASX. Steinepreis Paganin received the amount of \$3,223 during the financial year ended 30 June 2015 and \$3,061 during the financial year ended 30 June 2014. These amounts were paid for the provision of professional services to the Company and are exclusive of GST.

Kopias Consulting, an entity associated with Jarek Kopias (Company Secretary), is entitled to be paid approximately \$4,000 for advice and assistance in relation to certain aspects of this Prospectus, assisting

the Company in relation to its due diligence regime and enquiries and in relation to application for quotation of the New Options on ASX. Kopias Consulting received the amount of \$61,497 during the financial year ended 30 June 2015 and \$80,190 during the financial year ended 30 June 2014. These amounts were paid for the provision of professional services to the Company and are exclusive of GST.

References to Security Transfer Registrars Pty Ltd as share register to the Company and Grant Thornton as auditor to the Company appear for information purposes only. Security Transfer Registrars Pty Ltd and Grant Thornton have not been involved in, authorised or caused the issue of this Prospectus.

8.5 Estimated Expenses of Offer

The estimated expenses of the Offer are approximately \$31,333 including underwriting, legal, ASIC, ASX and printing costs.

8.6 Litigation

As at the date of this Prospectus, the Company is not involved in any material legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

8.7 Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

8.8 Privacy Act

If you complete an application for New Options, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and/or Optionholder, facilitate distribution payments and corporate communications to you as a Shareholder and/or Optionholder and carry out administration.

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

You can access, correct and update the personal information that we hold about you. Please contact the Company or its registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (Cth) (as amended), the Corporations Act and certain rules. You should note that if you do not provide the information required on the application for securities, the Company may not be able to accept or process your application.

8.9 Directors' Consent

Each Director has consented to the lodgement of this Prospectus with the ASIC.

Signed on behalf of the Directors pursuant to a resolution of the Board.

Heath Hellewell
Non-Executive Director

"A\$", "\$" and **dollars** means Australian dollars, unless otherwise stated.

Additional New Options means New Options not applied for under the Offer (if any) which Eligible Shareholders may apply for under this Prospectus in addition to an Eligible Shareholder's Entitlement.

Application means an application for New Options pursuant to the Application Form.

Application Form means an Entitlement and Acceptance Form attached to the Prospectus.

Application Money means the money received from Eligible Shareholders in respect of their Application.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691).

Board means the board of Directors.

Business Day means a day on which trading takes place on the stock market of ASX.

CHESS means ASX Clearing House Electronic Sub-registry System.

Closing Date means 18 November 2015 or such other date as may be determined by the Directors under this Prospectus.

Company or **Core** means Core Exploration Limited (ABN 80 146 287 809).

Constitution means the Company's Constitution as at the date of this Prospectus.

Corporations Act means the Corporations Act 2001 (Commonwealth).

Director means directors of the Company at the date of this Prospectus.

Eligible Options means options held by option holders at the date of this Prospectus.

Eligible Shareholders means a Shareholder as at the Record Date other than a Non-qualifying Foreign Shareholder.

Entitlement or **Right** means a Shareholder's entitlement to subscribe for New Options offered by this Prospectus.

Entitlement and Acceptance Form means an entitlement and acceptance form in the form accompanying this Prospectus.

Existing Option means unlisted options exercisable at \$0.05 on or before 31 August 2017 and issued on the same terms as New Options.

Existing Share means a fully paid ordinary share in the capital of the Company on issue at the date of this Prospectus.

Issue means the issue of New Options under this Prospectus.

Listing Rules or **ASX Listing Rules** means the Listing Rules of the ASX.

New Option means an option to be issued under this Prospectus.

Non-qualifying Foreign Shareholders means a Shareholder whose registered address is not situated in Australia or New Zealand.

Offer or **Rights Issue** means the offer of one New Option for every four Existing Shares held at the Record Date at an issue price of \$0.003 per New Option issued pursuant to this Prospectus.

Official Quotation means official quotation on ASX.

Option means an option to subscribe for a Share.

Optionholder means the holder of an Option.

Prospectus means the prospectus constituted by this document.

Record Date means 5pm WST on 5 November 2015.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means the holder of a Share.

Shortfall will occur if the Company does not hold successful valid Applications for all the New Options offered by the Company under this Prospectus by the Closing Date.

Underwriter means InSync Equity Services Pty Ltd (ACN 114 328 988).

Underwriting Agreement means the underwriting agreement dated 27 October 2015 between the Underwriter and the Company.

WST means Western Standard Time.

APPENDIX 1

The key termination terms of the Underwriting Agreement are listed below.

The Underwriter may terminate the Underwriting Agreement by notice to the Company if any of the following events occur at any time after the date of the Underwriting Agreement and prior to the last day on which the Underwriter is required to subscribe for any Shortfall:

- (a) an event of insolvency in relation to the Company (or any subsidiary) occurs, including the Company being placed in administration, an application for the winding up of the Company being made and not withdrawn or dismissed within 10 days, and a receiver or manager being appointed in respect of the Company or any of its assets;
- (b) the S&P All Ordinaries Share Price Index (**S&P Index**) closes at a level that is 10% or more below the level of the S&P Index as at the close of trading on the last Business Day before the date of the Underwriting Agreement;
- (c) the Company is in default under the Underwriting Agreement or in breach of any of its warranties and the default or breach is either incapable of remedy or is not remedied within five Business Days after it occurs;
- (d) a director of the Company or a subsidiary is charged with an indictable offence relating to a financial or corporate matter;
- (e) the Company or a subsidiary passes or takes any steps to pass a resolution under section 260A of the Corporations Act to give financial assistance in connection with the acquisition of its shares without the consent of the Underwriter;
- (f) the Company or a subsidiary alters its capital structure without the consent of the Underwriter;
- (g) the Company or a Subsidiary:
 - (i) ceases or threatens to cease to carry on its business (excluding the temporary suspension of exploration activities); or
 - (ii) disposes or agrees to dispose of a substantial part of its business (other than where the disposal is in relation to a transaction which has been announced to the market prior to the date of this Agreement);
- (h) a new law is announced, introduced or adopted which does or is likely to prohibit or restrict, or have a materially adverse effect on, the Offer;
- (i) the Company fails to comply, in a manner which is material to the rights and interests of the Underwriter, with:
 - (i) a provision of its constitution;
 - (ii) a law;
 - (iii) a requirement of the Listing Rules; or
 - (iv) a requirement, order or request made by or on behalf of ASIC or any other government authority;
- (j) a materially adverse change occurs in the financial or trading position of the Company; or
- (k) any other event occurs which has, or is likely to have, a materially adverse effect on the Offer.