CORE EXPLORATION LTD

ASX ANNOUNCEMENT

ASX : CXO

13th October 2016

Issue of Placement shares

Core Exploration Limited (ASX: CXO) is pleased to announce that it has issued 66,895,188 fully paid ordinary shares as announced on 6 October 2016. The Company has issued the Shares to sophisticated, professional and institutional investors under a share placement raising $6,020,566 (before costs).

Disclosure required under ASX Listing Rules 7.1A.4(b) and 3.10.5A

In relation to the Placement, and in accordance with ASX Listing Rules 7.1A.4(b) and 3.10.5A the Company makes the following disclosures:

(a) The Company has issued a total of 66,895,188 fully paid ordinary shares at 9 cents per share. Of the securities issued, 27,192,858 fully paid ordinary shares have been issued under Listing Rule 7.1A and the remaining 39,702,330 shares have been issued under the Company's 15% placement capacity under Listing Rule 7.1.

The securities issued under Listing Rule 7.1A result in the following dilution to existing holders of ordinary securities:

- Number of fully paid ordinary shares on issue prior to the placement of securities under LR 7.1A was 273,015,540.
- Number of fully paid ordinary shares on issue following this issue of securities under LR 7.1A will be 300,208,398 (a total of 339,910,728 including the issue under LR 7.1).
- Percentage of voting dilution following the issue under LR 7.1A is 10% (25% whereby the issue of shares under LR 7.1 is taken into account).

(b) The Company has issued shares as a placement to sophisticated, professional and institutional investors. The issue has been made as a placement and not as a pro-rata issue or other type of issue in which existing shareholders would have been able to participate. This approach has been taken as it considered that the issue, being carried out as part of the Placement, is the most cost-efficient and expedient method available at the time for raising, at an appropriate price, the funds required by the Company to achieve its objectives, given the funding certainty, strong

investor enquiry and the pricing achieved under the Placement. Additionally, the Company has announced a Share Purchase Plan on 6 October 2016 in conjunction with this placement giving all shareholders the opportunity to participate in the Company's equity issue.

(c) No underwriting arrangements were entered into in relation to the placement under Listing Rule 7.1A.

(d) Fees of 6% of the total funds raised under the Placement are due to be paid.

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	+Class of +securities issued or to be issued	Ordinary shares
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	66,895,188
3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Fully paid ordinary shares (CXO)

+ See chapter 19 for defined terms.

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: • 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	Yes
5	Issue price or consideration	9 cents each
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	- immediate follow-up diamond and reverse circulation (RC) drilling of recent high grade discoveries at the Finniss Lithium Project with the objective of defining initial JORC resources; - metallurgical test work on samples from the Finniss Lithium Project; - immediate phase 2 RC drilling at other high priority pegmatites within the Finniss Lithium Project; - early engineering studies relating to the potential development of the Finniss Lithium Project; - geochemical and geophysical work at the Finniss Lithium Project; - permitting to progress the grant of a mining licence at the Finniss Lithium Project; and - provide the Company with working capital to enable it to support its current operations.

+ See chapter 19 for defined terms.

6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h *in relation to the +securities the subject of this Appendix 3B*, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	29 October 2015
6c	Number of +securities issued without security holder approval under rule 7.1	39,702,330
6d	Number of +securities issued with security holder approval under rule 7.1A	27,192,858
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.	The shares were issued on 13 October 2016. The issue price was 9.00 cents per share and 75% of the 15 day VWAP prior to the date of the issue was 6.11 cents per share. The VWAP calculation has been sourced from the IRESS system.
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 – 0 Rule 7.1A – 0

+ See chapter 19 for defined terms.

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. Cross reference: item 33 of Appendix 3B.	13 October 2016

		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)	339,910,728 114,864,959	Ordinary shares Options exercisable at 5.00 cents on or before 31 August 2017

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)	200,000 1,000,000 **1,200,000** **4,000,000**	Exercise price 8.50 cents. Expiry 16 October 2016 Exercise price 10.00 cents. Expiry 31 January 2017 **Total unlisted options** **Unlisted performance rights**

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	As per all other securities

+ 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 Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
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.

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 +securities
(*tick one*)

(a) ☒ +Securities described in Part 1

(b) ☐ All other +securities

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

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities 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 +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	
39	+Class of +securities for which quotation is sought	
40	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: • 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 +security, clearly identify that other +security)	

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

+ 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.

  Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- 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.

- 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.

3 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.

4 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: 13 October 2016
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	174,664,295 ordinary shares
Add the following: • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period *Note:* • *Include only ordinary securities here – other classes of equity securities cannot be added* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	 154,688 ordinary shares issued on 19 January 2016 approved by shareholders at a general meeting held on 8 April 2016. 12,500 ordinary shares issued on 23 February 2016 under listing rule 7.2, exception 4. 43,511,385 ordinary shares issued on 25 February 2016 approved by shareholders at a general meeting held on 8 April 2016. 52,585,715 ordinary shares issued on 27 April 2016 approved by shareholders at a general meeting held on 18 August 2016. 1,000,000 ordinary shares issued on 30 September 2016 under listing rule 7.2, exception 4.
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
"A"	271,928,583

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"	
"B"	0.15 *[Note: this value cannot be changed]*
Multiply "A" by 0.15	40,789,287
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period *not counting* those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 *Note:* • *This applies to equity securities, unless specifically excluded – not just ordinary securities* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	1,086,957 ordinary shares issued on 29 August 2016. 39,702,330 ordinary shares issued on 13 October 2016.
"C"	**40,789,287**
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 *Note: number must be same as shown in Step 2*	40,789,287
Subtract "C" *Note: number must be same as shown in Step 3*	40,789,287
Total ["A" x 0.15] – "C"	0 *[Note: this is the remaining placement capacity under rule 7.1]*

+ 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" *Note: number must be same as shown in Step 1 of Part 1*	271,928,583
Step 2: Calculate 10% of "A"	
"D"	0.10 *Note: this value cannot be changed*
Multiply "A" by 0.10	27,192,858
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:* • *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*	27,192,858 ordinary shares issued on 13 October 2016.
"E"	**27,192,858**

+ 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 *Note: number must be same as shown in Step 2*	27,192,858
Subtract "E" *Note: number must be same as shown in Step 3*	27,192,858
Total ["A" x 0.10] – "E"	0 *Note: this is the remaining placement capacity under rule 7.1A*

+ See chapter 19 for defined terms.