



Chairman's Letter

23 July 2015

Dear Shareholder

Core Exploration Limited Share Purchase Plan

On behalf of the Board of Core Exploration Limited (ACN 146 287 809) (**Company**), I am pleased to offer eligible shareholders with the opportunity to subscribe for up to \$15,000 of new fully paid ordinary shares in the Company (**New Shares**), free of brokerage and commission, under a Share Purchase Plan (**SPP or Plan**).

The SPP is targeting to raise \$1,000,000 (subject to the maximum permitted under the ASX Listing Rules) and is partially underwritten by Pulse Markets Pty Ltd to the value of \$600,000.

The SPP issue price is 2.5 cents per New Share, which is a 19.5% discount to the volume weighted average price of Shares over the last 5 days on which sales of the Shares were recorded by ASX Limited prior to the date of the announcement.

It is intended that the funds raised from the SPP will be used as follows:

- (a) Undertake maiden drilling programs at Jervois Domain Project (NT) and Yelina Zinc Project (SA);
- (b) Further geological field work at Albarta Project (NT); and
- (c) Provide the Company with working capital to enable it to support its current operations.

Details of the Plan are set out in the enclosed SPP Terms and Conditions. The Board urges you to read these Terms and Conditions carefully and in their entirety before deciding whether or not to participate in the Plan. If you are uncertain whether New Shares are a suitable investment for you, then you should consult your financial or other professional adviser.

All New Shares issued under the SPP will rank equally with existing Core shares from the date of issue, and carry the same voting rights, dividend rights and other entitlements as existing Core shares.

Your personalised Application Form is enclosed and I encourage you to read and consider carefully the Terms and Conditions of the SPP that follow.

On behalf of the Board, I invite you to consider this opportunity to increase your investment in the Company.

Yours faithfully

Greg English
Chairman
CORE EXPLORATION LIMITED



CORE EXPLORATION LIMITED
ACN 146 287 809
SHAREHOLDER SHARE PURCHASE PLAN - TERMS AND CONDITIONS

This document sets out the Terms and Conditions of the Core Exploration Limited Share Purchase Plan and is binding on any Eligible Shareholder completing and lodging an Application Form or making payment by BPay®.

Purpose

The Share Purchase Plan (**SPP** or **Plan**) offers Eligible Shareholders of Core Exploration Limited (**Core** or **Company**) the opportunity to subscribe for new fully paid ordinary shares in the Company (**New Shares**), up to a maximum value of \$15,000.

New Shares under the Plan will be issued at 2.5 cents each which is a 19.5% discount to the volume weighted average market price of Shares (as defined in the Listing Rules) calculated over the last 5 days on which sales in the Shares were recorded on the ASX prior to the date of announcement of the Plan. The SPP issue price of 2.5 cents per New Share is less than the highest market price of 3.4 cents per Share and equal to the lowest market price of 2.5 cents per Share, in the 30 day period prior to announcement of the Plan.

The SPP allows Eligible Shareholders to increase their investment in the Company without the need to pay brokerage costs.

Participation in the Plan is optional and is subject to these terms and conditions (**Terms and Conditions**). Offers made under the Plan are non-renounceable (i.e. Eligible Shareholders cannot transfer their rights to any New Shares offered under the Plan).

Indicative Timetable*

Record Date (7:00pm AEST)	Wednesday, 15 July 2015
Announcement Date of Plan	Thursday, 16 July 2015
Opening Date of Plan / Despatch of Offer document	Thursday, 23 July 2015
Closing Date of Plan (5:00pm WST)	Wednesday, 26 August 2015
Issue of New Shares under the Plan	Wednesday, 2 September 2015
Dispatch of holding Statements	Friday, 4 September 2015

* These dates are indicative only. The Company may vary the dates and times of the Offer by lodging a revised notice with ASX. Eligible Shareholders are encouraged to submit their applications early as the Directors reserve the right to close the SPP early if oversubscribed.

Shareholders eligible to participate in the Plan

Holders of Shares that were registered on the Company share register as a holder of Shares at 7:00pm (AEST) on 15 July 2015 (**Record Date**) with an address in Australia or New Zealand are deemed eligible shareholders (**Eligible Shareholders**) and may participate in the Plan.

If you hold Shares on behalf of persons who reside outside Australia or New Zealand, or are in the United States, you are not an Eligible Shareholder and are not entitled to participate in the Plan.

Details of how Custodians, trustees and beneficiaries are treated under the Plan are provided further below.

Joint holders/joint beneficiaries

If two or more persons are registered on the Company share register as jointly holding Shares, they are taken to be a single registered holder of Shares and a certification given by any of them is taken to be a certification given by all of them.

Foreign offer restrictions

The Plan may not be released or distributed in any country other than Australia or New Zealand. The Plan does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country. In particular, any securities described in this document 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 except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

New Zealand

The New Shares offered under the Plan are not being offered or sold to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand and to whom the Offer is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Securities Act 1978* (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

How much can you invest?

Eligible Shareholders may apply for a maximum of \$15,000 and a minimum of \$1,000 worth of New Shares under the SPP. This limitation applies even if you receive more than one Application Form, or if you hold Shares in more than one capacity.

Subject to the above, Eligible Shareholders may participate by selecting one of the following offers to purchase New Shares under the Plan.

Subscription amount	Number of Shares to be allotted at issue price of \$0.025 per New Share
\$1,000	40,000
\$3,000	120,000
\$5,000	200,000
\$10,000	400,000
\$15,000	600,000

Note: Eligible Shareholders are encouraged to submit their applications early as the Directors reserve the right to close the SPP early if oversubscribed. The Directors also reserve the right to scale back the amount of New Shares to be allotted. Accordingly the actual amount of New Shares you receive under the Offer may vary from the above table in the event of oversubscription (excess money will be returned without interest).

The maximum investment any Eligible Shareholder may apply for will remain \$15,000 even if a Shareholder receives more than one Offer (whether in respect of a joint holding or because the Shareholder has more than one holding under a separate account).

If you apply for New Shares under the Plan, you are applying for a certain value of New Shares at the issue price of \$0.025, rather than a certain number of Shares. Fractional Shares will not be issued and any fraction of a Share will be rounded up to the nearest whole number of Shares.

You should be aware that although the offer price of \$0.025 per New Share is at a discount to the market price of Company Shares on ASX as at the date the Plan was announced, shares are a speculative investment and there is a risk that the price of Shares on ASX may change between the date of this document and the date of issue of the New Shares under the SPP, and that the value of the New Shares received under the Plan may rise or fall accordingly. The Board recommends that you obtain your own financial advice in relation to the Offer under the SPP and consider price movements of Shares in the Company prior to making an application under this SPP.

How do you apply?

If you would like to subscribe for New Shares, then the following application and payment options are available:

(a) Application Form and accompanying cheque

Eligible Shareholders wishing to pay by cheque must follow the instructions on the Application Form.

Eligible Shareholders should complete the Application Form, provide a cheque that is payable to “**Core Exploration Limited**” and crossed “**Not Negotiable**” and return the completed Application Form and cheque to:

Core Exploration Limited
C/- Security Transfer Registrars Pty Ltd
PO Box 535
APPLECROSS, WA 6953

to be received by the share registry no later than 5.00pm (WST) on the Closing Date (**Closing Date**) under the Offer.

(b) Payment by BPay^{®1}

Eligible Shareholders wishing to pay by BPay[®] must use the specific biller code and customer reference numbers detailed on their personalised Application Form.

If you choose to pay via BPay[®] you are not required to submit your Application Form.

Any Eligible Shareholder that chooses to pay by BPay[®] is deemed to represent to the Company that the amount of Shares subscribed for pursuant to the Plan, or any other arrangement similar to the Plan in the prior 12 months, does not exceed \$15,000 (including joint or any other beneficial interests).

Your payment will not be accepted after 5:00pm (WST) on the Closing Date and no New Shares will be issued to you in respect of that application. If you have multiple holdings you will have multiple BPay[®] customer reference numbers. To ensure you receive your New Shares under the Offer in respect of that holding, you must use the specific biller code and the customer reference number shown on each personalised Application Form when paying for any New Shares that you wish to apply for in respect of that holding. If you inadvertently use the same Customer Reference Number for more than one of your applications, you will be deemed to have applied only for the application to which that Customer Reference Number applies and any excess amount will be refunded.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPay[®]. It is your responsibility to check that the amount you wish to pay via BPay[®] does not exceed your limit.

Once an application under the Plan has been made or your BPay[®] payment made, it cannot be revoked.

Raising Amount and Scaleback

The Plan is targeting to raise \$1,000,000, however the Company reserves absolute discretion regarding the final amount raised under the Plan (subject to the maximum permitted under the ASX Listing Rules) and if necessary the Directors may, in their absolute discretion, scale-back applications. Scale back for Shares held by a Custodian will be applied at the level of the underlying Beneficiaries. Eligible Shareholders are encouraged to submit their applications early as the Directors reserve the right to close the SPP early if oversubscribed.

If the Company rejects or scales-back an application or purported application, then the Company will promptly return to the shareholder the relevant application monies, without interest. If the amount received is less

¹ ® Registered to BPAY Pty Ltd, ABN 69 079 137 518

than the minimum application amount of \$1,000, then Core will not allot any New Shares to you and the money received from you will be refunded without interest.

Core reserves the right to reject any application for New Shares under the SPP that it believes does not comply with these Terms and Conditions.

Issue and Quotation of New Shares

New Shares to be issued under the Plan will rank equally in all respects with all other Shares from the date of issue and will be issued as soon as reasonably practicable after the Closing Date.

Shareholding statements or CHESS notification will be issued in respect of all New Shares issued under the Plan.

The Company will, promptly after the issue of New Shares under the Plan, make application for those New Shares to be listed for quotation on the official list of ASX. You should confirm your holding before trading in any New Shares you believe have been allotted to you under the SPP.

Participation is optional

Participation in the SPP is entirely optional (subject to the eligibility criteria set out in these Terms and Conditions). If you do not wish to accept the offer under the SPP, then you do not need to take any action and the SPP offer will lapse on the Closing Date.

Partial Underwriting

The Offer is partially underwritten to the value of \$600,000. In the event that Eligible Shareholders do not subscribe for at least \$600,000 of New Shares under the Plan, then the Underwriter will apply for any New Shares up to a maximum value of \$600,000. The underwriting agreement contains customary conditions, warranties and undertakings and is subject to various termination events exercisable by the Underwriter.

The Underwriter is entitled to an underwriting fee of 6% on the underwritten amount of \$600,000. Further, the Company will issue one new unlisted Underwriter Option for every two New Shares underwritten under the SPP. For example, if only \$450,000 worth of New Shares are subscribed for by Eligible Shareholders under the SPP, then the Underwriter will be required to subscribe for \$150,000 worth of new Shares (total of 6,000,000 new Shares) and 12,000,000 (1 Option for every 2 Shares underwritten) Underwriter Options will be issued regardless of the number of New Shares subscribed once the Underwriters obligations are fulfilled.

The Underwriter Options will have an exercise price of 5 cents each and an expiry date of 31 August 2017. The placement of new Shares and Underwriter Options with the Underwriter is subject to capacity under the Company's 15% placement capacity. The Company may seek shareholder approval of the issue of Shares and Underwriting Options at a general meeting, if the Company's 15% placement capacity is not sufficient to cover the issue of these securities to the Underwriter.

Terms of Underwriter Options

- (a) Each Option will entitle the holder (**Optionholder**) to subscribe for one new Share (subject to possible adjustments referred to in paragraphs (j), (k) and (l) below).
- (b) Each Option is exercisable at any time 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.
- (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 in the Company.

- (g) The Company will not seek to have the Options admitted to the official list of ASX and the Options may not be listed on ASX. The Company will make application for new Shares allotted on exercise of the Options to be admitted to the official list of entities maintained by 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 Listing Rules at the time when the Options were granted.

Custodians, trustees and nominees

If you are an Eligible Shareholder and hold Shares as a Custodian (as defined in ASIC Class Order 09/425 (refer below) (**Custodian**) or in any more specific ASIC relief granted to the Company in relation to the Plan), you may apply for up to the maximum of New Shares for each beneficiary for whom you act as Custodian provided you annexe to your Plan application form (**Application Form**) a certificate to the Company (**Custodian Certificate**).

For the purposes of ASIC Class Order 09/425 you are a 'Custodian' if you are a registered holder that:

- holds an Australian financial services licence that allows you to perform custodian or depositary services or operate IDPS accounts;
- is exempt from holding an Australian financial services licence by virtue of ASIC Class Order 05/1270 to the extent that it relates to ASIC Class Order 03/184 or by relying on the Australian financial services licence of your master Custodian under regulation 7.1.06(k) of the *Corporations Regulations 2001*;
- is a trustee of a self-managed superannuation fund or a superannuation master trust;
- is a responsible entity of IDPS like schemes (as defined by ASIC Class Order 02/296); or
- is noted on the Company's register of members as holding the Shares on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate and if you would like further information on how to apply, you should contact Security Transfer Registrars Pty Ltd on 08 9315 2333 (within Australia) from 8.30am to 5.00pm (AEST) Monday to Friday during the Offer period.

The Company reserves the right to reject any application for New Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these

requirements. The Company reserves the right to reject applications in accordance with these Terms and Conditions.

Modification and Termination of the Plan

The Company may modify or terminate the Plan, or waive strict compliance with any of the Terms and Conditions, at any time and any modification, waiver or termination is binding on all Eligible Shareholders even where the Company does not notify you of that event.

In the event the Plan is terminated before the issue of New Shares, all application monies will be returned to you, without interest, by direct credit to your nominated account as recorded on the Company's share register or cheque to your address as shown on the Company's share register as soon as practicable.

Without limiting the above, the Company may issue to any person fewer New Shares than the person applied for under the Plan if the issue of the New Shares applied for would contravene any applicable law or the Listing Rules of ASX or ASIC Class Order 09/425.

Class Order compliance

The SPP offer of New Shares is made in accordance with ASIC Class Order (CO 09/425), which grants relief from the requirement to prepare a prospectus for the SPP offer of New Shares.

Application Form

The Application Form forms part of the Terms and Conditions for the purposes of the Plan and the Offer.

Dispute Resolution

The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participant, application or New Shares. The decision of the Company in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

The Company reserves the right to waive strict compliance with any provision of these Terms and Conditions. The powers of the Company under these conditions may be exercised by the Directors or any delegate of the Directors.

Governing Law

The Terms and Conditions and the Offer under the Plan are governed by the laws of South Australia.

Disclaimer

Before you apply for New Shares under the Plan, you should consider obtaining professional financial and/or taxation advice to assist you in determining whether or not, and the extent to which, you wish to participate in the Plan (taking into account your own financial situation, needs and objectives).

The Company and its officers make no recommendation about whether or not you should apply for New Shares under the Plan and nothing in these Terms and Conditions (including the Application Form) or any other accompanying documentation constitutes investment or financial product advice or is intended to influence your decision whether or not to participate in the Plan.

Acknowledgements

By making payment (including through BPay) or returning an Application Form or Custodian Certificate, you certify, acknowledge, warrant and represent as true, correct and not misleading to Core that:

- (a) you have read and accepted the Terms and Conditions in full;
- (b) you declare that all details and statements in your application are true and complete and not misleading;
- (c) your application, under the Terms and Conditions of the SPP set out in this document (including the Application Form and Custodian Certificate), will be irrevocable and unconditional (i.e. it cannot be withdrawn);

- (d) as at the Record Date, you were recorded on Core's share register as being a registered holder of Core Shares and having an address in Australia or New Zealand;
- (e) if you have a registered address in New Zealand, you continued to hold Core Shares as at the opening of the SPP on 23 July 2015;
- (f) you and each person for whose account or benefit you are acting is not in the United States and is not a U.S. Person, or acting for the account or benefit of a U.S. Person;
- (g) you acknowledge that the New Shares have not, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and the New Shares may not be offered, sold or otherwise transferred unless an exemption from the registration requirements of the U.S. Securities Act is available;
- (h) you represent that you have not, and you agree that you will not, send any materials relating to the SPP to any person in the United States or to any person who is, or is acting for the account or benefit of, a U.S. Person;
- (i) if you are applying on your own behalf (and not as a Custodian) you are not applying for New Shares with an aggregate application value, when aggregated with the application value of any Shares issued to you or a Custodian on your behalf under the SPP or similar arrangement in the previous 12 months, of more than \$15,000 under the SPP (including by instructing a Custodian to acquire New Shares on your behalf under the SPP), and you are complying with the limitations detailed in these Terms and Conditions;
- (j) if you are a Custodian and are applying on behalf of a Beneficiary on whose behalf you hold Shares:
 - (i) you are a Custodian (as that term is defined in ASIC Class Order (CO 09/425));
 - (ii) either or both of the following apply (as applicable):
 - (A) that on the Record Date you held Shares on behalf of one or more other persons (each a Beneficiary) that are not Custodians;
 - (B) that on the Record Date another Custodian (**Downstream Custodian**) held beneficial interests in Core Shares on behalf of one or more other persons (each a Beneficiary), and you hold the shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian;
 - (iii) each Beneficiary has subsequently instructed either you or the Downstream Custodian (as applicable) to apply for New Shares on their behalf under the SPP;
 - (iv) details of the number of Beneficiaries instructing you to participate, the name and address of each Beneficiary and in respect of each such Beneficiary:
 - (A) the number of Shares that you hold on behalf of that Beneficiary; and
 - (B) the dollar amount of New Shares that the Beneficiary, or its agent, has instructed you to accept on behalf of the Beneficiary;

as set out in the Application Form or the Custodian Certificate and Schedule, is true and correct;
 - (v) there are no Beneficiaries in respect of whom the total of the application value for (a) the New Shares applied for by you under the SPP on their behalf; and (b) any Core Shares issued to you in the previous 12 months as a result of an instruction given by the Beneficiary to you or a Downstream Custodian to apply for Core Shares on their behalf under an arrangement similar to the SPP, exceeds \$15,000; and
 - (vi) a copy of these Terms and Conditions were given to each Beneficiary;

- (k) you may be offered New Shares pursuant to the SPP in accordance with all applicable laws, and any acceptance by you on your own behalf or in respect of any person for which you are acting complies with all applicable laws;
- (l) you accept the risk associated with any refund that may be despatched to you by direct credit or cheque to your address shown on Core's share register;
- (m) you are responsible for any dishonour fees or other costs Core may incur in presenting a cheque for payment which is dishonoured;
- (n) you agree to be bound by the provisions of the Constitution of Core (as amended and as it may be amended from time to time in the future);
- (o) you authorise Core and its affiliates, officers and representatives to do anything on your behalf necessary for New Shares to be issued to you in accordance with these Terms and Conditions;
- (p) you authorise Core (and its officers and agents) to correct minor or easily rectified errors in, or omissions from, your application and to complete the application by the insertion of any missing minor detail; and
- (q) Core may at any time irrevocably determine that your application is valid in accordance with these Terms and Conditions, even if the application is incomplete, contains errors or is otherwise defective.

Questions and Contact Details

If you have any questions regarding the Plan or how to deal with this Offer, please contact your stockbroker or professional adviser, or Mr Jaroslaw (Jarek) Kopias, Company Secretary on +61 8 7324 2987.

Glossary

Application Form means the application form that accompanies this Share Purchase Plan.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange.

Board means the board of Directors of Core Exploration Limited.

Closing Date means 5:00pm (WST) on 26 August 2015.

Company or **Core** means Core Exploration Limited ACN 146 287 809.

Custodian has the meaning given elsewhere in these Terms and Conditions.

Custodian Certificate means the certificate outlined in the Terms and Conditions of the Plan.

Directors means the directors of the Company.

Eligible Shareholders means Shareholders with an address in Australia or New Zealand as at the Record Date.

Expiry Date means 5:00pm Adelaide time on 31 August 2017.

Listing Rules means the Listing Rules of the ASX.

New Shares means the new Shares offered under the SPP.

Offer means the offer of New Shares under the SPP priced at 2.5 cents per New Share.

Optionholder means a holder of an Underwriter Option.

Record Date means 7:00pm (AEST) on 15 July 2015.

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

SPP or **Plan** means the Share Purchase Plan offered by the Company to Eligible Shareholders.

Terms and Conditions means the terms and conditions contained in the SPP.

Underwriter means Pulse Markets Pty Ltd.

Underwriter Option or **Option** means an unlisted option with an exercise price of \$0.05 and an expiry date of 31 August 2017.

SHARE PURCHASE PLAN APPLICATION FORM

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

REGISTERED OFFICE:

26 GRAY COURT
ADELAIDE SA 5000
AUSTRALIA

CORE EXPLORATION LIMITED

ACN: 146 287 809

SHARE REGISTRY:

Security Transfer Registrars Pty Ltd

All Correspondence to:

PO BOX 535,
APPLECROSS WA 6953 AUSTRALIA
770 Canning Highway,
APPLECROSS WA 6153 AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«HOLDER_NAME»
«ADDRESS_LINE_1»
«ADDRESS_LINE_2»
«ADDRESS_LINE_3»
«ADDRESS_LINE_4»
«ADDRESS_LINE_5»

Code:

Holder Number:

Record Date:

NON-RENOUNCEABLE SHARE OFFER CLOSING AT 5.00PM WST ON 26 AUGUST 2015

(1) I/We, the above mentioned, wish to apply for the number of Fully Paid Ordinary Shares which will be issued in accordance with the Share Purchase Plan (SPP) and the Constitution of the Company as stated below: **(please mark "X" to indicate one choice only)**

		TOTAL SUBSCRIPTION AMOUNT @ \$0.025 PER SHARE	NUMBER OF SHARES
OFFER A – Maximum amount	<input type="checkbox"/>	\$ <input type="text" value="15,000"/>	<input type="text" value="600,000"/>
OFFER B	<input type="checkbox"/>	\$ <input type="text" value="10,000"/>	<input type="text" value="400,000"/>
OFFER C	<input type="checkbox"/>	\$ <input type="text" value="5,000"/>	<input type="text" value="200,000"/>
OFFER D	<input type="checkbox"/>	\$ <input type="text" value="3,000"/>	<input type="text" value="120,000"/>
OFFER E	<input type="checkbox"/>	\$ <input type="text" value="1,000"/>	<input type="text" value="40,000"/>

(2) I/We have enclosed/made payment for the amount shown above (following the payment instructions as detailed overleaf).

(3) I/We agree to be bound by the terms of the SPP.

(4) I/We hereby agree to accept any lesser number of new Shares applied for.

(5) I/We hereby certify that the amount of Shares subscribed for by me/us pursuant to the SPP (being a maximum of \$15,000 worth of Shares) does not exceed \$15,000 taking into account the Shares the subject of this application and any other Shares applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including other beneficial interests. **Limit on Participation and Custodian Certification - see overleaf for details.**

(6) My/Our contact details in case of enquiries are:

NAME TELEPHONE NUMBER

EMAIL ADDRESS

@

BPAY PAYMENT OR THE RETURN OF THIS DOCUMENT WITH THE REQUIRED REMITTANCE WILL CONSTITUTE YOUR ACCEPTANCE OF THE OFFER.
You do not need to return this form if you have made payment via BPAY.

PAYMENT INFORMATION - Please also refer to payment instructions overleaf.



Billers code: 159483

Ref:

CHEQUE / MONEY ORDER

All cheques (expressed in Australian currency) are to be made payable to **CORE EXPLORATION LIMITED** and crossed "Not Negotiable".

REGISTRY DATE STAMP

<SEQUENCE_NUMBER>

BPAY® this payment via internet or phone banking.

Your BPAY® reference number is unique to this offer and is not to be used for any other offer.

E & O.E.



LODGEMENT INSTRUCTIONS

CHEQUE / MONEY ORDER

All cheques should be drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable".

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Do not forward cash as receipts will not be issued.

When completed, this form together with the appropriate payment should be forwarded to the share registry:

Security Transfer Registrars Pty Ltd
PO Box 535, APPLECROSS WA 6953.

Applications must be received by Security Transfer Registrars Pty Ltd no later than 5.00pm WST on the closing date.

PAYMENT INFORMATION



Bill code: 159483

BPAY® this payment via internet or phone banking.
Your reference number is quoted on the front of this form.

Multiple acceptances must be paid separately.

Applicants should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the closing date of the offer. BPAY applications will only be regarded as accepted if payment is received by the registry from your financial institution on or prior to the closing date. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

Your BPAY reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Securities for which you have paid.

LIMITATION ON PARTICIPATION

The maximum subscription limitation of \$15,000.00 will apply even if an eligible Holder has received more than one form (whether in respect of a joint holding or because the eligible Holder has more than one holding under separate Security accounts).

CUSTODIAN CERTIFICATION

If you are a Custodian (as defined in ASIC Class Order 09/425), you must submit a custodian certificate to CORE EXPLORATION LIMITED. If you did not receive a custodian certificate, contact Security Transfer Registrars Pty Limited. If you need further information to determine whether you are a Custodian, refer to the terms and conditions of the Plan which accompany this Share Purchase Plan Application Form or contact Security Transfer Registrars Pty Limited.

CERTIFICATION

By making payment for the application monies, I/we hereby:

1. Acknowledge that I/we have read and understood the Terms of the SPP;
2. Agree to be bound by the Terms of the Constitution of the Company and the SPP;
3. Agree to accept any lesser number of new Securities than the number of Securities applied for; and
4. (If not a Custodian as defined in ASIC Class Order 09/425) Certify that the amount of Securities subscribed for by me/us pursuant to the SPP does not exceed the maximum amount taking into account the Securities the subject of this application and any other Securities applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including joint and other beneficial interests.

ENQUIRIES

All enquiries should be directed to the Company's share registry:

Security Transfer Registrars Pty Ltd

PO Box 535, Applecross WA 6953 AUSTRALIA

770 Canning Highway, Applecross WA 6153 AUSTRALIA

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email: registrar@securitytransfer.com.au

PRIVACY STATEMENT

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

