



ASX ANNOUNCEMENT

ASX : CXO

12th April 2016

Issue of Quoted Options

Core Exploration Limited (ASX:CXO or “Company”) advises that 59,211,385 quoted options exercisable at 5 cents each on or before 31 August 2017 (Quoted Options) will be issued on 13 April 2016 under the prospectus issued by the Company on 5 April 2016. The issues will be made under four offers as detailed below:

- 1. Placement Offer** - 43,511,385 Quoted Options to be issued to investors who subscribed to shares pursuant to the placement announced on 18 February 2016 and issued on 25 February 2016 (one option issued for every share under the placement). The Quoted Options will be issued as approved by shareholders at a general meeting held on 8 April 2016.
- 2. Lead Manager Offer** - 10,000,000 Quoted Options to be issued to the lead manager of the placement. The Quoted Options will be issued as approved by shareholders at a general meeting held on 8 April 2016.
- 3. Director Offer** - 3,700,000 Quoted Options to be issued to directors and employees of the Company with 3,000,000 Quoted Options issued to Directors as approved by shareholders at a general meeting held on 8 April 2016 and 700,000 Quoted Options issued to employees under the Company’s Share Option Plan.
- 4. Contractor Offer** - 2,000,000 Quoted Options to be issued to a contractor of the Company for professional services. The Quoted Options will be issued under the Company’s 15% placement capacity under listing rule 7.1.

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

For further information please contact:

Jaroslav (Jarek) Kopias
Company Secretary
Core Exploration Ltd
08 7324 2987
info@coreexploration.com.au

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 | Quoted Options (CXOOA) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 59,211,385 |
| 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) | Quoted options with an exercise price of \$0.05 and expiry of 31 August 2017. |

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?	Yes – CXOOA.
	<p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	
5	Issue price or consideration	Nil consideration
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<ol style="list-style-type: none"> 1. 43,511,385 Quoted Options to investors that participated in the share placement as announced on 25 February 2016 (Placement) (offered one attaching Quoted Option for each share subscribed in the Placement) and as approved at the general meeting held on 8 April 2016. 2. 10,000,000 Quoted Options to the lead manager of the Placement as a fee for professional services provided and as approved at the general meeting held on 8 April 2016. 3. 3,000,000 Quoted Options as remuneration of directors as approved at the general meeting held on 8 April 2016. 4. 700,000 Quoted Options as remuneration of employees under the Company's Share Option Plan. 5. 2,000,000 Quoted Options as contractor remuneration.

+ See chapter 19 for defined terms.

6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
6b	<p>The date the security holder resolution under rule 7.1A was passed</p>	<p>29 October 2015</p>
6c	<p>Number of +securities issued without security holder approval under rule 7.1</p>	<p>2,000,000</p>
6d	<p>Number of +securities issued with security holder approval under rule 7.1A</p>	<p>0</p>
6e	<p>Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p>56,511,385 approved at shareholder meeting held on 8 April 2016</p>
6f	<p>Number of +securities issued under an exception in rule 7.2</p>	<p>700,000 under exception 9.</p>
6g	<p>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.</p>	<p>Not applicable</p>
6h	<p>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</p>	<p>Not applicable</p>
6i	<p>Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements</p>	<p>Rule 7.1 – 30,751,430</p> <p>Rule 7.1A – 21,834,286</p>

7	<p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>13 April 2016</p>												
8	<p>Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="694 414 997 459">Number</th> <th data-bbox="997 414 1300 459">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="694 459 997 526">218,342,868</td> <td data-bbox="997 459 1300 526">Ordinary shares</td> </tr> <tr> <td data-bbox="694 526 997 683">114,864,959</td> <td data-bbox="997 526 1300 683">Options exercisable at 5.00 cents on or before 31 August 2017</td> </tr> </tbody> </table>	Number	+Class	218,342,868	Ordinary shares	114,864,959	Options exercisable at 5.00 cents on or before 31 August 2017						
Number	+Class													
218,342,868	Ordinary shares													
114,864,959	Options exercisable at 5.00 cents on or before 31 August 2017													
9	<p>Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="694 705 997 750">Number</th> <th data-bbox="997 705 1300 750">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="694 750 997 929">1,000,000</td> <td data-bbox="997 750 1300 929">Exercise price 5.00 cents. Expiry 30 September 2016</td> </tr> <tr> <td data-bbox="694 929 997 1064">1,000,000</td> <td data-bbox="997 929 1300 1064">Exercise price 7.50 cents. Expiry 30 September 2016</td> </tr> <tr> <td data-bbox="694 1064 997 1198">200,000</td> <td data-bbox="997 1064 1300 1198">Exercise price 8.50 cents. Expiry 16 October 2016</td> </tr> <tr> <td data-bbox="694 1198 997 1332">1,000,000</td> <td data-bbox="997 1198 1300 1332">Exercise price 10.00 cents. Expiry 31 January 2017</td> </tr> <tr> <td data-bbox="694 1332 997 1478">3,200,000</td> <td data-bbox="997 1332 1300 1478">Total unlisted options</td> </tr> </tbody> </table>	Number	+Class	1,000,000	Exercise price 5.00 cents. Expiry 30 September 2016	1,000,000	Exercise price 7.50 cents. Expiry 30 September 2016	200,000	Exercise price 8.50 cents. Expiry 16 October 2016	1,000,000	Exercise price 10.00 cents. Expiry 31 January 2017	3,200,000	Total unlisted options
Number	+Class													
1,000,000	Exercise price 5.00 cents. Expiry 30 September 2016													
1,000,000	Exercise price 7.50 cents. Expiry 30 September 2016													
200,000	Exercise price 8.50 cents. Expiry 16 October 2016													
1,000,000	Exercise price 10.00 cents. Expiry 31 January 2017													
3,200,000	Total unlisted options													
10	<p>Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>As per all other securities</p>												

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

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: 12 April 2016
Company secretary

Print name: Jaroslaw (Jarek) Kopias

== == == == ==

+ 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	150,486,287 ordinary shares
<p>Add the following:</p> <ul style="list-style-type: none"> • 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 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>5,020,000 ordinary shares issued on 2 September 2015 under listing rule 7.2, exception 15.</p> <p>19,158,008 ordinary shares issued on 2 September 2015 approved by shareholders at an annual general meeting held on 29 October 2015.</p> <p>154,688 ordinary shares issued on 19 January 2016 approved by shareholders at a general meeting held on 8 April 2016.</p> <p>12,500 ordinary shares issued on 23 February 2016 under listing rule 7.2, exception 4.</p> <p>43,511,385 ordinary shares issued on 25 February 2016 approved by shareholders at a general meeting held on 8 April 2016.</p>
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	218,342,868

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	32,751,430
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	2,000,000 Quoted Options issued on 13 April 2016.
“C”	2,000,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	32,751,430
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	2,000,000
Total [“A” x 0.15] – “C”	30,751,430 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	218,342,868
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	21,834,286
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 <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>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</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“E”	0

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	21,834,286
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	21,834,286 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.