

# CORE EXPLORATION LIMITED

ACN 146 287 809

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## NOTICE OF ANNUAL GENERAL MEETING

### EXPLANATORY NOTES

### PROXY FORM

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**Date of Meeting**

14 November 2013

**Time of Meeting**

11:00 am (Adelaide time)

**Place of Meeting**

Core Exploration  
Level 2, 143 Hutt Street,  
Adelaide, South Australia

## NOTICE OF 2013 ANNUAL GENERAL MEETING

Notice is hereby given that the third Annual General Meeting of Shareholders of Core Exploration Ltd ("Company") will be held at the offices of the Company, Level 2, 143 Hutt Street, Adelaide, South Australia on Thursday 14 November 2013 at 11:00 am (Adelaide time).

The business to be considered at the Annual General Meeting is set out below.

This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Memorandum, which forms part of this Notice of Meeting and contains information in relation to the following Resolutions. If you are in any doubt as to how you should vote on the Resolutions set out in this Notice of Meeting, you should consult your financial or other professional adviser.

Defined terms used in this Notice of Meeting have the meanings given to those Terms in the Glossary at the end of the Explanatory Memorandum.

### GENERAL BUSINESS

#### 2013 Financial Statements

To receive, consider and discuss the Company's Financial Report including the Directors' Declaration for the year ended 30 June 2013 and the accompanying Directors' Report and Auditor's Report.

### ORDINARY BUSINESS

#### Resolution 1 - Adoption of Remuneration Report

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*"That the Remuneration Report that forms part of the Annual Report of the Company for the year ended 30 June 2013 be adopted for the purpose of section 250R(2) of the Corporations Act."*

Note: Section 250R(2) of the Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

**Voting restriction:** In accordance with the Corporations Act, a vote must not be cast on this Resolution (and will be taken not to have been cast if cast contrary to this restriction) by a Key Management Personnel, details of whose remuneration are included in the Remuneration Report, and any Closely Related Party of such a member. However, the member or any Closely Related Party of such a member may vote if:

- a) it is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the resolution, or by a person who is the chair of the Meeting at which the Resolution is voted on and the appointment expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a Key Management Personnel; and
- b) it is not cast on behalf of the member or any Closely Related Party of such a member.

#### Resolution 2 - Re-election of Mr Gregory English as a Director of the Company

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*"That Mr Gregory English, a Director retiring by rotation in accordance with clause 13.2 of the Constitution of the Company, being eligible, and having offered himself for re-election, be re-elected as a Director of the Company."*

## **SPECIAL BUSINESS – ORDINARY RESOLUTIONS**

### **Resolution 3 - Adoption of Share Option Plan**

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*“That the issue from time to time of securities in the Company under the Core Exploration Limited Share Option Plan be approved for the purpose of ASX Listing Rule 7.2, exception 9(b).”*

#### **Voting exclusions and voting restriction**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this Resolution by Mr Gregory English, Mr Stephen Biggins and Mr Michael Schwarz and any associates of Mr Gregory English, Mr Stephen Biggins and Mr Michael Schwarz. However, the Company need not disregard a vote if:

- a) it is cast by that person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Further, in accordance with the Corporations Act, a vote must not be cast on this Resolution (and will be taken not to have been cast if cast contrary to this restriction) by a Key Management Personnel, and any Closely Related Party of such a member, acting as proxy if their appointment does not specify the way the proxy is to vote on this resolution. However, the member or any Closely Related Party of such a member may vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution or by a person who is the chair of the Meeting at which the Resolution is voted on and the appointment expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a Key Management Personnel.

### **Resolution 4 - Adoption of Performance Share Plan**

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*“That the issue from time to time of securities in the Company under the Core Exploration Limited Performance Share Plan be approved for the purpose of ASX Listing Rule 7.2, exception 9(b).”*

#### **Voting exclusions and voting restriction**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this Resolution by Mr Gregory English, Mr Stephen Biggins and Mr Michael Schwarz and any associates of Mr Gregory English, Mr Stephen Biggins and Mr Michael Schwarz. However, the Company need not disregard a vote if:

- a) it is cast by that person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Further, in accordance with the Corporations Act, a vote must not be cast on this Resolution (and will be taken not to have been cast if cast contrary to this restriction) by a Key Management Personnel, and any Closely Related Party of such a member, acting as proxy if their appointment does not specify the way the proxy is to vote on this resolution. However, the member or any Closely Related Party of such a member may vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution or by a person who is the chair of the Meeting at which the Resolution is voted on and the appointment expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a Key Management Personnel.

### **Resolution 5 - Issue of Performance Rights to Mr Stephen Biggins**

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*“That, for the purposes of ASX Listing Rule 10.14, approval is given for the issue and allotment of 4,000,000 Director Performance Rights to Mr Stephen Biggins (or his nominee) under the Core Exploration Limited Performance Share Plan.”*

### **Voting exclusions and voting restriction**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this Resolution by Mr Biggins, Mr Schwarz and Mr English and any associates of Mr Biggins, Mr Schwarz and Mr English. However, the Company need not disregard a vote if:

- a) it is cast by that person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b) it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Further, in accordance with the Corporations Act, a vote must not be cast on this Resolution (and will be taken not to have been cast if cast contrary to this restriction) by a Key Management Personnel, and any Closely Related Party of such a member, acting as proxy if their appointment does not specify the way the proxy is to vote on this resolution. However, the member or any Closely Related Party of such a member may vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution or by a person who is the chair of the Meeting at which the Resolution is voted on and the appointment expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a Key Management Personnel.

### **Resolution 6 - Issue of Performance Rights to Mr Michael Schwarz**

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*“That, for the purposes of ASX Listing Rule 10.14, approval is given for the issue and allotment of 3,500,000 Director Performance Rights to Mr Michael Schwarz (or his nominee) under the Core Exploration Limited Performance Share Plan.”*

### **Voting exclusions and voting restriction**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this Resolution by Mr Schwarz, Mr Biggins and Mr English and any associates of Mr Schwarz, Mr Biggins and Mr English. However, the Company need not disregard a vote if:

- a) is cast by that person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b) it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides

Further, in accordance with the Corporations Act, a vote must not be cast on this Resolution (and will be taken not to have been cast if cast contrary to this restriction) by a Key Management Personnel, and any Closely Related Party of such a member, acting as proxy if their appointment does not specify the way the proxy is to vote on this resolution. However, the member or any Closely Related Party of such a member may vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution or by a person who is the chair of the Meeting at which the Resolution is voted on and the appointment expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a Key Management Personnel.

### **Resolution 7 - Issue of Performance Rights to Mr Gregory English**

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*“That, for the purposes of ASX Listing Rule 10.14, approval is given for the issue and allotment of 1,000,000 Director Performance Rights to Mr Gregory English (or his nominee) under the Core Exploration Limited Performance Share Plan.”*

### **Voting exclusions and voting restriction**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this Resolution by Mr English, Mr Biggins and Mr Schwarz and any associates of Mr English, Mr Biggins and Mr Schwarz. However, the Company need not disregard a vote if:

- a) it is cast by that person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b) it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Further, in accordance with the Corporations Act, a vote must not be cast on this Resolution (and will be taken not to have been cast if cast contrary to this restriction) by a Key Management Personnel, and any Closely Related Party of such a member, acting as proxy if their appointment does not specify the way the proxy is to vote on this resolution. However, the member or any Closely Related Party of such a member may vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution or by a person who is the chair of the Meeting at which the Resolution is voted on and the appointment

expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a Key Management Personnel.

## **SPECIAL BUSINESS –SPECIAL RESOLUTION**

### **Resolution 8 - Approval of 10% Additional Placement Capacity**

To consider and, if thought fit, pass the following Resolution as a Special Resolution:

*“That, for the purpose of ASX Listing Rule 7.1A, approval is given for the Company to have the additional capacity to issue Equity Securities totalling up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Notes.”*

**Voting exclusion:** In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this Special Resolution by any person who may participate in the proposed issue and any person who might obtain a benefit (except a benefit solely in the capacity of a holder of Shares) and any associate of such person, if the Resolution is passed. However, the Company need not disregard a vote if:

- a) it is cast by that person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b) it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

By order of the Board

Jaroslav (Jarek) Kopias  
Company Secretary  
Adelaide, 24 September 2013

## YOUR VOTE IS IMPORTANT

The business of the Meeting affects your Shareholding and your vote is important.

## VOTING AND PROXY

In completing the attached Proxy Form, Members must be aware that where the Chairman of the Meeting is appointed as their proxy, they will be directing the Chairman to vote in accordance with the Chairman's voting intention unless you indicate otherwise by marking the "For", "Against" or "Abstain" boxes. The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business, although he can only do so in relation to resolutions 1, 3, 4, 5, 6 and 7 if you provide an express authorisation to do so in the Proxy Form and if the box in the "If you wish to appoint the Chairperson as your proxy and you do not wish to direct the Chairperson how to vote on Resolutions 1,3,4,5,6 or 7, please mark "X" in the box." section of the Proxy Form is ticked (located at the bottom of Section B). Further, Members should note that they are entitled to appoint the Chairman as a proxy with a direction to cast the votes contrary to the Chairman's voting intention, or to abstain from voting, on any Resolution in the Proxy Form. Also, Members may appoint, as their proxy, a person other than the Chairman.

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should either attend in person at the time, date and place of the Meeting set out above or appoint a proxy or proxies to attend or vote on the Member's behalf.

A proxy does not need to be a Member of the Company. For the convenience of Members, a Proxy Form is enclosed. A Member who is entitled to attend and cast two or more votes is entitled to appoint two proxies. Where two proxies are appointed, each appointment may specify the proportion or number of voting rights each proxy may exercise. If the Member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes able to be cast by the appointing Member.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form. In order to be valid, the Proxy Form must be received by the Company at the address or facsimile number specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 11:00am Adelaide time on 12 November 2013):

By mail:                   Core Exploration Limited  
                                  c/- Security Transfer Registrars Pty Ltd  
                                  PO Box 535  
                                  Applecross, WA 6953

By facsimile:           +61 8 9315 2233

Any Proxy Forms received after that time will not be valid for the Meeting.

A Member who is a body corporate may appoint a representative to attend the Meeting in accordance with the Corporations Act. Representatives will be required to present documentary evidence of their appointment on the day of the Meeting.

For the purpose of determining the voting entitlements at the Meeting, the Directors have determined that Shares will be taken to be held by the registered holders of those Shares at 6:30pm Adelaide time on 12 November 2013. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

## ANNUAL GENERAL MEETING - EXPLANATORY NOTES

These Explanatory Notes accompanying this Notice of Annual General Meeting are incorporated in and comprise part of this Notice of Annual General Meeting, and should be read in conjunction with this Notice of Annual General Meeting.

### Introduction

These Explanatory Notes have been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be considered at the Annual General Meeting of the Company. The Directors recommend Shareholders read these Explanatory Notes in full before making any decision in relation to the Resolutions.

Terms defined in the Notice of Annual General Meeting have the same meaning in these Explanatory Notes.

### GENERAL BUSINESS

#### Receiving financial statements and reports

The Corporations Act requires that shareholders consider the annual consolidated financial statements and reports of the directors and auditor every year.

In accordance with the Corporations Act, Members attending the Meeting to:

- a) ask questions about, or make comments on, the management of the Company; and
- b) ask a representative of the Company's Auditor, Grant Thornton, questions relevant to:
  - 1) the conduct of the audit;
  - 2) the preparation and content of the Auditor's Report;
  - 3) the accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and
  - 4) the independence of the Auditor in relation to the conduct of the audit.

A Member who is entitled to cast a vote at the Meeting may submit written questions to the Company's Auditor if the question is relevant to the content of the Auditor's report or the conduct of the audit of the annual financial report. A written question must be submitted by giving the question to the Company no later than 5.00pm Adelaide time on Thursday 7 November 2013, being five business days before the day on which the Meeting is to be held and, the Company will then, as soon as practicable after the question has been received, pass the question on to the Auditor.

The Chairman of the Annual General Meeting will allow a reasonable opportunity at the Annual General Meeting for a representative of the Company's Auditor to answer any such written questions submitted. If the Company's Auditor has prepared written answers to written questions, the Chairman may allow these to be tabled at the Meeting and such written answers will be available to Members as soon as practicable after the Meeting. The Companies will make copies of the question list reasonably available to Members attending the Meeting.

No Resolution is required to be moved in respect of this item of General Business.

### GENERAL BUSINESS

#### Resolution 1: Adoption of Remuneration Report

The Remuneration Report for the financial year ended 30 June 2013 is set out in the Directors' Report within the 2013 Annual Report, which is available on the Company's website: <http://www.coreexploration.com.au>. The Remuneration Report sets out the Company's remuneration arrangements for Directors, including the Managing Director, and the Company's Key Management Personnel.

Section 300A of the Corporations Act requires the Directors to include a Remuneration Report in their report for the financial year. Section 250R(2) of the Corporations Act requires the Remuneration Report to be put to a vote at the Company's Annual General Meeting. The vote on the Resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

In relation to the non-binding shareholder vote, under the Corporations Act, if 25% or more of the votes that are cast are voted against the adoption of a company's remuneration report at two consecutive AGM's, then Members will be required to vote at the second of those AGMs on a resolution ("Spill Resolution") that another meeting be held within 90 days at which all of the company's directors (except the Managing Director) cease to hold office immediately before the end of the "spill meeting" and must stand for re-election. The meeting may resolve to appoint those or other persons to the vacated positions. The Corporations Act also contains a re-setting mechanism so that a Spill Resolution could only be considered by Members at every second AGM. At the 2012 AGM, the Company's remuneration report for the financial year ended 30 June 2012 did not receive 25% or more of the votes cast against the adoption of the remuneration report.

The Directors believe that the Company's remuneration policies and structures are appropriate relative to the size of the Company and its business.

**Board Recommendation:** The Board, while noting that each Director has a personal interest in their own remuneration from the Company, recommends that Members vote in favour of Resolution 1.

### **Resolution 2: Re-election of Mr Gregory English as a Director of the Company**

In accordance with clause 13.2 of the Constitution, one third of the Directors are required to retire from office by rotation at each Annual General Meeting. A retiring Director is eligible for re-election.

Accordingly Mr Gregory English is required to retire as a director of the Company and being eligible, has offered himself for re-election. A resume of Mr English follows:

**Mr Greg English**, B.E. (Hons) Mining, LLB (Chairman, Non-Executive Director)

Greg is a founding Director of Core and was appointed as Chairman on the Company's incorporation. He is a qualified Mining Engineer and Lawyer with 20 years' experience in multi-commodity projects throughout Australasia. Greg is currently a non-Executive Chairman of ASX listed Archer Exploration (AXE) and was a director of Gawler Resources (GRL) prior to its merger with Elixir Petroleum (EXR).

As a Mining Engineer Greg worked on numerous underground and open pit mines in Australia and gained a NT and WA First Class Mine Manager's Ticket. During this time Greg worked for many large mining companies (MIM, Shell Coal and Normandy Mining) in various mine production, mine planning, mine management, project management and various commercial and business development roles.

Greg is currently a Partner at Piper Alderman Lawyers and is a member of the Energy & Resources and Corporate & Commercial teams.

**Board Recommendation:** The Directors (other than Mr English) recommend that Shareholders vote in favour of Resolution 2.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the re-election of Mr English.

### **Resolution 3: Adoption of Share Option Plan**

#### **Background**

The Company has established a plan called the Share Option Plan ("SOP") as part of the overall remuneration strategy of the Company. The SOP provides for the grant of options to subscribe for Shares to employees, directors and executives of the Company and its associated bodies corporate who are invited by the board to participate in the SOP. A copy of the SOP rules is available on the Company's website <http://www.coreexploration.com.au>.

The SOP is designed to provide the Company's employees, directors and executives with an incentive to maximise the return to Members over the long term and to assist in the attraction and retention of key employees, directors and executives.

#### **Reason for approval**

Under ASX Listing Rule 7.1, the Company may not, without Members' approval, issue Equity Securities of more than 15% of its total issued securities within a 12-month period.

However, under ASX Listing Rule 7.2 exception 9(b), an issue of Equity Securities by the Company under an employee incentive scheme will not be included in the calculation of the 15% if within 3 years before the date of issue, holders of Shares have approved the issue of Equity Securities under the scheme as an exception to ASX Listing Rule 7.1. As a result, the Company seeks approval



under ASX Listing Rule 7.2 exception 9(b) so that issues of options under the SOP (and issues of the Shares issued on exercise of the options) will not be included in the calculation of the 15% for the purposes of Listing Rule 7.1.

Directors, senior executives and employees of the Company and its associated bodies corporate are eligible under the SOP and any options granted under the SOP will be at the discretion of the Directors.

A summary of the terms of the SOP is included as Appendix 1 to this Notice.

Any options issued to Directors under the SOP will require separate Shareholder approval under the ASX Listing Rules.

This is the first time the Company has sought approval for an SOP and consequently, has not issued options previously under any such plan.

**Board Recommendation:** As the Directors have an interest in the outcome of Resolution 3, the Directors make no voting recommendation to Shareholders as to how to vote in relation to Resolution 3.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the adoption of the SOP.

#### **Resolution 4: Adoption of Performance Share Plan**

##### **Background**

The Company has established a plan called the Performance Share Plan ("PSP") as part of the overall remuneration strategy of the Company. The PSP provides for the issue of Performance Rights to employees, directors and executives of the Company and its associated bodies corporate who have been invited by the board to participate in the PSP. The Performance Rights result in the issue of Shares. A copy of the PSP rules is available on the Company's website <http://www.coreexploration.com.au>.

The PSP is designed to provide the Company's employees, directors and executives with an incentive to maximise the return to Members over the long term and to assist in the attraction and retention of key employees, directors and executives.

##### **Reason for approval**

Under ASX Listing Rule 7.1, the Company may not, without Members' approval, issue Equity Securities of more than 15% of its total issued securities within a 12-month period.

However, under ASX Listing Rule 7.2 exception 9(b), an issue of Equity Securities by the Company under an employee incentive scheme will not be included in the calculation of the 15% if within 3 years before the date of issue, holders of Shares have approved the issue of Equity Securities under the scheme as an exception to ASX Listing Rule 7.1. As a result, the Company seeks approval under ASX Listing Rule 7.2 exception 9(b) so that issues of Performance Rights under the PSP (and issues of the Shares issued on exercise of the Performance Rights) will not be included in the calculation of the 15% for the purposes of Listing Rule 7.1.

Directors, senior executives and employees of the Company and its associated bodies corporate are eligible under the PSP and any Performance Rights granted under the PSP will be at the discretion of the Directors.

A summary of the terms of the PSP is included as Appendix 2 to this Notice.

Any Performance Rights issued to Directors under the PSP, will require separate Shareholder approval under the ASX Listing Rules.

This is the first time the Company has sought approval for a PSP and consequently, has not issued rights previously under any such plan.

**Board Recommendation:** As the Directors have an interest in the outcome of Resolution 4, the Directors make no voting recommendation to Shareholders as to how to vote in relation to Resolution 4.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the adoption of the PSP.

## Resolution 5: Issue of Director Performance Rights to Mr Stephen Biggins

### Background

Approval is sought for the adoption of the PSP in Resolution 4 as part of the overall remuneration strategy of the Company. The PSP provides for the issue of Performance Rights to Directors, senior executives and employees of the Company and its associated bodies corporate. The Performance Rights result in the issue of Shares. A copy of the PSP rules is available on the Company's website <http://www.coreexploration.com.au>.

The PSP is designed to provide the Company's employees, directors and executives with an incentive to maximise the return to Members over the long term and to assist in the attraction and retention of key employees, directors and executives.

Mr Stephen Biggins is an Executive Director of the Company with responsibility for the management and oversight of the Company's operations. Mr Biggins' remuneration comprises a base remuneration component and other cash benefits. In order to remunerate Mr Biggins based on his qualifications and experience within the minerals exploration market and the desire to preserve cash, the Board has determined to include an incentive based component to his remuneration package. Mr Biggins has been invited by the board of the Company to participate in the PSP and to be issued with Director Performance Rights if approved by Members at this Meeting.

### Reason for approval

ASX Listing Rule 10.14 requires shareholder approval for the issue of securities to a director. Mr Biggins is a Director of the Company. Accordingly, shareholder approval is sought for the issue of a total of 4,000,000 Director Performance Rights to Mr Biggins on the terms set out below. The Director Performance Rights to be granted to Mr Biggins are in effect conditional entitlements, which may vest subject to the satisfaction of performance hurdles, details of which are summarised below.

### Issue of Director Performance Rights

Upon approval at the Annual General Meeting (AGM), 4,000,000 Director Performance Rights will be issued to Mr Biggins within 5 business days of the AGM, but will vest in tranches upon each performance hurdle being met as approved by the Board. The Company will not issue the Director Performance Rights later than 12 months after the AGM.

The Company advises that there are no loans provided to Mr Biggins in relation to the issue of Performance Rights.

The Board has also invited Mr Schwarz and Mr English to participate in the PSP and to be issued with Director Performance Rights if approved by shareholders at the AGM. This means the maximum number of Director Performance Rights that may be acquired by all persons for whom approval is required at the AGM is 8,500,000.

### Issue Price and Exercise Price

There is no issue price and consequently there are no funds raised upon issue of the Performance Rights as they are issued for nil consideration. Each Director Performance Right issued to Mr Biggins will have a nil exercise price.

### Key Performance Indicators

The Director Performance Rights vest and become exercisable if the four Key Performance Indicator hurdles are satisfied over a 2 year period.

The Key Performance Indicators relate to Mr Biggins' and the Company's performance during the period 1 January 2014 to 31 December 2015. Each Key Performance Indicator is independent of the other Key Performance Indicators listed below.

TABLE 1

KPI	Maximum number of Director Performance Rights vested upon achieving KPI - to 31 December 2014	Maximum number of Director Performance Rights vested upon achieving KPI - to 31 December 2015
1. Share price	500,000	500,000
2. Finance	500,000	500,000
3. Joint Venture	500,000	500,000
4. Project and Business development	500,000	500,000
<b>TOTAL</b>	<b>2,000,000</b>	<b>2,000,000</b>

1. *Share price KPI*

The vesting of Director Performance Rights under this KPI is tied to achieving a Share price as follows:

Core's Share price of at least 10 cents per Share based on the 45 day VWAP commencing on 1 November 2014.  
Core's Share price of at least 15 cents per Share based on the 45 day VWAP commencing on 1 November 2015.

For example, if the Core 45 day VWAP commencing 1 November 2014 is 13 cents per Share, then Mr Biggins will be entitled to 500,000 Performance Rights.

2. *Finance KPI*

The vesting of Director Performance Rights under this KPI is tied to raising in excess of \$2 million per annum commencing 1 January 2014 to 31 December 2015 at pricing (using the weighted average if multiple transactions):

- o 0-15 % discount to 20-day VWAP then 100% of rights issued.
- o 15-30% discount to 20-day VWAP then 50% of rights issued.

For example, if Mr Biggins raises, in excess of \$2.0 million prior to 31 December 2014 at an average discount of 20% to the 20 day VWAP at time of issue, then he will be entitled to 250,000 Performance Rights (50% of that year's maximum).

3. *Joint Venture KPI*

The vesting of Director Performance Rights under this KPI is tied to Mr Biggins recommending and the Board approving a joint venture or farmout project as listed:

- o Execution and completion of a farm-out or joint venture transaction satisfactory to the Board greater than or equal to \$4 million then 100% of the rights issued.
- o Execution and completion of a farm-out or joint venture transaction satisfactory to the Board greater than or equal to \$1 million then 50% of the rights issued.

For example, if Mr Biggins introduces a joint venture whereby the farminee party agrees to contribute \$5.0 million to Core projects, then he will be entitled to 500,000 Performance Rights (100% of that year's maximum).

4. *Project and Business Development KPI*

The vesting of Director Performance Rights under this KPI is tied to Mr Biggins recommending, the Board approving and the Company executing and completing a transaction for the acquisition of an interest in a new region to the Company that is:

- o not within 50km of an existing tenement currently held by Core; and
- o not an Exploration Licence Application.

For example, if Mr Biggins introduces, and the Board approves, executes and completes an acquisition of new granted tenements comprising a new project to the Company that is not within 50km of existing Core tenements then he will be entitled to 500,000 performance rights in that 12 month period.

**TABLE 2**

Terms	Maximum number of Director Performance Rights	Grant date <sup>1</sup>	Vesting date	Expiry date <sup>2</sup>
KPI 1 - Share Price	500,000	14 Nov 2013	Meeting KPI	31 Dec 2014
KPI 1 - Share Price	500,000	14 Nov 2013	Meeting KPI	31 Dec 2015
KPI 2 - Finance	500,000	14 Nov 2013	Meeting KPI	31 Dec 2014
KPI 2 - Finance	500,000	14 Nov 2013	Meeting KPI	31 Dec 2015
KPI 3 - Joint Venture	500,000	14 Nov 2013	Meeting KPI	31 Dec 2014
KPI 3 - Joint Venture	500,000	14 Nov 2013	Meeting KPI	31 Dec 2015
KPI 4 - Project & Business Development	500,000	14 Nov 2013	Meeting KPI	31 Dec 2014
KPI 4 - Project & Business Development	500,000	14 Nov 2013	Meeting KPI	31 Dec 2015
<b>TOTAL</b>	<b>4,000,000</b>			

<sup>1</sup> Within 5 business days of receipt of Shareholder approval.

<sup>2</sup> Director Performance Rights will expire within 3 months of Mr Biggins ceasing employment with the Company if earlier than expiry date.

Additional terms and conditions of the Director Performance Rights under the PSP are detailed in Appendix 2.

Should Mr Biggins cease to be an officer of the Company, the Director Performance Rights will expire within 3 months of his departure.

**Board Recommendation:** As the Directors have an interest in the outcome of Resolution 5, the Directors make no voting recommendation to Shareholders as to how to vote in relation to Resolution 5.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 5.

## **Resolution 6: Issue of Director Performance Rights to Mr Michael Schwarz**

### **Background**

Approval is sought for the adoption of the PSP in Resolution 4 as part of the overall remuneration strategy of the Company. The PSP provides for the issue of Performance Rights to Directors, senior executives and employees of the Company and its associated bodies corporate. The Performance Rights result in the issue of Shares. A copy of the PSP rules is available on the Company's website <http://www.coreexploration.com.au>.

The PSP is designed to provide the Company's employees, directors and executives with an incentive to maximise the return to Members over the long term and to assist in the attraction and retention of key employees, directors and executives.

Mr Michael Schwarz is an Executive Director of the Company with responsibility for the management and oversight of the Company's exploration operations. Mr Schwarz's remuneration comprises a base remuneration component and other cash benefits. In order to remunerate Mr Schwarz based on his qualifications and experience within the minerals exploration market and the desire to preserve cash, the Board has determined to include an incentive based component to his remuneration package. Mr Schwarz has been invited by the board of the Company to participate in the PSP and to be issued with Director Performance Rights if approved by Members at this Meeting.

### **Reason for approval**

ASX Listing Rule 10.14 requires shareholder approval for the issue of securities to a director. Mr Schwarz is a Director of the Company. Accordingly, shareholder approval is sought for the issue of a total of 3,500,000 Director Performance Rights to Mr Schwarz on the terms set out below.

### **Issue of Director Performance Rights**

Upon approval at the Annual General Meeting (AGM), 3,500,000 Director Performance Rights will be issued to Mr Schwarz within 5 business days of the AGM, but will vest in tranches upon each performance hurdle being met as approved by the Board. The Company will not issue the Director Performance Rights later than 12 months after the AGM.

The Company advises that there are no loans provided to Mr Schwarz in relation to the issue of Performance Rights.

The Board has also invited Mr Biggins and Mr English to participate in the PSP and to be issued with Director Performance Rights if approved by shareholders at the AGM. This means the maximum number of Director Performance Rights that may be acquired by all persons for whom approval is required at the AGM is 8,500,000.

### **Issue Price and Exercise Price**

There is no issue price and consequently there are no funds raised upon issue of the Performance Rights as they are issued for nil consideration. Each Director Performance Right issued to Mr Schwarz will have a nil exercise price.

### **Key Performance Indicators**

The Director Performance Rights vest and become exercisable if the two Key Performance Indicator hurdles are satisfied over a 2 year period.

The Key Performance Indicators relate to Mr Schwarz's and the Company's performance during the period 1 January 2014 to 31 December 2015. Each Key Performance Indicator is independent of the other Key Performance Indicators listed below.

TABLE 3

KPI	Maximum number of Director Performance Rights vested upon achieving KPI - to 31 December 2014	Maximum number of Director Performance Rights vested upon achieving KPI - to 31 December 2015
1. Share price	500,000	500,000
2. Exploration	1,250,000	1,250,000
<b>TOTAL</b>	<b>1,750,000</b>	<b>1,750,000</b>

1. *Share price KPI*

The vesting of Director Performance Rights under this KPI is tied to achieving a Share price as follows:

Core's Share price of at least 10 cents per Share based on the 45 day VWAP commencing on 1 November 2014.  
Core's Share price of at least 15 cents per Share based on the 45 day VWAP commencing on 1 November 2015.

For example, if the Core 45 day VWAP commencing 1 November 2014 is 13 cents per Share, then Mr Schwarz will be entitled to 500,000 Performance Rights.

2. *Exploration KPI*

The vesting of Director Performance Rights under this KPI is tied to achieving exploration results as listed:

Mr Schwarz will be entitled to 50% of his exploration Performance Rights in each year subject to achieving one of a number of possible drill intersections, based on assay results, listed below. This KPI can only be achieved once within a prospect area (within 5km radius of the drillhole).

- 10%.m copper (Cu) or equivalent drill intersection. For example, a drill intersection of 10 metres at 1% copper; or
- 50g.m gold (Au) or equivalent drill intersection. For example, a drill intersection of 10 metres at 5 grams per tonne gold; or
- 2,500g.m silver (Ag) or equivalent drill intersection. For example, a drill intersection of 10 metres at 250 grams per tonne silver; or
- 1.0 m%GT (grade thickness) uranium ( $U_3O_8$ ) or equivalent drill intersection. For example, a drill intersection of 10 metres at 0.1%  $U_3O_8$ .

Mr Schwarz will be entitled to 100% of his exploration Performance Rights in each year subject to achieving one of a number of possible drill intersections, based on assay results, listed below. This KPI can only be achieved once within a prospect area (within 5km radius of the drillhole).

- 40%.m copper (Cu) or equivalent drill intersection. For example, a drill intersection of 10 metres at 4% copper; or
- 200g.m gold (Au) or equivalent drill intersection. For example, a drill intersection of 10 metres at 20 grams per tonne gold; or
- 10,000g.m silver (Ag) or equivalent drill intersection. For example, a drill intersection of 10 metres at 1,000 grams per tonne silver; or
- 4.0 m%GT (grade thickness) uranium ( $U_3O_8$ ) or equivalent drill intersection. For example, a drill intersection of 10 metres at 0.4%  $U_3O_8$ .

TABLE 4

Terms	Maximum number of Director Performance Rights	Grant date <sup>1</sup>	Vesting date	Expiry date <sup>2</sup>
KPI 1 Share Price	500,000	14 Nov 2013	Meeting KPI	31 Dec 2014
KPI 1 Share Price	500,000	14 Nov 2013	Meeting KPI	31 Dec 2015
KPI 2 Exploration	1,250,000	14 Nov 2013	Meeting KPI	31 Dec 2014
KPI 2 Exploration	1,250,000	14 Nov 2013	Meeting KPI	31 Dec 2015
<b>TOTAL</b>	<b>3,500,000</b>			

<sup>1</sup> Within 5 business days of receipt of Shareholder approval.

<sup>2</sup> Director Performance Rights will expire within 3 months of Mr Schwarz ceasing employment with the Company if earlier than expiry date.

Additional terms and conditions of the Director Performance Rights under the PSP are detailed in Appendix 2.

Should Mr Schwarz cease to be an officer of the Company, the Director Performance Rights will expire within 3 months of his departure.

**Board Recommendation:** As the Directors have an interest in the outcome of Resolution 6, the Directors make no voting recommendation to Shareholders as to how to vote in relation to Resolution 6.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 6.

## **Resolution 7: Issue of Director Performance Rights to Mr Gregory English**

### **Background**

Approval is sought for the adoption of the PSP in Resolution 4 as part of the overall remuneration strategy of the Company. The PSP provides for the issue of Performance Rights to Directors, senior executives and employees of the Company and its associated bodies corporate. The Performance Rights result in the issue of Shares. A copy of the PSP rules is available on the Company's website <http://www.coreexploration.com.au>.

The PSP is designed to provide the Company's employees, directors and executives with an incentive to maximise the return to Members over the long term and to assist in the attraction and retention of key employees, directors and executives.

Mr Gregory English is a non-executive Director of the Company with responsibility for leading the Board of Directors. Mr English's remuneration comprises Director's fee inclusive of all entitlements. In order to remunerate Mr English based on his qualifications and experience within the minerals exploration market and the desire to preserve cash, the Board has determined to include an incentive based equity remuneration component in excess of his Director's' fees. Mr English has been invited by the board of the Company to participate in the PSP and to be issued with Director Performance Rights if approved by Members at this Meeting.

### **Reason for approval**

ASX Listing Rule 10.14 requires shareholder approval for the issue of securities to a director. Mr English is a Director of the Company. Accordingly, shareholder approval is sought for the issue of a total of 1,000,000 Director Performance Rights to Mr English on the terms set out below.

### **Issue of Director Performance Rights**

Upon approval at the Annual General Meeting (AGM), 1,000,000 Director Performance Rights will be issued to Mr English within 5 business days of the AGM, but will vest in tranches upon each performance hurdle being met as approved by the Board.

The Company will not issue the Director Performance Rights later than 12 months after the AGM.

The Company advises that there are no loans provided to Mr English in relation to the issue of Performance Rights.

The Board has also invited Mr Biggins and Mr Schwarz to participate in the PSP and to be issued with Director Performance Rights if approved by shareholders at the AGM. This means the maximum number of Director Performance Rights that may be acquired by all persons for whom approval is required at the AGM is 8,500,000.

### **Issue Price and Exercise Price**

There is no issue price and consequently there are no funds raised upon issue of the Performance Rights as they are issued for nil consideration. Each Director Performance Right issued to Mr English will have a nil exercise price.

### **Key Performance Indicators**

The Director Performance Rights vest and become exercisable if one Key Performance Indicator hurdle is satisfied over a 2 year period. The Key Performance Indicator relates to the Company's performance during the period 1 January 2014 to 31 December 2015.

TABLE 5

KPI	Maximum number of Director Performance Rights vested upon achieving KPI - to 31 December 2014	Maximum number of Director Performance Rights vested upon achieving KPI - to 31 December 2015
Share price	500,000	500,000
<b>TOTAL</b>	<b>500,000</b>	<b>500,000</b>

#### Share price KPI

The vesting of Director Performance Rights under this KPI is tied to achieving a Share price as follows:

Core's Share price of at least 10 cents per Share based on the 45 day VWAP commencing on 1 November 2014.

Core's Share price of at least 15 cents per Share based on the 45 day VWAP commencing on 1 November 2015.

For example, if the Core 45 day VWAP commencing 1 November 2014 is 13 cents per Share, then Mr English will be entitled to 500,000 Performance Rights.

TABLE 6

Terms	Maximum number of Director Performance Rights	Grant date <sup>1</sup>	Vesting date	Expiry date <sup>2</sup>
KPI 1 Share Price	500,000	14 Nov 2013	Meeting KPI	31 Dec 2014
KPI 1 Share Price	500,000	14 Nov 2013	Meeting KPI	31 Dec 2015
<b>TOTAL</b>	<b>1,000,000</b>			

<sup>1</sup> Within 5 business days of receipt of Shareholder approval.

<sup>2</sup> Director Performance Rights will expire within 3 months of Mr English ceasing employment with the Company if earlier than expiry date.

Additional terms and conditions of the Director Performance Rights under the PSP are detailed in Appendix 2.

Should Mr English cease to be an officer of the Company, the Director Performance Rights will expire within 3 months of his departure.

**Board Recommendation:** As the Directors have an interest in the outcome of Resolution 7, the Directors make no voting recommendation to Shareholders as to how to vote in relation to Resolution 7.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 7.

## SPECIAL RESOLUTION

### Resolution 8: Approval of 10% Additional Placement Capacity

#### Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued Share capital through placements over a 12 month period after the Annual General Meeting at which approval of the issue is obtained (**10% Placement Facility**). This 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1 and allows the Company to issue up to 25% of its issued capital in total.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity at the date of this Notice of Annual General Meeting and must remain compliant with the requirements of Listing Rule 7.1A at the date of the Meeting to be able to utilise the additional capacity to issue Equity Securities under that Listing Rule.

The Company is now seeking shareholder approval by way of a Special Resolution which requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

## Number of Shares

The formula for calculating the maximum amount of securities to be issued under the 10% Placement Facility is calculated as follows:

$$(A \times D) - E$$

**A** is the number of Shares on issue 12 months before the date of issue:

- plus the number of Shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid ordinary shares that became fully paid in the 12 months;
- plus the number of Shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4 (excluding an issue of Shares under the Company's 15% placement capacity without Shareholder approval);
- less the number Shares cancelled in the 12 months.

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under this Listing Rule 7.1A.2 in the 12 months before the date of the issue and not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

The ability to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1

At the date of this Notice, the Company has on issue 81,800,740 Shares and therefore has capacity to issue:

1. 12,270,111 Equity Securities under Listing Rule 7.1 and
2. 8,180,074 Equity Securities under Listing Rule 7.1A (subject to approval of this Resolution 8).

A number of scenarios showing potential issues under Listing Rule 7.1A are detailed in **Table 7**.

### Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Additional Placement Capacity as follows:

#### 1. Minimum issue price

For the purpose of Listing Rule 7.1A.3, the issue price of Shares under this 10% Additional Placement Capacity will be no less than 75% of the VWAP for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- i) the date on which the price at which the securities are to be issued is agreed; or
- ii) if the securities are not issued within 5 trading days of the date in paragraph i), the date on which the securities are issued.

#### 2. Risk of economic and voting dilution

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Additional Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in **Table 7** below (in the case of unlisted options, only if the unlisted options are exercised).

There is a risk that:

- i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting in which the approval under rule 7.1A is given; and
- ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

**Table 7** also shows:

- i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future meeting of Shareholders; and
- ii) two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.



**TABLE 7**

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.023 50% decrease in issue price	\$0.045 Issue Price	\$0.09 100% increase in issue price
Current Variable A 81,800,074 Shares	10% voting dilution Funds raised	8,180,074 Shares \$188,000	8,180,074 Shares \$368,000	8,180,074 Shares \$736,000
<b>50% increase in current Variable A</b> 122,701,110 Shares	10% voting dilution Funds raised	12,270,111 Shares \$282,000	12,270,111 Shares \$552,000	12,270,111 Shares \$1,104,000
<b>100% increase in current Variable A</b> 163,601,480 Shares	10% voting dilution Funds raised	16,360,148 Shares \$376,000	16,360,148 Shares \$736,000	16,360,148 Shares \$1,472,000

**Table 7** has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Additional Placement Capacity.
- No unlisted options (including any unlisted options issued under the 10% Additional Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- **Table 7** does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Additional Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- **Table 7** shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The funds raised have been rounded to the nearest thousand dollars.
- The issue of Equity Securities under the 10% Additional Placement Capacity consists only of Shares. If the issue of Equity Securities includes listed options, it is assumed that those listed options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The issue price of 4.5 cents per Share, being the closing price of Core Shares on 24 September 2013, being the date of this Notice.

### 3. Timing

The date by which the Equity Securities may be issued is the earlier of:

- i) 12 months after the date of this Annual General Meeting; and
- ii) the date of approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

The approval will cease to be valid in the event that holders of the Company's Shares approve a transaction under ASX Listing Rule 11.1.2 or ASX Listing Rule 11.2.

### 4. Purposes for which Equity Securities may be issued

The Company may seek to issue the Equity Securities for the following purposes:

- i) Non-cash consideration for the acquisition new resources, assets or investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- ii) Cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued exploration expenditure on the Company's current assets and/or general working capital.

The Company will comply with disclosure obligations under Listing Rule 7.1A.4 and 3.10.5A upon issue of any Equity Securities under the 10% Additional Placement Capacity.

## 5. Allocation policy

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Additional Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to, but not limited to, the following factors:

- i) the methods of raising funds that are available to the Company, but not limited to, rights issues or other issues in which existing security holders can participate;
- ii) the effect of the issue in the Equity Securities on control of the Company;
- iii) the financial situation and solvency of the Company; and
- iv) advice from corporate, financial and broking advisors (if applicable).

The allottees under the 10% Additional Placement Capacity have not been determined as at the date of this Notice, but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

## 6. Previously obtained approval under rule 7.1A

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at the 2012 AGM on 13 November 2012.

**Table 8** shows the total number of Equity Securities issued in the 12 months preceding the date of the Meeting and the percentage those issue represent of the total Equity Securities on issue at the commencement of that 12 month period.

**TABLE 8**

Equity Securities issued in the prior 12 month period	39,970,296 ordinary Shares and 32,720,296 Listed Options
Percentage previous issue represent of total number of Equity Securities on issue at commencement of the 12 month period	138%

The Company provides the details of all issues of Equity Securities by the Company during the 12 months preceding the date of the Meeting in **Table 9** as required under Listing Rule 7.3A.6(b):

**TABLE 9**

Date of Appendix 3B, number and class of Equity Securities and summary of key terms	Names of persons who received securities or basis on which those persons was determined	Issue Price of Equity Securities and discount to market price <sup>3</sup> on the trading day prior to issue	If issued for cash – the total consideration, the amount of cash that has been spent, what it was spent on and the intended use of the remaining funds.  If issued for non-cash – a description of the consideration and the current value of the consideration.
17 Dec 2012 6,250,000 Shares	Sophisticated and professional investors. No related party participation.	8 cents per Share. Premium of approx 3% to the market price of 14 Dec 2012.	\$500,000 cash raised and expended entirely on follow-up drilling at the Fitton Project, rock chip geochemical and geophysical surveys at the Albarta Project and for working capital purposes.
20 Mar 2013 1,000,000 Shares	Vendors of the Mordor tenement EL28940. No related party participation.	7 cents per Share. Discount of approx 9% to the market price of 19 Mar 2013.	\$70,000 value of non-cash consideration for Mordor tenement.
12 Jul 2013 14,375,142 Shares	Participants in rights issue <sup>2</sup> . Directors participated in the rights issue (total 900,001 Shares).	3 cents per Share. Premium of approx 20% to the market price of 11 Jul 2013.	\$431,254 cash raised and expended entirely on exploration at the Fitton Project, Albarta Project and for working capital purposes.
12 Jul 2013 14,375,142 Listed Options <sup>1</sup>	Participants in rights issue <sup>2</sup> . Directors participated in the rights issue (total 900,001 Listed Options).	Nil issue price. No discount as nil issue price.	Value of ASX:CXOO Listed Options as at the date of approval of this Notice is 1 cent per Share.
9 Sep 2013 18,345,154 Shares	Rights issue <sup>2</sup> shortfall placement. No related party participation.	3 cents per Share. Discount of approx 14% to the market price of 8 Aug 2013.	\$550,355 cash raised and expended entirely on exploration at the Fitton Project, Albarta Project and for working capital purposes.
9 Sep 2013 18,345,154 Listed Options <sup>1</sup>	Rights issue <sup>2</sup> shortfall placement. No related party participation.	Nil issue price. No discount as nil issue price.	Value of ASX:CXOO Listed Options as at the date of approval of this Notice is 1 cent per Share.

1 Listed Options (ASX:CXOO) exercisable at 10 cents per Share and expiry of 31 October 2014.

2 The renounceable rights issue was announced by the Company on 5 June 2013.

3 The closing price on the trading platform, excluding special crossings, overnight sales and exchange traded option exercises.

**Board Recommendation:** The Directors recommend that Shareholders vote in favour of Resolution 8.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 8.

## Appendix 1

### Key terms of the SOP

#### 1. Eligibility

- a. The Board may, in its absolute discretion, grant employee share options to an “Eligible Employee”.
- b. An “Eligible Employee” is a Director, senior executive or full or part time employee of the Company or its associated body corporate, who is invited by the Board to participate in the SOP.

#### 2. Rights attaching to options

- a. An option entitles its holder to a Share, subject to satisfaction of certain performance conditions determined by the Board and provided it has not lapsed.
- b. If the performance conditions are satisfied, the options become exercisable.
- c. An option does not give the holder a legal or beneficial right to Shares.
- d. Options do not carry any rights or entitlements to dividends, return of capital or voting in shareholder meetings.
- e. An option does not entitle the holder to participate in any new issues of securities unless, before the record date for determining entitlements under the new issue, that option has been exercised and a Share has been issued in respect of that option.

#### 3. Exercise of options

- a. The exercise of any option granted under the SOP will be effected in the form and manner determined by the Board.
- b. Consideration, if any, for the issue of options will be determined by the Board.
- c. Options will become exercisable if:
  - i. the performance conditions set by the Board at the time of the grant are met;
  - ii. an event occurs such as the winding up of the Company; or
  - iii. the Board determines that an option becomes exercisable.
- d. Once an option becomes exercisable, the holder will need to exercise the option to acquire a Share.

#### 4. Lapse and Forfeiture

- a. The options will lapse on its expiry date.
- b. This period may be shortened if the holder ceases to be employed under certain circumstances or where performance conditions have not been met.
- c. A Share issued on the exercise of an option will be forfeited upon the holder perpetrating fraud as against, acting dishonestly or committing a breach of its obligations to, the Company or any of its associated bodies corporate.

#### 5. Restrictions

- a. The maximum number of employee share options that can be issued under the SOP is that number which equals 5% of the total number of issued Shares in existence from time-to-time subject to the Corporations Act, the ASX Listing Rules or any other statutory or regulatory requirements.
- b. Participants in the SOP are prohibited from transferring options without the consent of the Board.
- c. Options will not be listed for quotation on the ASX. Shares issued on exercise of options will be subject to transfer restrictions as determined by the Board at the time of granting the option.

6. In the event of any reconstruction of the issued capital of the Company between the date of grant of the options and the exercise of those options, the number of Shares to which the holder will become entitled on the exercise of the option or any amount payable on exercise of the option will be adjusted as determined by the Board and in accordance with the Listing Rules.

## Appendix 2

### Key terms of the PSP

1. **Eligibility**
    - a. The Board may, in its absolute discretion, grant Performance Rights to an “Eligible Employee”.
    - b. An “Eligible Employee” is a Director, senior executive or full or part time employee of the Company or its associated body corporate, who is invited by the Board to participate in the PSP.
  
  2. **Rights attaching to Performance Rights**
    - a. A Performance Right entitles its holder to a Share which can be exercised once the Performance Right has become exercisable and provided it has not lapsed.
    - b. The Board may determine that certain performance conditions must be satisfied before the Performance Right becomes exercisable.
    - c. If the performance conditions are satisfied, the Performance Rights vest and become exercisable.
    - d. A Performance Right does not give the holder a legal or beneficial right to Shares.
    - e. Performance Rights do not carry any rights or entitlements to dividends, return of capital or voting in shareholder meetings
    - f. A Performance Right does not entitle the holder to participate in any new issues of securities unless, before the record date for determining entitlements under the new issue, that performance right has vested, been exercised and a share has been issued in respect of that right.
  
  3. **Exercise of Performance Rights**
    - a. Performance Rights will vest and become exercisable if:
      - i. the performance conditions set by the Board at the time of the grant are met;
      - ii. an event occurs such as the winding up of the Company; or
      - iii. the Board determines that a Performance Right becomes a vested Performance Right.
    - b. Once the Performance Rights become exercisable, the holder will need to exercise those rights to acquire Shares.
    - c. The exercise of any vested Performance Right granted under the PSP will be effected in the form and manner determined by the Board.
    - d. Consideration, if any, for the issue of Performance rights will be determined by the Board.
  
  4. **Lapse and Forfeiture**
    - a. The Performance Rights will lapse on its expiry date.
    - b. This period may be shortened if the holder ceases to be employed under certain circumstances or where performance conditions have not been met.
    - c. A Share issued on the exercise of an option will be forfeited upon the holder perpetrating fraud as against, acting dishonestly or committing a breach of its obligations to, the Company or any of its associated bodies corporate.
  
  5. **Restrictions**
    - a. The maximum number of Performance Rights that can be issued under the PSP is that number which equals 5% of the total number of issued Shares in existence from time-to-time subject to the Corporations Act, the ASX Listing Rules or any other statutory or regulatory requirements. Participants in the PSP are prohibited from transferring Performance Rights without the consent of the Board.
    - b. Performance Rights will not be listed for quotation on the ASX. Shares issued on exercise of vested Performance Rights will be subject to transfer restrictions as determined by the Board at the time of granting the Performance Right.
    - c. In the event of any reconstruction of the issued capital of the Company between the date of allocation of the Performance Rights and the exercise of those rights, the number of Shares to which the holder will become entitled on the exercise of the Performance Right or any amount payable on exercise of the Performance Right will be adjusted as determined by the Board and in accordance with the Listing Rules.
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## Glossary

In the Notice of Annual General Meeting and Explanatory Notes:

**10% Additional Placement Capacity** means the Equity Securities issued under Listing Rule 7.1A.

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

**Board** means the board of Directors of Core.

**Closely Related Party** has the meaning given to it in the Corporations Act and the Corporations Regulations.

**Constitution** means the constitution of the Company.

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

**Corporations Act** means the Corporations Act 2001 (Cth).

**Corporations Regulations** means the Corporations Regulations 2001 (Cth).

**Director** means a director of the Company.

**Director Performance Rights** means the unlisted Performance Rights of the Company with Key Performance Indicators as listed in this Notice.

**Equity Securities** has the same meaning as in the Listing Rules.

**Key Management Personnel** means a member of the key management personnel as disclosed in the Remuneration Report.

**Key Performance Indicators** means key performance indicators based performance hurdles.

**Listed Options** means options listed on the ASX with an exercise price of 10 cents and an expiry date of 31 October 2014.

**Listing Rules** means the listing rules of ASX.

**Meeting or Annual General Meeting** means the Annual General Meeting of Shareholders to be held at the offices of the Company at Level 2, 143 Hutt Street, Adelaide, South Australia on Thursday 14 November 2013 at 11:00 am (Adelaide time).

**Member or Shareholder** means each person registered as a holder of a Share.

**Notice or Notice of Meeting** means this Notice of Annual General Meeting.

**Ordinary Resolution** means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

**Performance Rights** means rights with a performance based vesting condition issued pursuant to the Company's Performance Rights Plan.

**PSP** means the Performance Share Plan as detailed in Appendix 2.

**Remuneration Report** means the section of the directors' report of Core that is included in the Annual Report.

**Resolution** means a resolution referred to in this Notice.

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

**SOP** means the Share Option Plan as detailed in Appendix 1.

**Special Resolution** means a resolution passed by more than 75% of the votes at a general meeting of Shareholders.

**Spill Resolution** means, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGM's, then the Members will be required to vote at the second of those AGM's on a resolution ("Spill resolution") that another meeting be held within 90 days at which all of the Directors (except the Managing Director) must stand for re-election.

**VWAP** means the volume weighted average share price.



