

CORE EXPLORATION LIMITED

ACN 146 287 809

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTES

PROXY FORM

Date of Meeting

30 November 2016

Time of Meeting

2:00 pm (Adelaide time)

Place of Meeting

Core Exploration
26 Gray Court,
Adelaide, South Australia

CORE EXPLORATION LIMITED
ACN 146 287 809

NOTICE OF 2016 ANNUAL GENERAL MEETING

Notice is hereby given that the sixth Annual General Meeting of Shareholders of Core Exploration Ltd ("Company") will be held at the offices of the Company, 26 Gray Court, Adelaide, South Australia on Wednesday 30 November 2016 at 2:00 pm (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 Notes, 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 Notes.

GENERAL BUSINESS

2016 Financial Statements

To receive, consider and discuss the Company's annual financial report including the Directors' Declaration for the year ended 30 June 2016 and the accompanying Directors' Report, Remuneration Report and Auditor's Report.

ORDINARY BUSINESS

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass with or without amendment, the following Resolution as a non-binding Resolution:

"That the Remuneration Report that forms part of the annual financial report of the Company for the year ended 30 June 2016 be adopted for the purpose of section 250R(2) of the Corporations Act."

Note: Section 250R(3) of the Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 – Re-election of Mr Heath Hellewell as a Director of the Company

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

"That Mr Heath Hellewell, a Director retiring by rotation in accordance with clause 13.2 of the Constitution of the Company and ASX Listing Rule 14.4, being eligible, and having offered himself for re-election, be re-elected as a Director of the Company."

SPECIAL BUSINESS – ORDINARY RESOLUTIONS

Resolution 3 – Ratification of 67,982,145 Shares issued in the preceding 12 month period

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 67,982,145 Shares during the preceding 12 month period on the terms and to the parties set out in the Notice of Meeting and Explanatory Notes."

Resolution 4 – 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)."

Resolution 5 – 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).”

Resolution 6 – Approval of issue of Performance Rights to Mr Gregory English

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

“That, subject to the passing of Resolution 5, for the purposes of ASX Listing Rule 10.14, approval is given for the allotment and issue of 1,200,000 Performance Rights to Mr Gregory English (or his nominee) under the Core Exploration Limited Performance Share Plan.”

Resolution 7 – Approval of issue of Performance Rights to Mr Heath Hellewell

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

“That, subject to the passing of Resolution 5, for the purposes of ASX Listing Rule 10.14, approval is given for the allotment and issue of 1,200,000 Performance Rights to Mr Heath Hellewell (or his nominee) under the Core Exploration Limited Performance Share Plan.”

SPECIAL BUSINESS – SPECIAL RESOLUTIONS

Resolution 8 – Approval of proportional takeover provisions

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

“That, for the purposes of clause 35 of the Company’s Constitution, section 136(2) of the Corporations Act and for all other purposes, the proportional takeover provisions set out in Appendix 3 to the Explanatory Notes that accompany this Notice of Meeting be renewed for a period of three years with effect immediately on the passing of this Resolution.”

Resolution 9 – 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 exclusions and restrictions

Voting restriction in relation to Resolution 1

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

- a) a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution; or
- b) 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 member of the Key Management Personnel.

Voting exclusion in relation to Resolution 3

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this Resolution by Au Exploration Pty Ltd and nominees and any associate of such persons. 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.

Voting exclusions and voting restriction in relation to Director remuneration (Resolutions 4 and 5)

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on these Resolutions by Mr Gregory English, Mr Stephen Biggins and Mr Heath Hellewell and any associates of Mr Gregory English, Mr Stephen Biggins and Mr Heath Hellewell. 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 these Resolutions (and will be taken not to have been cast if cast contrary to this restriction) by a member of the 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 these Resolutions. 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 these Resolutions or by a person who is the chair of the Meeting at which these Resolutions are voted on and the appointment expressly authorises the chair to exercise the proxy even if these Resolutions are connected directly or indirectly with the remuneration of a Key Management Personnel.

Voting exclusions and voting restriction in relation to Director remuneration (Resolutions 6 and 7)

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Resolutions 6 and 7 by Messrs English and Hellewell, any associates of Messrs English and Hellewell and any Director of the Company who is eligible to participate in the Share Option Plan in respect of which the approval is sought. 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 Resolutions 6 and 7 (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 Resolutions 6 and 7. 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 a 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.

Voting exclusion in relation to Resolution 9 (10% Additional Placement Capacity)

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Special Resolution 9 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

Jaroslaw (Jarek) Kopias
Company Secretary
Adelaide, 31 October 2016

YOUR VOTE IS IMPORTANT

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

IMPORTANT INFORMATION CONCERNING PROXY VOTES ON RESOLUTIONS 1, 4, 5, 6 AND 7

The Corporations Act places certain restrictions on the ability of Key Management Personnel and their closely related parties to vote on the Resolutions connected directly or indirectly with the remuneration of the Key Management Personnel.

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all Resolutions. In particular, Shareholders who intend to appoint the Company's Chairman as their proxy (including an appointment by default) are encouraged to direct the Chairman as to how to vote on all Resolutions.

If the Chairman of the Meeting is appointed, or taken to be appointed, as your proxy, you can direct the Chairman to vote for, against or abstain from voting on Resolutions 1, 4, 5, 6 and 7 by marking the box opposite the respective Resolution on the Proxy Form. You should direct the Chairman how to vote on these Resolutions.

However, if the Chairman of the Meeting is your proxy and you do not direct the Chairman how to vote in respect of Resolutions 1, 4, 5, 6 and 7 on the Proxy Form, you will be deemed to have directed and expressly authorised the Chairman to vote your proxy in favour of the relevant Resolution(s). This express authorisation acknowledged that the Chairman may vote your proxy even if:

- (a) Resolutions 1, 4, 5, 6 and 7 are connected directly or indirectly with the remuneration of a member or members of the Key Management Personnel for the Company; and
- (b) the Chairman has an interest in the outcome of Resolutions 1, 4, 5, 6 and 7 and that votes cast by the Chairman for these Resolutions, other than as authorised proxy holder, will be disregarded because of that interest.

VOTING AND PROXY

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.

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. 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 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 2:00pm Adelaide time on 28 November 2016):

By mail: Core Exploration Limited
c/- Security Transfer Australia Pty Ltd
PO BOX 52
Collins Street West VIC 8007

By hand: Exchange Tower, Level 9, Suite 913
530 Little Collins Street
MELBOURNE VIC 3000

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 28 November 2016. 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 Meeting are incorporated in and comprise part of this Notice of Meeting, and should be read in conjunction with this Notice of Meeting.

If any Shareholder is in doubt as to how they should vote, they should seek advice from their legal, financial or other professional adviser prior to voting.

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 Meeting have the same meaning in these Explanatory Notes.

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.

There is no requirement either in the Corporations Act or the Constitution for Shareholders to approve the financial report, the Directors' report or the auditor's report. Shareholders will be given a reasonable opportunity at 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 24 November 2016, 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 Company 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 2016 is set out in the Directors' Report within the 2016 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 members of 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 2015 AGM, the Company's remuneration report for the financial year ended 30 June 2015 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.

Shareholders appointing a proxy for this Resolution should note the following:

TABLE 1

Proxy	Directions given	No directions given
Key Management Personnel ¹	Vote as directed	Unable to vote ³
Chair ²	Vote as directed	Able to vote at discretion of Proxy ⁴
Other	Vote as directed	Able to vote at discretion of Proxy

Notes:

¹ Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.

² Refers to the Chair (where he is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of such a member).

³ Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

⁴ The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

Resolution 2: Re-election of Mr Heath Hellewell as a Director of the Company

In accordance with clause 13.2 of the Constitution, there must be an election of Directors at each Annual General Meeting. A retiring Director is eligible for re-election.

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 year, whichever is longer.

Clause 13.2 of the Constitution provides that:

- (a) at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election;
- (b) the Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots;
- (c) a Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election; and
- (d) in determining the number of Directors to retire, no account is to be taken of:
 - a. a Director who only holds office until the next annual general meeting pursuant to clause 13.4 of the Constitution; and/or
 - b. a Managing Director

each of whom are exempt from retirement by rotation. However if more than one Managing Director has been appointed by the Directors, only one of them (nominated by the Directors) is entitled to be excluded from any determination of the number of Directors to retire and/or retirement by rotation.

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

Mr Heath Hellewell, B.Sc (Hons) MAIG (Non-executive Director)

Heath is an exploration geologist with over 20 years of experience in gold, base metals and diamond exploration predominantly in Australia and West Africa. Heath has previously held senior exploration positions with a number of successful mining and exploration groups including DeBeers Australia and Resolute Mining. Heath joined Independence Group in 2000 prior to the Company's IPO and was part of the team that identified and acquired the Tropicana project area, eventually leading to the discovery of the Tropicana and Havana gold deposits. Most recently Heath was the co-founding Executive Director of Doray Minerals, where he was responsible for the Company's exploration and new business activities. Following the discovery of the Andy Well gold deposits, Doray Minerals was named "Gold Explorer of the Year" in 2011 by The Gold Mining Journal and in 2014 Heath was the co-winner of the prestigious "Prospector of the Year" award, presented by the Association of Mining and Exploration Companies.

The Board considers Mr Hellewell to be an independent Director.

Mr Hellewell has been a Director of the Company since 15 September 2014.

Board Recommendation: The Directors (other than Mr Hellewell who is not entitled to make, and does not make, a recommendation) 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 Hellewell.

Resolution 3: Ratification of 67,982,145 Shares issued in the preceding 12 month period

Background

On 29 August 2016, Core announced that it had issued 1,086,957 Shares as consideration for acquisition of Exploration Licence EL29698 in the Northern Territory (**Consideration Shares**) and on 13 October 2016 a further 66,895,188 Shares (**Placement Shares**) to sophisticated, professional and institutional investors under a share placement to raise \$6,020,566 (before costs) – total of 67,982,145 Shares. The Consideration Shares were issued and allotted without Shareholder approval under the Company's 15% placement capacity under Listing Rule 7.1 and the Placement Shares were issued without Shareholder approval under the Company's 15% placement capacity under Listing Rule 7.1 and with prior Shareholder approval under the Company's 10% Additional Placement Capacity under Listing Rule 7.1A.

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. Further, under Listing Rule 7.1A, as approved at the Company's 2015 Annual General Meeting held on 29 October 2015, the Company may issue a further 10% of Shares on issue under the 10% Additional Placement Capacity.

Listing Rule 7.4 permits ratification of previous issues of securities made without prior shareholder approval under Listing Rule 7.1, provided the issue did not breach the maximum thresholds set by Listing Rule 7.1.

Under Listing Rule 7.1A.2, any securities issued under the 10% Additional Placement Capacity will be counted toward the 10% limit pursuant to Listing Rule 7.1A for a period of 12 months from the date of issue unless Shareholders approve the issue of those securities.

The Shares were issued on 29 August 2016 and 13 October 2016 without Shareholder approval pursuant to Listing Rule 7.1 and 7.1A and thus the Company is seeking ratification of the issue at this Meeting.

All of the 1,086,957 Consideration Shares were issued under Listing Rule 7.1.

Of the 66,895,188 Placement Shares issued, 39,702,330 were issued under Listing Rule 7.1 and the remaining 27,192,858 Shares were issued under Listing Rule 7.1A.

The Company confirms that the issue and allotment of the 1,086,957 Consideration Shares and 39,702,330 Placement Shares did not breach Listing Rule 7.1 and the 27,192,858 Placement Shares did not breach Listing Rule 7.1A at the date of issue.

By ratifying this issue, the Company will retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Listing Rule 7.5 contains certain requirements as to the contents of a Notice sent to Shareholders for the purpose of Listing Rule 7.4 and the following information is included in this Explanatory Statement for that purpose:

- (a) 1,086,957 Consideration Shares were issued on 29 August 2016 and 66,895,188 Placement Shares were issued on 13 October 2016;
- (b) The Consideration Shares were issued at a price of \$0.0368 per Share and Placement Shares were issued at a price of \$0.09 per Share;
- (c) The Consideration Shares and Placement Shares issued are fully paid ordinary shares and rank equally with other Shares on issue;
- (d) The Consideration Shares were issued to AU Exploration Pty Ltd and Placement Shares were issued to sophisticated and professional investors, none of whom are related parties of the Company;
- (e) The purpose of the funds raised upon issue of Consideration Shares was to acquire Exploration Licence EL29698: and
- (f) the purpose of the funds raised upon issue of Placement Shares was to:
 - immediate follow-up diamond and reverse circulation (RC) drilling of recent high grade discoveries at the Finniss Lithium Project with the objective of defining initial JORC resources;
 - metallurgical test work on samples from the Finniss Lithium Project;
 - immediate phase 2 RC drilling at other high priority pegmatites within the Finniss Lithium Project;
 - early engineering studies relating to the potential development of the Finniss Lithium Project;
 - geochemical and geophysical work at the Finniss Lithium Project;
 - permitting to progress the grant of a mining licence at the Finniss Lithium Project; and
 - provide the Company with working capital to enable it to support its current operations.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 3.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the adoption of the ratification of Shares issued in the preceding 12 month period.

Resolution 4: Adoption of Share Option Plan

Background

Core Exploration 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.

Shareholders have previously approved the adoption of the Company's Share Option Plan at the 2013 AGM held on 14 November 2013. The number of Equity Securities issued under the SOP since the approval received on 14 November 2013 is listed below:

TABLE 2

Category	14 November 2013 to 13 November 2014	14 November 2014 to 13 November 2015	14 November 2015 to current
Issued to Directors	-	1,000,000	3,000,000
Issued to executives	-	-	500,000
Issued to employees	400,000	-	200,000
Total	400,000	1,000,000	3,700,000

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 SOP.

Resolution 5: Adoption of Performance Share Plan

Background

Core Exploration 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.

Shareholders have previously approved the adoption of the Company's Performance Share Plan at the 2013 AGM held on 14 November 2013. The number of Equity Securities issued under the PSP since the approval received on 14 November 2013 is listed below:

TABLE 3

Category	14 November 2013 to 13 November 2014	14 November 2014 to 13 November 2015	14 November 2015 to current
Issued to Directors	8,875,000	-	3,000,000
Issued to executives	1,300,000	800,000	800,000
Issued to employees	-	-	200,000
Total	10,175,000	800,000	4,000,000

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 the adoption of the PSP.

Resolutions 6 and 7 – Approval of issue of Performance Rights to Mr Gregory English and Mr Heath Hellewell

Background

Mr Gregory English and Mr Heath Hellewell are non-executive Directors of the Company with responsibility to the Board of Directors in relation to leadership and strategy. Messrs English and Hellewell's remuneration comprises Director's fee inclusive of all entitlements.

In order to remunerate Messrs English and Hellewell based on their 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 their remuneration.

Messrs English and Hellewell (together the **Participating Directors**) have been invited by the board of the Company to participate in the Company's Performance Share Plan and to be issued with unquoted 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 under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

Messrs English and Hellewell are Directors of the Company. Accordingly, shareholder approval is sought for the issue of a total of 1,200,000 unquoted Performance Rights to each of Messrs English and Hellewell on the terms set out below. If approval of the issue of unquoted Performance Rights to the Participating Directors is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1. The issue of the unquoted Performance Rights to the Participating Directors will therefore not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

The issue of unquoted Performance Rights is conditional on the passing of Resolution 5, being the approval of the PSP.

Issue of Performance Rights

Upon approval at this Meeting, the Company intends to issue a total of 2,400,000 unquoted Performance Rights to Messrs English and Hellewell within 5 business days of the Meeting. The Performance Rights 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 Meeting. The Company will also issue a further 1,200,000 unquoted Performance Rights to the Company Secretary under the Company's PSP on the same terms as those issued to Participating Directors if Shareholders approve Resolutions 6 and 7.

In the event that all unquoted Performance Rights vest upon satisfaction of the performance KPIs (summarised below), the maximum number of Shares that would be issued to Messrs English and Hellewell is 2,400,000. The Shares to be issued upon vesting of the unquoted Performance Rights will all be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

The Company advises that there are no loans provided to Messrs English and Hellewell in relation to the issue of unquoted Performance Rights.

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 Performance Right issued to Messrs English and Hellewell will have a nil exercise price.

Key Performance Indicators

The Performance Rights vest and become exercisable if the Key Performance Indicator hurdles are satisfied over three 12 month periods – subject to the overarching share price KPI.

The Key Performance Indicators relate to the Company's performance during the period 1 December 2016 to 30 November 2019. Each Key Performance Indicator is independent of the other Key Performance Indicators listed below.

TABLE 4

Director	Maximum number of Performance Rights which vest upon achieving KPI in Year 1	Maximum number of Performance Rights which vest upon achieving KPI in Year 2	Maximum number of Performance Rights which vest upon achieving KPI in Year 3
Gregory English	400,000	400,000	400,000
Heath Hellewell	400,000	400,000	400,000
TOTAL	800,000	800,000	800,000

The vesting of Performance Rights is subject to the overarching share price KPI of the Core Exploration Limited share price performance (12 month VWAP commencing 1 December 2016) not being substantially (more than 20%) below the S&P ASX Small Resources Index (XSR:ASX). Performance Rights will vest if the 20 day VWAP to 30 November in each year is equal to or greater than 20% higher than the prior year's 20 day VWAP at 30 November.

TABLE 5

Terms	Maximum number of Performance Rights vesting	Grant date ¹	Vesting date	Lapsing date ²
Year 1 KPI – G English	400,000	30 Nov 2016	Meeting KPI	28 Feb 2018
Year 1 KPI – H Hellewell	400,000	30 Nov 2016	Meeting KPI	28 Feb 2018
Year 2 KPI – G English	400,000	30 Nov 2016	Meeting KPI	28 Feb 2019
Year 2 KPI – H Hellewell	400,000	30 Nov 2016	Meeting KPI	28 Feb 2019
Year 3 KPI – G English	400,000	30 Nov 2016	Meeting KPI	28 Feb 2020
Year 3 KPI – H Hellewell	400,000	30 Nov 2016	Meeting KPI	28 Feb 2020
TOTAL	2,400,000			

¹ Within 5 business days of receipt of Shareholder approval.

² Performance Rights will expire within 3 months of Messrs English and Hellewell ceasing employment with the Company if earlier than lapsing date. The Board will have 3 months from the end of Year 1, Year 2 and Year 3 to determine whether the rights have vested based on a KPI.

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

Should Messrs English or Hellewell cease to be an officer of the Company, the Performance Rights will expire within 3 months of their departure.

Director interests and remuneration

Messrs English and Hellewell have signed an agreement upon engagement as Directors of the Company and were paid the cash amount per the table below in relation to each financial year.

TABLE 6

Director	2014/15 financial year	2015/16 financial year
G English	60,000	60,000
H Hellewell	31,778	40,000

Messrs English and Hellewell have the following relevant interest in Equity Securities of the Company:

TABLE 7

Type of Equity Security	Number held - G English	Number held – H Hellewell
Shares	6,265,000	Nil
Quoted Options	1,000,000	1,000,000
Unquoted options	Nil	1,000,000 exercisable at 10 cents by 31 January 2017 subject to satisfaction of share price based key performance indicators
Performance Rights (excluding performance rights the subject of these Resolutions)	Nil	Nil

If all of the Performance Rights granted to Messrs English and Hellewell vest and are exercised, then a total of 2,400,000 new Shares would be issued. This will increase the number of Shares on issue from 339,910,728 to 342,310,728 (assuming that no other options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by approximately 0.7%.

The market price for Shares during the term of the Performance Rights will affect the value of the perceived benefit given to Messrs English and Hellewell. If, at any time any of the Performance Rights vest, then there may be a perceived cost to Core. The trading history of Shares on ASX in the 12 months before the date of this Notice (to 14 October 2016) are:

TABLE 8

	Price	Date
Highest	\$0.140	3 October 2016
Lowest	\$0.011	14 Jan 2016, 18 Jan 2016 and 21 Jan 2016
Last	\$0.100	14 October 2016

Corporations Act

Under Chapter 2E of the Corporations Act a public company cannot give a financial benefit to a related party unless an exception applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

The Participating Directors are related parties of the Company due to the fact that they are Directors of the Company. The issue of unquoted Performance Rights constitutes a "Financial Benefit" as described in the Corporations Act. Accordingly, the proposed issue of unquoted Performance Rights to the Participating Directors will constitute the provision of a financial benefit to related parties of the Company.

It is the view of the Directors (other than, in respect of each of Resolution 6 and 7, the relevant Participating Director who has a material personal interest in that applicable Resolution) that the exemptions under section 211 of the Corporations Act (remuneration and reimbursement) apply to the proposed option issue pursuant to Resolutions 6 and 7. Accordingly, while the Directors have not determined to seek shareholder approval under section 208 of the Corporations Act, shareholder approval must nonetheless be obtained pursuant to ASX Listing Rule 10.14.

ASX Listing Rules Requirements

ASX Listing Rule 10.14 provides that a Company must not issue or agree to issue securities under an employment incentive scheme to a Director, without first obtaining shareholder approval.

ASX Listing Rule 10.15 requires that the following information to be provided to Shareholders when seeking an approval for the purposes of ASX Listing Rule 10.14:

- a) The Performance Rights will be issued to Messrs Gregory English and Heath Hellewell or their nominee(s).
- b) The total number of Performance Rights to be issued is 2,400,000.
- c) The Performance Rights will be issued for nil consideration and no consideration is payable by Messrs English and Hellewell upon conversion of the Performance Right to a Share.
- d) The following directors, associates and other people named in Listing Rule 10.14 have received Performance Rights under the PSP since it was approved on 14 November 2013:

TABLE 9

Name	Number of Performance Rights granted	Number of Shares issued on conversion of Performance Rights	Acquisition price of Performance Rights
Gregory English	1,000,000	Nil	Nil
Stephen Biggins	7,000,000	500,000	Nil
Heath Hellewell	375,000	Nil	Nil

- e) The persons referred to in Listing Rule 10.14 whom are entitled to participate in the PSP include a full or part time employee of the Company and its related bodies corporate, a Director and or a consultant of the Company, determined as eligible by the Board from time to time.
- f) The issue of the Performance Rights subject of Resolutions 6 and 7 will occur no later than 12 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) but will vest upon meeting the required KPIs.
- g) There is no intention for the Company to grant a loan in relation to the Performance Rights or acquisition of Shares under the Performance Rights.
- h) See Appendix 2 for key terms of the PSP.
- i) A voting Exclusion statement is included in this Notice.

Board Recommendation: Messrs English and Hellewell decline to make a recommendation to Shareholders in relation to Resolutions 6 and 7 due to their material personal interest in the outcome of the Resolutions on the basis that they are to be issued 1,200,000 Performance Rights each should Resolutions 6 and 7 be passed.

With the exception of Messrs English and Hellewell, no other Director has a personal interest in the outcome of Resolutions 6 and 7. The Directors (other than Mr English and Hellewell) recommend that Shareholders vote in favour of Resolutions 6 and 7 for the following reasons:

- the issue of Performance Rights to Messrs English and Hellewell will better align the interests of the Participating Directors with those of Shareholders;
- the issue of the Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow Core to spend a greater proportion of its cash reserves on its operations than it would if cash payments were given to the Participating Directors; and
- it is not considered that there are any significant opportunity costs to Core or benefits foregone by Core in issuing the Performance Rights on the terms proposed.

In forming their recommendations, each Director considered the experience of Messrs English and Hellewell, the skills the Participating Directors bring to Core and the current market price of Shares when determining the number of Performance Rights to be issued.

The Board (apart from Messrs English and Hellewell, who make no recommendation) recommends that shareholders vote IN FAVOUR of Resolutions 6 and 7.

Resolutions 6 and 7 are conditional upon the approval of Resolution 5.

The Chairman of the Meeting intends to vote all undirected proxies IN FAVOUR of Resolutions 6 and 7.

SPECIAL RESOLUTIONS

Resolution 8: Approval of Proportional Takeover Provisions

Section 648G(1) of the Corporations Act provides that a company's proportional takeover approval provisions, unless sooner omitted from its constitution, cease to apply at the end of 3 years from adoption or renewal as appropriate unless otherwise specified.

When the provisions cease to apply the company's constitution is modified by omitting the provisions.

Resolution 8 seeks shareholder approval to the renewal of proportional takeover provisions set out in Appendix 3 of the Explanatory Notes as clause 35 in the Constitution. These proportional takeover provisions enabled the Company to refuse to register shares acquired under a proportional takeover bid unless a resolution is passed by the shareholders in general meeting approving the offer. Under the Corporations Act, the proportional takeover provisions will cease to have effect at the end of a third year period after they were last renewed or adopted by the Company.

In order to give Shareholders the right to determine whether to include the proportional takeover provisions independently of the adoption of the renewal, approval is sought under Resolution 8 to the renewal of the proportional takeover provisions in the Constitution. If Resolution 8 is approved, these proportional takeover provisions will have effect until 30 November 2019, being 3 years from the approval of this Resolution.

The Company is permitted to seek further Shareholder approval to renew this clause for further periods of up to 3 years on each occasion.

In order for Shareholders to make an informed decision as to whether to vote in favour of Resolution 8, the Corporations Act requires the Company to provide Shareholders with the following information:

What is a proportional takeover bid?

A proportional takeover bid is a takeover offer sent to all Shareholders, but only in respect of a specified portion of each Shareholder's shares. Accordingly, if a Shareholder accepts the offer in full, the Shareholder will dispose of a specific proportion of their shares in the Company and retain the balance of the shares.

Effect of provisions to be renewed

If the proportional takeover provisions are renewed in the Constitution and a proportional takeover bid is made to Shareholders of the Company, the Board will be required to convene a general meeting of Shareholders to vote on a resolution to approve the proportional takeover. The meeting must be held at least 14 days before the offer under the proportional takeover bid is due to close.

The resolution will be taken to have been passed if a majority of the votes at the meeting, excluding the Shares of the bidder and its associates, vote in favour of the resolution. The Directors will breach the Corporations Act if they fail to ensure the resolution is voted on. However, if no resolution is voted on before the end of the 14th day before the close of the offer, the resolution will be deemed to have been passed. Where the resolution approving the offer is passed or deemed to have been passed, transfers of

shares resulting from accepting the offer will be registered provided they otherwise comply with the Corporations Act the ASX Settlement Rules (if applicable) and the Constitution.

If the resolution is not passed, then the offer will be deemed to be withdrawn and transfers that would have resulted from acceptance of the bid will not be registered. The proportional takeover provisions do not apply in relation to full takeover bids and only apply for 3 years after the date of adoption of the provisions. The provisions may be renewed, but only by Special Resolution.

Reasons for proposing the Resolution

Without the proportional takeover provisions, a proportional takeover bid for the Company may enable effective control of the Company to be obtained without shareholders having the opportunity to dispose of all their Shares to the bidder. Accordingly, Shareholders could be at risk of passing control to the bidder without payment of an adequate control premium for all their shares, whilst leaving themselves as part of a minority interest in the Company. If clause 35 is renewed in the Constitution, this will enable Shareholders to vote on whether or not a proportional takeover bid should be permitted to be proceed. The benefit of the proportional takeover provisions is that Shareholders are able to decide collectively whether the proportional offer is acceptable and may ensure that any proportional offer is appropriately priced.

Knowledge of present acquisition proposals

As the date of these Explanatory Notes, no Director is aware of proposal by any person to acquire, or increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages

It is noted that the existing proportional takeover provisions in the existing Constitution were not invoked during the period during which those provisions have been in effect. The inclusion of the proportional takeover provisions will enable the Board to formally ascertain the views of shareholders in relation to a proportional takeover bid. Without such provisions, the Directors must rely upon their perception of the interests and views of Shareholders. Apart from this, the Directors do not believe that the renewal of clause 35 in the Constitution would have any potential advantages or disadvantages for the Directors as they remain free to make a recommendation on whether a proportional takeover offer should be accepted.

The Directors consider that the inclusion of proportional takeover provisions will advantage Shareholders as:

- (a) Shareholders will have an opportunity to consider a proportional takeover bid and then attend or be represented by proxy at a general meeting called to vote on the proportional takeover bid, and so will be able to prevent a proportional takeover bid proceeding if there is enough support for the proposition that control of the Company should not be permitted to pass under the proportional takeover bid;
- (b) the provisions may help Shareholders avoid being locked in as a minority Shareholder with one majority Shareholder;
- (c) increasing the bargaining power of Shareholders may ensure that any proportionate offer is adequately priced; and
- (d) knowing the view of Shareholders will assist each individual Shareholder in assessing the likely outcome of the bid and whether to accept or reject the bid.

The Directors consider that disadvantages to Shareholders of the inclusion of proportional takeover provisions are as follows:

- (e) it may deter the making of a proportional takeover bid, which in turn reduces the choices available to potential bidders and Shareholders;
- (f) the chance of a proportional takeover bid being successful may be reduced, which in turn may reduce the opportunities that Shareholders may have to sell some of their shares at a premium to a person seeking control of the Company and may reduce any takeovers speculation element in the Company's Share price;
- (g) they may be considered an additional restriction on the ability of individual Shareholders to deal freely in their Shares; and
- (h) the requirement to convene a general meeting to consider a proportional takeover bid may create delay, additional costs for the Company and uncertainty.

On balance, the Directors consider that the possible advantages outweigh the possible disadvantages, such that the renewal of clause 35 is in the interests of Shareholders.

Resolution 8 is a Special Resolution and must be passed by at least 75% of the votes cast by Members entitled to vote on the Resolution. If Resolution 8 is approved, the proportional takeover provisions set out in Appendix 3 will be renewed in the Constitution as rule 35, with effect from the date of the Meeting.

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.

Resolution 9: 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 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 339,910,728 Shares and therefore has capacity to issue:

1. 50,986,609 Equity Securities under Listing Rule 7.1; (subject to approval of Resolution 3 in this Notice) and
2. 33,991,072 Equity Securities under Listing Rule 7.1A (subject to approval of Resolutions 3 and 9 in this Notice).

A number of scenarios showing potential issues under Listing Rule 7.1A are detailed in **Table 10**.

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

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 10** 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 10 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 10

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.023 50% decrease in issue price	\$0.045 Issue Price	\$0.090 100% increase in issue price
Current Variable A	10% voting dilution	33,991,072 Shares	33,991,072 Shares	33,991,072 Shares
339,910,728 Shares	Funds raised	\$782,000	\$1,530,000	\$3,059,000
50% increase in current Variable A	10% voting dilution	50,986,609 Shares	50,986,609 Shares	50,986,609 Shares
509,866,092 Shares	Funds raised	\$1,173,000	\$2,294,000	\$4,589,000
100% increase in current Variable A	10% voting dilution	67,982,145 Shares	67,982,145 Shares	67,982,145 Shares
679,821,456 Shares	Funds raised	\$1,564,000	\$3,059,000	\$6,118,000

Table 10 has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Additional Placement Capacity.
- No listed or 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 10** 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 10** 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 is based on the weighted average share price of the Company, based on the closing market price, over the period 3 February 2016 (being the date the Company's current lithium strategy was announced) and ending on 30 September 2016.

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 or development 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 purpose of the issue
- ii) 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;
- iii) the effect of the issue in the Equity Securities on control of the Company;
- iv) the financial situation and solvency of the Company; and
- v) 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.

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement will be vendors of the new resources, assets or investments where Equity Securities are issued for non-cash consideration.

6. Previously obtained approval under rule 7.1A

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at the 2015 AGM on 29 October 2015. **Table 11** 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 11

Equity Securities issued in the prior 12 month period	<ul style="list-style-type: none"> - 165,246,433 ordinary Shares - 1,000,000 unlisted Director Options - 102,877,459 Quoted Options - 4,000,000 unlisted Director Performance Rights and Employee Performance Rights
Percentage previous issues represent of total number of Equity Securities on issue at commencement of the 12 month period	131%

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 12** as required under Listing Rule 7.3A.6(b):

TABLE 12

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 ¹ 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.
29 Oct 2015 1,000,000 unlisted Director Options ²	1,000,000 to Director H Hellewell (related party).	Nil issue price. No discount as nil issue price.	The unlisted Director Options are not listed Securities and therefore the most relevant value is the valuation upon issue of Securities. The Unlisted Director Options are valued at 0.06 cents per Unlisted Director Option upon issue.
25 Nov 2015 25,706,705 Quoted Options ³	Sophisticated, professional and institutional investors. No related party participation.	0.30 cents per Quoted Option. Discount of 0% to the market price of 26 Nov 2015 - the first date that the Quoted Options traded on ASX.	\$77,120 cash raised and expended entirely for working capital purposes.
19 Jan 2016 17,959,369 Quoted Options ³	Sophisticated, professional and institutional investors. No related party participation.	0.30 cents per Quoted Option. Discount of 0% to the market price of 29 Jan 2016 - the next date that the Quoted Options traded on ASX.	\$53,878 cash raised and expended entirely for working capital purposes.
19 Jan 2016 154,688 Shares ⁴	Contractor remuneration. No related party participation.	1.6 cents per Share. Premium of approx. 45% to the market price of 18 Jan 2016.	The shares were issued at a price of 1.6 cents per Share in satisfaction of an invoice of \$2,475 for contract services.
23 Feb 2016 12,500 Shares ⁴	Existing Shareholders. No related party participation.	5.0 cents per Share. Premium of approx. 100% to the market price of 22 Feb 2016.	The shares were issued at a price of 5.0 cents per share upon exercise of Quoted Options.
25 Feb 2016 43,511,385 Shares ⁴	Sophisticated, professional and institutional investors. No related party participation.	2.2 cents per Share. Discount of approx. 12% to the market price of 24 Feb 2016.	\$957,250 cash raised and expended entirely to fund Lithium exploration in the Northern Territory on Core's exploration licences and licence applications (including the Finnis Lithium Project), assess the potential and acquire additional Lithium projects and provide the Company with working capital to enable it to support the further development of its Lithium projects.
13 Apr 2016 59,211,385 Quoted Options ³	Sophisticated, professional and institutional investors and for contractor remuneration. 3,000,000 to Directors G English, S Biggins and H Hellewell (related parties).	Nil issue price. No discount as nil issue price.	The Quoted Options were issued for nil consideration for services provided to the Company and therefore the most relevant value is the valuation upon issue of Securities following at the time of issue. The Quoted Options are valued at 1.62 cents per Quoted Option at the time of issue.
27 Apr 2016 52,585,715 Shares ⁴	Sophisticated, professional and institutional investors. No related party participation.	4.2 cents per Share. Discount of approx. 21% to the market price of 26 Apr 2016.	\$2,208,600 cash raised and expended entirely to accelerate the evaluation of its NT lithium tenements, initially focusing on the Finnis Lithium Project in the Bynoe Pegmatite Field and the Anningie Lithium Project in the North Arunta Pegmatite Province and to provide the Company with working capital to enable it to support the further development of its Lithium projects.
19 Aug 2016 3,000,000 unlisted Director Performance	3,000,000 to Director S Biggins (related party).	Nil issue price. No discount as nil issue price.	The unlisted Director Performance Rights are not listed Securities and therefore the most relevant value is the valuation upon issue of Securities following the 18 August 2016 Shareholder meeting. The unlisted Director

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 ¹ 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.
Rights ⁵			Performance Rights are valued at between 1.96 cents per Performance Right and 2.31 cents per Performance Right.
19 Aug 2016 1,000,000 unlisted Employee Performance Rights ⁶	1,000,000 to employees of the Company. No related party participation.	Nil issue price. No discount as nil issue price.	The unlisted Employee Performance Rights are not listed Securities and therefore the most relevant value is the valuation upon issue of Securities on 19 August 2016. The unlisted Employee Performance Rights are valued at between 1.86 cents per Performance Right and 2.24 cents per Performance Right.
29 Aug 2016 1,086,957 Shares ⁴	Tenement purchase consideration. No related party participation.	3.68 cents per Share. Premium of approx. 2% to the market price of 26 Aug 2016.	The shares were issued at a price of 3.68 cents per Share in satisfaction of settlement of an agreement to acquire Exploration Licence EL29698 – part payment being \$40,000 in Shares.
30 Sep 2016 1,000,000 Shares ⁴	Unquoted Option Holders. No related party participation.	5.0 cents per Share. Discount of approx. 41% to the market price of 29 Sep 2016.	The shares were issued at a price of 5.0 cents per share upon exercise of Unquoted Options.
13 Oct 2016 66,895,188 Shares ⁴	Sophisticated, professional and institutional investors. No related party participation.	9.0 cents per Share. Discount of approx. 14% to the market price of 12 Oct 2016.	\$6,020,566 cash raised and to be expended entirely on immediate follow-up diamond and reverse circulation (RC) drilling of recent high grade discoveries at the Finnis Lithium Project with the objective of defining initial JORC resources, metallurgical test work on samples from the Finnis Lithium Project, immediate phase 2 RC drilling at other high priority pegmatites within the Finnis Lithium Project, early engineering studies relating to the potential development of the Finnis Lithium Project, geochemical and geophysical work at the Finnis Lithium Project, permitting to progress the grant of a mining licence at the Finnis Lithium Project and to provide the Company with working capital to enable it to support its current operations.

1. The closing price on the trading platform, excluding special crossings, overnight sales and exchange traded option exercises.
2. Unlisted Director Options as approved at the 2015 AGM with share price KPI vesting criteria. Valuation has been determined using the Black and Scholes valuation methodology.
3. Quoted Options with an exercise of 5.00 cents and expiry of 31 August 2017 trading under code CXOOA.
4. Fully paid ordinary Shares.
5. Unlisted Director Performance Rights as approved at a shareholder meeting held on 18 August 2016 and issued on 19 August 2016 with KPI vesting criteria. Valuation has been determined using the Monte Carlo valuation methodology.
6. Unlisted Employee Performance Rights issued under the Company's PSP on 19 August 2016 with KPI vesting criteria. Valuation has been determined using the Monte Carlo valuation methodology.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 9.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 9.

Appendix 1

Key terms of Share Option Plan (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 Performance Share Plan (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.

Appendix 3

Proportional takeover provision contained in the Company's Constitution – to be renewed at this Meeting

35 PARTIAL TAKEOVER PLEBISCITES

35.1 Resolution to Approve Proportional Off-Market Bid

- (a) Where offers have been made under a proportional off-market bid in respect of a class of securities of the Company ("bid class securities"), the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the proportional off-market bid is prohibited unless and until a resolution (in this clause 35 referred to as a "prescribed resolution") to approve the proportional off-market bid is passed in accordance with the provisions of this Constitution.
- (b) A person (other than the bidder or a person associated with the bidder) who, as at the end of the day on which the first offer under the proportional off-market bid was made, held bid class securities is entitled to vote on a prescribed resolution and, for the purposes of so voting, is entitled to one vote for each of the bid class securities.
- (c) A prescribed resolution is to be voted on at a meeting, convened and conducted by the Company, of the persons entitled to vote on the prescribed resolution.
- (d) A prescribed resolution that has been voted on is to be taken to have been passed if the proportion that the number of votes in favour of the prescribed resolution bears to the total number of votes on the prescribed resolution is greater than one half, and otherwise is taken to have been rejected.

35.2 Meetings

- (a) The provisions of this Constitution that apply in relation to a general meeting of the Company apply, with modifications as the circumstances require, in relation to a meeting that is convened pursuant to this clause 35.2 as if the last mentioned meeting was a general meeting of the Company.
- (b) Where takeover offers have been made under a proportional off-market bid, the Directors are to ensure that a prescribed resolution to approve the proportional off-market bid is voted on in accordance with this clause 35 before the 14th day before the last day of the bid period for the proportional off-market bid (the "resolution deadline").

35.3 Notice of Prescribed Resolution

Where a prescribed resolution to approve a proportional off-market bid is voted on in accordance with this clause 35 before the resolution deadline, the Company is, on or before the resolution deadline:

- (a) to give the bidder; and
- (b) if the Company is listed - each relevant financial market (as defined in the Corporations Act) in relation to the Company;

a notice in writing stating that a prescribed resolution to approve the proportional off-market bid has been voted on and that the prescribed resolution has been passed, or has been rejected, as the case requires.

35.4 Takeover Resolution Deemed Passed

Where, at the end of the day before the resolution deadline, no prescribed resolution to approve the proportional off-market bid has been voted on in accordance with this clause 35, a resolution to approve the proportional off-market bid is to be, for the purposes of this clause 35, deemed to have been passed in accordance with this clause 35.

35.5 Takeover Resolution Rejected

Where a prescribed resolution to approve a proportional off-market bid under which offers have been made is voted on in accordance with this clause 35 before the resolution deadline, and is rejected, then:

- (a) despite Section 652A of the Corporations Act:
 - (i) all offers under the proportional off-market bid that have not been accepted as at the end of the resolution deadline; and

- (ii) all offers under the proportional off-market bid that have been accepted and from whose acceptance binding contracts have not resulted as at the end of the resolution deadline,

are deemed to be withdrawn at the end of the resolution deadline;

- (b) as soon as practicable after the resolution deadline, the bidder must return to each person who has accepted any of the offers referred to in clause 35.5(a)(ii) any documents that were sent by the person to the bidder with the acceptance of the offer;

- (c) the bidder:

- (i) is entitled to rescind; and

- (ii) must rescind as soon as practicable after the resolution deadline,

each binding takeover contract resulting from the acceptance of an offer made under the proportional off-market bid; and

- (d) a person who has accepted an offer made under the proportional off-market bid is entitled to rescind the takeover contract (if any) resulting from the acceptance.

35.6 Renewal

This clause 35 ceases to have effect on the third anniversary of the date of the adoption of the last renewal of this clause 35.

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.

Consideration Shares means 1,086,957 Shares as consideration for purchase of Exploration Licence EL29698 on 29 August 2016.

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 Options means unlisted options with a performance based vesting condition issued pursuant to the Company's Share Option Plan exercisable at 10.00 cents per share and expiring on 31 January 2017.

Director Performance Rights means 3,000,000 unlisted performance rights issued to Director Stephen Biggins at a shareholder meeting held on 18 August 2016 and issued on 19 August 2016 with KPI vesting criteria.

Employee Performance Rights means 1,000,000 unlisted performance rights issued to employees of the Company on 19 August 2016 with KPI vesting criteria.

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

Explanatory Notes means these Explanatory Notes.

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 and described in this Notice.

Listing Rules and **ASX 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 26 Gray Court, Adelaide, South Australia on Wednesday 30 November 2016 at 2:00 pm (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 KPI based unquoted rights proposed to be issued under the PSP.

Placement means the placement of Shares completed by the Company on 13 October 2016.

Placement Shares means the Shares issued under the Placement.

Proxy Form means the proxy form attached to this Notice of Meeting.

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

Quoted Options means options trading under ASX code CXOOA with an exercise price of \$0.05 and expiry of 31 August 2017.

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, and no spill resolution was voted on at the first AGM, 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.

Unquoted Options means options not quoted on ASX with an exercise price of \$0.05 and expiry of 30 September 2016.

VWAP means the volume weighted average share price of the Company.

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CORE EXPLORATION LIMITED

ACN: 146 287 809

REGISTERED OFFICE:26 GRAY COURT
ADELAIDE SA 5000

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SHARE REGISTRY:

Security Transfer Australia Pty Ltd

All Correspondence to:

PO BOX 52

Collins Street West VIC 8007

AUSTRALIA

Exchange Tower, Level 9, Suite 913

530 Little Collins Street

MELBOURNE VIC 3000 AUSTRALIA

T: +61 3 9268 2200 F: +61 8 9315 2233

E: registrar@securitytransfer.com.au

W: www.securitytransfer.com.au

Code:

CXO

Holder Number:

PROXY 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.

**VOTE
ONLINE**Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.

2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 2:00pm (Adelaide time) on Wednesday 30 November 2016 at Core Exploration, 26 Gray Court, Adelaide, South Australia and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions.

In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	Abstain		For	Against	Abstain
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Approval of issue of Performance Rights to Mr Heath Hellewell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Mr Heath Hellewell as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Approval of proportional takeover provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of 67,982,145 Shares issued in the preceding 12 month period	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Approval of 10% Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Adoption of Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5. Adoption of Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6. Approval of issue of Performance Rights to Mr Gregory English	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Sole Director & Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 2:00pm (Adelaide time) on Monday 28 November 2016.

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My/Our contact details in case of enquiries are:

Name:

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Number:

(

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)

1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Australia Pty Ltd

Online www.securitytransfer.com.au

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MELBOURNE VIC 3000
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PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, 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 Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

