

# **CORE EXPLORATION LIMITED**

**ACN 146 287 809**

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## **NOTICE OF ANNUAL GENERAL MEETING**

### **EXPLANATORY NOTES**

### **PROXY FORM**

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**Date of Meeting**  
26 October 2017

**Time of Meeting**  
1:00 pm (Adelaide time)

**Place of Meeting**  
Core Exploration  
26 Gray Court,  
Adelaide, South Australia

**CORE EXPLORATION LIMITED**  
ACN 146 287 809

**NOTICE OF 2017 ANNUAL GENERAL MEETING**

Notice is hereby given that the seventh 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 Thursday 26 October 2017 at 1:00 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**

**2017 Financial Statements**

To receive, consider and discuss the Company’s annual financial report including the Directors’ Declaration for the year ended 30 June 2017 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 2017 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 Gregory English as a Director of the Company**

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

*“That Mr Gregory English, a Director retiring by rotation in accordance with clause 13.2 of the Constitution of the Company and ASX Listing Rule 14.5, 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 1,000,000 Consideration 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 1,000,000 Consideration 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 – Ratification of 16,700,000 Tranche 1 Shares issued in the preceding 12 month period to Yahua**

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 16,700,000 Tranche 1 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 5 – Ratification of 5,000,000 Advisory Options 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 5,000,000 Advisory Options during the preceding 12 month period on the terms and to the parties set out in the Notice of Meeting and Explanatory Notes."*

## **Resolution 6 – Ratification of the past issue, or the proposed future issue, of 16,700,000 Tranche 2 Shares to Yahua**

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

*"That, to ASX Listing Rule 7.1 or Listing Rule 7.4 (as the case may be), Shareholders approve and authorise or ratify (as the case may be) the issue of 16,700,000 Tranche 2 Shares on the terms and to the parties set out in the Notice of Meeting and Explanatory Notes."*

## **Resolution 7 – Ratification of the past issue, or the proposed future issue, of 39,232,025 Shares to Liontown**

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

*"That, for the purpose of ASX Listing Rule 7.1 or Listing Rule 7.4 (as the case may be), Shareholders approve and authorise or ratify (as the case may be) the issue of 39,232,025 Liontown Shares on the terms and to the parties set out in the Notice of Meeting and Explanatory Notes."*

## **SPECIAL BUSINESS – SPECIAL RESOLUTIONS**

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

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

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

## **VOTING INFORMATION, EXCLUSIONS AND PROHIBITIONS**

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

### **Voting prohibition statement in relation to Resolution 1**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- b) the voter is the Chair and the appointment of the Chair as proxy:
  - i) does not specify the way the proxy is to vote on this Resolution; and
  - ii) expressly authorises the Chair to exercise the proxy even though this 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 Excedo 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 exclusion in relation to Resolutions 4 and 6**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this Resolution by Ya Hua International Investment and Development Co. 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 exclusion in relation to Resolution 5**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this Resolution by Hartleys Limited 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 exclusion in relation to Resolution 7**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this Resolution by Liontown Resources Limited or 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 exclusion in relation to Resolution 8 (10% Additional Placement Capacity)**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Special Resolution 5 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.

### **Important information concerning proxy votes on Resolution 1**

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 Resolution 1 by marking the box opposite the respective Resolution on the Proxy Form. You should direct the Chairman how to vote on this Resolution.

However, if the Chairman of the Meeting is your proxy and you do not direct the Chairman how to vote in respect of Resolution 1 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) Resolution 1 is 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 Resolution 1 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 need not 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 1:00pm Adelaide time on 24 October 2017):

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 24 October 2017. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board

Jaroslaw (Jarek) Kopias  
Company Secretary  
Adelaide, 15 September 2017

## 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 19 October 2017, 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 2017 is set out in the Directors' Report within the 2017 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 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 2016 AGM, the Company’s remuneration report for the financial year ended 30 June 2016 did not receive 25% or more of the votes cast against the adoption of the remuneration report.

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

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

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

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

ASX Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

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

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

Greg was a founding Director of Core and was involved in the Company’s initial public offering and ASX listing. He is a qualified lawyer and mining engineer and experienced company director, with more than 25 years’ experience in the resources industries. Since ASX listing, Mr English has guided the Company’s move into the lithium sector and has overseen the discovery and development of Core’s Northern Territory Lithium Projects. Mr English has considerable mine development and operations experience having worked for ASX top 100 companies as both a lawyer and mining engineer.

The Board considers Mr English to be an independent Director.

Mr English has been a Director of the Company since 10 September 2010 and was last re-elected at the Company’s 2015 annual general meeting.

**Board Recommendation:** The Directors (other than Mr English 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 English.

### **Resolutions 3, 4 and 5: Ratification of 1,000,000 Consideration Shares, 16,700,000 Tranche 1 Shares and 5,000,000 Advisory Options issued in the preceding 12 month period**

#### **Background**

On 19 December 2016, Core announced that it had issued 1,000,000 Shares as consideration for acquisition of Exploration Licence EL31058 in the Northern Territory (**Consideration Shares**).

On 28 February 2017, Core announced that it had issued 5,000,000 unquoted options (**Advisory Options**). Of the total Advisory Options issued, 2,500,000 have an exercise price of 12.5 cents each and 2,500,000 have an exercise price of 15.0 cents each and all have an expiry of 28 February 2019 or within 3 months of the termination of the agreement under which they were issued.

On 29 August 2017, Core announced that it had issued 16,700,000 Shares (**Tranche 1 Shares**) to Yahua.

The Consideration Shares and Advisory Options were issued and allotted without Shareholder approval under the Company's 15% placement capacity under Listing Rule 7.1. The Tranche 1 Shares were issued 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 2016 annual general meeting held on 30 November 2016, 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 Consideration Shares were issued on 19 December 2016 and the Advisory Options were issued on 28 February 2017 without Shareholder approval pursuant to Listing Rule 7.1 and thus the Company is seeking ratification of the issue at this Meeting. All of the Tranche 1 Shares were issued on 29 August 2017, under Listing Rule 7.1A, and the Company is seeking ratification of the issue at this Meeting.

The Consideration Shares and Advisory Options were issued under Listing Rule 7.1 and the Tranche 1 Shares were issued under Listing Rule 7.1A and the Company confirms that the issue and allotment of the Consideration Shares, Advisory Options and Tranche 1 Shares did not breach Listing Rule 7.1 or Listing Rule 7.1A at the date of issues.

By ratifying the issue of the Consideration Shares, Tranche 1 Shares and Advisory Options , 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:

	<b>Resolution 3</b>	<b>Resolution 4</b>	<b>Resolution 5</b>
Securities issued	1,000,000 Consideration Shares	16,700,000 Tranche 1 Shares	5,000,000 Advisory Options
Date of issue	19 December 2016	29 August 2017	28 February 2017
Consideration	\$0.065 (6.5 cents) each	\$0.060 (6.0 cents) each	\$Nil
Terms	Shares rank equally with all other Shares on issue except that they were subject to voluntary escrow to 19 June 2017	Shares rank equally with all other Shares on issue	Detailed in Schedule 1
Party <sup>1</sup>	Exedo Exploration Pty Ltd	Ya Hua International Investment and Development Co. Ltd.	Hartleys Limited
Purpose	Acquire Exploration Licence EL31058	Advance development of the Finniess Lithium Project	No funds raised

<sup>1</sup> None of the parties are related parties of the Company.

**Board Recommendation:** The Directors recommend that Shareholders vote in favour of Resolutions 3, 4 and 5.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the adoption of the ratification of Consideration Shares, Tranche 1 Shares and Advisory Options issued in the preceding 12 month period.

#### **Resolution 6: Ratification of the past issue, or the proposed future issue, of 16,700,000 Tranche 2 Shares to Yahua**

##### **Background**

On 29 August 2017 Core announced that the Company had entered into a binding subscription agreement with Ya Hua International Investment and Development Co. Ltd (**Yahua**) which is wholly owned by Sichuan Yahua Industrial Group Co. Ltd (**Yahua Group**), one of China's largest lithium hydroxide and carbonate producers, for a placement of \$2 million.

The Placement to Yahua will be conducted in two tranches:

- Core initially issued Yahua with 16,700,000 Shares at 6 cents per share (the subject of Resolution 4).
- Core will issue Yahua with a further 16,700,000 Shares at 6 cents per Share (**Tranche 2 Shares**), subject to receipt of customary Australian and Chinese regulatory approvals. The agreement requires the regulatory approval to be received by 31 October 2017 and may be extended if agreed between Core and Yahua.

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

At the date of preparation of this Notice, the issue of 16,700,000 Tranche 2 Shares has not occurred as Australian and Chinese regulatory approvals have not been finalised and they may or may not be completed prior to the date of the AGM. If the Tranche 2 Shares are issued prior to the AGM, then ratification for the issue of those Shares is sought in accordance with the requirements of Listing Rule 7.4. However, if the Tranche 2 Shares are not issued before the AGM, then approval is sought for the issue of those Shares in accordance with the requirements of Listing Rule 7.1. The following information is provided in accordance with Listing Rules 7.3 or 7.5 as the case may be:

#### **Specific Information required by ASX Listing Rule 7.3 and 7.5**

- (a) The maximum number of Tranche 2 Shares to be issued is 16,700,000 Shares to raise a total of \$1.002 million.
- (b) The Tranche 2 Shares will be issued prior to the AGM or no later than 3 months after the date of the AGM and will be issued in one allotment.
- (c) The issue price of the Tranche 2 Shares is \$0.06 (6 cents) each.
- (d) The Tranche 2 Shares issued or to be issued are fully paid ordinary Shares in the Company and rank equally in all respects with the Company's existing quoted Shares.
- (e) The Tranche 2 Shares have been issued or will be issued to Yahua.
- (f) The funds raised from the issue of Tranche 2 Shares will be used to advance development of the Finniss Lithium Project.

**Board Recommendation:** The Directors recommend that Shareholders vote in favour of Resolution 6.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the ratification of Tranche 2 Shares issued or the Tranche 2 Shares to be issued (as the case may be), totalling 16,700,000 Shares.

#### **Resolution 7: Ratification of the past issue, or the proposed future issue, of 39,232,025 Shares to Liontown**

##### **Background**

On 14 September 2017 Core announced that the Company had entered into an agreement to acquire the Bynoe Lithium Project directly adjacent to Core's Finniss Lithium Project in the NT near Darwin from Liontown Resources Ltd (**Liontown**). Key terms of the agreement between Core and Liontown are:

- Core to purchase 100% of Liontown's Bynoe Project comprising tenements EL 29699, EL 30015, EL 30012, ML 16 and EML 28651.
- Completion of the transaction is conditional on the grant of Ministerial and other consents.
- At completion, Core must pay Liontown \$1,500,000 in cash and issue 39,232,025 Shares with a value of \$2,000,000 (based on 10-day VWAP prior to the date of the agreement).
- Shares issued to Liontown will be subject to a 12-month voluntary escrow. Liontown may sell one third of the Shares 4 months after the date of issue and every 4 months thereafter.
- Upon defining a JORC-compliant Mineral Resource totalling 5Mt within the Bynoe Project area, Core must pay Liontown \$1,500,000 in cash or Shares (at Core's election) subject to further Shareholder approval.

### **Reason for approval**

At the date of preparation of this Notice, the issue of 39,232,025 Liontown Shares has not occurred as Ministerial and other consents have not been granted in relation to the transfer of Liontown's Bynoe Project and they may or may not be granted prior to the date of the AGM. If the Liontown Shares are issued prior to the AGM, ratification for the issue of those Shares is sought in accordance with the requirements of Listing Rule 7.4. However, if the Liontown Shares are not issued before the AGM approval is sought for the issue of those Shares in accordance with the requirements of Listing Rule 7.1. The following information is provided in accordance with Listing Rules 7.3 or 7.5 as the case may be:

### **Specific Information required by ASX Listing Rule 7.3 and 7.5**

- (a) The maximum number of Shares to be issued is 39,232,025 Shares.
- (b) The Liontown Shares will be issued prior to the AGM or no later than 3 months after the date of the AGM and will be issued in one allotment.
- (c) The issue price of the Liontown Shares is approximately \$0.051 (5.1 cents) each and precisely the 10-day VWAP prior to the date of entering into the agreement to acquire the Bynoe Project.
- (d) The Shares issued or to be issued are fully paid ordinary Shares in the Company and rank equally in all respects with the Company's existing quoted Shares except to the extent that will be subject to a 12-month voluntary escrow. Liontown may sell one third of the Shares 4 months after the date of issue and every 4 months thereafter.
- (e) The Liontown Shares have been issued or will be issued to Liontown Resources Limited (or nominee).
- (f) There are no funds raised from the issue of the Liontown Shares and the Share issue will be used as part consideration for the Bynoe Project.

**Board Recommendation:** The Directors recommend that Shareholders vote in favour of Resolution 7.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the ratification of Liontown Shares issued or to be issued (as the case may be), totalling 39,232,025 Shares.

### **SPECIAL RESOLUTION**

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

##### **Background**

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

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity at the date of this Notice of 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.

A number of scenarios showing potential issues under Listing Rule 7.1A are detailed in **Table 2**.

## **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 2** 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 2** 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 2**

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.042 50% decrease in issue price	\$0.084 Issue Price	\$0.168 100% increase in issue price
Current Variable A 440,388,835 Shares	10% voting dilution Funds raised	44,038,883 Shares \$1,850,000	44,038,883 Shares \$3,699,000	44,038,883 Shares \$7,399,000
<b>50% increase in current Variable A 660,583,253 Shares</b>	10% voting dilution Funds raised	66,058,325 Shares \$2,774,000	66,058,325 Shares \$5,549,000	66,058,325 Shares \$11,098,000
<b>100% increase in current Variable A 880,777,670 Shares</b>	10% voting dilution Funds raised	88,077,767 Shares \$3,699,000	88,077,767 Shares \$7,399,000	88,077,767 Shares \$14,797,000

**Table 2** has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Additional Placement Capacity.
- No unlisted options (including any unlisted options issued under the 10% Additional Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- **Table 2** 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 2** 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 1 September 2016 and ending on 31 August 2017.

### 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;
- v) prevailing market conditions; and
- vi) 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 2016 AGM on 30 November 2016. **Table 3** 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 3**

Equity Securities issued in the prior 12 month period	- 100,478,107 ordinary Shares - 5,000,000 unlisted Advisory Options - 3,600,000 unlisted Performance Rights
Percentage previous issues represent of total number of Equity Securities on issue at commencement of the 12 month period	24%

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

**TABLE 4**

Date of Appendix 3B, number and class of Equity Securities and summary of key terms	Names of persons who received securities or basis on which those persons was determined	Issue Price of Equity Securities and discount to market price <sup>1</sup> on the trading day prior to issue	If issued for cash – the total consideration, the amount of cash that has been spent, what it was spent on and the intended use of the remaining funds.  If issued for non-cash – a description of the consideration and the current value of the consideration.
31 Oct 2016 92,000 Shares <sup>3</sup>	Existing Shareholders. No related party participation.	5.0 cents per Share. Discount of approx. 45% to the market price of 28 Oct 2016.	The Shares were issued at a price of 5.0 cents per Share upon exercise of Quoted Options.
3 November 2016 32,861,263 Shares <sup>3</sup>	Shareholders entitled to participate in the Company's Share Purchase Plan <sup>2</sup> .	9.0 cents per Share. Premium of approx. 6% to the market price of 2 Nov 2016.	\$2,957,514 cash raised and expended entirely to fund 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, phase 2 RC drilling at other high priority pegmatites, 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 to provide the

<b>Date of Appendix 3B, number and class of Equity Securities and summary of key terms</b>	<b>Names of persons who received securities or basis on which those persons was determined</b>	<b>Issue Price of Equity Securities and discount to market price<sup>1</sup> on the trading day prior to issue</b>	<b>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.</b>  <b>If issued for non-cash – a description of the consideration and the current value of the consideration.</b>
			Company with working capital to enable it to support its current operations.
30 Nov 2016 640,000 Shares <sup>3</sup>	Exploration Manager. No related party participation.	Nil issue price. No discount as nil issue price.	The Shares were issued upon the exercise of vested Employee Performance Rights.
30 Nov 2016 2,400,000 unlisted Director Performance Rights <sup>4</sup>	1,200,000 each to Director G English and H Hellewell (related parties).	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 30 November 2016 Shareholder meeting. The unlisted Director Performance Rights are valued at between 4.44 cents per Performance Right and 4.89 cents per Performance Right.
30 Nov 2016 1,200,000 unlisted Employee Performance Rights <sup>4</sup>	1,200,000 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 30 November 2016. The unlisted Employee Performance Rights are valued at between 4.44 cents per Performance Right and 4.89 cents per Performance Right.
19 Dec 2016 1,000,000 Shares <sup>3</sup>	Tenement purchase consideration. No related party participation.	6.50 cents per Share. Discount of approx. 3% to the market price of 16 Dec 2016.	The Shares were issued at a price of 6.50 cents per Share in satisfaction of settlement of an agreement to acquire Exploration Licence EL31058 – part payment being \$65,000 in Shares.
24 Feb 2017 3,263 Shares <sup>3</sup>	Existing Shareholders. No related party participation.	5.0 cents per Share. Discount of approx. 38% to the market price of 23 Feb 2017.	The Shares were issued at a price of 5.0 cents per Share upon exercise of Quoted Options.
28 Feb 2017 5,000,000 Unlisted Advisory Options <sup>6</sup>	Advisor remuneration. No related party participation.	Nil issue price. No discount as nil issue price.	The unlisted Advisory Options are not listed Securities and therefore the most relevant value is the valuation upon issue of Securities. The Unlisted Advisory Options are valued between 2.16 cents and 2.52 cents per Unlisted Advisory Option upon issue.
16 Jun 2017 338,812 Shares <sup>3</sup>	Existing Shareholders. No related party participation.	5.0 cents per Share. Discount of approx. 24% to the market price of 15 Jun 2017.	The Shares were issued at a price of 5.0 cents per Share upon exercise of Quoted Options.
23 Jun 2017 900,000 Shares <sup>3</sup>	Existing Shareholders. No related party participation.	5.0 cents per Share. Discount of approx. 34% to the market price of 22 Jun 2017.	The Shares were issued at a price of 5.0 cents per Share upon exercise of Quoted Options.
29 Jun 2017 800,000 Shares <sup>3</sup>	Existing Shareholders. No related party participation.	5.0 cents per Share. Discount of approx. 30% to the market price of 28 Jun 2017.	The Shares were issued at a price of 5.0 cents per Share upon exercise of Quoted Options.
18 Jul 2017 1,800,000 Shares <sup>3</sup>	Existing Shareholders. No related party participation.	5.0 cents per Share. Discount of approx. 39% to the market price of 17 Jul 2017.	The Shares were issued at a price of 5.0 cents per Share upon exercise of Quoted Options.
25 Jul 2017 5,849,599 Shares <sup>3</sup>	Existing Shareholders. No related party participation.	5.0 cents per Share. Discount of approx. 32% to the market price of 24 Jul 2017.	The Shares were issued at a price of 5.0 cents per Share upon exercise of Quoted Options.
1 Aug 2017 2,341,138 Shares <sup>3</sup>	Existing Shareholders. No related party participation.	5.0 cents per Share. Discount of approx. 25% to the market price of 31 Jul 2017.	The Shares were issued at a price of 5.0 cents per Share upon exercise of Quoted Options.

<b>Date of Appendix 3B, number and class of Equity Securities and summary of key terms</b>	<b>Names of persons who received securities or basis on which those persons was determined</b>	<b>Issue Price of Equity Securities and discount to market price<sup>1</sup> on the trading day prior to issue</b>	<b>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.</b>  <b>If issued for non-cash – a description of the consideration and the current value of the consideration.</b>
2 Aug 2017 1,000,000 Shares <sup>3</sup>	Managing Director. Issue of Performance Rights was approved by Shareholders on 18 Aug 2016.	Nil issue price. No discount as nil issue price.	The Shares were issued upon the exercise of vested Employee Performance Rights.
2 Aug 2017 260,000 Shares <sup>3</sup>	Exploration Manager and an employee. No related party participation.	Nil issue price. No discount as nil issue price.	The Shares were issued upon the exercise of vested Employee Performance Rights.
8 Aug 2017 1,818,167 Shares <sup>3</sup>	Existing Shareholders. No related party participation.	5.0 cents per Share. Discount of approx. 26% to the market price of 7 Aug 2017.	The Shares were issued at a price of 5.0 cents per Share upon exercise of Quoted Options.
15 Aug 2017 5,095,395 Shares <sup>3</sup>	Existing Shareholders. No related party participation.	5.0 cents per Share. Discount of approx. 28% to the market price of 14 Aug 2017.	The Shares were issued at a price of 5.0 cents per Share upon exercise of Quoted Options.
22 Aug 2017 11,626,158 Shares <sup>3</sup>	Existing Shareholders. No related party participation.	5.0 cents per Share. Discount of approx. 22% to the market price of 21 Aug 2017.	The Shares were issued at a price of 5.0 cents per Share upon exercise of Quoted Options.
29 Aug 2017 16,700,000 Shares <sup>3</sup>	Share Placement. No related party participation.	6.0 cents per Share. Premium of approx. 76% to the market price of 28 Aug 2017.	\$1,002,000 cash raised and expended entirely to advance development of the Finniss Lithium Project.
29 Aug 2017 2,558,690 Shares <sup>3</sup>	Existing Shareholders. No related party participation.	5.0 cents per Share. Premium of approx. 47% to the market price of 28 Aug 2017.	The Shares were issued at a price of 5.0 cents per Share upon exercise of Quoted Options.
4 Sep 2017 14,793,622 Shares <sup>3</sup>	Existing Shareholders. No related party participation.	5.0 cents per Share. Discount of approx. 2% to the market price of 1 Sep 2017.	The Shares were issued at a price of 5.0 cents per Share upon exercise of Quoted Options.

1. The closing price on the trading platform, excluding special crossings, overnight sales and exchange traded option exercises.
2. Share Purchase Plan announced on ASX on 6 October 2016.
3. Fully paid ordinary Shares.
4. Unlisted Director Performance Rights as approved at a Shareholder meeting held on 30 November 2016 and issued on 30 November 2016 with KPI vesting criteria. Valuation has been determined using the Monte Carlo valuation methodology.
5. Unlisted Employee Performance Rights as issued under the Company's Performance Share Plan on 30 November 2016 with KPI vesting criteria. Valuation has been determined using the Monte Carlo valuation methodology.
6. Unlisted Advisory Options. Of the total unquoted options issued, 2,500,000 have an exercise price of 12.5 cents each and 2,500,000 have an exercise price of 15.0 cents each and all have an expiry of 28 February 2019 or within 3 months of the termination of the agreement under which they were issued. Valuation has been determined using the Black and Scholes valuation methodology.

**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.

## Schedule 1

### Key terms of Advisory Options

- (a) Each Option will entitle the holder (**Optionholder**) to subscribe for one fully paid ordinary share (**Share**) in Core Exploration Limited (ACN 146 287 809) (**Company**) (subject to possible adjustments referred to in paragraphs (j), (k) and (l) below).
- (b) Each Option is exercisable at any time before 5:00pm Australian Central Standard Time (ACST) on the earlier of 28 February 2019 or in the event of early termination of the advisory mandate between the Company and Hartleys Limited, 3 months from the date of termination of that letter of engagement (dated 27 February 2017) (**Expiry Date**).

Options not exercised before the Expiry Date will lapse.
- (c) The exercise price of 2,500,000 Options is \$0.125 and the exercise price of 2,500,000 Options is \$0.15 (**Exercise Price**).
- (d) Options are exercisable by notice in writing to the Company, delivered to the registered address of the Company and accompanied by the full payment of the Exercise Price in cleared funds.
- (e) Some or all of the Options may be exercised at any one time or times prior to the Expiry.
- (f) Shares issued pursuant to the exercise of any of the Options will rank in all respects on equal terms with the existing Shares in the Company.
- (g) The Company will not seek to have the Options admitted to the official list of ASX and the Options will not be listed on ASX. The Company will make application for new Shares allotted on exercise of the Options to be admitted to the official list of entities maintained by ASX.
- (h) Each Option will be freely transferable at any time before the Expiry Date.
- (i) Options will not entitle the Optionholder to participate in any new issue of securities by the Company unless the Option has been duly exercised prior to the relevant record date. The Company will ensure that for the purposes of determining entitlements to participate in any new issues of securities to holders of Shares, that the record date will be at least five business days after the date the issue is announced.
- (j) If there is a bonus issue to the holders of Shares:
  - (i) the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue; and
  - (ii) no change will be made to the Exercise Price.
- (k) If, prior to the Expiry Date the issued capital of the Company is reorganised, the rights of the Optionholder may be varied to comply with the Corporations Act and ASX Listing Rules which apply at the time of the reconstruction.
- (l) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to holders of Shares after the date of issue of the Options, then the Exercise Price of the Options will be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.

## 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.

**Advisory Options** means 5,000,000 unquoted options. Of the total unquoted options issued, 2,500,000 have an exercise price of 12.5 cents each and 2,500,000 have an exercise price of 15.0 cents each and all have an expiry of 28 February 2019 or within 3 months of the termination of the agreement under which they were issued.

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

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

**Bynoe Project** means mineral licences comprising EL 29699, EL 30015, EL 30012, ML 16 and EML 28651.

**Chairman** means the chairman of the Meeting.

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

**Consideration Shares** means 1,000,000 Shares as consideration for purchase of Exploration Licence EL31058 on 19 December 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 Performance Rights** means KPI based unquoted rights issued to Directors on 30 November 2016 following approval by Shareholders.

**Employee Performance Rights** means KPI based unquoted rights issued to the Company secretary on 30 November 2016 under the Company's Performance Share Plan.

**Equity Securities or 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.

**Liontown Shares** means 39,232,025 Shares to be issued to Liontown Resources Limited (or nominee) as announced on 14 September 2017.

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

**Meeting, AGM 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 Thursday 26 October 2017 at 1:00 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 issued to Directors and employees of the Company.

**Performance Share Plan** means the Company's performance share plan as approved by Shareholders the 2016 AGM.

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

**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.

**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.

**Tranche 1 Shares** means 16,700,000 Shares issued under a placement to Yahua on 29 August 2017.

**Tranche 2 Shares** means 16,700,000 Shares proposed to be issued to Yahua subject to receipt of customary Australian and Chinese regulatory approvals.

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

**Yahua** means Ya Hua International Investment and Development Co. Ltd.

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# CORE EXPLORATION LIMITED

REGISTERED OFFICE:  
26 GRAY COURT  
ADELAIDE SA 5000

+

ACN: 146 287 809

«EFT\_REFERENCE\_NUMBER»

«Holder\_name»  
 «Address\_line\_1»  
 «Address\_line\_2»  
 «Address\_line\_3»  
 «Address\_line\_4»  
 «Address\_line\_5»

«Company\_code» «Sequence\_number»

SHARE REGISTRY:  
 Security Transfer Australia Pty Ltd  
 All Correspondence to:  
 PO BOX 52  
 Collins Street West VIC 3007  
 Suite 913, Exchange Tower  
 530 Little Collins Street  
 Melbourne VIC 3000  
 T: 1300 992 916 F: +61 8 9315 2233  
 E: registrar@securitytransfer.com.au  
 W: www.securitytransfer.com.au

Code: CXO

Holder Number: «HOLDER\_NUM»

## 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](http://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.

«ONLINE»

## 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

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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 1:00pm (Adelaide time) on Thursday 26 October 2017 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

1. Adoption of Remuneration Report
2. Re-election of Mr Gregory English as a Director of the Company
3. Ratification of 1,000,000 Consideration Shares issued in the preceding 12 month period
4. Ratification of 16,700,000 Tranche 1 Shares issued in the preceding 12 month period to Yahua
5. Ratification of 5,000,000 Advisory Options issued in the preceding 12 month period
6. Ratification of the past issue, or the proposed future issue, of 16,700,000 Tranche 2 Shares to Yahua
7. Ratification of the past issue, or the proposed future issue, of 39,232,025 Shares to Liotown
8. Approval of 10% Additional Placement Capacity

	For	Against	Abstain*
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Mr Gregory English as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of 1,000,000 Consideration Shares issued in the preceding 12 month period	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of 16,700,000 Tranche 1 Shares issued in the preceding 12 month period to Yahua	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratification of 5,000,000 Advisory Options issued in the preceding 12 month period	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Ratification of the past issue, or the proposed future issue, of 16,700,000 Tranche 2 Shares to Yahua	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Ratification of the past issue, or the proposed future issue, of 39,232,025 Shares to Liotown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval of 10% Additional Placement Capacity	<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

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 1:00pm (Adelaide time) on Tuesday 24 October 2017.

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My/Our contact details in case of enquiries are:

Name:

**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:

- a) 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
  - b) 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](http://www.securitytransfer.com.au)

**Postal Address** PO BOX 52  
Collins Street West VIC 8007

**Street Address** Suite 913, Exchange Tower  
530 Little Collins Street  
Melbourne VIC 3000

**Telephone** 1300 992 916

**Facsimile**

Email [registrar@securitytransfer.com.au](mailto:registrar@securitytransfer.com.au)

## 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.