

**KORE POTASH PLC**

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**DIRECTORS**

Chairman: David Hathorn  
CEO: Sean Bennett  
Non-Exec Director: Jonathan Trollip  
Non-Exec Director: Leonard Math  
Non-Exec Director: Timothy Keating  
Non-Exec Director: Pablo Altimiras

ASX Code: KP2

## Appendix 3B, Top 20 and Distribution Schedules

**Perth, Australia, 21 November 2017 - Kore Potash plc** ("Kore" or "the Company") (ASX:KP2) refers to the Company's announcement dated 20 November 2017 in which the Company advised that it had issued 768,158,142 shares (initially to be held in the form of CHESS Depositary Interests) (**CDIs**) pursuant to the scheme of arrangement between Kore Potash Limited (ASX: K2P) and its shareholders.

The Company confirms that it has now completed the issue of 58,191,226 Unlisted Options and 48,077,728 Performance Rights/Shares to the previous holders of options and performance rights/shares (as applicable) in Kore Potash Limited (ASX: K2P) in consideration for the cancellation of those Kore Potash Limited options and performance rights/shares (as applicable).

The Appendix 3B, which reflects the abovementioned issues, is attached below. The Company also attaches a schedule of the Top 20 holders and a distribution schedule in relation to the CDIs.

– ENDS –

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# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

**Kore Potash plc**

ARBN

**621 843 614**

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |  |  |
|--|--|
| <p>1      +Class of +securities issued or to be issued</p> | <ol style="list-style-type: none"> <li>1. CHESS Depositary Interests (CDIs)</li> <li>2. Unlisted Options</li> <li>3. Unlisted Options</li> <li>4. Unlisted Options</li> <li>5. Performance Rights</li> <li>6. Performance Rights</li> <li>7. Performance Rights</li> <li>8. Performance Rights</li> <li>9. Performance Rights</li> <li>10. Performance Shares</li> <li>11. Performance Shares</li> <li>12. Performance Shares</li> </ol> |
|--|--|

- |   |  |
|---|--|
| <p>2      Number of +securities issued or to be issued (if known) or maximum number which may be issued</p> | <ol style="list-style-type: none"> <li>1. 768,158,142</li> <li>2. 6,691,226</li> <li>3. 1,500,000</li> <li>4. 50,000,000</li> <li>5. 2,263,370</li> <li>6. 4,500,000</li> <li>7. 19,437,500</li> <li>8. 660,000</li> <li>9. 3,000,000</li> <li>10. 2,000,000</li> <li>11. 4,482,005</li> <li>12. 11,734,853</li> </ol> |
|---|--|

3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	<ol style="list-style-type: none"> <li>1. One CDI is equivalent to one issued ordinary share</li> <li>2. Unlisted Options exercisable at AUD 0.33 expiring 15 April 2018</li> <li>3. Unlisted Options exercisable at AUD 0.33 expiring 26 June 2018</li> <li>4. Unlisted Options exercisable at AUD 0.30 expiring 15 Nov 2019</li> <li>5. Class C Performance Rights expiring 16 September 2019 (Emp)</li> <li>6. Performance Rights expiring 6 December 2020 (Emp)</li> <li>7. Performance Rights expiring 1 March 2021 (Dir)</li> <li>8. Performance Rights vesting on 31 May 2019 (Dir)</li> <li>9. Performance Rights each expiring 30 June 2021 (Dir)</li> <li>10. Performance Shares vesting on 31 May 2019</li> <li>11. Performance Shares originally issued under Kore Potash Limited's Short Term Incentive Scheme Plan for 2017</li> <li>12. Performance Shares originally issued under Kore Potash Limited's Long Term Incentive Plan</li> </ol>
4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>CDIs are a new (and the only) class of quoted security and rank equally with each other.</p> <p>Unlisted Options and Performance Rights/Shares do not rank equally with an existing class of quoted security and will only do so from the date of conversion to CDIs, which will only occur when exercised by the holder (in the case of Unlisted Options) or having satisfied the relevant performance condition(s) (in the case of Performance Rights/Shares).</p> <p>Unlisted Options and Performance Rights/Shares are not entitled to participate in dividends, if any.</p>
5	Issue price or consideration	<p>As set out in the Scheme Booklet released by Kore Potash Limited (ASX:K2P) on 21 September 2017 (<b>Scheme Booklet</b>), each Kore Potash Limited shareholder was to receive one Kore Potash plc (ASX:KP2) CDI for each fully paid ordinary share held in Kore Potash Limited.</p> <p>The Unlisted Options and Performance Rights/Shares were issued to the holders of options or performance rights/shares (as applicable) in Kore Potash Limited in consideration for the cancellation of those Kore Potash Limited options and performance rights/shares.</p>

+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>The CDIs were issued pursuant to the scheme of arrangement between Kore Potash Limited and Kore Potash Limited shareholders, as contained in Annexure D of the Scheme Booklet.</p> <p>The Unlisted Options and Performance Rights/Shares were issued to the holders of options or performance rights/shares (as applicable) in Kore Potash Limited in consideration for cancellation of those Kore Potash Limited options or performance rights/shares (as applicable).</p>
6a	Is the entity an *eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h in relation to the *securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of *securities issued without security holder approval under rule 7.1	N/A
6d	Number of *securities issued with security holder approval under rule 7.1A	N/A
6e	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of *securities issued under an exception in rule 7.2	N/A
6g	If *securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the *issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If *securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A

6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Refer Annexure 1	
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	20 November 2017	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		768,158,142	CDIs at a ratio of 1 CDI representing 1 ordinary share
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		6,691,226	Unlisted Options exercisable at AUD 0.33 expiring 15 April 2018
		1,500,000	Unlisted Options exercisable at AUD 0.33 expiring 26 June 2018
		50,000,000	Unlisted Options exercisable at AUD 0.30 expiring 15 Nov 2019
		2,263,370	Class C Performance Rights expiring 16 September 2019 (Emp)
		4,500,000	Performance Rights expiring 6 December 2020 (Emp)
		19,437,500	Performance Rights expiring 1 March 2021 (Dir)
		660,000	Performance Rights vesting on 31 May 2019 (Dir)
		3,000,000	Performance Rights expiring 30 June 2021 (Dir)
		2,000,000	Performance Shares vesting on 31 May 2019
		4,482,005	Performance Shares originally issued under Kore Potash Limited's Short Term Incentive Scheme Plan for 2017
		11,734,853	Performance Shares originally issued under Kore Potash Limited's Long Term Incentive Plan

+ See chapter 19 for defined terms.

		50,000	Redeemable non-voting preference shares
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A	
12	Is the issue renounceable or non-renounceable?	N/A	
13	Ratio in which the <sup>+</sup> securities will be offered	N/A	
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	N/A	
15	<sup>+</sup> Record date to determine entitlements	N/A	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A	
17	Policy for deciding entitlements in relation to fractions	N/A	
18	Names of countries in which the entity has security holders who will not be sent new offer documents  <small>Note: Security holders must be told how their entitlements are to be dealt with.</small>  <small>Cross reference: rule 7.7.</small>	N/A	
19	Closing date for receipt of acceptances or renunciations	N/A	
20	Names of any underwriters	N/A	
21	Amount of any underwriting fee or commission	N/A	
22	Names of any brokers to the issue	N/A	
23	Fee or commission payable to the broker to the issue	N/A	

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	<sup>+</sup> Issue date	N/A

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<sup>+</sup> See chapter 19 for defined terms.

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a) ☒ +Securities described in Part 1

(b) ☐ All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35 ☒ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☒ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

### Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

39 Class of +securities for which quotation is sought



40 Do the +securities rank equally in all respects from the +issue with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)

Number	+Class

## Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

+ See chapter 19 for defined terms.

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: .....Date: 21 November 2017  
Joint Company Secretary

Print name: Henko Vos

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# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12. Amended 04/03/13

### Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	Nil
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	768,158,142
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	-
<b>“A”</b>	768,158,142

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+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15  <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	115,223,721
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<b>Insert</b> number of <sup>+</sup> equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	Nil
<b>“C”</b>	Nil
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<b>“A” x 0.15</b>  <i>Note: number must be same as shown in Step 2</i>	115,223,721
<b>Subtract “C”</b>  <i>Note: number must be same as shown in Step 3</i>	Nil
<b>Total [“A” x 0.15] – “C”</b>	115,223,721 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

## **Part 2 – NOT APPLICABLE**

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+ See chapter 19 for defined terms.

## Top 20 Holders - 20 November 2017

Rank	Name	Units	% Units
1	SOCIEDAD QUIMICA Y MINERA DE CHILE S.A.	131,370,000	17.10
1	PRINCESS AURORA COMPANY PTE LIMITED	131,370,000	17.10
3	BNP PARIBAS NOMS PTY LTD <DRP>	130,158,868	16.94
4	J P MORGAN NOMINEES AUSTRALIA LIMITED	89,990,010	11.72
5	CITICORP NOMINEES PTY LIMITED	60,941,797	7.93
6	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	40,103,525	5.22
7	ASHBURTON FUND MANAGERS NOMINEES (PTY) LTD	22,793,440	2.97
8	DINGYI GROUP INVESTMENT LIMITED	20,855,524	2.72
9	NATIONAL NOMINEES LIMITED	20,605,105	2.68
10	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	16,541,422	2.15
11	BNP PARIBAS NOMINEES PTY LTD <JARVIS A/C NON TREATY DRP>	10,981,980	1.43
12	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED-GSCO ECA	9,381,980	1.22
13	THE VEE TRUST	6,568,500	0.86
14	SUMMIT STRATEGIC PARTNERS LIMITED	5,193,522	0.68
15	FTK INVESTMENTS LIMITED	3,710,560	0.48
16	AET SERVICES LTD <STONE MINING LTD>	3,023,751	0.39
17	MR RICHARD JOHN WATSON	2,017,280	0.26
18	LES ETABLISSEMENTS CONGOLAIS MGM	1,880,098	0.24
19	WINTHROP NOMINEES PTY LTD <RDL SUPER FUND A/C>	1,323,448	0.17
20	SEAN DOUGLAS BENNETT	1,173,100	0.15
<b>Totals: Top 20 holders of CHESS Depositary Interests</b>		<b>709,983,910</b>	<b>92.43</b>
<b>Total Remaining Holders Balance</b>		<b>58,174,232</b>	<b>7.57</b>

Kore Potash plc

CHES Depositary Interests

Range of Units - 20 November 2017

Range	Total holders	Units	% Units
1 - 1,000	386	196,492	0.03
1,001 - 5,000	571	1,656,595	0.22
5,001 - 10,000	252	2,061,637	0.27
10,001 - 100,000	444	15,834,465	2.06
100,001 Over	133	748,408,953	97.43
<b>Rounding</b>			<b>-0.01</b>
<b>Total</b>	<b>1,786</b>	<b>768,158,142</b>	<b>100.00</b>