



Kore Potash plc  
25 Moorgate, London EC2R 6AY  
United Kingdom

14 February 2019

Market Announcements Office  
Australian Securities Exchange  
Level 40, Central Park  
152-158 St Georges Terrace  
PERTH WA 6000

**Appendix 3B – CDI Movement and Conversion of Class C Employee Performance Rights**

Kore Potash plc (ASX: KP2, AIM: KP2, JSE: KP2) (**Company**) advises the following movements in CDIs over its ordinary shares from 31 January 2019 to 13 February 2019:

Balance – 31 January 2019	231,186,754
Net Movement *	(307,602)
Balance – 13 February 2019	230,879,152

\* Increase/(Decrease) in the number of CDIs quoted on ASX as a result of transfers between CDIs quoted on ASX and ordinary shares quoted on AIM and JSE, as required by the ASX to be reported on a minimum monthly basis.

A copy of the Appendix 3B lodged with the ASX reflecting the movement and the conversion of 1,886,996 Class C Employee Performance Rights into fully paid ordinary shares on AIM is attached below.

**ENDS**

For further information, please visit [www.korepotash.com](http://www.korepotash.com) or contact:

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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 (ASX: KP2)**

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).

- |                        |                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                       |             |                 |           |                        |             |
|------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-------------|-----------------|-----------|------------------------|-------------|
| 1                      | +Class of +securities issued or to be issued                                                                                                                                                                                                  | (i) CHESS Depositary Interests corresponding to fully paid ordinary shares (CDIs)<br><br>(ii) Fully paid ordinary shares on AIM                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                       |             |                 |           |                        |             |
| 2                      | Number of +securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                 | (i) CDIs:<br><table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%;">As at 31 January 2019</td> <td style="text-align: right;">231,186,754</td> </tr> <tr> <td>Net transfers *</td> <td style="text-align: right; border-top: 1px solid black;">(307,602)</td> </tr> <tr> <td>As at 13 February 2019</td> <td style="text-align: right; border-top: 1px solid black; border-bottom: 1px solid black;">230,879,152</td> </tr> </table> <p>* Transfers between CDIs quoted on ASX and ordinary shares quoted on AIM and JSE</p> (ii) 1,886,996 Fully paid ordinary shares on AIM | As at 31 January 2019 | 231,186,754 | Net transfers * | (307,602) | As at 13 February 2019 | 230,879,152 |
| As at 31 January 2019  | 231,186,754                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                       |             |                 |           |                        |             |
| Net transfers *        | (307,602)                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                       |             |                 |           |                        |             |
| As at 13 February 2019 | 230,879,152                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                       |             |                 |           |                        |             |
| 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) | (i) Increase/(Decrease) in the number of CDIs quoted on ASX as a result of transfers between CDIs quoted on ASX and ordinary shares quoted on AIM and JSE, as required to be reported on a minimum monthly basis.<br><br>(ii) Same terms as other fully paid ordinary shares                                                                                                                                                                                                                                                                                                                                |                       |             |                 |           |                        |             |

+ See chapter 19 for defined terms.

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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>(i) Yes</p> <p>(ii) Yes, same as other fully paid ordinary shares.</p>
5	Issue price or consideration	Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>(i) Notification to ASX of the movement of CDIs quoted on ASX and ordinary shares quoted on AIM and JSE.</p> <p>(ii) Conversion of 1,886,996 Class C Performance Rights into fully paid ordinary shares.</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	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

+ See chapter 19 for defined terms.

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	N/A
7	+Issue dates  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.  Cross reference: item 33 of Appendix 3B.	(i) Movements from 31 January 2019 to 13 February 2019  (ii) 13 February 2019

Number	+Class
8	Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)
230,879,152	Chess Depositary Interests at a ratio of 1 CDI representing 1 fully paid ordinary share as issued on the ASX (noting that an additional 631,860,537 ordinary shares are at 13 February 2019 quoted on either the AIM market of the London Stock Exchange or the Johannesburg Stock Exchange).

Number	+Class
9	Number and +class of all +securities not quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)
50,000,000	Unlisted Options exercisable at AUD 0.30 each expiring 15 Nov 2019
2,255,000	Performance Rights expiring 6 December 2020 (Emp)
5,881,250	Performance Rights expiring 1 March 2021 (Dir)
660,000	Performance Rights vesting on 31 May 2019 (Dir)
1,405,000	Performance Shares vesting on 31 May 2019

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3,747,005	Performance Shares under a Short Term Incentive Scheme Plan for 2017
11,734,853	Performance Shares under the Long Term Incentive Plan
13,144,659	Equity Warrants exercisable at A\$0.30 each expiring 29 March 2021
4,500,000	Performance Rights expiring 22 May 2022 (Dir)
4,000,000	Unlisted Options exercisable at £0.11 each expiring on 27 June 2020
17,200,000	Unlisted Options exercisable at £0.11 each expiring on 27 June 2028

- 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 +securities will be offered

N/A

- 14 +Class of +securities to which the offer relates

N/A

- 15 +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

+ See chapter 19 for defined terms.

18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	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 +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

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- |    |                                                                                                             |     |
|----|-------------------------------------------------------------------------------------------------------------|-----|
| 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 | +Issue date                                                                                                 | N/A |

### 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

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+ See chapter 19 for defined terms.

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

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39 Class of +securities for which quotation is sought

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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

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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)

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

Number	+Class

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## Quotation agreement

- 1      <sup>+</sup>Quotation of our additional <sup>+</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>+</sup>securities on any conditions it decides.
- 2      We warrant the following to ASX.
  - The issue of the <sup>+</sup>securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those <sup>+</sup>securities should not be granted <sup>+</sup>quotation.
  - An offer of the <sup>+</sup>securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any <sup>+</sup>securities to be quoted and that no-one has any right to return any <sup>+</sup>securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the <sup>+</sup>securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the <sup>+</sup>securities to be quoted under section 1019B of the Corporations Act at the time that we request that the <sup>+</sup>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 <sup>+</sup>quotation of the <sup>+</sup>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:                      *[ signed electronically ]*  
.....Date: 14 February 2019  
Joint Company Secretary

Print name:                  Henko Vos

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