

November 5, 2015



## Ener-Core, Inc. Launches Public Offering of Units

IRVINE, Calif.-- Ener-Core, Inc. ("Ener-Core") (OTCQB:ENCR), a provider of commercialized *Power Oxidation* technology and equipment that generates clean power from low-quality waste gases and is deployable in a wide variety of industries, today announced the launch of an underwritten public offering of 2,250,000 units, subject to market and other conditions, pursuant to a registration statement on Form S-1 filed with the Securities and Exchange Commission ("SEC"). Each unit consists of a share of common stock and a warrant to purchase 0.25 of a share of common stock. In connection with the offering, the underwriters will have a 30-day option to purchase additional securities equal to up to 15% of the aggregate number of units to be sold in the offering. The estimated price range for the public offering is \$4.50 to \$5.50 per unit. Ener-Core has applied to list its units, warrants and common stock on the NYSE MKT under the symbols ENCRU, ENCR WS and ENCR, respectively.

Ener-Core intends to use the net proceeds from the offering, if completed, for working capital and other general corporate purposes.

Northland Capital Markets and Lake Street Capital Markets are acting as joint book-running managers for the public offering.

The offering will be made only by means of a prospectus. A registration statement on Form S-1 relating to these securities has been filed with the SEC but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. A copy of the preliminary prospectus related to the offering is available on the SEC's website located at [www.sec.gov](http://www.sec.gov) and may also be obtained by sending a request to Northland Securities, Inc. at 45 South Seventh Street, Suite 2000, Minneapolis, Minnesota 55402, via telephone toll free at (800) 851-2920 or via email to [hletcher@northlandcapitalmarkets.com](mailto:hletcher@northlandcapitalmarkets.com). Before you invest, you should read the prospectus.

**A live online presentation will be held on November 5, 2015 at 1:15 p.m. Pacific Standard Time. Individuals interested in attending should contact Northland Securities, Inc. in advance of the presentation to obtain a prospectus and access information.**

This press release does not constitute an offer to sell or the solicitation of an offer to buy securities, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction.

Northland Capital Markets is the trade name for certain capital markets and investment

banking services of Northland Securities, Inc., member FINRA/SIPC.

### **About Ener-Core, Inc.**

Irvine, California-based Ener-Core, Inc. designs, develops, manufactures and has commercially deployed unique systems that generate base-load, clean power from polluting waste gases including methane. Ener-Core's patented Power Oxidizer turns one of the most potent pollution sources into a profitable source of base-load clean energy. Ener-Core's technology offers an alternative to the flaring (burning) of gaseous pollution while generating operating efficiencies and reducing the costs of compliance with environmental regulations.

Ener-Core offers a variety of platforms including the 250kW Ener-Core Powerstation EC250, the Ener-Core Power Oxidizer 333 kW Powerstation and the larger counterpart, the 2MW Ener-Core Powerstation KG2-3GEF/PO.

### **Cautionary Statement Regarding Forward-Looking Statements**

Forward-looking statements contained in this press release are made under the Safe Harbor Provision of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, are statements that could be deemed forward-looking statements, including statements containing the words "intends," "estimated," "planned," "expects," "believes," "strategy," "opportunity," "anticipates," and similar words. These statements include, among others, expectations regarding the terms of the offering and are subject to risks and uncertainties that could cause actual results to differ materially from those currently anticipated, which include, but are not limited to, risks and uncertainties associated with market conditions, the satisfaction of closing conditions related to the offering and other risks and uncertainties that are discussed in the preliminary prospectus related to the offering and other documents that are filed with the SEC from time to time. The information contained in this release is as of the date of this press release. Except as otherwise expressly referenced herein or required by law, Ener-Core assumes no obligation to update forward-looking statements.

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