

**Form 605**  
Corporations Act 2001  
Section 671B

## Notice of ceasing to be a substantial holder

To Company Name/Scheme Carbon Energy Limited

ACN/ARSN ACN 057 552 137

### 1. Details of substantial holder (1)

Name	Pacific Road Capital A Pty Limited ACN 123 091 976 Pacific Road Capital B Pty Limited ACN 123 091 930 PRCM Nominees Pty Limited ACN 123 215 681 Pacific Road Capital Management Limited ACN 117 934 586 Pacific Road Capital Management G.P. Limited Pacific Road Holdings S.a.r.l.
ACN/ARSN (if applicable)	See above

The holder ceased to be a substantial holder on	<u>20/07/2017</u>
The previous notice was given to the company on	<u>15/04/2016</u>
The previous notice was dated	<u>14/04/2016</u>

### 2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
15/5/17	Pacific Road Holdings NV Pacific Road Holdings S.a.r.l.	Shares transferred from NV to S.a.r.l.	n/a	116,499,152	116,499,152
20/7/17	Pacific Road Capital A Pty Limited Pacific Road Capital B Pty Limited PRCM Nominees Pty Limited Pacific Road Capital Management Pty Ltd Pacific Road Capital Management G.P. Limited Pacific Road Holdings S.a.r.l.	Diluted, due to non-participation in a new issue by Company	n/a	- - - - - -	- - - - - -

### 3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
n/a	n/a

**4. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Pacific Road Capital Management G.P. Limited	190 Elgin Avenue, George town, Grand Cayman,, Cayman Islands
Pacific Road Capital A Pty Limited	L2 88 George St, Sydney, NSW, Australia
Pacific Road Capital B Pty Limited	L2 88 George St, Sydney, NSW, Australia
PRCM Nominees Pty Limited	L2 88 George St, Sydney, NSW, Australia
Pacific Road Capital Management Pty Ltd	L2 88 George St, Sydney, NSW, Australia
Pacific Road Holdings S.a.r.l.	20 Rue de la Poste, L-2346 Luxembourg

**Signature**

print name Greg Dick

capacity Secretary, Pacific Road  
Capital Management Pty  
Ltd

sign here



date 2/8/17

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.