

Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme KAROON ENERGY LTD

ACN/ARSN 107 001 338

1. Details of substantial holder (1)

Name Morgan Stanley and its subsidiaries listed in Annexure A
ACN/ARSN (if applicable) Not Applicable

The holder ceased to be a substantial holder on November 18, 2019
The previous notice was given to the company on November 18, 2019
The previous notice was dated November 14, 2019
The holder became aware on November 20, 2019

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 changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of Securities affected	Person's votes affected
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	5,202.08	4,990 Ordinary Shares	4,990
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	2,992.50	2,850 Ordinary Shares	2,850
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	3,740.49	3,614 Ordinary Shares	3,614
11/15/2019	Morgan Stanley & Co. International plc	Buy	4,730.67	4,576 Ordinary Shares	4,576
11/15/2019	Morgan Stanley & Co. International plc	Buy	6,088.94	5,857 Ordinary Shares	5,857
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	1,691.25	1,650 Ordinary Shares	1,650
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	3,702.40	3,560 Ordinary Shares	3,560
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	156.45	149 Ordinary Shares	149
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	4,661.75	4,461 Ordinary Shares	4,461
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	6,514.20	6,204 Ordinary Shares	6,204
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	1,900.26	1,836 Ordinary Shares	1,836
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	1,543.97	1,499 Ordinary Shares	1,499
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	10,819.76	10,433 Ordinary Shares	10,433
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	37,893.44	36,436 Ordinary Shares	36,436
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	118.56	114 Ordinary Shares	114
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	1,117.39	1,077 Ordinary Shares	1,077
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	1,853.25	1,765 Ordinary Shares	1,765
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	24,680.81	23,618 Ordinary Shares	23,618
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	14,106.56	13,564 Ordinary Shares	13,564
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	1,656.00	1,600 Ordinary Shares	1,600
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	8,686.08	8,352 Ordinary Shares	8,352
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	3,309.94	3,175 Ordinary Shares	3,175
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	880.94	843 Ordinary Shares	843
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	5,333.34	5,178 Ordinary Shares	5,178
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	5,267.62	4,993 Ordinary Shares	4,993

11/15/2019	Morgan Stanley Australia Securities Limited	Buy	3,035.73	2,905 Ordinary Shares	2,905
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	12,523.35	11,927 Ordinary Shares	11,927
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	3,021.00	2,850 Ordinary Shares	2,850
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	4,657.12	4,478 Ordinary Shares	4,478
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	2,085.00	2,000 Ordinary Shares	2,000
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	4,034.16	3,879 Ordinary Shares	3,879
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	4,726.85	4,567 Ordinary Shares	4,567
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	8,152.20	7,764 Ordinary Shares	7,764
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	330.72	318 Ordinary Shares	318
11/15/2019	Morgan Stanley Australia Securities Limited	Buy	30,162.08	29,002 Ordinary Shares	29,002
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	8,240.40	7,630 Ordinary Shares	7,630
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	9,656.90	8,779 Ordinary Shares	8,779
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	312.08	285 Ordinary Shares	285
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	2,087.64	1,933 Ordinary Shares	1,933
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	6,768.23	6,238 Ordinary Shares	6,238
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	1,498.00	1,400 Ordinary Shares	1,400
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	600,538.13	552,772 Ordinary Shares	552,772
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	1,920.24	1,778 Ordinary Shares	1,778
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	9,585.00	9,000 Ordinary Shares	9,000
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	2,775.76	2,512 Ordinary Shares	2,512
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	1,759.08	1,644 Ordinary Shares	1,644
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	7,272.76	6,703 Ordinary Shares	6,703
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	501.62	471 Ordinary Shares	471
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	2,588.81	2,386 Ordinary Shares	2,386
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	66,105.72	61,209 Ordinary Shares	61,209
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	6,812.30	6,193 Ordinary Shares	6,193
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	57,686.20	52,442 Ordinary Shares	52,442
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	8,865.12	8,096 Ordinary Shares	8,096
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	331.70	310 Ordinary Shares	310
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	335.27	309 Ordinary Shares	309
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	17,310.86	16,331 Ordinary Shares	16,331
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	1,071.78	997 Ordinary Shares	997
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	7,145.28	6,616 Ordinary Shares	6,616
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	1,272.68	1,195 Ordinary Shares	1,195
11/15/2019	Morgan Stanley & Co. International plc	Sell	8,240.40	7,630 Ordinary Shares	7,630
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	3,380.88	3,145 Ordinary Shares	3,145
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	34,406.45	32,006 Ordinary Shares	32,006
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	1,693.13	1,575 Ordinary Shares	1,575
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	3,233.30	2,980 Ordinary Shares	2,980
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	1,044.63	954 Ordinary Shares	954
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	308.53	287 Ordinary Shares	287
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	6,665.00	6,200 Ordinary Shares	6,200
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	4,308.70	3,917 Ordinary Shares	3,917
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	5,161.68	4,824 Ordinary Shares	4,824
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	6,270.48	5,806 Ordinary Shares	5,806
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	6,721.72	6,083 Ordinary Shares	6,083
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	19,600.50	17,900 Ordinary Shares	17,900
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	33,150.00	30,000 Ordinary Shares	30,000
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	699.78	642 Ordinary Shares	642
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	3,083.40	2,855 Ordinary Shares	2,855

11/15/2019	Morgan Stanley Australia Securities Limited	Sell	15,392.65	13,930 Ordinary Shares	13,930
11/15/2019	Morgan Stanley Australia Securities Limited	Sell	1,170.68	1,089 Ordinary Shares	1,089
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	6,806.10	6,482 Ordinary Shares	6,482
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	1,520.35	1,411 Ordinary Shares	1,411
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	4,847.38	4,573 Ordinary Shares	4,573
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	4,515.00	4,300 Ordinary Shares	4,300
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	1,541.40	1,468 Ordinary Shares	1,468
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	6,302.88	5,836 Ordinary Shares	5,836
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	15,938.52	14,424 Ordinary Shares	14,424
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	91.80	85 Ordinary Shares	85
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	1,125.36	1,042 Ordinary Shares	1,042
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	5,683.16	5,097 Ordinary Shares	5,097
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	37,883.16	35,077 Ordinary Shares	35,077
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	275,631.76	250,529 Ordinary Shares	250,529
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	4,869.18	4,572 Ordinary Shares	4,572
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	3,012.15	2,802 Ordinary Shares	2,802
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	4,692.60	4,266 Ordinary Shares	4,266
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	2,968.56	2,736 Ordinary Shares	2,736
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	3,832.50	3,500 Ordinary Shares	3,500
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	6,570,000.00	6,000,000 Ordinary Shares	6,000,000
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	1,101.66	1,032 Ordinary Shares	1,032
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	15,529.32	14,379 Ordinary Shares	14,379
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	497.64	464 Ordinary Shares	464
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	26.88	25 Ordinary Shares	25
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	1,120.47	1,014 Ordinary Shares	1,014
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	10,091.52	9,344 Ordinary Shares	9,344
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	11,077.80	9,980 Ordinary Shares	9,980
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	2,683.56	2,568 Ordinary Shares	2,568
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	2,851.40	2,690 Ordinary Shares	2,690
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	2,035.14	1,902 Ordinary Shares	1,902
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	1,212.31	1,141 Ordinary Shares	1,141
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	1,164.16	1,088 Ordinary Shares	1,088
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	48,576.03	45,187 Ordinary Shares	45,187
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	31,418.20	28,562 Ordinary Shares	28,562
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	872.00	800 Ordinary Shares	800
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	3,118.29	2,874 Ordinary Shares	2,874
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	505.25	470 Ordinary Shares	470
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	779.57	746 Ordinary Shares	746
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	23.65	22 Ordinary Shares	22
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	2,393.05	2,290 Ordinary Shares	2,290
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	6,897.35	6,357 Ordinary Shares	6,357
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	854.70	770 Ordinary Shares	770
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	8,619.92	8,056 Ordinary Shares	8,056
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	47.08	44 Ordinary Shares	44
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	1,925.01	1,758 Ordinary Shares	1,758
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	11,815.05	10,790 Ordinary Shares	10,790
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	1,117.25	1,025 Ordinary Shares	1,025
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	25,984.20	23,622 Ordinary Shares	23,622
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	3,614.00	3,475 Ordinary Shares	3,475
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	1,055.00	1,000 Ordinary Shares	1,000

11/18/2019	Morgan Stanley Australia Securities Limited	Buy	3,438.93	3,199 Ordinary Shares	3,199
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	14,621.20	13,292 Ordinary Shares	13,292
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	1,403.67	1,318 Ordinary Shares	1,318
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	1,482.20	1,382 Ordinary Shares	1,382
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	2,989.58	2,781 Ordinary Shares	2,781
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	283.55	265 Ordinary Shares	265
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	6,762.96	6,262 Ordinary Shares	6,262
11/18/2019	Morgan Stanley Australia Securities Limited	Sell	7,241.96	6,644 Ordinary Shares	6,644
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	4,103.45	3,835 Ordinary Shares	3,835
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	3,284.90	3,070 Ordinary Shares	3,070
11/18/2019	Morgan Stanley Australia Securities Limited	Buy	313.50	300 Ordinary Shares	300
11/18/2019	Morgan Stanley & Co. LLC	Borrow Returned	N/A	2,146,090 Ordinary Shares	2,146,090

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
Not Applicable	Not Applicable

4. Addresses

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

Name	Address
Morgan Stanley	1585 Broadway, New York, New York, 10036, USA.
Morgan Stanley & Co. LLC	1585 Broadway, New York, New York, 10036, USA.
Morgan Stanley Investment Management Inc.	522 5th Avenue, 6th Floor, New York, 10036, USA.
Morgan Stanley Australia Securities Limited	Level 39, Chifley Tower, 2 Chifley Square, Sydney, 2000, AUSTRALIA.
Morgan Stanley & Co. International plc	Legal & Compliance Department, 25 Cabot Square, Canary Wharf, London, E14 4QA, UNITED KINGDOM.

Signature

print name Tony Chen

capacity Vice President

sign here

Tony Chen

date November 20, 2019

Annexure A

List of Morgan Stanley and its subsidiaries that have a relevant interest or deemed to have a relevant interest in the shares or units.

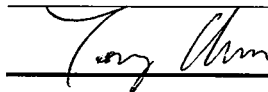
Name
Morgan Stanley
└ Morgan Stanley International Holdings Inc.
└ Morgan Stanley International Limited
└ Morgan Stanley Investments (UK)
└ Morgan Stanley & Co. International plc
└ Morgan Stanley (Australia) Securities Holdings Pty Limited
└ Morgan Stanley Australia Securities Limited
└ Morgan Stanley Capital Management, LLC
└ Morgan Stanley Investment Management Inc.

Signature

print name Tony Chen

capacity Vice President

sign here



date November 20, 2019

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.

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 605.

Signature

This form must be signed by either a director or a secretary of the substantial holder.

Lodging period

Nil

Lodging Fee

Nil

Other forms to be completed

Nil

Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
 - (i) within 2 business days after they become aware of the information; or
 - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
 - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
 - (B) the person becomes aware of the information during the bid period.

Annexures

To make any annexure conform to the regulations, you must

- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
- 2 show the corporation name and ACN or ARBN
- 3 number the pages consecutively
- 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
- 5 identify the annexure with a mark such as A, B, C, etc
- 6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
- 7 sign and date the annexure.

The annexure must be signed by the same person(s) who signed the form.

Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.

Annexure B:

This is Annexure B referred to in the Form 605: Notice of ceasing to be a substantial holder issued by Morgan Stanley and its subsidiaries. The following is description of the securities lending agreements referenced in the accompanying Form 605.

Schedule	
Type of Agreement	Customer Prime Broker Account Agreement
Parties to agreement	Morgan Stanley & Co. LLC on behalf of all Morgan Stanley entities and customer COMPASS OFFSHORE SAV II PCC LIMITED
Transfer Date	20191118;
Holder of Voting Rights	Morgan Stanley
Are there any restrictions on voting rights?	No
If yes, detail	Not applicable
Scheduled Return Date (if any)	Open
Does the borrower have the right to return early?	Yes
If yes, detail	Morgan Stanley may return rehypothecated shares at any time.
Does the lender have the right to recall early?	Yes
If yes, detail	The customer may recall shares from Morgan Stanley at any time.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions In the ordinary course of business, securities will be returned to customers. Upon a customer Event of Default, Morgan Stanley has the right to set off obligations owed to the customer against obligations of the customer to Morgan Stanley and to foreclose on any collateral, including rehypothecated securities, for the purpose of arriving at a single closeout amount. In such a default scenario, Morgan Stanley may do an actual or deemed sale of the rehypothecated securities.	

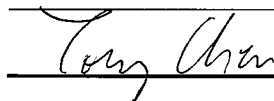
The above schedules are based on the relevant standard agreements. The entity filing the report will, if requested by the company or responsible entity to whom the prescribed form must be given or ASIC, give a copy of the agreement to the company, responsible entity or ASIC.

Signature

print name Tony Chen

capacity Vice President

sign here



date November 20, 2019

