

Form 604
Corporations Act 2001
Section 671B
Notice of change of interests of substantial holder

To Company Name/Scheme KAROON ENERGY LTD

ACN/ARSN 107 001 338

1. Details of substantial holder (1)

Name State Street Corporation and subsidiaries named in paragraph 6 to this form

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on 30/08/2024

The previous notice was given to the company on 02/09/2024

The previous notice was dated 29/08/2024

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	50,601,520	6.31%	58,962,324	7.35%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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 (6)	Consideration given in relation to change (7)	Class and number of securities affected		Person's votes affected
	Annexure A & B					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities		Person's votes
STATE STREET GLOBAL ADVISORS EUROPE LIMITED	State Street Bank and Trust Co	n/a	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	123,526	Ordinary	123,526
STATE STREET GLOBAL ADVISORS EUROPE LIMITED	Citibank NA	n/a	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	140,306	Ordinary	140,306
STATE STREET BANK AND TRUST COMPANY	AWARE SUPER PTY LTD AS TRUSTEE OF THE AWARE SUPER	AWARE SUPER PTY LTD AS TRUSTEE OF THE AWARE SUPER	For Lent securities: Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement. State Street Bank and Trust Company has lent the securities and retains a relevant interest	338,473	Ordinary	338,473
STATE STREET BANK AND TRUST COMPANY	SEAI	SEAI	For Lent securities: Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement. State Street Bank and Trust Company has lent the securities and retains a relevant interest	9,845	Ordinary	9,845
STATE STREET BANK AND TRUST COMPANY	VANECK ETF FUNDS	VANECK ETF FUNDS	For Lent securities: Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement. State Street Bank and Trust Company has lent the securities and retains a relevant interest	389,519	Ordinary	389,519
STATE STREET BANK AND TRUST COMPANY	TIAA - CREF	TIAA - CREF	For Lent securities: Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement. State Street Bank and Trust Company has lent the securities and retains a relevant interest	346,061	Ordinary	346,061
STATE STREET BANK AND TRUST COMPANY	AL MEHWAR COMMERCIAL INVESTMENTS LLC	AL MEHWAR COMMERCIAL INVESTMENTS LLC	For Lent securities: Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement. State Street Bank and Trust Company has lent the securities and retains a relevant interest	5,084,815	Ordinary	5,084,815

STATE STREET BANK AND TRUST COMPANY	POLICE AND FIREMENS RETIREMENT SYSTEM OF NEW JERSEY	POLICE AND FIREMENS RETIREMENT SYSTEM OF NEW JERSEY	For Lent securities:Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement.State Street Bank and Trust Company has lent the securities and retains a relevant interest	162,933	Ordinary	162,933
STATE STREET BANK AND TRUST COMPANY	SSGA SPDR ETFS EUROPE II PLC	SSGA SPDR ETFS EUROPE II PLC	For Lent securities:Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement.State Street Bank and Trust Company has lent the securities and retains a relevant interest	79,166	Ordinary	79,166
STATE STREET BANK AND TRUST COMPANY	SSGA	SSGA	For Lent securities:Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement.State Street Bank and Trust Company has lent the securities and retains a relevant interest	1,322,839	Ordinary	1,322,839
STATE STREET BANK AND TRUST COMPANY	MERCER GLOBAL INVESTMENTS MANAGEMENT LIMITED - MERCER UCITS CCF	MERCER GLOBAL INVESTMENTS MANAGEMENT LIMITED - MERCER UCITS CCF	For Lent securities:Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement.State Street Bank and Trust Company has lent the securities and retains a relevant interest	41,965	Ordinary	41,965
STATE STREET BANK AND TRUST COMPANY	SSGA SPDR ETFS EUROPE I PLC	SSGA SPDR ETFS EUROPE I PLC	For Lent securities:Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement.State Street Bank and Trust Company has lent the securities and retains a relevant interest	38,183	Ordinary	38,183
STATE STREET BANK AND TRUST COMPANY	INTERNATIONAL BUSINESS MACHINES CORPORATION	INTERNATIONAL BUSINESS MACHINES CORPORATION	For Lent securities:Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement.State Street Bank and Trust Company has lent the securities and retains a relevant interest	193,886	Ordinary	193,886
STATE STREET BANK AND TRUST COMPANY	AMERICAN CENTURY INVESTMENT MANAGEMENT, INC.	AMERICAN CENTURY INVESTMENT MANAGEMENT, INC.	For Lent securities:Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement.State Street Bank and Trust Company has lent the securities and retains a relevant interest	4,711,390	Ordinary	4,711,390
STATE STREET BANK AND TRUST COMPANY	MERCER GLOBAL INVESTMENTS MANAGEMENT LIMITED - MERCER QIF FUND PLC	MERCER GLOBAL INVESTMENTS MANAGEMENT LIMITED - MERCER QIF FUND PLC	For Lent securities:Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement.State Street Bank and Trust Company has lent the securities and retains a relevant interest	206,698	Ordinary	206,698
STATE STREET BANK AND TRUST COMPANY	SSGA FUNDS	SSGA FUNDS	For Lent securities:Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement.State Street Bank and Trust Company has lent the securities and retains a relevant interest	187,206	Ordinary	187,206
STATE STREET BANK AND TRUST COMPANY	DIMENSIONAL FUND ADVISORS	DIMENSIONAL FUND ADVISORS	For Lent securities:Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement.State Street Bank and Trust Company has lent the securities and retains a relevant interest	1,402,696	Ordinary	1,402,696
STATE STREET BANK AND TRUST COMPANY	WA STATE INVESTMENT BOARD	WA STATE INVESTMENT BOARD	For Lent securities:Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement.State Street Bank and Trust Company has lent the securities and retains a relevant interest	312,495	Ordinary	312,495
STATE STREET BANK AND TRUST COMPANY	SSGA SPDR INDEX SHARE FUNDS	SSGA SPDR INDEX SHARE FUNDS	For Lent securities:Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement.State Street Bank and Trust Company has lent the securities and retains a relevant interest	513,149	Ordinary	513,149
STATE STREET BANK AND TRUST COMPANY	NATIONAL EMPLOYMENT SAVINGS TRUST CORPORATION	NATIONAL EMPLOYMENT SAVINGS TRUST CORPORATION	For Lent securities:Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement.State Street Bank and Trust Company has lent the securities and retains a relevant interest	135,170	Ordinary	135,170
STATE STREET BANK AND TRUST COMPANY	CALSTRS	CALSTRS	For Lent securities:Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement.State Street Bank and Trust Company has lent the securities and retains a relevant interest	762,597	Ordinary	762,597

STATE STREET GLOBAL ADVISORS TRUST COMPANY	State Street Bank and Trust Co	n/a	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	3,606,406	Ordinary	3,606,406
STATE STREET GLOBAL ADVISORS TRUST COMPANY	Bank of New York Mellon	n/a	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	221,214	Ordinary	221,214
STATE STREET GLOBAL ADVISORS TRUST COMPANY	Northern Trust Company	n/a	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	203,747	Ordinary	203,747
SSGA FUNDS MANAGEMENT, INC.	State Street Bank and Trust Co	n/a	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	778,173	Ordinary	778,173
STATE STREET GLOBAL ADVISORS LIMITED	Northern Trust Company	n/a	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	1,655	Ordinary	1,655
STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED	JPMorgan AG	n/a	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	4,824,003	Ordinary	4,824,003
STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED	State Street Bank and Trust Co	n/a	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	30,066,389	Ordinary	30,066,389
STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED	Northern Trust Company	n/a	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	2,653,917	Ordinary	2,653,917
STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED	National Australian Bank LTD	n/a	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	103,902	Ordinary	103,902

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) 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
STATE STREET BANK AND TRUST COMPANY	Subsidiary of State Street Corporation
STATE STREET GLOBAL ADVISORS EUROPE LIMITED	Subsidiary of State Street Corporation
SSGA FUNDS MANAGEMENT, INC.	Subsidiary of State Street Corporation
STATE STREET GLOBAL ADVISORS TRUST COMPANY	Subsidiary of State Street Corporation
STATE STREET GLOBAL ADVISORS LIMITED	Subsidiary of State Street Corporation
STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED	Subsidiary of State Street Corporation

6. Addresses

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

Name	Address
STATE STREET BANK AND TRUST COMPANY	ONE CONGRESS STREET, SUITE 1, BOSTON MA 02114, UNITED STATES
STATE STREET GLOBAL ADVISORS EUROPE LIMITED	78 SIR JOHN ROGERSON'S QUAY, DUBLIN 2, IRELAND
SSGA FUNDS MANAGEMENT, INC.	CHANNEL CENTER, 1 IRON STREET, BOSTON MA 02210, UNITED STATES
STATE STREET GLOBAL ADVISORS TRUST COMPANY	1 IRON STREET, BOSTON MA 02210, UNITED STATES
STATE STREET GLOBAL ADVISORS LIMITED	20 CHURCHILL PLACE, LONDON, ENGLAND, E14 5HJ, UNITED KINGDOM
STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED	LEVEL 15, 420 GEORGE STREET, SYDNEY NSW 2000, AUSTRALIA

Signature

print name Alok Maheshwary

capacity Authorised signatory

sign here



date

03/09/2024

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 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) 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.
- (7) Details of the consideration must include any and all benefits, money 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

This is Annexure A referred to in Form 604, Notice of change of interest of substantial holder



Alok Maheshwary

Authorised signatory

Dated the 03/09/2024

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected		Person's votes affected
30/08/2024	STATE STREET BANK AND TRUST COMPANY	Lend - for stock lend	n/a	1,322,839	Ordinary	1,322,839
30/08/2024	STATE STREET BANK AND TRUST COMPANY	Lend - for stock lend	n/a	-325,000	Ordinary	-325,000
30/08/2024	STATE STREET BANK AND TRUST COMPANY	Lend - for stock lend	n/a	312,495	Ordinary	312,495
30/08/2024	STATE STREET BANK AND TRUST COMPANY	Lend - for stock lend	n/a	1,100,000	Ordinary	1,100,000
30/08/2024	STATE STREET BANK AND TRUST COMPANY	Lend - for stock lend	n/a	2,500,000	Ordinary	2,500,000
30/08/2024	STATE STREET BANK AND TRUST COMPANY	Lend - for stock lend	n/a	3,099,416	Ordinary	3,099,416
30/08/2024	STATE STREET BANK AND TRUST COMPANY	Lend - for stock lend	n/a	193,886	Ordinary	193,886
30/08/2024	STATE STREET BANK AND TRUST COMPANY	Lend - for stock lend	n/a	206,698	Ordinary	206,698
30/08/2024	STATE STREET GLOBAL ADVISORS TRUST COMPANY	Transfer out	1.73	-71,611	Ordinary	-71,611
30/08/2024	STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED	Transfer in	1.73	22,081	Ordinary	22,081

Annexure B

This is Annexure B referred to in Form 604, Notice of change of interest of substantial holder



Alok Maheshwary

Authorised signatory

Dated the 03/09/2024

State Street Bank and Trust Company will, if requested by the company or responsible entity to whom this form must be given under the Corporations Act 2001 (Cth) or if requested by the Australian Securities and Investment Commission (ASIC), provide a copy of the master securities lending agreement/s and security agreement/s referred to below to the company, responsible entity or ASIC.

Part A: For relevant interests arising out of lending securities - State Street Bank and Trust Company acquires relevant interest as lender of the securities under securities lending authorisation agreement, subject to obligation to return under the agreement. (State Street Bank and Trust Company has lent the securities and retains relevant interest as per Part B of this Annexure.)

Type of agreement:	Securities Lending Authorisation Agreement/ Global Master Securities Lending Agreement/ Securities Loan Agreement. A pro forma copy of the agreement will be given if requested by the ASIC or the company or responsible entity to whom the prescribed report is given.
Parties to agreement:	(1) State Street Bank and Trust Company (2) Counterparty / entities details to be shared, as and when requested.
Holder of voting rights	BORROWER
Are there any restrictions on voting rights?	(1) No (2) Yes. (Borrower has the right to vote, but may on-lend securities)
If yes, in what detail?	(1) Only if instructed to by the borrower (2) As determined by the owner of the securities
Date on which the securities were (or are) expected to be delivered to the borrower or its nominee (ie borrow date):	The dates on which the securities were delivered by State Street Bank and Trust Company as borrower are set out in Annexure A to this notice
Scheduled date (if any) when the securities are expected to be returned to the lender or its nominee (ie return date)	No scheduled return date
Does the borrower have the right to return the securities early? [Yes/No]	No scheduled return date. Borrower can return securities or equivalent securities at any time subject to giving notice
If yes, in which circumstances?	Borrower can return securities or equivalent securities at any time subject to giving notice
Does the lender have the right to recall the securities early (ie before the scheduled return date)? [Yes/No]	No scheduled return date. Lender can require return of securities or equivalent securities at any time subject to giving notice
If yes, in which circumstances?	Lender can require return of securities or equivalent securities at any time subject to giving notice
Are there circumstances in which the borrower will not be required to return the securities on settlement? [Yes/No]	No
If yes, in which circumstances?	n/a

Part B: For relevant interests arising out of lending securities - State Street Bank and Trust Company acquires a relevant interest in securities through taking a security interest ("title transfer") over the securities as collateral to secure a securities loan. (See Part A of this Annexure for securities loan details.)

Type of agreement:	Global Master Securities Lending Agreement Securities Lending Authorisation Agreement If requested, a pro forma copy of the agreement will be given to the ASIC or the company or responsible entity to whom the prescribed report was given.
Parties to agreement:	(1) State Street Bank and Trust Company (2) Counterparty / entities details to be shared, as and when requested.
Holder of voting rights	LENDER
Are there any restrictions on voting rights?	(1) Yes, but only if the borrower defaults and ownership is enforce; (2) Yes
If yes, in what detail?	(1) Only if the borrower defaults and ownership is enforced;
Date on which the securities were (or are) expected to be delivered to the borrower or its nominee (ie borrow date):	The dates on which the securities were transferred, as indicated in Annexure A to this notice
Scheduled date (if any) when the securities are expected to be returned to the lender or its nominee (ie return date)	No scheduled return date. Securities collateral is returned on termination of related securities loan
Does the borrower have the right to return the securities early? [Yes/No]	At any time subject to returning the borrowed securities or equivalent securities or providing alternative collateral
If yes, in which circumstances?	At any time subject to returning the borrowed securities or equivalent securities or providing alternative collateral
Does the lender have the right to recall the securities early (ie before the scheduled return date)? [Yes/No]	No, assuming the borrower returns the borrowed securities or equivalent securities
If yes, in which circumstances?	n/a (lender must return securities collateral if the borrower returns the borrowed securities or equivalent securities)