

Page 12 of 12

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of 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 Carbon Energy NV

ACN/ARSN (if applicable) See above

There was a change in the interests of the substantial holder on 1 / 12 / 2014 – 13 / 04 / 2016
The previous notice was given to the company on 23 / 09 / 2014
The previous notice was dated 23 / 09 / 2014

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 Shares	111,322,970	8.8%	149,536,179	8.5%

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
1/12/14	PRCM Nominees Pty Limited	Issue of shares in lieu of interest on Convertible Note	n/a	563,716	563,716
1/12/14	Pacific Road Carbon Energy NV	Issue of shares in lieu of interest on Convertible Note	n/a	2,274,739	2,274,739
2/3/15	PRCM Nominees Pty Limited	Issue of shares in lieu of interest on Convertible Note	n/a	848,442	848,442
2/3/15	Pacific Road Carbon Energy NV	Issue of shares in lieu of interest on Convertible Note	n/a	3,423,674	3,423,674
2/6/15	PRCM Nominees Pty Limited	Issue of shares in lieu of interest on Convertible Note	n/a	980,278	980,278
2/6/15	Pacific Road Carbon Energy NV	Issue of shares in lieu of interest on Convertible Note	n/a	3,955,667	3,955,667
28/8/15	PRCM Nominees Pty Limited	Issue of shares in lieu of interest on Convertible Note	n/a	1,881,880	1,881,880

28/8/15	Pacific Road Carbon Energy NV	Issue of shares in lieu of interest on Convertible Note	n/a	7,593,864	7,593,864
3/12/15	PRCM Nominees Pty Limited	Issue of shares in lieu of interest on Convertible Note	n/a	1,762,606	1,762,606
3/12/15	Pacific Road Carbon Energy NV	Issue of shares in lieu of interest on Convertible Note	n/a	7,112,563	7,112,563
3/12/15	PRCM Nominees Pty Limited	Issue of shares in lieu of interest on Convertible Note	n/a	1,552,212	1,552,212
3/12/15	Pacific Road Carbon Energy NV	Issue of shares in lieu of interest on Convertible Note	n/a	6,263,571	6,263,571
13/4/16	Pacific Road Capital A Pty Limited	Diluted, due to non-participation in a new issue by Company to non-related party (Renounceable rights issue and Rights issue Shortfall)	n/a	-	-
	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 Carbon Energy NV			-	-

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
Pacific Road Capital Management Pty Ltd	Pacific Road Capital Management Pty Ltd ACN 117 934 586	Pacific Road Capital Management Pty Ltd ACN 117 934 586	Relevant interest in ordinary shares in Carbon Energy Limited under s608(3) Corporations Act 2001 (Cth)	4,166,666 ordinary shares in Carbon Energy Limited	4,166,666
Pacific Road Capital Management G.P. Limited	Pacific Road Carbon Energy NV	Pacific Road Carbon Energy NV	Relevant interest in ordinary shares in Carbon Energy Limited under s608(3) Corporations Act 2001 (Cth)	116,499,152 ordinary shares in Carbon Energy Limited	116,499,152
Pacific Road Capital A Pty Limited	PRCM Nominees Pty Limited ACN 123 215 68	PRCM Nominees Pty Limited ACN 123 215 68	Relevant interest in ordinary shares in Carbon Energy Limited under s608(3) Corporations Act 2001 (Cth)	14,435,181 ordinary shares in Carbon Energy Limited	14,435,181
Pacific Road Capital B Pty Limited	PRCM Nominees Pty Limited ACN 123 215 68	PRCM Nominees Pty Limited ACN 123 215 68	Relevant interest in ordinary shares in Carbon Energy Limited under s608(3) Corporations Act	14,435,181 ordinary shares in Carbon Energy Limited	14,435,181

604 page 2/2 15 July 2001

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:

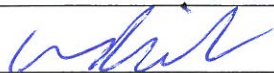
Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

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

Name	Address
Pacific Road Capital Management G.P. Limited	89 Nexus Way, Camana Bay, Grand Cayman KY1, 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 Carbon Energy NV	Avenue Louise 331-333, 1050 Brussels, Belgium

Signature

print name	Greg Dick	Capacity	Secretary, Pacific Road Capital Management Pty Ltd
sign here		date	14 / 04 / 2016

03

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 on 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.