



CarbonEnergy

Carbon Energy Limited
ABN 56 057 552 137

Level 12, 301 Coronation Drive,
Milton QLD 4064

PO Box 2118,
Toowong DC, QLD 4066
AUSTRALIA

Tel: +61 7 3337 9944
Fax: +61 7 3337 9945
www.carbonenergy.com.au

23 July 2009

ASX Limited
10th Floor, 20 Bond Street
SYDNEY NSW 2000

RE: Carbon Energy Limited – Appendix 3B

1. Carbon Energy Limited (**Company**) advises that on 23 July 2009 it allotted and issued 24,418,605 fully paid shares (**Securities**) at an issue price of \$0.43 per share to institutional, sophisticated and professional investors including 6,976,744 shares issued to Incitec Pivot Limited increasing their stake in the Company to 10.71%, being the second tranche of the Placement announced on 5 June 2009. The first and second tranches of the Placement raised gross proceeds of \$32 million.
2. Pursuant to shareholder approval granted at the general meeting on 20 July 2009, the Company also allotted and issued 4,629,630 fully paid shares to Dr Mallett's nominee.
3. Pursuant to Listing Rules, the Company has allotted and issued 2,777,778 fully paid shares to Mr Mark's nominee within the 15% annual limit as residual component relating to the acquisition of Carbon Energy (Operations) Pty Ltd as previously approved by shareholders on 23 June 2008.

The related Appendix 3B is attached.

For and on behalf of the Board

Prem Nair
CFO & Company Secretary

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

CARBON ENERGY LIMITED

ABN

56 057 552 137

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1 +Class of +securities issued or to be issued

FULLY PAID ORDINARY SHARES

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

31,826,013 Ordinary Shares

3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)

Fully Paid Ordinary Shares

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes</p>
<p>5 Issue price or consideration</p>	<ol style="list-style-type: none"> 1. 43 cents per share for 24,418,605 shares pursuant to the Placement. 2. 4,629,630 shares for the acquisition of CEOPL provided to Dr Mallett's nominee. 3. 2,777,778 shares for the acquisition of CEOPL provided to Mr Mark's nominee. <p>Note: Item 1 and 2 are pursuant to shareholder approval granted at the general meeting on 20 July 2009 and item 3 was previously approved at general meeting on 23 June 2008.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<ol style="list-style-type: none"> 1. The funds raised will be applied to the further development of the existing Underground Coal Gasification project at Bloodwood Creek near Dalby in Queensland and the wider commercial advancement of the Company's UCG technology. This funding is proposed to support installation of a 5MW power generation unit and associated facilities with operations to commence in late 2009. This is intended to be followed by front end engineering and design for the development of a 20 MW of power generation facility and associated field development in late 2010. These facilities will generate cash flow for CNX and demonstrate longer term viability of commercial scale gas production to potential major off-take partners, while providing ongoing detailed process data. In addition funds will be allocated for exploratory activities in Queensland, mid- west WA and market development initiatives in North America. <p>2 & 3. The residual balance to complete the acquisition of Carbon Energy (Operations) Pty Ltd (CEOPL).</p>

+ See chapter 19 for defined terms.

7	Dates of entering +securities into uncertificated holdings or despatch of certificates	23 July 2009	
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		578,922,650	Ordinary Shares
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		9,000,000	20c Options expire 31/03/10
		250,000	15c Options expire 31/10/09
		250,000	20c Options expire 31/10/10
		5,000,000	15c Options expire 31/12/09
		125,000	15c Options expire 1/01/10
		125,000	20c Options expire 1/01/11
		100,000	25c Options vest 30/06/10 expire 01/04/12
		500,000	30c Options expire 30/06/11
		351,000	40c Options vest 30/06/10 expire 01/04/12
		2,000,000	60c Options expire 30/06/11
		5,000,000	25c Options expire 10/12/13
		7,000,000	35c Options vest* 30/06/10 expire 10/12/13
		8,000,000	70c Options vest* 30/06/11 expire 10/12/13
		10,000,000	\$1.00 Options vest* 30/06/12 expire 10/12/14
		5,250,000	80c Options expire 10/12/13
		5,250,000	\$1.20 Options vest* 30/06/10 expire 10/12/13
		5,250,000	\$1.60 Options vest* 30/06/11 expire 10/12/13
		2,000,000	80c Options vest* 31/10/09 expire 10/12/13
		2,000,000	\$1.20 Options vest* 31/10/10 expire 10/12/13
		2,000,000	\$1.60 Options vest* 31/10/11 expire 10/12/13
		* Must also achieve Performance Benchmarks to vest	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

11 – 33 N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities (*tick one*)

(a) Securities described in Part 1 (a)

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities.

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

35 – 42 – N/A

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

+ See chapter 19 for defined terms.

- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:
(Company Secretary)

Date: ...23 July 2009.....

Print name:Prem Nair.....

+ See chapter 19 for defined terms.