



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

9 October 2009

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

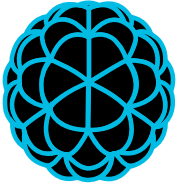
RE: NOTICE OF ANNUAL GENERAL MEETING – 20 NOVEMBER 2009

Attached is a copy of the Notice of Annual General Meeting for Carbon Energy Limited (CNX) including an Explanatory Memorandum and Proxy Form which will be mailed to shareholders this evening. The 2009 Annual Report will also be despatched to those shareholders who have requested a copy.

The Company's Annual General Meeting will be held on Friday, 20 November 2009 at 9.30am.

Yours faithfully

Prem Nair
CFO & Company Secretary



CarbonEnergy

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Milton QLD 4064 Australia
PO Box 2118, Toowong DC
QLD 4066 Australia
phone +61 (0) 7 3337 9944
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Carbon Energy Limited
ABN 56 057 552 137

Carbon Energy (Operations) Pty Ltd
ABN 61 105 176 967

CARBON ENERGY LIMITED
ABN 56 057 552 137

**NOTICE OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

To be held on

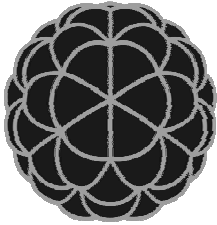
FRIDAY, 20 NOVEMBER 2009
At 9.30AM AEST

AT THE AVRO ROOM,

ROYAL ON THE PARK HOTEL, 152 ALICE STREET, BRISBANE

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 7 3337 9944.



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NOTICE OF ANNUAL GENERAL MEETING

This Notice of Meeting should be read in conjunction with the attached Explanatory Memorandum.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of members of Carbon Energy Limited ABN 56 057 552 137 'Company' will be held **at the Avro Room, Royal On The Park Hotel, 152 Alice Street, Brisbane** on Friday, **20 November 2009 at 9.30am AEST.**

BUSINESS OF THE MEETING

ORDINARY BUSINESS - ANNUAL REPORT 2009

To receive and consider the financial report together with the Directors' report (including the remuneration report) and Auditor's report for the financial year ended 30 June 2009.

ORDINARY BUSINESS - RESOLUTIONS

1. Adoption of remuneration report

To consider, and if thought fit, to pass the following non-binding resolution as an ordinary resolution:

"That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the remuneration report for the period ended 30 June 2009 and contained in the annual report for the Company be adopted."

2. To Re-Elect Mr Ian Walker as a Director

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Ian Walker, who retires as a Director of the Company in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be and is hereby re-elected as a Director of the Company."

3. To Re-Elect Mr Kim Robinson as a Director

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Kim Robinson, who retires as a Director of the Company in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be and is hereby re-elected as a Director of the Company."

4. Approval of new Constitution

To consider, and if thought fit, to pass the following resolution as a special resolution:

"That the Company adopt as its Constitution in place of its existing Constitution the document tabled at this Annual General Meeting and signed by the Chair of the meeting for the purposes of identification."

5. Appointment of Auditor

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That, subject to the consent of the Australian Securities & Investments Commission to the resignation of WHK Horwath Perth Audit Partnership as the Auditor for the Company, PricewaterhouseCoopers be appointed as Auditor for the Company with immediate effect.”

All members are invited to attend. An Explanatory Memorandum to Shareholders follows this Notice.

By Order of the Board



Prem Nair
CFO & Company Secretary
8 October 2009

PROXIES

1. A proxy form is enclosed with this Notice of Meeting.
2. A member may appoint not more than 2 proxies. A proxy need not be a member.
3. Where a member appoints 2 proxies and does not specify the proportion or number of the member's votes each proxy may exercise half of the member's rights.
4. An instrument appointing a proxy may not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or proof of the power or authority to the satisfaction of the Directors is or are deposited at the Company's registered office or at the Company's Share registry not less than 24 hours before the time for the holding of the particular meeting or adjourned meeting as the case may be at which the person named in the instrument proposes to vote.
5. Proxy forms (and the power of attorney, if any, under which the proxy form is signed) must be received at Level 12, 301 Coronation Street, Milton, Queensland or on fax number (07) 3337 9945 no later than 24 hours before the time fixed for holding the meeting.
6. An instrument appointing a proxy must be in writing under the hand of the appointer or the appointer's attorney duly authorised in writing or, if the appointer is a body corporate, by a Director jointly with either another Director or Company Secretary or if the Company has only a sole Director by the sole Director, or by the Company's duly authorised attorney.
7. In accordance with regulation 7.11.37 of the *Corporations Regulations 2001*, the Company has determined that the Shareholding of each person for the purposes of determining entitlements to attend and vote at the meeting will be the entitlement of that person set out in the Company's register as at 7.00 pm (Sydney Time) on 18 November 2009. Accordingly, transactions registered after this time will be disregarded in determining entitlements to attend and vote at the meeting.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their Accountant, Solicitor or other professional adviser prior to voting.

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting of Shareholders to be held on Monday, 20 November at 9.30am (“**the meeting**”).

This Explanatory Memorandum should be read in conjunction with the accompanying Notice.

BUSINESS OF THE MEETING

ORDINARY BUSINESS - Annual Report

Section 317 of the Corporations Act requires the Directors of the Company to lay before the Annual General Meeting the financial report, Director’s report (including the remuneration report) and the Auditor’s report for the last financial year that ended before the AGM.

In accordance with section 250S of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions or make statements in relation to those reports but no formal resolution to adopt the reports will be put to Shareholders at the AGM (save for Resolution 1 for the adoption of the remuneration report).

Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor’s report. In addition to taking questions at the AGM, written questions to the Chairman about the management of the Company, or the Company’s Auditor about:

- The preparation and content of the Auditor’s report
- The conduct of the audit
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- The independence of the Auditor in relation to the conduct of the audit

may be submitted no later than 5 business days before the AGM to the registered office of the Company.

A copy of the Annual Report 2009 is available at www.carbonenergy.com.au within financial reports in the Investor Centre section of the website.

ORDINARY BUSINESS- RESOLUTIONS

The following matters should be noted in respect of the various items of business:

1. Resolution 1 (Ordinary) – Adoption of remuneration report

Background to Resolution 1

Section 250R of the Corporations Act requires that a resolution that the remuneration report be adopted must be put to the vote at the Company’s AGM. The vote on this resolution is advisory only and does not bind the Directors or the Company.

In accordance with section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions about, or make comments on, the remuneration report at the AGM.

2. Resolution 2 (Ordinary) - Re-election of Mr Ian Walker as a Director

Background to Resolution 2

In accordance with Rule 6 of the Company’s constitution and ASX Listing Rule 14.4, one third of the Directors need to retire by rotation each year. Accordingly, Mr Walker is required by rotation at the forthcoming AGM, and being eligible, offers himself for re-election as a Director of the Company.

3. Resolution 3 (Ordinary) - Re-election of Mr Kim Robinson as a Director

Background to Resolution 3

In accordance with Rule 6 of the Company's Constitution and ASX Listing Rule 14.4, one third of the Directors need to retire by rotation each year. Accordingly, Mr Robinson is required by rotation at the forthcoming AGM, and being eligible, offers himself for re-election as a Director of the Company.

4. Resolution 4 (Special) - Approval of new Constitution

Background to Resolution 4

The Company's Constitution (existing Constitution) was last amended in July 2000. Since that time, there have been a number of changes to the regulatory regime which binds the Company and to corporate governance recommendations in general.

The Board wishes to use the opportunity of the 2009 Annual General Meeting to update the existing Constitution to reflect these changes. It also wishes to propose a limited number of additional changes to the existing Constitution.

A copy of the proposed Constitution (proposed Constitution) is available in the information section of the Company's website www.carbonenergy.com.au, and may also be obtained by contacting the registered office of the Company on telephone (07) 3337 9944. A copy of the proposed Constitution will be available for inspection at the meeting.

The Directors set out below general changes introduced by proposed Constitution, and provisions in the proposed Constitution which introduce material differences to the Company's existing Constitution.

A. General Changes:

The proposed Constitution differs from the existing Constitution in that it:

- a) reflects the introduction of the ASTC Settlement Rules, which replaced the SCH Business Rules in 2004;
- b) provides the Directors with greater freedom in the manner in which they may communicate with each other and the Shareholders;
- c) anticipates the role of the Australian Securities and Investments Commission in the monitoring of online trading;
- d) provides greater clarity on the operation of certain provisions in the existing Constitution.

The proposed Constitution also differs from the existing Constitution in its structure, in respect of certain provisions which are contained in the Corporations Act 2001 and in respect of certain of the Australian Securities Exchange Listing Rules (**Listing Rules**). In accordance with current corporate governance principles:

- a) the proposed document has been structured in a manner which the Directors believe is more accessible to members than the structure for the existing Constitution;
- b) provisions in the existing document which only repeat provisions in the Corporations Act 2001 by which the Company and the Directors are bound are not reproduced in the proposed Constitution; and
- c) provisions in the existing document which only repeat a Listing Rule (and which are not expressly required to be included in the Constitution for a listed Company) are not reproduced in the proposed Constitution.

Amendments made in the above general respects do not introduce any significant material change to governance of the Company nor the rights or obligations of Shareholders.

B. Material changes

In addition to those general changes to the existing Constitution as referred to above, certain material changes are contemplated by the proposed Constitution. The principal of these changes are as follows:

Proposed Constitution - Clause No.	Comment
Sub-clause 3.9: Currency	This proposed sub-clause allows for amounts payable to Shareholders to be payable in a currency of a country other than Australia. There is no corresponding provision in the existing Constitution.
Sub-clause 3.10: Employee Share Plans	This proposed sub-clause allows the Directors to introduce an employee share plan without member approval, and conduct that plan on such terms as they think fit. The corresponding provision in the existing Constitution only allows the introduction of an employee share-plan by a special resolution of the Company.
Sub-clause 3.11: Vendor Securities	<p>This proposed sub-clause confirms the obligations of the Company in respect of dealings with certain securities. In particular, it stipulates that, notwithstanding any other provision of the constitution:</p> <ul style="list-style-type: none"> a) ... b) <i>in the event of a breach of any escrow agreement entered into by the Company under the Listing Rules in relation to Shares which are vendor securities, the Member holding the Shares in question ceases to be entitled to any dividends and to any voting rights in respect of those Shares for so long as the breach subsists.</i>
Sub-clause 5.9: Sale of Shares to enforce lien	<p>This proposed sub-clause provides that:</p> <p><i>For the purpose of enforcing a lien or charge, the Board may sell the Shares which are subject to the lien or charge in any manner it thinks fit and with or without giving any notice to the Member in whose name the Shares are registered.</i></p> <p>This proposed sub-clause is broader than the provision in the existing Constitution, which explicitly provide for a 14 day notice period prior to the sale of any share on which the Company has a lien.</p>
Clause 6: Payments by the Company	This clause is substantially similar to the corresponding provision in the existing Constitution. However, the proposed Constitution explicitly includes “any assessment of income tax against the Company in respect of interest or dividends paid or payable to the [security] holder” as a liability in respect of which the Company has certain rights against the relevant security holder.

Proposed Constitution - Clause No.	Comment
<p>Sub-clause 7.2: Board may refuse to register transfers</p>	<p>The proposed Constitution sets out at clause 7.2 those circumstances under which the Board may refuse to register any transfer of securities. This provision is broader than the corresponding provision in the existing Constitution, and provides that:</p> <ul style="list-style-type: none"> a) <i>Unless the Company and Market Laws otherwise provide, the Board may refuse to register any transfer of securities:</i> <ul style="list-style-type: none"> i. <i>if the registration of the transfer would result in a contravention of or failure to observe the provisions of the Company and Market Laws;</i> ii. <i>on which the Company has a lien; or</i> iii. <i>in circumstances where the Listing Rules permit the Company to do so.</i> b) <i>If the Board declines to register a transfer, the Company must give to the party lodging the transfer written notice of the refusal and the precise reasons for that refusal within five business days after the date on which the transfer was lodged with the Company.</i> c) <i>Failure to give notice of refusal to register any transfer as may be required under the Company and Markets Laws does not invalidate the decision of the Board.</i> d) <i>The decision of the Board relating to the registration of a transfer is absolute.</i>
<p>Sub-clause 7.3: Power to suspend registration of transfers</p>	<p>The proposed Constitution allows the Board to suspend the registration of transfers as it sees fit. It stipulates, however, that a suspension period cannot exceed 30 days in any one year. There is no corresponding provision in the existing Constitution.</p>
<p>Sub-clause 8.2: Transmission by operation of law</p>	<p>This proposed sub-clause is broader than the corresponding provision in the existing Constitution. It applies to any person who has a right to any securities "by will or by operation of law".</p>
<p>Sub-clause 15.7: Postponement or cancellation of meeting</p>	<p>This proposed sub-clause differs from the corresponding provision in the existing Constitution. The proposed sub-clause allows the Directors to postpone, cancel or change the venue for a general meeting by notice to the ASX and removes the right to make such notification by newspaper advertisement. The proposed sub-clause also prohibits the cancellation, etc., of any meeting called by certain persons without the consent of the person who has called the meeting.</p>

Proposed Constitution - Clause No.	Comment
<p>Clause 16: Proceedings at General Meetings</p>	<p>The proposed clause 16 is substantially similar to the corresponding provision in the existing Constitution. Changes considered by the proposed clause 16 largely clarify the position of members and Directors in the conduct of general meetings. The proposed clause also stipulates that Directors are entitled to speak at any meeting of the members.</p> <p>Unlike the existing Constitution:</p> <ul style="list-style-type: none"> a) the proposed Constitution does not include an authority for the making of circular resolutions by the members; b) the proposed Constitution does not specify a time by which proxies must be submitted to the Company prior to the meeting to which the proxy relates. As a consequence, proxies must be submitted at least 48 hours before such meeting. This is in contrast to the existing Constitution, which provided for a 24 hour submission timeframe. Under the proposed Constitution, a document appointing an attorney (or a certified copy of such document) must also be submitted at least 48 hours before a meeting to be valid for that meeting.
<p>Clause 17: The Directors</p>	<p>The proposed clause 17 is substantially similar to the corresponding provision in the existing Constitution. However:</p> <ul style="list-style-type: none"> a) a new sub-clause 17.1 stipulates that the maximum number of Directors fixed by the Company at a particular time must not be less than the number of Directors in office at that time; b) a new sub-clause 17.3 allows for the nomination of Directors without that nomination being seconded; c) under a new sub-clause 17.5, a Director's office is terminated if that Director is absent from meetings of the Board for more than 6 months without permission of the Board. (The corresponding provision in the existing Constitution provided that the office would be terminated if the Director was absent for four meetings); d) a new subclause 17.13 explicitly provides that a Director is not liable to account to the Company for profits received from a contract in which that Director has an interest; e) the provision in the existing Constitution providing for the removal from office of a Director for the failure to pay any call is removed; f) the right of the members to fix a share qualification for Directors is removed.
<p>Clause 19: Proceedings of Directors</p>	<p>The proposed clause 19 introduces certain changes which will affect the manner in which the Board may conduct its activities. For example, but not definitively, under the proposed clause 19 :</p> <ul style="list-style-type: none"> a) at least 24 hours notice must be given to each Director of a meeting of the Directors; and b) a committee formed at the request of the Board must include one Director but may also include persons who are not Directors. In the existing Constitution, committee was restricted to Directors only and at least two Directors were essential for the proper formation of a committee.

Proposed Constitution - Clause No.	Comment
Sub-clause 20.2: Remuneration	<p>The proposed sub-clause 20.2 concerns the remuneration of the Managing Director and any Executive Director. It is worded in a broader fashion to the corresponding provision in the existing Constitution. Specifically, the proposed sub-clause provides that:</p> <p><i>Subject to the terms of any agreement entered into in a particular case, a Managing Director or Executive Director receives such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Board may determine.</i></p>
Clause 23: Inspection of records	<p>Under the proposed sub-clause 23.2, the Company is permitted to enter into contracts with Directors or former Directors allowing for continued access to Company records for a specific period.</p> <p>There is no corresponding provision in the existing Constitution.</p>
Clause 26: Winding up	<p>The proposed clause 26 is substantially similar to the corresponding provision in the existing Constitution. However, a new sub-clause 26.2 has been inserted concerning the power of a liquidator on any winding up of the Company. Sub-clause 26.2 provides as follows:</p> <p><i>If thought expedient, any division [of the Company's assets as approved by a special resolution of the Company] may be otherwise than in accordance with the legal rights of the contributories and, in particular, any class may be given preferential or special rights or may be excluded altogether or in part, but in case any division otherwise than in accordance with the legal rights of the contributories is determined, any contributory who would be prejudiced by the division has a right to dissent and ancillary rights as if the determination were a special resolution passed under the Corporations Act relating to the sale or transfer of the Company's assets by a liquidator in a voluntary winding up.</i></p>
Clause 27: Indemnities and Insurance	<p>The proposed Constitution provides that the Company <i>must</i> indemnify each officer of the Company, with the term "officer" including officeholders. This provision differs from the corresponding provision in the existing Constitution, which only provides that the Company <i>may</i> indemnify present and past officeholders. The proposed Constitution further differs from the existing Constitution in that it does not give a definitive list of those matters over which the indemnity must extend. The proposed Constitution, rather, provides that the indemnity must be "against any liability incurred by the officer in or arising out of the conduct of the business of the Company or in or arising out of the discharge of the duties of the officer." The term "duties of the officer" is defined to include:</p> <p><i>... in any particular case where the Board considers it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by the Company or, where applicable, a subsidiary of the Company to any other corporation.</i></p>

Recommendation of Directors':

The Directors recommend that the Shareholders approve the adopting of the proposed Constitution as the Constitution for the Company and vote in favour of the resolution.

5. Resolution 5 (Ordinary) – Appointment of Company Auditor

Background to Resolution 5:

Having moved its base from Perth to Brisbane, the Board considers it practical to have as its Auditor a Brisbane based firm, which necessitates the resignation of the existing auditor, WHK Horwath Audit Partnership for the Company. This is in no way a reflection on the performance of the Company's present audit firm. WHK Horwath Audit Partnership has completed the forms and lodged with the Australian Securities & Investments Commission seeking resignation.

A public company may only appoint an auditor at an annual general meeting where:

- (a) the proposed Auditor has been nominated by a member of the company; and
- (b) the Auditor has consented to act as the Auditor for the company.

A member of the Company has nominated PricewaterhouseCoopers based in Brisbane as Auditor for the Company and PricewaterhouseCoopers has consented to act as Auditor for the Company.

A copy of the nomination of PricewaterhouseCoopers to act as Auditor for the Company is forwarded with this notice.

PricewaterhouseCoopers offers a wide range of services and has extensive expertise in accounting and compliance issues relating to the business of the company.

The Board has determined that PricewaterhouseCoopers is an appropriate audit firm for a company conducting business of the type and to the extent conducted by Carbon Energy Limited.

Recommendation of Directors':

The Directors recommend that the Shareholders vote in favour of the resolution to appoint PricewaterhouseCoopers as the Auditor for the Company.

GLOSSARY

AGM means the annual general meeting of the Company.

ASX means ASX Limited and the market operated by it, as the context requires.

Board means the board of Directors of the Company.

Company means Carbon Energy Limited (formerly Metex Resources Limited) ABN 56 057 552 137.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Director means a Director of the Company from time to time.

Explanatory Memorandum means the explanatory memorandum set out in Annexure A to this Notice of Meeting.

Listing Rules means the listing rules of the ASX.

Meeting means the general meeting of Shareholders to be held on Friday, 20 November 2009 at 9.30 am AEST.

Notice or Notice of Meeting means this notice of Annual General Meeting dated Thursday, 8 October 2009.

Proxy Form means the proxy form accompanying this notice.

Shares means fully paid ordinary Shares in the Company.

Shareholder means the holder of one or more Shares.

CARBON ENERGY LIMITED
ABN 56 057 552 137

GENERAL MEETING PROXY FORM

	To: The Secretary Carbon Energy Limited PO Box 2118 TOOWONG DC, QLD 4066 Fax: 07 3337 9945
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I / We _____ of _____
Full name in block letters *address*

Being a member / members of Carbon Energy Limited, hereby appoint

_____ of _____

Or failing him/her _____

Or failing him/her, the Chair of the Meeting, as my/our proxy to vote for me on my/our behalf in accordance with the directions indicated below or in the absence of indication, as he/she/they think fit at the Annual General Meeting of the Company to be held **at the Avro Room, Royal on the Park Hotel, 152 Alice Street, Brisbane on Monday, 20 November 2009 at 9.30 am AEST** and at any adjournment thereof.

Instructions as to voting:

IMPORTANT NOTICE

The Chair intends to vote all undirected proxies in favour of the resolutions.

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box.

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as a proxyholder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on a resolution.

BUSINESS:

As Ordinary and Special Resolutions

For Against Abstain

- | | | | | |
|----|-----------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 1. | Adoption of remuneration report (Ordinary Resolution) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. | To Re-Elect Mr Ian Walker as a Director (Ordinary Resolution) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. | To Re-Elect Mr Kim Robinson as a Director (Ordinary Resolution) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. | Adoption of new Constitution (Special Resolution) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. | Appointment of auditor (Ordinary Resolution) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

If the member is a Company with more than one Director, then it must have 2 Directors or a Director and Company Secretary execute this proxy form in accordance with section 127 of the Corporations Act.

EXECUTED by _____

ACN / ABN _____ In accordance with section 127 of the Corporations Act.

Director / Company Secretary

Director

Date / /09

Name of Director/Company Secretary
(BLOCK LETTERS)

Name of Director
(BLOCK LETTERS)

If a member is a Sole Director Company, then this proxy form must be executed by the Sole Director of the Company.

EXECUTED by _____

ACN / ABN _____ .

Name of Sole Director

Signature of Sole Director

Date / /09

OR

If the member is an individual or joint holders:

Signature

Signature

Date / /09

The Secretary
Carbon Energy Limited
PO Box 2118
Toowong DC, QLD 4066

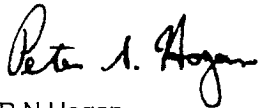
29 September 2009

Subject: Nomination of Auditor

Dear Sir

In accordance with the provisions of section 328B of the Corporations Act 2001, I Peter N Hogan, being a member of Carbon Energy Limited hereby nominate PricewaterhouseCoopers for appointment as Auditor of that company.

Yours faithfully

A handwritten signature in black ink, appearing to read "Peter N. Hogan". The signature is written in a cursive style with a large initial "P".

P N Hogan
Member