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[www.carbonenergy.com.au](http://www.carbonenergy.com.au)  
Carbon Energy Limited  
ABN 56 057 552 137  
Carbon Energy (Operations) Pty Ltd  
ABN 61 105 176 967

20 January 2011

ASX Limited  
10<sup>th</sup> Floor, 20 Bond Street  
SYDNEY NSW 2000

**RE: Carbon Energy Limited – Section 708A (6) Notice & Appendix 3B**

Notice pursuant to section 708A (e) of the Corporations Act 2001 (Cth) (**Corporations Act**).

- (1) Carbon Energy Limited (**Company**) advises that on 19<sup>th</sup> January 2011 it allotted and issued 30,303,030 fully paid shares (**Securities**) at an issue price of \$0.33 per share to Pacific Road Resources Fund 1, being the second tranche of the placement announcement on 16<sup>th</sup> December 2010. This first and second tranches of the placement raised gross proceeds of \$20 million.
- (2) The Company gives notice of the following under section 708A (6) of the Corporations Act:
  - (i) The Company issued the Securities without disclosure to investors under Part 6D.2 of the Corporations Act;
  - (ii) This Notice is being given under section under section 708A (5) (e) of the Act;
  - (iii) As at the date of this notice, the Company has complied with:
    - a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
    - b) section 674 of the Corporations Act; and
  - (iv) As at the date of this notice, the Company is not in possession of any “excluded information” as defined in subsections 708A (7) and 708A (8) of the Act.

Appendix 3B – Please find attached the related Appendix 3B attached hereto.

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  | 30,303,030 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.

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?	Yes				
	<p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>					
5	Issue price or consideration	33 cents per share				
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The funds raised will be applied to the completion of the Company's 5MW Power Station and associated aboveground facilities for UCG Panels 2 & 3. In addition funds will be allocated to Carbon Energy's project in Mulpun Chile, plus working capital.				
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	19 January 2011				
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="767 1249 954 1294">Number</th> <th data-bbox="954 1249 1388 1294">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="767 1294 954 1352">670,872,650</td> <td data-bbox="954 1294 1388 1352">Ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	670,872,650	Ordinary Shares
Number	+Class					
670,872,650	Ordinary Shares					

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+ See chapter 19 for defined terms.

9	Number and +class of all +securities not quoted on ASX ( <i>including</i> the securities in clause 2 if applicable)	Number	+Class
		100,000	25c Options expire 01/04/12
		500,000	30c Options expire 30/06/11
		205,000	40c Options expire 01/04/12
		1,000,000	60c Options expire 30/06/11
		5,000,000	25c Options expire 10/12/13
		1,400,000	35c Options 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
		1,750,000	\$1.20 Options vest* 30/06/10 expire 10/12/13
		1,750,000	\$1.60 Options vest* 30/06/11 expire 10/12/13
		2,000,000	80c Options expire 10/12/13
		1,000,000	80c Options vest* 30/06/11 expire 22/03/15
1,000,000	\$1.20 Options vest* 30/06/12 expire 22/03/15		
1,000,000	\$1.60 Options vest* 30/06/13 expire 22/03/15		
			* 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
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+ 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.

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+ 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: ...20 January 2011.....

Print name: .....Prem Nair.....

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+ See chapter 19 for defined terms.