

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Carabella Resources Limited

ACN/ARSN 143 355 471

**1. Details of substantial holder (1)**

Name Wealth Mining Pty Ltd (162 884 068) and the persons listed in Annexure A (Wealth Mining Group)

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial holder on

20 January 2014

The previous notice was given to the company on

20 January 2014

The previous notice was dated

20 January 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	88,522,165	55.94%	95,953,328	60.64%

**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
On 20 January 2014	Wealth Mining Pty Ltd and all of the persons listed in Annexure A)	Acquisition of relevant interests in Carabella Resources shares arising upon acceptances of offers dated 19 December 2013 for Carabella Resources shares contained in Wealth Mining's Bidder's Statement (as updated by the Supplementary Bidder's Statement dated 24 December 2013) (Offers).	\$0.455 per ordinary share, subject to the terms and conditions of the Offers	7,431,163 ordinary shares	7,431,163

**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

Wealth Mining Pty Ltd and all of the persons listed in Annexure A)	Carabella Resources shareholders who have accepted the Offers and on-market sellers	Wealth Mining Pty Ltd	Relevant interest under section 608(1) and/or section 608(8) of the Corporations Act 2001 pursuant to the acceptances of the Offers or on market purchase of Carabella Resources shares. The shares which are the subject of acceptances of the Offers have not yet been transferred into the name of Wealth Mining Pty Ltd. The power of Wealth Mining Pty Ltd to vote or dispose of the shares that are the subject of the Acceptances is qualified as the Offer has not been declared unconditional and Wealth Mining Pty Ltd is not presently registered as the holder of the shares.	95,953,328 ordinary shares	95,953,328
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#### 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:

Not applicable.

#### 6. Addresses

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

Name	Address
Wealth Mining Pty Ltd	LEVEL 32, 126-130 PHILLIP STREET, SYDNEY NSW 2000
Wealth Resources Pty Ltd	LEVEL 32, 126-130 PHILLIP STREET, SYDNEY NSW 2000
Kingho Investment Company Limited	31/F CHINACHEM CENTURY TOWER 178, GLOUCESTER RD WANCHAI, HONG KONG
China Kingho Energy Group	FLOOR 36, MIDDLE TOWER, CHINA OVERSEAS PLAZA, NO.8 YARD, GUANGHUA DONGLI, JIANGUOMENWAI, CHAOYANG DISTRICT, BEIJING
MR Qinghua Huo	ROOM 1101-1109, 11/F, TWO IFC, 8 FINANCE STREET, CENTRAL, HONG KONG

#### Signature

print name Michael Li

capacity Authorised signatory

sign here

date 21 January 2014

#### 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
  - (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.

## Annexure A

This is Annexure A referred to in the Form 604 change of interests of substantial holder

Person	ACN (if applicable)	Place of incorporation
Wealth Mining Pty Ltd	162 884 068	Australia
Wealth Resources Pty Ltd	162 882 840	Australia
Kingho Investment Company Limited	N/A	Hong Kong
China Kingho Energy Group	N/A	China
Mr Qinghua Huo	N/A	N/A