



carbonenergy

Carbon Energy Limited | ABN 56 057 552 137

## ASX Announcement

6 December 2013

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Carbon Energy Limited

ABN 56 057 552 137

Carbon Energy (Operations) Pty Ltd

ABN 61 105 176 967

## Appendix 3B and Section 708A Notice

The Company hereby provides notice to the ASX for the purpose of section 708A(5)(e) of the Corporations Act that it has issued:

- 5,834,561 ordinary fully paid shares in the Company to PRCM Nominees Pty Limited (1,158,802 shares) and Pacific Road Holdings NV (4,676,059 shares) which represent the interest payable in respect of the Convertible Note Facility Agreement between the Company, PRCM Nominees Pty Ltd and Pacific Road Holdings NV (announced to the market on 5 January 2012);
- 75,000 ordinary fully paid shares in the Company to Mr Louis Rozman at a price of \$0.02 per share and 75,000 attaching listed options with an exercise price of \$0.060 and an expiry date of 31 July 2016 (approved at the AGM on 21 November 2013);
- 188,551 ordinary fully paid shares in the Company to Dr Helen Garnett at a price of \$0.02 per share and 188,551 attaching listed options with an exercise price of \$0.060 and an expiry date of 31 July 2016 (approved at the AGM on 21 November 2013); and
- 3,440,831 ordinary fully paid shares to Mr Morné Engelbrecht (approved at the AGM on 21 November 2013),

without disclosure to investors under Part 6D.2 of the Corporations Act.

The Company states that as at the date of this notice:

- It has complied with the relevant provisions of Chapter 2M of the Corporations Act as they apply to the Company and section 674 of the Corporations Act; and
- It is not aware of any excluded information within the meaning of Sections 708A(7) and 708A(8) of the Corporations Act.

In addition, the Company has issued the following options to Mr Morné Engelbrecht as approved at the AGM on 21 November 2013:

- 3,573,877 unlisted options with an exercise price of \$0.026 and an expiry date of 15 October 2016; and

- 99,999,999 unlisted options with an exercise price of \$0.060 each with the following vesting and expiry dates (see Notice of AGM dated 23 October 2013):
  - (a) 33,333,333 options vesting on 30 June 2014 (subject to the market price of the Company's shares as at 30 June 2014 being no less than \$0.045 per share) and expiring 30 June 2017;
  - (b) 33,333,333 options vesting on 30 June 2015 (subject to the market price of the Company's shares as at 30 June 2015 being no less than \$0.075 per share) and expiring 30 June 2018; and
  - (c) 33,333,333, options vesting on 30 June 2016 (subject to the market price of the Company's shares as at 30 June 2016 being no less than \$0.105 per share) and expiring 30 June 2019.

An Appendix 3B with respect to the issue of the abovementioned securities is also lodged by the Company with the ASX today and attached to this notice.

For and on behalf of the Board.

Tracy Bragg  
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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

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	<ol style="list-style-type: none"><li>1. Ordinary fully paid shares</li><li>2. Listed options</li><li>3. Unlisted options</li></ol>
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	<ol style="list-style-type: none"><li>1. 9,539,243 ordinary fully paid shares</li><li>2. 263,551 listed options</li><li>3. 103,573,876 unlisted options</li></ol>

- 3 Principal terms of the +securities (e.g. 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)

**2012-13 Executive Incentives:** 3,440,831 Ordinary fully paid shares and 3,573,877 unlisted options (exercise price of \$0.026 and an expiry date of 15 October 2016). Approved by shareholders on 21 November 2013.

**Director Shares and Options:** 263,551 Ordinary fully paid shares issued on terms equivalent to non renounceable rights issue with 1 attaching listed option for each new share allotted with an exercise price of \$0.060 and an expiry date of 31 July 2016 (see announcement of 25 July 2013). Approved by shareholders on 21 November 2013.

**CEO Options:** 99,999,999 unlisted options with an exercise price of \$0.060 each with the following vesting and expiry dates (see Notice of AGM dated 23 October 2013):

- (a) 33,333,333 Options vesting on 30 June 2014 (subject to the Market Price of the Shares as at 30 June 2014 being no less than 4.5 cents (\$0.045) per Share) and expiring 30 June 2017;
  - (b) 33,333,333 Options vesting on 30 June 2015 (subject to the Market Price of the Shares as at 30 June 2015 being no less than 7.5 cents (\$0.075) per Share) and expiring 30 June 2018; and
  - (c) 33,333,333, Options vesting on 30 June 2016 (subject to the Market Price of the Shares as at 30 June 2016 being no less than 10.5 cents (\$0.105) per Share) and expiring 30 June 2019,
- approved by shareholders on 21 November 2013.

**Pacific Road Interest Shares:** 5,834,861 Shares on the same terms as existing ordinary fully paid shares.

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the +issue date 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"> <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>	<p>The new shares will rank pari passu with existing shares on issue.</p> <p>The new listed options will rank pari passu with existing listed options on issue.</p> <p>The new unlisted options will not be in a class of quoted securities. Shares issued on exercise of the unlisted options will rank pari passu with the then existing shares on issue.</p>
<p>5 Issue price or consideration</p>	<p><b>2012-13 Executive Incentive Shares:</b> Nil cash consideration.</p> <p><b>Director Shares and Options:</b> \$0.020 per new share (with 1 attaching listed option for each new share allotted with an exercise price of \$0.060 and an expiry date of 31 July 2016).</p> <p><b>CEO Options:</b> Nil cash consideration.</p> <p><b>Pacific Road Interest Shares:</b> In consideration of the interest costs, payable 3 months in arrears, in relation to the Facility utilised under the \$10 million Pacific Road Convertible Note Facility Agreement at a deemed value of \$0.022.</p>

6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p><b>2012-13 Executive Incentives:</b> In return for the achievement of key performance indicators in relation to the 2012-13 financial year.</p> <p><b>Director Shares and Options:</b> to raise funds for the purposes set out in the Prospectus dated 13 November 2013.</p> <p><b>CEO Options:</b> to incentivise CEO achievement of long term corporate objectives.</p> <p><b>Pacific Road Interest Payment:</b> Issue of 5,834,861 Ordinary Shares under the \$10 million Pacific Road Convertible Note Facility Agreement to cover the interest costs, payable 3 months in arrears, in relation to the Facility. These shares are issued in accordance with ASX Listing Rule 7.1.</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
6b	<p>The date the security holder resolution under rule 7.1A was passed</p>	<p>21 November 2013</p>
6c	<p>Number of +securities issued without security holder approval under rule 7.1</p>	<p>25,901,686</p>
6d	<p>Number of +securities issued with security holder approval under rule 7.1A</p>	<p>Nil</p>

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+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	21 November 2013:  <b>Shares:</b> 53,704,382  <b>Listed Options:</b> 50,263,551  <b>Unlisted Options:</b> 103,573,876  <b>Total:</b> 207,541,809							
6f	Number of +securities issued under an exception in rule 7.2	786,362,604 (being 393,181,302 New Shares and 393,181,302 New Listed Options)							
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable							
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable							
6i	Calculate the entity’s remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	280,432,722							
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	6 December 2013							
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>1,250,097,524</td><td>Ordinary fully paid shares</td></tr><tr><td>443,708,404</td><td>Listed options</td></tr></table>	Number	+Class	1,250,097,524	Ordinary fully paid shares	443,708,404	Listed options	
Number	+Class								
1,250,097,524	Ordinary fully paid shares								
443,708,404	Listed options								

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<p>5,000,000, 25c Options expiring 10 Dec 2013</p> <p>1,400,000, 35c Options expiring 10 Dec 2013</p> <p>5,600,000, 70c Options expiring 10 Dec 2013</p> <p>7,250,000, 80c Options expiring 10 Dec 2013</p> <p>875,000, \$1.20 Options expiring 10 Dec 2013</p> <p>1,750,000, \$1.60 Options expiring 10 Dec 2013</p> <p>3,084,000, 12c Options expiring 31 Dec 2015</p> <p>10,000,000, \$1.00 Options with vesting date of 30 June 2012 expiring 10 Dec 2014.</p> <p>7,000,000, 18.75c Options (subject to adjustments as provided for under the Option Subscription Deed relating to Pro-rata issues, Bonus issues and reorganisations), expiring 18 January 2017.</p> <p>28,000,000, 18.75c Options (subject to adjustments as provided for under the Option Subscription Deed relating to Pro-rata issues, Bonus issues and reorganisations), expiring 25 February 2017.</p> <p>61,728,395, 8.1c Options (subject to adjustments as provided for under the Credit Suisse Senior Secured Loan Facility Agreement), expiring 36 months from the Issue Date. Exercisable by cash settlement or physical settlement.</p> <p>9,645,845, 8.1c Options (subject to adjustments as provided for under the Pacific Road Convertible Note Facility Agreement), under the same terms and conditions as the Credit Suisse options issued under the Credit Suisse Senior Secured Funding Facility.</p> <p>8,174,581 \$0.026 Options expiring 15 October 2016.</p> <p>33,333,333 \$0.06 Options expiring 30 June 2017.</p> <p>33,333,333 \$0.06 Options expiring 30 June 2018.</p> <p>33,333,333 \$0.06 Options expiring 30 June 2019.</p>
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable

## Part 2 - Pro rata issue

11	Is security holder approval required?	Not applicable
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+ See chapter 19 for defined terms.

12	Is the issue renounceable or non-renounceable?	Not applicable
13	Ratio in which the <sup>+</sup> securities will be offered	Not applicable
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	Not applicable
15	<sup>+</sup> Record date to determine entitlements	Not applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Not applicable
18	Names of countries in which the entity has security holders who will not be sent new offer documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	Not applicable
19	Closing date for receipt of acceptances or renunciations	Not applicable
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	<sup>+</sup> Issue date	Not applicable

## Part 3 - Quotation of securities

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

34 Type of <sup>+</sup>securities  
(tick one)

(a) ☒ <sup>+</sup>Securities described in Part 1

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<sup>+</sup> See chapter 19 for defined terms.

(b) ☐ All other <sup>+</sup>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

*Tick to indicate you are providing the information or documents*

35 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37 ☐ A copy of any trust deed for the additional <sup>+</sup>securities

## Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	Not applicable	
39	+Class of +securities for which quotation is sought	Not applicable	
40	<p>Do the +securities rank equally in all respects from the +issue date 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"> <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>	Not applicable	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	Not applicable	
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	+Class
		Not applicable	

+ See chapter 19 for defined terms.

## 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.
  - 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.
- 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 is not available now, we 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: \_\_\_\_\_ Date: 6/12/2013  
Company Secretary  
Print name: Tracy Bragg

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+ See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	778,451,954
<b>Add</b> the following: <ul style="list-style-type: none"> <li>Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	26/8/13 – 131,999,245 Ordinary Shares (Rights Issue and Shortfall) 27/8/13 – 50,000,000 Ordinary Shares (Ratified at 2013 AGM) 15/10/13 – 171,818,615 Ordinary Shares (Shortfall) 20/11/13 – 89,363,442 Ordinary Shares (Shortfall) 05/12/13 – 3,704,382 Ordinary Shares (Approved at 2013 AGM)
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	<b>1,225,337,638</b>

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	183,800,645
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>Under an exception in rule 7.2</li> <li>Under rule 7.1A</li> <li>With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li><i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li><i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li><i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>2/1/13 – 3,084,000 Unlisted Options</p> <p>7/1/13 – 1,355,368 Ordinary Shares</p> <p>28/2/13 – 2,877,033 Ordinary Shares</p> <p>30/5/13 – 4,205,350 Ordinary Shares</p> <p>15/10/13 – 3,944,370 Ordinary Shares</p> <p>15/10/13 – 4,600,704 Unlisted Options</p> <p>05/12/13 – 5,834,861 Ordinary Shares</p>
<b>“C”</b>	<b>25,901,686</b>
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p><b>“A” x 0.15</b></p> <p><i>Note: number must be same as shown in Step 2</i></p>	183,800,645
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	25,901,686
<b>Total [“A” x 0.15] – “C”</b>	<p>157,898,959</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,225,337,638
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	<b>122,533,763</b>
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	Nil
<b>“E”</b>	Nil

+ See chapter 19 for defined terms.

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10  <i>Note: number must be same as shown in Step 2</i>	122,533,763
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	Nil
<b>Total</b> [“A” x 0.10] – “E”	122,533,763  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.