Carpentaria Exploration Limited
ABN 63 095 117 981 ASX Code CAP

13 April 2012

Shannon Hong,
Adviser, Listings.
ASX Compliance
20 Bridge Street
SYDNEY NSW 2000

VIA: e-mail

Dear Miss Hong,

Re: ASX Letter 12 April 2012

In response to your questions contained in your letter if 12 April 2012 I answer as follows:

1. *Please explain why the appendices were lodged late.*
   a) In both cases of the Appendix 3X's I take responsibility and apologise for the late lodgement. In regard to the 3X lodged for Mr Neil Williams, as you have noted this should have been lodged on 9 January 2012 unfortunately, as I am responsible for these notices, and was on annual leave until 23 January 2012 and missed and forgot until your reminder today in respect of this Appendix 3X, now lodged.
   b) In regard to Mr Paul Cholakos and Appendix 3X I agree it was late by one day, I would have had it lodged on time but was involved with meetings all day yesterday and this morning.
   c) In regard to the 3Y' and 3Z's lodged 15 March 2012, as discussed, these were lodged after I had a discussion with Simon O'Brien our Senior Adviser from the then Brisbane office. I discussed with Simon the fact I had missed lodging these and he advised me that once lodged if there was a need to advise a breach he would let me know. I subsequently lodged the forms and heard no more.
2. The arrangements in place to ensure compliance are part of Carpentaria's Policy & Procedures Manual in our; *New Board Director Orientation Procedure* covering all events including Form lodgement with ASX etc. is given to any New Board Member at their first Board Meeting. In respect of both Mr Williams and Mr Cholakos there has not been any meeting since their appointment therefore the Orientation Procedure has not yet happened.
3. The current arrangements are adequate although a review now undertaken will bring the *New Board Director Orientation Procedure* forward in the event of any further appointments.

I trust this adequately answers the questions you raised and assure you that we do comply with LR 3.19A and B.

I await your response.
Thanks

Regards

Chris Powell
Company Secretary

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12 April 2012

Mr. Chris Powell
Company Secretary
Carpentaria Exploration Limited
Level 6 345 Ann Street
Brisbane QLD 4000

By Email

Dear Mr. Powell,

Carpentaria Exploration Limited (the "Company")

We refer to the following;

1. The announcement lodged by the Company with ASX Limited ("ASX") on 8 August 2011, confirming the retirement of Mr Michael Chester effective 3 August 2011.

2. The announcement lodged by the Company with ASX on 19 December 2011, confirming the appointment of Dr Neil Williams as a director of the Company effective 1 January 2012;

3. The announcement lodged by the Company with ASX on 3 February 2012, confirming the retirement of Mr Stanley Allan Macdonald as a director of the Company effective 3 February 2012;

4. The Appendix 3Ys lodged by the Company with ASX on 15 March 2012 for Mr Chester and Mr Macdonald ;

5. The Appendix 3Zs lodged by the Company with ASX on 15 March 2012 for Mr Chester and Mr Macdonald;

6. The announcement lodged by the Company with ASX on 2 April 2012, confirming the appointment of Mr Paul Cholakos as a director of the Company effective 2 April 2012;

7. The Appendix 3Xs lodged by the Company on ASX on 12 April 2012 for Dr Williams and Mr Cholakos (together the "Appendices").

8. Listing rule 3.19A which requires an entity to tell ASX the following:

   3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.
   - On the date that the entity is admitted to the official list.
   - On the date that a director is appointed.

   The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.

3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust). The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.

3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.

9. Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

10. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

The announcement made by the Company on 19 December 2011 indicates the appointment of Dr Williams effective from 1 January 2012. It appears that an Appendix 3X should have been lodged with ASX by 9 January 2012. As the Appendix 3X for Dr Williams was lodged on 12 April 2012, it appears that the Company may be in breach of listing rules 3.19A and/or 3.19B. Consequently, the Company may be in breach of listing rules 3.19A and/or 3.19B. It also appears the director concerned may have also breached section 205G of the Corporations Act.

Also, the Appendix 3X for Mr Cholakos indicates that he was appointed on 2 April 2012, as such the Appendix 3X for Mr Cholakos should have been lodged with ASX by 11 April 2012. As the Appendix 3X was lodged on 12 April 2012, it appears again that the Company may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions:

1. Please explain why the Appendices were lodged late.

2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?

3 If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail at Shannon.Hong@asx.com.au or by facsimile on facsimile number (02) 9241 7620. It should <u>not</u> be sent to the Company Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (ie before 9.30 a.m. A.E.S.T.) on Tuesday, 17 April 2012.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and should separately address each of the questions asked. If you have any queries or concerns, please contact me immediately

Yours sincerely,

Shannon Hong

Adviser, Listings