

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme COOPER ENERGY LIMITED

ACN/ARSN _____

1. Details of substantial holder(1)Name PARADICE INVESTMENT MANAGEMENT PTY LTDACN/ARSN (if applicable) ABN 64 090 148 619There was a change in the interests of the
substantial holder on01 / 10 / 13

The previous notice was given to the company on

23 / 03 / 12

The previous notice was dated

21 / 03 / 12**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)
FPO	26,763,434	9.141%	23,664,094	7.191%

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
	SEE ANNEXURE 1				

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 FPO	Person's votes
	SEE ANNEXURE 1				

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:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

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

Name	Address
Paradice Investment Mgt P/L	L12, 139 Macquarie Street, SYDNEY NSW 2000

Signature

print name TONY HAMMOND

capacity COMPANY SECRETARY

sign here

date 03/ 10 / 13

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 contract, scheme or arrangement; and
 - (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 of 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.

NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL SHAREHOLDER

ANNEXURE 1

STOCK: COOPER ENERGY LIMITED

3. CHANGES IN RELEVANT INTERESTS

DATE OF CHANGE	PERSON WHOSE RELEVANT INTEREST CHANGED	NATURE OF CHANGE	CONSIDERATION GIVEN IN RELATION TO CHANGE \$	CLASS & NO. OF SECURITIES AFFECTED	PERSON'S VOTES AFFECTED
25-May-12	PARADICE INVESTMENT MGT P/L	Share Purchase	\$588.82	1,353	1,353
29-Jun-12	PARADICE INVESTMENT MGT P/L	Share Sale	\$17.80	40	40
18-Jul-12	PARADICE INVESTMENT MGT P/L	Share Purchase	\$1,624.75	3,350	3,350
18-Aug-12	PARADICE INVESTMENT MGT P/L	Share Sale	\$1,953.68	4,249	4,249
17-Aug-12	PARADICE INVESTMENT MGT P/L	Share Purchase	\$19,777.20	38,000	38,000
23-Aug-12	PARADICE INVESTMENT MGT P/L	Share Purchase	\$86,343.39	158,816	158,816
24-Aug-12	PARADICE INVESTMENT MGT P/L	Share Purchase	\$574,086.61	1,043,993	1,043,993
24-Aug-12	PARADICE INVESTMENT MGT P/L	Share Sale	\$87,348.80	158,816	158,816
27-Aug-12	PARADICE INVESTMENT MGT P/L	Share Purchase	\$148,766.96	265,082	265,082
28-Aug-12	PARADICE INVESTMENT MGT P/L	Share Purchase	\$92,368.57	164,441	164,441
29-Aug-12	PARADICE INVESTMENT MGT P/L	Share Purchase	\$384,941.63	685,300	685,300
7-Sep-12	PARADICE INVESTMENT MGT P/L	Share Purchase	\$155,724.71	300,000	300,000
12-Sep-12	PARADICE INVESTMENT MGT P/L	Share Purchase	\$4,145.27	7,399	7,399
28-Sep-12	PARADICE INVESTMENT MGT P/L	Share Sale	\$25.49	50	50
9-Oct-12	PARADICE INVESTMENT MGT P/L	Share Purchase	\$120,802.76	214,604	214,604
10-Oct-12	PARADICE INVESTMENT MGT P/L	Share Purchase	\$463,697.62	785,396	785,396
31-Oct-12	PARADICE INVESTMENT MGT P/L	Share Purchase	\$295.72	501	501
14-Nov-12	PARADICE INVESTMENT MGT P/L	Share Purchase	\$49,687.27	92,487	92,487
5-Dec-12	PARADICE INVESTMENT MGT P/L	Share Purchase	\$16,166.34	27,873	27,873
7-Dec-12	PARADICE INVESTMENT MGT P/L	Share Sale	\$2,212.90	3,884	3,884
31-Dec-12	PARADICE INVESTMENT MGT P/L	Share Sale	\$222.78	381	381
31-Jan-13	PARADICE INVESTMENT MGT P/L	Share Sale	\$6,361.81	11,166	11,166
5-Feb-13	PARADICE INVESTMENT MGT P/L	Share Sale	\$2,479.75	4,552	4,552
19-Feb-13	PARADICE INVESTMENT MGT P/L	Share Purchase	\$55,167.69	110,000	110,000
27-Feb-13	PARADICE INVESTMENT MGT P/L	Share Purchase	\$422.43	754	754
5-Mar-13	PARADICE INVESTMENT MGT P/L	Share Sale	\$2,526.77	4,815	4,815
23-May-13	PARADICE INVESTMENT MGT P/L	Share Purchase	\$428.57	1,020	1,020
24-May-13	PARADICE INVESTMENT MGT P/L	Share Sale	\$431.61	1,016	1,016
31-May-13	PARADICE INVESTMENT MGT P/L	Share Sale	\$56,593.80	149,013	149,013
5-Jun-13	PARADICE INVESTMENT MGT P/L	Share Purchase	\$3,353.49	7,981	7,981
18-Jun-13	PARADICE INVESTMENT MGT P/L	Share Sale	\$8,870.09	19,720	19,720
28-Jun-13	PARADICE INVESTMENT MGT P/L	Share Purchase	\$29.64	79	79
19-Jul-13	PARADICE INVESTMENT MGT P/L	Share Sale	\$54,048.80	118,581	118,581

22-Jul-13	PARADICE INVESTMENT MGT P/L	Share Sale	\$56,210.35	125,295	125,295
23-Jul-13	PARADICE INVESTMENT MGT P/L	Share Sale	\$91,100.52	200,835	200,835
24-Jul-13	PARADICE INVESTMENT MGT P/L	Share Sale	\$251,098.67	554,655	554,655
25-Jul-13	PARADICE INVESTMENT MGT P/L	Share Sale	\$33,355.16	75,000	75,000
26-Jul-13	PARADICE INVESTMENT MGT P/L	Share Sale	\$201,598.41	449,171	449,171
29-Jul-13	PARADICE INVESTMENT MGT P/L	Share Sale	\$36,133.66	80,412	80,412
30-Jul-13	PARADICE INVESTMENT MGT P/L	Share Sale	\$470,878.72	1,061,400	1,061,400
12-Aug-13	PARADICE INVESTMENT MGT P/L	Share Sale	\$5,886.71	13,500	13,500
13-Aug-13	PARADICE INVESTMENT MGT P/L	Share Purchase	\$292.54	722	722
13-Aug-13	PARADICE INVESTMENT MGT P/L	Share Sale	\$21,451.79	52,986	52,986
28-Aug-13	PARADICE INVESTMENT MGT P/L	Share Sale	\$3,240.00	7,200	7,200
9-Sep-13	PARADICE INVESTMENT MGT P/L	Share Sale	\$13,367.94	30,506	30,506
13-Sep-13	PARADICE INVESTMENT MGT P/L	Share Sale	\$293.87	700	700
30-Sep-13	PARADICE INVESTMENT MGT P/L	Share Sale	\$1,688.86	4,121	4,121
1-Oct-13	PARADICE INVESTMENT MGT P/L	Share Sale	\$1,373,216.26	3,621,000	3,621,000
Total Purchases			\$ 2,178,711.98	3,909,151	3,909,151
Total Sales			\$ 2,782,615.00	6,753,064	6,753,064
Total			-\$603,903.02	-2,843,913	-2,843,913

4. PRESENT RELEVANT INTERESTS

Holder of Relevant	Registered Holder of Securities	Person entitled to be registered as holder	Nature of Relevant Interest	Class & No of Securities	Persons Votes
Paradice Investment	National Nominees Ltd	National Nominees Ltd	Investment Manager	7,072,253	7,072,253
Paradice Investment	JP Morgan Nominees Aust Ltd	JP Morgan Nominees Aust Ltd	Investment Manager	4,621,654	4,621,654
Paradice Investment	HSBC Nominees Aust Ltd	HSBC Nominees Aust Ltd	Investment Manager	8,858,155	8,858,155
Paradice Investment	Citicorp Nominees Ltd	Citicorp Nominees Ltd	Investment Manager	3,112,032	3,112,032
TOTAL			TOTAL	23,664,094	23,664,094

This is annexure 1 of 1 pages referred to in form 604 Notice of change of Interests of Substantial Shareholder



TONY HAMMOND DATE 3/10/2013 COMPANY SECRETARY

CAPACITY

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