28 October 2013

ASX ANNOUNCEMENT

By Electronic Lodgement
Company Announcements Office
ASX Limited
Exchange Centre
Level 4, 20 Bridge Street
SYDNEY NSW 2000

28 October 2013

PLACEMENT AND NON-UNDERWRITTEN NON-RENOUNCEABLE RIGHTS ISSUE

The directors of Carpentaria Exploration Limited (ASX:CAP) (**Carpentaria** or the **Company**) are pleased to announce a placement to sophisticated and institutional investors to raise approximately A$1,335,398 (**Placement**) and a non-underwritten non-renounceable entitlement issue to raise approximately A$2,330,000 (before costs and expenses of the offer) (**Rights Issue**).

The capital raised from the Placement and Rights Issue will be directed towards the meeting development cost requirements in the medium term for the Hawsons Project in order to retain its 60% interests and to develop and participate in other potential strategic and operational opportunities involving the Hawsons Project.

Details of the Placement and Rights Issue are set out below.

Placement

Carpentaria has agreed to complete a private Placement of fully paid ordinary shares in the Company (**Placement Shares**) pursuant to ASX Listing Rule 7.1. Details are as follows:

Number of Placement Shares placed:	8,615,470
Identity of investors under the Placement:	Sophisticated and institutional investors under section 708 of the Corporations Act 2001 (Cth)
Price per Placement Share:	A$0.155
Date of issue of the Placement Shares:	The Placement Shares are to be issued today, Monday 28 October 2013
Application for quotation:	Appendix 3B in regards to the issue of the Placement Shares was lodged with the ASX today, Monday 28 October 2013
Cleansing notice	It is anticipated that the cleansing notice (given under section 708A(5)(e) of the Corporations Act) will be lodged with the ASX on 29 October 2013

Rights Issue

Overview

Under the Rights Issue, shareholders who are registered with an address in Australia or New Zealand at 5.00pm AEDT on 6 November 2013 (**Shareholders** and **Record Date**, respectively) may subscribe for one (1) fully paid ordinary share in the Company (**New Share**) for every eight (8) ordinary shares held on the Record Date, at an issue price of A$0.155 (15.5 cents) per New Share (**Price**).

The Price represents a discount of approximately 14.6% to the volume weighted average price of Carpentaria shares (**Shares**) on the 30 days on which Shares traded up to 24 October 2013 (being the day the Company entered into a trading halt pending announcement of the Rights Issue) of A$0.18 (18 cents) per share.

Shareholders may apply for additional New Shares in excess of their entitlement at the same issue price of A$0.155 per New Share. Allocation of additional New Shares applied for will be at the discretion of the Board of Carpentaria.

Rights Issue Timetable

The anticipated timetable for the Rights Issue is as follows:

Event	Date
Announcement of Rights Issue – announcement of Rights Issue, Offer Memorandum, ASX Appendix 3B and the Cleansing Notice (given under section 708AA(2)(f) of the Corporations Act) lodged with the ASX	28 October 2013
'Ex' date – the date on which Shares commence trading on an "ex" entitlement basis	30 October 2013
Record Date – the date for determining entitlements of Shareholders to participate in the Rights Issue (5.00pm AEDT)	6 November 2013
Offer Memorandum sent to Shareholders – dispatch of Offer Memorandum and Entitlement and Acceptance Forms, and lodgement of cleansing notice – Rights Issue opens for acceptances	12 November 2013
Closing date – the last day for receipt of Entitlement and Acceptance Forms (5.00pm AEDT)	11 December 2013
Shortfall notification date	16 December 2013
Allotment– allotment of New Shares	19 December 2013
Despatch date – despatch of Transaction Confirmation Statements	20 December 2013
Expected commencement of normal trading in New Shares on ASX	20 December 2013

This timetable is indicative only. Subject to the ASX Listing Rules and the Corporations Act, the Directors reserve the right to vary the dates for the Offer at their discretion. Should this occur, then the extension will have a consequential effect on the anticipated date of issue and normal trading of the New Shares.

Rights Issue Offer Memorandum

Full details of the Rights Issue can be found in the Offer Memorandum and Appendix 3B lodged with ASX today. Carpentaria anticipates that the Offer Memorandum and accompanying Entitlement and Acceptance Form will be dispatched to eligible shareholders on 12 November 2013.

Holders of existing options for Carpentaria shares have been given notice of their right to exercise their options in order to be eligible to participate in the Rights Issue in respect of the shares underlying their options.

Shareholders with queries concerning the Rights Issue should contact their stockbroker or other professional adviser or the Company's Share Registry, Link Market Services Limited, on 1300 222 378 (within Australia) or +61 1300 222 378 (outside Australia)

For and on behalf of
Carpentaria Exploration Limited

Chris Powell
Company Secretary
Carpentaria Exploration Limited