



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

28 October 2013

Cleansing 708AA Notice

Carpentaria Exploration Limited (**Carpentaria**) refers to its Offer Memorandum and Appendix 3B lodged with the ASX on 28 October 2013 in relation to its non-underwritten, non-renounceable pro-rata entitlement issue of 1 new fully paid share (**New Share**) for every 8 ordinary shares held at A\$0.155 cents per New Share subscribed, to raise up to approximately A\$2,330,000 before costs (**Rights Issue**).

This notice is given under section 708AA(2)(f) of the Corporations Act (Cth) (**Act**), Carpentaria advises that:

1. The securities will be offered for issue under the Rights Issue without disclosure to investors under Part 6D.2 of the Act;
2. As at the date of this notice, Carpentaria has complied with the provisions of Chapter 2M of the Act as they apply to Carpentaria and section 674 of the Act;
3. As at the date of this notice, there is no information that is excluded information under section 708AA(8) and (9) of the Act that has not already been disclosed to investors generally or in the Offer Memorandum and Appendix 3B lodged on 28 October 2013;
4. The potential effect the Rights Issue will have on the control of the Carpentaria is as follows (based on the issued share capital of the Carpentaria as at the date of this notice):
 - a. If all shareholders take up their entitlements under the Rights Issue, the Rights Issue will have no effect on the control of Carpentaria;
 - b. In the more likely event that some Eligible Shareholders do not take up all of their entitlements under the Entitlement Offer, then the interests of those Eligible Shareholders will be diluted;
 - c. The proportional interests of shareholders who are not Eligible Shareholders will be diluted because such shareholders are not entitled to participate in the Rights Issue.
 - d. If all Board members take up their entitlements under the Rights Issue in full, no other shareholder takes up their entitlement, and the shortfall is not otherwise placed, the percentage of the total issued share capital of Carpentaria held by the directors will increase from 4.6% to 5.2%.
 - e. Any shortfall under the Rights Issue will be issued by the Company having regard to the takeovers prohibition in section 606 of the Corporations Act on the basis that no person will be issued New Shares if such issue will result in their voting power in Carpentaria increasing from 20% or below to more than 20%.

For and on behalf of
Carpentaria Exploration Limited
Chris Powell Company Secretary

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