

Our Ref: CO2 ASX Announce Appendix 3Y AWG & CDM 09-10-13 (392)

9 October 2013

**ANNOUNCEMENT 392** 

Company Announcements Office Australian Securities Exchange Level 6 20 Bridge Street SYDNEY NSW 2000

By ASX Online Number of pages: 7 (including this page)

Dear Sir

#### Change in Director's Interests

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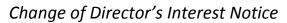
Following are Change of Director's Interests Notices for Andrew Grant and Chris Mitchell. The changes relate to the vesting of Performance Rights and the expiry of options.

Yours faithfully

**Harley Whitcombe Company Secretary** 

**ENC** 

Carbon Banc Limited (CAR # 420080); CO2 Australia Limited (CAR # 420081).





Rule 3.19A.2

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 30/09/01 Amended 01/01/11

Name of entity	CO2 GROUP LIMITED
ABN	50 009 317 846

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Andrew William Thorold Grant
Date of last notice	1 October 2012

#### Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	See attached schedule of holdings	
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	See attached schedule of holdings	
Date of change	8 October 2013	
No. of securities held prior to change	<ol> <li>5,121,982 ordinary shares</li> <li>3,726,100 performance rights</li> </ol>	
Class	Ordinary shares     Performance Rights	
Number acquired	1. 1,863,050	
Number disposed	2. 1,863,050	
Value/Consideration  Note: If consideration is non-cash, provide details and estimated valuation	Ordinary Shares were issued on the vesting of the Performance Rights	
No. of securities held after change	<ol> <li>6,985,032 ordinary shares</li> <li>1,863,050 performance rights</li> </ol>	
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Ordinary Shares issued on the vesting of the Performance Rights	



### Change of Director's Interest Notice

### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration  Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

### Part 3 - +Closed period

Were the interests in the securities or contracts detailed	No
above traded during a +closed period where prior written clearance was required?	
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

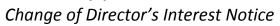


## Change of Director's Interest Notice

### Schedule of holdings as at 8 October 2013

Name of Registered Holder	Holding	Current % (undiluted)
Andrew William Thorold Grant	6,670,788 Ordinary Shares	1.47
The Grant Superannuation Fund	314,244 Ordinary Shares	0.07
Andrew William Thorold Grant	1,863,050 Performance Rights	N/A
Total Voting Power	6,985,032 Ordinary Shares	1.54

Fully Paid Shares on Issue 452,850,575





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Introduced 30/09/01 Amended 01/01/11

Name of entity	CO2 GROUP LIMITED
ABN	50 009 317 846

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Christopher David Mitchell
Date of last notice	1 October 2012

#### Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	See attached schedule of holdings	
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	See attached schedule of holdings	
Date of change	8 October 2013	
No. of securities held prior to change	<ol> <li>40,000 ordinary shares</li> <li>2,794,575 performance rights</li> <li>3,000,000 options</li> </ol>	
Class	<ol> <li>Ordinary shares</li> <li>Performance Rights</li> <li>Unlisted Options</li> </ol>	
Number acquired	1. 931,525	
Number disposed	2. 931,525 3. 3,000,000	
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	<ol> <li>Ordinary Shares were issued on the vesting of the Performance Rights</li> <li>Unlisted options expired</li> </ol>	
No. of securities held after change	<ol> <li>1,903,050 ordinary shares</li> <li>931,525 performance rights</li> <li>0 options</li> </ol>	
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Ordinary Shares issued on the vesting of the Performance Rights	
	Options expired unexercised	



## Change of Director's Interest Notice

### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration  Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

### Part 3 - +Closed period

Were the interests in the securities or contracts detailed	No
above traded during a +closed period where prior written clearance was required?	
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A



## Change of Director's Interest Notice

### Schedule of holdings as at 8 October 2013

Name of Registered Holder	Shares held	Current % (undiluted)
Christopher David Mitchell	1,903,050 Ordinary Shares	0.42
Christopher David Mitchell	931,525 Performance Rights	N/a
<b>Total Voting Power</b>	1,903,050 Ordinary Shares	0.42

Fully Paid Shares on Issue 452,850,575