

Australian Stock Exchange  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

21 June 2012

**No of pages 5**

Our ref 15087/80114683

Dear Sirs

**Notice of change of interests of substantial holder - Red Fork Energy Limited**

Attached is a Form 604 - Notice of change of interests of substantial holder in relation to Red Fork Energy Limited.

Yours faithfully



**Mark Williamson, Partner**  
+61 2 9353 4196  
mwilliamson@claytonutz.com

**Attach**

**Form 604**  
Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Red Fork Energy Limited ("Company")

ACN/ARSN 108 787 720

### 1. Details of substantial holder (1)

Name Quantum Partners LP ("Quantum"), its related bodies corporate and the persons referred to in Annexure A (together the "Holders")

ACN/ARSN (if applicable) Not applicable

There was a change in the interests of the substantial holder on

19/06/2012

The previous notice was given to the company on

13/06/2012

The previous notice was dated

12/06/2012

### 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) |
| Ordinary shares         | 40,527,852      | 13.064%          | 23,437,500     | 7.555%           |

### 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 B | Holders                                | See Annexure B       | See Annexure B                                | See Annexure B                          | See Annexure B          |

### 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 | Person's votes |
|-----------------------------|---------------------------------|------------------------------------------------|---------------------------------|--------------------------------|----------------|
| Holders                     | National Australia Bank Limited | Quantum                                        | See Annexure A                  | 23,437,500 ordinary shares     | 23,437,500     |

**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 |
|-----------------------------------|-----------------------|
| No Changes                        |                       |

**6. Addresses**

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

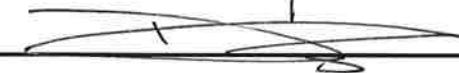
| Name                            | Address                                                                        |
|---------------------------------|--------------------------------------------------------------------------------|
| Holders                         | c/o Soros Fund Management LLC, 888 Seventh Avenue, New York, New York 10106    |
| National Australia Bank Limited | 12 <sup>th</sup> Floor, 500 Bourke Street, Melbourne, Victoria 3000, Australia |

**Signature**

print name

*David Taylor*capacity *Attorney-in-fact*

sign here

date *June 21, 2012***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 on 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.

**This is Annexure A of 1 page referred to in Form 604 - Notice of change of interests of substantial holder.**

**Signed:**

**Name:** David Taylor

**Title:** Attorney-in-fact

**Date:** June 21, 2012

1. The related bodies corporate of Quantum are associates of Quantum within the meaning of section 12(2)(a) of the Corporations Act and have a relevant interest in the shares acquired by Quantum in which Quantum has a relevant interest pursuant to section 608(3) of the Corporations Act.
2. Soros Fund Management LLC ("SFM") serves as principal investment manager to Quantum. As such, SFM has been granted investment discretion over portfolio investments, including the ordinary shares held for the account of Quantum and may be taken to have voting and investment control with respect to the ordinary shares acquired by Quantum.
3. George Soros serves as Chairman of SFM and Robert Soros serves as President and Deputy Chairman of SFM. As such, each of them may be taken to have voting and investment control with respect to the ordinary shares acquired by Quantum under section 608(1).

This is Annexure B of 1 page referred to in Form 604 - Notice of change of interests of substantial holder.

Signed:   
Name: David Taylor  
Title: Attorney-in-fact  
Date: June 21, 2012.

ANNEXURE B

| Date of Sale | Consideration    |          | Class and Number of Securities |
|--------------|------------------|----------|--------------------------------|
|              | Cash             | Non-Cash |                                |
| 7-Jun-12     | AUD 770,507.30   | -        | 954,425 shares                 |
| 8-Jun-12     | AUD 124,908.41   | -        | 158,634 shares                 |
| 12-Jun-12    | AUD 69,073.22    | -        | 90,838 shares                  |
| 13-Jun-12    | AUD 3,478.50     | -        | 4,638 shares                   |
| 14-Jun-12    | AUD 9,023,437.50 | -        | 12,890,625 shares              |
| 14-Jun-12    | AUD 2,093,834.40 | -        | 2,991,192 shares               |