

**Form 604**

Corporations Act 2001

Section 671B

**Notice of change of interests of substantial holder****To** Company Name/Scheme **K2 Energy Limited**ACN/ARSN **115 310 560****1. Details of substantial holder (1)**Name **Tomahawk Energy Limited**ACN/ARSN (if applicable) **106 609 143**

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

**14/5/07**

The previous notice was given to the company on

**11/5/07**

The previous notice was dated

**11/5/07****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)
<b>Ordinary fully paid shares</b>	<b>18,460,000</b>	<b>18,460,000</b>	<b>33,260,000</b>	<b>38.674%</b> (based on 86,000,000 K2 Energy full paid ordinary shares on issue)

**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
<b>14/5/07</b>	<b>Tomahawk Energy Limited</b>	<b>Acquisition of relevant interest in fully paid ordinary shares in K2 Energy as a rules of acceptance of takeover offer made by Tomahawk dated 23 April 2007 (Offer) .</b>	<b>6 Tomahawk fully paid ordinary shares for every 10 K2 Energy fully paid ordinary shares</b>	<b>33,260,000</b>	<b>33,260,000</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
Tomahawk Energy Limited	[insert name of K2 Energy holder who has accepted the offer]	Tomahawk Energy Limited	Relevant interest under section 608(8) of the Corporations Act 2001 pursuant to acceptance of the Offer. The power of Tomahawk to vote or dispose of the shares the subject of acceptance is qualified as, at the time of acceptance, the Offer remains conditional.	33,260,000 fully paid ordinary K2 Energy shares	33,260,000

**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
	[There have been no changes in association]

**6. Addresses**

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

Name	Address
Tomahawk Energy Limited	Level 2, Exchange Plaza 2 The Esplanade PERTH WA 6000

**Signature**

print name **Kent Hunter**

capacity **Company Secretary**

sign here

date **14/5/07**

**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.
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**Tomahawk Energy Limited**

**Annexure to Form 604**

**K2 Energy Limited shareholder acceptances**

<b>Date</b>	<b>Balance as at 11 May 2007</b>	<b>Fully Paid Ordinary 18,460,000</b>	<b>Cumulative 18,460,000</b>
14/05/2007 Arkkindale Pty Ltd		2,500,000	20,960,000
14/05/2007 Mr Andrew Macmillan		125,000	21,085,000
14/05/2007 ANZ Nominees Limited <Cash Income A/C>		3,750,000	24,835,000
14/05/2007 Mr Richard Melki		100,000	24,935,000
14/05/2007 Mr Simon Charles Howard Tripp		1,250,000	26,185,000
14/05/2007 Miclod Holdings Pty Limited <Doery Family A/C>		250,000	26,435,000
14/05/2007 Ajf Enterprises (Aust) Pty Ltd <Ajf Investment A/C>		1,125,000	27,560,000
14/05/2007 Retare Pty Ltd <Field Super Fund A/C>		625,000	28,185,000
14/05/2007 Small Enterprises (Aust) Pty Ltd <Small Management A/C>		1,250,000	29,435,000
14/05/2007 Priolo Pty Ltd <Small Super Fund A/C>		500,000	29,935,000
14/05/2007 Mr James Ding		10,000	29,945,000
14/05/2007 Mrs Belinda Ding		10,000	29,955,000
14/05/2007 Mr Lachlan Small		10,000	29,965,000
14/05/2007 Ms Ella Ding		10,000	29,975,000
14/05/2007 Mr Jackson Small		10,000	29,985,000
14/05/2007 Mr Michael Joseph Hanavan & Mrs Judy Maree Hanavan <Hanavan Super Fund A/C>		65,000	30,050,000
14/05/2007 Tubbin Investments Pty Ltd		1,250,000	31,300,000
14/05/2007 Mr Paul Grant Conaghan		100,000	31,400,000
14/05/2007 Nasco Investments Pty Ltd <Sanco Investment A/C>		25,000	31,425,000
14/05/2007 Haydalex Pty Ltd <Haydalex A/C>		1,250,000	32,675,000
14/05/2007 Gernis Holdings Pty Ltd		375,000	33,050,000
14/05/2007 Antjo Pty Limited <Antjo A/C>		200,000	33,250,000
14/05/2007 Mr Nathan James Moulds		10,000	33,260,000
	<b>Balance as at 14 May 2007</b>	<b>14,800,000</b>	<b>33,260,000</b>