1st February 2017

**Company Announcements Office**
**Australian Securities Exchange**

***By e-Lodgement***

**ISSUE OF CARNEGIE WAVE ENERGY LIMITED SHARES – SECONDARY TRADING NOTICE NOTIFICATION PURSUANT TO PARAGRAPH 708A(5)(e) OF CORPORATIONS ACT 2001 ("Act")**

On 1 February 2017, Carnegie Clean Energy Limited ("the Company") issued 136,986 fully paid ordinary shares in the capital of the Company at an issue price of $0.073. The issue of the shares represents the conversion of 136,986 unlisted Employee Share Options expiring 3 July 2017 under the terms of Employee Share options issued on 4 July 2014.

**Secondary Trading Exemption**

The Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A. By the Company giving this notice, sale of the Shares noted above will fall within the exemption in section 708A(5) of the Act.

The Company hereby notifies ASX under paragraph 708A(5)(e) of the Act that:

(a) the Company issued the Shares without disclosure to investors under Part 6D.2 of the Act;

(b) as at 1 February 2017 the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company, and section 674 of the Act; and

(c) as at 1 February 2017 there is no information:

(i) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and

(ii) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:

A. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or

B. the rights and liabilities attaching to the Securities.

Yours faithfully
Carnegie Clean Energy Limited

**AIDAN J. FLYNN**
Company Secretary

Suite 5, 48 Mews Road, Fremantle WA 6160
PO Box 1206, Fremantle WA 6959
t: +61 8 9335 3993 f: +61 8 9433 5600
e: enquiries@carnegiece.com
A.B.N 69 009 237 736
www.carnegiece.com