Rule 3.19A.2

Appendix 3Y

Change of Director's Interest Notice

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	**CARNEGIE CLEAN ENERGY LIMITED**
ABN	**009 237 736**

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	**JOHN RIX DAVIDSON**
Date of last notice	**24 April 2017**

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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	1. Shares held by Mr John Rix Davidson <John Davidson Family A/c> of which John Rix Davidson is a trustee and beneficiary. 2. Shares held in the name of Clean Energy Investments Holdings Ltd of which John Rix Davidson is a director and a 26% shareholder.
Date of change	20 - 25 October 2017
No. of securities held prior to change	1. Mr John Rix Davidson <John Davidson Family A/c> 297,366,738 ordinary shares. 2. Clean Energy Investments Holdings Ltd 35,294,117 ordinary shares.
Class	Ordinary fully paid shares
Number acquired	Nil
Number disposed	9,108,660
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$372,457.

No. of securities held after change	1. Mr John Rix Davidson <John Davidson Family A/c> 297,366,738 ordinary shares. 2. Clean Energy Investments Holdings Ltd 26,185,457 ordinary shares.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On market trade.

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	-
Nature of interest	-
Name of registered holder (if issued securities)	-
Date of change	-
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	-
Interest acquired	-
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	-
Interest after change	-

Part 3 – +Closed period

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