3 February 2021

The Manager
ASX Limited
Company Announcements Office

ISSUE OF SHARES – SECONDARY TRADING NOTICE

NOTIFICATION PURSUANT TO PARAGRAPH 708A(5)(e) OF CORPORATIONS ACT 2001 ("Act")

On 3 February 2021, Carnegie Clean Energy Limited ("**the Company**") issued 520,000,000 Ordinary Fully Paid shares following conversion of 26 (twenty six) Convertible Notes maturing 31 March 2021 with a face value of $25,000 each and a further 6,281,363 shares in satisfaction of interest accrued on Convertible Notes from 28 October 2020 to the date of conversion, being 3 February 2021.

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 3 February 2021 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 3 February 2021 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.

GRANT J. MOONEY
Director & Company Secretary

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