

APPENDIX 4D

Australian Securities Exchange Half-Year Report

Name of Entity	Carnegie Clean Energy Limited
ABN	69 009 237 736
Reporting Period	31 December 2023
Previous Corresponding Reporting Period	31 December 2022

Results for Announcement to the Market

	\$	Percentage increase / (decrease) over previous corresponding period
Revenue from Ordinary activities	173,313	(69.3%)
Profit / (loss) from ordinary activities after tax attributable to members	(1,317,948)	70%
Net profit / (loss) for the period attributable to members	(1,317,948)	70%
Dividends (distributions)	Amount per security	Franked amount per security
Final Dividend	nil	n/a
Interim Dividend	nil	n/a
Record date for determining entitlements to the dividends (if any)	n/a	
Brief explanation of any of the figures reported above necessary to enable the figures to be understood: n/a		

Dividends

Date the dividend is payable	n/a
Record date to determine entitlement to the dividend	n/a
Amount per security	n/a
Total Dividend	nil
Amount per security of foreign sourced dividend or distribution	n/a
Details of any dividend reinvestment plans in operation	There is no dividend reinvestment plan.
The last date for receipt of an election notice for participation in any dividend reinvestment plans	n/a

Net Tangible Asset Backing

	Current Period	Previous Corresponding Period
Net tangible asset backing per ordinary security (cents per share)	1.72 cent	2.01 cent *
*For comparative purposes, the net tangible asset backing per ordinary security (cents per share) has been calculated based on the number of shares on issue at 31 December 2022, converted on the basis of the 50 for 1 issue of shares completed as part of the consolidation.		

Control Gained over Entities having a Material Effect

Name of Entity (or group of entities)	n/a
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Gain of Control of Entities having a Material Effect

Name of Entity (or group of entities)	n/a
Date of the gain of control	n/a
The contribution of such entities to the reporting entity's profit from ordinary activities during the period and the profit or loss of such entities during the whole of the previous corresponding period	
n/a	

Details of Associates and Joint Venture Entities

Name of Entity	Percentage Held		Share of Net Profit/(Loss)	
	Current Period	Previous Period	Current Period	Previous Period

Foreign Entities Accounting Framework

International Financial Reporting Standards

Audit/Review Status

This report is based on accounts to which one of the following applies: (Mark with "YES" or "NO")			
The accounts have been audited	No	The accounts have been subject to review	Yes
If the accounts have been audited or subject to review and are subject to dispute or qualification, a description of the dispute or qualification:			
Not Applicable			

Print name: Grant Mooney
Company Secretary
Date: 28 February 2024

CARNEGIE CLEAN ENERGY LIMITED
ABN 69 009 237 736
AND CONTROLLED ENTITIES

INTERIM CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED

31 DECEMBER 2023

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CARNEGIE CLEAN ENERGY LIMITED
ABN 69 009 237 736
AND CONTROLLED ENTITIES

DIRECTORS' REPORT
31 DECEMBER 2023

The Directors present their report together with the interim condensed consolidated financial statements of Carnegie Clean Energy Limited ("the Company", or "Carnegie") and its controlled entities, ("the Consolidated Group", or "Group") for the half-year ended 31 December 2023.

DIRECTORS

The names of Directors who held office during or since the end of the half-year:

Mr Terry Stinson	(Chairman)
Mr Michael Fitzpatrick	(Non-Executive Director)
Mr Grant Mooney	(Non-Executive Director)
Mr Anthony Shields	(Non-Executive Director)

Directors were in office for the entire period and up to the date of this report unless otherwise stated.

PRINCIPAL ACTIVITIES

The principal activity of the Consolidated Group during the period was the development of the CETO Wave Energy Technology and MoorPower.

OPERATING RESULTS

The net loss after tax of the Consolidated Group for the half year ended 31 December 2023 amounted to \$1,317,948 (2023: net loss \$775,406). Sales Revenue for the year ended 31 December 2023 was less than half due to 3,000 LGC's being sold in the previous period, with a value of \$194,400.

REVIEW OF OPERATIONS

During the period to 31 December 2023, the Consolidated Group's activities included the following:

Product Development

Carnegie and its subsidiaries have secured and are delivering several funded project contracts which are supporting the Company's core product development activities.

CETO: Carnegie's core wave energy technology, a submerged point absorber type wave energy converter which converts ocean waves into zero-emission electricity.

- During the period, the team advanced the CETO technology towards commercialisation with key activities undertaken as part of the Company's ACHIEVE Programme. This was supported by the EuropeWave Pre-Commercial Procurement (PCP) programme. Having successfully completed Phase 1 and Phase 2 of EuropeWave in previous periods, the Company applied in July 2023 for the final Phase 3 tender to fund the deployment of a CETO unit at an open-water facility in Europe.

In September 2023, Carnegie's wholly owned subsidiary CETO Wave Energy Ireland was awarded a €3.75m EuropeWave Phase 3 contract to deploy CETO. Having received the highest score of all the competitors, the team was able to select its preferred site location at the Biscay Marine Energy Platform (BiMEP) in the Basque Country. Phase 3 activities commenced in September 2023 and run through to May 2026.

Execution of the Phase 3 contract will become unconditional once final administration tasks are completed.

REVIEW OF OPERATIONS (continued)

Product Development (continued)

- In September 2023, the Company's wholly owned subsidiary Carnegie Technologies Spain (CTS) was selected to receive a €1.2m grant as part of Spain's first competitive call of the RENMARINAS DEMOS Program, which funds marine renewable energy projects in Spain. This additional funding complements the EuropeWave contract for ACHIEVE and enables additional activities to be delivered for this key CETO deployment in Europe. This includes funding a second year of CETO operations at BiMEP, enhanced wave prediction capabilities, as well as supporting local engagement, infrastructure and operations and maintenance.
- Subsequent to the period end, Carnegie was selected as a Technical Support Recipient under the U.S. Testing Expertise and Access to Marine Energy Research (TEAMER) program. The Project was awarded \$95,000 to support a collaborative project that brings together the extensive modelling and testing expertise of both Carnegie and the National Renewable Energy Laboratory (NREL), a national laboratory of the US Department of Energy. The project will tackle the challenge of predicting accurate loads in extreme wave events, an important aspect of survivability in wave energy converters.
- The Company's wholly owned subsidiary CETO Wave Energy Ireland was awarded €45,238 to participate as an industry partner as wave energy converter use case for the WECHULL+ project. The project will be delivered by a European consortium with RISE (Research Institute of Sweden) leading the project. The funding provides an opportunity for CWEI to engage in the development of a novel concrete material for wave energy converter hulls, which could deliver valuable technical and commercial improvements to the CETO technology.
- The technical and commercial promise of the CETO technology is reaffirmed by support received through competitive EuropeWave PCP Programme for the advancement of wave energy technologies and Spanish Government's RENMARINAS DEMOS Program. The Company's ongoing commitment to CETO technology optimisation is also evident in its selection to participate in the TEAMER program and WECHULL+ Project.

MoorPower: A CETO derived wave energy technology designed to deliver a sustainable energy supply for marine industries operating at a fixed moored location, reducing the reliance on diesel.

- During the period, the team completed the manufacture, assembly and onshore testing of the MoorPower scaled demonstrator as part of the \$3.4m MoorPower Scaled Demonstrator Project. This Project is supported by the Blue Economy CRC and is being delivered in collaboration with a strong consortium of partners including Huon Aquaculture and Tassal Group. Aquaculture industry partners Huon and Tassal could become the first adopters of the MoorPower commercial product.
- Subsequent to the end of the quarter, the MoorPower demonstrator was successfully deployed and commenced operations in Carnegie's offshore test site, just offshore from the Company's onshore research facility in North Fremantle, Western Australia.

Mooring Tensioner: A component which provides passive tension required for rotary electric power take-off systems, such as is required for CETO and MoorPower.

- The team progressed development of the Mooring Tensioner via the MoTWEC (Mooring Tensioner for the Wave Energy Converters) Project, supported by the Blue Economy CRC and being delivered in collaboration with partners.
- Project partner Advanced Composite Structures Australia (ACS-A) and Carnegie previously designed a Mooring Tensioner prototype that was manufactured by ACS-A. Carnegie designed and constructed a test rig that is capable of undertaking functional and fatigue testing on the prototype. During the period, the testing was paused while some repair work was undertaken. The testing recommenced subsequent to the end of the period and testing is ongoing at Carnegie's private research facility in Western Australia.

DIRECTORS' REPORT
31 DECEMBER 2023

REVIEW OF OPERATIONS (continued)
Product Development (continued)

Garden Island Microgrid

- Under Carnegie's Power Supply Agreement, the Department of Defence continues to purchase all power produced by the Garden Island Microgrid.
- During the period, Carnegie and a supplier agreed, without admission of liability, to settle a dispute related to the provision of solar panels to the Garden Island Microgrid on terms set out in a Deed of Settlement and Release. As part of the Settlement, the supplier paid to Carnegie the sum of \$1,534,648 in consideration for releases provided by both parties.

Corporate

- The Company's Annual General Meeting (AGM) was held on November 14, 2023. All resolutions were passed.
- At the AGM, a resolution was passed to undertake a consolidation of capital. Every 50 shares were consolidated into 1 share. The options currently on issue were also consolidated in accordance with Listing Rule 7.22.1. Trading in the shares transitioned to a post consolidation basis on 16 November 2023.

SIGNIFICANT EVENTS SUBSEQUENT TO THE HALF-YEAR END

On 3 February 2024, 10.4 million CCEAQ unlisted options with an exercise price of \$0.075 expired.

Carnegie completed its US listing onto OTCQB. The Company is now dual listed, trading in the US on OTC Markets Group's OTCQB market under the stock ticker CWGYF. The Company's listing was assisted by New York based Viriathus Capital.

There has been no other matter or circumstance that has arisen after balance date that has significantly affected or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial periods.

AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration for the half year ended 31 December 2023 can be found on page 6.

Signed on 28 February 2024 in accordance with a resolution of the Board of Directors.


GRANT MOONEY
Director


TERRY STINSON
Director

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the review of the consolidated financial report of Carnegie Clean Energy Limited for the half-year ended 31 December 2023, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- a) the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- b) any applicable code of professional conduct in relation to the review.

Perth, Western Australia
28 February 2024



M R Ohm
Partner

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CARNEGIE CLEAN ENERGY LIMITED
ABN 69 009 237 736
AND CONTROLLED ENTITIES

**CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER
COMPREHENSIVE INCOME FOR THE HALF-YEAR ENDED 31 DECEMBER 2023**

	Note	Consolidated Group	
		31.12.2023	31.12.2022
		\$	\$
Revenue			
Sales revenue	3	128,381	302,289
		128,381	302,289
Other income			
Other income	3	44,932	262,544
		44,932	262,544
Expenses			
Depreciation and amortisation expense	4	(162,985)	(144,688)
Employee and directors' expenses		(836,288)	(384,560)
Employee share-based payments		(57,026)	(205,357)
Finance costs		(5,299)	(5,036)
Professional fees		(173,899)	(113,262)
Research costs		(68,484)	(40,312)
Occupancy and administrative expenses		(186,153)	(446,640)
Other expenses from ordinary activities		(1,127)	(384)
Total expenses		(1,491,261)	(1,340,239)
Loss before income tax		(1,317,948)	(775,406)
Income tax benefit/(expense)		-	-
Net Loss for the period		(1,317,948)	(775,406)
Other comprehensive income			
Exchange differences on translating foreign controlled entities		(7,420)	15,495
Total comprehensive loss for the period		(1,325,368)	(759,911)
<i>Total comprehensive loss attributable to:</i>			
Members of the parent entity		(1,325,368)	(759,911)
Earnings per share from continuing operations			
Basic loss per share (cents per share)		(0.42)	(0.253)
Diluted loss per share (cents per share)		(0.42)	(0.253)

The accompanying notes form part of these financial statements.

CARNEGIE CLEAN ENERGY LIMITED
ABN 69 009 237 736
AND CONTROLLED ENTITIES

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2023

	Note	Consolidated Group	
		31.12.2023	30.06.2023
		\$	\$
CURRENT ASSETS			
Cash and cash equivalents		2,357,535	2,003,868
Trade and other receivables		841,966	3,188,988
TOTAL CURRENT ASSETS		<u>3,199,501</u>	<u>5,192,856</u>
NON-CURRENT ASSETS			
Trade and other receivables	6	524,561	554,951
Other financial assets		12,414	12,414
Property, plant and equipment	7	2,236,162	2,281,009
Leased assets – right of use	5	71,892	107,838
Intangible assets	8	14,562,661	14,339,213
TOTAL NON-CURRENT ASSETS		<u>17,407,690</u>	<u>17,295,425</u>
TOTAL ASSETS		<u>20,607,191</u>	<u>22,488,281</u>
CURRENT LIABILITIES			
Trade and other payables	9	319,505	913,282
Short-term provisions		223,909	212,931
Lease liability	10	74,106	73,223
TOTAL CURRENT LIABILITIES		<u>617,520</u>	<u>1,199,436</u>
NON-CURRENT LIABILITIES			
Long-term provisions		33,656	26,794
Lease liability	10	-	37,694
TOTAL NON-CURRENT LIABILITIES		<u>33,656</u>	<u>64,488</u>
TOTAL LIABILITIES		<u>651,176</u>	<u>1,263,924</u>
NET ASSETS		<u>19,956,015</u>	<u>21,224,357</u>
EQUITY			
Issued capital	11	209,071,177	209,071,177
Reserves		923,024	899,518
Accumulated losses		(190,038,186)	(188,746,338)
TOTAL EQUITY		<u>19,956,015</u>	<u>21,224,357</u>

The accompanying notes form part of these financial statements.

CARNEGIE CLEAN ENERGY LIMITED
ABN 69 009 237 736
AND CONTROLLED ENTITIES

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE HALF-YEAR ENDED 31 DECEMBER 2023

Consolidated Group	Issued Capital	Accumulated Losses	Foreign Currency Reserve	Option Reserve	Total
Balance at 01.07.2022	208,261,175	(189,092,490)	28,090	1,536,900	20,733,675
Loss for the period	-	(775,406)	-	-	(775,406)
Other comprehensive loss	-	-	15,495	-	15,495
Total comprehensive loss for the period	-	(775,406)	15,495	-	(759,911)
Transactions with owners					
Expired options	-	136,548	-	(136,548)	-
Share issued from exercise of options	810,000	-	-	-	810,000
Share-based payment expense	-	-	-	205,357	205,357
Total transactions with owners	810,000	136,548	-	68,809	994,508
Balance at 31.12.2022	209,071,175	(189,731,348)	43,585	1,605,709	20,989,121
Balance at 01.07.2023	209,071,177	(188,746,338)	75,177	824,341	21,224,357
Loss for the period	-	(1,317,948)	-	-	(1,317,948)
Other comprehensive loss	-	-	(7,420)	-	(7,420)
Total comprehensive loss for the period	-	(1,317,948)	(7,420)	-	(1,325,368)
Transactions with owners					
Expired options	-	26,100	-	(26,100)	-
Share-based payment expense	-	-	-	57,026	57,026
Total transactions with owners	-	26,100	-	30,926	57,026
Balance at 31.12.2023	209,071,177	(190,038,186)	67,757	855,267	19,956,015

The accompanying notes form part of these financial statements.

CARNEGIE CLEAN ENERGY LIMITED
ABN 69 009 237 736
AND CONTROLLED ENTITIES

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE HALF-YEAR ENDED 31 DECEMBER 2023

	Consolidated Group	
	31.12.2023	31.12.2022
	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from customers	100,888	332,519
Interest received	42,681	19,453
Payments to suppliers and employees	(1,848,118)	(1,046,334)
Receipts from R&D Tax Rebate	633,241	-
Net cash provided by/(used in) by operating activities	<u>(1,071,308)</u>	<u>(694,362)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for development of asset	(160,471)	(933,001)
Receipts for warranty claim	1,534,648	-
Receipts for development of asset	176,289	623,697
Purchase of property, plant and equipment	(88,680)	(40,072)
Net cash provided by/(used in) investing activities	<u>1,461,786</u>	<u>(349,376)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Net proceeds from issue of shares	-	810,000
Payments for leases	(36,811)	(35,078)
Net cash (used in)/provided by financing activities	<u>(36,811)</u>	<u>774,922</u>
Net increase/(decrease) in cash held	353,667	(268,816)
Cash and cash equivalents at beginning of financial period	2,003,868	4,095,035
Cash and cash equivalents at end of financial period	<u><u>2,357,535</u></u>	<u><u>3,826,219</u></u>

The accompanying notes form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2023

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

a) Statement of Compliance

These interim condensed financial statements are general purpose financial statements prepared in accordance with the requirements of the Corporations Act 2001, applicable accounting standards including AASB 134 'Interim Financial Reporting', Accounting Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board ('AASB'). Compliance with AASB 134 ensures compliance with IAS 34 'Interim Financial Reporting'. The Consolidated Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

This condensed half-year financial statements do not include full disclosures of the type normally included in an annual financial report. Therefore, they cannot be expected to provide as full an understanding of the financial performance, financial position and cash flows of the Consolidated Group as in the full annual financial report.

It is recommended that these financial statements be read in conjunction with the annual financial report for the year ended 30 June 2023 and any public announcements made by Carnegie Clean Energy Limited during the half-year in accordance with continuous disclosure requirements arising under the Corporations Act 2001 and the ASX Listing Rules.

These interim financial statements were authorised for issue on 28 February 2024.

b) Basis of Preparation

The interim financial statements have been prepared on a historical cost basis. Cost is based on the fair value of the consideration given in exchange for assets. The Company is domiciled in Australia and all amounts are presented in Australian dollars, unless otherwise noted.

For the purpose of preparing the interim report, the half-year has been treated as a discrete reporting period.

The accounting policies and methods of computation adopted are consistent with those of the previous financial year and corresponding interim reporting period, except for the impact of the new and revised standards effective 1 July 2023 outlined in Note 2.

The preparation of the interim financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates. In preparing the interim financial statements, the significant judgements made by management in applying the Consolidated Group's accounting policies and the key sources of estimation uncertainty were the same as those applied to the consolidated financial report for the year ended 30 June 2023.

NOTE 2: NEW STANDARDS, INTERPRETATIONS AND AMENDMENTS ADOPTED BY THE GROUP

In the period ended 31 December 2023, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Consolidated Group and mandatory for the current reporting period. As a result of this review the Directors have determined that there is no material impact on the group of the new Standards and Interpretations mandatory for the current reporting period and, therefore, no change is necessary to Consolidated Group accounting policies.

Standards and Interpretations in issue not yet effective

The Directors have also reviewed all of the new and revised Standards and Interpretations in issue not yet mandatory. As a result of this review the Directors have determined that there will be no material impact of the Standards and Interpretations in issue not yet mandatory and they have not been early adopted.

CARNEGIE CLEAN ENERGY LIMITED
ABN 69 009 237 736
AND CONTROLLED ENTITIES

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2023

NOTE 3: REVENUE AND OTHER INCOME

	Consolidated Group	
	31.12.2023	31.12.2022
	\$	\$
<i>Sales revenue</i>		
Electricity sales (point in time)	128,381	302,289
	128,381	302,289
<i>Other sundry income</i>		
Interest income	37,906	20,076
Sublease of office	7,026	7,390
Insurance payout	-	235,078
	44,932	262,544

NOTE 4: DEPRECIATION

		Consolidated Group	
		31.12.2023	31.12.2022
		\$	\$
Depreciation – property, plant and equipment	7	127,039	110,009
Depreciation – right of use asset	5	35,946	34,679
		162,985	144,688

NOTE 5: RIGHT-OF-USE ASSETS

	Consolidated Group	
	31.12.2023	30.06.2023
	\$	\$
Cost	208,676	208,676
Accumulated depreciation	(136,784)	(100,838)
Closing balance at end of the period	71,892	107,838

	Consolidated Group	
	Half-year to 31.12.2023	Year to 30.06.2023
	\$	\$
Reconciliation - Premises		
Balance at the beginning of period	107,838	173,395
Additions	-	7,602
Depreciation expense	(35,946)	(73,159)
Closing Balance at end of the period	71,892	107,838

CARNEGIE CLEAN ENERGY LIMITED
ABN 69 009 237 736
AND CONTROLLED ENTITIES

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2023

NOTE 6: TRADE AND OTHER RECEIVABLES

CURRENT	Consolidated Group	
	31.12.2023	30.06.2023
	\$	\$
Trade receivables	60,224	868,230
Prepayments	57,124	63,816
Other receivables*	724,618	2,256,942
	<u>841,966</u>	<u>3,188,988</u>
NON-CURRENT		
Security deposits	524,561	554,951
	<u>524,561</u>	<u>554,951</u>

*Other receivables are mainly represented by compensation payments, GST receivable and accrued income. No expected credit losses have been recognised. Based on past experience, trade and other receivables are expected to be recovered in full.

NOTE 7: PROPERTY, PLANT AND EQUIPMENT

<i>Movements for the period</i>	Consolidated Group	
	Half-year to 31.12.2023	Year to 30.06.2023
	\$	\$
Balance at the beginning of period	2,281,009	2,084,953
Additions	82,192	565,827
Disposals	-	(129,406)
Depreciation expense	(127,039)	(240,365)
Carrying amount at the end of period	<u>2,236,162</u>	<u>2,281,009</u>

NOTE 8: INTANGIBLE ASSETS

	Consolidated Group	
	31.12.2023	30.06.2023
	\$	\$
<i>CETO technology development asset</i>		
Opening Balance at beginning of period	14,339,213	14,475,353
Subsequent development expenditure – CETO Technology	959,541	2,075,703
Other grants received	(115,390)	(1,578,602)
R&D tax incentive	(620,703)	(633,241)
Balance as at the end of the period	<u>14,562,661</u>	<u>14,339,213</u>

CARNEGIE CLEAN ENERGY LIMITED
ABN 69 009 237 736
AND CONTROLLED ENTITIES

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2023

NOTE 9: TRADE AND OTHER PAYABLES

	Consolidated Group	
	31.12.2023	30.06.2023
	\$	\$
Trade creditors	112,587	559,049
Accruals and other creditors*	206,918	354,233
	319,505	913,282

*No expected credit losses have been recognised. Based on past experience, trade and other receivables are expected to be recovered in full.

NOTE 10: LEASE LIABILITY

	Consolidated Group	
	31.12.2023	30.06.2023
	\$	\$
Current lease liability	74,106	73,223
Non-current lease liability	-	37,694
Total lease liability	74,106	110,917

	Consolidated Group	
	Half-year to 31.12.2023	Year to 30.06.2023
	\$	\$
<i>Movements for the period</i>		
Opening balance at beginning of period	110,917	167,615
Liabilities incurred during the period (i)	-	3,865
Principal repayments	36,811	(60,563)
Closing balance at end of period	74,106	110,917

(i) Extension of Fremantle office lease to 31 December 2024.

NOTE 11: SHARE CAPITAL

	Consolidated Group	
	Half-year to 31.12.2023	Year to 30.06.2023
	No.	No.
a. Ordinary shares number		
At the beginning of reporting period	15,642,573,710	15,102,573,710
Options exercised during the year	-	540,000,000
Share consolidation (1:50)	(15,329,720,238)	-
At reporting date	312,853,472	15,642,573,710

CARNEGIE CLEAN ENERGY LIMITED
ABN 69 009 237 736
AND CONTROLLED ENTITIES

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2023

NOTE 11: SHARE CAPITAL (CONTINUED)

	Consolidated Group	
	Half-year to 31.12.2023 \$	Year to 30.06.2023 \$
b. Ordinary shares \$		
At the beginning of reporting period	209,071,177	208,261,177
Options exercised (net of issue costs)	-	810,000
At the end of the financial period	209,071,177	209,071,177

NOTE 12: RELATED PARTY TRANSACTIONS

Director Grant Mooney and Chief Executive Officer Jonathan Fievez jointly own solar energy microgrid operation and maintenance company Secure Energy Pty Ltd (Secure Energy). Secure Energy provides operation and maintenance services to Carnegie to maintain the Garden Island Solar Battery System. For the period, Secure Energy was paid \$69,865 inclusive of GST for those services (2023: \$94,223).

Secure Energy also subleases office space from Carnegie at the Rous Head facility in Fremantle, Western Australia. The lease is on commercial terms. Rent and outgoings paid to Carnegie during the period totalled to \$13,430 inclusive of GST (2023: \$15,348).

NOTE 13: FAIR VALUE

The fair value of financial assets and liabilities measured at fair value on a non-recurring basis approximate their carrying amount at balance date.

NOTE 14: SHARE OPTIONS RESERVE

	31 December 2023 Number	31 December 2023 \$	30 June 2023 Number	30 June 2023 \$
Balance at beginning of period	3,411,000,000	824,342	4,031,500,000	1,536,901
Options expensed	-	57,026	-	263,989
Options expired unexercised	(101,000,000)	(26,100)	(620,500,000)	(976,548)
Option consolidation (1:50) ¹	(3,243,800,000)	-	-	-
Closing Balance	66,200,000	855,268	3,411,000,000	824,342

¹On 14 November 2023 at the Annual General Meeting, the shareholders voted to consolidate the capital of the Company which subsequently came into effect on 16 November 2023. For every 50 shares the shareholder received 1 new share. For every 50 options, the option holder received 1 new option and the exercise price was adjusted pro-rata.

CARNEGIE CLEAN ENERGY LIMITED
ABN 69 009 237 736
AND CONTROLLED ENTITIES

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2023

NOTE 14: SHARE OPTIONS (CONTINUED)

The following options were on issue at 31 December 2023:

Option Code	Expiry date	Pre-Consolidation Number of Options	Post Consolidation Number of options	Pre-Consolidation Exercise Price	Post Consolidation Exercise Price
CCEOPT4	28/10/2024	250,000,000	5,000,000	\$0.00125	\$0.0625
CCEOPT7	03/02/2024	520,000,000	10,400,000	\$0.00150	\$0.0750
CCEOPT8	24/02/2024	600,000,000	12,000,000	\$0.00150	\$0.0750
CCEOPT9	23/03/2024	860,000,000	17,200,000	\$0.00150	\$0.0750
CCEOPT11	13/10/2024	150,000,000	3,000,000	\$0.00360	\$0.1800
CCEOPT12	22/11/2024	400,000,000	8,000,000	\$0.00360	\$0.1800
CCEOPT13	28/09/2024	280,000,000	5,600,000	\$0.00300	\$0.1500
CCEOPT14	28/09/2024	150,000,000	3,000,000	\$0.00300	\$0.1500
CCEOPT15	25/11/2024	100,000,000	2,000,000	\$0.00300	\$0.1500
			66,200,000		

No options were issued during the period.

NOTE 15: EVENTS SUBSEQUENT TO THE HALF-YEAR END

On 3 February 2024, 10.4 million CCEAQ unlisted options with an exercise price of \$0.075 expired.

Carnegie completed its US listing onto OTCQB. The Company is now dual listed, trading in the US on OTC Markets Group's OTCQB market under the stock ticker CWGYF. The Company's listing was assisted by New York based Viriathus Capital.

There has been no other matter or circumstance that has arisen after balance date that has significantly affected or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial periods.

CARNEGIE CLEAN ENERGY LIMITED

ABN 69 009 237 736

AND CONTROLLED ENTITIES

DIRECTORS' DECLARATION

The Directors of the Company declare that:

1. The financial statements and notes, as set out on pages 7 to 16, are in accordance with the *Corporations Act 2001* and:
 - a. comply with Accounting Standards AASB 134: Interim Financial Reporting; and
 - b. give a true and fair view of the Consolidated Group's financial position as at 31 December 2023 and of its performance for the half-year ended on that date.
2. In the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.



GRANT MOONEY
Director



TERRY STINSON
Chairman

Dated this 28th day of February 2024

INDEPENDENT AUDITOR'S REVIEW REPORT

To the Members of Carnegie Clean Energy Limited

Report on the Condensed Interim Financial Report

Conclusion

We have reviewed the interim financial report of Carnegie Clean Energy Limited ("the Company") and its controlled entities ("the Group"), which comprises the condensed consolidated statement of financial position as at 31 December 2023, the condensed consolidated statement of profit or loss and other comprehensive income, the condensed consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the half-year ended on that date, selected explanatory notes, and the directors' declaration, for the Group comprising the Company and the entities it controlled at the half-year end or from time to time during the half-year.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying interim financial report of Carnegie Clean Energy Limited does not comply with the *Corporations Act 2001* including:

- (a) giving a true and fair view of the Group's financial position as at 31 December 2023 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's responsibilities for the review of the financial report* section of our report. We are independent of the company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Responsibility of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the interim financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the interim financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

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Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the interim financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the interim financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 31 December 2023 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of an interim financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*.

HLB Mann Judd

HLB Mann Judd
Chartered Accountants

Perth, Western Australia
28 February 2024



M R Ohm
Partner