



CARNEGIE CLEAN ENERGY LIMITED
(SUBJECT TO DEED OF COMPANY ARRANGEMENT)
ACN 009 237 736

SECOND SUPPLEMENTARY PROSPECTUS

The Deed Administrators, who have granted the Directors their approval under the Deed of Company Arrangement (DOCA) to exercise the Directors' powers reflected herein, have not independently verified any of the information contained in this Second Supplementary Prospectus. The Deed Administrators and their employees and agents do not make any representation or warranty (express or implied) as to the accuracy, reasonableness or completeness of the information contained in this Second Supplementary Prospectus.

THIS IS A SECOND SUPPLEMENTARY PROSPECTUS INTENDED TO BE READ WITH THE PROSPECTUS LODGED WITH ASIC ON 31 JULY 2019 AND THE FIRST SUPPLEMENTARY PROSPECTUS LODGED WITH ASIC ON 3 SEPTEMBER 2019.

THIS IS AN IMPORTANT DOCUMENT REQUIRING YOUR IMMEDIATE ATTENTION AND SHOULD BE READ IN ITS ENTIRETY. IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR STOCKBROKER, ACCOUNTANT, SOLICITOR, OR OTHER PROFESSIONAL ADVISOR.

AN INVESTMENT IN THE SECURITIES OFFERED BY THIS PROSPECTUS SHOULD BE CONSIDERED HIGHLY SPECULATIVE IN NATURE.

1. IMPORTANT INFORMATION

This is a second supplementary prospectus (**Second Supplementary Prospectus**) intended to be read with the prospectus dated 31 July 2019 (**Prospectus**) and the first supplementary prospectus dated 3 September 2019 (**First Supplementary Prospectus**), issued by Carnegie Clean Energy Limited (Subject to Deed of Company Arrangement) (ACN 009 237 736) (**Company**). The Prospectus was prepared in order to, among other things:

- (a) complete the Entitlement Offer to effect the Recapitalisation Proposal and effectuate the DOCA; and
- (b) complete the Additional Offers that related to the Recapitalisation Proposal.

This Second Supplementary Prospectus dated 17 September 2019 was lodged with the ASIC on that date. ASIC and its officers take no responsibility for the contents of this Second Supplementary Prospectus.

Other than as set out below, all details in relation to the Prospectus (as supplemented by the First Supplementary Prospectus) remain unchanged. Terms and abbreviations defined in the Prospectus (as supplemented by the First Supplementary Prospectus) have the same meaning in this Second Supplementary Prospectus. If there is a conflict between the Prospectus (as supplemented by the First Supplementary Prospectus) and this Second Supplementary Prospectus, this Second Supplementary Prospectus will prevail.

This Second Supplementary Prospectus will be issued with the Prospectus and the First Supplementary Prospectus as an electronic prospectus and may be accessed on the Company's website at <https://www.carnegiece.com/>.

This is an important document and should be read in its entirety. If you do not understand it, you should consult your professional advisers without delay.

2. SUPPLEMENTARY INFORMATION

The purpose of this Second Supplementary Prospectus is to make the following revisions to the Prospectus.

3. INVESTMENT OVERVIEW

The topic "Is the Entitlement Offer subject to a minimum subscription?" on page 11 of the Prospectus is deleted and replaced with the following:

<i>Is the Entitlement Offer subject to a minimum subscription?</i>	<i>The Entitlement Offer, together with the Shortfall Offer, will be subject to the Minimum Subscription of \$5,500,000 (before costs).</i>	Section 4.4
	<i>If the Minimum Subscription is not achieved, the Entitlement Offer will not proceed and all Application Monies will be refunded to Applicants (without interest).</i>	

4. DETAILS OF THE OFFERS

Section 4.4 of the Prospectus is amended by deleting the first paragraph of Section 4.4 and replacing it with the following:

*The Entitlement Offer, together with the Shortfall Offer, have an aggregate minimum subscription of \$5,500,000 (before costs) (**Minimum Subscription**).*

5. CONSENTS

Each of the Directors has given his or her written consent to being named in this Second Supplementary Prospectus in the context in which they are named and have not withdrawn their consent prior to lodgement of this Second Supplementary Prospectus with ASIC.

6. APPLICATION FOR SECURITIES

The Directors believe that the changes in this Second Supplementary Prospectus are not materially adverse from the point of view of an investor. Accordingly, no action needs to be taken if you have already applied for Securities under the Offers.

7. DIRECTORS' AUTHORISATION

This Second Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Second Supplementary Prospectus with ASIC.

A handwritten signature in black ink, appearing to read 'Grant Mooney', with a stylized flourish at the end.

Grant Mooney
Non-Executive Director

Dated: 17 September 2019