

11 May 2015

Company Announcements Office
Australian Securities Exchange
10th Floor
20 Bond Street
SYDNEY NSW 2000

Announcement Number 284

Via: ASX Online

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Dear Sir

Appendix 3B: Non-Renounceable Pro-Rata Rights Issue

Carbon Conscious Ltd ("**Company**") advises that it has raised a total of \$146,824.64 from the issue of 7,341,232 fully paid ordinary shares subscribed for under the Company's Non-Renounceable Pro-Rata Rights Issue, which closed on 4 May 2015.

The 7,341,232 fully paid ordinary shares have been issued on 11 May 2015, leaving a shortfall of 18,866,765 shares in terms of the maximum number of shares to be issued under the Rights Issue.

The Company's total amount of securities on issue currently stands at:

- 112,173,220 fully paid ordinary shares;
- 8,250,000 unquoted options (\$0.045 expiring on 31 January 2017); and
- 3,000,000 unquoted options (\$0.06 expiring on 31 January 2018).

An updated copy of Appendix 3B and Top 20 shareholders are appended to this announcement.

In accordance with Section 1.5 of the Prospectus, the remaining shares will be allocated to the Underwriter, CPS Capital Group Pty Ltd and at the discretion of the Directors of the Company. The Company will provide further updates at a later stage.

Yours faithfully



Anthony Fitzgerald
Company Secretary

Contact:

Mr Andrew McBain
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Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Carbon Conscious Limited

ABN

20 129 035 221

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|----------------------------|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 7,341,232 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes. They will rank equally in all respects with existing quoted shares on issue.</p>
5	Issue price or consideration	Issue price of \$0.02 per ordinary fully paid share.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Non-Renounceable Pro-Rata Rights Issue
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	27 January 2015
6c	Number of +securities issued without security holder approval under rule 7.1	Nil
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil

+ See chapter 19 for defined terms.

6f	Number of +securities issued under an exception in rule 7.2	7,341,232 (Exception 1)				
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable				
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable				
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Under Rule 7.1A - 11,217,322 Under Rule 7.1 - 16,825,983 Total remaining issue capacity: 28,043,305				
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	11 May 2015				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>112,173,220</td><td>Fully Paid Ordinary Shares</td></tr></table>	Number	+Class	112,173,220	Fully Paid Ordinary Shares
Number	+Class					
112,173,220	Fully Paid Ordinary Shares					

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		(a) 8,250,000	(a) Unquoted Options (\$0.045, 31 January 2017)
		(b) 3,000,000	(b) Unquoted Options (\$0.06, 31 January 2018)
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)		

Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the ⁺ securities will be offered	One (1) New share for every Four (4) shares Held at Record Date
14	⁺ Class of ⁺ securities to which the offer relates	Fully Paid Ordinary Shares
15	⁺ Record date to determine entitlements	5.00pm WST on 20 April 2015
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Yes
17	Policy for deciding entitlements in relation to fractions	Rounded down to nearest whole number.
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7-7.	The New Issue documents will only be sent to Shareholders with registered addresses in Australia and New Zealand.
19	Closing date for receipt of acceptances or renunciations	5.00pm WST on 4 May 2015

+ See chapter 19 for defined terms.

20	Names of any underwriters	CPS Capital Group Pty Ltd
21	Amount of any underwriting fee or commission	6% (plus GST) fee payable by the Company for any Underwritten Securities the Underwriter takes up plus a marketing fee of 500,000 Ordinary Fully Paid Shares.
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	15 April 2015
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	14 April 2015
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable

+ See chapter 19 for defined terms.

33 ⁺Issue date

11 May 2015

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☒ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

38 Number of ⁺securities for which
⁺quotation is sought

39 ⁺Class of ⁺securities for which
quotation is sought

⁺ See chapter 19 for defined terms.

40 Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?

If the additional ⁺securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another ⁺security, clearly identify that other ⁺security)

42 Number and ⁺class of all ⁺securities quoted on ASX (*including* the ⁺securities in clause 38)

Number	⁺ Class

⁺ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

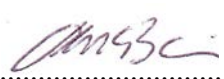
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  Date: 11 May 2015
(Director/~~Company secretary~~)

Print name: Andrew McBain

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	104,831,988
Add the following: <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	7,341,232 0 0
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	0
“A”	112,173,220

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	16,825,983
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of ⁺equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> Under an exception in rule 7.2 Under rule 7.1A With security holder approval under rule 7.1 or rule 7.4 <p>Note:</p> <ul style="list-style-type: none"> <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>0</p> <p>0</p> <p>0</p>
“C”	0
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	16,825,983
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	0
Total [“A” x 0.15] – “C”	<p>16,825,983</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	112,173,220
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	11,217,322
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of ⁺ equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> <i>This applies to equity securities – not just ordinary securities</i> <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	0
“E”	0

⁺ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	11,217,322
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	11,217,322 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

Company: CARBON CONSCIOUS LIMITED

ABN: 20 129 035 221

Top Listing - Grouped



	Name	Units	% of Units
1	BROADACRE ASSET MANAGEMENT LIMITED	12,751,706	11.37
2	BT PORTFOLIO SERVICES LIMITED <THE GRAVES FAMILY A/C>	12,183,577	10.86
3	CITICORP NOMINEES PTY LIMITED	9,986,711	8.90
4	STONE PASTORAL CO PTY LTD	6,625,000	5.91
5	MR CHRISTOPHER NEIL STEVENS + MRS NEROLIE JOY STEVENS <YALL SUPER FUND A/C>	2,400,000	2.14
6	MACRO FUND SERVICES PTY LTD	2,279,922	2.03
7	SHARIC SUPERANNUATION PTY LTD <FARRIS SUPER FUND A/C>	2,182,000	1.95
8	AROONA MANAGEMENT PTY LTD <MCBAIN FAMILY A/C>	1,800,000	1.60
9	SALGOOD PTY LTD <THE HILLMAN A/C>	1,800,000	1.60
10	BROADACRE FINANCE PTY LTD <THE RULE 303 SUPER FUND A/C>	1,748,750	1.56
11	MAC 110 NOMINEES PTY LTD <THE RULE 303 A/C>	1,687,500	1.50
12	WILNOM PTY LTD <THE MORRISON FAMILY A/C>	1,500,000	1.34
13	BALLYBUNNION TRADING CO PTY LTD	1,456,882	1.30
14	MR ANTHONY DEAN LAZENBY	1,250,000	1.11
15	MR ANDREW JOHN TEN SELDAM <TEN SELDAM FAMILY A/C>	1,218,750	1.09
16	MR ROGER JULIUS BARSONY	1,195,963	1.07
17	MR ANTHONY IRWIN FITZGERALD	1,187,500	1.06
18	BELL POTTER NOMINEES LTD <BB NOMINEES A/C>	1,129,981	1.01
19	MARDIC (AUSTRALIA) PTY LTD <MARDIC (AUSTRALIA) A/C>	1,125,000	1.00
20	MR DAVID ADAM LENYSZYN	1,000,000	0.89
Totals: Top 20 holders of CCF ORDINARY FULLY PAID		66,509,242	59.29
Total Remaining Holders Balance		45,663,978	40.71
Total Holders Balance		112,173,220	100